

**WRIGHTINGTON, WIGAN AND LEIGH NHS FOUNDATION TRUST**  
**MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS**  
**HELD AT 5.30PM ON 15 OCTOBER 2018**  
**AT ROYAL ALBERT EDWARD INFIRMARY, WIGAN LANE, WIGAN, WN1 2NN**

<b>Members' attendance record 2018-19:</b>		<b>16 Apr 2018</b>	<b>16 Jul 2018</b>	<b>15 Oct 2018</b>	<b>22 Jan 2019</b>	<b>30 Jan 2019</b>	<b>Attendance</b>
Robert Armstrong	Chair (in the Chair)	✓	✓	✓			
Imran Alam	Staff Governor, Medical and Dental	---	---	A			
Bill Anderton	Public Governor, Wigan	✓	✓	✓			
Helen Ash	Public Governor, Makerfield	✓	✓	---			
Alan Baybutt	Public Governor, Wigan	---	---	✓			
Tim Board	Staff Governor, Medical and Dental	✓	A	---			
John Cavanagh	Appointed Governor, FT volunteers	---	---	---			
Les Chamberlain	Public Governor, Makerfield	✓	✓	✓			
Jean Coates-Topping	Public Governor, Makerfield	---	---	✓			
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	---			
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	---	---	✓			
Jackie Hylton	Staff Governor, Nursing and Midwifery	---	---	✓			
Mustapha Koriba	Public Governor, Rest of England and Wales	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	✓	✓	✓			
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			
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:**

Steven Elliot	Non-Executive Director
Andrew Foster	Chief Executive
Mick Guymer	Non-Executive Director
Ian Haythornthwaite	Non-Executive Director
Carole Hudson	Non-Executive Director
Paul Howard	Company Secretary and Data Protection Officer
Tony Warne	Non-Executive Director
Julie Critchley	Integration Programme Director (to item 55/18 only)
Jo Goodfellow	Bolton, Salford and Wigan Partnership (for item 56/18 only)

One member of the public was also in attendance.

**50/18 Chair and quorum**

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

**51/18 Apologies**

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

**52/18 Declarations of interest**

Prof T Warne declared an interest in minute reference 59/18 (Proposal to extend non-executive director term of office) and 60/18 (Appointment of Senior Independent Director).

**53/18 Minutes of the previous meeting**

The minutes of the previous meeting held on 16 July 2018 were agreed as a true and accurate record, subject to one minor amendment. Mr A Hilton advised that, at minute reference 41/18, his question had related to the total setup costs for WWL Solutions prior to the decision not to proceed, rather than just those paid to QE Facilities. The Chief Executive agreed to provide the revised information.

**ACTION: Chief Executive**

**54/18 Chief Executive's report**

The Chief Executive delivered a presentation which covered the following key areas:

- (a) a summary of his highlights and lowlights;
- (b) an overview of the foundation trust's performance across a number of metrics; and
- (c) a summary of concerns and those areas of particular positivity.

Cllr F Walker noted the recent reintroduction of the Health Information System (HIS) into the Accident and Emergency Department and sought assurance that lessons had been learnt from the earlier adoption and that the reintroduction would be a smooth one. In

response, the Chief Executive confirmed that the system had been in place within the department for around a month and that feedback from staff had been positive.

In response to a question from Mr B Anderton surrounding overseas nurses, the Chief Executive confirmed that some of the nurses in question now reside in the UK and are therefore likely to take on permanent roles within the organisation and that others will return to their home countries after a period of time, in accordance with the “learn, earn, return” model. In response to a question from Dr S Shah, the Chief Executive advised that overseas nurses from India had been targeted as a result of the strong relationship between the foundation trust and organisations in India, and the ability to provide effective pastoral care due to the size of the Indian clinical cohort within the organisation. Notwithstanding, the Chief Executive confirmed that nurses from other overseas countries would be welcomed within the foundation trust.

In response to a supplementary question from Cllr F Walker regarding nurse vacancies, the Chief Executive provided a summary of how the foundation trust seeks to address rota gaps, including the use of bank and agency staff.

In response to a question from Mr A Hilton surrounding orthopaedics, the Chief Executive noted that NHS Improvement had acknowledged that a number of procedures are loss making and wished to avoid creating a disincentive for specialist providers to undertake complicated procedures. Further information on the tariff for 2018-19 was currently awaited.

The Council received the presentation and noted the content.

#### **55/18 Strategic item: transfer of community services**

The Chief Executive delivered a presentation to update the Council of Governors on progress with the proposed transfer of Wigan-based community services from Bridgewater Community Healthcare NHS FT into the foundation trust. Confirmation was provided that commissioners had agreed to fund some of the costs of the due diligence exercise along with some of the transaction costs.

In response to a question from Mrs L Sykes, the Chief Executive advised that the potential care hotel on the Leigh Infirmary site did not fall within the scope of the project but confirmed that the proposal for an 80-bed facility is still being considered.

In response to a question from Mrs M Skilling surrounding the need for the Council of Governors to approve significant transactions, the Company Secretary reminded governors that a dedicated session run by an independent legal firm on the role of the Council of Governors in significant transactions had been scheduled as part of the North West Governors’ Forum that had been organised by the foundation trust, and confirmed that a number of governors would be attending the event. He also noted that a further update on progress would be provided to the council at its workshop on 6 December 2018.

Mr A Howarth commented that communication would be important throughout the project, to which the Chief Executive confirmed that communications were about to commence with staff and that the next step would be for information to be provided to the public, although the Chair reminded the council that, as the process is led by Wigan Borough Clinical Commissioning Group, communications would be undertaken by them rather than the through the foundation trust.

The Council received the presentation and noted the content.

*The Chief Executive left the meeting.*

**56/18 Strategic item: update on Bolton, Salford and Wigan Partnership**

Ms J Goodfellow joined the meeting and delivered a presentation to update the Council on the work of the Bolton, Salford and Wigan Partnership. She provided an overview of the Healthier Together programme and the proposed acute developments, as well as highlighting the intended arrangements for general surgery. She also outlined the investments that had been allocated to Bolton, Salford and Wigan and gave a summary of the key timescales associated with the transformation of services. The Council's attention was also drawn to the key achievements to date and the plans for surgical ambulatory care and dermatology in the future.

Copies of the consultation document entitled "The development of a future, sustainable dermatology service for Bolton, Salford and Wigan" were distributed and the presentation outlined ways in which individuals can get involved.

A discussion was held around the capital investment and note was made of the increased costs associated with the building of facilities on the Salford Royal Hospital site. Confirmation was provided that the increased costs would be met by Salford Royal NHS FT and would not therefore impact on other organisations. Dr S Shah commented of the need for General Practitioners to be able to easily refer into Salford under the new model.

In response to a question from Mr A Hilton, Ms J Goodfellow summarised the work that has been undertaken to address the need for ambulance transfers between the various sites and particularly in relation to high needs patients. As a result, an additional £800k will be provided to commission additional ambulance activity from North West Ambulance Service NHS Trust.

The Chair summarised this item by thanking Ms J Goodfellow for her attendance and requested that she return at an appropriate point in time with an update, including how equity of access will be ensured, how a patient's care record will follow them to different sites and updates on clinical leads, ambulance transfers and GP involvement.

The Council received the presentation and noted the content.

*Ms J Goodfellow left the meeting.*

**57/18 Holding to account: performance and finance reports**

Copies of the performance and finance reports as at 31 August 2018 had been circulated with the agenda to inform the Council of the foundation trust's current performance and to allow governors the opportunity to seek assurances from those non-executive directors present. The Chair reminded the Council of the scrutiny arrangements in place within the foundation trust, with scrutiny of clinical matters taking place at the Quality and Safety Committee, scrutiny of financial and operational matters taking place at the Finance and Performance Committee and workforce matters being scrutinised by the Workforce Committee.

Mrs P Gregory suggested that it would be necessary to review the performance reports on a page-by-page basis, particularly given that there are a number of new governors now in post. The Chair commented that he felt this would be unnecessary as responsibility for performance rests with the Board of Directors and the purpose of providing the data to the Council is to allow governors to identify areas where it would wish to seek assurances from non-executive directors. It was therefore agreed that a workshop would be arranged to allow governors an opportunity to better understand the metrics used within the report.

**ACTION: Company Secretary (to schedule)**

It was also agreed that, for future meetings, copies of the board assurance framework would be provided rather than the detailed performance reports.

In response to a question from Mrs P Gregory surrounding the financial consequences of breaching the tumour pathway as shown on page 9 of the report, Mr M Guymer noted that financial consequences are determined based on the allocation of the breach but that the sums are minor in nature.

With regard to the wider process of holding non-executive directors to account, the Council considered it beneficial for the non-executive directors, on a rotational basis, to provide a summary of their recent activities to each meeting.

**ACTION: Company Secretary (to schedule)**

Mrs M Skilling noted that theatre effectiveness at Wrightington Hospital remained low, to which Mr M Guymer responded that the Finance and Performance Committee had scrutinised the Division of Specialist Services at its last meeting and confirmed that ongoing monitoring is undertaken by the committee. Mrs C Hudson also advised that work is ongoing to increase the number of cases that are undertaken on the Wrightington site.

Mrs P Gregory noted the reference in the finance report to the non-payment of fees by non-EU patients and Mr I Haythornthwaite confirmed that the matter had recently been discussed by the Audit Committee, where assurances had been provided that eligibility for treatment is being checked on arrival. The matter had been subject to internal audit and was now subject to a routine follow-up. Mr I Haythornthwaite noted that if there were a number of instances where concerns were raised, a re-audit would be arranged.

The Council received the reports and noted the content.

**58/18 Non-Executive Director recruitment**

The Chair noted that the recent death of Mr Neil Campbell had resulted in a non-executive director vacancy. He briefed the Council on the desire for the foundation trust to achieve University Hospital status in the future and the associated requirement for at least one non-executive director to be drawn from the faculty of an associated university. It was therefore recommended that this vacancy be filled by such a candidate.

Confirmation was provided that it was not intended for this to be an appointment by the university and that a selection process would still be undertaken, with the appointment remaining the responsibility of the Council of Governors.

The Council of Governors **APPROVED** the proposal to seek candidates for the non-executive director vacancy that will satisfy the necessary requirements to enable the foundation trust to seek University Hospital status.

**59/18 Proposal to extend non-executive director term of office**

*Prof T Warne withdrew from the meeting in light of his conflict of interest in this agenda item and in the following agenda item.*

The Chair presented a report which had been circulated with the agenda to seek approval to extend the term of office of Prof T Warne by 12 months. He noted that Prof Warne would come to the end of his second term of office on 31 October 2019 and would normally not have been reappointed as he will have served six years as a non-executive director. Notwithstanding, he requested that the Council of Governors considers the exceptional nature of the presenting circumstances, as extending his term of office would facilitate stability and experience amongst the non-executive directors and allow a more progressive staggering of non-executive directors' end dates.

Following consideration, the Council **UNANIMOUSLY APPROVED** the extension of Prof Warne's appointment as non-executive director to 31 October 2020.

**60/18 Appointment of Senior Independent Director**

The Chair noted that the death of Mr Campbell had also left a vacancy for Senior Independent Director and recommended that Prof Warne be appointed to this role.

The Council of Governors **UNANIMOUSLY APPROVED** the appointment of Prof Warne as Senior Independent Director with immediate effect.

**61/18 Approval of changes to the foundation trust's constitution**

The Company Secretary presented a report which had been circulated with the agenda to summarise the proposed changes to the foundation trust's constitution. He reminded the Council that a working group had been established, comprising governors and non-executive directors, and that the group had recommended the changes.

Note was made of a typographical error within the draft constitution appended to the report and confirmation was provided that the reference at clause 11.7.2 of the constitution should be to the Local Medical Committee.

The Council of Governors **UNANIMOUSLY APPROVED** the amendments to the foundation trust's constitution as presented.

**62/18 Appointment of lead governor**

The Company Secretary presented a report which had been circulated with the agenda to summarise the role of lead governor, which is one of being available to the regulator when the normal communication channels are not appropriate.

One nomination for the post was received from Mrs L Sykes and she was therefore **ELECTED UNOPPOSED** for a one-year term.

**63/18 Date, time and venue of next meeting**

The next meeting of the Council of Governors will be held on 22 January 2019, 5.30pm at Royal Albert Edward Infirmary.

## Action log

Date of meeting	Minute ref.	Item	Action required	Assigned to	Target date	Update
15 Oct 2018	53/18	Minutes of previous meeting	Provide updated information on the costs associated with WWL Solutions	Chief Executive	Jan 2019	A total of £300k was paid. Action complete.
15 Oct 2018	57/18	Performance reports	Arrange workshop for governors to outline the content of the performance report in more detail.	Company Secretary	ASAP	Date being confirmed; update to be provided at the meeting
15 Oct 2018	57/18	Performance reports	Schedule NED updates on a rotational basis at future meetings.	Company Secretary	Jan 2019	Action complete.