

**MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS
HELD ON 30 OCTOBER 2017, 3.00PM
AT ROYAL ALBERT EDWARD INFIRMARY, WIGAN LANE, WIGAN, WN1 2NN**

Members' attendance record 2017-18:

		31 May 2017	19 Jun 2017	30 Oct 2017	15 Jan 2018
Mr Robert Armstrong	Chair (in the Chair)	✓	✓	✓	
Mr Bill Anderton	Public Governor, Wigan	✓	✓	✓	
Mrs Helen Ash	Public Governor, Makerfield	A	✓	✓	
Mr Tim Board	Staff Governor, Medical and Dental	✓	A	A	
Mr Les Chamberlain	Public Governor, Makerfield	✓	✓	✓	
Mrs Kathryn Drury	Public Governor, Makerfield	✓	A	---	
Mr Tom Frost	Public Governor, Rest of England and Wales	✓	✓	✓	
Mr Howard Gallimore	Public Governor, Makerfield	---	---	✓	
Mr Bill Greenwood	Public Governor, Wigan	✓	A	✓	
Mrs Pauline Gregory	Public Governor, Wigan	✓	A	✓	
Dr Dawne Gurbutt	Appointed Governor, UCLAN	A	✓	✓	
Mrs Marie Hart	Staff Governor, Nursing and Midwifery	A	A	A	
Mrs Jean Heyes	Appointed Governor, Staff Side	✗	✗	✓	
Mr Alex Hilton	Staff Governor, Other staff	---	---	✓	
Dr Mustapha Koriba	Public Governor, Rest of England and Wales	✓	✓	A	
Mrs Diane Lawrenson	Staff Governor, Nursing and Midwifery	A	A	✓	
Mr James Lee	Public Governor, Makerfield	✓	✓	✗	
Mrs Lisa Lymath	Public Governor, Rest of England and Wales	✓	A	✓	
Mr Reg Nash	Appointed Governor, Age UK	✓	✓	A	
Mr Andy Savage	Staff Governor, Other staff	✓	✓	---	
Dr Louise Sell	Appointed Governor, 5 Boroughs Partnership	A	✗	✗	
Dr S Shah	Appointed Governor, Local Medical Committee	✓	✓	A	
Mrs Maggie Skilling	Public Governor, Wigan	✓	✓	✓	
Mrs Linda Sykes	Public Governor, Leigh	✓	✓	✓	
Dr Corinne Taylor-Smith	Public Governor, Leigh	A	A	✓	
Mr David Thompson	Public Governor, Rest of England and Wales	✓	✓	✓	
Mr Geoff Vaughan	Public Governor, Leigh	✓	A	A	
Councillor Fred Walker	Appointed Governor, Wigan Council	✓	✓	✓	
Mrs Mavis Welsh	Public Governor, Leigh	A	✓	A	
Dr Gen Wong	Appointed Governor, Wigan Borough CCG	✗	✗	✗	
Mr James Yates	Staff Governor, Other Staff	✓	A	A	

Key:

✓: attended | A: apologies sent | ✗: did not attend

--- not a member of the council at the date of the meeting

In attendance:

Mrs A Arkwright, Head of Engagement
Mrs E Bradbury, Associate Non-Executive Director
Mrs M Fleming, Director of Operations and Performance
Mr R Forster, Director of Finance and Informatics/Deputy Chief Executive
Mr A Foster, Chief Executive
Mr M Guymer, Non-Executive Director
Mr P Howard, Trust Secretary
Mrs C Hudson, Non-Executive Director
Mr J Lloyd, Non-Executive Director
Prof T Warne, Non-Executive Director

The Chair opened by welcoming Howard Gallimore and Alex Hilton to their first meeting of the Council of Governors.

1. 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. The meeting was declared duly convened and constituted.

2. Apologies for absence

Apologies for absence were received as indicated in the members' attendance record.

3. Declaration of interests

There were no opening declarations of interest.

4. Minutes of the previous meeting

The minutes of the Council of Governors meeting held on 19 June 2017 were agreed as a true and accurate record.

5. Chair and Chief Executive's opening remarks

The Chair referred governors to his written report which had been circulated with the agenda. There were no questions on the content. He also noted that the organisation was currently undergoing high levels of regulatory activity, with a Use of Resources assessment being undertaken by NHS Improvement on 7 November 2017, an unannounced Care Quality Commission (CQC) inspection expected in the coming few weeks and an announced CQC well-led inspection over the period 28-30 November 2017.

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

- Highlights at the mid-year point, including being named as the number one NHS organisation for 62-day cancer performance and number seven for 18-week referral-to-treatment performance;
- Mid-year lowlights, including pressures in the Accident and Emergency department, a surge in nurse vacancies and an adverse variance to the financial plan;
- A summary of important developments, both within WWL and across the local area;

- Areas of focus over the coming months; and
- The WWL Way 4wards strategy

A discussion was held on the staffing challenges, particularly within the nursing workforce, and confirmation was provided that appropriate support is provided by the foundation trust. Diane Lawrenson commented that, in some areas, staff are experiencing high levels of stress and note was made of the various initiatives that have been introduced in order to encourage a greater number of vacant shifts to be filled.

Bill Anderton congratulated WWL on its performance in the recently-released BBC performance tables.

The Chair summarised this item by acknowledging a national shortage of nurses which has also been recognised the Secretary of State, and confirmed that WWL is looking at various options to address this on both a medium- and a long-term basis.

The Council of Governors received the report and noted the content.

6. Performance report

The month 6 corporate performance and finance reports had been circulated with the agenda for information. Governors were invited to question the Non-Executive Directors in attendance.

In response to a question from Pauline Gregory, Tony Warne provided an overview of the manner in which the Quality and Safety Committee monitors Methicillin-Sensitive Staphylococcus Aureus levels and, in response to a supplementary question from Tom Frost, Carole Hudson provided a summary of the assurance mechanisms in use to ensure the quality of data. The Council of Governors was pleased to note that committees are not simply reactive, and that proactive consideration of emergent concerns is undertaken.

In response to a question from Maggie Skilling surrounding the commentary on page 7 of the performance report, Tony Warne noted that the board had recently discussed the issue of theatre capacity at its away day and that a subsequent action plan will be reviewed by both the Quality and Safety and the Finance and Investment Committees. Carole Hudson described the existence of a perfect storm, with an increased demand for services and a reduced workforce, and the need for prioritisation and risk assessment was acknowledged.

In response to a question from Bill Anderton on the financial position, Jon Lloyd provided a summary of the work of the Finance and Investment Committee in monitoring financial performance and in seeking assurances around areas of underperformance.

With regard to the issue of mortality, Tony Warne confirmed that the Quality and Safety Committee monitors Hospital Standardised Mortality Rate (HSMR) data on a monthly basis. In addition, it has recently established a clinically-led mortality working group, including external representation, to consider the matter in more detail. A summary of the lessons learnt to date was provided.

Corinne Taylor-Smith noted that the friends and family test question about whether staff would recommend WWL as a place to work had fallen short of the target, with consistent underperformance. In response, Jon Lloyd advised that this had been the subject of challenge by the Non-Executive Directors. The work of the staff engagement team and the development of a new strategy were cited as examples of how action is being taken to address this issue.

The Council received and noted the verbal update.

7. Development of a subsidiary company

The Director of Finance and Informatics delivered a presentation to brief governors on the establishment of a subsidiary company, WWL Solutions Limited. The rationale for the establishment of a subsidiary company was provided, along with a summary of the intended benefits to WWL.

The Council received the presentation and noted the content.

8. The 9-point plan

The Director of Operations and Performance delivered a presentation to provide assurance to the Council of Governors around the actions taken by WWL in preparation for winter.

The Council received the presentation and noted the content.

9. Policy on the composition of the Council of Governors

The Trust Secretary presented a draft Policy on the Composition of the Council of Governors, as required by Annex 3 to the constitution, for approval.

The Council approved the policy as presented.

10. Review of Code of Conduct for Governors

The Trust Secretary presented an updated Code of Conduct for Governors for approval.

The Council approved the revised code of conduct as presented.

11. Update on the NHSI/CQC inspections and well-led review

The Trust Secretary provided a verbal update on the NHSI Use of Resources assessment and the CQC unannounced inspection and announced well-led inspection.

The Council noted the verbal update.

12. NHS Providers' Governor Advisory Committee nomination

The Trust Secretary presented a report in order to seek a nominee for the forthcoming elections to the NHS Providers Governor Advisory Committee.

No nominations were received, and potential candidates were requested to confirm their interest to the Trust Secretary by 17 November 2017, otherwise no nomination would be put forward by WWL.

ACTION: All (if interested)

The Council received the report and noted the content.

13. Lead governor

The Trust Secretary presented a report to seek to identify a new lead governor. The Council of Governors agreed that the role would be undertaken as per the summary contained in Appendix B to the NHS Foundation Trust Code of Governance, i.e. to be a point of contact for

the regulator when the normal communication channels of Chair/Trust Secretary are not appropriate.

Following discussion, the Council of Governors appointed Maggie Skilling as lead governor. The Trust Secretary was directed to inform NHS Improvement of the appointment.

ACTION: Trust Secretary

The Chair and the collective Council of Governors thanked the outgoing lead governor, Pauline Gregory, for her service in this regard.

14. Cycle of business

The Trust Secretary presented a draft cycle of business for the period 2017-21 for approval.

The Council approved the cycle of business as presented.

15. Items for information

The Council received the following reports for information:

- (a) Provision of neurological rehabilitation services from 1 April 2018;
- (b) Annual Members' Meeting 2017; and
- (c) Summary governor workshop held on 14 September 2017

16. Resolution to exclude press and public

The Council of Governors resolved to exclude representatives of the press and members of the public from the remainder of the meeting.

17. Date, time and venue of next meeting

The next meeting of the Council of Governors will be held on 15 January 2018, 5.30pm at Royal Albert Edward Infirmary.