



# AGENDA

## Council of Governors

**Date:** Wednesday 22 September 2021

**Location:** MS Teams

**Start Time:** 4:30pm

**Finish Time:** 5:00pm

Timings	Item No		Lead	Paper/Verbal
<b>Opening Matters</b>				
4:30	<b>CG-016-21</b>	Welcome & Apologies	KD	<b>Verbal</b>
	<b>CG-017-21</b>	Declarations of Interests Concerning Agenda Items	KD	<b>Verbal</b>
	<b>CG-018-21</b>	Minutes of last meeting: 7th July 2020	KD	<b>Paper</b>
	<b>CG-019-21</b>	Matters Arising	KD	<b>Verbal</b>
<b>Governance</b>				
4:35	<b>CG-020-21</b>	Appointing the External Auditors	MS/JB	<b>Paper</b>
4:45	<b>CG-021-21</b>	Reappointment of Non-Executive Director – Mark Tattersall Verbal recommendation to be received following the Nominations Committee Meeting	JW	<b>Paper</b>
4:55	<b>CG-022-21</b>	Reappointment of the Chair Verbal recommendation to be received following the Nominations Committee Meeting	JW	<b>Paper</b>
<b>Closing Matters</b>				
5-5:30pm		Governor Informal Discussion Session	All	<b>Verbal</b>

### Next Meeting: (Extra-Ordinary & Annual Members Meeting)

**Date:** 12 January 2022

**Location:** MS Teams

**Start Time:** 5:00pm

**Finish Time:** 7:00pm





## Council of Governors Meeting

Held on: 7 July 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
Burhan Zavary (BZ)	Volunteers, service providers, contracted staff
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
<b>In Attendance</b>	
James Thomson (JT)	Director of Finance
Jayne Shaw (JH)	Director of Workforce & OD
Angela Wendzicha (AW)	Associate Director of Corporate Governance
Sheen Khanduri (SK)	Medical Director
Emily Kelso (EK)	Corporate Governance Manger ( <b>Minutes</b> )
Hannah Gray (HG)	Head of Performance & Planning
Jackie Rooney (JR)	Divisional Nurse Director Acute Services

Item no.	Agenda item	Action
CG-001-21	<b>Welcome &amp; Apologies</b> The Chair welcomed all those in attendance to the meeting; it was acknowledged that it had been sometime since the Council had met formally due to the pandemic.	



## MEETING NOTES

	Apologies had been received from Joan Spencer – Chief Operating Officer/Interim Chief Nurse	
<b>CG-002-21</b>	<b>Declarations of Interests Concerning Agenda Items</b> No declarations of interests were received from Governors.	
<b>CG-003-21</b>	<b>Minutes of last meeting: 26 November 2020</b> <p>The minutes of the last meeting held on the 26 November 2020, were approved by the Council as a true record.</p> <p>The Council discussed the pause in committee meetings since the pandemic, it was noted that work was ongoing to re-establish a Governor sub-committee schedule, which would be discussed in more details under Item CoG-014-21. Governors would be consulted prior to any changes.</p> <p>Governors also discussed the possible benefit of carrying out a skills audit, to determine where Governors skills could be best utilised. The Chair confirmed this was a valued suggestion and would be taken forward as part of the sub-committee restructure.</p>	EK
<b>CG-004-21</b>	<b>Matters Arising &amp; Action Log</b> <p>It was agreed that the Action Log was correct as reported with the following updates provided at the meeting:</p> <p><b>CoG-51-19</b> The new 'Trust Values Tree' was planned to be complete by the end of August the completion date had been extended to August to allow for meaningful engagement sessions with staff and patients, and would be presented to the Council at the next Formal meeting.</p> <p><b>CoG-40-20</b> The Membership committee would be open for to all Governors to attend.</p>	
<b>Performance</b>		
<b>CG-005-21</b>	<b>Chairs Welcome</b> <p>The Chair provided the Council with an overview of key matters:</p> <p>It was noted that the Board looked forward to welcoming Governors back in the form of physical meetings, given the current Covid-19 transmission rates restrictions would in place, and physical meeting would re-commence only once the Trust had complete assurance on safety.</p> <p>It was further noted that there were no Covid-19 patients admitted to the Trust, However an increase was slow and steady across other NHS organisations in the region. Further details on the recovery roadmap were expected on Monday 12<sup>th</sup> July. The anticipated lifting of restrictions on 19<sup>th</sup> July was noted, however rules on social distancing and face masks would still apply across Trust sites, as well as limitations on visiting.</p> <p>The Chair made a special thanks to Appointed Governor Ray Murphy, for his support and contributions over his many years of service at the Trust and to Cancer services across the region.</p>	



## MEETING NOTES

CG-006-21	<p><b>Chief Executive Update</b></p> <p>The Chief Executive provided the Council with an overview of key matters:</p> <p>Two senior appointments had been made. Firstly, Julie Gray Chief Nurse, who would start on the 1<sup>st</sup> October 2021. Julie would be attending the Quality Committee in July.</p> <p>Secondly, Margaret Saunders as Associate Director of Corporate Governance, who would start at the Trust on the 1<sup>st</sup> September 2021. LB thanked AW for her efforts in making substantial improvements to the Governance processes and procedures across the Trust. It was confirmed that Margaret would meet with the Lead Governor as part of her induction programme and an introduction to all Governors would follow soon after.</p> <p>It was noted that corporate teams had now moved to the Spine building, which was working well given the close proximity to CCCL. As part of the 5-year strategy those areas of CCCW that were no longer in use would be redeveloped, updates on progress would be provide to Governors via the strategy implementation sessions, hosted by the Director of Strategy.</p> <p>The Trust was focusing on preparing for the 3<sup>rd</sup> round of vaccines, the window for which would be between Sept – Dec, further details were awaited around delivery, in particular the guidance around whether the flu vaccine could be given at the same time at the Covid-19 booster vaccinations.</p>	
CG-007-21	<p><b>Lead Governor Report</b></p> <p>JW reiterated her thanks to AW on behalf of the Council, and wished her all the best in her new role. JW went on to thank those Governors who were not standing for re-election, for their contribution and support throughout their term(s) and asked EK to provide the Council with a verbal update on the elections to date.</p> <p>EK explained that elections were progressing well, with several of the seats receiving multiple nominations and a couple being uncontested. Unfortunately, the seat within the Doctors constituency had not received any nominations and would remain vacant. Elections would close on Thursday 12<sup>th</sup> August at 5pm and results would be declared on Friday 13<sup>th</sup> August.</p> <p>JW explained that she had attended NHS Providers Annual Governor Focus Conference which was well attended by Governors nationally, the conference was facilitated digitally. Many current national NHS issues were discussed including the impact of Integrated Care Systems' (ICS) on the role of Governors within FTs, it was agreed that there were no immediate plans to change the role of Governors, the opinion amongst those present was that there should be some delegation to Governors to represent their members within the ICS.</p> <p>KD further added that the governments Health Care Bill had formally been introduced to parliament on the 6<sup>th</sup> July, which had confirmed the abolishment of CCGs and the requirement for all of England to be covered by an ICS, the link to the NHS Providers Briefing to Governors '<i>Working Collaboratively in Health &amp; Care Systems</i>' would be circulated. KD confirmed that once more clarity was established on the ICSs and the Governors role within; details would be shared with Governors through briefings, an update would also be provided at the Governors Development Day.</p>	EK
CG-008-21	<p><b>Performance &amp; Quality Update</b></p>	



# MEETING NOTES

HG introduced the Performance update on behalf of Joan Spencer Director of Operations/Interim Chief Nurse. The following key points were highlighted:

## Key Operational Issues:

- length of stay had seen some increase earlier in the year this was attributed to the mutual aid being offered to LUHFT during months of significant winter pressure, leading to CCCL receiving more patients with higher acuity, requiring a longer length of stay. Another contributing factor was difficulties in facilitating community discharges.
- Bed occupancy had reached a low of 40% at the start of pandemic increasing to 85% January 2021 and had since varied. It was explained that Ward 5 was a stem cell transplant ward and the reduction of transplants following a thorough risk assessment throughout the pandemic had resulted a drop in occupancy, it was noted that numbers were picking up.
- Imaging continued to report some challenges particularly within 7 day reporting for outpatients, this was explained by the mutual aid provision and increased volumes coming through to us from other Trusts. Whilst vacancies had been recruited to some challenges were posed with Covid-19 restrictions delaying the start dates of successful international candidates.
- Data – recording of patient's ethnicity was not yet reaching the target of 100% imposed due to the Covid-19 impact on BAME communities. It was noted that the target was incredibly challenging and the Trust was doing well to improve data collection processes.
- The new 'Divisional' and 'Clinical Business Unit' management structure implemented and functioning well. Successful move of Haemato-Oncology in-patient services onto Meditech (Electronic Patient Record system) on the 1<sup>st</sup> December 2020.
- Positive feedback had been received on the Teenage and Young Adult Unit, which opened at CCCL in April 2021.

## Quality

- Two serious incidents had been reported in May and one in April, the two in May related to patient falls, no lapse in care had been identified. In April an issue within Meditech around the entering of patient's weight although corrected immediately the initial weight remained on the system. The digital team had done remedial work to fix the problem. A review of all patients on the system had taken place; no additional incidents had been identified.
- It was noted that the C.Diff target of 4 was a considerable challenge. Commissioners were to review and consider an adjustment.
- Complaints performance had seen some improvement following the introduction of the revised complaints policy.
- By 31<sup>st</sup> of May 92% of staff had received their first Covid vaccination and 96% a second dose. The Trust had effective infection control management of COVID - 19, resulting in very few hospital acquired cases.

## Finance

JT introduced the finance section of the presentation. It was noted that it was still early in financial year, performance was difficult to gauge completely at this stage.

- The month 2 Trust financial position to the end of May is £33k surplus, the consolidated position is showing a £267k surplus, against a break even plan. Cash was showing a closing balance of £52.8m which is £0.6m below planned cash. Capital spend was £20k in month.
- The Cheshire and Merseyside integrated care partnership had set a balance position for H1 details of H2 were yet to be published.



# MEETING NOTES

	<ul style="list-style-type: none"> <li>The Trust was still planning to breakeven over financial year and was on track to hit financial target balance position</li> </ul> <p><b>Workforce</b></p> <p>JSh introduce the Workforce section of the presentation, highlighting the following:</p> <ul style="list-style-type: none"> <li>Workforce was overall showing good performance throughout the year, and the Trust benchmarked well regionally.</li> <li>The Trust was currently underperforming against the PADR target. Changes to the process had been enacted to support compliance.</li> <li>Recognition was being given to all staff for their support and contribution over the past 12 months, in the form of a £25 gift voucher health and wellbeing pass of an additional 3.5 hours leave.</li> </ul> <p>AWa sought clarity on the underperformance on PADRs, whether this was attributed to issues within leadership and what support was being offered to improve performance. JSh explained that the issue had been addressed with directorate leads and it was expected that the Trust would reach compliance by September, assurance was given that the Trust were committed to staff to ensure their appraisals were fulfilled.</p> <p>KL sought further clarity on the current visiting restrictions in place and what effect this was having on the mental health of young adult patients. It was confirmed that additional guidance had been received around the visiting capacity for young people to ensure they felt safe and supported throughout their vist/stay(s). JR confirmed that all young adults are risk assessed and asked if they would like someone to stay with them. All guardians/visitors were expected to complete a lateral flow test with a negative result prior to visiting.</p> <p>KL further queried the number of complaints received which could be attributed to Covid particularly the increases in waiting times. It was confirmed that the Chief Executive sighted all complaints and responses were signed off prior to circulation. It was noted that themes were analysed within complaints and it would be possible to separate out Covid related complaints and provide governors with figures. L-JB further commented that it was reassurance to see that complaints response times were improving, and that the Council would be interested to receive future reporting to ensure the trend continues.</p> <p><b>The Council of Governors</b></p> <ul style="list-style-type: none"> <li><b>Noted</b> the contents of the presentation</li> </ul>	
<b>Assurance</b>		
<p><b>CG-009-21</b></p>	<p><b>Performance Committee - Assurance Report</b></p> <p>GB Chair of the Performance Committee presented three slides providing Governors with information on the core functions of the Committee and the current agenda items of focus. The key points highlighted were as follows:</p> <ul style="list-style-type: none"> <li>Scheduled updates were being presented on the Clinical Decisions Unit a designated area to streamline unplanned care/emergency admissions and assessment and treatment experiencing a complication of their treatment or their cancer. Significant progress had been made to date to improve patient pathways.</li> <li>Updates were presented on the redevelopment plans for the Wirral site providing oversight and assurance on progress.</li> <li>The complex nature of financial positions last 18 months particularly with Conid – JT was providing the committee with regular updates on financial position of the CIP and Integrated Care System.</li> </ul>	



## MEETING NOTES

	<ul style="list-style-type: none"> <li>Assurance presentations were delivered from subsidiaries, PropCare and PhamaC, which focused on their strategy implementation, risk assurance, regulatory compliance and financial performance.</li> <li>The Committee received and discussed the progress made on the Research Strategy Business Plan 2021 – 2026.</li> <li>The committee had sought assurance on the issues surrounding complaints, following which a deep dive was carried out by the Quality committee and a new policy introduced.</li> <li>GB concluded by informing the Council that the Committee was well represented by Executive Directors and that he felt assured information presented to the Committee was both open and transparent. He thanked the Executive team for their hard work.</li> </ul>	
CG-010-21	<p><b>Quality Committee - Assurance Report</b></p> <p>TJ Chair of the Committee presented three slides providing Governors with information on the core functions of the Committee and the current agenda items of focus. The key points highlighted were as follows:</p> <ul style="list-style-type: none"> <li>The IPR was reviewed in detail by the committee, Reassurance received from executive leads on action plans in place to improve on KPI showing underperformance.</li> <li>It had been a busy year, focus had remained on patient experience throughout the pandemic and would continue throughout the recovery period.</li> <li>A number of changes had been implemented in relation to risk reporting, the committee were now receiving a more comprehensive report separating emerging risks from current issues.</li> <li>Serious incident reporting was received monthly details of each incident, as well as the lessons learned were presented to the committee.</li> <li>The nursing dashboard provided assurance of the Trusts capacity of registered and non-registered nursing workforce. CCC remained complaint with safe staffing levels, with no issues reported.</li> <li>The complaints deep dive had been received and from this a new complaints policy and procedure had been implemented and performance was seeing a consistent improvements.</li> <li>Monthly updates were now being received on the Aseptic Pharmacy Unit focusing on; workforce, quality process, mobilisation planning, finance and impact on clinical trials. Monthly reports would continue until recommissioning of the Liverpool site was complete. To date progress was within the agreed timescales.</li> <li>A deep dive had been requested into the uptrend of Incident cases categorised under Communications. This was to be received by the committee in September.</li> </ul> <p><b>The Council of Governors</b> <b>Noted</b> the contents of the update</p>	
CG-011-21	<p><b>Audit Committee - Assurance Report</b></p> <p>MT Chair of the Committee presented three slides providing Governors with information on the core functions of the Audit Committee and the current agenda items of focus. The key points highlighted were as follows:</p> <ul style="list-style-type: none"> <li>A positive internal audit had been carried out by MIAA, all planned reviews were completed for the year including but not limited to; cyber security, financial systems, Board Assurance Framework, ESR, an opinion of substantial assurance had been received.</li> <li>The Trusts Anti-fraud plan considered at April meeting where it was approved along with the budget for the service to be provided by MIAA.</li> </ul>	



## MEETING NOTES

	<ul style="list-style-type: none"> <li>The Council were informed that there had been some delays in the external auditing process and despite the assurances given at the 26 May 2021 meeting, the auditors Grant Thornton had missed the deadline and as a result, the planned extra ordinary Trust Board meeting had been rescheduled to 28<sup>th</sup> June prior to the Board meeting. The Trust was able to submit by deadline 29<sup>th</sup> June, feedback received was extremely positive, issues raised related to presentation not financial controls or accounts. It was noted that the CCC team had delivered to timescales and the delay was not attributable to any internal failures.</li> <li>MT further thanked the finance team for handling the situation well and delivering a thorough set of accounts.</li> <li>JT further added that appointment process for the Trust's External Auditors was to take place due to the GT contract due to expire. Whilst the would follow a stringent procurement process to shortlist suppliers, the Council of Governors would meet and make the final decision on the appointment of the external auditor. The Council were further informed of the significant market gap for external NHS auditors.</li> <li>The Council were informed that the Value for Money that the certificate relating to the closure of the 2020/21 audit would be delayed, however the submission date of the 20<sup>th</sup> September was still achievable.</li> <li>JW commented that some large organisations were having their audits completed by international suppliers and queried whether that would be an option for NHS organisations. The Council were informed that the National Audit Office were looking to revise the framework to increase scope, further details were awaited.</li> </ul> <p><b>The Council of Governors</b> <b>Noted</b> the contents of the update</p>	
<b>Governance</b>		
CG-012-21	<p><b>Amendments to the Constitution</b></p> <p>AW introduced the report and apologised for the late circulation of the paper. It was explained that the Trust was required to review its Constitution every 3 years. The last review and update was carried out in 2018, therefore the Trust was required to review, update if necessary and present to the Council of Governors for approval. The amendments were listed as outlined within the report.</p> <p>The Council discussed the draft revised constitution, it was agreed that some further changes were required in terms of language throughout, and some minor formatting/grammatical errors. The Council confirmed they would like to receive the constitution once amended in full and be given sufficient time to read through before formally approving the revised version.</p> <p>AW agreed a further revised version would be email to Governors. Governors would be asked to confirm their approval via email.</p> <p><b>The Council of Governors</b> <b>Noted</b> the version received <b>Requested</b> the further revised version of the Constitution be emailed to Governors, to which digital approval would be provided, prior to submission to Board in September.</p>	AW
CG-013-21	<p><b>Chair &amp; Non-Executive Directors Appraisals</b></p> <p>KD explained that the appraisal process had been robust and in line with NHSI/E requirements including input from the Council of Governors through their representative Lead Governor.</p>	





# MEETING NOTES

	<p>Each NED had completed a self-assessment along with an assessment of their peers, the results of which were collated by AW and circulated to the Chair and individual NEDs. The Chair then completed an individual assessment with each of the NEDs.</p> <p>It was noted that outcomes from each of the appraisal components for each of the NEDs correlated well. The appraisals indicated that all NEDs were committed to their roles and had contributed actively and positively to the work of the Board. The appraisals also provided an opportunity to identify personal development interests and objectives for each NED.</p> <p>The Senior Independent Director (SID) GB explained the process followed to appraise the Chair which was in-line with NHSI/E requirements and included input from the Council of Governor through their representative Lead Governor, internal colleagues and external stakeholders</p> <p>Feedback received from key stakeholders, evidenced that the performance and contribution of the Chair was consistently positive and effective and overall to a very high standard.</p> <p><b>The Council of Governors:</b>  <b>Noted</b> that a robust process was followed  <b>Approved</b> the outcomes of the Chair &amp; NEDs appraisals for 2020/21 performance for submission to NHSI/E</p>	
<p><b>CG-014-21</b></p>	<p><b>Patient Experience &amp; Inclusion Group (PEIG) – Report</b>                  AWA introduced the report, which provided a summary of the key items discussed at the March and May PEIG meetings. It was highlighted that the group was now officially represented by Governors as per the revised Terms of Reference.</p> <p>AWA expressed his thanks to Karen Kay Deputy Director of Nursing and Kirsteen Scowcroft Head of Patient Experience &amp; Inclusion for their commitment and effective oversight of Patient Experience and Inclusion across Trust sites. Many improvements had been made, as seen through the Pledge Updates and many more workstreams were planned.</p> <p>It was noted that at present there was a strong overlap between the PEIG and the Governors Patient Experience Committee resulting in duplication of information being presented. It was put forward to the Council that in future the PEIG reports directing into the Council of Governors to provide efficient oversight and assurance and to remit duplication. The Governors discussed and formally approved reporting from PEIG directly into the Council of Governors which would be supported by Karen Kay and Kirsteen Scowcroft.</p> <p>EK confirmed dates for future PEIG meetings would be circulated to Governors and that if there was a high amount of interest a rota would be developed.</p> <p>AWA further noted that the PEIG still required formal NED representation; The Chair agreed this would be picked up with NEDs.</p> <p><b>The Council of Governors:</b>  <b>Noted</b> the report  <b>Approved</b> the revised reporting of the PEIG directly into the Council of Governors</p>	<p>EK</p>
<p><b>Closing Matters</b></p>		





# MEETING NOTES

<b>CG-015-21</b>	<p><b>Governor Questions</b></p> <p>The Chair referred to a question put forward by the Council in relation to the Rutherford Centre located just across from CCCL, specifically whether their advertising was trying to obtain patients from CCC and whether the Trust was aware of any of our staff who are being recruited by the centre either on a part time or full time basis?</p> <p>It was explained that in terms of recruitment the Trust was doing very well, considerably better since to opening of CCCL and that at present there had been no negative impact on staffing at CCC resulting from the opening of the Rutherford Center. Staff were permitted to work for the private clinic so long as this was in their own time and they declared so on their annual declaration of interest. Patients had choice on their facility of care as they did in the NHS, and no impact had been recorded to date.</p>	
<b>CG-016-21</b>	<p><b>Any Other Business</b></p> <p>No other business was raised</p>	

**Next meeting:**Date: 22<sup>nd</sup> September 2021 – Extra-Ordinary MeetingLocation: **MS Teams**

Start time: 4:30pm

Finish time: 5:00pm

Signature:

Date:

Chair

(Insert date when minutes are signed)



# REPORT COVER

Report to:	Council of Governors	
Date of meeting:	22 Sept 2021	
Agenda item:	CG-020-21	
Title:	Appointing the External Auditors	
Report prepared by:	Joanne Bowden – Deputy Director of Finance	
Executive Lead:		
Status of the report: (please tick)	Public <input type="checkbox"/>	Private <input checked="" type="checkbox"/>
Paper previously considered by:	Not applicable	
Date & decision:		
Purpose of the paper/key points for discussion:	Grant Thornton UK LLP has been the Trust's external audit providers since 2012. The current contact was an agreed extension from April 2019 for a period of 2 years. We are now approaching the end of the extension period, which expired on 31/03/21 and the Grant Thornton contract will end. The Trust therefore need to appoint an auditor to facilitate the 2021/22 Audit.	
Action required: (please tick)	Discuss <input checked="" type="checkbox"/>	Approve <input checked="" type="checkbox"/>
	For information/noting <input type="checkbox"/>	
Next steps required:	Governors to confirm acceptance of the approach to enable start of the appointment process. Feedback will be provided to future governor meetings.	



# REPORT COVER

The paper links to the following strategic priorities and Board Assurance Framework (BAF) Risks (please select)

**BE OUTSTANDING**

BAF Risk	Please select
If we do not have robust Trust-wide quality and clinical governance arrangements in place we will not deliver safe and effective care resulting in poor outcomes for our patients and negative regulatory outcomes.	<input type="checkbox"/>
Operational sustainability: If the demand for treatment exceeds the resources available, we are at risk of failing to deliver against healthcare standards which will impact on our ability to recover performance to the required levels within the agreed timeframes.	<input type="checkbox"/>
Financial sustainability: Due to changes in funding, the Trust may exceed activity levels resulting in increased costs that exceed the current agreed block funding.	<input checked="" type="checkbox"/>

**BE COLLABORATIVE**

BAF Risk	Please select
If we do not build upon the work with the Cancer Alliance and other partners this will adversely affect the Trust's ability to positively influence prevention, early diagnosis, standardisation of care and performance in cancer services.	<input type="checkbox"/>

**BE RESEARCH LEADERS**

BAF Risk	Please select
If we do not maintain our ECMC status this will adversely affect patient access to the latest novel therapies, CCC research reputation, acquiring CRUK status which in turn will have an impact on CCC's ability to support early phase trial research, progress against the Research Strategy and academic oncology in Liverpool.	<input type="checkbox"/>
Issues within the Pharmacy Aseptic Unit adversely impacting on the manufacture and dispensing of drugs resulting in some trials not being set up or re-opened as part of the recovery plan adversely impacting on patient accessibility to research and reputational damage with Sponsors.	<input type="checkbox"/>

**BE A GREAT PLACE TO WORK**

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If we are unable to recruit and retain high calibre staff there is a risk of an adverse impact on the quality of care and reputation of the Trust.	<input type="checkbox"/>

**BE DIGITAL**

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If the Trust is hit by a Cyber/ransomware attack, there is a risk that all systems could be disabled resulting in potential loss of data and delayed care.	<input type="checkbox"/>

**BE INNOVATIVE**

BAF Risk	Please select
If we do not develop our Subsidiary Companies and Joint Venture we will not be able to re-invest back into the NHS.	<input type="checkbox"/>

### EQUALITY & DIVERSITY IMPACT ASSESSMENT

Are there concerns that the policy/service could have an adverse impact on:

Age	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Disability	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Gender	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Race	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Religious/belief	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Sexual orientation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Gender Reassignment	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Pregnancy/maternity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>			

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.



## External Audit Services

### Contact Options Review and Recommendation for Appointment

16<sup>th</sup> September 2021

#### **1. Background/Current Service**

Grant Thornton UK LLP has been the Trust's external audit providers since 2012. The current contact was an agreed extension from April 2019 for a period of 2 years. We are now approaching the end of the extension period, which expired on 31/03/21 and the Grant Thornton contract will end. The Trust therefore need to appoint an auditor to facilitate the 2021/22 Audit.

The Trust has experienced some issues with the current service provided, although it does appreciate the difficulties in the audit market and the limited availability of auditors within the region, partly due to the increasing complexity and conditions required of audit providers.

#### **2. Audit Market Context**

It is helpful to remind Governors that when the original contract with Grant Thornton expired in March 2019 the Trust undertook a full tender exercise but received no responses. After discussions with Grant Thornton via NHSE/I they agreed to continue with the audit of the Trust accounts for a period of two years to 2020/21. The Trust therefore had to undertake a separate tender exercise for the audits of the two subsidiary companies and the charity.

#### **3. Contract Options Review**

The main objective of this exercise was to review the options available to the Trust in obtaining an audit provider, ensuring full compliance with the Trust's SFI's and Procurement Regulations.

Procurement identified that NHS Shared Business Services (SBS) have a dedicated framework for the provision of external audit services. It contains are large number of external audit providers including the all the big four firms. The framework allows for either a direct contract award option, or a further mini-competition option, dependent on Trust requirement and timescales available. It was identified that all of the Trust's requirements are covered under this framework offering. The Trust's preferred option was to undertake a mini-competition and were advised by procurement that obtaining expressions of interest prior to this was advised to gauge the appetite of the audit firms on the framework.

The following suppliers were identified from the framework as potentially able to provide services in our region. An expression of interest letter was sent to each of them in June 2021 to gauge market interest. The following responses were received:

<b>Supplier</b>	<b>Response – Y/N/or NO Response</b>
Deloitte	No Response
BDO	No
PKF - I	No Response
KPMG	No Response
Mazars	No
Grant Thornton	Yes
Ernst Young	No Response

Direct award is permissible under the NHS SBS framework. Awarding via a framework also provides assurances that providers have been through a stringent procurement process in order to be awarded. Value for money has been tested by obtaining indicative pricing, and awarding via the framework ensures pricing quoted is aligned with prices submitted to the framework provider.

#### **4. Further work undertaken to source an audit provider**

As outlined above the Trust only received one response from the expressions of interest exercise. In June 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.

In July, the Trust's Director and Deputy Directors of Finance met with Ernst Young's audit lead for the Alder Hey engagement to discuss whether they had capacity to provide an audit service to the Trust. All parties agreed to have a more detailed discussion with the Senior Governor and Audit Committee Chair and Non-Executive Director representative.

The Trust requested Ernst Young provide an outline to their approach to auditing the Trust from 2021/22 and onwards. This meeting took place on 8<sup>th</sup> September and both Audit Committee members and the Senior Governor were able to question and explore the scope of the service provision and the approach proposed by EY. Following this meeting the Audit Committee Chair, NED representative and Senior Governor all confirmed that they were content with the responses and requested a formal proposal from Ernst Young.

Proposed initial audit fees:

	<u>2021/22</u>	<u>2022/23</u>
Audit of Trust Financial Statements including VFM work	£168,000 including VAT	£160,200 including VAT

#### **5. Pricing Review**

Information regarding current external audit contracts has been gathered from other Trusts who now form the new collaborative procurement function under the new group, Health Procurement Liverpool (HPL).

The table below shows the relevant contracted rates and additional details.

<b>Trust</b>	<b>Supplier</b>	<b>Expiry (Inc Extensions)</b>	<b>Annual Value</b>	<b>Award Type</b>
TWC	Grant Thornton	31/03/2025	£113k incl. VAT	Direct Award
AH	Ernst & Young	31/08/2022	£65k incl. VAT	Direct Award
LHCH	Grant Thornton	30/09/2022	£61k incl. VAT	Direct Award
CCC	N/A	Expired	£134k incl. VAT	TBC

Both Alder Hey and Liverpool Heart & Chest Hospital audit contracts are due to expire next year so reflect lower rates, which were agreed circa five years ago. The Walton Centre audit was awarded last year and requires significantly less work than as Clatterbridge requires both a Trust and Group accounts audit due to the subsidiary companies.

Grant Thornton have also indicated that should they be re-appointed they would be looking to re-negotiate the fee.

## 6. **Review & Recommendation**

Procurement advised that the SBS contract allowed for are three options to progress the procurement of this contact;

*Option 1* – Undertake a mini competition via the NHS SBS framework

The timescale to undertake a mini competition is 8 – 10 weeks. This option would open up the opportunity to all framework suppliers, however due to the limited market and the responses already received through the expressions of interest exercise this approach would have limited benefit and extend the period of time before which the Trust would have certainly over an audit provider for 2021/22.

*Option 2* – Direct award to Grant Thornton.

As mentioned earlier the Trust has experienced some issues with the provision of the service over the last two years. Grant Thornton have been the Trusts auditors since 2012 and the Trust would like to revitalise the service by the appointment of a new audit provider. In addition, they have indicated that they would look to re-negotiate the level of fee charged. Following consideration of all these factors the Director of Finance, Audit Committee representatives and Senior Governor believe that reappointing Grant Thornton is not in the best interests of the Trust.

*Option 3* – Direct award to Ernst Young.

Following the meetings and Presentation provided the Director of Finance, Audit Committee representatives and Senior Governor believe this is the preferred option for the Trust.

### ***Recommendation***

It is recommended that if the governors are satisfied that the market has been tested, that a direct award is undertaken to Ernst Young.

The contract will be for an initial three year period with an option to extend up to five years on an annual basis.

The Trust's Senior Governor, Audit Chair and Director of Finance support the recommendation outlined in this paper.

## 7. **Action Required**

Governors to confirm acceptance of the approach to enable start of the appointment process. Feedback will be provided to future governor meetings.

# REPORT COVER

Report to:	Council of Governors	
Date of meeting:	22 Sept 2021	
Agenda item:	CG-021-21	
Title:	Reappointment of Non-Executive Director – Mark Tattersall	
Report prepared by:	Emily Kelso – Corporate Governance Manager	
Executive Lead:		
Status of the report: (please tick)	Public <input type="checkbox"/>	Private <input checked="" type="checkbox"/>
Paper previously considered by:	Not applicable	
Date & decision:		
Purpose of the paper/key points for discussion:	<p>The report is provided for background information and assurance that a robust process has been followed.</p> <p>The Council of Governors is asked to consider the recommendation of the Nominations Committee and the process followed in order to formally approve the reappointment of Mark Tattersall as Non-Executive Director Mark Tattersall of Clatterbridge Cancer Centre NHS Foundation Trust for a second 3-Year Term commencing from 1st December 2021 – 30 November 2024.</p>	
Action required: (please tick)	Discuss <input checked="" type="checkbox"/>	Approve <input checked="" type="checkbox"/>
	For information/noting <input type="checkbox"/>	
Next steps required:	The Council of Governors is to receive a verbal recommendation from the Lead Governor on behalf of the Nominations Committee. In order to formally approve the reappointment of Mark Tattersall as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation.	





# REPORT COVER



The paper links to the following strategic priorities and Board Assurance Framework (BAF) Risks (please select)

**BE OUTSTANDING**

BAF Risk	Please select
If we do not have robust Trust-wide quality and clinical governance arrangements in place we will not deliver safe and effective care resulting in poor outcomes for our patients and negative regulatory outcomes.	<input type="checkbox"/>
Operational sustainability: If the demand for treatment exceeds the resources available, we are at risk of failing to deliver against healthcare standards which will impact on our ability to recover performance to the required levels within the agreed timeframes.	<input type="checkbox"/>
Financial sustainability: Due to changes in funding, the Trust may exceed activity levels resulting in increased costs that exceed the current agreed block funding.	<input type="checkbox"/>

**BE COLLABORATIVE**

BAF Risk	Please select
If we do not build upon the work with the Cancer Alliance and other partners this will adversely affect the Trust's ability to positively influence prevention, early diagnosis, standardisation of care and performance in cancer services.	<input type="checkbox"/>

**BE RESEARCH LEADERS**

BAF Risk	Please select
If we do not maintain our ECMC status this will adversely affect patient access to the latest novel therapies, CCC research reputation, acquiring CRUK status which in turn will have an impact on CCC's ability to support early phase trial research, progress against the Research Strategy and academic oncology in Liverpool.	<input type="checkbox"/>
Issues within the Pharmacy Aseptic Unit adversely impacting on the manufacture and dispensing of drugs resulting in some trials not being set up or re-opened as part of the recovery plan adversely impacting on patient accessibility to research and reputational damage with Sponsors.	<input type="checkbox"/>

**BE A GREAT PLACE TO WORK**

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input checked="" type="checkbox"/>
If we are unable to recruit and retain high calibre staff there is a risk of an adverse impact on the quality of care and reputation of the Trust.	<input checked="" type="checkbox"/>

**BE DIGITAL**

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If the Trust is hit by a Cyber/ransomware attack, there is a risk that all systems could be disabled resulting in potential loss of data and delayed care.	<input type="checkbox"/>

**BE INNOVATIVE**

BAF Risk	Please select
If we do not develop our Subsidiary Companies and Joint Venture we will not be able to re-invest back into the NHS.	<input type="checkbox"/>

**EQUALITY & DIVERSITY IMPACT ASSESSMENT**

Are there concerns that the policy/service could have an adverse impact on:

Age	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Disability	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Gender	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Race	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Religious/belief	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Sexual orientation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Gender Reassignment	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Pregnancy/maternity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>			

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.



# REPORT



## Reappointment of Non-Executive Director – Mark Tattersall

---

**Emily Kelso – Corporate Governance Manager**

---

The Nominations Committee is asked to consider the performance of Non-Executive Director Mark Tattersall and the content within the report and following consideration recommend for approval by the Council of Governors (CoG) the re-appointment of Mark as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation Trust for a second 3-Year Term commencing from 1st December 2021 – 30 November 2024.



Title: Date: Version: Author

# REPORT

## 1. Define the issue

The 2006 National Health Service Act (2006 Act) requires that an NHS foundation trust has non-executive directors. It also states: “It is for the council of governors at a general meeting to appoint or remove the chairman and the other non-executive directors.”

As per the Trust constitution it is the role of the Nomination Committee to consider the reappointment of Non-Executive directors (NEDs) on completion of their initial and subsequent 3-year term(s) and if deemed appropriate recommend the reappointment for approval by the wider Council at a general meeting.

Mark Tattersall was first appointed as a NED of The Clatterbridge Cancer Centre (CCC) NHS Foundation Trust 1 December 2018 for an initial 3-year term which will conclude on 31 November 2021.

## 2. Background

In 2018, A formal, rigorous and transparent external recruitment process took place for the appointment of a Non-Executive Director, which included appropriate involvement of the CoG through its representative Nominations Committee members and the use of external recruitment agency Gatenby Sanderson.

The nominations process involved a panel interview and focus group discussion. Following the recruitment process the panel unanimously agreed to recommend to the CoG that Mark Tattersall be appointed as Non-Executive Director of CCC, this was approved by the Council at its meeting 29 October 2018, with an appointment date of 1 December 2018.

A full Fit and Proper Persons assessment was successfully completed on appointment and most recently in July 2021.

## 3. Terms of Office

The terms of office for The Chair and Non-Executive director are laid out in the Trust Constitution.

### 33. Board of Directors – Remuneration and Terms of Office

- 33.1.1.1 The Chairman and the Non-Executive Directors shall be eligible for appointment for three, three year terms of office, and in exceptional circumstances a further term of one year subject to a satisfactory appraisal. The Chairman or the Non-Executive Directors shall not be appointed to that office for a total period which exceeds ten years in aggregate.

## 4. Process for Re-Appointment of Non-Executive Directors



# REPORT

As per the Trust constitution it is the role of the Nomination Committee to consider the reappointment of Non-Executive directors on completion of their initial and subsequent 3-year term(s) and if deemed appropriate recommend the reappointment for approval by the wider Council at a general meeting.

## 26. Board of Directors – Appointment and Removal of Chairman and other Non-Executive Directors

26.1 The CoG shall create a duly authorised Nominations Committee consisting of the Chair (or the Vice Chair unless they are standing for appointment, in which case it will be the Senior Independent Director) and at least three Elected Governors.

26.6 The CoG at a general meeting of the Council of Governors shall resolve to appoint such candidate or candidates as they consider appropriate and shall have regard to the recommendation of the Nominations Committee and views of the Chief Executive and Board of Directors in reaching that decision

## 5. Performance and Commitment to the Role

As required by NHS England an appraisal of the Chair and Non-Executive Directors takes place annually, following which a single page appraisal summary is formally submitted.

The appraisal process took place in June 2021 and was led by the Chair Kathy Doran, during which the Nominations Committee received reports on behalf of the CoG on the process and outcomes.

Feedback was sought from a range of Executive and Non-Executive colleagues was *consistently positive*. *The overall trends were:*

- His skill set in relation to finance and chairing the Audit committee were of particular asset to the current board dynamics.
- His contributions and challenge in Board and Board Committee meetings were well thought-out and constructive.
- His additional commitment to the role of CCC designated Non-Executive Director for PropCare, provided good insight into the performance of the subsidiary company.

Within the report submitted to NHS England, the Chair concluded that the overall performance of Mark Tattersall as Non-Executive Director was strong and that he was performing well against agreed objectives.

Considering his continued strong performance and commitment to the Trust in September 2021 Mark was formally requested to consider continuing in the role for a second term. Mark confirmed he would welcome the opportunity to continue as Non-Executive Director of the CCC for a second term.

## 6. Recommendation

**The Nomination Committee is asked to:**



# REPORT



- Recommend to the CoG, for approval, the reappointment of Mark Tattersall as Non-Executive Director of Clatterbridge Cancer Centre NHS Foundation Trust for second term of 3-years, from 1<sup>st</sup> December 2021 – 1st December 2024.



Title: Date: Version: Author

# REPORT COVER

Report to:	Council of Governors	
Date of meeting:	22 Sept 2021	
Agenda item:	CG-022-21	
Title:	Reappointment of the Chair – Kathy Doran	
Report prepared by:	Emily Kelso – Corporate Governance Manager	
Executive Lead:		
Status of the report: (please tick)	Public <input type="checkbox"/>	Private <input checked="" type="checkbox"/>
Paper previously considered by:	Not applicable	
Date & decision:		
Purpose of the paper/key points for discussion:	<p>The report is provided for background information and assurance that a robust process has been followed.</p> <p>The Council of Governors is asked to consider the Recommendation of the Nominations Committee and the process followed in order to formally approve the re-appointment of Kathy Doran as Chair of Clatterbridge Cancer Centre NHS Foundation Trust for a second 3-Year Term commencing from 1st April 2022 – 31 March 2025.</p>	
Action required: (please tick)	Discuss <input checked="" type="checkbox"/>	Approve <input checked="" type="checkbox"/>
	For information/noting <input type="checkbox"/>	
Next steps required:	The Council of Governors is to receive a verbal recommendation from the Lead Governor on behalf of the Nominations Committee. In order to formally approve the reappointment of Kathy Doran as Chair of Clatterbridge Cancer Centre NHS Foundation Trust.	



# REPORT COVER



The paper links to the following strategic priorities and Board Assurance Framework (BAF) Risks (please select)

**BE OUTSTANDING**

BAF Risk	Please select
If we do not have robust Trust-wide quality and clinical governance arrangements in place we will not deliver safe and effective care resulting in poor outcomes for our patients and negative regulatory outcomes.	<input type="checkbox"/>
Operational sustainability: If the demand for treatment exceeds the resources available, we are at risk of failing to deliver against healthcare standards which will impact on our ability to recover performance to the required levels within the agreed timeframes.	<input type="checkbox"/>
Financial sustainability: Due to changes in funding, the Trust may exceed activity levels resulting in increased costs that exceed the current agreed block funding.	<input type="checkbox"/>

**BE COLLABORATIVE**

BAF Risk	Please select
If we do not build upon the work with the Cancer Alliance and other partners this will adversely affect the Trust's ability to positively influence prevention, early diagnosis, standardisation of care and performance in cancer services.	<input type="checkbox"/>

**BE RESEARCH LEADERS**

BAF Risk	Please select
If we do not maintain our ECMC status this will adversely affect patient access to the latest novel therapies, CCC research reputation, acquiring CRUK status which in turn will have an impact on CCC's ability to support early phase trial research, progress against the Research Strategy and academic oncology in Liverpool.	<input type="checkbox"/>
Issues within the Pharmacy Aseptic Unit adversely impacting on the manufacture and dispensing of drugs resulting in some trials not being set up or re-opened as part of the recovery plan adversely impacting on patient accessibility to research and reputational damage with Sponsors.	<input type="checkbox"/>

**BE A GREAT PLACE TO WORK**

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input checked="" type="checkbox"/>
If we are unable to recruit and retain high calibre staff there is a risk of an adverse impact on the quality of care and reputation of the Trust.	<input checked="" type="checkbox"/>

**BE DIGITAL**

BAF Risk	Please select
If we do not invest in effective, inclusive leadership, there is a risk this will adversely impact on the Trust's ability to deliver the Trust's five year Strategy.	<input type="checkbox"/>
If the Trust is hit by a Cyber/ransomware attack, there is a risk that all systems could be disabled resulting in potential loss of data and delayed care.	<input type="checkbox"/>

**BE INNOVATIVE**

BAF Risk	Please select
If we do not develop our Subsidiary Companies and Joint Venture we will not be able to re-invest back into the NHS.	<input type="checkbox"/>

**EQUALITY & DIVERSITY IMPACT ASSESSMENT**

Are there concerns that the policy/service could have an adverse impact on:

Age	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Disability	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Gender	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Race	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Religious/belief	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Sexual orientation	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Gender Reassignment	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>	Pregnancy/maternity	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>			

If YES to one or more of the above please add further detail and identify if a full impact assessment is required.



# REPORT

## Reappointment of the Chair

---

### Emily Kelso – Corporate Governance Manager

---

The Nominations Committee is asked to consider the performance of the Chair and the content within the report and following consideration recommend for approval by the Council of Governors (CoG) the re-appointment of Kathy Doran as Chair of Clatterbridge Cancer Centre NHS Foundation Trust for a second 3-Year Term commencing from 1st April 2022 – 31 March 2025





# REPORT

## 1. Define the issue

The 2006 National Health Service Act (2006 Act) requires that an NHS foundation trust has non-executive directors. It also states: "It is for the council of governors at a general meeting to appoint or remove the chairman and the other non-executive directors."

As per the Trust constitution it is the role of the Nomination Committee to consider the reappointment of the Trust Chair on completion of their initial and subsequent 3-year term(s) and if deemed appropriate recommend the reappointment for approval by the wider Council at a general meeting.

Kathy Doran was first appointed as Chair of The Clatterbridge Cancer Centre (CCC) NHS Foundation Trust in 31<sup>st</sup> March 2019 for an initial 3-year term which will conclude on 31<sup>st</sup> March 2022.

## 2. Background

In 2019, A formal, rigorous and transparent external recruitment process took place for the appointment of the Chair of the Board which included appropriate involvement of the CoG through its representative Nominations Committee members and the use of external recruitment agency Gatenby Sanderson.

The nominations panel for the recruitment process consisted of three elected Governors and the Trust Interim Chair. The panel was chaired by the Lead Governor at the time. Following the recruitment process the panel unanimously agreed to recommend to the CoG that Kathy Doran be appointed as Chair of CCC, this was approved by the Council at its meeting 13<sup>th</sup> February 2019, with an official term start date of 1<sup>st</sup> April 2019.

## 3. Terms of Office

The terms of office for The Chair and Non-Executive director are laid out in the Trust Constitution.

### 33. Board of Directors – Remuneration and Terms of Office

33.1.1 The Chairman and the Non-Executive Directors shall be eligible for appointment for three, three year terms of office, and in exceptional circumstances a further term of one year subject to a satisfactory appraisal. The Chairman or the Non-Executive Directors shall not be appointed to that office for a total period which exceeds ten years in aggregate.

## 4. Process for Re-Appointment of The Chair

As per the Trust constitution it is the role of the Nomination Committee to consider the reappointment to the Trust Chair on completion of their initial and subsequent 3-year term(s) and if deemed appropriate recommend the reappointment for approval by the wider Council at a general meeting.



# REPORT

## 26. Board of Directors – Appointment and Removal of Chairman and other Non-Executive Directors

26.1 The CoG shall create a duly authorised Nominations Committee consisting of the Chair (or the Vice Chair unless they are standing for appointment, in which case it will be the Senior Independent Director) and at least three Elected Governors.

26.6 The CoG at a general meeting of the Council of Governors shall resolve to appoint such candidate or candidates as they consider appropriate and shall have regard to the recommendation of the Nominations Committee and views of the Chief Executive and Board of Directors in reaching that decision

### 5. Performance and Commitment to the Role

As required by NHS England an appraisal of the Chair and Non-Executive Directors takes place annually, following which a single page appraisal summary is formally submitted.

The appraisal process took place in June 2021 and was led by Geoff Broadhead the Trusts Senior Independent Director (SID), during which the Nominations Committee received reports on behalf of the CoG on the process and outcomes of appraisal for the Chair.

The feedback sought from a range of 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.

Within the report submitted to NHS England Geoff Broadhead (SID) concluded that:

*“These were consistent themes across all the feedback received and reflect my own experiences and observations. Kathy is an extremely competent Chair who supports and reflects all the values of Clatterbridge Cancer Centre.”*

Considering the Chair's continued high performance and commitment to the Trust in July 2021 Kathy was formally requested to consider continuing in the role for a second term. Kathy confirmed she would welcome the opportunity to continue as Chair of the CCC for a second term.

### 6. Recommendation

#### The Nominations Committee is asked to:

- Recommend to the CoG, for approval, the reappointment of Kathy Doran as Chair of Clatterbridge Cancer Centre NHS Foundation Trust for second term of 3-years, from 1<sup>st</sup> April 2022 – 31 March 2025

