



Council of Governors

Tuesday 8 March 2022

Agenda and Papers





MEETING OF COUNCIL OF GOVERNORS

AGENDA

Tuesday 8 March 2022
13:30 to 16:00

Virtual Meeting via MS Teams

Ref	Time	Item	Owner	Purpose
STANDING ITEMS				
1	13:30	Welcome and Apologies (v)	Acting Chair	N/A
2	13:35	Minutes of Council of Governors meetings held on 9 December 2021 and 14 February 2022 (d)	Acting Chair	Approve
3	13:40	Action Log (d)	Acting Chair	Information
4	13:45	Declarations of Interest (v)	Acting Chair	N/A
REPRESENTING MEMBERS INTERESTS				
5	13:50	Lead Governor's Report (d)	Lead Governor	Information
6	14:00	Acting Chair's Report (v)	Acting Chair	Information
STRATEGY AND PERFORMANCE				
7	14:10	Covid Update (v)	Chief Executive	Information
8	14:20	Integrated Performance Report (d)	Chief Executive	*Assurance
REGULATORY/GOVERNANCE				
9	14:40	Annual Register of Interests (d)	Corporate Secretary	Decision
10	14:50	Governor Elections (d)	Corporate Secretary	Information
11	15:00	Governor Communications Survey (d)	Acting Chair	Information
BREAK 15:10				
REGULATORY/GOVERNANCE cont.				
13	15:15	MIAA Insight – Results of Governor Survey (d)	Senior Independent Director	Information
14	15:25	Council of Governors Cycle of Business 2022/23 (d)	Corporate Secretary	* Information

v = verbal, d = document p = presentation

GOVERNOR COMMITTEES				
15	15:30	COG Advisory Committee <ul style="list-style-type: none"> • Minutes and Chairs Briefing • TOR annual review (d) COG Membership and Engagement Group <ul style="list-style-type: none"> • Minutes and Chairs Briefing • TOR annual review (d) 	Lead Governor	*Approval
COMMITTEE ASSURANCE REPORTS				
16	15:45	Business Performance Committee Chair's Reports (d)	Committee Chair	*Assurance
17		Quality Committee Chair's Report (d)	Committee Chair	*Assurance
18		Audit Committee Chair's Report (d)	Committee Chair	*Assurance
19		RIME Committee Chair's Report (v)	Committee Chair	*Assurance
20		Charity Committee Chair's Report (d)	Committee Chair	*Assurance
CLOSE OF MEETING				
21	15:55	Any Other Business (v)	Acting Chair	N/A

* These items are provided for noting by / or for information to the Council of Governors, they do not require approval or a decision to be made. Governors are asked to read the papers prior to the meeting and may raise any questions in the Council of Governors meeting but these items will not formally be presented

Please Note – The Governors Pre-meeting will take place on Friday 4 March at 1pm via MS Teams

v = verbal, d = document p = presentation

UNCONFIRMED

MINUTES COUNCIL OF GOVERNORS 9th December 2021 MS Teams

Present:

Name	Role		Initials
Seth Crofts	Acting Chair		AC
Barbara Strong	Lead Governor	Merseyside	LG
Andy Burgen	Public Governor	North Wales	Gov
William Givens	Public Governor	Merseyside	Gov
Cameron Hill – part of meeting	Public Governor	Rest of England	Gov
Robert Howe	Public Governor	Cheshire	Gov
John Kitchen	Public Governor	North Wales	Gov
John Lloyd-Jones	Public Governor	Merseyside	Gov
Louis Pate	Staff Governor	Nursing	Gov
Ella Pereira	Partnership Governor	Edge Hill University	Gov
John Taylor	Public Governor	North Wales	Gov
Carla Worrall	Staff Governor	Non-Clinical	Gov

In attendance:

Name	Role		
Karen Bentley	Non-Executive Director		NED
Nalin Thakkar	Non-Executive Director		NED
Su Rai	Non-Executive Director		NED
David Topliffe	Non-Executive Director		NED
Mike Gibney	Chief People Officer		CPO
Andy Nicolson	Medical Director and Deputy Chief Executive		MD
Lisa Salter	Chief Nurse		CN
Laura Abernethy	Deputy Chief Operating Officer (<i>representing Chief Operating Officer</i>)		DCOO
Lisa Judge	Head of Patient and Family Experience		HPE
Katharine Dowson	Corporate Secretary		CS
Carol Miller	Meeting Administrator - Corporate Governance and Membership		MA

Apologies:

Name	Role		
Amanda Chesterton	Staff Governor	Clinical	Gov
Jonathan Desmond	Public Governor	Merseyside	Gov
Rhys Davies	Staff Governor	Medical	Gov
Ian Linfood	Public Governor	Cheshire	Gov
Jan Vaughan	Partnership Governor	M'side & Cheshire Clin Network	Gov
Melanie Worthington	Partnership Governor	Cheshire & M'side Neuro Alliance	Gov
Mike Burns	Chief Financial Officer		CFO
Jan Ross	Chief Executive Officer		CEO
Lindsey Vlasman	Acting Chief Operating Officer		ACOO

1. Welcome and Apologies

- 1.1. Apologies were received and noted as above.
- 1.2. The AC welcomed all those present to the meeting and noted that at this time the meeting was not quorate but that it would progress for expediency.

2. Minutes of meetings held on 30 September 2021

- 2.1. The minutes of the Council of Governors and Annual Members Meetings held on 30 September 2021 were agreed as a true and accurate record.

3. Action Log

- 3.1. The action log was updated and all items were closed.

4. Declarations of Interest

- 4.1. Declarations of interests were raised for agenda items 15 Approval of Senior Independent Director by Su Rai, Non-Executive Director and 17 Lead Governor Appointment by the LG

5. Lead Governors Report

- 5.1. LG advised that Governors had been encouraged to attend virtual training opportunities when they arose as they were helpful resources in enabling Governors to fulfil their duties. The online training for Virtual Boardroom (VBr), which was used for accessing meeting papers, had not been well attended and in order to understand the reason for this Governors were requested to share with the LG any concerns or issues surrounding VBr use, access or difficulties.

ACTION: Governors to contact LG with comments on the use of VBr

6. Acting Chairs Report

- 6.1. The AC updated Governors on progress in the implementation of the Cheshire and Merseyside Integrated Care System (C&M ICS) which was to be implemented by 31 March 2022. The C&M ICS Board had commenced appointing key officers and discussions were taking place with partners and providers to lay the foundations for effective transition of services, defining service roles and setting of the regional financial budget.
- 6.2. The chair had held virtual meetings with all new Governors and had welcomed the opportunity to gain an insight into their expertise and interests.
- 6.3. Chair and Governor briefings continued to be a successful and valuable method of working together on an informal basis and providing Governors with the opportunity to obtain knowledge of the wider strategic work of the Trust. It was intended to build on these in 2022.
- 6.4. AC had been involved in Consultant appointment panels, which as a testament to the reputation of the Trust, had attracted a large number of high calibre candidates.
- 6.5. Recruitment for the Trust Chair had commenced.

7. Covid update

- 7.1. The MD provided Governors with an update of the Cheshire and Merseyside Regional response to Covid. As numbers of Covid cases continued to rise within the community Trust hospital admissions remained low and the Trust continued to host the Critical Care Network.
- 7.2. Recovery of elective care through the use of non-acute green pathways, staff testing and flu and Covid vaccinations remain a focus for the Trust. Staff continue to participate in twice weekly LAMP testing, 90% of staff were vaccinated and HR had contacted all unvaccinated staff to offer advice and counselling ahead of the mandatory vaccinations deadline for NHS staff of April 2022.

8. Integrated Performance Report

- 8.1. The MD presented the Integrated Performance Report which was noted by the CoG.
- 8.2. Following queries from Governors on infection rates. the DCOO gave assurance that the Quality Committee monitored infection rates and the action plans which had been put in place.
- 8.3. Confirmation was received that the Trust had been involved in the Neurological Alliance National Survey of Access to Neurological services and the results had previously been shared through the Patient Experience Group, which had Governors in its membership, it was also noted that the CoG had a Neurological Alliance Partnership Governor.
- 8.4. The CN explained that the drop in complaints was due to the significant impact of the new patient and family centred proactive procedures which had been put in place by the HPE.

Action Neurological Alliance survey results to be circulated to Governors when complete

9. Equality, Diversity and Inclusion Strategy

- 9.1. The CPO presented the People Plan and strategy to Governors and explained that the main national focus was to deliver equality, diversity and inclusion improvements across all Trusts and

that this was reflected in the national targets which had been set. The Trust continued to focus on the fundamental ambitions of equality and staff health and wellbeing. The Trust were leading work across C&M ICS in the work with the education sector and strategic volunteers.

- 9.2. A new lead for ED&I engagement had been appointed to support the work of the ED&I lead and they would have a focus on strategic community engagement.
- 9.3. The work of the Equality, Diversity and Inclusion Steering Group was discussed by the NED member, who informed Governors of the focus on monitoring equity across bands and achieving the ambitious target of allowing all staff to achieve their full potential by raising the Band 6 glass ceiling and representation across all tiers by 2025. The Trust Board would be presented with Staff stories from some of the 40 Indian nurses who had joined the Trust bringing their international expertise to the Trust.
- 9.4. It was confirmed that the CN had joined the membership of the National Disability Group.

10. CQC Update

- 10.1. The CN explained that whilst no review date had been set for the next CQC inspection and that the CQC relationship manager had raised no major concerns, the Trust was not complacent and strived to continually improve to build upon its two 'Outstanding' CQC ratings. Part of that process was embedding lessons learnt from other Trusts CQC reports and acting on feedback from meetings with the CQC relationship manager.
- 10.2. It had been highlighted that staff were sometimes reluctant to publicise the good work undertaken at the Trust. To raise staff confidence, mock reviews and staff support was being put in place to help staff identify the outstanding things they did on a daily basis.
- 10.3. Following questions from Governors CN explained which data and information was provided to Governors which they could use to assess the performance of the Trust, gain assurances or raise concerns on the quality outcomes for patients. The IPR contained Key Performance Indicators (KPIs) which could be triangulated with other intelligence reports, such as the Family and Friends Test, CQC Inpatient Survey results, Staff Survey results, Quality Account Priorities and NED Committee Chair Key Issues reports to give a full understanding of Trust performance.
- 10.4. The Trust Board gained assurance from ward and department accreditations and by monitoring of incidents, concerns and complaints.

11. Trust Strategy 2022-2025

- 11.1. The MD updated Governors on the process being undertaken to refresh the Trust Strategy following the appointment of the new CEO and changes in the NHS with the formation of regional ICS. The CEO had charged the MD and the Deputy Director of Strategy with leading on a clinically driven Strategy which would ensure the highest quality of care.
- 11.2. The Trust Values and Care principles remained a strong focus for the renewed Strategy and would underpin the key themes of the strategy which had been identified in conjunction with the Trust Board, Clinical Senate, Consultants, Clinical and Non-Clinical departments.
- 11.3. The main themes which had consistently been identified across all engagement groups so far were:

Education	Delivered and received system-wide; sharing expertise and knowledge would enhance the Trusts reputation and realise subsequent benefits for recruitment and retention.
Research	Enhanced wider regional and national collaborative links.
Innovative Culture	Fostering innovative and different ways of working.
Branding	Enhanced regional and national external communications; raising awareness of the work and expertise of the Trust.
Leadership	Developing further leadership schemes for internal staff; enabling them to reach their full potential.
Collaboration	To address health inequalities and underpins all themes.
- 11.4. The main Clinical Service priorities were either in progress, being developed or reviewed to ensure consistent delivery of specialist services across the C&M Regional ICS.
- 11.5. Governors were invited to give their thoughts and following a question from Governors, it was confirmed that sustainably was a key ICS system- wide priority. It was also envisaged that developing Trust branding would address the concerns raised during liP assessments of corporate modesty. Further external engagement would commence and would include further opportunities for Governors to contribute.
- 11.6. It was noted that the meeting was now quorate

12. Quality Account 2022/23 Priorities

- 12.1. The CN presented the proposed annual Quality Account Priorities for 2022/23.
- 12.2. Quality Accounts focused on Patient Safety, Patient Experience and Clinical Effectiveness. The priorities were selected from improvement suggestions from Heads of Department, staff and analysis of data such as incidents, concerns complaints and survey results.
- 12.3. Governors were requested to complete the voting slip with their choice of Quality Account Priorities and their choice of external audit of the completed 2021/22 Quality Account Priorities. It was noted that an external audit was not mandated and governors were requested to consider the assurance provided by audits versus the cost of the audit and the value for money obtained.
- 12.4. Following a question from Governors it was confirmed that as part of a proposed Quality Priority, assurance was given that the relevant resources were in place to undertake the required work.
- 12.5. The Quality Account Priorities information and voting slip would be sent to all Governors after the meeting.

ACTION: Governors to return completed voting slips to MA by 16th December 2021.

13. CQC National Inpatient Survey results

- 13.1. The HPE presented the results of the mandated CQC Inpatient Survey results and action plan.
- 13.2. The LG on behalf of the Governors congratulated the Trust and the staff on the positive results.
- 13.3. Following a question from the CS, assurance was given that the action plan was monitored at the Quality Committee and that the next review would reflect the completed dates for actions marked November 2021.

14. Membership and Engagement Group

- 14.1. The LG presented an update to Governors on the main items discussed at the meeting held in November 2021.
- 14.2. Following discussions it had been agreed that a draft Membership Strategy Plan would be developed by the CS and presented to the next meeting.
- 14.3. The CS presented the draft Terms of Reference for approval.

Governors: Approved the Terms of Reference for the Membership and Engagement Group.

15. Nominations Committee, Approval of Senior Independent Director

Su Rai left the meeting for this agenda item only.

- 15.1. The AC presented the recommendation to appoint Su Rai to the role of interim Senior Independent Director until a new Chair had been appointed.

Governors: Approved the appointment of the interim SID until April 2022.

16. Approval of Non-Executive appointments

- 16.1. The AC requested that Governors approve the recommendation of the Council of Governors Nominations Committee to appointment two Non-Executive Directors, Ray Walker and Paul May, to the Board of Directors with effect from 1 January 2022 for a period of three years.
- 16.2. Thanks were given to outgoing NED Nalin Thakkar for his work on the Board.

Governors: Approved the appointments of 2 NEDs for a period of 2 years commencing 1st January 2022.

17. Lead Governor Appointment

Barbara Strong left the meeting for this agenda item only.

- 17.1. The CS updated Governors on the expressions of interest exercise which had taken place for the role of Lead Governor. As no responses had been received, the LG had agreed to undertake the role for a further 12 months in order to allow additional governors to become eligible for the role as outlined in the Trust Constitution. It was noted that this would be the final year for the LG as they would have served three full terms of three years.

Governors: Approved the appointment of the LG for a further period of 12 months commencing 1st January 2022.

18. Key Issues Reports

18.1. The following key issue reports were noted by governors:

Business Performance Committee	September and October 2021
Quality Committee	September and October 2021
Audit Committee	October 2021
Charity Committee	October 2021

19. Any Other Business

19.1. Following a review of the meeting it was agreed that formal introductions would be included as a standing item on the agenda and presenters would introduce themselves and state their role before presenting items. It was highlighted that in order to ensure quoracy Governors should confirm their attendance or offer apologies before meetings and it was agreed that reminders would be sent to Governors before each meeting.

Action: Formal introductions to be added as a standing item.

Action: Reminders to confirm attendance to be given before each Governor meeting.

20. The meeting closed

20.1. The AC thanked Governors for their work in 2021.

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MINUTES EXTRA ORDINARY COUNCIL OF GOVERNORS 14 February 2022 MS Teams

Present:

Name	Role	Initials
Su Rai	Senior Independent Director (Chair)	SID
Barbara Strong	Lead Governor Merseyside	LG
Bill Givens	Public Governor Merseyside	Gov
John Lloyd-Jones	Public Governor Merseyside	Gov
Tom Stretch	Public Governor Cheshire	Gov
John Taylor	Public Governor North Wales	Gov
<i>Amanda Chesterton</i>	<i>Staff Governor</i>	
Rhys Davies	Staff Governor Medical	Gov
Louis Pate	Staff Governor Nursing	Gov
Ella Pereira	Partnership Governor Edge Hill University	Gov
Nanette Mellor	Partnership Governor The Brain Charity	Gov
Jan Vaughan	Partnership Governor M'side & Cheshire Clinical Network	Gov
Melanie Worthington	Partnership Governor Cheshire & M'side Neuro Alliance	Gov

In attendance:

Name	Role	Initials
Jan Ross	Chief Executive Officer	CEO
Katharine Dowson	Corporate Secretary	CS
Carol Miller	Meeting Administrator - Corporate Governance	MA

Apologies:

Name	Role	Initials
Amanda Chesterton	Staff Governor Clinical	
John Kitchen	Public Governor North Wales	
Jonathan Desmond	Public Governor Merseyside	
Ian Linford	Public Governor Cheshire	
Carla Worrall	Staff Governor Non-Clinical	

1. Welcome and Apologies

- 1.1. Apologies were received and noted as above. The SID welcomed all those present to the meeting and noted that the meeting was quorate. The SID acknowledged the strong compassionate leadership style of Janet Rosser, former Chair who stepped down in 2021 due to illness. It had been difficult for all at the Trust following the news of her death last week but she had been keen that the Trust appointed a strong Chair and made the right decision for The Walton Centre.

2. Approval of Chair Appointment

- 2.1 The SID outlined the process taken which had started in December with a national advertising campaign. In January the Nominations Committee, on behalf of the Council of Governors, had shortlisted the applications to four candidates.
- 2.2 Last week two days of assessment had taken place and Governors, Board Members, staff and external stakeholders had been invited to take part in different aspects of the process including presentations and focus groups. Three candidates had been progressed to the second day and the formal interview panel which had included three Governors. The panel had felt that there were two strong candidates, including the current Acting Chair and it had been a difficult decision to decide between the two.
- 2.3 The SID advised that after some further deliberation a provisional offer had been made to Max Steinberg, pending the approval of the Council of Governors today. Max has worked in

Liverpool for many years in senior roles across a variety of sectors including housing, regeneration and entertainment. He is just completing his time as Chair of Liverpool Arena and is also Chair of Shakespeare North and the Roy Castle Lung Castle Foundation. Max's experience and strengths will be particularly important in representing the Trust in the region as the Integrated Care System is established. He will also bring a strong commercial acumen to the Board

- 2.4 The SID acknowledged that it had been a difficult decision as Seth Crofts had done an excellent job as Acting Chair since Janet had left. He was passionate about the Trust and very experienced. Rhys Davies commented that he was sorry that he would not be continuing to work with Seth but he was confident that Max must be an exceptional candidate to have been asked to take on the role.
- 2.5 The CEO commented that it had been a difficult call as Seth had been an incredible support in the last few months and had shown dedication and passion to the Trust as Acting Chair and in the preceding years as a Non-Executive Director.
- 2.6 BS added that she had been on the final panel and was supportive of the decision which had to be about who was the right person to take the Trust forward.
- 2.7 The SID sought the Council's approval of the recommendation that Max Steinberg was appointed as the new Chair of The Walton Centre NHS Foundation Trust.

The Council approved the recommendation unanimously.

3. Any Other Business

- 3.1. There was no further business.

Council of Governors Matters arising Action Log:

	Complete & for removal
	In progress
	Overdue

Date of Meeting	Item Ref	Agenda item & action	Lead	Update	Deadline	Status
09/12/21	5	Lead Governors Report Governors to contact LG with comments on the use of VBr	All	Questions were included within the COG survey and results will be fed back to governors	n/a	CLOSED
09/12/21	8	Integrated Performance Report Neurological Alliance National Survey results to be circulated to Governors when complete	DCCO	Neurological Alliance National update - The results are now being analysed will be collected into a report which will form the basis of our campaigning for the next two years, the report will be published on our website in summer 2022.	June/Sept 2022	



Report to the Council of Governors
Date: 8 March 2022

Title	Lead Governor report
Sponsoring Director	Katharine Dowson Corporate Secretary
Author (s)	Barbara Strong Lead Governor
Previously considered by:	
Executive Summary	<p>The purpose of this report is to update Governors on the significant events or developments in which the Lead Governor has been involved since the last Council of Governors meeting held on 9 December 2021.</p>
Related Trust Ambitions	<ul style="list-style-type: none"> •
Risks associated with this paper	
Related Assurance Framework entries	All
Equality Impact Assessment completed	<ul style="list-style-type: none"> • No
Any associated legal implications / regulatory requirements?	
Action required by the Council of Governors	<p>The Council of Governors is recommended to:</p> <ul style="list-style-type: none"> • Note the Report

1. Introduction

1.1. This report updates governors with significant events or developments since the CoG meeting held 9th December 2021.

2. Committees and Groups

2.1. The Membership and Engagement Group Met on 14th February and the CoG advisory Committee met on 17th February

2.2. Minutes from these meetings are included in the meeting papers.

3. Governor Training/engagement

3.1. External

- Pan Liverpool Governor training events have been offered to all governors. So far, two Walton Centre governors have attended one of these sessions - on developing a membership engagement strategy
- The Liverpool University Foundation Trust (LUFT) Virtual Membership event on weight management was attended by 8 Walton Centre members.

3.2. Internal

3.2.1. Quarterly events are planned as follows:

- 20 April 2022 Pain Management
- 21 June 2022 Understanding the role of the Governor and how you can stand for election
- 18 July 2022 Neuropsychiatry
- November 2022 TBC

3.2.2. In the first instance these will take place on line with the possibility of holding face to face meetings in the future.

4. Chair's Governor on line Briefings

4.1. These briefings continue to be helpful, informative and appreciated by governors.

Suggestions from governors for further topics in 2022 are welcome. Meetings take place each month except March, June, September and December Briefings.

- 18th January
The Acting Chair gave the governors an update on trust news followed by a Q & A session. Following this the Patient Experience Team gave an excellent in-depth presentation on the work of their department. This was also followed by questions from the governors.
- 17th February.
The whole meeting was given over to the Trust's Freedom to speak up Guardian. This session was recorded and is available on YouTube. The link to this has been sent out to all governors.

4.2 The next Chair's Governor Briefing is on 12 April 2022 at 14:00

5. Governor involvement in Recruitment of Trust Chair.

5.1. Several governors were involved in the recruitment of new Trust Chair. At least four governors attended the candidates' presentations online. Two partnership governors took part in one of the online focus groups and three governors sat on the interview panel.

5.2. The appointment of the new chair, Max Steinberg, was approved by the Council of Governors at an extraordinary meeting on Monday 14th February 2022.

6. Governor resignations

6.1. The trust has received resignations from three governors:

- Andy Burgen (Public, Wales)
- Melissa Banister (Public, Merseyside)
- Stella Howard (CHC Partner, Wales).

6.2. The Public posts will be included in the 2022 Governor Elections.



The Walton Centre
NHS Foundation Trust

Governor's Report for the Period Ending December 2021 (Quarter 3)

Glossary

- **Open Pathway. Target 8.2 weeks**

The Walton Centre is taking part in a Referral to Treatment pilot scheme where performance is measured by average patient waiting times in weeks. A requirement of this scheme is that performance is shown by average waiting time instead of against the 92% standard. Open pathways, or incomplete pathways are where the patient is still awaiting first definitive treatment (either as an Outpatient or Inpatient). In order to sustain delivery of the standard the average wait of these patients must be under 8.2 weeks.

- **I&E (Income & Expenditure).**

The Income and expenditure account records the Income received from undertaking patient care and other sources of Income including medical training. This is offset by the cost of running the organisation.

- **CIP (Cost Improvement Programme).**

The NHS is required to make efficiency savings on an annual basis. The efficiency requirement is reflected within the national tariffs set each financial year. The target is expressed as a % of the expenditure budgets of the organisation.

- **Capital Target.**

Capital expenditure is expenditure on building and equipment within the organisation.

- **Use of Resource Risk Rating (UoR)**

NHS Improvement introduced the Single Oversight Framework in October 2016. This incorporates 5 ratings:

- Capital service cover - the level of income available to fund the Trust's capital commitments;
- Liquidity - the level of cash available to fund the Trust's activities;
- I&E margin - the % of the Trust's surplus/(deficit) in relation to its income;
- Variance on the I&E margin - the % variance of the I&E margin against plan; and
- Agency Expenditure – The percentage of Agency Expenditure compared to the Trust Agency Ceiling control total.

Scoring 4 (poorest) to 1 (best) against each metric, the overall finance and use of resources score is a mean average of the scores of the individual metrics under this theme – except that if a provider scores 4 on any individual finance and use of resources metric, their overall use of resources score is at least a 3.

Finance

Due to COVID, the financial regime remains based on block funding for the full financial year and anticipated spend for the same period (based on average spend in Q3 of 2020/21). The plan for 2021/22 is break even position (submitted to HCP in November as part of the H2 planning process) in line with C&M requirements.

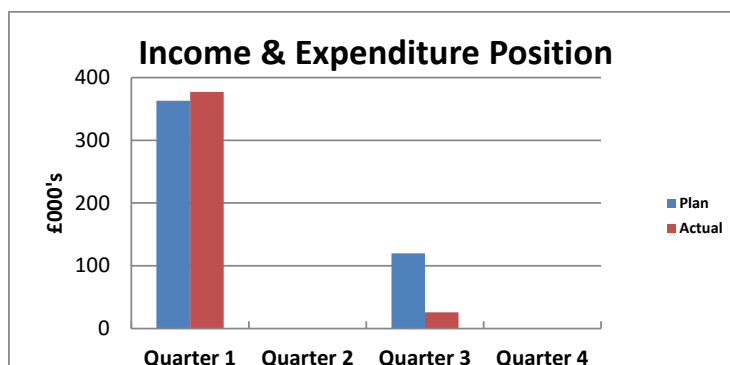
The current plan includes:

- Elective Recovery Fund (ERF) income and costs for the delivery of activity above the national trajectory targets;
- 'Block' system funding received for Top-up, COVID related costs, growth and CNST;
- Efficiency requirement to ensure a break-even position H1 and system efficiency of at least 2.5% in H2.

It is expected that the Healthcare Partnership (HCP) will deliver a balanced financial plan for the financial year and the Trust is continuing to work with the partnership to achieve this position.

At the end of quarter 3 2021/22 the Trust is reporting a £26k surplus position against a plan of £120k surplus resulting in being under plan by £94k.

The year to date position includes £2,086k elective recovery funding (all achieved in H1) against a planned position of £2,715k, £629k below plan. The Trust has not assumed any ERF income for Q3 given that the system did not deliver national activity trajectories in month 7 or 8.



COVID Expenditure

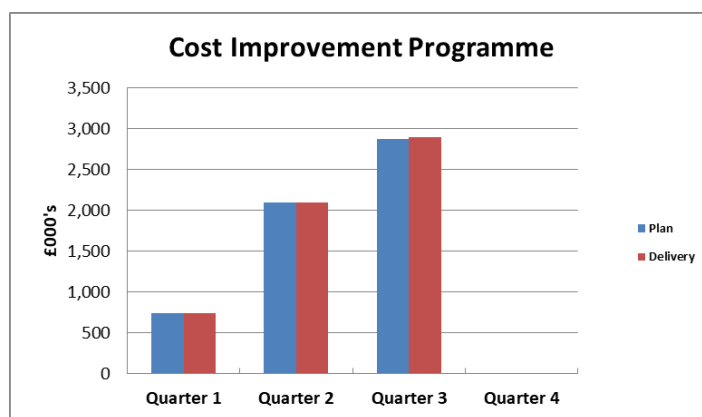
A summary of the Trust COVID-19 expenditure for Quarter 3 is below. At the end of the December, £764k had been incurred in response to COVID-19 for this financial year.

COVID -19	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Year to Date
Expenditure	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Pay cost (incl. additional shifts, on-call, etc)	93	50	57	49	54	47	36	25	61	472
Decontamination	0	7	3	0	0	0	2	0	1	13
Agile working	0	12	1	0	0	0	0	0	0	13
Infection Control	0	0	0	0	22	4	14	3	0	43
Other	20	1	43	19	21	37	27	20	35	223
TOTAL	113	70	104	68	97	88	79	48	97	764

Other spend includes providing free car parking for staff.

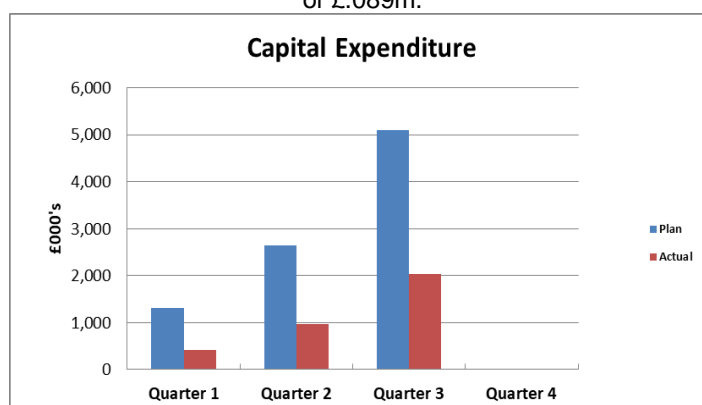
Efficiency Savings

In order to deliver the Trust's control total target By December we planned to achieve the QIP target of £2.872m by break even position. We have currently achieved £2.899m which is currently £27k above plan.



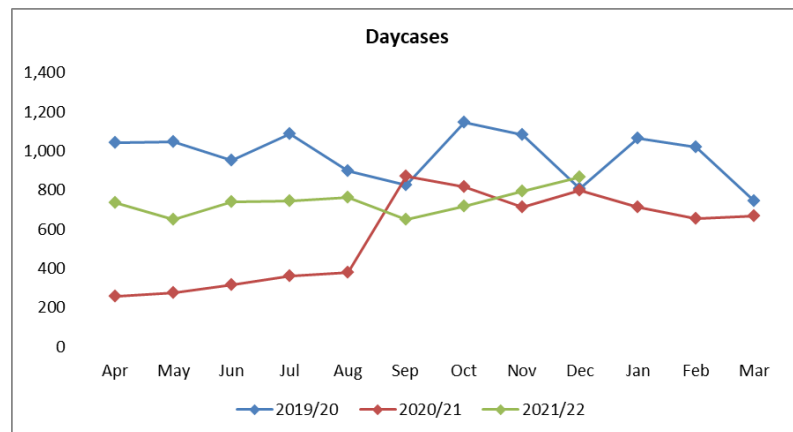
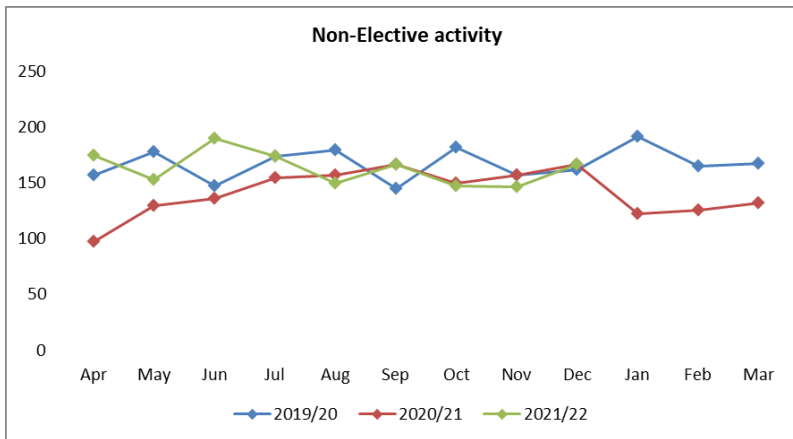
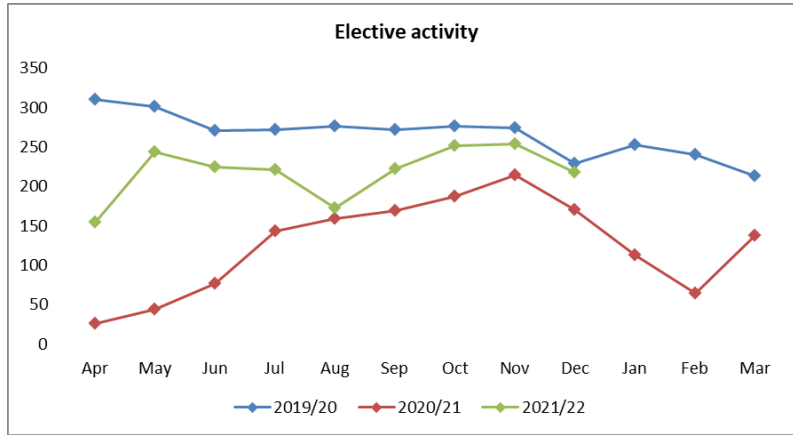
Capital

The Q3 capital expenditure is £2.033m, £3.005m below the total agreed funding allocation for the Q3 YTD of £.089m.

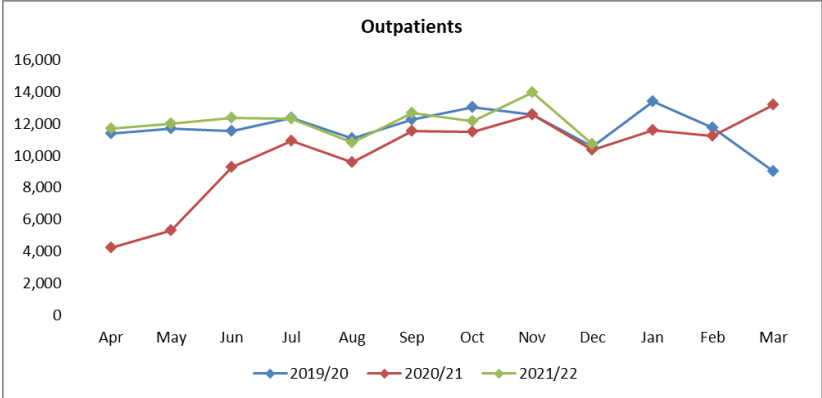


Activity

Inpatient & Day Case Activity: Inpatient activity remained at similar levels in Q3 2021/22 to Q2.



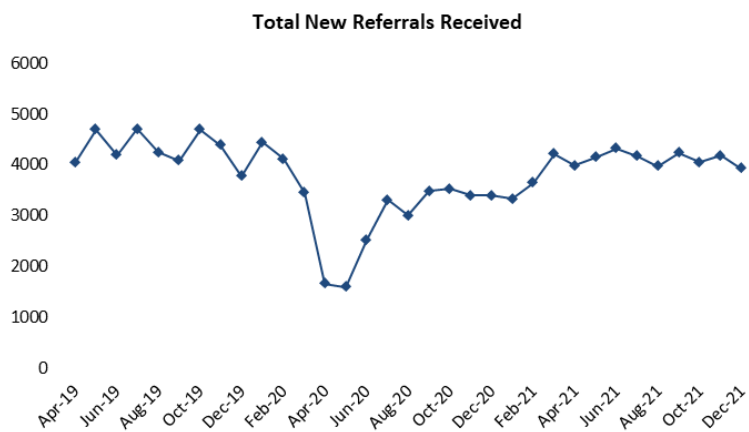
Outpatient Activity: Outpatient activity remained consistent in Q3 2021/22.



Referrals for outpatient appointments

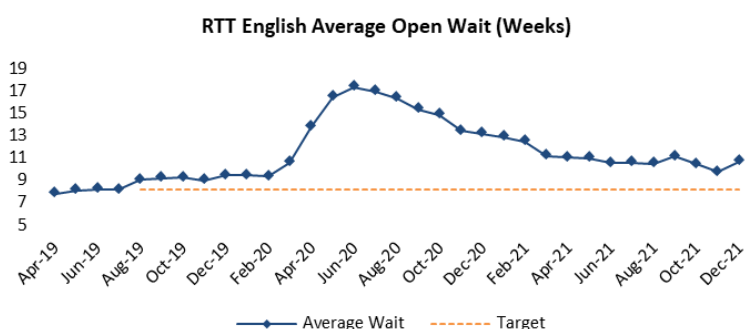
Clean referrals exclude referrals that are created by consultants retiring or transferring part of their practice to a colleague as part of service development or reorganisation and give a clearer indication of growth in demand for our services.

Referrals remained at normal levels in Q3 2021/22 following the drop due to Covid-19.

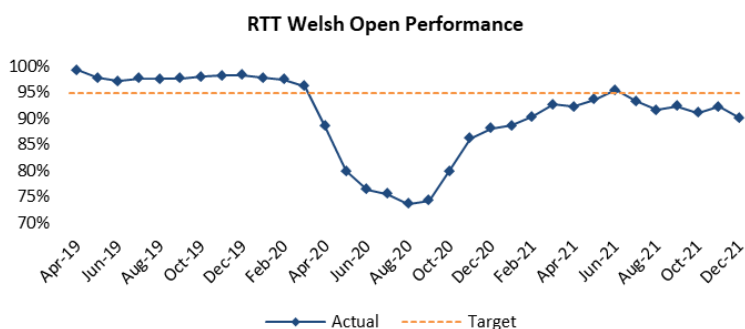


RTT (Referral to Treatment)

The Walton Centre is taking part in a Referral to Treatment (RTT) pilot scheme, where performance is measured by average patient waiting times in weeks. A requirement of this scheme is that performance is shown by average waiting time, rather than against the 92% standard and that the backlog cannot be shown. Performance at the end of Q3 21/22 is 10.71 weeks. Performance has improved through the quarter following a deterioration of performance due to Covid-19

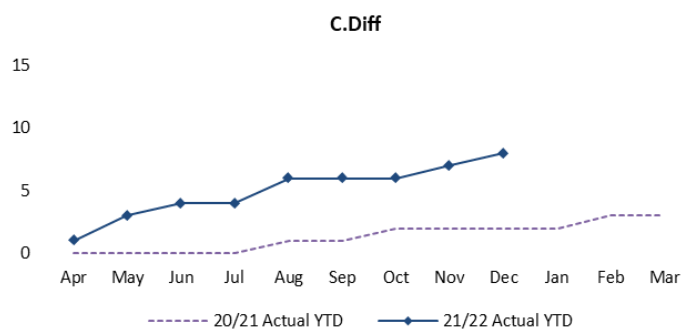
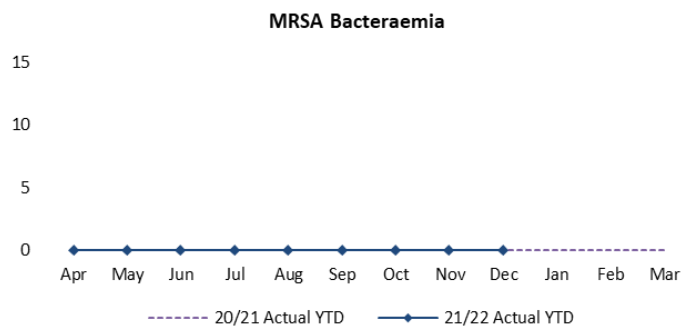


Welsh RTT performance continues to be monitored against the 95% standard, with performance below the standard at 90.22% in December 2021. Performance against the Welsh RTT target has stabilised throughout the Quarter following a drop in performance due to Covid-19.



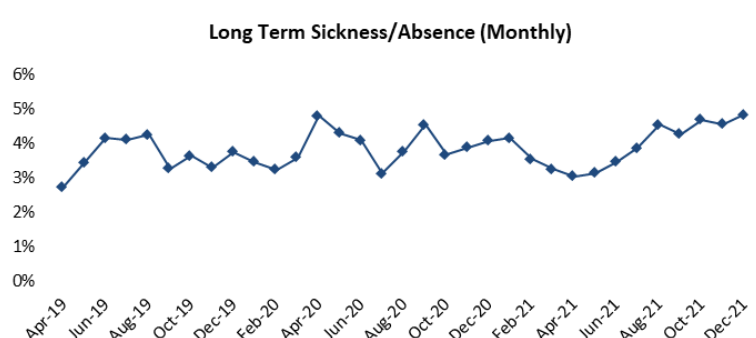
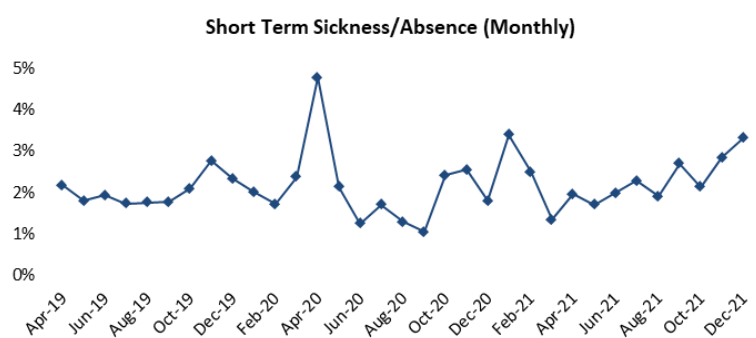
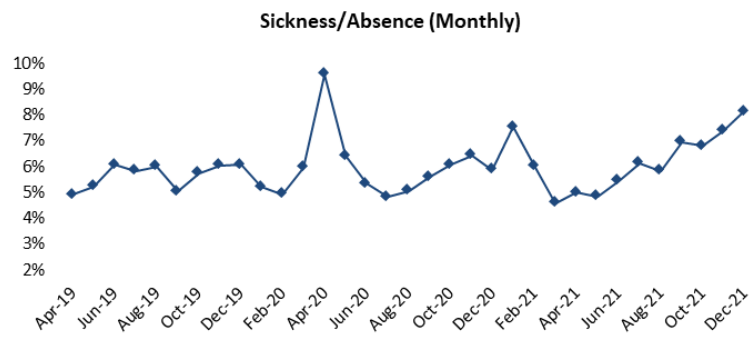
Infection Rates

No cases of MRSA Bacteraemia were reported during Q3 2021/22. The Trust has reported 8 cases of Clostridium Difficile against the PHE year-end threshold of 5 cases for 2021/22.



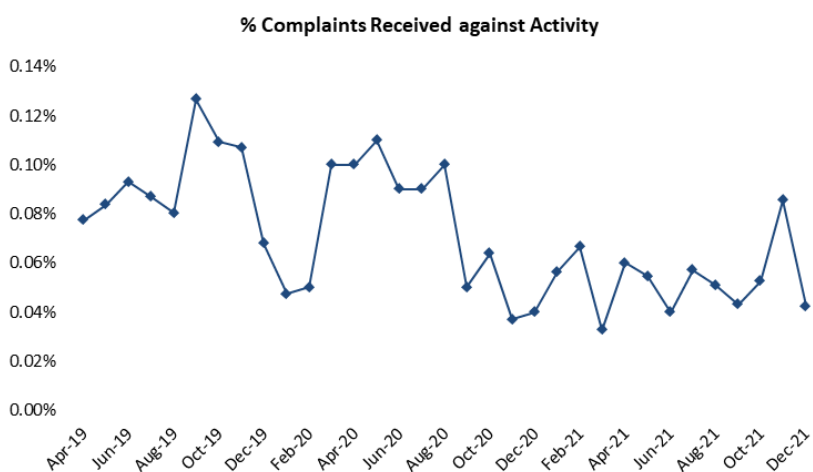
Workforce

Monthly sickness/absence rate is 8.14% which is above the target of 4.75%. The breakdown between long term and short term sickness as at September 2021 is as follows: 4.83% on long term sickness and 3.31% on short term.



Complaints

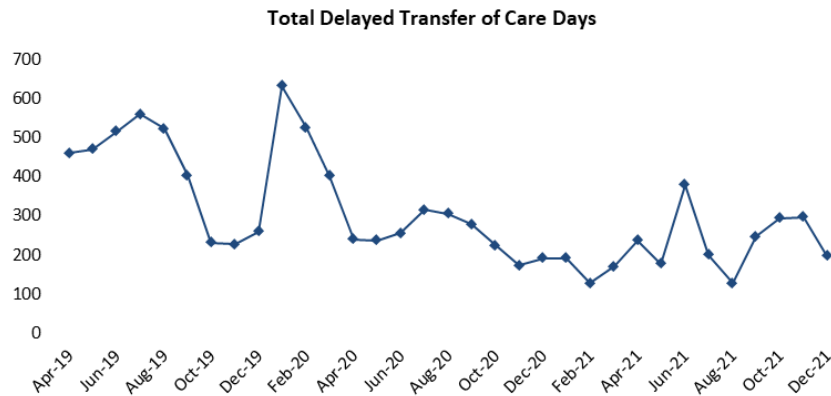
The Executive team receive a detailed monthly report in relation to complaints. Trends and themes are discussed and challenged. A Quarterly report is also provided to the Patient Experience Group. Q3 2021/22 has seen 25 complaints reported.



Efficiency Measures

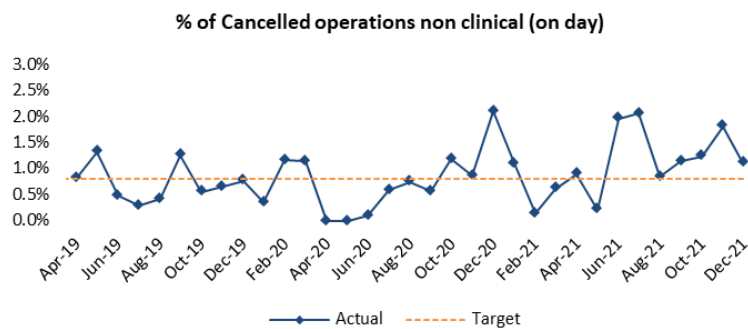
Delayed Discharges / Delayed Transfers of Care (DTOC):

The total Delayed Patient days has remained consistent during Q3 2021/22.



Cancelled Operations: The number of cancelled operations in Q3 2021/22 has remained at similar levels compared to Q2 in 2021/22.

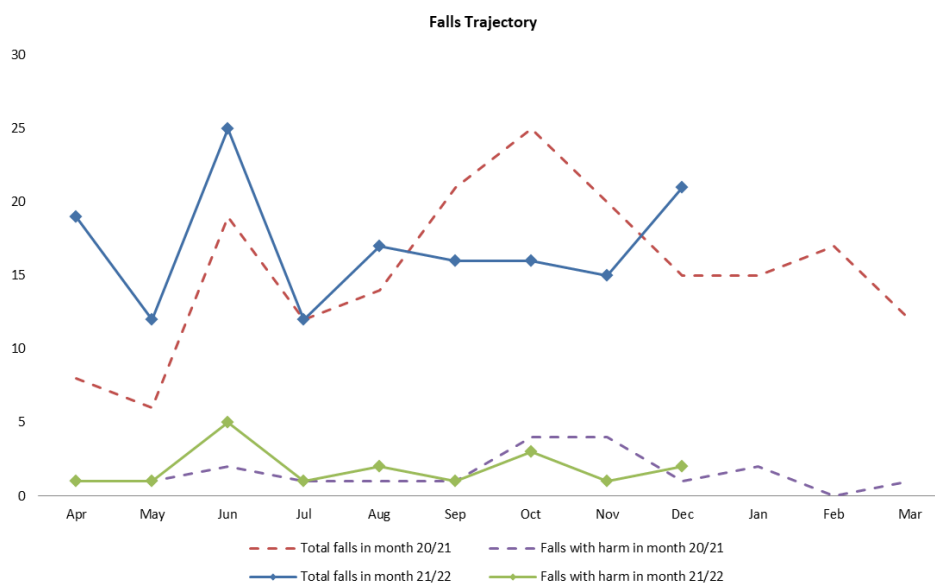
	Number of non-clinical cancellations
Q3 2021/22	37
Q2 2021/22	38
Variance	-1



Safety Indicators

Patient Falls:

Our goal is to achieve a year on year improvement with the prevention of falls and falls with harm.



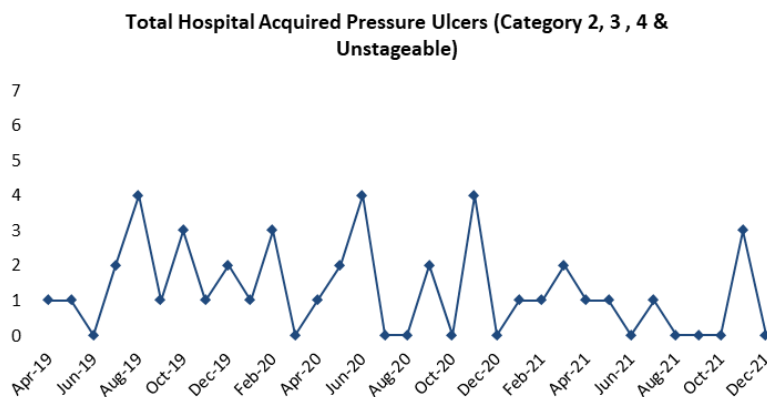
In 21/22 there has been 153 total falls of which 17 were resulted harm. This compares to 140 total falls at this stage of 20/21. There was one moderate harm fall within the Trust in Q1 21/22.

A monthly falls analysis report is currently compiled by the Falls prevention steering group then disseminated to local departments/wards highlighting any themes/trends in month, lessons learnt and any good practice for sharing. Patients at risk of falls are being correctly identified and there is evidence that measures are being taken to reduce the risk. Falls at the bedside and in bathrooms are most common; more patients who have fallen have capacity and choose to take the risk of mobilising on their own. Follow up questionnaires are done in real time to try and establish the reasons for the fall and any actions that can be taken to reduce future risk.

Pressure Ulcers

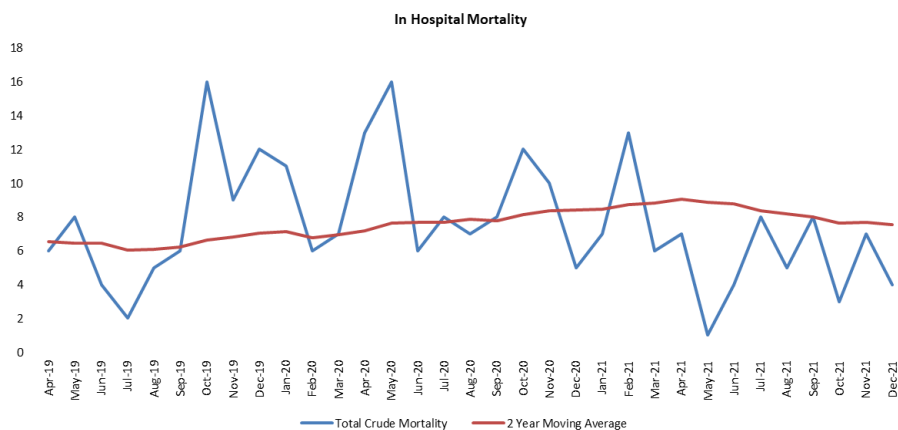
In Q3 2021/22 there were three Walton Centre acquired pressure ulcers.

Below is a graphic representation of our position to date



Mortality

Rolling crude mortality reduced in December 21. All cases are subject to detailed clinical review and discussion at Quality Committee and no cause for concern identified.





REPORT TO COUNCIL OF GOVERNORS
Date: March 2022

Title	Governor's Register of Interests
Sponsoring Director	Seth Crofts, Acting Trust Chair
Author (s)	Katharine Dowson, Corporate Secretary
Previously considered by:	None
<p>Executive Summary</p> <p>This paper sets out the current list of declared interests from Governors and Governors are requested to review the declarations.</p> <p>In line with the provisions of the Standing Orders for the Council, NHS National Policy and the Managing Conflicts of Interest Policy Governors are required to declare any new or changed interests which arise in relationship to or which could impact on their Governors activities on an annual basis:</p> <ul style="list-style-type: none"> • Gifts • Hospitality • Outside employment • Patents • Loyalty interests • Sponsored events, research • Donations • Clinical private practice • Shareholding and other ownership issues <p>The Trust public register can be accessed via this link https://wcft.mydeclarations.co.uk</p> <p>Governors are reminded that any member with a conflict of interest in relation to any agenda item must be declared at the start of the meeting, and the member should withdraw from the relevant item whilst it is being considered.</p>	
Action required by the Council of Governors:	<p>The Council of Governors is recommended to:</p> <ul style="list-style-type: none"> • Note the report for information
Related Trust Ambitions	<ul style="list-style-type: none"> • Best practice care • Be recognised as excellent in all we do
Risks associated with this paper	None identified
Related Assurance Framework entries	None
Equality Impact Assessment completed	Not applicable
Any associated legal implications / regulatory requirements?	Trust Constitution Annex 7 para 11 Council Performance

Council of Governors Register of Interests 2021- 2022

Employee	Date Declared	Interest Type	Interest Description
Melissa Banister-Resigned	27/07/2021	Nil Declaration	
Stella Howard – Resigned	None declared to date		
Andy Burgen – Resigned	23/09/2021	Loyalty Interests	Member and Vice Chair of NWCHC North Wales Community Health Council
	23/09/2021		Lay Representative Health Education and Improvement Wales
Jonathan Desmond	16/04/2021	Loyalty Interests	Walton Centre NHS Trust - sister Dr Helen Elizabeth Millward employed as a Registrar in Rehabilitation Unit (Sid Watkins).
Ian Linford	28/07/2021	Outside Employment	Northwest clinical senate Expert patient role on clinical senate - unpaid - Bi monthly meetings usually 3 hours in length. plus ad hoc service reviews when required
Tom Stretch	07/05/2021	Outside Employment	Halton Borough Council - Councillor for Norton South & Preston Brook Ward of the Borough of Halton unitary authority
Nanette Mellor	28/02/2022	Outside Employment	The Brain Charity The role of CEO at The Brain Charity holds responsibility for the strategic direction, service development and financial sustainability of The Brain Charity, a nationwide charity that supports those affected by neurological conditions.
Melanie Worthington	28/02/2022	Outside Employment	Motor Neurone Disease Association and co-chair for the Cheshire & Merseyside Neurological Society in a voluntary capacity.
Ella Pereira	01/03/22	Outside Employment	Edge Hill University Professor of Computing.
William Givens	01/02/2022	Nil Declaration	
Robert Howe	04/10/2021		
John Kitchen	22/09/2021		
John Lloyd-Jones	28/07/2021		
Barbara Strong	04/10/2021		
John Taylor	01/09/2021		
Jan Vaughan	01/02/2022		
Carla Worrall	04/10/2021		
Amanda Chesterton	Long term absence		
Peter Clegg	To date no declaration for 21/22 submitted		
Cameron Hill			
Chris Sutton			



REPORT TO THE COUNCIL OF GOVERNORS

Title	Results of the Governor Survey 2022
Sponsoring Director	Seth Crofts Acting Chair
Author (s)	Name: Katharine Dowson Title: Corporate Secretary
Previously considered by:	N/A
<p>Executive Summary</p> <p>This report contains the results of a Governor survey which asked for the views of governors on their preferred meeting and meeting paper format, how the Trust communicates with them, their support and training needs and to share their skills.</p> <p>The information will be used to ensure that governors have the support required to fulfill their statutory duties and to enable the Council of Governors Advisory Group to fulfil their role as stated in Section 2 of the Terms of Reference:</p> <p>2. Role</p> <p>2.5 The Committee will work with the Corporate Secretary to develop mechanisms which will both assist Governors to discharge their statutory responsibilities effectively and enable Governors to become better informed about the activities of the Trust.</p> <p>2.6 The Committee will work with the Corporate Secretary to identify training needs and prepare development programmes for the Council of Governors.</p>	
Related Trust Ambitions	N/A
Risks associated with this paper	N/A
Related Assurance Framework entries	N/A
Equality Impact Assessment completed	N/A
Any associated legal implications / regulatory requirements?	No legal implications.
Action required by the Committee	Governors are recommended to: <ul style="list-style-type: none"> Note the content of the report for information.

1 Background

Governors were requested to complete a survey between 5 January 2022 and 31 January 2022.

Governors were asked to give their views on their preferred meeting and meeting paper format, how the Trust communicates with them, their support requirements and training needs and to share their skills.

The information provided will be used to ensure that Governors have the support they require in order to fulfill their statutory duties and enable the Council of Governors Advisory Group to fulfil their role as stated in Section 2 of the Terms of Reference:

2. Role

- 2.5 The Committee will work with the Corporate Secretary to develop mechanisms which will both assist Governors to discharge their statutory responsibilities effectively and enable Governors to become better informed about the activities of the Trust.
- 2.6 The Committee will work with the Corporate Secretary to identify training needs and prepare development programmes for the Council of Governors.

2 Response Rate

Responses were received from 12 Governors, a response rate of 57%

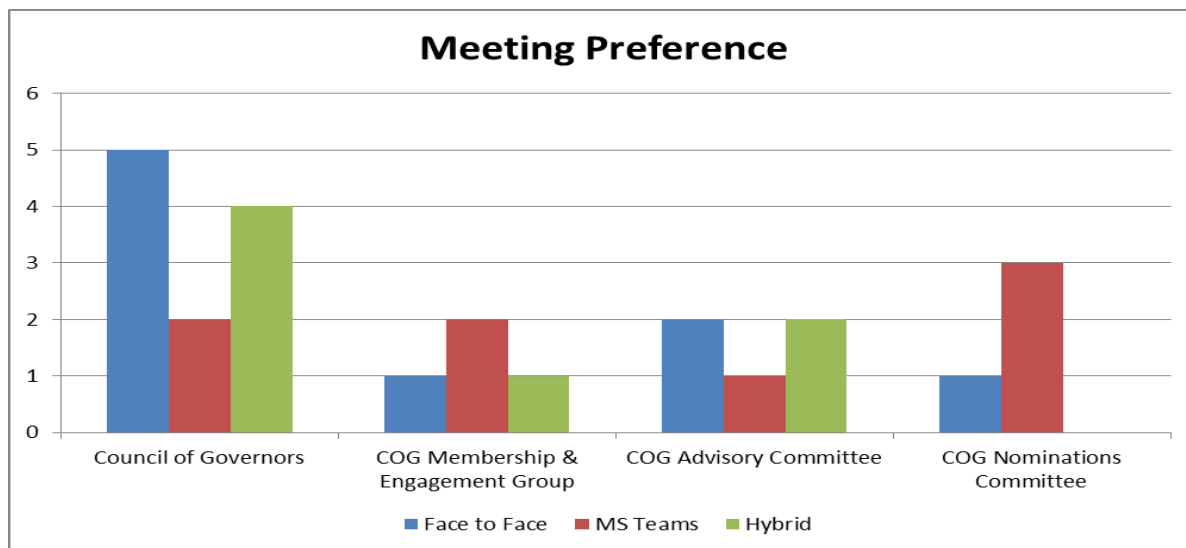
3 Meeting Preferences

There was a slight preference for Governors for face to face meetings and events; longer standing Governors were more likely to prefer hybrid meetings. Responses for COG Subcommittees were from members only.

It was noted that attendance at face to face meetings had previously led to considerable trouble finding somewhere to park and that hybrid meeting contributed to the Trust's sustainability agenda. Occasional technical difficulties in logging onto MS team meetings were noted and occasional 'drop outs'.

There was a difference in opinion of the timescales for planning and dissemination of meeting dates, with some governors requesting as much notice as possible and others specifying that meetings dates should not be set beyond a 6 month period.

Meeting Preferences	Council of Governors	COG Membership & Engagement Group	COG Advisory Committee	COG Nominations Committee
Face to Face	5	1	2	1
MS Teams	2	2	1	3
Hybrid	4	1	2	0

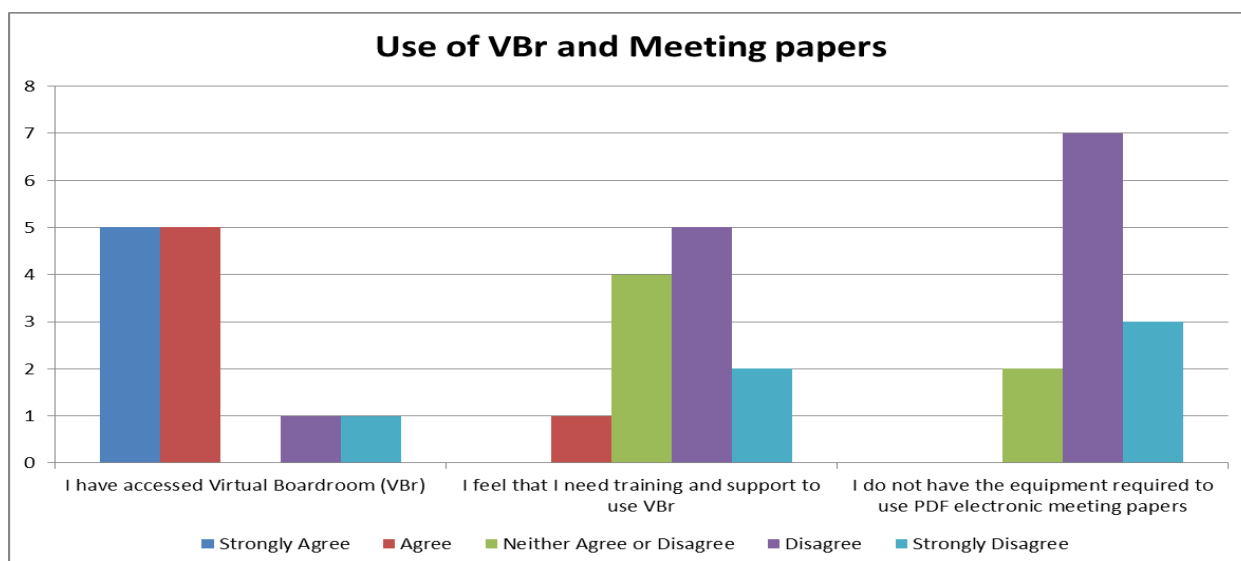


4 Use of Virtual Boardroom (VBr) and meeting papers

Governors have accessed and used VBr but there were several comments that expressed a preference for paper copies. Governors who use VBr responded that they didn't require additional training or equipment.

Whilst it is the preference of the Trust for Governors to use VBr, Governors, by exception, can arrange for paper copies to be posted to them although it should be noted that this could result in a delay in the receipt of papers which is outside of the control of the Governance Department. Governors who would prefer to receive paper copies should contact carol.miller@thewaltoncentre.nhs.uk

Use of VBr and Meeting Papers	I have accessed Virtual Boardroom (VBr)	I feel that I need training and support to use VBr	I do not have the equipment required to use PDF electronic meeting papers
Strongly Agree	5	0	0
Agree	5	1	0
Neither Agree or Disagree	0	4	2
Disagree	1	5	7
Strongly Disagree	1	2	3



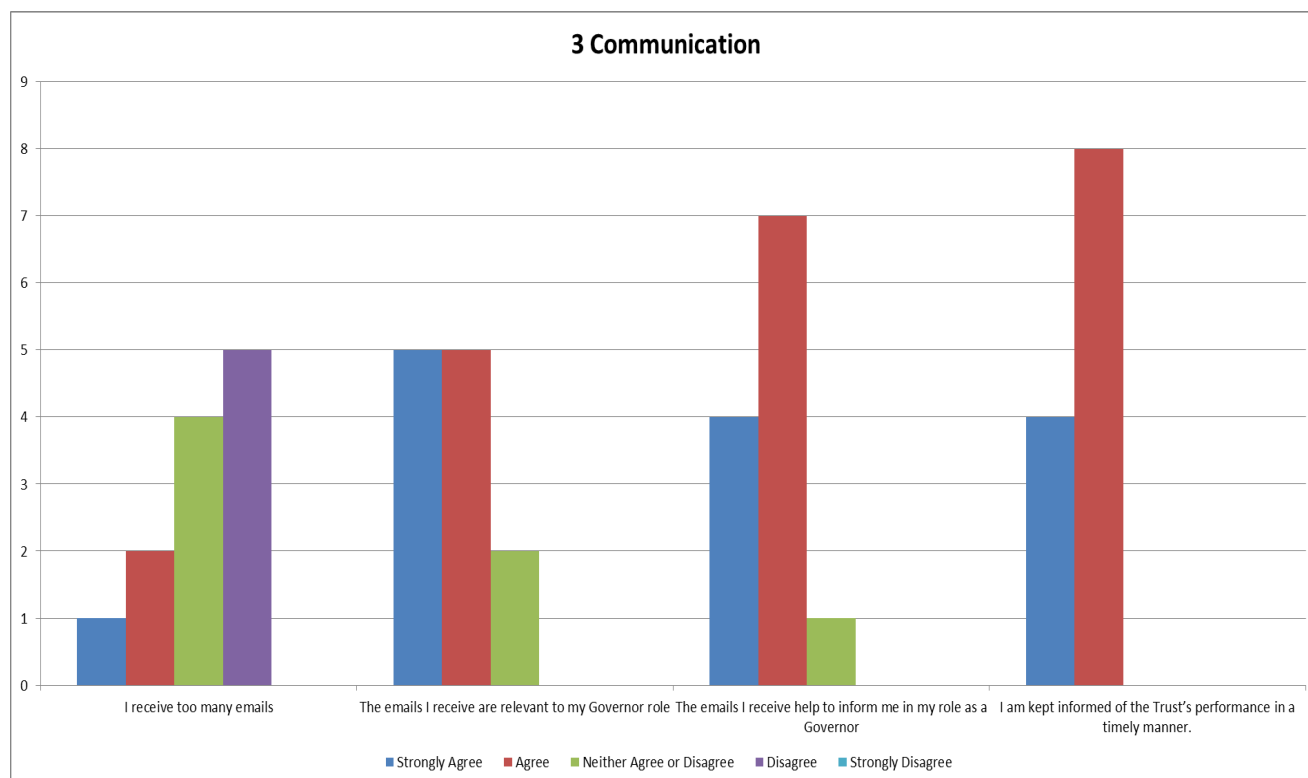
5 Communication

Governors were in agreement that the emails they receive are relevant to their role, help to inform them on their role and are sent in a timely manner. There was some indication that some Governors feel that too many emails are sent although all Governors agreed that those sent were relevant to their role as Governors..

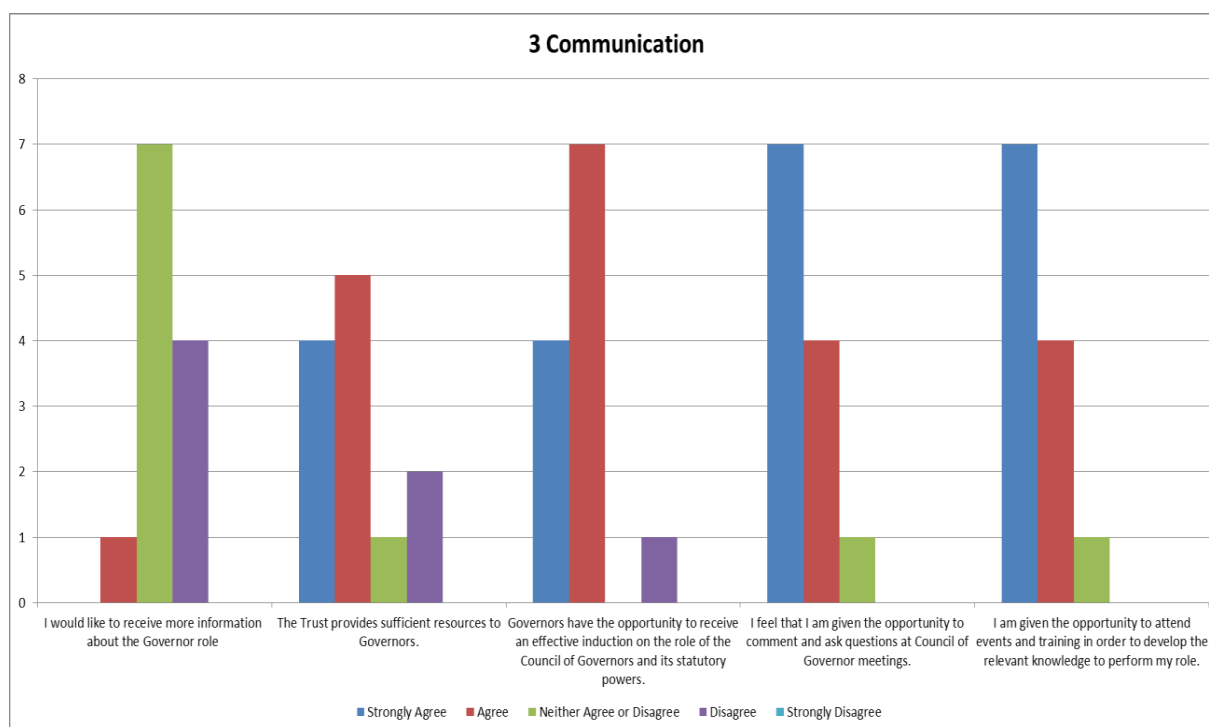
The majority of Governors feel that they receive sufficient information on their role, on the performance of the Trust, have sufficient resources as Governors and are given the opportunity to attend events and training.

Several Governors commented on the ongoing desire to be issued with @nhs.net email addresses.

Communication	I receive too many emails	The emails I receive are relevant to my Governor role	The emails I receive help to inform me in my role as a Governor	Timely information on the Trust's performance.
Strongly Agree	1	5	4	4
Agree	2	5	7	8
Neither Agree or Disagree	4	2	1	0
Disagree	5	0	0	0
Strongly Disagree	0	0	0	0



Communication	I would like to receive more information about the Governor role	The Trust provides sufficient resources to Governors.	Opportunity to receive an effective induction	Opportunity to comment and ask questions at CoG meetings.
Strongly Agree	0	4	4	7
Agree	1	5	7	4
Neither Agree or Disagree	7	1	0	1
Disagree	4	2	1	0
Strongly Disagree	0	0	0	0

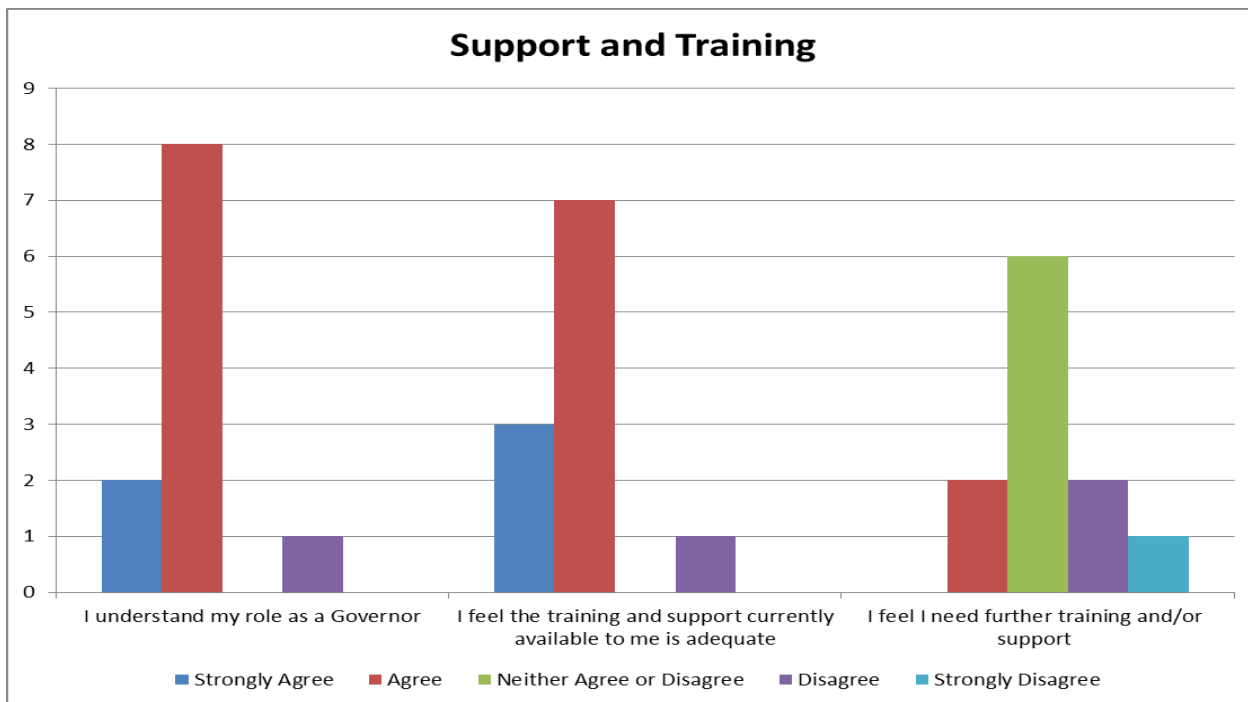


6 Support and Training

Whilst the majority of responses understood their role and felt that training and support currently available was adequate, there was a need for further training and support to be provided. This included the provision of face to face training and one to one training.

Communication	I am given the opportunity to attend events and training in order to develop the relevant knowledge to perform my role.
Strongly Agree	7
Agree	4
Neither Agree or Disagree	1
Disagree	0
Strongly Disagree	0

Support and Training	I understand my role as a Governor	I feel the training and support currently available to me is adequate	I feel I need further training and/or support
Strongly Agree	2	3	0
Agree	8	7	2
Neither Agree or Disagree	0	0	6
Disagree	1	1	2
Strongly Disagree	0	0	1



7 Conclusion

Whilst the results of the survey are broadly positive it should be noted that there had been an impact on how Governors felt about being able to understand the wider work of the Trust and their ability to engage with patients due to Covid visiting restrictions.

It is hoped that the prevailing Covid restrictions will allow face to face meetings, training and engagement events to be arranged from April 2022.

Governors are requested to note the contents of the report and to contact the Corporate Secretary or the Lead Governor with any comments or suggested actions.



REPORT TO COUNCIL OF GOVERNORS

Date: March 2022

Title	Council of Governors Elections 2022
Sponsoring Director	Seth Crofts, Acting Trust Chair
Author (s)	Katharine Dowson, Corporate Secretary
Previously considered by:	None
Executive Summary	<p>This paper advises the Council of Governors of the 2022 Governor Elections.</p> <p>Elections will take place by post and on-line between June – August 2022 and run in accordance with the Trust Constitution Annex 4, Model Rules of Election.</p> <p>The draft timetable, process, details of eligible seats and associated membership data are detailed within the report for information.</p>
Action required by the Council of Governors:	<p>The Council of Governors is recommended to:</p> <ul style="list-style-type: none"> • Receive the report and note the timetable for Council of Governors elections in 2022.
Related Trust Ambitions	<ul style="list-style-type: none"> • Best practice care • Be recognised as excellent in all we do
Risks associated with this paper	None identified
Related Assurance Framework entries	None
Equality Impact Assessment completed	Not applicable
Any associated legal implications / regulatory requirements?	Trust Constitution Annex 4, Model Rules of Election.

Council of Governors' Elections 2022

Executive Summary

1. Governor elections for both public and staff governors are held from June to August each year. The elections cover both vacant seats and governors eligible for re-election for a further term of office. This paper updates Governors on the position for 2022 elections.

Constitutional and legal requirements

2. The Trust's constitution provides that:
 - a. There should be 33 governors - 17 public governors, 4 staff governors and 12 appointed governors from specific organisations.
 - b. The Monitor Code of Governance provides that elected governors must be subject to re-election at regular intervals not exceeding 3 years.
 - c. Elections must be conducted in accordance with the Model Election Rules which provide the mechanism by which the elections must be conducted and which form part of the Trust constitution.
 - d. Where a vacancy arises the Council of Governors may either call an election within 3 months to fill the seat or (if applicable) invite the next highest polling candidate at the last election to fill the seat until the next election or leave the seat vacant until the next election, if the governor's unexpired term of office is less than nine months.
2. The Trust is undertaking an election in 2022 due to:
 - a. Vacant seats within constituencies as a result of a Governor(s) :
 - i. Resigning
 - ii. Reaching the end of a term(s) of 3 years
 - iii. Serving the maximum period of 9 years
 - b. Where the number of nominations received in 2021 was less than the number of vacant seats

Current Council of Governors position

3. All members within a constituency where the vacancy occurs receive either a personal postcard or email informing them of the election key dates and links to information on how they can nominate themselves.
4. The election will take place in the following format:

a. Public Constituencies	on-line and post
b. Staff Constituency	on line and post
5. Turnout within contested seats increased in the 2021 election but there were insufficient nominations received for vacant seats within Cheshire and Merseyside.
6. To increase member engagement in the election the Trust Corporate Secretary will run a virtual members event on 21 June 2022 at 17:00 to 18:00 on 'Understanding the role of a Governor and how you can stand for election'. This event will be publicised on the Trust social media channels, through the 'Walton Weekly' staff email and sent to public members who have provided email addresses.
7. There are 10 seats eligible for election in 2022.

Duration		Term at election	Constituency	Current Governor eligible for re-election or reason for vacancy	
Sept	Aug			First name	Last Name
2022	2025	2	Merseyside	William	Givens
2022	2025	2	Rest of England	Cameron	Hill
2022	2025	2	Rest of England	Chris	Sutton
2022	2025	3	Staff - Medical	Rhys	Davies
Vacant Seats					
2022	2025	1	North Wales	Resignation	
2022	2025	1	Merseyside		
2022	2025	1	Merseyside	Insufficient Nominations received in 2021 election	
2022	2025	1	Merseyside		
2022	2025	1	Merseyside		
2022	2025	1	Cheshire		
2022	2025	1	Cheshire		

Constituency Membership data

8. The table below details the number of members within each eligible constituency at February 2022 and the member turnout for the previous 2 elections:

Member Category	Number of seats	Constituency	Total	Previous Elections turnout			
Public	1	Cheshire	712	2021	Uncontested	2019	11.3%
	5	Merseyside	2534	2021	Uncontested	2019	9.9%
	1	North Wales	1253	2021	12.3%	2018	Uncontested
	2	Rest of England	707	2019	10.2%	2017	9.7%
Public Total			5206				
Staff	1	Medical	129	2019	Uncontested	2016	Uncontested
Staff Total			129				
Grand Total			5335				

Draft Election Timetable

9. The Election timetable is drafted in compliance with The Trust Constitution, Annex 4, Model Rules of Election paras 2 – 3.
10. Governor terms start and conclude at the Annual Members Meeting held in September.

Draft Election 2022 - Timetable	Dates
Notice of Election / nomination open	Monday 6 June 2022
Nominations deadline	Monday 11 July 2022
Summary of valid nominated candidates published	Wednesday 13 July 2022
Final date for candidate withdrawal	Friday 15 July 2022
Notice of Poll published	Thursday 28 July 2022
Voting packs despatched	Friday 29 July 2022
Close of election	Friday 19 August 2022
Declaration of results	Monday 22 August 2022
Council of Governors and Annual Members Meeting	Thursday 8 September 2022

Recommendation

11. The Council of Governors is recommended to:
- Receive the report and note the process and timetable for Council of Governors elections in 2022.



REPORT TO COUNCIL OF GOVERNORS
Date: 8 March 2022

Title	Are Governors on top of their brief? MIAA Insight report
Sponsoring Director	Seth Crofts, Acting Trust Chair
Author (s)	Katharine Dowson, Corporate Secretary
Previously considered by:	None
Executive Summary	
<p>The Trusts Internal Auditor MIAA provides a number of reports in order to gain insight into specific areas of potential focus for the Trust. This document summarises the survey results from The Walton Centre NHS Foundation Trust serving Governors.</p> <p>The report looks at the role of the NHS Foundation Trust, focusing on Governors understanding and preparedness for the role and responsibilities now and in the future.</p> <p>The findings of this report and the planned Annual COG Effectiveness Review will inform the Council of Governors Advisory Committee in fulfilling their remit under the Terms of Reference to work with the Corporate Secretary to develop mechanisms which will both assist Governors to discharge their statutory responsibilities effectively and enable Governors to become better informed about the activities of the Trust.</p>	
Action required by the Council of Governors:	<p>The Council of Governors is recommended to:</p> <ul style="list-style-type: none"> Note the report for information
Related Trust Ambitions	<ul style="list-style-type: none"> Best practice care Be recognised as excellent in all we do
Risks associated with this paper	None identified
Related Assurance Framework entries	None
Equality Impact Assessment completed	Not applicable
Any associated legal implications / regulatory requirements?	Trust Constitution Annex 7 para 11 Council Performance

MIAA Insight 21/22

Are governors on top of their brief?

The Walton Centre NHS Foundation Trust



Executive Summary

Introduction

As the NHS continues respond to radical changes in the commissioning and primary care landscape and enters a period of intense financial challenge as well as increasing demand and operational pressures, there has never been a more important time for governors to be on top of their brief.

In this context, this Insight looks at the role of the NHS Foundation Trust Governor. We have surveyed serving governors across MIAA's Foundation Trust client base focussing on their understanding and preparedness for the governor role and responsibilities now and in the future.

This document summarises the survey results for The Walton Centre NHS Foundation Trust. A separate report has been issued outlining the survey results across MIAA's Foundation Trust client base, which can be accessed via the following link: [MIAA Governor Survey Results](#).

Survey Results

Overall, the survey results are positive with mostly favorable responses being provided across all survey question categories and this is reflective of the consolidated survey results across MIAA's Foundation Trust client base.

Key areas of positive feedback related to:

- Understanding of governor roles and responsibilities
- Understanding of the roles and responsibilities of Non-Executive Directors
- Collective skills and experience of the Council of Governors
- Understanding of the Trust's core business and strategic direction and sufficient insight into system and place developments affecting the Trust
- Provision/access to information required and communication with the Board
- Behaviors demonstrated by governors and the quality of debate and discussion at Council of Governors meetings
- Opportunities to contribute and add to discussions at Council of Governors Subcommittees.

Whilst the overriding picture is positive there were some responses that highlighted areas of potential focus going forward and the Questions for Foundation Trusts to Consider on the next page focus on these areas.

Questions for Foundation Trusts to Consider

- Does the organisation provide sufficient information to potential governors to ensure they are clear on expectations and commitment required?

- Does the organisation provide sufficient support to new governors to assist them in understanding their role and increase their knowledge of the Trust?

- Is your Council of Governors representative of your community in terms of diversity?

- What mechanisms has the Trust put in place to harness the power of governors to promote the interest of the public as a whole in your area?

- Are the roles and responsibilities of all types of governor well defined in your organisation and has this been communicated to governors?

- How do you ensure the breadth of governor knowledge of place/other areas is utilised effectively?

- Have you assessed the impact of remote communication methods e.g. Zoom on governors and their ability to perform their role effectively?

The Board of Directors


The Board of Directors is made up of executive directors and non-executive directors. (Some Foundation Trusts are appointing associate NEDs and Directors)



The Chair of the Board of Directors is also the chair of the Council of Governors

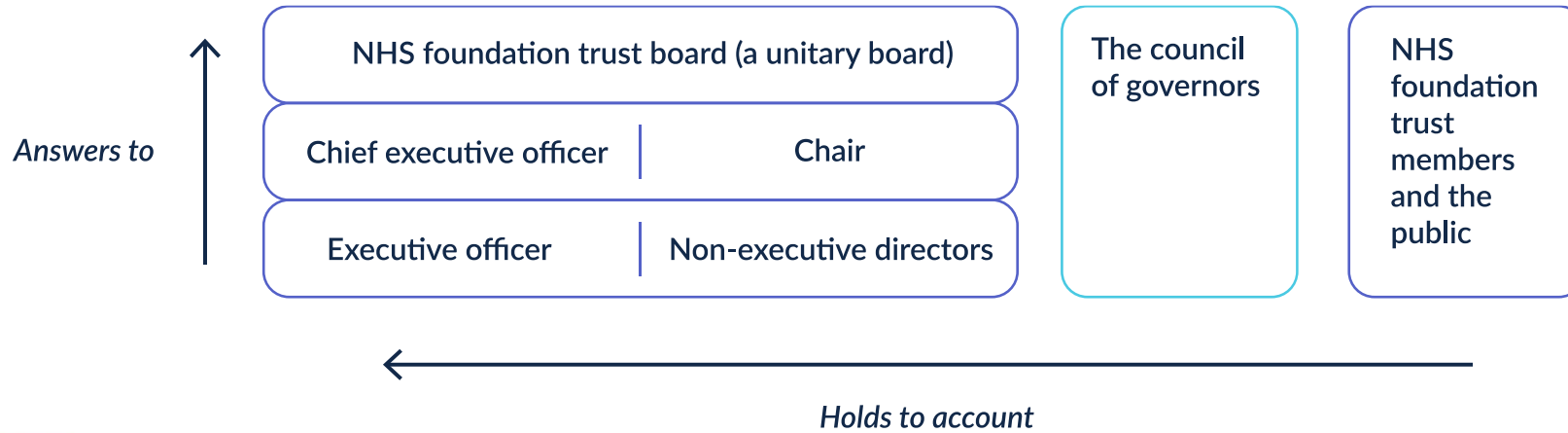
The Board is responsible for the long-term success of the Foundation Trust including the provision of safe and effective services:

- Sets strategic direction
- Takes decisions that the Board reserves for itself
- Supervises the performance of the executive directors
- Sets, shapes and influences the culture of the Foundation Trust
- Ensures accountability by holding the organisation to account for the delivery of strategy
- Seeks assurance that systems of control are robust and reliable



It is important that the Board of Directors and Council of Governors see their interaction as being one of constructive partnership and seeking to work effectively together.

Foundation Trust: Chain of Accountability



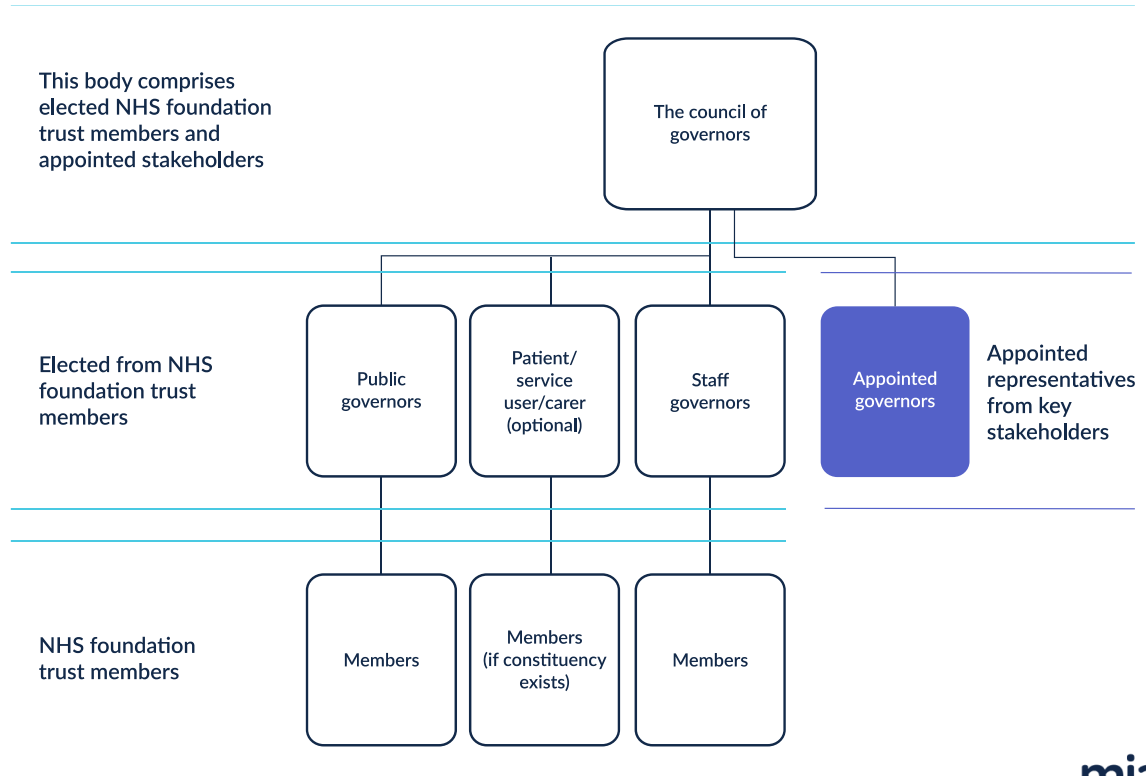
Structure of Council of Governors

The Council of Governors is made up of elected and appointed governors. Governors are volunteers and are not paid.

Elected governors are elected by distinct constituencies:

- public constituency
- staff body
- patients/service users and/or their carers members

Appointed governors represent stakeholder organisations such as the local council or local charities.



What is a Governor?



- Governors are not directors.
- The governors' duty to ***“hold the non-executive directors, individually and collectively, to account for the performance of the Board of Directors”***
- Does not mean that governors are responsible for decisions taken by the Board of Directors on behalf of the NHS Foundation Trust.
- Responsibility for those decisions remains with the Board of Directors, acting on behalf of the trust.

Statutory Duties: Governors DO

- Represent the interests of members of the Trust as a whole (determined locally)
- Hold the NEDs individually and collectively to account for the performance of the Board of Directors (determined locally)
- Appoint, re-appoint or remove the Chair and Non-Executive Directors
- Decide the remuneration and other T&Cs of the Chair and NEDs
- Confirm (or declines to confirm) the appointment of the Chief Executive
- Appoint, re-appoint or removes the External Auditor
- Receive the Trust's annual accounts, auditors report and annual report at a General Meeting of the Council of Governors

- Be consulted and contribute to the plans of the organisation, such as the Annual Plan
- Prepare and review the Foundation Trust Membership Strategy and policy for the composition of the Council of Governors and Non-Executive Directors
- When appropriate, make recommendations and/or approve the revision of the Trust Constitution (jointly with the Board)
- Decide on the impact on non-NHS work on the delivery of NHS services
- Approve "significant transactions"
- Approve applications for the Foundation Trust to enter into merger, acquisition, separation or dissolution
- Have powers to require one or more NEDs to attend the Council of Governors

The over-riding role of the Council of Governors is to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors (and to represent the interests of NHS foundation trust members and of the public).

Qualities and attributes of a governor



Governors don't



- Have an operational role
- Take responsibility or accountability for Trust business
- Deal with complaints, staff grievances or concerns on an individual basis
- Have a “right” to inspect the Trust property or services, meet patients or conduct quality reviews
- Undertake Non-Executive Director duties
- Tell staff what they should do
- Use their position as a soapbox for voicing opinions or personal gain



Striking the Balance

The overall responsibility for running an NHS Foundation Trust lies with the Board of Directors.

Directors are responsible and accountable for the performance of the Foundation Trust; governors do not take on this responsibility or accountability



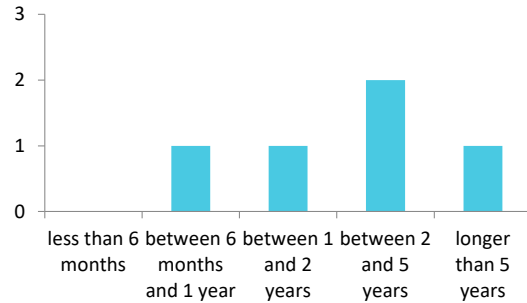
The Council of Governors is the collective body through which the NEDs are held to account and the Council should not seek to become involved in running the trust.

Governors must act in the best interests of the NHS Foundation Trust and should adhere to its values and code of conduct.

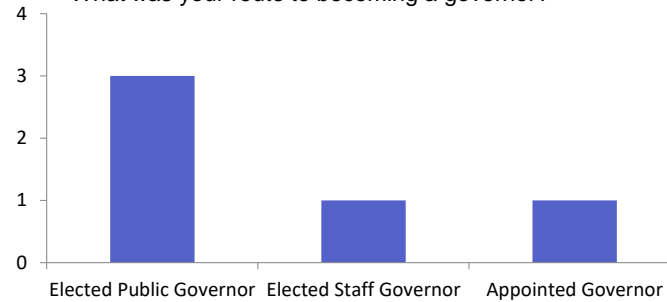
Survey Headlines

The pages that follow outline the results of our survey of NHS Foundation Trust Governors

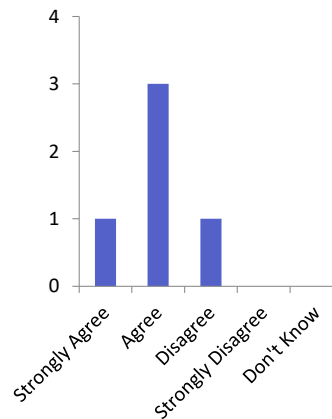
How long have you been a governor?



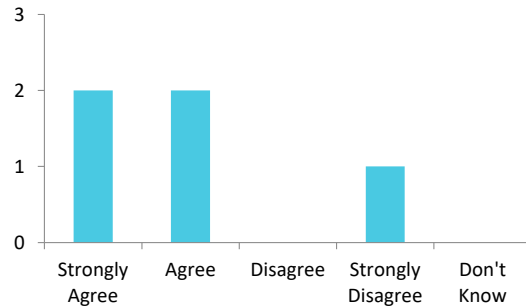
What was your route to becoming a governor?



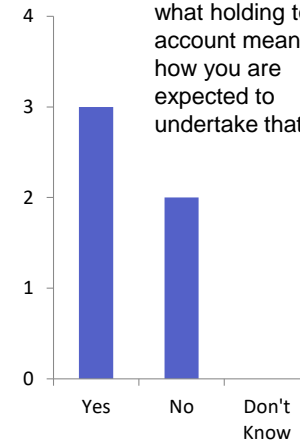
I understand the distinctive roles of Non-Executive Director, Senior Independent Director and Lead Governor



Overall I am clear about my role and responsibilities as a governor.



Are you clear on what holding to account means and how you are expected to undertake that role?



Key findings

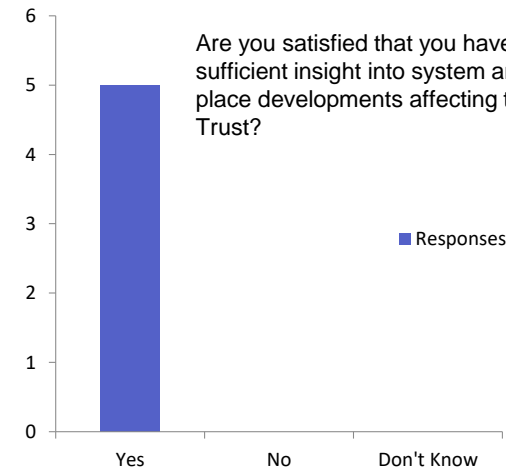
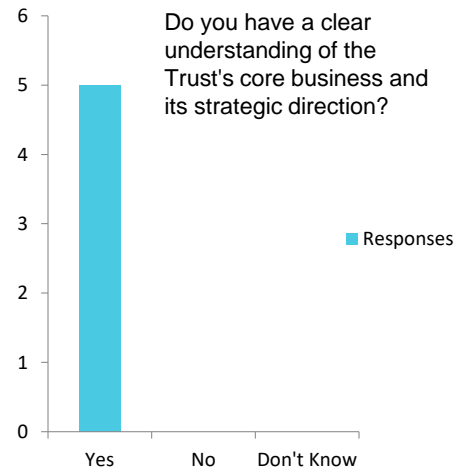
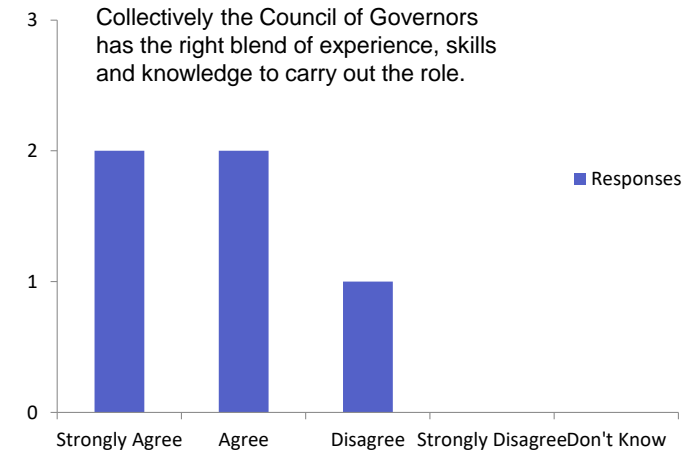
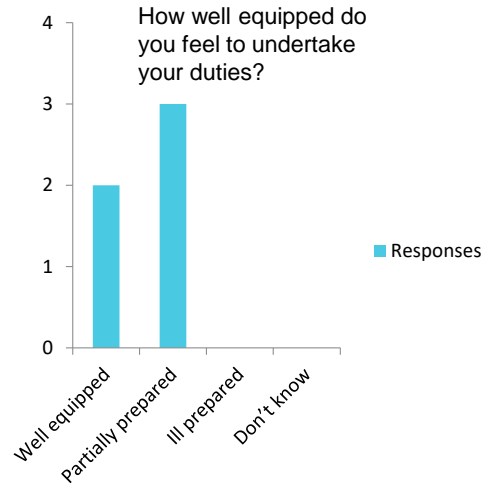
- Responding governors have been in post a range of time, with 80% in post over a year
- Survey results represent views of a range of different types of governors
- 80% of governors felt clear about their roles and responsibilities overall
- Most governors were clear on the distinction between the roles of NEDs, Lead Governor and Senior Independent Director and what holding to account means.



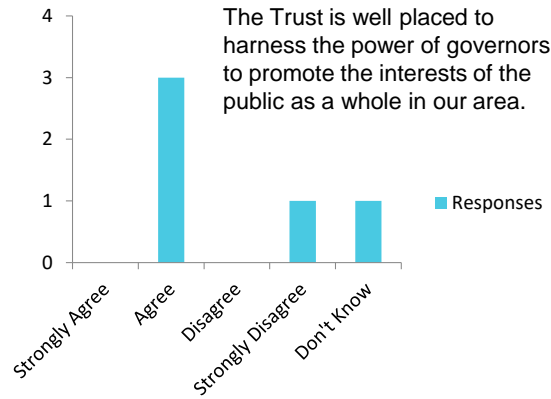
Survey Headlines

Key findings

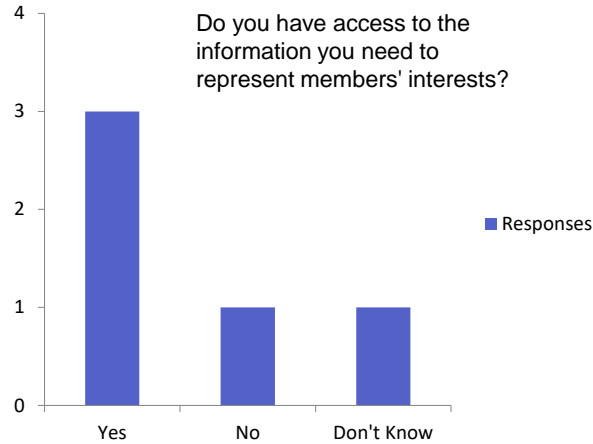
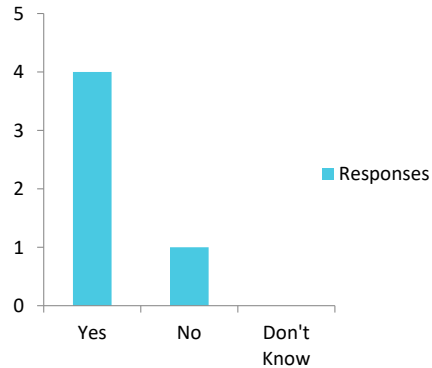
- 40% of governors felt well equipped to undertake their duties with a number feeling they needed some kind of further support
- 80% of governors believe the Council of Governors has the right skills to carry out their role
- All governors reported they understood their Trust's core business and strategic direction.
- All governors felt they did have the right level of insight.



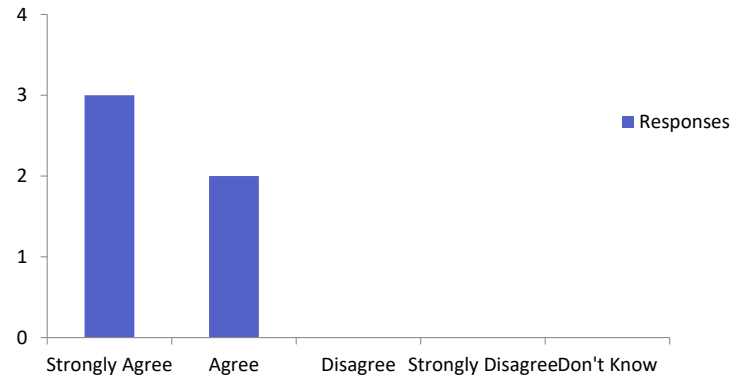
Survey Headlines



Do Council of Governors meetings encourage a high quality of debate with robust and probing discussion?



Behaviours at Council of Governors meetings are professional, productive and supportive.



Key findings

- 60% of governors agree they are well placed to promote the interests of the public in their role
- 60% of governors feel they have access to information needed to represent members' interests
- 80% of governors felt there was high quality debate
- All governors say that behaviours at meetings are professional, productive and supportive

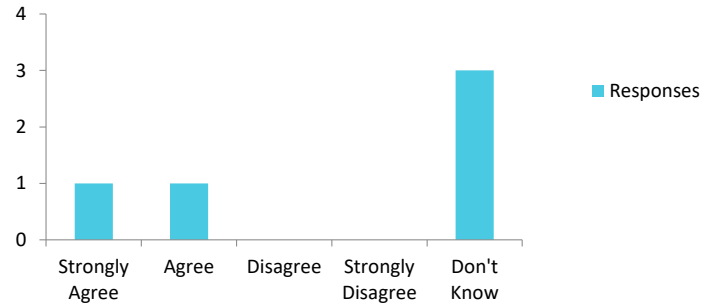


Survey Headlines

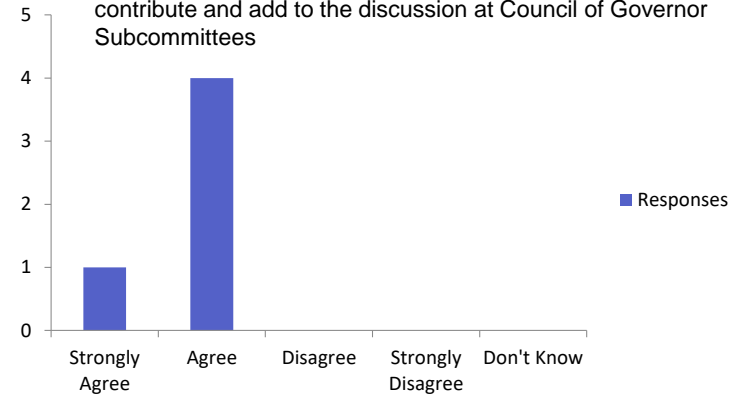
Key findings

- 40% said that governor behaviours inconsistent with Trust values were swiftly managed,
- All governors felt that there was sufficient opportunity to contribute at Council of Governor subcommittees
- All respondents felt there was effective communication between Council and the Board of Directors
- 80% of governors reported they receive the information needed to hold NEDs to account

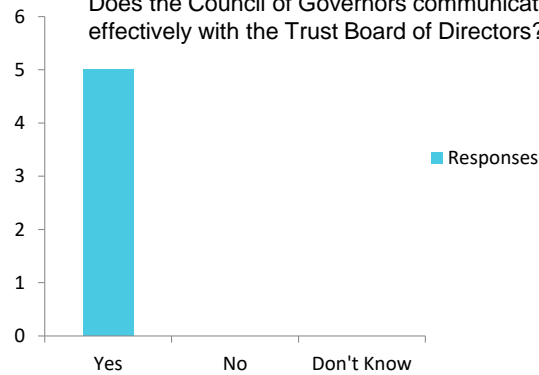
Governor behaviour and performance inconsistent with the Trust values is identified and dealt with swiftly and effectively



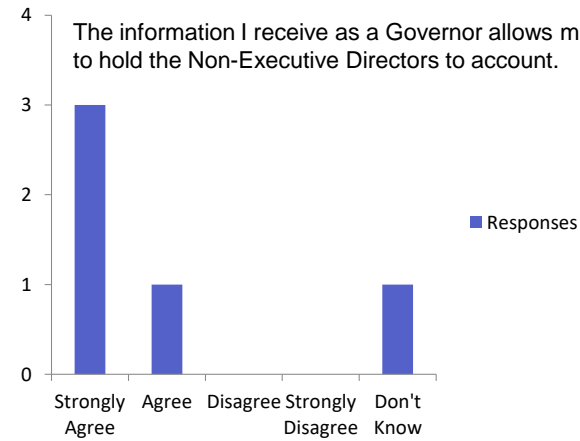
I feel all Governors are afforded sufficient opportunity to contribute and add to the discussion at Council of Governor Subcommittees



Does the Council of Governors communicate effectively with the Trust Board of Directors?



The information I receive as a Governor allows me to hold the Non-Executive Directors to account.



Survey Headlines

Comments from Respondents

- The role of the Governor is ill defined. The performance and approach of the Governors is impeded by the mix of elected and appointed Governors which adds to the lack of clarity about the role. The Governors, in reality, have no real powers and no resources. The system is fundamentally flawed. It gives the impression that the system generates democratic accountability but that is mostly illusion rather than reality.

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COG CYCLE OF BUSINESS 2022-2023

			Quarter 1	Quarter 2	Quarter 3	Quarter 4
Agenda Items	Action Required	Lead	June	Sept	Dec	Mar
Standing Items						
Welcome and apologies	Information	Chair	✓	✓	✓	✓
Formal Introductions from all attending and presenting	Information	Chair	✓	✓	✓	✓
Declarations of Interest	Information	Chair	✓	✓	✓	✓
Minutes of previous meeting	Decision	Chair	✓	✓	✓	✓
Matters Arising Action Log	Information	Chair	✓	✓	✓	✓
Governor Items						
Lead Governor Report	Information	Lead Governor	✓	✓	✓	✓
Strategy and Performance						
Strategic Context - Chairs Report	Information	Chair	✓	✓	✓	✓
COVID Update-	Information	Director of Workforce and Innovation	✓	✓	✓	✓
Integrated Performance Report	Information	Director of Finance	✓	✓	✓	✓
Annual Review - Trust Strategy 2018 - 2023	Information	Chief Executive	✓			
Equality Diversity & Inclusion Strategy	Information	Director of Workforce and Innovation			✓	
Patient Experience Strategy, Activity and Engagement update	Information	Head of Patient Experience	✓			
Quality & Safety						
Draft Annual Quality Account (incl. Auditors opinion)	Information	Director of Nursing and Governance	✓			
Selection of Quality Account Priorities	Decision	Director of Nursing and Governance			✓	
PLACE results	Information	Director of Operations and Strategy	✓			
Patient Experience and Listening Week Feedback	Information	Head of Patient Experience			✓	
National Inpatient Survey	Information	Director of Nursing and Governance		✓		
Staff Survey Results	Information	Director of Workforce and Innovation	✓			
Regulatory/Governance						
Annual Review of Trust Operational Plan	Information	Director of Operations and Strategy				
Annual Report & Accounts	Information	Chief Executive		✓ at AMM		
Annual Audit Committee Report	Information	NED Chair		✓ at AMM		
Annual COG Effectiveness Review	Information	Corporate Secretary	✓			
Annual Review of COG Sub-group Terms of Reference & Membership	Decision	Corporate Secretary				✓
Annual Declaration of Fit and Proper Persons	Information	Corporate Secretary	✓			
Annual Register of Interests	Information	Corporate Secretary				✓
Governor Elections	Information	Corporate Secretary				✓
Governor Election Results and welcome to New Governor	Information	Chair		✓		
Appointment of Trust Chair*	Decision	Lead Governor	As required			
Appointment of the Chief Executive*	Decision	Chair				
Appointment of the Deputy Chair of the Trust*	Decision	Chair				
Bi-Annual Appointment of Lead Governor*	Decision	Corporate Secretary				
Governor Committee Assurance Reports						
Membership and Engagement Group	Information	Governor Chair	✓	✓	✓	✓
Advisory Committee	Information	Governor Chair	As required			
Nominations Committee	Information	Governor Chair	As required			
Board Committee Assurance Reports						
Audit Committee Chairs Assurance Report	Information	NED Chair	✓	✓	✓	✓
Business Performance Committee Chairs Assurance Report	Information	NED Chair	✓	✓	✓	✓
Walton Centre Charity Committee	Information	NED Chair	✓	✓	✓	✓
Quality Committee Chairs Assurance Report	Information	NED Chair	✓	✓	✓	✓
Research, Development and Innovation Committee Chairs Assurance Report	Information	NED Chair	✓	✓	✓	✓
Items to Note						
Governors Calendar and Cycle of Business	Information	Corporate Secretary	✓	✓	✓	✓
Questions on Notice from members and governors	Information	Chair	When received			

CONFIRMED BY EMAIL

COUNCIL OF GOVERNORS ADVISORY COMMITTEE

17 February 2022

Present		
Barbara Strong - (Chair)	Public Governor – part of the meeting	Chair
John Taylor	Public Governor – deputy chair for part of the meeting	Gov
John Lloyd-Jones	Public Governor	Gov
Melanie Worthington	Partnership Governor	Gov

In attendance		
Julie Riley	Deputy Director of Strategy	DDS
Katharine Dowson	Corporate Secretary	CS
Carol Miller	Meeting Administrator	MA

No.	Item
1	<p>Apologies Apologies as noted.</p> <p>It was noted that no apologies had been received and the meeting was Quorate.</p>
2	<p>Minutes from Previous Meeting The minutes of the previous meeting were confirmed as a true and accurate record with a minor amendment as below:</p> <p>4 Appointment of External Auditor Recommendation for the Council of Governors:</p> <ul style="list-style-type: none"> • Use of a Direct Award and • Grant Thornton to be awarded the contract <i>for a period of two years with the option of two further 12 month extensions</i>
3	<p>Trust Strategy Development</p> <p>3.1 DDS presented an update on the Trust Strategy which had previously been presented to the Council of Governors in December 2021 and highlighted the focus on producing an inclusive meaningful clinical lead strategy which encouraged ownership both internally and externally.</p> <p>3.2 Following comments from Governors DDS confirmed that consultation had taken place with individuals and groups face to face, virtually and by email exchange and that consistent themes had been identified. Further consultations were planned with stakeholders in North Wales and the Isle of Man.</p> <p>3.3 Stakeholders and staff had discussed priorities and how they could be operationalised; DDS acknowledged that the Governor role of taking a strategic view across the whole strategy was challenging, particularly when conducted virtually. DDS advised that Governors should consider how the Strategy resonated with how they wanted the Walton Centre to develop over the next three years. The CS agreed to coordinate additional engagement sessions for all Governors to ensure that all Governors felt that they had had the opportunity to give their views on the development of the strategy. It was also suggested that a membership event should be held.</p> <p>3.4 Governors thanked DDS for the presentation which had demonstrated that a genuine exercise of engagement was taking place and that there was genuine commitment to setting the right direction for the Trust.</p> <p>ACTION: Arrangements would be made for membership and further Governor consultation</p>

4	<p>Terms of Reference Review</p> <p>CS informed the group of minor changes since the last review in 2021. No comments were received and the TOR were ratified.</p> <p>ACTION: TOR to be presented to the March 2022 Council of Governors for approval</p>
5	<p>AOB</p> <p>None</p>
6	<p>Date of next meeting TBC</p>

COUNCIL of GOVERNORS ADVISORY COMMITTEE

Terms of Reference

1.0 AUTHORITY

- 1.1 The Council of Governors Advisory Committee is constituted as a sub-committee of the Council of Governors. Its terms of reference shall be as set out below, subject to any future amendment(s) by the Council of Governors.
- 1.2 The Council of Governors Advisory Committee, hereinafter referred to as 'The Committee' is authorised by the Council of Governors to act within its terms of reference.

2.0 ROLE

- 2.1 The purpose of the Committee is to support the Council of Governors through analysis, consideration and scrutiny of matters referred to the Committee and to make recommendations to the Council of Governors as required. Standing functions of the Committee are set out in para 2.2 to 2.5 below.
- 2.2 The Committee will consider proposals from Trust management in relation to the appointment of an External Audit service provider and make appropriate recommendations to the Council of Governors.
- 2.3 The Committee will scrutinise any proposals for amendments to the Trust's Constitution and make appropriate recommendations to the Council of Governors. The Committee will function as a 'task and finish' group on behalf of the Council of Governors at periodic reviews of the Constitution and will make appropriate recommendations on outcomes to the Council of Governors.
- 2.4 The Committee will act as a review group for the preparation of Council of Governors-related narrative for statutory reports. They will work with the Corporate Secretary to review narrative for the Council of Governors section of the Annual Report & Accounts and with the Chief Nurse to review narrative for the Council of Governors response to the Annual Quality Report.
- 2.5 The Committee will work with the Corporate Secretary to develop mechanisms which will both assist Governors to discharge their statutory responsibilities effectively and enable Governors to become better informed about the activities of the Trust.
- 2.5 The Committee will work with the Corporate Secretary to identify training needs and prepare development programmes for the Council of Governors.

3.0 MEMBERSHIP

3.1 Membership

The Committee shall consist of:

- The Lead Governor (Chair)
- Any Governor who expresses an interest in becoming a member, up to a maximum of 9 Governors. Should more than 10 Governors express an interest, membership will be determined by a vote by the Council of Governors.

In attendance:

- Corporate Secretary
- Membership Manager

3.2 The Committee will be deemed to be quorate provided that at least three Governors are present.

3.3 In the event of absence of the Lead Governor, the Governors present shall nominate one of their number to Chair the meeting.

3.4 There will be a standing invitation for the Trust Chair to attend and participate in meetings. Other individuals may be invited by the Chair to attend meetings in relation to specific agenda items.

4.0 FREQUENCY OF MEETINGS

4.1 Meetings will be held on a six-monthly basis. Additional meetings may be convened as required subject to agreement by the Committee Chair and the Corporate Secretary, seeking advice from the Trust Chair if required.

4.2 Meetings will ordinarily be held at a venue on the Walton Centre hospital site. However, depending on the prevailing circumstances and to reduce unnecessary travel time, meetings may also be held virtually using a Trust-designated electronic meeting system.

5.0 MINUTES AND REPORTING

5.1 The minutes of all meetings of the Council of Governors Advisory Committee shall be formally recorded and will be submitted for approval at the next meeting of the Committee.

5.2 A Chair's report shall be presented to the Council of Governors following each meeting of the Committee.

6.0 REVIEW

- 6.1 The terms of reference will be reviewed by the Committee on an annual basis and outcomes from the review will be submitted to the Council of Governors for approval.

Date approved by the Council of Governors: 17 February 2022

CONFIRMED

MINUTES

Council for Governors Membership and Engagement Group

7th December 2021

MSTeams

Present:

Name	Role	
Barbara Strong	Chair – Lead Governor Public Merseyside	Chair
Katharine Dowson	Corporate Secretary	CS
Madeline Fletcher	Head of Fundraising	HOF
William Givens	Public Governor - Cheshire	Gov
Emily Nolan	Volunteer Co-ordinator	VCC
John Taylor	Public Governor – North Wales	Gov
Elaine Vaile	Head of Communications	HOC
Carol Miller	Corporate Governance and Membership Officer	CGM

Apologies:

Name	Role	
Jonathan Desmond	Public Governor - Merseyside	Gov
Amanda Chesterton	Staff Governor – Clinical	Gov
Cameron Hill	Public Governor Rest of England	Gov
Andrew Lynch	Equality, Diversity and Inclusion Lead	ED&I
Nanette Mellor	Partnership Governor The Brain Charity	Gov

1. Apologies

1.1. Apologies were noted as above and the meeting was confirmed to be quorate.

2. Declarations of Interest

2.1. None

3. Minutes from Previous Meeting

3.1. The minutes of the 22nd June 2021 meeting were agreed as a true and accurate record.

4. Matters arising Action and Decision Logs

4.1. The Action Log was updated and the following items closed:

- 4.1.1. MG 12/20 Volunteers Update
- 4.1.2. MG 30/20 Start and finish sub group
- 4.1.3. MG 32/20 Terms of Reference and Cycle of Business

5. Membership Strategy - Developing a Membership Plan

5.1. The CorpSec explained the background of the requirement for a Membership Strategy as laid out in the Trust Constitution and why a separate operational document was required which lay

outside of the Trust Strategic Communications Strategy. The different approaches which could be taken and the difference between an internal and public facing Membership Strategy were discussed. It was confirmed, that as there had been no Governor interest in the proposed Membership Strategy Start and Finish Group, that the Membership and Engagement Group (M&EG) would take this forward.

- 5.2. A discussion took place between members on; the benefits of an accessible public facing strategy with an additional internal operational/action plan, the importance of providing demographic data to the M&EG in order that engagement activities could be targeted to widen membership inclusivity and diversity, clarity on what membership was for and what members wanted or expected, the quantity of membership and setting membership targets versus the quality of current engagement with existing members, the impact of GDPR on data usage and engagement methods, sustainability issues of communication methods and the visibility and accessibility to Governors for members and patients.
- 5.3. Following the discussion the CorpSec offered assurance that the Trust and Executives acknowledged the importance of membership, the development of a strong patient voice and the strategic role that Governors played in representing the interests of Trust members in providing a breath of views. Whilst Governor engagement in the Trust had been restricted by Covid protocols it was hoped that this would be reviewed in 2022. Governors had a dedicated page on the Trust Website and a dedicated email address for Governors, Neuromatters included Governor articles and there was a Governor Board within the main Trust Building which displayed governor photographs. Discussions were taking place with local Corporate Secretary's on the feasibility of running combined membership events with a broader range of interests. It was agreed that demographic data and a draft Membership Strategy plan would be presented at the next meeting.

ACTION: CorpSec to provide patient, public and staff membership demographic data to the next meeting.

ACTION: CorpSec to draft a Membership Strategy plan.

6. Terms of Reference

- 6.1. The Terms of reference had been amended to strengthen the purpose and focus of the meeting and to clarify that the M&EG was a Governor led meeting.
- 6.2. The Chair requested that, as her annual term of office as chair of M&EG, as stated in the TOR, had come to an end, Public Governors were asked to consider submitting an expression of interest for undertaking the role from June 2022 to May 2023. Further details would be sent to eligible Governors and the results would be brought back to the next meeting.
- 6.3. The ToR were agreed and recommended for presentation to the Council of Governors December 2021 meeting for agreement.

ACTION: An email to be sent to Governor members requesting expressions of interest in the role of Chair the group from June 2022.

ACTION: Terms of Reference to be presented to the Council of Governors for agreement.

7. Communications Update

- 7.1. HOC updated members on the work which had been undertaken to redesign and launch the new Trust website. Updates were ongoing and further content was being developed based upon

patient and staff feedback. Analytics would be shared with the Trust Board and brought to this meeting for information. Neuromatters had been redesigned and included a mixture of news and features and a regular Governor section. A new Trust Strategy was being developed and the Communications, Charity, Marketing and Executive Team Visibility and Engagement Strategies would be rewritten to reflect its objectives and outcomes. The Communications Strategy would focus on increasing the Trust brand and profile and would include an annual calendar of engagement events.

- 7.2. Ongoing Covid restrictions had impacted on the Annual Members meeting and the Staff Awards Ceremony which had taken place virtually and the planned staff Christmas party had been postponed until 2022.
- 7.3. Media coverage had included a Granada Reports feature on the 10 year Anniversary of the Jan Fairclough ball and patients sharing their stories. Future coverage was planned for the new National and Regional Thrombectomy Service, the RANA Pathway and the launch of Organ Donation Passports.

8. Volunteer Update

- 8.1. The VC provided an update on the progress made on the resumption of volunteer services. There were 55 active volunteers and 18 going through the recruitment process with new dates for Induction planned for 2022.
- 8.2. There were 22 volunteers back on site and roles included 'Meet and Greet', assisting with Infection Control measures, Patient Experience support, ad hoc assembly of LAMP testing kits for staff, ToNiC Volunteers and gardeners. There were currently no plans to allow volunteers onto wards.
- 8.3. All volunteer documentation had been reviewed in line with Covid and increased infection control measures. Risk assessments had been carried out for volunteer roles and individuals. 90% of volunteers had been vaccinated either at the Aintree vaccination hub or in the community. All mandatory training was up to date.
- 8.4. Future initiatives include the introduction of Reader Institute trained readers to initially read to patients on CRU and Support Training for visually impaired patients by the Daisy Charity. Attendance and promotion of volunteer activities at student fairs.
- 8.5. The VC left the meeting.

9. Charity Update

- 9.1. The HOC updated members on the recommencement of charity events including the Jan Fairclough Ball which had been moved to a larger 400 capacity venue, 270 attended the event which raised £72k for a Neuro VR Simulator which would be unique to the UK providing innovative virtual reality surgical training and enhance the Trusts reputation and patient care. A feature on Granada Reports had celebrated the 10 year anniversary of the Ball and its role in fundraising.
- 9.2. A virtual London Marathon had taken place following a bespoke route through Liverpool. The Chief Executive, staff members, a patient and a supporter had taken part and raised £14k.
- 9.3. A successful application to NHS Charities together for £33k had been successful and this money would be used for staff health and wellbeing.

- 9.4. Socially distanced Christmas fundraising events within the hospital were underway including messages from donors hung on the Christmas tree in the reception of the main building for staff and patients to read.

ACTION: HOC to send the link to the Granada Reports feature to CGM to be sent to Governors

- 9.5. Following a question from a Governor the HOC confirmed that the Trust, as a Statutory Organisation was illegible for some community focused grants. The Trust had focused charitable funds on staff wellbeing initiatives, the resumption of charity events had enabled the Trust to identify a specific project and were now in a position to consider focused grant applications for the Neuro VR simulator and a grant of £20k had been received from the local Hemby Charitable Trust

10. Membership Update

- 10.1. The chair had attended an NHS Providers conference on engagement which had included a showcase from a Trust on how they had increased membership and the importance of using Governors existing networks.

11. Any Other Business

- 11.1. The next meeting would be rescheduled to allow timely reporting to the March 2022 Council of Governors meeting.

12. Date of next meeting – February 2022 to be confirmed

MINUTES
Council for Governors Membership and Engagement Group
15 February 2022
MSTeams

Present:

Barbara Strong	Chair – Lead Governor Public Merseyside	Chair
Katharine Dowson	Corporate Secretary	CS
William Givens	Public Governor - Merseyside	Gov
John Taylor	Public Governor – North Wales	Gov
Carol Miller	Corporate Governance and Membership	CGM

Apologies:

Jonathan Desmond	Public Governor - Merseyside	Gov
Amanda Chesterton	Staff Governor – Clinical	Gov
Madeleine Fletcher	Head of Fundraising	HOF
Nanette Mellor	Partnership Governor The Brain Charity	Gov

1. Apologies

1.1. Apologies were noted as above and the meeting was confirmed to be quorate.

2. Declarations of Interest

2.1. None

3. Minutes from Previous Meeting

3.1. The minutes of the 7 December 2021 meeting were agreed as a true and accurate record.

4. Matters arising Action and Decision Logs

4.1. The Action Log was updated and the following item closed:

07/12/21 6.2 Email Governor members for Expressions of interest to Chair meeting

One expression of interest had been received from John Taylor Public Governor for North Wales who would commence the role from May 2022.

5. Membership Engagement Events

5.1. The CS explained that quarterly events had been scheduled, which would initially take place virtually with the possibility of holding face to face meetings in the future.

5.2. The invitation for governors to attend the Pan Liverpool Governor training events had been accepted by 2 governors. The Liverpool University Foundation Trust (LUFT) Virtual Membership events had been shared with members who had previously selected to be contacted by email with Trust news and the January event on Weight Management had been attended by 8 Trust members.

6. Governor Engagement update

- 6.1. Governors had been unable to attend the Trust or engage in face to face engagement with members and a discussion took place on how interest could be generated in Trust Membership, becoming Governors or voting in elections. Following questions from Governors the CS confirmed that all vacant Governor seats would be included within the Council of Governors (COG) Elections in 2022 and the member event on 'Understanding the role of the Governor and how you can stand for election' had been scheduled to coincide with the Governor Election and raise awareness of the role, commitment and election process. The possibility of holding face to face events such as 'Meet the Governor' and including relevant engagement events or links on the Election Postcard was discussed

Action: Election Postcard to be redesigned to include engagement events

Action: Election promotion events with Governors to be planned.

7. Membership Strategy Review and Action Plan

- 7.1. The CS presented the draft Membership Strategy which had been designed to be public facing and include easily understandable information on how, what and why people may choose to become a member of the Trust. The Strategy would require updating to include the revised Trust Strategy. The final draft of the Membership Strategy and an associated Action Plan would be presented at the next meeting in May 2022 and subsequently presented at the COG in June 2022.
- 7.2. Following a discussion and questions from the Governors the CS explained that the Membership target of 5k was a mandated target and the actual number was well above this. The strategy would prioritise an engaged membership, 'quality rather than quantity'. Governors asked whether there were any social media channels that could be used to promote Membership. The CS replied that the Trust had several established social media accounts and additional Membership accounts was unlikely to produce distinct content and would require resource to support.
- 7.3. The Chair asked whether more graphics could be included and the CS replied that this would be explored. An associated Membership Strategy Action Plan would be monitored at each meeting. To provide an indication of existing levels of engagement across constituencies, a Benchmarked report on Election engagement would be presented at the next meeting.

Action: Revised Membership Strategy and Action plan to be presented at the next meeting

Election data Report to be presented at the next meeting

8. Membership Representation Figures

- 8.1. The CS presented data on the Trust membership which had been compared to patient and local demographics and confirmed that the existing membership was broadly representative with the exception of age. There were opportunities here to focus on under 25's who may find it of benefit if they were considering a career in the NHS. Options to promote this included attendance at Careers Fairs.
- 8.2. Following comments and questions from Governors the CS clarified that the collection of additional diversity data, including identification of Welsh speakers and cultural identities,

would require significant time in order to accumulate sufficient quantifiable data and the legitimate use of the data under GDPR would need to be identified.

9. Review of the Terms of Reference

- 9.1. The CS presented the Terms of Reference for comment and amendments.
- 9.2. None were received and the TOR would be presented at the March 2022 Council of Governors (COG) for Approval.

Action: Terms of Reference to be presented at the March 2022 COG for approval

10. Review of Group Membership

- 10.1. The CS explained that this was an annual end of year review and confirmed that there had been no changes to the membership of the group since the review at the last meeting and that a new chair would commence their role from May 2022 for a 12 month period.

11. Review of Cycle of Business

- 11.1. The CS presented the 2022/23 Cycle of Business for information.

12. Walton Charity Update

- 12.1. This item was deferred to the next scheduled update due to the availability of the lead.

Action: Charity update deferred to next scheduled update in September 2022.

13. Any other business

- 13.1. Following a question from the Governors the CS confirmed that the Council of Governors would commence face to face meetings as soon as possible.
- 13.2. Governor Sub-Committees/Groups Chairs and members would decide on their preferred meeting format.

14. Close of meeting

Date of next meeting – 16 May 2022

Terms of Reference

Council of Governors Membership and Engagement Group

1.0 AUTHORITY

The Membership and Engagement Group is authorised by the Council of Governors (CoG) to undertake activity on their behalf.

2.0 PURPOSE

The Membership and Engagement Group has responsibility for developing and reviewing processes and activities for the recruitment and engagement of new and existing members of The Walton Centre NHS Foundation Trust.

3.0 DUTIES

3.1 Contribute to the development of the Membership Strategy and ensure that it seeks a membership which is representative of the patients and public served by the Trust.

3.2 Oversee the delivery of the implementation plan to support the Membership Strategy, including advising partners and stakeholders as appropriate on communication and engagement activities.

3.3 Establish a developmental approach which encourages all Governor's to engage with the Membership as best suits their skills and time available.

3.4 Identify, support and advise on recruitment and engagement of Foundation Trust members working alongside the Membership and Communication Teams.

3.5 All members will support the wider Council of Governors to participate in all related activities.

3.6 Review the membership profile against the demography of the population to inform decisions on future membership strategy and activities.

3.7 The Group will review its own performance and terms of reference once a year to ensure it is operating effectively. It will use the performance indicators outlined in the membership strategy to measure its effectiveness and to review the effectiveness of annual engagement and recruitment activities

3.8 To contribute to the organisation and promotion of the Annual Members' Meeting and present an annual report on the Membership Strategy at the annual members meeting.

4.0 EQUALITY AND DIVERSITY

4.1 The Group will have regard for the NHS Constitution and ensure that it complies with relevant legislation and best practice in the conduct of its duties.

5.0 MEMBERSHIP

5.1 The Group will be comprised of *a minimum of*:

- 5 Public Governors
- 1 Staff Governor

5.2 The Chair of the Group will be elected on an annual basis from the Governor membership.

5.3 All Governors will be welcome to attend meetings of the Group although voting rights will be restricted to the formal Governor members.

5.4 The following will be invited to attend on a regular basis to support the Committee:

- Corporate Secretary
- Communications representative
- Volunteer Coordinator
- Equality, Diversity and Inclusion Lead
- Walton Centre Charity representative

6.0 QUORUM

6.1 A quorum shall be three Governor members of the Group and any decisions reached at an inquorate meeting referred to the next quorate meeting for approval

7.0 REPORTING

7.1 The Chair of the Group will report on the proceedings of each meeting by presenting the minutes of the meeting to the next meeting of the Council of Governors.

7.2 The Lead Governor of the Council of Governors will attend the Annual Members' Meeting to report on the activities of the Group in the previous 12 months.

8.0 ADMINISTRATION OF MEETINGS

8.1 The Group will meet at least quarterly.

8.2 The Corporate Secretary will make arrangements to ensure that the Group is supported administratively. Duties in this respect will include preparation of agendas and taking minutes of the meeting.

8.3 Agendas and papers will be circulated at least 5 working days (or 4 working days plus a weekend) in advance of the meeting.

8.4 Minutes will be circulated to Group members as soon as is reasonably practicable.

9.0 REVIEW

9.1 The Terms of Reference shall be reviewed at least every 12 months and submitted to the Council of Governors for approval following a review by the Group of its performance against the terms of reference.

Reviewed: February 2022

Board of Directors' Key Issues Report

Report Date: 24/11/21		Report of: Business Performance Committee
Date of last meeting: 23/11/21		Membership Numbers: Quorate
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report • Transformation & QIP Monthly Exception Report • Digital Aspirant NHSX Monthly update • Updated Financial Plan • Intelligence Strategy Progress • Draft Join Spinal Finance Paper • 2021-22 Cycle of Business • Menopause Policy • Neuro VR Simulator Business Case • Chair Reports from 3 subcommittees • Clinical Waste Tender
2.	Alert	<ul style="list-style-type: none"> • No alerts to report
	Assurance	<ul style="list-style-type: none"> • Integrated Performance Report (IPR): in October cancer treatment standards continued to be met as did diagnostics performance. The Average Referral to Treatment (RTT) resumed its improvement trend following an increase in September. The number of patients waiting more than 52 weeks continued to fall. The target was met for 'Clock Stops' (the basis of Elective Recovery Fund payments for the system overall). Elective activity met the recovery plan and was the highest year to date. However both day case and outpatient activity failed to meet plan. • Vacancy levels have fallen over the last two months at 2.4% which is the lowest in over three years, although nursing remains higher at around 6%. Sickness remains above target at 6.8%. • I&E deficit of £46k in October was better than plan; the plan for the rest of the year will be adjusted in line with revised planning for H2 2021/22 • The Theatre Transformation Project is behind plan and was affected by staff constraints. Achieving the QIP was inherent in the revised H2 plan and is a big challenge and risk, and only likely to be achieved by non-recurrent means. • The Digital Aspirant Project is being significantly rephased to bring 2022/23 elements

		<p>forward into the end of 2021/22 to avoid loss of funding, since key hardware will not be delivered until well into next year.</p> <ul style="list-style-type: none"> • Good progress is being made on implementing the Intelligence Strategy and the focus was on the work around improving data quality. The Department had achieved “Excellence in Informatics Level 1”. 		
	Advise	<ul style="list-style-type: none"> • 28 day emergency readmissions were at their highest for some time and this was being reviewed. It was felt that this could be due to a lower denominator. • Neurology and neurosurgery referrals had fallen in month and these were being monitored in the weekly performance meetings. • The H2 2021/22 Income and Expenditure (I&E) plan continues to be reworked at system level. Version 6 which hopefully will be the final version will be submitted on the 25th November and will project a break-even position but includes several risks which will be shared at closed board. The 2022/23 planning process promises to be an improvement. The committee were informed that guidance is expected in December based on a 12 month I&E and 3 year capital plan. • The financing of the transfer of spinal services is still not yet fully resolved and currently carries a risk of a £0.35m cost pressure for the WCFT. • A Menopause Policy was endorsed. WCFT is one of the first to have one which forms part of the People Strategy as a positive differentiator. • Appraisal compliance remains low at 72%. The People Group are leading on understanding the reasons for this and restoring this with a view to devising an action plan. • The NeuroVR Simulator investment funded by the Charity Committee was endorsed. • A procurement consortium of 13 trusts will shortly recommend a contract award for clinical waste after a tender process. In view of misalignment of timescales with BPC meetings, it was agreed that approval can be subject to chair’s action. • BPC Priorities remain unchanged: <ul style="list-style-type: none"> • Short-Term: Recovery Plan and financial break-even this year. • Medium-Term: Transformation and QIP Programmes; People Plan Implementations; Digital Strategy Implementation 		
2.	Risks Identified	None		
3.	Report Compiled	David Topliffe, Non-Executive Director	Minutes available from:	Corporate Secretary

Report Date: 25/01/22	Report of: Business Performance Committee	
Date of last meeting: 23/11/21	Membership Numbers: Quorate	
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Integrated Performance Report December 2021 • Review of 28 day emergency readmissions • Transformation and Quality Improvement Programme Quarterly Update • Operational and Financial Planning Guidance 2022/23 • Staff Wellbeing Survey Results • Response to People Plan and Trust Annual Staff Survey • Digital Aspirant NHSX Monthly Update • Digital Business Change Management Report • Digital Aspirant Matched Spending Report • Trustwide Risk Register • Board Assurance Framework • Terms of Reference – Capital Management Group and Information and Data Quality Group • Chair Reports from 9 subcommittees • Business Sustainability
2.	Alert	<ul style="list-style-type: none"> • Vaccination as a Condition of Deployment (VCoD) presents a risk of enforcing a material reduction of patient-facing staff. Considerable; concerted efforts ongoing to encourage further Covid vaccine uptake amongst relevant staff. • Emerging risk identified regarding ongoing Botox treatments and exclusion from the tariff. Potential unfunded cost of £1.5m. Work underway by clinicians to endorse the ongoing clinical need for a specialist group of patients
	Assurance	<ul style="list-style-type: none"> • Operational performance in cancer, diagnostics and against the recovery plan were all strong in December, despite the disruption caused by the Omicron wave. Our own targets towards Elective Recovery Fund (ERF) were met/exceeded (although payment is not expected since the whole system targets are not expected to have been met). Theatre activity remains difficult, driven partly by staffing issues. • A very large capital spend is required in Q4 to meet the planned spend for the year. Assurance was given that there was line of sight of schemes in progress to achieve this.

		<ul style="list-style-type: none"> • A health and well-being survey provided valuable input to be incorporated into an update of the wellbeing strategy. Progress against the overall people plan reviewed. • Assurance was provided on active and involved change management relating to the Digital Aspirant project, together with assurance of securing all the funding (£1m agreed to be rolled over to next year). • A global cybersecurity alert in December has required significant effort to maintain/assure the robustness of our systems; an external review of ISO27001 returned a full bill of health. • Following challenge from the NEDS the Trustwide Risk Register to be reviewed to ensure all risk actions and assurances have been captured and updated. 		
	Advise	<ul style="list-style-type: none"> • Waiting list metrics deteriorated during December, breaking the prior improvement trajectory, partly because the transfer of spinal service from LUHFT has brought additional long waiters. • Patient Initiated Follow Up (PIFU) first target was not quite met, despite Walton being in top quartile. The service is now being expanded to additional areas, which is expected to increase take-up and work is underway to meet the next target. • Sickness absence increased above 8% in line with the new Covid Omicron variant wave. Mandatory training dipped below threshold as a knock-on from sickness. • Appraisal completion remains low although a 1% improvement had been made. The People Group will deliver an improvement plan next month and work on a renewed plan for staff retention as part of the people strategy. • Process and data quality improvements were made in response to the trend in emergency readmissions noted in the last meeting. A new sub-group has been formed to oversee data quality more widely. • The opportunity to utilise external funding to devise and implement a bed repurposing project has necessarily demanded the majority of the transformation team's focus to be able to fast-track this. The flip-side is that other programmes, including this year's short-term QIP schemes, have made less progress. • December's revenue surplus of £57k was £88k behind plan mainly because ERF income didn't materialise. Costs were better than plan despite additional staffing bank costs to cover sickness absence. Year to date position is £219k deficit and end of year forecast is £340k deficit against a planned break even position. • An update to the projected financial impact of taking on the spinal service is planned to be presented to Board in coming months. • The relevant Board Assurance Framework (BAF) risks were updated with a few changes recommended to Board. • Two Terms of Reference (TOR) were approved and 9 sub-group reports were reviewed. 		
2.	Risks Identified	<ul style="list-style-type: none"> • Threat to achieving break-even in 21/22. • Financial planning principles for 22/23 indicate big challenges ahead • Increased threat of Cyber Security risks with new threats identified and patches will take some time to complete. 		
3.	Report Compiled	David Topliffe, Non-Executive Director	Minutes available from:	Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 02/12/21		Report of: Quality Committee
Date of last meeting: 18/11/21		Membership Numbers:
1.	Agenda	<p>The considered an agenda which included the following</p> <ul style="list-style-type: none"> • CQC presentation • Medical Director's Update • Integrated Performance Report • Quality Accounts • Quarterly Trust Risk Register • Infection, Prevention & Control Q2 Report • Quality Presentation – Seizure Management • Quality & Clinical Strategy Presentation • Medications Annual Report • NCEPOD Annual Report • Walton Accreditation (Walton CARES) • Review of WEB13366 Action Plan from RCP • Patient Visiting Update • Digital Strategy Update • MiAA updates • IPCC Terms of Reference • Quality Committee Cycle of Business • Sub Committee Chairs' Report
2.	Alert	<ul style="list-style-type: none"> • Medical Director's Update. – the Thrombectomy service is now a 24 hour/seven day service. A high number of cases were experienced during out of hours. There have been some issues with repatriation of patients due to staffing issues in the ambulance service. There are internal plans with regards to where the patients are admitted within WCFT whilst awaiting repatriation. • Integrated Performance Report – Overall responses for Friends and Family Test were low especially for outpatients. The Patient Experience Team is investigating solutions and will also contact Justin Griffiths with regards to the possibility of using the text message service.
	Assurance	<ul style="list-style-type: none"> • Integrated Performance Report – the Committee received assurances that the number of outstanding incidents within the Neurology Department had greatly decreased from 217 to 12. Assurances were also received in that there had been improvement in compliance for risk assessments. • Quality Presentation – Seizure Management highlighted the work undertaken and implemented by a member of the SMART team with regards to Seizure

		<p>Management. Education has been delivered to staff with regards to managing seizures together with flow chart prompt contained within seizure kits that can be taken to emergencies. Staff have also been alerted to the new Status Epilepticus guidelines. The Cheshire & Merseyside Critical Care Network are keen to share this work within the region as an example of best practice.</p> <ul style="list-style-type: none"> • The Clinical & Quality Strategy Update was presented to the Committee and highlighted the key priorities for the Trust for the coming year. It was noted that there is clear focus and vision which reflect the work of the divisions and link well with proposed CQC preparations. • IPCC Q2 report – whilst concerns with regards to HCAI, assurances were provided in that robust actions plans are in place for CPE, MSSA & C.Difficile and weekly meetings are held to ensure all actions are implemented and closed in a timely manner. • The Committee received the Medications Management Annual Report for the period of April 2020 – March 2021 and apologies for the late delivery of the report. Despite covid-19 and staffing challenges, significant work had been achieved and all patient services had been maintained to a high level. Some KPIs had slightly dipped but did not reduce patient care. It was noted that the number of patients supported by Home Care has almost doubled due to the new headache service. The global shortages of Intravenous Immunoglobulin (IVIG) did have an impact on the pharmacy service in time needed to manage this. With regards to the EPMA upgrade, implementation for LUHFT is expected for stock control in February 2022 with WCFT at a later date. Mr Thornton advised he will feedback to the lead for the need for EPMA to be linked to EPR at WCFT. Relevant WCFT teams are working closely with LUHFT. A review of the Medication Safety Officer's responsibilities and consideration of a business case to enable development of the role is planned for next year. • The interim Digital Strategy was presented and key points highlighted. Progress on Digital Aspirant Funding was provided together with an update of the impact of the global shortage of semi-conductors and how this is being managed. Clarification of work to date on Personal Health Records and Digital Connectivity and Inclusion within the region was provided. WCFT are currently at stage 5 of Healthcare Information & Management Systems Society (HiMMS) and have ISO27001 in place for information security demonstrating quality assurance in this area. The IT team work closely with the Transformation Team to manage business change and with a number of external stakeholders. 		
	Advise	<ul style="list-style-type: none"> • The Committee received a comprehensive presentation with regards to expectations arising from a CQC inspection in another Trust and how learning from the outcomes could be gained within WCFT. The Quality Committee is to receive an update on how work is progressing in order to continue to deliver the best possible care and service to patients and therefore retain the Trust's CQC Outstanding status. Discussions arising from this presentation were reflected in subsequent presentations during the meeting. 		
2.	Risks Identified			
3.	Report Compiled by	Seth Crofts	Minutes available from:	Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 03/02/22		Report of: Quality Committee
Date of last meeting: 20/01/22		Membership Numbers:
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Medical Director's Update • Integrated Performance Report (IPR) and KPI report • Quarter 3 Governance & Risk Management Report • Mortality & Morbidity Q2 & Q3 Report • Infection Prevention Control (IPC) Q3 Report • Tissue Viability Report • Board Assurance Framework • Quality Accounts • NICE Exception Report • Pathology Quality Assurance Dashboard • Clinical Audit Progress Report • Patient Experience Terms of Reference • Clinical Effectiveness Terms of Reference • Chairs' Report from Sub-committees • Quality Committee Work plan
2.	Alert	<ul style="list-style-type: none"> • The Medical Director (MD) reported a never event relating to wrong site injection of Botox. Full duty of candour was followed and the RCA is underway. Minor side effects were experienced by the patient but otherwise there was no harm. • IPC Q3 report - Regarding hospital acquired infections, the trajectories for 2021-22 have been exceeded. However on-going work and actions are in place and as such there was a reduction in the occurrence of MSSA, E-Coli and CPE in the last quarter. Two Covid outbreaks in Q3 were reported and all is being done to keep patients safe. • TVN - It was noted that the number of incidents of pressure ulcers may increase as training on the wards improves identification processes. Assurances were provided for the management of cases by the Tissue Viability Nurse (TVN). The extensive work completed by the TVN since starting at the Trust in November was acknowledged and feedback on ward based training is positive.
	Assurance	<ul style="list-style-type: none"> • IPR – updates were provided with regards to staffing, NEWS scores, Risk assessments and work undertaken with the informatics team. The management of incidents is improving as has the management of policies. A written report encompassing both divisions was included providing further detail of nursing and Trust IPR outcomes. The Divisions will provide individual reports at future

		<p>Quality Committee Meetings.</p> <ul style="list-style-type: none"> • Mortality & Morbidity Reports for Q2 & Q3 were presented. It was noted that the RAMI data indicates that the Trust is below average for mortality rates in comparison to peers, which is positive. There was one unexpected death for which an RCA is near completion. Full Duty of Candour was followed. • BAF – a new risk for IPC016 has been added to the BAF for Quality Committee. Risk 003 to include an SPC chart to indicate number of harms to staff arising from violence and aggression incidents to provide further assurances. • The Governance & Risk Management Q3 report was presented detailing significant work achieved by the team despite current vacancies. Assurances were provided in that data around health inequalities and protected characteristics is regularly added to dashboards to support KPI metrics. Data can be accessed daily and can be monitored. • The Quality Accounts were presented and agreed. A further detailed document to be sent to the Quality Committee members. 		
	Advise	<ul style="list-style-type: none"> • The MD advised that feedback for the Critical Care Network Peer Review which took place in the summer had been received. The positive feedback reflected the excellent work which takes place on ITU and noted the excellent MDT approach and work undertaken for staff well-being. Areas of improvement included a focus on Level 4 competencies for senior nurses and the lack of weekend cover of respiratory physiotherapists. • NICE Exception Report – the MD advised that further work is required to update the report. Delays are due to deficits within the team responsible for the report. Requests have been made for increased reviews at Clinical Effectiveness & Services Group (CESG) until the report is up to date • Clinical Audit Progress Report – again it was noted that further work needs to be undertaken to ensure that the report is up to date and that Trust priorities for audits are included. Responsibility for this report lies within the same team as the NICE exception report which is why the report is not at the required standard. Increased reviews at CESG are planned. 		
2.	Risks Identified			
3.	Report Compiled by	Seth Crofts	Minutes available from:	Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 03/02/22		Report of: Audit Committee
Date of last meeting: 18/01/22		Membership Numbers: Quorate
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Internal Audit Progress Report • Internal Audit Recommendation Report • Counter Fraud Progress Report • Anti-Fraud, Bribery and Corruption Policy • External Audit Progress Report • External Audit Annual Report • Bad Debt Write Off Report • Losses and Compensation Report • Tender Waivers • Preparation of the 2021/22 Financial Statements • CQC Assurance Report • External Recommendations Report • Annual Cycle of Business • Annual Review of Effectiveness of Internal and External Audit Functions • Data Quality Performance Assurance and Escalation Presentation
2.	Alert	<ul style="list-style-type: none"> • The Committee noted that no audit reports had been finalised for the second quarter in succession. Assurance was provided that there were no concerns relating to an audit opinion being provided and work was underway for each of the audits at this stage. • The Committee noted that there had been eight fraud prevention notices published since the previous report and a number of actions taken in response to these. One attempt at ESR payroll fraud targeting a member of staff had been identified by the staff member targeted and this fraud attempt had been unsuccessful. • The audit of 2020/21 Complex Discharge Process had provided limited assurance. Improvement actions were in the process of being undertaken and these processes would then be reaudited.
	Assurance	<ul style="list-style-type: none"> • The Committee considered the Internal Audit Progress Report and noted that no Audit Reports had been finalised since the last meeting on 19th October 2021.

		<p>The following audits were noted to be in progress:</p> <ul style="list-style-type: none"> ○ Review of SMART (this audit was in the reporting stage) ○ Exit Interviews (fieldwork was in progress for this audit) ○ Procurement (fieldwork was in progress for this audit) ○ Key Financial Controls (fieldwork was in progress for this audit) ○ Assurance Framework (fieldwork was in progress for this audit) ○ IT Infrastructure (scoping work was in progress for this audit) ○ Flexible Working (scoping work was in progress for this audit) ○ Data Protection and Security Toolkit (scoping work was in progress for this audit) <ul style="list-style-type: none"> ● The Committee reviewed the outstanding internal audit recommendations report and noted that considerable work had been undertaken to review and close outstanding recommendations. Additional evidence had been submitted following production of the report to close further recommendations which was under review and an updated position would be circulated following review. ● The Committee received the External Audit Annual Review focussing on value for money and no significant weaknesses had been identified however there were to recommendation notices recorded. Overall this was recognised to be a positive report. ● The Committee reviewed the CQC Assurance Report and were assured that no essential works were required following the last CQC inspection and work was progressing against the action plan which would be closed at Quality Committee in March 2022 prior to submission to Trust Board. 		
	Advise	<ul style="list-style-type: none"> ● The Anti-Fraud, Bribery and Corruption policy and response plan had been updated to align with the national strategy and policy template. A summary of amendments was reviewed. ● The Committee approved two changes to the Internal audit plan relating to The Informatics Improvement Plan and Waiting Lists. ● The Committee's private session with the Internal and External Auditors identified no matters of concern. 		
2.	Risks Identified	<ul style="list-style-type: none"> ● None 		
3.	Report Compiled by	Su Rai, Non-Executive Director	Minutes available from:	Corporate Secretary

Board of Directors' Key Issues Report

Report Date: 21/1/22		Report of: The Walton Centre Charity Committee Meeting
Date of last meeting: 21/1/22		Membership Numbers: Quorate
1.	Agenda	<p>The Committee considered an agenda which included the following:</p> <ul style="list-style-type: none"> • Presentation by Investment Manager CCLA • Finance Report – including investment reports • Fundraising Activity update • Charity Risk Register • T&D Funding Applications and Annual Report and 4 applications from The Walton Centre Charity • Update on Reserves Options Policy • Home from Home Annual Report • Report on the Preparation of the Financial Statements for The Walton Centre Charity 2021/22 • Approval of 2 Fundraising Policies • Cycle of Business
2.	Alert	•
3.	Assurance	<ul style="list-style-type: none"> • The Committee were given an annual presentation from CCLA one of the Investment Managers for the Charity. It was a detailed and informative update that provided assurance that the funds held were being managed well with consistent and competitive returns whilst maintaining the ethical investment restrictions agreed by the Committee. Since the initial investment of £500k was made in July 2018 the portfolio now stood at £639,442 with an annual income forecast of £18,133. CCLA would be carrying out an investment review over the next six months and members of the Committee would be invited to partake. The results would be shared at the annual presentation in January 2023. • The Head of Fundraising provided an update on fundraising activity highlighting the Jan Fairclough Ball which took place on 12 November 2021. The event attended by 260 people raised £72k towards the Neuro VR Simulator Appeal. The total cost for the Simulator is £122,860 which includes 5 years warranty and maintenance, delivery, installation and training. The equipment will be delivered in February and funds were available for the first payment of £86,951. <p>Further annual events previously cancelled due to Covid 19 that would also be taking place in 2022 included the Hope Mountain Hike in April; Walton Centre Charity Golf Day in May and a Ladies Lunch in June.</p>

		<ul style="list-style-type: none"> • The Committee noted that work on the Charity Risk Register was progressing well however more work was required on the scoring of the risks and this would take place between the Head of Fundraising and Corporate Secretary prior to the next meeting in April when a final version of the Risk Register would be ready for approval. • The Committee approved the Ethical Donation Acceptance or Refusal Policy and Fundraising Policy. • The Committee approved the Report on the Preparation of the Financial Statements for The Walton Centre Charity 2021/22. This was to allow the Charity Committee to approve the accounting policies and confirm that they are satisfied that the accounts should be prepared on a going concern basis. It was confirmed the accounts had now been published on The Charity Commission website.
4.	Advise	<ul style="list-style-type: none"> • The Committee received the Finance Report which showed that fund balances had reduced by £100k during Q1-Q3. The closing balance of the funds as at 31 December 2021 was £1,593,093. Covid 19 had continued to impact fundraising although the Committee were pleased to note that funding was being disbursed. The Committee were pleased with the additional and updated charts and graphs incorporated into the Q3 report. <p>The Investment Reports (presented by CCLA) and provided by Ruffer were noted and no concerns were raised.</p> <ul style="list-style-type: none"> • The Committee approved the following funding applications: <ul style="list-style-type: none"> ○ 9 applications from the Training & Development Department for part funding towards staff professional development. The Department's Annual Report was also received by the Committee ○ PhD fees for Christopher Millward (£2,431) in addition to £9k previously approved (from Neurosurgical / Neuro-oncology Fund) ○ Study Leave for Research by Mr Nish Srikandarajah totalling £5,209 (fund to be agreed) ○ Long Service Awards – recognition gifts for staff (£6,000) from General Fund. <p>An application for investment to implement a Violence & Aggression App to enable staff to conduct standardised risk assessments, create personalised intervention plans and share patient data across teams in a more streamlined and effective way was presented at length to the Committee and discussed. It was well received, however required further discussion by the Executive Team before a decision was made on whether to approve the application estimated to be in the region of £40k + VAT (if not exempt) from the Sid Watkins Fund.</p> <ul style="list-style-type: none"> • The Committee received the annual report on the Home from Home Accommodation for 2021 from the Head of Patient Experience providing an overview of the use of the accommodation and a summary of the feedback received. Challenges experienced included the conflicting demands on the services of the Housekeeper with other ISS duties and as this service was paid for with charitable funds the Committee felt it should be discussed further outside the meeting to find a solution. • Feedback from a meeting with the Independent Examiner about the level of

		<p>reserves appropriate for the Charity was provided to the Committee and it was noted that the current unrestricted cash level of £1.6 million included £875K of designated funds which were earmarked as per donors wishes. This left approximately £800K in 'free reserves', from which a level needed to be set to enable the Charity to take advantage of opportunities as they presented themselves and to have sufficient working capital to allow for fundraising, support and governance costs to enable operations for a suggested time frame of 12 months. It was also noted that although there is a spending/approval process, there is currently no formal impact/outcome reporting structure as part of that process. This would help the Committee to continuously review the efficiency of the expenditure, and make appropriate changes as necessary (i.e merging funds, transferring the General Purpose etc) and help determine the levels of reserves necessary year on year. Head of Fundraising to draft a comprehensive Grant Making Policy for review at the next meeting.</p> <ul style="list-style-type: none"> • The Committee received the first draft of the 2022-23 budget which will be updated to reflect comments provided at the meeting with a view to presenting the budget again at the next meeting. • The fund balances at 31 December 2021, after taking account of future commitments, stood at £1,024,754 and there continued to be on-going efforts to utilise funds and consolidate them where appropriate. 		
5.	Risks Identified	<ul style="list-style-type: none"> • None. 		
6.	Report Compiled by	Su Rai Non-Executive Director	Minutes available from:	Corporate Secretary