

Council of Governors - Formal meeting

Tue 24 October 2023, 17:15 - 19:15

Boardroom, Trust HQ

Agenda

Tea, Coffee and Biscuits will be available in the Executive Meeting Room prior to the start of the meeting.

1. Chair and quorum

Information Mark Jones


2. Apologies for absence

Information Mark Jones
Lynne Lobley

3. Declarations of interest

Information Mark Jones

4. Minutes of previous meetings

Decision Mark Jones
 04. Minutes_Council of Governors_190723.pdf (6 pages)




5. Chair's update



Information Mark Jones
Verbal item

6. Deputy Chief Executive's update

Information Mary Fleming


7. Non-Executive Director AAA reports

Information Non-Executive Directors
Reports are to be taken as read, Governor's are invited to raise any queries,.
 07. AAA - Audit Committee - 20 Sep 2023.pdf (2 pages)
 07. AAA - Research - Sept 2023.pdf (2 pages)
 07. AAA _ People - September 23.pdf (2 pages)

-  07. AAA F&P - Sept 2023.pdf (2 pages)
-  07. AAAQ&SAugust23.pdf (2 pages)

8. Appointment of External Auditors

Approval *Paul Howard*

-  08. Report - CoG - appointment of external auditors 2023.pdf (2 pages)

Private meeting

9. Chair's Appraisal

Information *Rhona Bradley*

Information to be shared on the evening

Consent Agenda

10. 2024 Governor Calendar

Information

-  10. WWL governor calendar 2024.pdf (1 pages)

11. Details of next meeting

Information

Tuesday 16 January 2024, 5.15 to 7.15pm, Trust Headquarters Boardroom

Attendees

Board members

Mr M Jones (Chair - in the Chair), Mr P Allard (Public Governor - Wigan), Mr A Baybutt (Public Governor - Wigan), Mr A Boardman (Public Governor - Leigh), Mr L Chamberlain (Public Governor - Makerfield), Mr K Griffiths (Public Governor - Makerfield), Ms M Hartley (Staff Governor - Nursing and Midwifery), Mr A Haworth (Public Governor - Leigh), Mr J Hilling (Public Governor - Rest of England and Wales), Mr M Koriba (Public Governor - Rest of England and Wales), Mrs C Martindale (Public Governor - Wigan), Mr P Woods (Public Governor - Makerfield), Dr Syed Shah (Appointed Governor - LNC), Ms B Shaw (Appointed Governor - Age UK), Mrs S Spibey (Public Governor - Leigh), Mrs L Taberner (Public Governor - Wigan)

In attendance

Miss N Armstrong (Corporate Governance Officer), Lady Rhona Bradley (Non-Executive Director), Ms Julie Gill (Non-Executive Director), Mrs N Guymer (Deputy Company Secretary), Dr T Hankin (Non-Executive Director), Mr I Haythornthwaite (Non-Executive Director), Mr P Howard (Director of Corporate Affairs), Mr R Mundon (Director of Strategy and Planning)

Meeting minutes

1. Chair and quorum

Information

Mr M Jones took the Chair and noted that due notice had been provided to all governors and that a quorum was present. He declared the meeting duly convened and constituted

Mark Jones

2. Apologies for absence

Information

Apologies for absence were received from Mrs L Lobley, Mr A Bullen, Ms D Gurbutt, Ms L Lymath, Mr A Savage, Mr M Ryding, Ms Shelley Sephton, Prof C Austin and Mrs F Thrope.

Mark Jones

3. Declarations of interest

Information

There were no declarations of interest made.

Mark Jones

4. Minutes of previous meetings


Decision

The minutes were **APPROVED** as a true and accurate record of the meeting.

Mark Jones

 04. Minutes_Council of Governors formal meeting_270423 (1).pdf

 04a. Minutes_Council of Governors_010623.pdf

 04b. Action Log - July 2023.pdf

5. Chair's update

Information

The Chair opened up the meeting by welcoming Ms J Gill and Dr T Hankin, WWL's two new Non-Executive Directors. Each took a moment to introduce themselves to the Council.

He then briefly informed the Council of a meeting he had attended in London where staff from across the Integrated Care Systems came together to discuss governance within the new systems.

The Chair continued to inform the Council of an upcoming meeting he is due to attend at a GM level which will look at the system leadership and how the Integrated Care Board will function.

Finally, he informed the Council that the new Chair of Bolton NHS Foundation Trust is keen to work with WWL,

Mark Jones

they would like to work with the Non-Executive Directors and the Governors and would also like for the Chair's and Chief Executives to meet.

He informed the Council that he would provide an update on this in due course.

6. Chief Executive's update

Information

Silas Nicholls

The Chief Executive provided an update to the Council. He informed them about the WWL big birthday month, the recent CQC Maternity services inspection, the Junior Doctors industrial action, the upcoming industrial action by consultants, WWL's financial position and current pressures being faced at the Trust.

The Chief Executive informed the Council that due to the current pressures WWL had called an internal critical incident. He noted that this decision was not taken lightly and that work was undertaken to come out of the critical incident as soon as possible.

In regard to the Trusts financial position the Chief Executive informed members of the Council that some of the support that was expected into the WWL has not been forthcoming and the team are working through some alternative scenarios to ensure that there is a sensible balance between delivering the financial position set out, and ensuring there is still flow across the organisations.

Mr P Woods questioned with the high volume of ambulances the Trust is seeing are any of these being transferred from other Trusts.

In response the Chief Executive informed the Council that there has been a higher volume of ambulances but that none are being deferred from other Trusts. He noted that following five days of Junior Doctors industrial action this has impacted the Trust. He continued that consultants have been supporting colleagues and working different shift patterns and in different areas and that this can be sustained for two to three days but longer periods of industrial action place greater pressures on the services.

The Chief Executive clarified that when the Trust calls an internal critical incident it affords them the opportunity to divert ambulances to alternative Trusts, and to gain control of the pressures being faced.

The Chief Executive was pleased to inform the Council that the Trust is slowly starting to see a reduction in the number of 'no right to reside' patients across the Trust.

Mr A Haworth congratulated the Trust on the outcome of the recent CQC Maternity inspection and was pleased to note the Trust had maintained its status.

Dr S Shah asked what provision the Trust has in place for the Consultant industrial action. He continued to ask if the provision to refer patients into the Same Day Emergency Care (SDEC) until it will be paused for this period.

Dr S Shah continued to inform the Council that the ability to refer to this unit provides a great service for the patients and that patients are called following being seen in the unit for a review. He noted his concern that the service will be impacted and that this could cause delays in treatments and appointments.

The Chief Executive responded informing members of the Council that all urgent care will be maintained during the period of industrial action. He did note that maintaining the Urgent and Emergency care during this period has meant that some of the elective work has been cancelled. He continued to inform the Council that some of the Consultants who have voted yes to the industrial action are choosing not to strike in order to maintain patient safety.

The Chief Executive finished by informing members of the Council that delays in talks with the Government is damaging the ability of organisations to reduce the waiting lists and this is also adding pressure onto the system.

Finally the Chief Executive informed members of the Council that the internal critical incident had been stood down.

7. Significant Capital investments

Information

Richard Mondon

The Director of Strategy and Planning summarised the slides which has been circulated in advance of the meeting. He took members of the Council through the capital projects that have been seen in 2022/2023 and those that are expected within 2023/24.

He took the Council through what the schemes meant for the Trust not only the hospital sites but also the 43 community sites.

The Chief Executive commented on how the expansion of existing spaces will be critical, informing Members of the Council that when the Community Assessment Unit was built the foundations were laid in a way that would allow the Trust to build on top of the existing unit. He also noted that in the future it would be beneficial if Accident and Emergency could be expanded.

He continued to inform the Council that the electrical infrastructure will need to be in place before works can be completed and there will need to be the physical space available before the footprint of any area can be changed. The Trust will have the strategies and plans in place for when the investment becomes available for future projects.

In regard to the Laminar Flow Theatre the Chief Executive, noted that this will allow more invasive procedures to be undertaken at Leigh infirmary with the hopes that more complex breast surgery can take place their which would allow more elective capacity at the Wrightington site.

Mr L Chamberlain asked if there is an increase in capacity will this lead to an increase in staffing levels.

The Director of Strategy and Planning responded informing the Council that some of the plans do not revenue in place and is a long term investment. The Community Diagnostic Centre has revenue in place, but that this is not the case for theatre 11 at Wrightington and WWL will need to investigate ways of increasing the revenue to fund this scheme. He noted that there is an element of risk involved with this.

Ms J Hilling commented on WWL's backlog maintenance position, she noted that it was alarming that the amount being spent is not enough to cover the high risk maintenance issues and questioned what the risk associated with this are.

The Director of Strategy and Planning responded informing the Council that although the figures are alarming, WWL is in a better position than other organisations. He continued to inform the Council that the Trust has invested in updated medical equipment and IT infrastructure and the risks are reviews frequently and those that are deemed critical are invested in.

The Chief Executive added that where WWL is able to put in new investments it is doing so, these areas will be utilised and areas that require works will be closed. He continued that until there is an improvement in funding for the NHS then all organisations will be in a position of having backlog maintenance.

Ms M Hartley questioned where the staff are coming from for the new Makerfield mental health assessment area.

The Council were informed that the unit although being at WWL will be run by Greater Manchester Mental Health NHS Foundation Trust (GMMH). The bid for the capital was submitted by GMMH and therefore it will be their staff that will be working in the area.

Dr S Shah noted he was pleased to see the capital investment in diagnostics being based at Leigh Infirmary. He questioned if GP's will be able to refer directly into the diagnostics unit at Leigh as currently patients are referred to Wigan can prove difficult for some patients to get to.

The Director of Strategy and Planning responded informing the Council that the current model for direct access is being looked at and there should be direct access to X-Rays and diagnostics at Leigh infirmary.

Ms B Shaw asked if environmental impacts are affecting capital programmes when the Trust aims to be 'net zero', how new buildings are being used and how will they carbon neutral and the effect carbon has on the health of the population.

The Director of Strategy and planning responded noting that smaller projects are not without challenge but that this is taken into account for the larger projects and that affordability is a big issue. He continued that there are things the Trust has started to do to reduce it's carbon footprint, like moving to LED bulbs. The Director of Strategy and Planning continued to inform the Council that when going out to tender for the projects they are asking the companies to provide details on how the build can be carbon neutral.

Mr A Haworth asked about the centres within the community, the services provides and if these will provide

The Director of Strategy and planning informed the Council that some of the buildings in the community are owned by the Trust and others are not, in buildings that are owned by the Trust they are being replaced or upgraded. These buildings will be opened up to the community. The aim of this is to provide advanced integrated community services and to ensure there is efficient use of them. He continued to inform the Council that the North West Ambulance Service and the Local Police have been using space in the Research Hub in Ashton In Makerfield.

He informed the Council and a more detailed slide deck was provided to the Board of Directors earlier that day.

Ms S Spibey asked if this could be shared with members of the Council.

The Director of Strategy and Planning confirmed that this would be possible.

ACTION: N Armstrong

The Director of Strategy and Planning left the meeting.

 07. WWL Site Strategy Update - CoG 190722 FINAL.pdf

8. Non-Executive Director AAA reports

Information

Non-Executive Directors

Reports are to be taken as read, Governores are invited to raise any queries,.

The Chair introduced the reports to members of the Council and asked Mrs N Guymer to provide an update to the Council following the Shadow Board programme that had been undertaken.

Mrs N Guymer provided an update and informed the Council that she and colleagues are looking at how to take the learning forwards and that WWL is creating a talent program to support colleagues who wish to move into a leadership position but that this pathway is still in it's infancy.

The program will aim to look at succession planning across the Trust.

Mrs F Thorpe went on to provide the Council with an update following the Quality and Safety Committee.

Members of the Council received and noted the update.

Ms J Gill summarised the report for members of the Council. She noted that the PwC have been providing feedback to the Trust and looking at different areas and are providing benchmarking against peer organisations. Ms J Gill continued informing the Council that one of the identified risks which links to Corporate Objective required an increased from 8 to 12, and this related to the delivery of CIP.

Members of the Council received and noted the contents of the report.

Mr I Haythornthwaite summarised the Audit report which had been circulated in advance of the meeting . That since the meeting in May there had been a meeting held to sign of the Trust annual reports and accounts. This meeting also looked at the working being undertaken by the internal auditors. He noted that there was limited assurance around one of the reports that he requested this to be presented at the following meeting to provide the assurance required.


He continued to inform the Council that the internal audit annual report has be received and that this provides substantial assurance. The documents have not been sent of to the appropriate bodies.


Members of the Council received and noted the contents of the report.


Mrs L Lobley was not present at the meeting to present the Poeple Committee AAA report. Therefore embers of the Council were advised if they had any questions on this to inform the Company Secretary team who would correspond with Mrs L Lobley.

Members of the Council received and noted the Contents of the update.

 08. AAA _ People - May 2023.pdf

 08. AAA QSApril23.pdf

 08. AAA F&P - 31 May 2023.pdf

 08. AAA Audit - May 2023.pdf

9. Annual Report and Accounts

Information

The Chair advised members of the Council that a copy of the Annual Report and Accounts had been made

Nina Guymer

available to members if the Council prior to the meeting. He invited comments from members of the Council.

Mr A Haworth asked if there has been an increase in Private Patient income and is it an area where funding could be improved. He continued by asking when WWL is taking a decision on where funding is available and which services may or may not benefit, is the interest of patients at the core of its decision.

The Director of Corporate Affairs acknowledged that an increase in funding in relation to Private Patients should be shared with the Council. He took members of the Council through some of the figures relating to Private Patient income.

Mr A Haworth questioned if Council members are required to see and be aware of plans prior to commencement and if so it would be beneficial to have a dialogue when the plans are being set. He noted that a joint workshop between the Council and Board of Directors would be an appropriate forum for this.

The Chief Executive informed members of the Council that currently the John Charnley Wing (JCW), currently has more NHS patients than private patients on the ward. He continued to inform the Council. The hope is to be able to look at improving the private patient offering at the Trust but that it will need to look for alternative capital funding streams.

The Chief Executive further informed members of the Council that The Trust is keen to explore the option of a Surgical Training Academy, which would benefit both NHS and Private patients. He further informed the Council that the capital departmental expenditure limit (CDEL) will first and foremost be used for NHS provisions.

Members of the Council received and noted the content of the annual report and accounts.

10. Constitution



Approval

Paul Howard

The Director of Corporate Affairs summarised the document that had been circulated in advance of the meeting. He informed the Council that he was asking for them to approve the document and opened the floor to questions.

No questions were raised.

Members of the Council **APPROVED** the constitution.

-  09. Review of constitution.pdf
-  09a. For review - Draft constitution 2023.pdf

11. Associate Non-Executive Director's

Information

Mark Jones

Verbal item

The Chair provided and updated to the Council around Associate Non-Executive Directors. He noted that he had been in discussion with various organisations and Trusts and there were several options available. He finished by informed the Council that NHSE and the North West region are keen to have fully diverse Boards.

The Chair requested approval from the Council to progress with the process of recruitment of Associate Non-Executive Directors

The Council **APPROVED** the Chairs request to continue with the potential recruitment of associate Non-Executive Directors.

Private meeting

12. Non-Executive Director appraisals

Information

Mark Jones

The Chair provided the Council with an overview of the recent Non- Executive Director appraisals.

Consent Agenda

13. Committee effectiveness review

Information

Members of the Council received and noted the contents of the report.

 13. 2023 CoG Effectiveness Feedback Report.pdf

14. Details of next meeting

Information

Thursday 24 October 2023, 5.15pm to 7.15pm, Boardroom, Trust HQ

Mark Jones

Committee report

Report from:	Audit Committee
Date of meeting:	20 September 2023
Chair:	Ian Haythornthwaite

Key discussion points and matters to be escalated from the discussion at the meeting:

ALERT
<ul style="list-style-type: none"> A number of limited assurance internal audit reports were presented to the committee: <ul style="list-style-type: none"> Global Training and Education Centre Medical e-rostering Escalation of a deteriorating patient and sepsis <p>The committee noted that these audits had been proactively commissioned by management to identify issues and that focused work is now ongoing to address the recommendations made. The executive lead for each of these audits attended the meeting to provide an update to the committee.</p> The committee noted that Freedom to Speak Up arrangements have now transferred from an external company to an in-house provision. This is currently being undertaken via an interim Guardian whilst substantive arrangements are confirmed. Work is ongoing to determine whether a collaborative approach with NHS Greater Manchester may be beneficial, noting the benefits of independence whilst ensuring the Guardian is visible and embedded in WWL. A report will be provided to the next committee meeting to provide assurance around the transfer of cases following the end of the external contract. The committee received a report on a risk relating to pharmacy staffing. Note was made of the fact that this is a national issue which is affecting many NHS organisations, but the committee noted the need for robust mitigation at local level.
ASSURE
<ul style="list-style-type: none"> The committee received 1 internal audit report with high assurance (safeguarding) and 1 with substantial assurance (Data Security and Protection Toolkit 2022/23). The committee passed on its thanks to all involved in both of these audits. The internal audit follow-up report showed significant progress in closing off outstanding recommendations, and the committee noted that where extensions to deadlines are requested, this is subject to scrutiny and often based on external factors.

<ul style="list-style-type: none"> ▪ Continuing strong performance in counter-fraud was noted, and the committee was pleased to hear that WWL has been selected for visit by the national team due to high levels of good practice having been observed. ▪ The committee received a report which provided an analysis of the foundation trust's compliance with the new Code of Governance for NHS Provider Trusts and confirmed the actions that will be completed in order to ensure compliance by year-end. A follow-up report will be presented to the committee in February 2024. ▪ The committee reviewed the corporate risk register and confirmed that it was confident in the arrangements for management oversight of risk via Risk Management Group which is chaired by the Chief Executive and attended by a number of executive directors.
ADVISE
<ul style="list-style-type: none"> ▪ The committee recommends that the Council of Governors extends the external audit contract for a further two years, in line with its option to do so after the initial two-year period. An increased fee was noted, which was partly due to inflation and partly due to increased regulatory requirements on auditors. This recommendation will be presented to the Council of Governors at its meeting on 24 October 2023. ▪ The committee reviewed the draft annual report and accounts of the Three Wishes charity and recommended their approval by the Charitable Trust Committee. ▪ The committee reviewed the proposed changes to Standing Financial Instructions and recommended their approval by the Board of Directors.
RISKS DISCUSSED AND NEW RISKS IDENTIFIED
<ul style="list-style-type: none"> ▪ The committee discussed the pharmacy staffing risk in detail. An update to the next committee meeting would be provided by the Medical Director and Chief People Officer.

Committee report

Report from:	Research Committee
Date of meeting:	5 September 2023
Chair:	Clare Austin

Key discussion points and matters to be escalated from the discussion at the meeting:

ALERT
<ul style="list-style-type: none"> ▪ The funding requirement to enable WWL to meet University Hospital status is yet to be met ▪ WWL's service level agreement with the Christie Hospital (around research trials) is not yet in place although meetings have been scheduled to discuss this with their team. ▪ The surgery divisional presentation showed that the 'time for research' is still an issue for clinicians and is something that additional support is required for to ensure that their programmes activity does account for this properly.
ASSURE
<ul style="list-style-type: none"> ▪ The Committee noted good progress made with embedding equality and diversity considerations in WWL's research work and maximising the potential for inclusion, however it was acknowledged that new national systems will be put in place in the near future, which will allow WWL to ascertain a better picture of its own position and effect that these positive steps have had. ▪ The message conveyed by the RAPSODI echoed what was contained within the equality, diversity and inclusion report and the Committee was keen that this be shared as widely as possible (once approved by the National Institute of Health and Care Research). ▪ The Committee now has an approved workplan in place.
ADVISE
<ul style="list-style-type: none"> ▪ The Committee has requested that a forum is set up to better facilitate engagement with external partner organisations at various levels, this action is assigned to the Director of Strategy and Planning. ▪ The Committee noted good assurance around the synergies between clinical audit and research. ▪ A report on research activity and outputs from the surgery division was received. ▪ Work is underway to capture the dissertations of MCh postgraduate qualification programme students recruited through the Global Training and Education Centre as research projects. It was noted that this could be considered more widely with Edge Hill students. ▪ The recommendations from the Committee's effectiveness review findings were approved for action. It was agreed that external partnership membership is not required but that

consideration will be given to inviting partners to attend meetings, in line with each agenda.

- Minutes of the reporting committees were noted.
- The O'Shaughnessy Report was noted to identify similar challenges in conducting commercial clinical trials as WWL have identified.
- Clinical academic appointments were noted to be increasing.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED
▪ None noted

Committee report

Report from:	People Committee
Date of meeting:	12 September 2023
Chair:	Lynne Lobley

Key discussion points and matters to be escalated from the discussion at the meeting:

ALERT
<ul style="list-style-type: none"> ▪ The committee were alerted to the slight decline in the GMC survey results, but noted that WWL is still well placed within GM. ▪ The committee were concerned that ED&I lead position still only funded as a temporary position for 12 months. It was acknowledged that further work needs to be done to develop a plan to address this, the Committee were however assured that a recent appointment had been made to the role of EDI Lead which, in the short term, provides capacity and capability to lead the work required. ▪ The committee are concerned about the upcoming industrial action taking place with Junior Doctors and Consultants striking in the same 24-hour period. They recognised that 'Christmas Day' cover would be in place but were worried about the backlog in care that this is contributing to and patient safety.
ASSURE
<ul style="list-style-type: none"> ▪ The Staff Story was provided by Joseph Usher, Chair of the True Colours Staff Network. The committee were assured by how well the networks are running and are keen to hear from some of the different networks also. ▪ Following the committee effectiveness review the committee were assured that the outcomes have been reviewed and the appropriate actions have been implemented to address the feedback. ▪ The committee expressed concern over the joint action of Junior Doctors and Consultants. Especially as it may increase the possibility of patient harm and impact on Trust finances. However, the committee were assured that robust planning is being put into place to mitigate these and other challenges. ▪ The committee were assured that there has been a new appointment for the Guardian for Safe Working and were pleased to be introduced to her at the meeting. ▪ The Guardian Service will no longer be providing the FTSU service for the Trust. The Committee were assured that a robust interim appointment has been made and a substantive appointment for the role is being actioned. ▪ The committee were provided with good assurance around the Trust's library service, recognising how vital this is for staff across the Trust. The committee want to place on record the excellent report received and the hard work of the library team and leadership.

ADVISE
<ul style="list-style-type: none"> ▪ The committee wish to advise the Board that following the 'limited assurance' from the Medical E-Rostering audit the service is now on an improvement trajectory and this is starting to come through. ▪ Staff across the Trust have previously had difficulty in accessing CPD funding but some of these barriers have been removed and plans are in place to improve this. ▪ There has been difficulty in utilising the apprenticeship levy but the teams are working together to develop plans to improve this and this will be driven by the Education Governance Group. ▪ Th BAF has been refined further since Juliette Tait began in post and she has plans in place to monitor the delivery of the objectives. ▪ The NHS Long Term Workforce Plan and the WWL People Strategy will be aligned ▪ Upon establishment of new governance arrangements to support the GM workforce efficiency programme, the People committee and the Executive team will receive reports form the new 'Pay Control Group' and associated vacancy control groups. ▪ Work is beginning to analyse the data of those staff who take up a post at WWL and then leave within the first 12 months of starting. This will assist the team when looking at the recruitment and retention of staff. ▪ With the appointment of the new Chief People Officer, the workplan will be reviewed accordingly to ensure the Committee is receiving appropriate assurance in relation to recruitment and retention plans, amongst other key strategic items.
RISKS DISCUSSED AND NEW RISKS IDENTIFIED
<ul style="list-style-type: none"> ▪ Industrial Action may be further escalated by middle grade doctors joining the strikes.

Committee report

Report from:	Finance and Performance Committee
Date of meeting:	27 September 2023
Chair:	Julie Gill

Key discussion points and matters to be escalated from the discussion at the meeting:

ALERT
<ul style="list-style-type: none"> WWL continues to work with PWC and the Greater Manchester (GM) system to deliver; the 23/24 WWL financial plan and demonstrate a sufficient level of grip and control as part of GM turnaround requirements. WWL has been working independently with locality partners to implement key measures locally, particularly to support de-escalation at its acute sight. Corridor care continues to feature because of pressures on urgent and emergency care and increased length of stay driving high occupancy rates. There are two key transformation programmes supported by external organisations as part of the national tiering system: the Emergency Care Intensive Support Team (ECIST) supported by the Better Care Fund and Newton Europe which is carrying out diagnostic work to support challenged systems. Both programmes are aligned to reduce demand and improve flow through the system. WWL currently has a deficit of £5.2m against a plan of £6m, with additional grip and control measures now in place trust-wide for both pay and non pay and additional review and scrutiny process at GM level.
ASSURE
<ul style="list-style-type: none"> Cost improvement programmes (CIP) remain a focus plus a further £5m additional expenditure control and CIP to replace the loss of council income (£11.9m) in the current year. Weekly meetings have been instigated between the Deputy Chief Executive, Chief Finance Officer, Chief people Officer and leads within the medicine division to support the achievement of savings and managing costs and performance. The surgical deep dive report illustrated a number of further action to reduce the forecast for the executive team to consider. Progress has been made to improve key performance indicators within elective recovery and cancer care and WWL maintained performance on some elements of urgent care. Positive progress on the Digital Strategy was illustrated through the Chief Information Officer's report.
ADVISE

- A discussion took place around how the Trust may be able to capture and escalate some of the ideas coming through from directorates, following consideration of the surgery deep dive report at the meeting, in time for the current financial year end, or include them in future deliverable plans for 2024/25.
- Strikes continue to impact upon both WWL's financial position and performance, with no anticipation of an end date possible.
- Financial and performance recovery governance requirements have the potential to impact on staff's ability to balance dealing with current pressures with increasing demands from external assurance bodies.
- WWL's financial forecast is now £6m variance from plan at month 5; work is ongoing to manage the plan in line with GM's turnaround expectations.
- WWL's cash position is reducing due to running at a deficit but external assistance on this is not anticipated to be required. This is being kept under review.
- No changes to the board assurance framework scores were considered to be required at this meeting.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- No further risks were discussed.

Committee report

Report from:	Quality and Safety Committee
Date of meeting:	9 th August 2023
Chair:	Francine Thorpe

Key discussion points and matters to be escalated from the discussion at the meeting:

ALERT
<ul style="list-style-type: none"> The committee received a AAA report from the Deteriorating Patients Group outlining a range of actions being taken to address issues identified. Further information was requested in relation to the measures being used to track improvement. This will be presented at the next meeting. The surgical divisional deep dive report highlighted an increase in discharge delays from critical care beds, leading to an increased risk of patient harm and higher numbers of mixed sex accommodation (MSA) breaches. This has been flagged as a divisional risk and actions are in place to mitigate the impact as far as possible. The committee received a thematic review of cancer treatment delays that outlined a number of actions taken as a result of issues identified. However, the quarter one serious incident report highlighted a continued theme in relation to treatment delays. A separate Lost to Follow Up Working Group has been established to address this issue. The committee will receive regular reports on progress.
ASSURE
<ul style="list-style-type: none"> The surgical divisional deep dive provided assurance on a range of improvement programmes contributing to achievement of the Trust's objectives including: <ul style="list-style-type: none"> ➤ Regular audit of compliance with the Sepsis 6 care bundle ➤ Actions to improve the delivery of harm free care. ➤ Significant numbers of staff trained in human factors. ➤ Actions taken to address issues raised within the staff survey. ➤ Thematic analysis of incidents to inform improvement plans. ➤ Achievement of 85% in complaint response times as well as a range of actions taken in response to patient feedback The CQC inspection report for maternity services was received which highlighted that the service has retained its' overall rating as 'good'. The 'safe' Domain has been rated as 'requires improvement' largely due to the timing of staff mandatory training. Actions are in place to address this.

- Maternity services provided a thematic analysis in relation to incidents reported on cardiotocography (CTG) monitoring. The report provided assurance that actions identified had been completed and that there were no recurring sub-themes.
- It was noted that the work undertaken by the organisation in Human Factors Training has been shortlisted for a Health Service Journal Patient Safety award.
- The Aspire Accreditation report provided assurance that steady progress is being made to ensure that we meet the Trust objective for 2023/24. weekly quality assurance audits have been introduced which sit alongside the monthly quality assurance audits. The measures within both these audits aim to drive continuous improvement in patient outcomes, increase patient satisfaction and staff experience at ward and unit level.
- The AAA report from the Patient Safety Group provided assurance we are on track to meet the transition to the patient safety incident response framework (PSIRF) in the autumn.
- The AAA report from the Patient Experience Group highlighted that:
 - In-house patient satisfaction surveys are showing an overall trend of increased satisfaction over the last 6 months.
 - Quality improvement projects are underway focussing on the reduction of noise at night and the implementation of self-administration of medicines. These directly address areas of patient feedback

ADVISE

- The quarter one harm free care report highlighted that there has been an increase in harms this quarter: specifically, within the month of May. It was noted that there has been a reduction in moderate and severe harm hospital acquired pressure ulcers and although falls have increased in quarter one serious falls have decreased. Improvement work continues to address the harm free care initiatives.
- The Patient Safety Group AAA report highlighted that a themed SRI Panel focussing on lost to follow-up, treatment delays, delay in diagnosis and never events took place on the 26 June 2023. This event was well attended with good feedback received from attendees.
- The quarter one safe staffing report highlighted the following key points:
 - Overall nursing and midwifery vacancies continue to reduce.
 - Trust matrons continue to undertake a minimum of twice daily staffing huddles to collectively review staffing and the acuity of patients. This proactively addresses staffing shortfalls and mitigates the risk of harm to patients.
 - There has been a 27% decrease in temporary spend within the first quarter of the year, largely attributable to increased scrutiny at divisional level and corporate oversight.
 - Specialist Services have maintained production and approval processes for roster production for 12 months which is to be celebrated.
 - Three midwifery red flags were raised relating to staffing shortfalls, 1 of which related to the unit going on divert. No harms were reported as a result of these.
 - In this reporting period a total of 92 nursing red flags were raised, a 59% reduction from the Q4 position (number 78).

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The risks relating to the board assurance framework were reviewed.
- No new risks were identified

Title of report:	Extension of external audit contract
Presented to:	Council of Governors
On:	24 October 2023
Presented by:	Director of Corporate Affairs
Prepared by:	Shirley Martland, Associate Director of Financial Services and Payroll
Contact details:	T: 01942 773786 E: shirley.martland@wwl.nhs.uk

Executive summary

External audit services are currently provided to the Trust under a contract with KPMG LLP. The contract was let by the Council of Governors in January 2021 for an initial two-year term, with an option to extend for one or two further years (often referred to as a '2+1+1' contract). The audit of the financial statements for 2021/22 was the first year of the contract, and the auditors concluded the second audit earlier this year. It is now necessary to consider whether to invoke the option to extend the contract.

The matter was considered by the Audit Committee at its meeting on 20 September 2023. Following discussion, the committee recommends that the Council of Governors extends the current contract with KPMG for a further two-year period. The rationale for this recommendation is as follows:

- The market was recently tested through a fully compliant procurement exercise using a framework agreement and therefore the costs associated with the current contract can be demonstrated to represent good value for money, with increases to the costs being linked to inflation and additional regulatory requirements.
- The level of service provided under the contract to date has been excellent and, unlike many NHS organisations, WWL has not experienced any delays in laying its annual report and accounts before Parliament in advance of the summer recess.
- WWL has only worked with KPMG for two years, meaning that there is little risk of auditor independence being questioned – for reference, the Code of Governance for NHS Provider Trusts recommends that NHS organisations should change their external audit firm at least every 20 years, and to retender the service at least every 10 years.

- Feedback from other NHS organisations suggests that external audit contract costs have risen exponentially and therefore testing the market earlier than necessary potentially exposes the foundation trust to additional costs.
- During the last procurement exercise, a limited number of responses were received which mirrors the feedback received from other NHS organisations that there is a limited appetite amongst audit firms to bid for external audit work.

Link to strategy

None

Risks associated with this report and proposed mitigations

The foundation trust is required to have an external auditor. The content of this report seeks to mitigate any risk of non-compliance.

Financial implications

The contract with KPMG will increase by £15k (13%), from £113k in 2022/23 to £128k in 2023/24. This is due to inflationary price increases – based on the Consumer Price Index as provided for within the contract – and price rises across the audit sector.

For the 2024/25, assuming no changes to operations, risk profile or accounting and auditing standards, the proposal is for a consistent fee after applying an inflationary uplift using the prevalent CPI at the point of commencing the audit.

Legal implications

The Local Audit and Accountability Act 2014 requires all NHS bodies to appoint an external auditor for their organisation. The auditor should be appointed by 31 December in the financial year preceding the one to which the audit relates. For foundation trusts, it is for the Council of Governors to appoint or remove the external auditor.

People implications

None.

Wider implications

None.

Recommendation(s)

On the recommendation of the Audit Committee, the Council of Governors is recommended to appoint KPMG LLP as the foundation trust's external auditors for a further two-year period, covering the audits of the financial statements for FY2023/24 and FY2024/25.

Governor calendar 2024

Meeting scheduling has been changed this year so that most meetings commence at either 15 or 45 minutes past the hour. This is intended to provide an opportunity for attendees to move between meetings, to have comfort breaks and to be able to network.

COUNCIL OF GOVERNORS – FORMAL MEETINGS (Held in public)

Members: All Governors, Chair
In attendance: NEDs, Chief Executive, Director of Corporate Affairs, Executive Directors based on the agenda

Date and time of meeting	Venue	Deadline for papers
16 Jan 2024, 5.15 to 7.15pm	Trust HQ Boardroom	2 Jan 2024
24 Apr 2024, 5.15 to 7.15pm	Trust HQ Boardroom	9 Apr 2024
18 Jul 2024, 5.15 to 7.15pm	Trust HQ Boardroom	3 Jul 2024
22 Oct 2023, 5.15 to 7.15pm	Trust HQ Boardroom	7 Oct 2024

COUNCIL OF GOVERNORS – INFORMAL WORKSHOPS

Members: All Governors, Chair
In attendance: NEDs, Chief Executive, Director of Corporate Affairs, Executive Directors based on the agenda

Date and time of meeting	Venue	Deadline for papers
8 Feb 2024, 5.15 to 7.15pm	Trust HQ Boardroom	24 Jan 2024
18 Jun 2023, 5.15 to 7.15pm	Trust HQ Boardroom	3 Jun 2024
11 Sep 2023, 5.15 to 7.15pm	Trust HQ Boardroom	27 Sep 2024
28 Nov 2023, 5.15 to 7.15pm	Trust HQ Boardroom	13 Nov 2024

ANNUAL MEMBERS' MEETING (Held in public)

Members: Open to all foundation trust members
In attendance: All Non-Executive Directors, all Executive Directors, All Governors

Date and time of meeting	Venue	Deadline for papers
13 Nov 2024, 1.15pm to 3.45pm	TBC	29 Oct 2024

