

WRIGHTINGTON, WIGAN AND LEIGH NHS FOUNDATION TRUST
MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS
HELD AT 4.30PM ON 18 FEBRUARY 2019
AT WRIGHTINGTON HOSPITAL, HALL LANE, WIGAN, WN6 9EP

Members' attendance record 2018-19:

		16 Apr 2018	16 Jul 2018	15 Oct 2018	22 Jan 2019	18 Feb 2019 (E)	30 Mar 2019 (E)	Attendance
Robert Armstrong	Chair (in the Chair)	✓	✓	✓	✓	✓		
Imran Alam	Staff Governor, Medical and Dental	---	---	A	✓	A		
Bill Anderton	Public Governor, Wigan	✓	✓	✓	✓	A		
Helen Ash	Public Governor, Makerfield	✓	✓	---	---	---		
Alan Baybutt	Public Governor, Wigan	---	---	✓	✓	A		
Tim Board	Staff Governor, Medical and Dental	✓	A	---	---	---		
John Cavanagh	Appointed Governor, FT volunteers	---	---	---	✓	✓		
Les Chamberlain	Public Governor, Makerfield	✓	✓	✓	✓	A		
Jean Coates-Topping	Public Governor, Makerfield	---	---	✓	✓	A		
Kathryn Drury	Public Governor, Makerfield	A	X	---	---	---		
Tom Frost	Public Governor, Rest of England and Wales	A	✓	---	---	---		
Howard Gallimore	Public Governor, Makerfield	✓	✓	✓	✓	---		
Bill Greenwood	Public Governor, Wigan	A	A	---	---	---		
Pauline Gregory	Public Governor, Wigan	✓	✓	✓	✓	✓		
Dawne Gurbutt	Appointed Governor, UCLAN	✓	✓	A	✓	✓		
Marie Hart	Staff Governor, Nursing and Midwifery	A	X	---	---	A		
Andrew Haworth	Public Governor, Leigh	✓	✓	✓	✓	✓		
Jean Heyes	Appointed Governor, Staff Side	A	X	---	---	---		
Alex Hilton	Staff Governor, Other staff	A	✓	✓	✓	✓		
Sarah Howard	Staff Governor, Nursing and Midwifery	---	---	✓	✓	A		
Jackie Hylton	Staff Governor, Nursing and Midwifery	---	---	✓	✓	A		
Mustapha Koriba	Public Governor, Rest of England and Wales	A	✓	A	A	✓		
Hazel Leatherbarrow	Staff Governor, Other staff	---	---	✓	✓	✓		
James Lee	Public Governor, Makerfield	✓	A	✓	✓	✓		
Lisa Lymath	Public Governor, Rest of England and Wales	✓	A	✓	✓	✓		
Renée Mellis	Public Governor, Rest of England and Wales	---	---	✓	✓	✓		
Reg Nash	Appointed Governor, Age UK	✓	✓	✓	✓	✓		
Syed Shah	Appointed Governor, Local Medical Committee	✓	✓	✓	✓	A		
Maggie Skilling	Public Governor, Wigan	✓	✓	✓	✓	✓		
Veronika Stevens	Public Governor, Rest of England and Wales	---	---	✓	✓	✓		
Linda Sykes	Public Governor, Leigh	✓	✓	✓	✓	✓		
Corinne Taylor-Smith	Public Governor, Leigh	A	A	A	A	A		
David Thompson	Public Governor, Rest of England and Wales	✓	✓	---	---	---		
Fred Walker	Appointed Governor, Wigan Council	✓	✓	✓	✓	✓		
Mavis Welsh	Public Governor, Leigh	✓	✓	✓	✓	✓		
Gen Wong	Appointed Governor, Wigan Borough CCG	A	X	---	---	---		
James Yates	Staff Governor, Other Staff	A	X	---	---	---		

In attendance:

Paul Howard Company Secretary and Data Protection Officer

18/19 Chair and quorum

Robert Armstrong took the chair and noted that due notice had been provided to all governors and that a quorum was present. He therefore declared the meeting duly convened and constituted.

19/19 Apologies for absence

Apologies for absence were received as shown in the members' attendance record, above.

20/19 Declarations of interest

No governors declared an interest in any of the agenda items.

21/19 Nomination and Remuneration Committee report

The Chair presented a report which had been circulated with the agenda to outline proposals in relation to the two non-executive director vacancies.

The Council of Governors **RESOLVED**:

1. THAT Mr J Lloyd be appointed as an interim non-executive director, pending the substantive appointment of a non-executive director with community services experience.
2. THAT Prof T Warne be appointed as Vice-Chair with immediate effect.

22/19 Reappointment of external auditor

The Company Secretary presented a report which had been circulated with the agenda to seek approval to reappoint the external auditor, Deloitte LLP, which had been appointed on a 2+1+1 contract arrangement.

The Council of Governors **APPROVED** the reappointment of Deloitte LLP as external auditor for a further year.

23/19 Classification of proposed transfer of community services

The Company Secretary presented a report which had been circulated with the agenda to request the Council of Governors to formally determine whether it considers the proposed transfer of community services to be novel or unusual.

The Chair advised that the Board of Directors had recently resolved that it considered that the proposed transfer of community services into the foundation to be "novel or unusual" and thus eligible to be considered a "significant transaction" for the purposes of the foundation trust's constitution. He noted that, in order for the transaction to be deemed significant under the constitution, the Council of Governors was required to pass a similar resolution if it wished to do so.

Following discussion, the Council of Governors **RESOLVED** that it considered the proposed transfer of community services into the foundation trust to be novel or unusual. It noted that the criteria within the foundation trust's constitution had therefore been satisfied and that the matter would be deemed a significant transaction for the purposes of the constitution, requiring the approval of the Board of Directors and the Council of Governors before being entered into by the foundation trust.

24/19 Date, time and venue of next meeting

The next meeting of the Council of Governors will be held on 4 April 2019, 5.30pm at Royal Albert Edward Infirmary.

Action log

Date of meeting	Minute ref.	Item	Action required	Assigned to	Target date	Update
---	---	---	---	---	---	---