

Council of Governors Meeting

Tue 19 January 2021, 17:30 - 19:30

via Videoconference

Agenda

1. Chair and quorum

Information *Robert Armstrong*

2. Apologies for absence

Information *Robert Armstrong*

3. Declarations of interest

Information *Robert Armstrong*

4. Minutes of previous meeting

Approval *Robert Armstrong*

 Minutes - CoG - 19 Oct 2020.pdf (4 pages)

5. COVID-19 situation report update

Discussion *Silas Nicholls*

Verbal Update

6. Nomination and Remuneration Committee update

Approval *Paul Howard*

 Nomination and Remuneration Committee Update January 2021.pdf (5 pages)

7. External Audit Tender

Approval *Paul Howard*

8. Date, time and venue of next meeting

Information *Robert Armstrong*

WRIGHTINGTON, WIGAN AND LEIGH TEACHING HOSPITALS NHS FOUNDATION TRUST
MINUTES OF A MEETING OF THE COUNCIL OF GOVERNORS (“the Council”)
HELD AT 5.30PM ON 19 OCTOBER 2020
BY VIDEOCONFERENCE

Present:	Mr R Armstrong	Chair (in the Chair)
	Mr B Anderton	Public Governor, Wigan
	Mr J Cavanagh	Appointed Governor, FT volunteers
	Ms J Coates-Topping	Public Governor, Makerfield
	Mrs P Gregory	Public Governor, Wigan
	Mr K Griffiths	Public Governor, Wigan
	Mr A Haworth	Public Governor, Leigh
	Ms C Jones	Public Governor, Leigh
	Dr M Koriba	Public Governor, Rest of England and Wales
	Mrs L Lymath	Public Governor, Rest of England and Wales
	Dr M Koriba	Public Governor, Rest of England and Wales
	Mrs R Mellis	Public Governor, Rest of England and Wales
	Mr R Nash	Appointed Governor, Age UK
	Mr A Savage	Staff Governor, All Other Staff
	Mrs L Sykes	Public Governor, Leigh
	Dr S Shah	Appointed Governor, Local Medical Committee
	Ms V Stevens	Public Governor, Rest of England and Wales
	Ms M Skilling	Public Governor, Wigan
	Cllr F Walker	Appointed Governor, Wigan Council
	Mr P Woods	Public Governor, Makerfield
In attendance:	Lady R Bradley	Non-Executive Director
	Dr S Elliot	Non-Executive Director
	Mr M Guymer	Non-Executive Director
	Mr P Howard	Director of Corporate Affairs
	Mrs L Lobley	Non-Executive Director
	Prof T Warne	Non-Executive Director

28/20 Chair and quorum

Mr R Armstrong 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.

29/20 Apologies for absence

Apologies for absence were received from Dr D Gurbutt, Ms S Howard, Mrs J Hylton, Mr I Alam, Ms H Leatherbarrow, Mr L Chamberlain and Ms P Keating.

30/20 Declaration of interests

No governors declared a conflict of interest in any of the items to be considered during the meeting.

31/20 Minutes of previous meeting

The minutes of the previous meeting held on 6 July 2020 were **APPROVED** as a true and accurate record, subject to the inclusion of Mr M Guymer (Non-Executive Director) in the list of apologies that had been sent in advance of the meeting.

32/20 Current situation

The Chief Executive had sent apologies to the meeting as a result of having to attend a regional Gold Command meeting. He had prepared a presentation and the Chief Operating Officer delivered this to the meeting. She noted in particular that the Wigan Borough was now the second highest borough in Greater Manchester in respect of the number of COVID-19 cases and highlighted the fact that the bed and staffing position was currently challenged, particularly in relation to critical care and CPAP capacity. At the time of the meeting, around 500 staff were absent from work which was significantly higher than during the first phase.

The Chief Operating Officer provided a summary of the command structure which is in place across the organisation and an overview of the oversight and escalation process in place. She drew the Council's particular attention to the key issues which had been included on slide 7 of the presentation, including the requirement to undertake mass testing of patient-facing staff, movement of staff to ensure the right staff with the right skills are in the right place at the right time and the impact of childcare issues such as the closure of schools and nurseries on staff availability.

In response to a question from Mrs Gregory around staff absences, the Chief Operating Officer summarised the way in which the impact could be mitigated such as using alternative agencies at a higher cost in critical areas. In response to a question from Mr Anderton, the Chief Operating Officer summarised the work that is being undertaken across Greater Manchester to support a coordinated approach to this issue.

The Chair drew attention to the number of staff who congregate outside the hospital site to smoke and noted that social distancing requirements are not always observed. He noted that this has the potential to undermine public confidence. The Chief Operating Officer confirmed that numerous messages had been circulated to address this issue and that a disciplinary approach would be pursued if the initial education-based approach is unsuccessful.

The Council received the report and noted the content.

33/20 Non-Executive Director reports

The Chair opened by advising that interviews for the Chief Nurse post would be taking place the following day and that a good field of candidates had been shortlisted. He also

noted that non-COVID19 work continues and drew attention to the Grow Your Own programme for the future recruitment of nursing and other professions.

Prof Warne confirmed that the Quality and Safety Committee had met on a monthly basis since July 2020. He noted in particular the incorporation of reporting by divisional leadership teams and the benefit that this provides to the committee. He also briefed the Council on work that is ongoing to address the issue of pressure ulcers, both within the hospital and in the community and on the focused work around infection prevention and control. Dr S Elliot drew the Council's attention to the foundation trust's Summary Hospital-level Mortality Indicator performance and noted the work that is ongoing to reduce digital barriers between organisations to allow primary and secondary care to access each other's records.

Mr Haythornthwaite summarised the business of the recent Audit Committee meeting and drew particular attention to the fact that internal audits had been reviewed and that the internal audit plan had been amended in response to the COVID-19 pandemic. He also advised that the Audit Committee had received a briefing on risk management and had been satisfied by the arrangements that are in place.

Mr Guymer advised that the Finance and Performance Committee had met in August and September. He summarised the work of the committee, noted that there had been a greater focus on performance given the unusual financial regime that had been in place nationally. He noted the desire to ensure that oversight of matters is done on a light-touch basis whilst ensuring that it remains robust.

Mrs Lobley briefed the Council on the People Committee and noted the focus on recruitment and the use of alternative approaches such as international recruitment and the Grow Your Own programme. She also noted the significant focus on staff wellbeing and that this is likely to be an issue affecting all NHS organisations for some time to come.

The Council of Governors received and noted the verbal update.

34/20 Nomination and Remuneration Committee update

Mrs Lobley opened by advising that Diane Charnock Consulting had been appointed as the firm to support the recruitment process for a new Chair and Linda Sykes summarised the work that had been undertaken to date by the committee in preparing the job description and person specification in advance of advertising the role in January 2021.

The Council received and noted the verbal update.

35/20 Update from external audit task and finish group

The Director of Corporate Affairs presented a report which had been circulated with the agenda to update the Council on the work around the external audit contract.

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

36/20 Appointment of lead governor

Nominations for the role of Lead Governor had been invited in advance of the meeting and one had been received for Linda Sykes.

The Council of Governors therefore **APPOINTED** Linda Sykes as Lead Governor for a 12-month period from the date of meeting.

37/20 Statutory, mandatory and recommended posts

The Director of Corporate Affairs presented a report which had been circulated in advance of the meeting to set out all of the statutory, mandatory and recommended posts within the organisation for assurance purposes.

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

38/20 Date, time and venue of next meeting

The next meeting of the Council of Governors will be held on 19 January 2021, 5.30pm by videoconference.

Draft version - not yet approved

Title of report:	Nomination and Remuneration Committee
Presented to:	Council of Governors
On:	19 January 2021
Presented by:	Paul Howard, Director of Corporate Affairs
Prepared by:	Hollie Holding, Deputy Company Secretary
Contact details:	E: hollie.holding@wwl.nhs.uk

Executive summary

The Nomination & Remuneration (N&R) Committee is a subsidiary of the CoG and is delegated by the Governors to act on behalf of the CoG. The main purpose of the N&R is to be responsible for identifying and making recommendations to the Council of Governors when appointing candidates to fill all the Non-Executive Director (NED) positions on the Board of Directors, including the Chair, and for determining their remuneration, allowances and other conditions of service.

The purpose of this report is to provide an update to the Council of Governors detailing the N&R Committee's recent involvement in the recruitment process for both the Chair and the Non-Executive Director, recommendations from its meeting on 5 January 2021, and future proposals for the committee.

Link to strategy

Not applicable.

Risks associated with this report and proposed mitigations

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

Financial implications

None identified.

Legal implications

None identified.

People implications

None identified.

Wider implications

None identified.

Recommendations

Recommendations are outlined at the conclusion of this report.

Chair Recruitment Process

The Council of Governors will be aware that Mr Robert Armstrong is due to retire as Chair of the foundation trust on 30 October 2020, after undertaking two terms of office for a period of 6 years.

The N&R Committee have been involved throughout the recruitment process for a replacement Chair, which commenced in October 2020. After going through a competitive process the N&R committee appointed Diane Charnock Consulting as the external recruitment agency. Diane is leading on job advertisement and liaising with all candidates. N&R Committee members will work closely with Diane to longlist and shortlist applicants once the advertisement has closed. Stakeholder panels will take place on 25 March 2021, with interviews taking place the following day, 26 March 2021.

The Council of Governors will be asked to consider and approve the appointment of the successful candidate at its next meeting on 22 April 2021.

Non-Executive Director Recruitment Process

Prof Tony Warne's term of office is due to expire on 31 March 2021, at which time he will not be eligible for reappointment, having undertaken two full terms of office.

As with the Chair appointment, the N&R Committee have been involved throughout the recruitment process which is also being undertaken by Diane Charnock Consulting. Committee members will work with Diane to longlist and shortlist candidates, and stakeholder panels will take place on 18 March 2021, with interviews taking place the following day, 19 March 2021.

The Council of Governors will be asked to consider and approve the appointment of the successful candidate at its next meeting on 22 April 2021, with a view to commencement in post on 30 April 2021 following the necessary pre-employment checks.

In light of this timeline, the Council of Governors is also asked to consider the recommendation from the N&R Committee that Prof Tony Warne's term of office is extended for an extra six week period to 14 May 2021. This will prevent a vacancy from occurring on the Board of Directors, and ensure that a timely handover can take place.

Nomination and Remuneration Committee meeting – 5 January 2021

The N&R Committee met on 5 January 2021 to consider the following items:

1. Non-Executive Director re-appointment

As outlined above, the role of the N&R Committee is to formulate a recommendation for consideration by the Council, and a paper was presented in order to seek such a recommendation in respect of the following Non-Executive Directors;

Non-Executive Director	Tenure Start Date	Tenure End Date
Ian Haythornthwaite	9 April 2018	8 April 2021

Lynne Lobley	28 March 2018	27 March 2021
Steven Elliot	1 April 2018	31 March 2021

The re-appointment of Non-Executive Directors (NEDs) is a matter for the Council of Governors at a general meeting. The NHS Foundation Trust Code of Governance states that all Non-Executive Directors should be submitted for reappointment at regular intervals and that the Council of Governors should ensure planned and progressive refreshing of the NEDs. In line with provision B.7.1, the N&R Committee received and reviewed a review feedback on the performance of each individual proposed for reappointment, which noted that each continues to be effective and to demonstrate commitment to the role.

The N&R Committee are recommending to the Council of Governors that Mr Haythornthwaite, Mrs Lobley and Dr Elliot are re-appointed to a second term of office on expiry of their current term of office.

2. Remuneration of Non-Executive Directors

As previously presented to the Council of Governors, NHS England & NHS Improvement (NHSE&I) issued guidance* in 2019 on aligning remuneration for all chairs and NEDs of NHS Trusts and NHS Foundation Trusts. The guidance states that where a NED is re-appointed to a second term of office, the expectation is that anomalies in remuneration will be corrected on re-appointment. (* copy available for information on Admin Control)

The Council of Governors will be aware that at its meeting in October 2020, it resolved that the guidance would be followed for all newly appointed NEDs, and that matters relating to the remuneration of existing NEDs on re-appointment would be considered on a case by case basis. In these circumstances, the N&R Committee are recommending that the Council of Governors approve that the remuneration for Mr Haythornthwaite, Mrs Lobley and Dr Elliot remains unchanged on re-appointment to a second term of office.

Future Proposals for the Nomination and Remuneration Committee

The N&R Committee undertook a review of its Terms of Reference at its meeting on 5 January 2020, at which time no amendments were made. However the N&R Committee members recommend a timely review of the N&R Committee Terms of Reference in order to ensure that succession planning is in place to support a smooth transition when current N&R members come to the end of their term of office.

The committee will be seeking new members to shadow the business of the N&R Committee, with a view to making changes to the N&R membership in line with the new chair appointment in November 2021.

Mr Mick Guymer's second term of office is due to expire on 31 July 2021, at which time the committee intend for new members to start this shadow process for the recruitment of his replacement from March 2021.

The N&R committee also recommend that the annual CoG work plan be updated to include the annual timetable of duties required of the N&R Committee. This will ensure N&R members (and all other members of the CoG) are aware of the NED on going appraisal process, as is required to be undertaken by both the N&R group and the Chair.

Recommendation(s)

It is recommended that the Council of Governors:

1. Approve the recommendation to the extension of Prof Tony Warne's term of office to 14 May 2021
2. Approve the recommendation that Mrs Lynne Lobley, Mr Ian Haythornthwaite, and Dr Steven Elliot are each re-appointed to a further three-year term on the expiry of their current term of office
3. Approve that the remuneration for Mr Haythornthwaite, Mrs Lobley and Dr Elliot remains unchanged on re-appointment to a second term of office
4. Approve the recommendations of the N&R Committee re. the CoG Annual Work Plan
5. Approve the recommendation that the N&R Committee review the N&RC Terms of Reference on behalf of the Council of Governors