










# Council of Governors

06 July 2020, 17:00 to 18:30  
By videoconference

## Agenda

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|-----|---|--|--|
| 1.  | <b>Chair and quorum</b>   |  | Information<br>Robert Armstrong              |
| 2.  | <b>Apologies for absence</b>  |  | Information<br>Robert Armstrong              |
| 3.  | <b>Declarations of interest</b>   |  | Information<br>Robert Armstrong              |
| 4.  | <b>Minutes of previous meeting</b>  |  | Approval<br>Robert Armstrong                 |
| 5.  |  Minutes - CoG - Jan 2020.pdf (6 pages)<br><b>Chief Executive's report</b>                                       |  | 30 minutes<br>Discussion<br>Silas Nicholls   |
| 6.  |  Chief Executive's report.pdf (6 pages)<br><b>Report from governor attendees at meetings</b>                   |  | Information<br>Linda Sykes/Bill Anderton     |
| 7.  |  Update from governor attendees at meetings.pdf (3 pages)<br><b>Update on governor engagement</b>              |  | Information<br>Andrew Haworth                |
| 8.  |  Update on engagement.pdf (4 pages)<br><b>Non-Executive Director reports</b><br>Verbal item                    |  | Discussion<br>Non-Executive Directors        |
| 9.  | <b>Extension of NED term of office</b>  |  | Approval<br>Paul Howard                      |
| 10. |  Extension of NED term of office.pdf (1 pages)<br><b>Chair and NED appraisal process 2020</b><br>Verbal update |  | Information<br>Robert Armstrong/Lynne Lobley |

11.	<b>Reappointment of external auditor and plans for future procurement</b>	Approval Paul Howard
	 Reappointment of external auditor.pdf (6 pages)	
12.	<b>Process for appointing Chair's successor</b>	Approval Paul Howard
	 Appointment of Chair's successor.pdf (7 pages)	
13.	<b>Consent agenda</b>	
13.1.	<b>Annual report and accounts 2019/20</b>	For receipt
	 Presentation of annual report and accounts.pdf (1 pages)	
13.2.	<b>Audit Committee terms of reference</b>	For consideration
	 Review of Audit Committee terms of reference.pdf (7 pages)	
14.	<b>Date, time and venue of next meeting</b>	

**WRIGHTINGTON, WIGAN AND LEIGH NHS FOUNDATION TRUST**  
**MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS (“the Council”)**  
**HELD AT 5.30PM ON 21 JANUARY 2020**  
**AT ROYAL ALBERT EDWARD INFIRMARY, WIGAN LANE, WIGAN, WN1 2NN**

**Members’ attendance record 2019/20:**

		18 Jul 2019	16 Oct 2019	21 Jan 2020	FY2019/20 Attendance
Robert Armstrong	Chair	✓	✓	A	67%
Imran Alam	Staff Governor, Medical and Dental	✓	✓	A	67%
Bill Anderton	Public Governor, Wigan	✓	A	✓	67%
Alan Baybutt	Public Governor, Wigan	A	✓	✓	67%
John Cavanagh	Appointed Governor, FT volunteers	✓	✓	✓	100%
Les Chamberlain	Public Governor, Makerfield	A	✓	✓	67%
Jean Coates-Topping	Public Governor, Makerfield	✓	✓	✓	100%
Howard Gallimore	Public Governor, Makerfield	✓	A	✓	67%
Pauline Gregory	Public Governor, Wigan	A	✓	✓	67%
Dawne Gurbutt	Appointed Governor, UCLAN	A	✓	✓	67%
Ken Griffiths	Public Governor: Makerfield	---	✓	✓	100%
Andrew Haworth	Public Governor, Leigh	✓	✓	✓	100%
Sarah Howard	Staff Governor, Nursing and Midwifery	✓	✓	✓	100%
Jackie Hylton	Staff Governor, Nursing and Midwifery	✓	✓	✓	100%
Christine Jones	Public Governor: Leigh	---	A	A	0%
Mustapha Koriba	Public Governor, Rest of England and Wales	A	✓	✓	67%
Hazel Leatherbarrow	Staff Governor, Other staff	✓	✓	✓	100%
James Lee	Public Governor, Makerfield	✓	---	---	100%
Lisa Lymath	Public Governor, Rest of England and Wales	A	✓	✓	67%
Renée Mellis	Public Governor, Rest of England and Wales	A	A	✓	33%
Reg Nash	Appointed Governor, Age UK	✓	A	✓	67%
Andrew Savage	Staff Governor, Other Staff	✓	A	✓	67%
Syed Shah	Appointed Governor, Local Medical Committee	✓	✓	✓	100%
Maggie Skilling	Public Governor, Wigan	✓	✓	✓	100%
Veronika Stevens	Public Governor, Rest of England and Wales	✓	✓	✓	100%
Linda Sykes	Public Governor, Leigh	✓	✓	✓	100%
Corinne Taylor-Smith	Public Governor, Leigh	A	A	A	0%
Fred Walker	Appointed Governor, Wigan Council	✗	✓	A	33%
Mavis Welsh	Public Governor, Leigh	A	---	---	0%

**Key:** ✓: Attended in person | ✓T/V: Attended by tele/videoconference | A: Apologies sent | ✗: Did not attend or send apologies

**In attendance:**

Mary Fleming	Chief Operating Officer
Ian Haythornthwaite	Non-Executive Director
Paul Howard	Company Secretary (minutes)
Lynne Loble	Non-Executive Director
Richard Mundon	Director of Strategy and Planning
Silas Nicholls	Chief Executive
Helen Richardson	Chief Nurse
Tony Warne	Vice-Chair (in the Chair)

**1/20 Chair and quorum**

Prof T Warne 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.

**2/20 Apologies for absence**

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

**3/20 Declarations of interest**

There were no opening declarations of interest.

**4/20 Minutes of previous meeting**

The minutes of the previous meeting held on 16 October 2020 were **APPROVED** as a true and accurate record.

**5/20 Chair and Chief Executive's report**

A slide deck had been circulated with the agenda which outlined the foundation trust's approach to developing its strategic direction and set out the various strands to this approach as well as confirming the lead directors for each area. A summary of progress to date in a number of key regional developments was also included.

In response to a question from Dr Shah around working collaboratively with general practice, the Director of Strategy and Planning summarised some of the work that had been undertaken to date and the Chief Nurse commented that there existed a real opportunity around the development of PCN Champion roles.

With regard to wider matters, Mr Savage commented that often it is the relatively small things that cause challenges for staff within an organisation and cited regular issues with printers across the foundation trust as an example. The Chief Executive acknowledged the frustration that this caused and noted the need to ensure contractual mechanisms are used appropriately to ensure resolution.

The Chief Executive also informed the Council that the Director of Finance had recently been appointed as the new Deputy Chief Executive and Chief Finance Officer at Liverpool

University Hospitals NHS FT and would be leaving the foundation trust at the end of the financial year. He confirmed that Saxton Bampfyld had been commissioned to support the recruitment of his successor following an interview process earlier in the month and confirmed that the recruitment process had begun.

The Council received the report and noted the content.

#### **6/20 Presentation: Primary Care Networks**

The Director of Strategy and Planning delivered a presentation which had been circulated with the agenda to update the Council on the development of Primary Care Networks. Dr Shah noted that the British Medical Association and the Royal College of General Practitioners had yet to support the approach and noted that there was still much to determine in relation to how PCNs would work in practice.

The Council received the report and noted the content.

#### **7/20 Leadership walkabouts**

The Chief Nurse provided a verbal update on leadership walkabouts and noted that her team was currently in the process of reviewing and refreshing the organisation's quality strategy, which had prompted a review of the way in which leadership walkabouts are undertaken. She noted that she had undertaken one such walkabout personally and welcomed feedback from governors on their perspective.

Mrs Sykes noted that governors had been discussing leadership walkabouts for some time and find them very useful, both in terms of meeting patients and obtaining feedback but also in terms of building relationships with executive and non-executive director colleagues. Somewhat disappointing was the time taken for reports of leadership walkabouts to be provided and general feedback from governors was that they would like to see more detailed action plans being produced, with clear ownership of actions and closing the feedback loop with the governors who had undertaken the visit.

The Chief Nurse advised that she was planning to arrange a workshop to review leadership walkabouts and would like to receive feedback from all involved. She confirmed that governor representatives would be invited to attend the session which would help to design the future way forward.

The Council received the report and noted the content.

#### **8/20 Use of private providers in the division of surgery**

The Chief Operating Officer presented a report which had been circulated with the agenda to outline the use of private providers within the division of surgery as a result of the 18-week status within a number of surgical specialties. She referred the Council to an instruction from NHS England and NHS Improvement that the waiting list size at March 2020 should be less than the size of the list at March 2019 and advised that the use of private providers is necessary to achieve this objective. A summary of the reasons for this were provided within the paper.

In response to a question from Mrs Gregory, the Chief Operating Officer confirmed that there had been a minimal financial impact arising from this approach.

The Council received the presentation and noted the content.

#### **9/20 Non-executive director reports**

The non-executive directors present gave a summary of their recent activities:

##### **(a) Mr I Haythornthwaite**

Mr Haythornthwaite advised that he had recently coordinated a review of communications within the organisation, including the way in which the organisation works with its partners and the extent to which it is able to influence and share relevant messaging. He reminded the Council that he chairs the Audit Committee and confirmed that no significant risks had been escalated to the committee for its consideration. He summarised the business of the last Audit Committee meeting which had considered matters relating to payroll, financial instruments and awareness of Standing Financial Instructions across the organisation.

##### **(b) Mrs L Lobley**

Mrs Lobley informed that Council that she had attended all meetings that she had been scheduled to attend since the last meeting of the Council, including informal workshops which had been particularly useful. She reminded the Council that she chairs the Workforce Committee and that the last meeting had been themed around “learn to grow”. She had also chaired the Global Training and Education Committee which has oversight of the M.Ch programme and international nurse recruitment.

##### **(c) Prof T Warne**

Prof Warne noted that he was the Chair of the Quality and Safety Committee as well as being the foundation trust’s Vice-Chair and noted that this latter role afforded him some interesting opportunities, such as being able to sit on interview panels for consultants. He noted that the Quality and Safety Committee had held a productive workshop earlier in the month which had allowed it to step back and review its performance and how it worked. He noted the intention for the committee to seek assurances from divisional leadership teams as part of its new ways of working.

The Council received the non-executive directors’ reports and noted the content.

#### **10/20 Committee reports from governors**

Mrs Sykes provided a verbal report following her attendance at Quality and Safety Committee meetings and drew the Council’s particular attention to a presentation that had been received on learning from never events. She noted that the committee had previously received a similar presentation but had sought additional assurances which demonstrated the thoroughness with which the committee had reviewed matters.

Mr Anderton advised that he had attended a divisional quality meeting and summarised the discussions, noting that he had also been invited to undertake a tour of the pharmacy to better acquaint himself with how it operates.

Prof Gurbutt shared her reflections on a recent Professional Advisory Group meeting which she commented had shown a real commitment to the management of collaboration and integration and which had a real patient-centred approach.

Ms Coates-Topping and Mrs Gregory both gave examples of meetings that had not been held for some time. It was noted that a review of meeting arrangements was currently taking place and that it may be that the meetings concerned may not feature in the new arrangements.

The Council received the verbal report and noted the content.

#### **11/20 Smoking on hospital sites**

Ms Stevens expressed some concern around the number of people smoking on hospital premises and the impact that this was having on others, including staff whose offices are near to the areas where smokers congregate. It was agreed that these would be taken forward by management and addressed.

#### **12/20 Approval of changes to the foundation trust's constitution**

The Company Secretary presented a report which had been circulated with the agenda to seek approval of an amendment to clause 2.1 of the foundation trust's constitution to read "The name of this Foundation Trust is Wrightington, Wigan and Leigh Teaching Hospitals NHS Foundation Trust".

The Council RESOLVED that the proposed amendment to the foundation trust's constitution be **APPROVED** with effect from 1 April 2020.

#### **13/20 Date, time and venue of next meeting**

The next meeting of the Council of Governors will be held on 22 April 2020, 5.30pm at Royal Albert Edward Infirmary, Wigan Lane, Wigan, WN1 2NN.

## Action log

Date of meeting	Minute ref.	Item	Action required	Assigned to	Target date	Update
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# REPORT

## AGENDA ITEM: 5

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	Chief Executive's report		
<b>Presented by:</b>	Chief Executive	<b>Purpose:</b>	Information

### Executive summary

This report is provided to summarise a number of areas of interest for the Council's information.

### Risks associated with this report

There are no risks associated with the content of this report.

### Link(s) to The WWL Way 4wards

<input type="checkbox"/>	 Patients	<input type="checkbox"/>	 Performance
<input type="checkbox"/>	 People	<input type="checkbox"/>	 Partnerships

## 1. Introduction

1.1. Much has changed since the Council of Governors last met on 21 January 2020. Whilst we have endeavoured to keep governors up to date by various means, including the sharing of email bulletins and holding informal briefing sessions, the purpose of this report is to summarise a number of items that the Council will wish to note. As always, questions at the meeting are welcomed.

## 2. Bryn Ward

2.1. By far the biggest thing to have changed on the Royal Albert Edward Infirmary site since the last meeting of the Council of Governors is the addition of our new emergency contingency ward, now known as Bryn Ward. Built in response to the COVID-19 pandemic, the ward contains 50 additional beds with the ability for 27 of these to accommodate the necessary equipment to allow them to function as critical care beds.

2.2. Led by our Deputy Director of Strategy and Planning, Chris Knights, the ward was constructed in 38 days and some 1,327 pieces of equipment were transferred into the new ward on move-in day. As the photograph below shows, to achieve this result in such a short space of time required round-the-clock working as well as the support of many individuals and companies to whom we are extremely grateful. We are also grateful to our neighbours for their understanding during these important works.



2.3. The Executive Leader of Wigan Council, David Molyneux, took part in the virtual opening ceremony with myself and Robert Armstrong, our Chair. As the Leader of the Council said during the event, Bryn Ward shows just what Team Wigan can do when it puts its mind to it and I am sure the Council of Governors will wish to join me in thanking everyone who was involved in this significant project for all their hard work and determination.

2.4. As I said during the opening ceremony, what I found particularly striking when standing in Bryn Ward was to think that only six weeks earlier there had been a car park where the ward now

stands. The photographs below were taken from the same place, one at the start and one at the end of the project, and go some way to demonstrate the scale of the works undertaken:



*Before: The contractors beginning to arrive on site*



*After: The completed Bryn Ward*

- 2.5. During the construction, Chris Knights made a number of video diaries to chart progress and these have been shared via our social media accounts. Search for “@WWLNHS” on Facebook or Twitter to access these videos and see the transformation for yourself.
- 2.6. I am sure that Council will agree that Bryn Ward is a fabulous facility for the population of Wigan to be able to access and it also stands ready to support the wider area if needed as part of the national surge capacity plan.

### **3. Personal protective equipment**

- 3.1. Governors will no doubt recall that there was some discussion around the availability of personal protective equipment (PPE) towards the start of the COVID-19 pandemic. As a result, the Board sought assurance on this issue and a report was presented to the Board in April 2020 which confirmed that use of PPE was being monitored on a daily basis through a dedicated central store at WWL and also on a regional basis. Mutual aid arrangements were also put in place between NHS providers to ensure the availability of PPE in the event that individual stock levels became low.
- 3.2. At WWL, we also took the decision to provide personal issue reusable FFP3 face masks to staff who work for significant periods of time with suspected or confirmed COVID-19 patients. Feedback from staff is that this has been particularly well received.
- 3.3. In addition to the provision of PPE, the Board also received assurance on the process of “fit testing” masks to ensure a robust seal between the mask and the wearer’s face. Staff from departments across the organisation have joined fit-testing teams to ensure that testing is readily available and I am grateful to them for their flexible approach and their willingness to support our clinical staff in this vital role.

### **4. Looking after our people**

- 4.1. From the very start of the pandemic, the safety and welfare of our staff has been paramount. We have undertaken risk assessments to ensure that it is appropriate for staff with underlying health conditions or other issues to continue to come to their usual place of work and alternative arrangements have been put in place where this is not the case. We have also facilitated different ways of working, including remote working, for those who do not need to attend their regular place of work on a daily basis.
- 4.2. We have put in place a number of psychological support mechanisms, including the provision of SOS rooms around the organisation – these are rooms where people can go to talk through any issues or concerns with a trained member of staff and to access any support that may be needed. We have also invested in a number of initiatives such as an employee assistance programme and access to a smartphone app which provides advice and guidance.
- 4.3. We recognised that the COVID-19 pandemic has the potential to require our clinical staff to take difficult decisions or ones that they would not normally be asked to take. To support them with this we have set up a dedicated Clinical Ethics Group which is available on a 24/7 basis to consider any ethical concerns that staff may have.
- 4.4. We also recognised the impact that not being able to come to work can have on our staff who are shielding in line with Government advice, and we therefore set up an online listening event so that we could hear their thoughts and receive their feedback. This was very well attended, with over 80 staff joining us to give us their views.
- 4.5. We have also taken smaller steps to support our people, including the provision of free food from the restaurants – both during the day and at night – and the suspension of parking charges. Feedback on these steps has been positive and whilst we are planning to bring these arrangements to an end during July in line with the rest of the region, we have nonetheless listened to the feedback from our staff and will take this into account for future decision-making.

4.6. I undertake regular walkabouts into the organisation most days to spend time with our staff. As part of our approach to supporting staff we also have introduced Wellness Walkabouts which other colleagues and I undertake to provide dedicated time to talk to staff and to understand their thoughts and concerns.

## **5. Executive director recruitment**

5.1. Council will be aware that we commenced recruitment of a new Chief Finance Officer in January to replace Rob Forster who left us to become the Deputy Chief Executive and Chief Finance Officer at Liverpool University Hospitals NHS FT at the end of March 2020. We initially paused that process as a result of the global pandemic but we have now restarted the process and we will be undertaking interviews for the role towards the end of July.

5.2. Governors will no doubt also already be aware that our Chief Nurse Helen Richardson has recently taken the decision to retire from her role at WWL and she will leave us at the end of October 2020. We are currently working through the timescales to recruit her replacement and I will keep the Council updated.

## **6. Corporate governance**

6.1. Towards the end of 2019 we undertook a review of our committee arrangements which we reported to Board in January 2020 and which we intended to implement from April 2020. As governors will recall, this was paused due to COVID-19 and indeed committee arrangements were suspended and replaced by a single Pandemic Assurance Committee.

6.2. The Board has now agreed to commence the introduction of the revised committee arrangements, which relate primarily to the frequency of meetings and changes to attendance.

6.3. Whilst committee meetings are being reinstated, they will retain a more streamlined approach and we will keep this under regular review as the situation with COVID-19 progresses.

## **7. Actions from the last Council of Governors meeting**

7.1. At the last meeting of the Council of Governors, note was made of a review of communications that had recently been commissioned. Due to the other pressures within the organisation, presentation of the results of this review to the Board had to be deferred. The Board has now received the feedback from the review and will be considering the recommendations that have been made.

7.2. The last meeting also discussed leadership walkabouts which involve governors alongside their non-executive and executive director colleagues. As part of the restrictions that are currently in place, leadership walkabouts are not currently taking place and the workshop that had been planned has been put on hold. This will be picked up as part of the recovery process and governor input will be welcomed as promised.

## 8. Elections to the Council of Governors

- 8.1. As you will already know, we paused the usual governor elections pending review of the impact that COVID-19 might have on the process. Having reviewed the matter, we now feel that the time is right to recommence the process.
- 8.2. This year there are three seats which come to the end of their term of office and which will be subject to election:
- Public: Leigh (1 seat)
  - Public: Makerfield (1 seat)
  - Staff: All Other Staff (1 seat)
- 8.3. To support those who may be shielding or who may not wish to vote by post, votes in this year's election may also be cast online or via telephone. Whichever method is used, only one vote can be cast per member and online or telephone votes are recommended as they cannot accidentally be spoilt as the system will not allow them to be cast if they are not done in the correct way.
- 8.4. Whilst subject to minor variation, the planned timeline for this year's elections is set out below:

Date	Election stage
29 July 2020	Notice of election published and nominations open
26 August 2020	Deadline for nominations to be received
27 August 2020	Summary of valid nominated candidates published
1 September 2020	Final date for candidate withdrawal
17 September 2020	Notice of poll published
18 September 2020	Voting packs sent out
13 October 2020	Elections close
14 October 2020	Results of elections published

- 8.5. We are currently reviewing the arrangements for the annual members' meeting, which is the point at which governors who have come to the end of their term of office officially vacate their seat and the point that new terms of office commence. We are looking at how best to align the annual members' meeting with the new timescales for governor elections and will update the Council of Governors in the near future.
- 8.6. We would ordinarily offer drop-in information sessions for anyone considering becoming a governor and we will still offer those this year. We will offer a range of online and face-to-face sessions however we will restrict the number of attendees to ensure social distancing rules can be adhered to and we will require all attendees to book onto each face-to-face session.

## 9. Recommendation

- 9.1. The Council of Governors is recommended to receive the report and note the contents.

# REPORT







Wrightington, Wigan and Leigh Teaching Hospitals  
NHS Foundation Trust

AGENDA ITEM: 6

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	TB and PAC : Governor Observers feedback report		
<b>Presented by:</b>	Bill Anderton and Linda Sykes	<b>Purpose:</b>	For information

Executive summary
<ul style="list-style-type: none"> <li>• Full CoG meetings cancelled under instructions from NHS England during first six months of the pandemic</li> <li>• In order to keep the Council of Governors abreast of the issues involved during the pandemic, it was suggested by the Chair that Linda Sykes and Bill Anderton attended (as observers) the Trust Board and Pandemic Assurance Committee meetings on behalf of the CoG.</li> </ul>

Risks associated with this report
Not applicable

Link(s) to The WWL Way 4wards			
<input type="checkbox"/>	 Patients	<input type="checkbox"/>	 Performance
<input type="checkbox"/>	 People	<input type="checkbox"/>	 Partnerships



## **Pandemic Assurance Committee**

Bill A attended three PAC meetings (via Microsoft Teams) with the aim of seeking assurance for the CoG that the Trust was doing all it could do to provide the best service possible to patients, whilst supporting staff in these unprecedented times. The PAC meetings were chaired by Non-Exec Director Tony Warne and attended by the WWL Executive Management team and the remaining Non-Execs.

Bill A assured the Governors that he was extremely satisfied with the professional, caring and amazingly innovative ways the whole workforce, from the Exec team down, were dealing with the issues arising from the Covid 19 pandemic.

There was praise for Silas Nichols' leadership skills and also how well the Exec team are working together, often from home. Sanjay, Mary, Alison and Helen discussed everything from caring for patients, caring for staff, innovative PPE sourcing and the amazing sharing right across Greater Manchester of resources and capability.

At all the meetings Sanjay gave current Covid 19 statistics and pointed out on more than one occasion how important it was for the people of the Borough to keep vigilant. He also reported that WWL had coped with the initial surge of patients and was also ready for a second spike if one materialised. The new Bryn Ward was now being brought into service.

Staff welfare was high on the agenda at all the meetings and finance was also discussed. The third meeting reported on the temporary closure of a ward at Wrightington due to Covid 19 and its speedy return to normal operations. A&E was performing well and hitting the 4hr target. There was also good news on the renovations to the entrance to A&E.

An interesting piece of information was that due to the changes in working practice, clinicians were doing many virtual consultations, either by video or telephone. At present almost 70% of consultations are being done this way.

## **Trust Board**

Linda Sykes attended Trust Board (Part 1) as an observer, on behalf of the CoG. From March 2020 the CoG were informed that daily activity of the Trust was to be managed under a 'Command and Control' regime, led by Silas Nichols. Three senior committees (Q&S, Finance & Performance and Workforce) were to be stood down. The Pandemic Assurance Committee was convened and would pick up any issues arising normally covered by these committees.

Trust Board meetings continued to be held (via Microsoft Teams) and as an observer, it was good to see that all members of the Exec Team and the NED's were able to 'attend'. A clear and informative update of the current situation was provided by Silas at all the meetings, followed by individual specialist reports from various Board members (Operational, Finance, Clinical & Nursing, Workforce, Estates) and issues/actions arising were discussed.

The NED's were observed to provide support and advice to the various issues arising. At the April and May meetings I was pleased to observe that the NED's raised concerns around the lack of access/availability to the usual data sets. Their concerns were acknowledged and supported by the Chair and he went on to inform them that in order to address this the senior committees were to be re-instated as from July.



Bill A has provided the CoG with a written update on the PAC meetings and together we have been happy to provide an informal verbal update on both these meetings to CoG members via a number of very well attended informal Zoom meetings.

Robert Armstrong informed the CoG at the last update session that he will be reinstating the formal CoG meetings from the 6<sup>th</sup> July.

# REPORT

AGENDA ITEM: 7



Wrightington, Wigan and Leigh Teaching Hospitals  
NHS Foundation Trust

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	Update on Governor Engagement		
<b>Presented by:</b>	Chair, Governor Engagement Group	<b>Purpose:</b>	For Information and Discussion

**Executive summary**





Many of the opportunities that Governors have used to gauge service effectiveness and in turn to be ambassadors were curtailed by preparations for the pandemic. Our ability to Engage is dramatically restricted.

A stop-gap information sheet for Foundation Trust Members has been prepared to highlight some key messages, describe constraints and invite responses.

Direction from Government in respect of access to hospital sites and for social distancing continue to limit our previous methods of engagement. Council may want to consider alternative ways of dialogue with Trust Membership.

**Risks associated with this report**

**Link(s) to The WWL Way 4wards**

<input type="checkbox"/>	 Patients	<input type="checkbox"/>	 Performance
<input type="checkbox"/>	 People	<input checked="" type="checkbox"/>	 Partnerships



As Elected Governors we represent the local population and service users to keep their interests central to the Trust's provision of services. Not as delegates but by considering their needs first as potential patients. As we observe plans being made and as we seek assurance that the plans and services are delivered safely and to the benefit of our local population.

Key to this role are the multiple interactions we have with the Trust and its staff, Non-Executives and importantly, service users. We gain these insights through the various meetings we attend, on Safety Walk-rounds, by assisting with ward surveys, in volunteering, attending Membership events, careers fairs, keeping an eye on 'the media' and talking to those we meet away from hospital.

The Governors reviewed the Engagement Strategy (CoG 18/07/19) and set plans to recruit towards a more evenly spread membership age profile, to continue to meet with Foundation Trust Members at talks and events, to be active across the breadth of the Borough's area and to better utilise the cost savings that e-mail communication offers. We had a modest programme of service talks planned for 2020 with the Membership & Engagement Manager, in early March we were able to discuss Strategy Development with stakeholders from across the community, some of the Governors manned a stall at Wigan & Leigh College recruiting 75 new and younger Members. Soon after this point "lockdown" directions were given and everything stopped!

Mobilisation of services to prepare for the pandemic, whilst still retaining Urgent Care, meant a total concentration of staff effort that together with stricter infection controls excluded Governors from site and with it most of our abilities as Governors to observe and be assured. We have received a steady flow of information from the Chair giving us an insight into the dramatic nature of the challenges and the changes they necessitated. We've 'zoomed' as an informal group and had occasional tele-briefings with some of the Trust's leaders. However, we have not been able to have any meaningful engagement with the membership; so having discussed this we decided to try and bridge the gap by preparing a news-sheet for circulation to the Members. This is attached.

Governors are asked to consider "how do we achieve meaningful feedback from Members?"

Under the present circumstances receiving feedback will more than likely be limited to email. On the Governor's page of the WWL website there is an email address that can be used by a Trust member, or just a member of the public if they want to contact the Governors. It's a general membership email address but would it be preferable if there was a dedicated Governor enquiry email address, purely for this purpose? At the moment, the contact line reads "You can contact your Governor through the Engagement Team Office by e-mailing [members@wwl.nhs.uk](mailto:members@wwl.nhs.uk) or by calling 0800 073 1477" – not sure if we currently receive any info to CoG by this route.

Alternative ideas on how to stimulate dialogue

- Whilst hospital resources are re-directed we continue to create a news-sheet from Governors
- Bryn Ward videos were a success on social media at showing some of the re-direction of effort, can WWL get the messages out more?
- Info from Medical Director getting to Wigan Observer regularly, very little carried by The Journal covering Leigh, Atherton & Tyldesley, how do we generate that interest?
- Reinstate Members E-mail Newsletter as soon as staff resources allow.
- Piggy-back information on existing communications – e.g. Governor Elections, Annual Meeting notices, Appointments letters
- Target information through our Hospital Volunteers, they can be ambassadors
- Annual Meeting, encourage more to attend by running an information session before the AM

## Members News-sheet from WWL Governors

Dear Foundation Trust Member,

Knowing that you'll probably have picked up some of what's happening at the Hospital Trust, your representatives, the Governors, wanted to paint a fuller picture of the evolving changes to Wrightington, Wigan and Leigh's (WWL) health services over the last three months.

**Even in these unprecedented times, the WWL Governors are still in communication with the Trust, we are able to watch out for you and will try to keep you informed and updated.**

**Working as a National Health Service** – Collectively, with the whole 'health economy' of the Wigan Borough and with Greater Manchester, WWL has responded to the NHS appeal to reorganise services and meet the challenge of the Covid-19 pandemic. This has meant focussing all efforts to deal with urgent care and be ready to help those with the virus. As per Government instruction, WWL ceased most planned procedures, reduced potential infection risks by reviewing Trust visiting policy and created home-working opportunities for many supporting staff roles.

**Royal Albert Edward Infirmary, Wigan** – The Trust continues to run the A&E department at its main site with 24-hour urgent care provided in two streams; one for non-Covid-19 patients and one for those suspected to be Covid-19 positive. The whole hospital has been split along these lines to help to protect patients, visitors and staff. Capacity for Intensive Care has been dramatically increased, medical staff have been up skilled and many have been redeployed from other areas to meet the demanding needs of ICU care.

**Wrightington Hospital** – WWL has used this site for some urgent procedures, recovery of urgent care patients from Wigan and is the base from which the WWL research team are helping in the national and international Covid-19 research effort. While it is only recently that some routine orthopaedic services have made a very slow re-start, it has been possible to use this site for the continuance of breast cancer surgery.

**Leigh Infirmary** – WWL's site at Leigh has been providing step-down care and rehabilitation for frail and recovering Covid-19 patients as they prepare to be discharged to their home or care facility. Supported by staff from other WWL sites, this innovative facility is being run by GPs from local primary care. Recently, the early pregnancy support and endoscopy teams re-started work on the site. Also at Leigh, some of the Trust's re-deployed staff are providing a drive through Covid-19 testing service for NHS staff.

**Nearer to You** – WWL's Community Nursing teams have increased links and support to care homes, nursing homes and the Wigan Hospice whilst continuing to provide the crucial majority of their services. Again, our nurses and practitioners have supported by phone, where appropriate, reducing the risk for the vulnerable. Working with all in health care across our Borough, WWL has played its part, sharing skills, equipment and expertise to strengthen the safety net in a system of mutual aid.



**Outpatients** - Although the majority of outpatient clinics have been paused at the moment due to redeployment of staff, WWL rapidly made use of telephone and video call opportunities for consultations and to monitor patient safety. As WWL, cautiously re-introduce services, they will continue using digital technology as a more efficient way of communicating and treating patients. Given the crucial nature of heart, cancer, laboratory tests and dialysis services, these have continued with some small changes to the routine.

**Initiative** - Remarkably, WWL has managed not only to re-purpose both staff and buildings, the Trust has also constructed a brand new 50 bed unit, completed in just six weeks, to provide extra capacity. The newly-opened Bryn Ward at Wigan will be retained as the North West prepares for the potential of recurrent 'surges' of the Covid-19 infection. In the longer term, it is expected to complement existing capacity to respond to both routine service and winter pressures.

**Supporting** – Naturally, the Trust's staff have been disrupted by re-deployment, transferring to telephone clinics, new roles and shift patterns, home working and, of course, the need for greater protection and safety measures. Uncertainty and change always cause disquiet and we're assured that extra psychological support has been made available to all the staff in these challenging times. **The team effort by all WWL staff, not just the doctors and nurses has been incredible.**

**Recognition** - Being awarded 'Teaching Hospital' status earlier this year has allowed WWL to grow its work in helping medical and nursing staff develop their skills and should significantly help WWL to attract new recruits.



**Breadth of Action** - Responding to Covid-19 has required much more than staff changes and Bryn Ward. A temporary CT scanner has been installed at Wrightington, medical oxygen capacity at Wigan has had to be increased for the expanded ICU and, of course, PPE; those three letters we've heard so much. Massive efforts were needed to make sure PPE was available for the safety of every patient and staff member. It hasn't been easy but collaborating with others across Greater Manchester, with Wigan Council, Wigan & Leigh College, NW Ambulance and some Army help, the Trust has kept a functional service. The message we share with you across Greater Manchester is -

Restoring routine outpatient clinics and non-urgent procedures won't happen over-night. We are working with colleagues nationally and in the North West to plan a gradual recovery,

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### *Joining Together – Whilst Staying Apart*

*Please do what you can by social distancing, wearing face masks or coverings on hospital premises and protect the vulnerable; that will help to slow the inevitable re-pressures that will come in our doctor's surgeries, hospitals and the care sector.*

ensuring Covid-19 capacity is maintained as we restore hospital services across our region. Services will be delivered differently on different sites and in different ways but safety for patients, visitors and staff is WWL's priority.

**Please remember, WWL is putting measures in place to ensure that hospitals and community premises are safe, there is capacity and the skills are in place to provide urgent and routine care. Your GP is available by phone, and can still refer you if you have other problems, as is the NHS 111 phone number and online service.**

Thank you for reading. The WWL Governors and the Trust value your interest and support. Contact us via e-mail - [Members@wwl.nhs.uk](mailto:Members@wwl.nhs.uk)

# REPORT

## AGENDA ITEM: 9

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	Extension of non-executive director term of office		
<b>Presented by:</b>	Chair	<b>Purpose:</b>	Approval

### Executive summary

Following discussion with the Lead Governor, this report seeks approval to extend the term of office of Prof Warne by 5 months to 31 March 2021.

This extension will allow us some flexibility in determining the most appropriate time to go out to advert, once we can be more comfortable that COVID-19 will be less likely to impact on the process.

### Risks associated with this report

There are no risks associated with this report.

### Link(s) to The WWL Way 4wards

<input type="checkbox"/>	 Patients	<input type="checkbox"/>	 Performance
<input type="checkbox"/>	 People	<input type="checkbox"/>	 Partnerships



# REPORT



Wrightington, Wigan and  
Leigh Teaching Hospitals

NHS Foundation Trust

AGENDA ITEM: 11

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	Reappointment of the external auditor and plans for future procurement		
<b>Presented by:</b>	Director of Corporate Affairs	<b>Purpose:</b>	Approval

## Executive summary

One of the Council of Governors' statutory responsibilities is to appoint, reappoint and remove the foundation trust's external auditor at a general meeting. To assist in this task, the Council has established an external audit task and finish group to consider matters in detail and to formulate recommendations for the Council's consideration.





The task and finish group met via videoconference on 2 June 2020, along with the Audit Committee Chair and the Acting Deputy Chief Finance Officer. For the reasons set out in the report, the group unanimously agreed to recommend that the Council of Governors reappoints Deloitte LLP to the final year of the current four-year contract. This approach is supported by the Audit Committee and a copy of the committee's approved statement to the Council of Governors is included as appendix 1 to this report for information.

The group was also keen to ensure that arrangements are put in place at an early stage to commence the procurement process for the next external audit contract. The proposed process is provided in the attached report for the Council's approval.

## Risks associated with this report

A foundation trust must have an external auditor and this report is intended to mitigate the risk of non-compliance with that requirement.

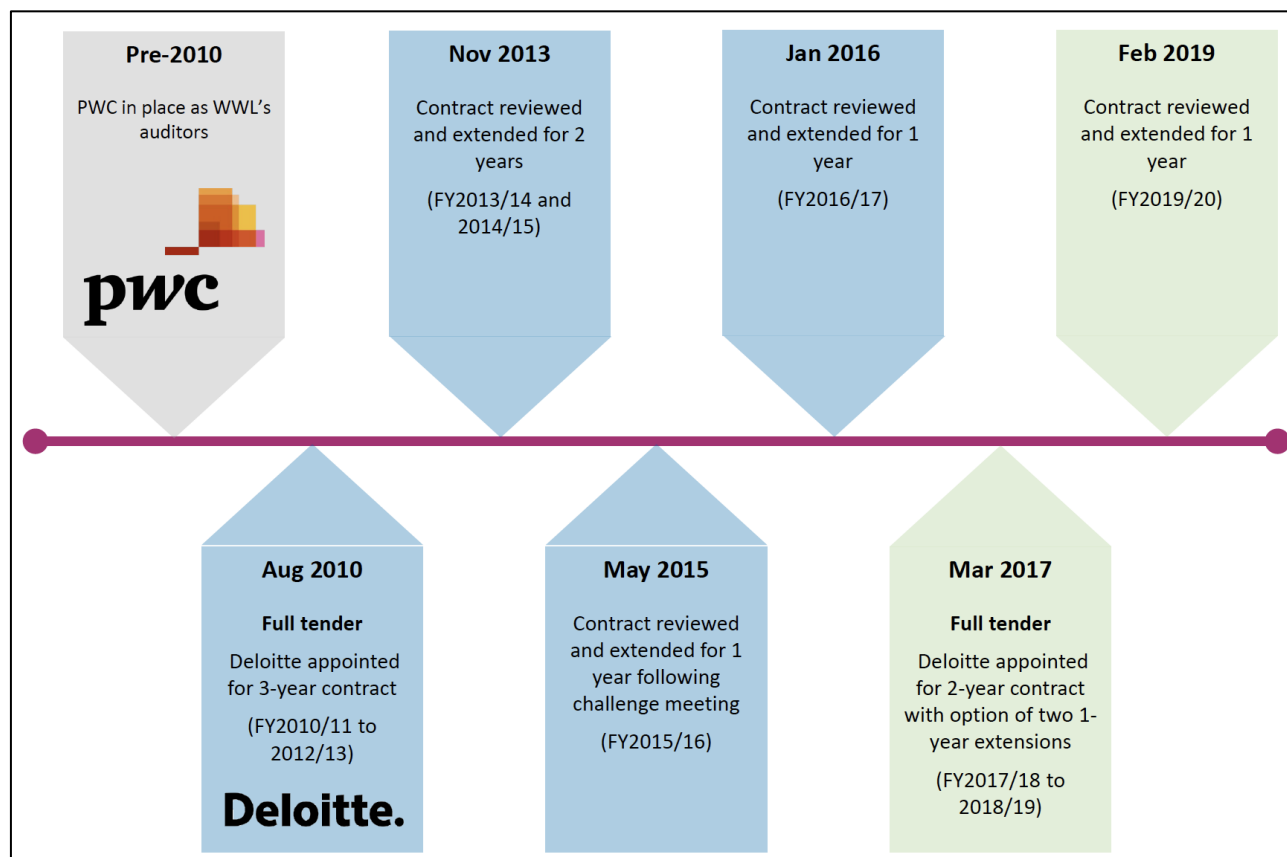
## Link(s) to The WWL Way 4wards

<input type="checkbox"/>	 Patients	<input checked="" type="checkbox"/>	 Performance
<input type="checkbox"/>	 People	<input type="checkbox"/>	 Partnerships



## Background

Deloitte LLP was first appointed as the external auditor in 2010 following a formal tender process. Following a number of contract extensions, a formal tender process was undertaken in 2017 and Deloitte was successfully reappointed at that time. Set out below is the full timeline of events since Deloitte was first appointed:



The current contract was let on a 2+1+1 basis, with the first two years being guaranteed and an additional two one-year periods being available following review. The first of those additional years was confirmed last year, and the final period remains available to use this year.

The NHS Foundation Trust Code of Governance requires the Audit Committee to make recommendations to the Council of Governors about the appointment, reappointment and removal of the auditor. A report containing the Audit Committee's recommendation is therefore attached to this report as appendix 1 for the Council's consideration.

### External audit task and finish group

The Council of Governors has established a working group to consider the matter of the external audit contract and to make recommendations to the full Council for consideration. The group met with the Audit Committee Chair and the Acting Deputy Chief Finance Officer to discuss the matter further.




The group considered the guidance from NHS England and NHS Improvement published on 31 December 2019<sup>1</sup> which recommends that external audit contracts should be subject to market

<sup>1</sup> Available at: [https://improvement.nhs.uk/documents/6215/Local\\_audit\\_guidance\\_final.pdf](https://improvement.nhs.uk/documents/6215/Local_audit_guidance_final.pdf)



testing at least once every five years and states that they must be subject to tender at least every ten years. The guidance recommends that audit firms are changed at least every twenty years.

The Council of Governors will wish to note that the foundation trust is compliant with all of these requirements, as shown below:

<b>Recommended to undertake market-testing at least once every five years</b>	Last market test undertaken in 2017	
<b>Must be subject to tender at least every 10 years</b>	Last tendered in 2017	
<b>Recommended to change audit firm at least every 20 years</b>	Last change in 2010	

The task and finish group discussed the options available and considered that the most appropriate course of action, for the reasons set out in the Audit Committee's report attached, would be to reappoint Deloitte to the final year of the current contract (i.e. in respect of the FY2020/21 financial year) and to undertake a formal tender during the current financial year.

#### **Legal implications**

There are no legal implications to consider in reappointing Deloitte to the final year of the current contract. The full value of the four-year contract was taken into account when the contract was initially procured and let.

A fully compliant procurement process will be undertaken in respect of the next external audit contract.

#### **Financial implications**

The Council will note that the cost of the final year of the contract was agreed at the start of the contract. There are therefore no financial implications to consider in reappointing the auditor to the final year of the current contract. Value for money will be taken into account when determining which firm to recommend for the next external audit contract.

#### **Recommendations**

The external audit task and finish group recommends that the Council of Governors:

1. Reappoints Deloitte LLP as the foundation trust's auditor for the final year of the current contract; and
2. Approves the procurement process set out in appendix 2 to this report.

**APPENDIX 1:**  
**THE AUDIT COMMITTEE'S VIEW ON THE  
PERFORMANCE OF THE EXTERNAL AUDITOR**

This report is presented to the Council of Governors on behalf of the Audit Committee to enable the Council of Governors to consider whether or not to re-appoint Deloitte LLP as the external auditor.

The Council of Governors will be aware that recognised best practice is for external auditors to be appointed for a period of time which allows them to develop a strong understanding of the finances, operations and forward plans of the organisation, and current best practice is for a three-to-five-year period of appointment.<sup>2</sup> The current contract was accordingly let on 1 April 2017 on a 2+1+1 basis and the Council of Governors is requested to consider the reappointment of Deloitte LLP for the final year of this contract.

**Quality and value of the work**

The work undertaken by Deloitte during the contract has been done to a high standard and no concerns have been expressed by the Audit Committee nor escalated to the committee by management. The external auditors are in attendance at each Audit Committee meeting and provide regular briefings on developments across the sector. Additionally, the Chief Finance Officer holds regular discussions with the auditors throughout the year and they are always willing to provide support and discussion around any proposed developments at an early stage.

Whilst the year-end reporting processes and timescales set out by NHS England and Improvement are tight, this is recognised by the auditors and they work with us to agree deadlines which ensure that there is sufficient time for management to prepare high quality working papers whilst allowing them sufficient time to undertake their audit and produce their report. As a result, the Audit Committee has no concerns around the timeliness of their reporting to us.

**Fees**

When the contract was let in 2017, the fee structure for the four-year contract was agreed. The fees agreed were as follows:

- FY2017/18 and FY2018/19: £106,000 (being two years at £53,000)
- 1st extension: FY2019/20: £54,000
- Final extension: FY2020/21: £55,000

The committee considers that these fees are competitive and that the agreement of future years' fees at the start of the contract has helped to ensure continuing value for money.

**Other matters for consideration**

It should be noted that audit firms which provide external audit services are now subject to a non-audit fee service cap, meaning that any additional services they provide to their clients cannot exceed 70% of the external audit fee. Intelligence suggests that this may be having an impact on external audit procurement, with some firms either being reluctant to bid for external audit contracts in preference to bidding for other services, or for the cost of external audit service

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<sup>2</sup> Provision C.3.6, NHS Foundation Trust Code of Governance

contracts to be higher. We therefore consider that it is beneficial to retain the services of the current auditor for a further year to allow this to be better understood.

The Council of Governors will be aware that Rob Forster, the previous Director of Finance, has recently left the foundation trust and whilst the recruitment process to identify his successor has begun it has been delayed as a result of COVID-19. We are currently looking at how we might progress the recruitment but it is unlikely that interviews will take place until summer 2020, meaning that the successful candidate may not be in post until around January 2021.

We are also acutely aware of the significant impact that the current COVID-19 pandemic is having on all organisations and we believe strongly that we should not change auditors in the midst of the challenges but that we should see out the final year of the contract which was let in 2017. This will allow the tender process for the next contract to take place in the autumn when there will be less disruption and face-to-face assessment of shortlisted bidders can hopefully be more easily facilitated.

For the reasons given above, we do not believe that it would be in the best interests of the foundation trust to have a change in auditors at the present time.

### **Recommendation**

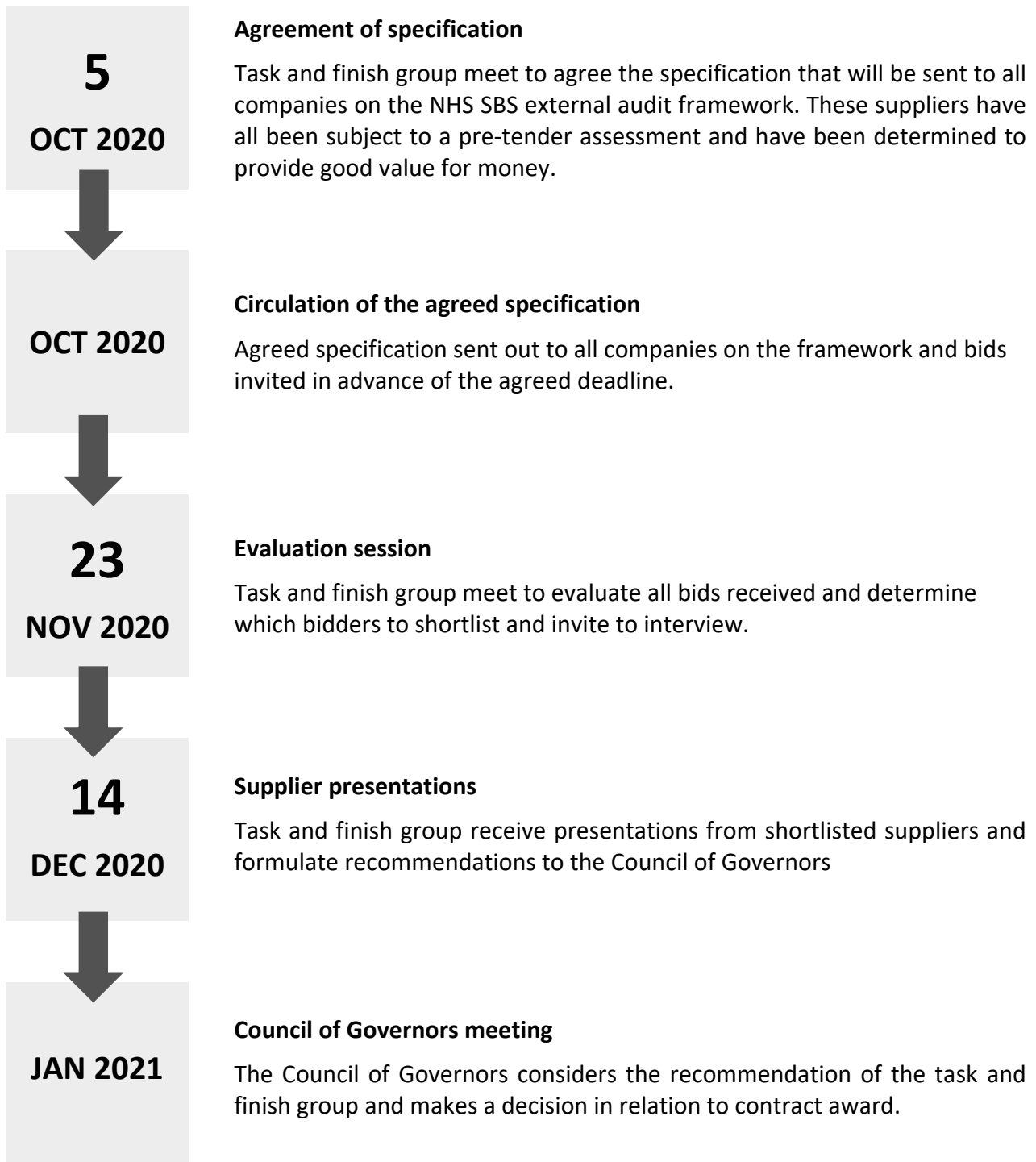
Taking all of the above factors into account, the Audit Committee's recommendation is that the Council of Governors should reappoint Deloitte LLP to the final year of the four-year contract.

**Ian Haythornthwaite**  
**Audit Committee Chair**

Agreed by the committee at its meeting on 5 June 2020

**APPENDIX 2:**  
**PROPOSED PROCUREMENT PROCESS FOR THE NEXT**  
**EXTERNAL AUDIT CONTRACT**

It is proposed that the external audit task and finish group leads the procurement process on behalf of the Council of Governors and formulates recommendations for its consideration. The following process is recommended, and dates are currently held in diaries pending Council approval:



# REPORT



Wrightington, Wigan and Leigh Teaching Hospitals

NHS Foundation Trust

AGENDA ITEM: 12

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	Process for the appointment of the Chair's successor		
<b>Presented by:</b>	Director of Corporate Affairs	<b>Purpose:</b>	Approval

## Executive summary

Robert Armstrong's current term of office comes to an end on 31 October 2021, at which point he will have served 7 years as chair of the foundation trust in addition to his previous service as a non-executive director.

This paper is presented in order to summarise the proposed recruitment process for his successor and to seek the Council's approval of the process at an early stage, to mitigate any impact that the COVID-19 pandemic may have on the ability of the Council to convene later in the year.

The Council of Governors is therefore requested to approve the process as presented.

## Risks associated with this report

There are no risks associated with the content of this report.

## Link(s) to The WWL Way 4wards

<input type="checkbox"/>	 Patients	<input type="checkbox"/>	 Performance
<input checked="" type="checkbox"/>	 People	<input type="checkbox"/>	 Partnerships



## **Background**

The Chair of an NHS foundation trust chairs both the Board of Directors (“Board”) and the Council of Governors (“Council”) as well as playing an important part in the engagement of stakeholders within the borough and more widely. As such it is a key appointment and responsibility for making this appointment sits with the Council of Governors.

The Council of Governors has established a Nomination and Remuneration Committee (“Committee”) and, in line with all other non-executive director appointments, it is proposed that the Committee will lead on the recruitment process on the Council’s behalf and will formulate a recommendation as to appointment for the Council’s consideration.

## **The process**

Appendix 1 to this report sets out a high-level process for the Council’s consideration. Whilst the timings may be subject to amendment following discussion with the successful search firm, the Council is requested to approve the proposed approach.

The Council will wish to note that commencement of the search during the first week of January 2021 is a conscious decision, following feedback from recruitment experts that this represents the optimum time to do so.

## **Legal implications**

The proposed process complies with all statutory requirements and best practice guidelines.

## **Financial implications**

The likely costs of undertaking this recruitment process have been calculated and have been advised to the finance team. This financial envelope has been accrued against the appropriate budget line. The actual costs will be confirmed following the competitive pricing exercise at the start of the process.

The use of an executive search firm is considered to be essential for this appointment. Experience in the NHS and other sectors suggests that advertising alone is unlikely to be successful and that the proactive search undertaken by the successful search firm will be essential.

## **Equality and diversity implications**

The foundation trust has a Board Diversity Policy, attached to this report as appendix 2, which will be adhered to throughout the process.

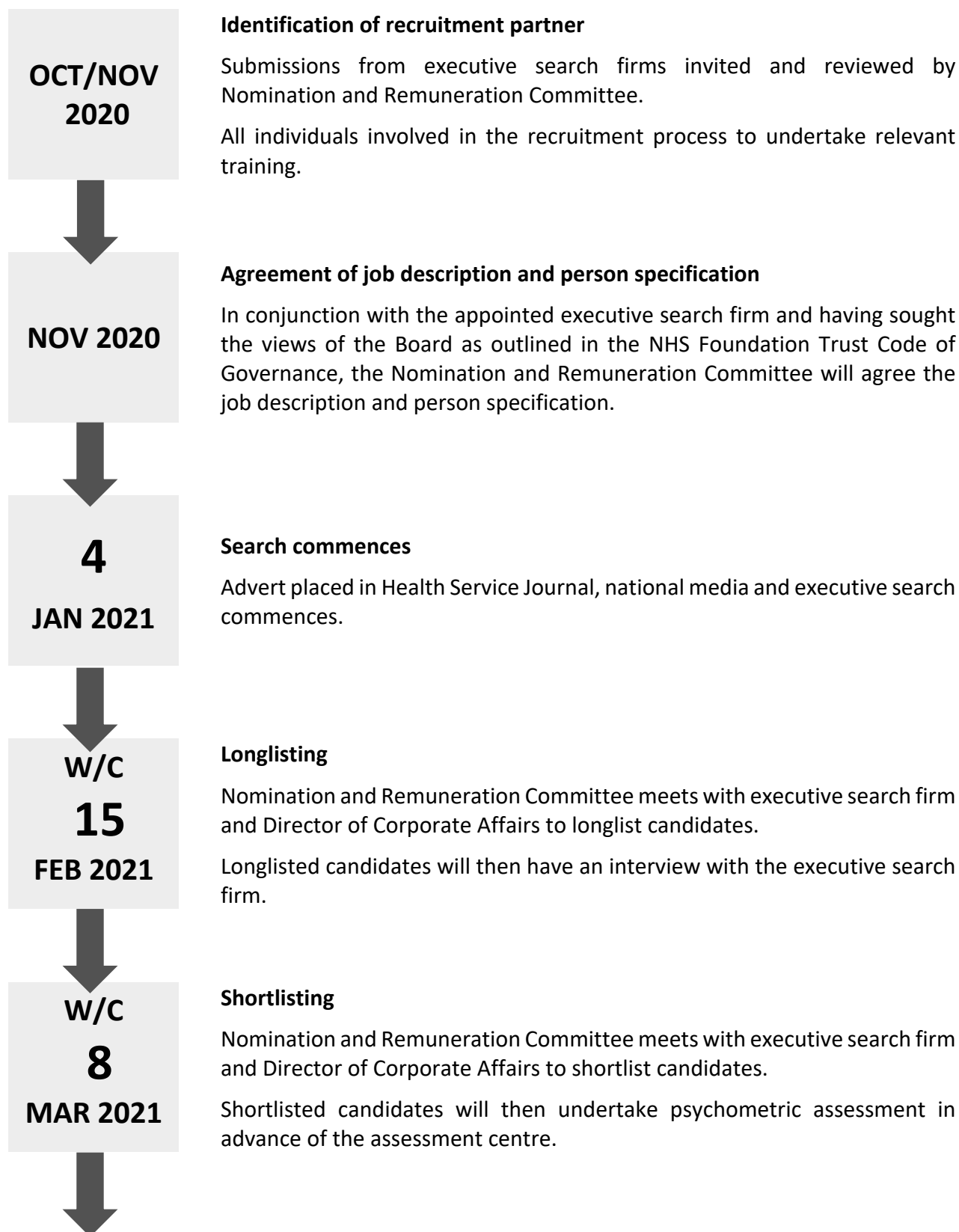
## **Recommendations**

The Council of Governors is recommended to approve the process set out at appendix 1, subject to some minor amendment of timescales following discussion with the successful search firm.

## APPENDIX 1:

### PROPOSED RECRUITMENT PROCESS FOR THE CHAIR'S SUCCESSOR

Set out below is an indicative process for the recruitment of a new Chair, however timescales may be subject to amendment in conjunction with the successful executive search firm.



**W/C  
5  
APR 2021**



**APR 2021**



**APR 2021**



**MAY 2020**



**1  
JUN 2021**



**1  
NOV 2021**

**Assessment centre**

Assessment centre, including stakeholder panels and a panel interview.

The interview panel will comprise a majority of governors alongside an independent member. The process will be supported by the Director of Corporate Affairs.

**Council of Governors meeting**

The Council of Governors will be requested to formally appoint the successful candidate, on the recommendation of the Nomination and Remuneration Committee.

**Pre-appointment checks**

Pre-appointment checks undertaken in respect of the successful candidate.

**Unconditional offer**

The aim will be for an unconditional offer to be issued during May 2020.

**Chair Designate takes up post**

The intention is to provide a four-month period of overlap to allow the Chair Designate to observe meetings and build relationships prior to taking up the chair. Voting rights will not attach to the post until substantive.

**Chair Designate becomes substantive Chair**

The successful candidate will formally take up the role of Chair with effect from 1 November 2021. This will be the start date of his/her term of office.



APPENDIX 2:

# Board Diversity Policy

## 1. Introduction and scope

- 1.1. At Wrightington, Wigan and Leigh Teaching Hospitals NHS Foundation Trust we are committed to the principles of equality, diversity and inclusion, both across the organisation and at board level. We recognise the benefit and value of diversity and we are committed to the creation of an inclusive culture where everyone has the opportunity to achieve their potential.
- 1.2. This policy applies specifically to the Board of Directors and there are separate policies which cover diversity and inclusion across our wider workforce.

## 2. How appointments are made

- 2.1. The appointment of executive directors is the responsibility of the Remuneration Committee, which comprises all non-executive directors and the Chief Executive (except in relation to the appointment of a Chief Executive where it comprises the non-executive directors alone) and the committee acts under delegated authority from the board. The appointment of a Chief Executive also requires the approval of the Council of Governors.
- 2.2. Non-executive directors are appointed by the Council of Governors at a general meeting. Recommendations as to appointment are provided by a dedicated committee, the Nomination and Remuneration Committee, which oversees the recruitment process on the council's behalf.
- 2.3. The Remuneration Committee's terms of reference require it to regularly review the structure, size and composition of the board (including the balance of skills, knowledge and experience) and to make recommendations to the board or the Nomination and Remuneration Committee of the Council of Governors for any changes.
- 2.4. The terms of reference of the Nomination and Remuneration Committee require it to periodically review the balance of skills, knowledge, experience and diversity of the non-executive directors and, having regard to the views of the board and relevant guidance on board composition, make appropriate recommendations to the Council of Governors.

## 3. Policy statement

- 3.1. We believe that a broad range of skills, backgrounds, knowledge and experience is a key component of an effective board.
- 3.2. All appointments to the board will be made on merit against objective criteria, in the context of the overall balance of skills and backgrounds that the board needs to maintain in order to remain effective. Protected characteristics will be taken into consideration generally when evaluating the skills, knowledge and experience desirable to fill each board-level vacancy.

3.3. This policy sets out the process to be followed by the Remuneration Committee (for executive director vacancies) and the Council of Governors through its Nomination and Remuneration Committee (for non-executive director vacancies) during the recruitment process in order to attract candidates from diverse backgrounds who would enhance the balance of skills and backgrounds on the board.

#### **4. Encouraging candidates from different backgrounds**

4.1. The relevant committee will encourage the participation of candidates from diverse and under-represented backgrounds during recruitment processes in the following ways:

- when using an executive search firm, we will seek to engage one that is a signatory to the Executive Search Firms' Voluntary Code of Conduct;
- we will ensure that the brief given to the search firm (where used) and the candidate information pack include appropriate emphasis on diversity of skills and background, independence of approach and other personal qualities in addition to the usual requirements around career experience and compatibility with the values and behaviours of the organisation with a view to enhancing the overall effectiveness of the board;
- we will work with the search firm (where used) to design an inclusive search process that is open and accessible to candidates from any background and which encourages the widest possible field, and we will do this ourselves where the vacancy is managed in-house;
- we will encourage the search firm (where used) to produce long lists which include candidates from under-represented backgrounds of appropriate merit, and we will do so ourselves where the vacancy is managed in-house;
- we will consider high-performing senior executives from under-represented backgrounds who may not have previous board experience in executive and non-executive director roles, subject to the requirement for potential candidates to meet minimum requirements;
- we will ensure that all voting members of the final interview panel have completed appropriate training in recruitment which includes issues such as unconscious bias; and
- we will ensure that our interview panels are in themselves diverse.

4.2. Both committees are responsible for considering succession plans for directors and when non-executive directors are coming towards the end of their fixed term of office the Nomination and Remuneration Committee considers whether to recommend their reappointment to the Council of Governors. In carrying out these responsibilities, the committees shall have regard to this policy and the composition and skills requirements of the board at that time.

#### **5. Responsibilities of the Chair**

5.1. The Chair will ensure that boardroom diversity is considered as part of the annual evaluation of the board's effectiveness.

- 5.2. The Chair will ensure that a bespoke and comprehensive induction programme is provided to each new director which aims to address any gaps in a new director's knowledge and which is designed to be inclusive.
- 5.3. The Chair will take on an ongoing mentoring role for new directors, and may arrange for buddying arrangements to be implemented, with the agreement of the new director and the proposed buddy. As part of this arrangement, the potential for reverse mentoring will also be taken into account.

## **6. Monitoring and reporting**

- 6.1. The annual report of the foundation trust shall include information on the policy on diversity and inclusion used by the committee, including the policy objectives and how this links with the foundation trust's strategy. It will also include information on how the policy has been implemented and progress on achieving objectives.

## **7. Review**

- 7.1. This policy shall be reviewed by the Board of Directors on an annual basis.
- 7.2. The policy will continue to be informed by guidance from relevant reviews conducted in other sectors, such as the Hampton-Alexander Review (2020) on gender and the Parker Review (2020) on ethnicity.

# REPORT

## AGENDA ITEM: 13

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	Presentation of annual report and accounts 2019/20		
<b>Presented by:</b>	Director of Corporate Affairs	<b>Purpose:</b>	Receipt

### Executive summary

Each year, the foundation trust produces an annual report and accounts which is required to be presented to the Council of Governors once it has been laid before Parliament.


A copy of the annual report and accounts for 2019/20 has been circulated to the Council of Governors with the papers for today's meeting. A copy is also available to download at: [www.wwl.nhs.uk/about\\_us/annual\\_report.aspx](http://www.wwl.nhs.uk/about_us/annual_report.aspx)

The Council of Governors is requested to receive the report.

### Risks associated with this report

There are no risks associated with this report.

### Link(s) to The WWL Way 4wards

<input type="checkbox"/>	 Patients	<input type="checkbox"/>	 Performance
<input type="checkbox"/>	 People	<input type="checkbox"/>	 Partnerships

# REPORT

## AGENDA ITEM: 13

<b>To:</b>	Council of Governors	<b>Date:</b>	6 July 2020
<b>Subject:</b>	Review of Audit Committee terms of reference		
<b>Presented by:</b>	Director of Corporate Affairs	<b>Purpose:</b>	Recommendation to board

### Executive summary

The terms of reference of the Audit Committee are attached. They have been reviewed and aligned with best practice guidance from NHS Providers in its *Compendium of Good Governance* publication and they were supported by the Audit Committee when it reviewed them on 5 June 2020.

Best practice set out in the NHS Foundation Trust Code of Governance recommends that the Council of Governors should also be consulted on the terms of reference. The Council can be assured that the terms of reference comply with all legislative and best practice requirements and are based on a template developed by NHS Providers, which is the association for all NHS organisations.

The Council is recommended to endorse the terms of reference for the Audit Committee as presented.

### Risks associated with this report

There are no risks associated with this report.

### Link(s) to The WWL Way 4wards

<input type="checkbox"/>	 Patients	<input type="checkbox"/>	 Performance
<input type="checkbox"/>	 People	<input type="checkbox"/>	 Partnerships



AUDIT COMMITTEE

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**TERMS OF REFERENCE**

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**1. AUTHORITY**

- 1.1. The Audit Committee (“the Committee”) is constituted as a standing committee of the Foundation Trust’s Board of Directors (“the Board”). Its constitution and terms of reference shall be as set out below, subject to consultation with the Council of Governors and amendment at future Board meetings.
- 1.2. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request made by the Committee.
- 1.3. The Committee is authorised by the Board to obtain outside legal or other independent professional advice. It is also authorised by the Board to request the attendance of individuals and authorities from outside the foundation trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.

**2. MAIN PURPOSE**

- 2.1. The Committee has primary responsibility for monitoring the integrity of the financial statements, assisting the Board in its oversight of risk management and the effectiveness of internal control, oversight of compliance with corporate governance standards and matters relating to the external and internal functions.
- 2.2. The Committee shall provide the Board with a means of independent and objective review of financial and corporate governance, assurance processes and risk management across the whole of the Foundation Trust’s activities both generally and in support of the annual governance statement.
- 2.3. The Board is responsible for ensuring effective financial decision-making, management and internal control including:
- (a) Management of the Foundation Trust’s activities in accordance with statute and regulations; and
  - (b) The establishment and maintenance of a system of internal control to give reasonable assurance that assets are safeguarded, waste or inefficiency avoided and reliable financial information produced, and that value for money is continuously sought.

### **3. MEMBERSHIP**

- 3.1. The Committee shall be composed of four (4) independent Non-Executive Directors and the Committee shall ensure that it has sufficient skills to discharge its responsibilities. At least one (1) member should have recent and relevant financial experience.
- 3.2. The Chair of the Foundation Trust shall not chair nor be a member of the Committee.
- 3.3. A quorum shall be formed on the attendance of three (3) Non-Executive Directors.

### **4. SECRETARY**

- 4.1. The Company Secretary or his/her nominated deputy shall be secretary to the Committee.

### **5. ATTENDANCE**

- 5.1. Only members of the Committee have the right to attend meetings of the Committee but the Chief Finance Officer, the Medical Director, the Counter-Fraud Specialist and the internal and external auditors shall generally be invited to attend routine meetings of the Committee.
- 5.2. Other executive directors and staff shall be invited to attend those meetings in which the Committee will consider areas of risk or operation that are their responsibility.
- 5.3. Other persons may be invited by the Committee to attend a meeting or part of a meeting so as to assist in deliberations.

### **6. FREQUENCY OF MEETINGS**

- 6.1. Meetings shall be held at least four (4) times per year, with additional meetings being convened as necessary.
- 6.2. The external auditor shall be afforded the opportunity at least once per year to meet with the Committee without executive directors present.

### **7. DUTIES**

- 7.1. With respect to the financial statements and the annual report:
  - (a) Monitor the integrity of the financial statements of the Foundation Trust, any other formal announcements relating to the Foundation Trust's financial performance and reviewing the significant financial reporting judgments contained in them;
  - (b) Review the annual statutory accounts before they are presented to the Board, in order determine their completeness, objectivity, integrity and accuracy. This review will cover but is not limited to:
    - (i) the meaning and significance of the figures, notes and significant changes;

- (ii) areas where judgment has been exercised;
  - (iii) adherence to accounting policies and practices;
  - (iv) explanation of estimates or provisions having material effect;
  - (v) the schedule of losses and special payments;
  - (vi) any unadjusted statements; and
  - (vii) any reservations and disagreements between the external auditors and management which have not been satisfactorily resolved.
- (c) Review the annual report and annual governance statement before they are submitted to the Board to determine completeness, objectivity, integrity and accuracy;
- (d) Review each year the accounting policies of the Foundation Trust and make appropriate recommendations to the Board; and
- (e) Review all accounting and reporting systems for reporting to the Board, including in respect of budgetary control.

7.2. With respect to internal control and risk management:

- (a) Review the Foundation Trust's internal financial controls to ensure the provision and maintenance of an effective system of financial risk identification and associated controls, reporting and governance;
- (b) Review and maintain an oversight of the Foundation Trust's general internal controls and risk management systems, liaising with the Risk and Environmental Management Group where necessary;
- (c) Review processes to ensure appropriate information flows to the Committee from executive management and other committees in relation to the Foundation Trust's overall internal control and risk management position;
- (d) Review the adequacy of the policies and procedures in respect of all counter-fraud work;
- (e) Review the adequacy of underlying assurance processes that indicate the degree of achievement of corporate objectives and the effectiveness of the management of principal risks; and
- (f) Review the adequacy of policies and procedures for ensuring compliance with relevant regulatory, legal and conduct requirements.



7.3. With regard to corporate governance:

- (a) Monitor corporate governance compliance (e.g. compliance with the terms of the licence, constitution, codes of conduct, Standing Orders, Standing Financial Instructions and maintenance of registers of interests).

7.4. With regard to internal audit:

- (a) Monitor and review the effectiveness of the Foundation Trust's internal audit function, taking into consideration relevant UK professional and regulatory requirements;
- (b) Review and approve the internal audit strategy and programme, ensuring that it is consistent with the needs of the organisation;
- (c) Oversee on an ongoing basis the effective operation of internal audit in respect of:
  - (i) adequate resourcing;
  - (ii) its coordination with external audit;
  - (iii) meeting relevant internal audit standards;
  - (iv) providing adequate independence assurances; and
  - (v) it having appropriate standing within the Foundation Trust.
- (d) Consider the major findings of internal audit investigations and management's response and their implications and monitor progress on the implementation of recommendations; and
- (e) Consider the provision of the internal audit service, the cost of the audit and any questions of resignation and dismissal of internal audit staff; and

7.5. With regard to external audit:

- (a) Review and monitor the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;
- (b) The Council of Governors should take the lead in agreeing with the Committee the criteria for appointing, reappointing and removing external auditors. To support them in this task, the Committee should:
  - (i) provide information on the external auditor's performance, including details such as the quality and value of the work, the timeliness of reporting and fees;
  - (ii) make recommendations to the Council of Governors in respect of the appointment, reappointment and removal of an external auditor and related fees as applicable. To the extent that a recommendation is not adopted by the Council of Governors, this shall be included in the annual

report, along with the reasons that the recommendation was not adopted.

- (c) Discuss with the external auditor, before the audit commences, the nature and scope of the audit;
- (d) Assess the external auditor's work and fees each year and, based on this assessment, make the recommendation to the Council of Governors will respect to the reappointment or removal of the auditor. This assessment should include the review and monitoring of the external auditor's independence and objectivity and effectiveness of the audit process in light of relevant professional and regulatory standards;
- (e) Oversee the conduct of a market testing for the appointment of an auditor at least once every five (5) years and, based on the outcome, make a recommendation to the Council of Governors with respect to the appointment of the auditor;
- (f) Review external audit reports, including the annual audit letter, together with the management response, and to monitor progress on the implementation of recommendations; and
- (g) Develop and implement a policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance.

7.6. With regard to Standing Financial Instructions:

- (a) Review on behalf of the Board the operation of, and proposed changes to, the Standing Financial Instructions;
- (b) Examine the circumstances of any significant departure from the requirements of Standing Financial Instructions; and
- (c) Review the Scheme of Reservation and Delegation.

7.7. With regard to other matters:

- (a) Review performance indicators relevant to the remit of the Committee;
- (b) Examine any other matter referred to the Committee by the Board and initiate investigation as determined by the Committee;
- (c) Develop and use an effective assurance framework to guide the Committee's work. This will include utilising and reviewing the work of the internal audit, external audit and other assurance functions as well as reports and assurances sought from directors and managers and other investigatory outcomes so as to fulfil its functions in connection with these terms of reference;
- (d) Review the work of all other foundation trust committees in connection with the Committee's assurance function; and

- (e) Consider the outcomes of significant reviews carried out by other bodies which include but are not limited to regulators and inspectors within the health sector and professional bodies with responsibilities that relate to staff performance and functions.

## **8. MINUTES AND REPORTING**

- 8.1. Formal minutes shall be taken of all Committee meetings.
- 8.2. The Committee will report to the Board after each meeting. The report shall include details of any matters in respect of which actions or improvements are needed.
- 8.3. The foundation trust's annual report shall include a section describing the work of the Committee in discharging its responsibilities. The report shall include:
  - (a) the significant issues that the Committee considered in relation to financial statements, operations and compliance and how these were addressed;
  - (b) an explanation of how the Committee has assessed the effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, the value of external audit services and information on the length of tenure of the current audit firm and when a tender was last conducted; and
  - (c) if the external auditor provides non-audit services, the value of the non-audit services provided and an explanation of how auditor objectivity and independence are safeguarded.

## **9. PERFORMANCE EVALUATION**

- 9.1. As part of the Board's annual performance review process, the Committee shall review its collective performance.

## **10. REVIEW**

- 10.1. These terms of reference of the Committee shall, in consultation with the Council of Governors, be reviewed by the Board at least annually.