

WRIGHTINGTON, WIGAN AND LEIGH TEACHING HOSPITALS NHS FOUNDATION TRUST
MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS (“the Council”)
HELD AT 5.30PM ON 6 JULY 2020
BY VIDEOCONFERENCE

Present:	Mr R Armstrong	Chair (in the Chair)
	Mr B Anderton	Public Governor, Wigan
	Mr J Cavanagh	Appointed Governor, FT volunteers
	Mr L Chamberlain	Public Governor, Makerfield
	Mrs P Gregory	Public Governor, Wigan
	Ms D Gurbutt	Appointed Governor, UCLAN
	Dr M Koriba	Public Governor, Rest of England and Wales
	Mrs L Lymath	Public Governor, Rest of England and Wales
	Ms P Keating	Appointed Governor, Edge Hill University
	Mrs R Mellis	Public Governor, Rest of England and Wales
	Mr R Nash	Appointed Governor, Age UK
	Mr A Savage	Staff Governor, All Other Staff
	Mrs L Sykes	Public Governor, Leigh
	Dr S Shah	Appointed Governor, Local Medical Committee
	Ms V Stevens	Public Governor, Rest of England and Wales
	Ms M Skilling	Public Governor, Wigan
	Cllr F Walker	Appointed Governor, Wigan Council
In attendance:	Prof C Austin	Non-Executive Director
	Lady R Bradley	Non-Executive Director
	Mrs N Guymer	Deputy Company Secretary
	Mr I Haythornthwaite	Non-Executive Director
	Mr P Howard	Director of Corporate Affairs
	Mrs L Lobley	Non-Executive Director
	Mr S Nicholls	Chief Executive
	Prof T Warne	Non-Executive Director

14/20 Chair and quorum

Mr R 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.

15/20 Apologies for absence

Apologies for absence were received from Ms J Hylton (Staff Governor), Ms J Coates-Topping (Public Governor) as well as Dr S Elliot and Mr I Haythornthwaite (Non-Executive Directors).

16/20 Declaration of interests

Prof Warne declared an interest in item 22/20 and agreed to withdraw from the meeting during consideration of that item.

17/20 Minutes of previous meeting

The minutes of the previous meeting held on 21 January 2020 were **APPROVED** as a true and accurate record.

18/20 Chief Executive's report

The Chief Executive presented a report which had been circulated with the agenda to outline a number of matters of interest. Particular note was made of the situation regarding COVID-19 and in particular the development of Bryn Ward. He praised the manner in which the organisation had pulled together to deal with the pandemic and noted the focus on delivery of personal protective equipment and the installation of additional plant to ensure the availability of oxygen across the Royal Albert Edward Infirmary site regardless of the scale of demand.

With regard to staff, the Chief Executive noted the emerging evidence that staff from black, Asian and minority ethnic (BAME) backgrounds have increased risk factors in relation to COVID-19 and confirmed that risk assessments for this staff group had been undertaken.

In response to a question from Dr Koriba, the Chief Executive confirmed that staff were being actively encouraged to take annual leave in order to rest and advised that he had encouraged staff at all levels of the organisation, including the executive team, to prioritise their wellbeing and to take leave.

In response to a question from Mr Cavanagh, the Chief Executive noted that funding mechanisms had been amended and that whilst there was continued oversight of expenditure it was unlikely that there would be an immediate return to the tariff-based system that had been in place prior to the start of the pandemic. The Chair commented that NHS England and NHS Improvement were expected to set out expectations around service delivery for the remainder of the year, with an anticipated focus on the elective programme, cancer and long waiting patients.

The Chief Executive provided an overview of the arrangements for providing rehabilitation care for patients in response to a question from Mrs Sykes and explained that a bid had been submitted to establish a rehabilitation centre, to be shared with neighbouring organisations.

In response to a question from Mr Anderton, the Chief Executive confirmed that both he and the Medical Director had been interviewed by local media and had encouraged people to attend hospital if they need to do so. He confirmed that the foundation trust was working through its recovery plans and was prioritising life, limb, hearing or sight-threatening procedures, with significant outpatient activity being undertaken by telephone or videoconference.

In response to a question from Cllr Walker, the Chief Executive confirmed that no staff within the foundation trust had been placed on furlough and explained how staff had been redeployed in support of the overall COVID-19 demand.

Ms Skilling noted a lack of information about the use of personal protective equipment contained in outpatient letters and the Chief Executive agreed to follow this up with the Chief Operating Officer.

The Council received the report and noted the content.

19/20 Report from governor attendees at meetings

Mr Anderton and Mrs Sykes presented a report which had been circulated with the agenda to summarise their recent observations of the Board of Directors and the Pandemic Assurance Committee. Particular note was made of the usefulness of the report and it was AGREED that all governors who attended meetings on behalf of the Council would produce such reports and circulate them to all governors by email shortly after each meeting.

The Council received the report and noted the content.

20/20 Non-Executive Director reports

The Non-Executive Directors present provided an update on their activities since the last meeting. Mr Haythornthwaite gave a summary of the Audit Committee meeting which had recently convened to consider the year-end documentation and confirmed that this had been completed to a high standard with no concerns having been raised. Similarly, the internal auditor's year-end report had confirmed receipt of substantial assurance. Prof Warne noted that the usual committee arrangements would soon be reinstated in place of the Pandemic Assurance Committee and that it was intended to revise the format of the performance report to provide better assurance to the Board.

The Council received and noted the verbal updates.

21/20 Update on governor engagement

Mr Haworth presented a report which had been circulated with the agenda to provide an update on governor engagement. Following discussion, the Council agreed that another newsletter would be welcomed in the next few weeks.

The Council received the report and noted the content.

22/20 Extension of Non-Executive Director term of office

Prof Warne withdrew from the meeting.

The Chair presented a report which had been circulated with the agenda to seek approval to extend Prof Warne's term of office by five months to 31 March 2021, in line with the rationale contained within the report.

The Council **APPROVED** the extension of Prof Warne's term of office to 31 March 2020.

Prof Warne returned to the meeting.

23/20 Chair and NED appraisal process

The Chair provided a verbal update to advise that the Chair and NED appraisal process had commenced and that this had focused on demonstration of the foundation trust's values through behaviours as well as traditional discussions around development needs etc.

The Council received and noted the verbal update.

24/20 Reappointment of external auditor

Mr Haythornthwaite presented a report which had been circulated with the agenda to seek approval to reappointed the current external auditor, Deloitte LLP, for the final year of a four-year contract and to outline the proposed procurement process in respect of the next contract.

On the recommendation of the Audit Committee, the Council **APPROVED** the reappointment of Deloitte LLP as the foundation trust's external audit for the final year of the four-year contract and **DIRECTED** the commencement of the procurement process for the new contract as set out in the report.

25/20 Appointment of Chair's successor

The Director of Corporate Affairs presented a report which had been circulated with the agenda to seek approval of the proposed process for the recruitment of the Chair's successor.

The Council **APPROVED** the process as set out in the report.

26/20 Consent agenda

The papers having been circulated in advance and the Council having consented to the items appearing on the consent agenda, the Council **RESOLVED** as follows:

1. THAT the Annual Report and Accounts 2019/20 be received and noted; and
2. THAT the Audit Committee terms of reference be **ENDORSED** prior to presentation to the Board of Directors for approval.

27/20 Date, time and venue of next meeting

The next meeting of the Council of Governors will be held on 19 October 2020, 5.30pm by videoconference.