

MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS
HELD ON 16 APRIL 2018, 5.45PM
AT ROYAL ALBERT EDWARD INFIRMARY, WIGAN LANE, WIGAN, WN1 2NN

Members' attendance record 2018-19:

		16 Apr 2018	16 Jul 2018	15 Oct 2018	Jan 2019	Attendance
Robert Armstrong	Chair (in the Chair)	✓				
Bill Anderton	Public Governor, Wigan	✓				
Helen Ash	Public Governor, Makerfield	✓				
Tim Board	Staff Governor, Medical and Dental	✓				
Les Chamberlain	Public Governor, Makerfield	✓				
Kathryn Drury	Public Governor, Makerfield	A				
Tom Frost	Public Governor, Rest of England and Wales	A				
Howard Gallimore	Public Governor, Makerfield	✓				
Bill Greenwood	Public Governor, Wigan	A				
Pauline Gregory	Public Governor, Wigan	✓				
Dawne Gurbutt	Appointed Governor, UCLAN	✓				
Marie Hart	Staff Governor, Nursing and Midwifery	A				
Andrew Haworth	Public Governor, Leigh	✓				
Jean Heyes	Appointed Governor, Staff Side	A				
Alex Hilton	Staff Governor, Other staff	A				
Mustapha Koriba	Public Governor, Rest of England and Wales	A				
James Lee	Public Governor, Makerfield	✓				
Lisa Lymath	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	✓				
Linda Sykes	Public Governor, Leigh	✓				
Corinne Taylor-Smith	Public Governor, Leigh	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				
James Yates	Staff Governor, Other Staff	A				

Key:

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

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



In attendance

Steven Elliot	Non-Executive Director
David Evans	Associate Director of Estates and Facilities
Rob Foster	Deputy Chief Executive
Mick Guymer	Non-Executive Director
Paul Howard	Company Secretary
David Hughes	Associate Director of Finance
Carole Hudson	Non-Executive Director
Richard Mundon	Director of Strategy and Planning
Neil Turner	Chair designate, WWL Solutions
Tony Warne	Non-Executive Director
Lisa Wright	Associate Non-Executive Director

24/18 Chairman 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 declared the meeting duly convened and constituted.

25/18 Apologies for absence

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

26/18 Declarations of interest

There were no opening declarations of interest.

27/18 Chair's opening remarks

The Chair opened by acknowledging the scale and pace of matters currently being addressed by the foundation trust and confirmed that updates are provided to the Council as often as possible. The challenging nature of the coming year, particularly from a financial perspective, was also highlighted.

28/18 Minutes of the previous meeting

The Council considered the Part 1 and Part 2 minutes of the meeting held on 15 January 2018 and the minutes of the extraordinary meeting of the Council of Governors that had been convened on 15 February 2018. All were agreed as a true and accurate record.

29/18 Deputy Chief Executive's report

The Deputy Chief Executive delivered a presentation to provide an update to the Council on key developments since the previous meeting.

In response to a question from Fred Walker, the Deputy Chief Executive provided an overview of the work that is being undertaken to address A&E performance and confirmed that a cross-organisational recovery plan is in place. He noted that Greater Manchester as a system had been tasked to achieve 85% by the end of Q1 2018-19 and reminded the Council that the foundation trust has a comparatively low bed base. Tony Warne commented that one of the contextual factors that had been outlined at the recent board meeting was that the number of people aged over 75 attending the A&E department was

growing. The need to address more complex needs, particularly the need for step-down provision, had been acknowledged and the Chairman advised that, within Wigan, the primary issue surrounds capacity.

In response to a question from David Thompson regarding theatre utilisation, the Deputy Chief Executive provided a summary of the issues that had led to low levels of use.

The Council received the presentation and noted the content.

30/18 Performance reports

A copy of the corporate performance report and the corporate finance report, both for the period to 28 February 2018, had been circulated with the agenda for information. Governors were invited to discuss the content with the non-executive directors present and the Chair confirmed that the foundation trust had accepted its control total for 2018-19.

Mick Guymer noted that, whilst an overall surplus had been delivered in 2017-18, the foundation trust operates at a trading loss which would need to be addressed during the coming year. Carole Hudson commented that the more straightforward savings opportunities had already been taken and therefore the need to consider alternative ways of working was iterated. She acknowledged that pay represents a significant proportion of the foundation trust's expenditure and noted the need to protect the quality of services as well as delivering financial savings. Mick Guymer supported this view, and noted that failure to deliver the necessary financial position would likely result in future external intervention.

The Council received the report and noted the content.

31/18 Leigh infirmary site

The Director of Strategy and Planning delivered a presentation to update the Council of Governors on plans for the Leigh Infirmary site. He confirmed that the hospital would remain within the foundation trust's estate although noted the need to maximise the use of this estate. He commented that Leigh enjoys a central location within the North West Sector and the benefits of such a position were acknowledged. In response to a question from Syed Shah, the Director of Strategy and Planning advised that work is ongoing around the development of a care hotel on the Leigh site and described how this could operate, with a particular focus on the provision of transitional support between traditional hospital and care home provision.

Linda Sykes welcomed this development and enquired about progress with the development of a cafeteria on the Leigh site. In response, the Associate Director of Estates and Facilities advised of the intention to create a cafeteria for staff and visitors and briefed the Council on plans to do so. The Director of Finance confirmed that a legacy had recently been received for the use of the Leigh site, which could potentially be used for this purpose.

Fred Walker commented that there were lots of interesting developments and requested that further information be shared once available.

The Director of Strategy and Planning left the meeting.

32/18 Update on WWL Solutions

The Deputy Chief Executive delivered a presentation to update the Council of Governors

on the development of a wholly-owned subsidiary company, WWL Solutions, for the provision of an operated healthcare facility. He also provided information on the rationale for the proposal and confirmed that external advisors had been engaged to support the foundation trust in this regard. Note was also made of the increased focus that the development was receiving.

Maggie Skilling confirmed that governors had held a private pre-meet in advance of the meeting to discuss issues and to ensure that all matters were covered during the meeting.

In response to a question from David Thompson, the Associate Director of Estates and Facilities confirmed that discussions with staff had been taking place since the summer of 2017, with detailed face-to-face and written communications having been provided. 19 drop-in sessions had been facilitated across every site, working area and shift pattern, and over 400 staff had taken the opportunity to attend these. The general consensus from these meetings had been that staff understood the proposals and were generally accepting of them. Notwithstanding, the Associate Director of Estates and Facilities acknowledged the recent adverse coverage, both in the press and across social media.

In response to a question from Bill Anderton around whether the matter would constitute a significant transaction, the Deputy Chief Executive noted that a determination by NHS Improvement on whether the transaction would require detailed review was awaited. The Company Secretary referred the Council to the dedicated legal advice that had been prepared by Hempsons and provided to the Council at the meeting. He reminded the Council that there is no statutory definition of a significant transaction and that it is for individual foundation trusts to determine what they consider to be a significant transaction requiring the approval of the Council of Governors or, alternatively, to state within their constitutions that the term has not been defined.

In response to a question from Maggie Skilling, Carole Hudson confirmed that the board had held a half-day session with the foundation trust's advisors to scrutinise the proposals and to ask detailed questions. She noted the assurances that had been provided around staff terms and conditions and advised that, as a board, there was agreement that the proposal represented the best way to deliver the necessary savings on a recurrent basis without having an impact on patient care. She further noted that the trade unions had been given the opportunity to identify alternative proposals, but that suggestions of the necessary scale had not been received. The Associate Director of Estates and Facilities confirmed that written confirmation of the guarantees around terms and conditions had been provided to all affected staff individually.

Mick Guymer commented that ownership of the subsidiary company would be held by the foundation trust and that, due to the associated governance arrangements, he was assured that the proposal would be successful.

In response to a question from Pauline Gregory, confirmation was provided that zero-hours contracts would not be used unless specifically requested by the member of staff concerned. The Council noted that, in some circumstances, the use of zero-hours contracts can be beneficial for staff.

The Chair summarised the content of the discussion and confirmed that, if the transaction is deemed to be a significant one as defined by the constitution, a meeting of the Council of Governors would need to be arranged in advance of the next scheduled meeting.

The Council received the update and noted the content.

The Associate Director of Estates and Facilities, the Associate Director of Finance and the Chair designate of WWL Solutions left the meeting.

33/18 Yammer

Pauline Gregory noted that governors had historically had access to software named Yammer, which acts as a repository for documents and allows governors to review the content of minutes of meetings. The system had previously been maintained by a staff governor but, since his term of office had ended, had not been updated. The Company Secretary noted the work required to update the system and advised that an alternative option could be considered which he agreed to share with the Council at its next meeting.

34/18 Date, time and venue of next meeting

The next meeting of the Council of Governors will be held on 16 July 2018, 5.30pm at Royal Albert Edward Infirmary, Wigan Lane, Wigan, WN1 2NN.