

Council of Governors Meeting

Held on: 22 September 2021

Location: MS Teams

Start time: 5pm

Finish time: 7:00pm

Present:

Kathy Doran	Chair
Geoff Broadhead (GB)	NED & Senior Independent Director (SID)
Mark Tattersall (MT)	NED
Terry Jones (TJ)	NED
Elkan Abrahamson (EA)	NED
Asutosh Yagnik (AY)	NED
Pat Higgins (PH)	Cheshire West & Chester
Keith Lewis (KL)	Liverpool
John Roberts (JR)	Liverpool
Stephen Sanderson (SS)	St Helens & Knowsley
Patricia Gillis (PG)	St Helens & Knowsley
Jane Wilkinson (JW)	Lead Governor - Wales
Glenys Crisp (GC)	Warrington & Halton
John Field (JF)	Wirral and rest of England
Andrew Waller (AW)	Wirral and rest of England
Christine Littler (CL)	Wirral and rest of England
Laura Jane Brown (LB)	Nurse
Myfanwy Borland (MB)	Other Clinical
Samantha Wilde (SW)	Radiographer
Andrew Bibby (AB)	NHS England – Cheshire and Merseyside Sub Regional Team
Yvonne Nolan (YN)	Local Council – Wirral MBC
Raymond Murphy (RM)	MANX
Andrea Chambers (AC)	MCH Psychological Services
Andrew Petitt (AP)	University of Liverpool
In Attendance	
James Thomson (JT)	Director of Finance
Jayne Shaw (JH)	Director of Workforce & OD
Margaret Saunders (MS)	Associate Director of Corporate Governance
Sheen Khanduri (SK)	Medical Director
Emily Kelso (EK)	Corporate Governance Manger (Minutes)
Jo Bowden	Deputy Director of Finance

Item no.	Agenda item	Action
CG-016-21	Welcome & Apologies The Chair welcomed all those in attendance to the meeting;	
CG-017-21	Declarations of Interests Concerning Agenda Items No declarations of interests were received from Governors.	

	<p>KD declared her Interest in the Reappointment of the Chair Paper Item CG-022-21, which she would not participate in.</p> <p>MT declared his interest in item GC-021-21 Reappointment of NED, which he would not participate in.</p>	
CG-018-21	<p>Minutes of last meeting: 7 July 2021</p> <p>The minutes of the last meeting held on the, 7th July 2021 were approved by the Council as a true record.</p>	
CG-019-21	<p>Matters Arising</p> <p>There were no matters arising noted for the meeting</p>	
Performance		
CG-020-21	<p>Appointing the External Auditors</p> <p>JB introduced the paper highlighting the position in relation to the process carried out to find a suitable new auditor for the Trust. The complexities around obtaining expressions of interest from suppliers as part of the tender process was explained, given the lack of appetite across the field for undertaking auditing for NHS organisations.</p> <p>JB explained that the Trust had discussions with the other specialist trusts across Cheshire & Merseyside and as a result approached Ernst Young for a discussion around potential future audit service provision.</p> <p>The Trust requested Ernst Young provide an outline to their approach to auditing the Trust from 2021/22 and onwards. The meeting took place on 8th September and both Audit Committee members and the Lead Governor were present in the meeting. Following this meeting it was agreed that Trust representatives were content were content with the outline presented and requested a formal proposal from Ernst Young.</p> <p>JW added that there had been significant disappointment with the service provided from current auditors Grant Thornton, and as a result it was clear that an alternative supplier be appointed. JW expressed her support in appointing Ernst Young as auditors for the Trust following a robust selection process, which she took part in on behalf of the CoG.</p> <p>KL sought clarity on the contract length, raising some concern of the previous supplier not performing to a high standard and the risk of being locked into a contract with a new supplier if there were to underperform. JB explained the complexities around auditing NHS FTs particularly in the first year and that suppliers would typically not agree to a single year contact as subsequent years the process became more streamlined as the provider gained familiarity with the Trust.</p> <p>SS sought assurance on the work being undertaken by the DoH, in order to build relationships with auditors so that organisations did not find themselves in a position of not having a choice in suppliers. JT explained the pressures that had been put on the audit market to lower fees, leading to underinvestment for firms making it unviable to provide services at that PHE level. It was further explained that whilst there was a significant increase in fees for the proposed appointment this fee case was more in line with expected commercial rates and not unreasonable.</p>	

	<p>JF highlighted the Grant Thornton rates which were considerably lower and had seen little increase over the past 9 years, which may have led to their lack of engagement with the Trust. JT confirmed that lessons had been learned and that a more robust view of reasonable fees and suppliers was now in place.</p> <p>YN and PH confirmed their support in appointing Ernst Young as auditors for the Trust based their positive experience with the firm in their current professional roles. KD thanked YN & PH for sharing their firsthand experience and confirmed the expectation that the Trust would form a good working relationship with Ernst Young who would add value to the Trust throughout the process.</p> <p>KD thanks Governors for their challenge and discussion on the topic, It was then asked if the governors were satisfied that the market has been tested, and that they supported appointing Ernst Young as the new Trust auditors.</p> <p>Governors confirmed unanimously their support of the appointment of Ernst Young as Trust Auditors on a 3 year initial contract.</p> <p>The Council of Governors</p> <p>Approved the appointment of Ernst Young as Trust Auditors.</p>	
<p>CG-021-21</p>	<p>Reappointment of Non-Executive Director – Mark Tattersall</p> <p>KD introduced the paper which set out the effective performance of MT as a Non-Executive Director for CCC since his initial appointment, on 1st December 2018, in addition KD praised MT for his strength as Chair of the Audit Committee given his background in finance.</p> <p>KD further informed the Council of the feedback received on Mark from colleagues during the NED appraisal process, the example was given of his knowledge and constructive challenge in Performance Committee.</p> <p>JW confirmed she was content with the process undertaken to reappoint MT and the paper had been considered in detail at the Nominations committee meeting. She confirmed the recommendation to the Council of Governors on behalf of the Nominations committee to reappoint MT as a NED for the Trust and thanked him for his outstanding efforts during his time in post.</p> <p>The Council discussed and unanimously approved the reappointment of Mark Tattersall as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation Trust for second term of 3-years, from 1st December 2021 – 1st December 2024.</p> <p>The Council of Governors</p> <p>Approved the reappointment of Mark Tattersall as NED for a second 3-year term, starting 1st December 2021</p>	

<p>CG-022-21</p>	<p>Reappointment of the Chair</p> <p>GB explained his role in the reappointment of the Chair as Senior Independent Director of the Trust, including his role in the appraisal of the Chair as outlined in the paper. It was explained that as per the Trust constitution the Chair had been appointed on an initial 3- year term which would come to an end 31 March 2022.</p> <p>GB explained the Chair appraisal process and outcomes where Executive and Non-Executive colleagues were consistent and extremely positive in regards to all aspects of her role with specific reference to her leadership style and commitment to the Trust’s vision and values.</p> <p>JW confirmed the support of the Nominations committee in the reappointment of KD as Chair of the Trust for a second 3-year term taking, explaining that the committee had made careful consideration of her continued high performance and commitment to the Trust along with her enthusiasm to undertake a second 3-year term. JW added that she had formed a very strong working relationship with the Chair and thanked her for her continued commitment to the Trust.</p> <p>The Council discussed and unanimously approved the reappointment of Kathy Doran as Chair of the Clatterbridge Cancer Centre NHS Foundation Trust for second term of 3-years, from 1st December 2021 – 1st December 2024.</p> <p>The Council of Governors</p> <p>Approved the reappointment of Kathy Doran as Chair on a second 3-year term, starting 1st April 2022.</p>	
<p>Closing Matters</p>		
<p>CG-023-21</p>	<p>Governor Informal Discussion Session</p> <p>This was an informal discussion session and not minuted.</p>	

Next meeting:

Date: 12 January 2021	Location: MS Teams
Start time: 5:00pm	Finish time: 5:00pm
Signature:	Date:
Chair	(Insert date when minutes are signed)

