

MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS
HELD ON 16 JULY 2018, 5.30PM
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	✓	A			
Les Chamberlain	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	✓	✓			
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	✓			
Mustapha Koriba	Public Governor, Rest of England and Wales	A	✓			
James Lee	Public Governor, Makerfield	✓	A			
Lisa Lymath	Public Governor, Rest of England and Wales	✓	A			
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	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			

Key:

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

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

In attendance

Neil Campbell	Non-Executive Director
Rob Forster	Deputy Chief Executive
Mick Guymer	Non-Executive Director
Paul Howard	Company Secretary
Carole Hudson	Non-Executive Director
Lynne Lobley	Non-Executive Director
Tony Warne	Non-Executive Director

35/18 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.

36/18 Apologies for absence

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

37/18 Declarations of interest

The Chair declared an interest in minute reference 43/18 (Chair's appraisal) and the remaining non-executive directors declared an interest in minute reference 44/18 (non-executive directors' appraisals). All non-executive directors including the Chair declared an interest in minute reference 48/18 (non-executive director remuneration).

38/18 Minutes of the previous meeting

The minutes of the previous meeting held on 16 April 2018 were approved as a true and accurate record.

39/18 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.

With regard to operational performance, the Deputy Chief Executive noted that the foundation trust was currently ranked as 25th out of 133 trusts in the country for Accident and Emergency performance and had returned to being the second-best performing A&E department in Greater Manchester.

The Deputy Chief Executive also briefed the Council on recent developments in the local area, including the appointment of Donna Hall as the Chief Officer of both Wigan Council and Wigan Borough Clinical Commissioning Group (CCG).

In particular, he noted that the foundation trust had received correspondence from the Leader of Wigan Council and the Chair of Wigan Borough CCG which advised that Bridgewater NHS FT intends to prioritise its future work in the areas which make up the Cheshire and Mersey Sustainability and Transformation Plan (STP) footprint. As a result, it had been agreed that any services provided in the Wigan Borough area by Bridgewater NHS FT would cease to do so on or before 31 March 2019, and ideally by 30 November 2018. Following a detailed options appraisal undertaken by Wigan Council and Wigan

Borough CCG for a provider to host the community services contract for a period of up to two years during which the next stage of the Healthier Wigan Partnership would be developed, the foundation trust had been identified as the most suitable interim provider.

As a result, the Deputy Chief Executive noted the likelihood that all services currently delivered by Bridgewater NHS FT in the Wigan area will transfer to the foundation trust as the preferred provider, and that some services will subsequently transfer on to Wigan Council and possibly others. Notice had already been given to transfer the Leigh Walk-in Centre and the musculoskeletal clinical assessment and treatment service to the foundation trust. The Deputy Chief Executive confirmed that the matter is likely to be considered to be a significant transaction and therefore require the future approval of the Council of Governors.

In response to a question from Mr D Thompson, the Deputy Chief Executive confirmed that the letter from Wigan Council and Wigan Borough CCG had been received towards the end of the previous week and that information had been shared with the Council as soon as possible. He also confirmed that the transaction was not a *fait accompli*, as a full due diligence exercise would be required.

Cllr F Walker noted that Bridgewater NHS FT occupies some properties that had been purchased through the NHS Local Improvement Finance Trust (LIFT) and noted the residual liability in some such schemes. In response, the Deputy Chief Executive acknowledged the need to be fully aware of all such liabilities that may transfer to the foundation trust in the future.

With regard to the wider content of the presentation, the Deputy Chief Executive iterated that the cost improvement challenge remains and that the programme inevitably becomes more challenging as the year progresses. He informed the Council that a new Transformation Director had been appointed and would be taking up post in September 2018 to provide dedicated leadership to the cost saving process.

The Council received the presentation and noted the content.

40/18 Update on WWL Solutions

The Deputy Chief Executive presented a report which had been circulated with the agenda to provide an update on matters relating to the proposed establishment of an operated healthcare facility through a wholly-owned subsidiary company, WWL Solutions.

The Chair opened by providing a summary of the circumstances that had led to the decision to proceed with the establishment of WWL Solutions being reversed, and noted in particular the fact that the foundation trust had become extremely isolated. He noted that the agreement not to establish a subsidiary company did not negate the requirement for significant savings to be made and cautioned that the in-year funding provided by Wigan Council did not represent a sustainable, recurrent solution. The Chair confirmed that the board would be undertaking a reflective piece of work to identify appropriate lessons for the future.

In response to a question from Mrs P Gregory, the Deputy Chief Executive advised that the specifics of the agreement with Wigan Council were currently subject to clarification and noted the need to ensure the overall sustainability of the health economy. He noted that the agreement with Wigan Council is generally regarded as the first step in the move towards

a Local Care Organisation.

In response to a question from Mr A Hilton, the Deputy Chief Executive noted the reduced morale and the effect that the dispute had had on working relationships, and confirmed that staff engagement activities would be a priority. Mr N Campbell confirmed that this would be monitored via the Workforce Committee.

Mrs C Hudson commented that the decision had been an extremely difficult one for the board to take and noted the significant challenge associated with delivering the necessary level of savings on a recurrent basis. The Council was invited to put forward any suggestions to deliver the necessary level of recurrent savings. In response, Dr S Shah suggested the need to review the foundation trust's availability on the Choose and Book system for patient referrals.

The Council received the report and noted the content.

41/18 Presentation of annual report and accounts 2017-18

The foundation trust's annual report and accounts for 2017-18 were formally presented to the Council for receipt. Confirmation was provided that the document had been laid before Parliament and that the external auditors had provided feedback to the Council at its workshop on 14 June 2018.

In response to a question from Mr A Hilton, the Deputy Chief Executive agreed to confirm how much had been paid to QE Facilities as setup costs for WWL Solutions.

ACTION: Deputy Chief Executive

The Council received the annual report and accounts 2017-18 and noted the content.

The Deputy Chief Executive left the meeting.

42/18 Performance reports

A copy of the corporate performance report and the corporate finance report, both for the period to 31 May 2018, had been circulated with the agenda for information. Governors were invited to discuss the content with the non-executive directors present. Confirmation was provided that £1.2m of provider sustainability funding had been achieved as a result of performance as at the end of quarter 1.

In response to a question from Mrs P Gregory, Prof T Warne provided a summary of the work undertaken by the Quality and Safety Committee to address the increases in falls as at month two, and the reduction in venous thromboembolism (VTE) assessments. Mrs L Lobley also advised that the Medical Director had provided an update to the Committee and had confirmed that a clearer method of gathering the relevant data would shortly be introduced. She further noted that the committee had recently requested that the report on incidents reported via the Strategic Executive Information System be expanded to provide additional detail.

In response to a question from Mrs L Sykes regarding the number of patients awaiting a neuro-rehabilitation bed, Prof T Warne confirmed that this issue had been escalated to the Clinical Commissioning Group.

Mrs M Skilling raised the issue of theatre effectiveness, as highlighted on page three of the report, and Prof T Warne advised that regular reports are provided to the Quality and Safety Committee and Mr M Guymer confirmed that the matter would also be discussed at the next meeting of the Finance and Performance Committee.

Mrs P Gregory left the meeting.

Mr A Howarth commented that the narrative on page 12 of the report regarding theatre utilisation makes reference to the potential to reduce capacity on the Leigh Infirmary site, to which the Chair responded that work is currently underway with Bolton NHS FT to seek to increase the caseload on the Leigh site.

The Council received the report and noted the content.

Dr S Shah left the meeting.

43/18 Chair's appraisal

The Chair and all non-executive directors except Mr N Campbell withdrew from the meeting.

Mr N Campbell took the chair and advised that he had recently been appointed as the Senior Independent Director and, as a result, he had completed an appraisal with the Chair on 25 June 2018. He also advised of his plans to engage with the Council and with external stakeholders throughout the year to allow them to have input into the Chair's next appraisal.

Mr N Campbell outlined the positive nature of the Chair's appraisal and the period of intense challenge that he had navigated the organisation through over the previous year. The need to give due consideration to succession planning for the Chair's role was noted, as there are only two years of the Chair's term of office remaining. Note was also made of the fact that three new non-executive directors had recently been appointed to the board and thus there is a plan for the board to continue to develop cohesiveness in the coming months.

The Council received the verbal update and noted the positive feedback following the Chair's appraisal.

Mr N Campbell withdrew from the meeting and Mr R Armstrong resumed the chair.

44/18 Non-executive directors' appraisals

The Chair confirmed that appraisals had been completed for all non-executive directors who had been in post for at least a year, and advised that all had performed to a good standard throughout the year.

The Chair also confirmed that individual meetings had been held with the new non-executive directors and that appropriate objectives had been set.

The Council received the verbal update and noted the positive feedback following the non-executive directors' appraisals.

45/18 Update on elections

The Company Secretary confirmed that the window for nominations to stand for election to the Council of Governors was currently open and would close on 6 August 2018. Two drop-in sessions had been arranged for those interested in finding out more information and the

level of interest was comparable with previous years. He advised that, if contested, ballots would be distributed and the elections would close on 15 September 2018, with the results being announced at the annual members' meeting on 20 September 2018.

The Council received the verbal update and noted the content.

46/18 Board assurance framework

The Company Secretary presented the board assurance framework for June 2018 which had been circulated with the agenda and delivered a presentation to explain how the document is used by the board and its committees to identify areas of concern, seek assurances and to monitor issues.

The Council received the report and noted the content.

47/18 Update on constitution

The Company Secretary highlighted the fact that the foundation trust's constitution had not been reviewed since 2013 and noted the need for a review to be undertaken. As a result, it was proposed that a governor from each of the public constituencies, along with a staff governor and the lead governor, should form the membership of a constitution review group, chaired by the Company Secretary, and also comprising an executive and a non-executive director.

The Council endorsed this proposal.

48/18 Non-executive director remuneration

All non-executive directors, including the Chair, left the meeting and the lead governor took the chair.

The Company Secretary delivered a short presentation to remind the Council of its decision in January 2018 to uplift the remuneration of non-executive directors from 1 April 2018, equal to any pay award agreed nationally for staff employed on Agenda for Change terms and conditions, and rounded up to the nearest £10. He noted that, unlike previous years, there is no standard percentage increase to Agenda for Change salary scales and therefore a proposal was outlined, based on how a senior manager on Agenda for Change terms and conditions would be treated if they were at the top of their pay scale.

Following discussion, the Council approved the following remuneration levels, with effect from 1 April 2018:

- Chair: £50,550
- Deputy Chair and Senior Independent Director: £18,530
- Audit Committee Chair: £17,400
- Other committee chair: £14,390
- Non-executive director: £14,040

49/18 Date, time and venue of next meeting

The next meeting of the Council of Governors will be held on 15 October 2018, 5.30pm at Royal Albert Edward Infirmary, Wigan Lane, Wigan, WN1 2NN.