

Minutes of the Council of Governors

Held on: 12th January 2022

Location: MS Teams

Start time: 17:00

Finish time: 19:00

Present

Name:

Kathy Doran (KD)
 Elkan Abrahamson (EA)
 Mark Tattersall (MT)
 Terry Jones (TJ)
 Geoff Broadhead (GB)
 Andy Waller (AW)
 Ray Murphy (RM)
 Laura Jane Brown (LJB)
 Sonia Holdsworth (SH)
 Pat Higgins (PH)
 Pat Gillis (PG)
 Myfanwy Borland (MB)
 Samuel Cross (SC)
 Yvonne Nolan (YN)
 Glen Crisp (GC)
 Jane Wilkinson (JW)
 Andrew Schache (AS)
 Keith Lewis (KL)
 John Roberts (JR)
 Nancy Whittaker (NW)
 Andrew Pettit (AW)

Title:

Chair
 Non-Executive Director
 Non-Executive Director
 Non-Executive Director
 Non-Executive Director
 Public Governor – Wirral and rest of England
 Appointed Governor
 Staff Governor - Nurses
 Public Governor – Cheshire West and Chester
 Public Governor – Cheshire West and Chester
 Public Governor – St Helens and Knowsley
 Staff governor – Other Clinical
 Appointed Governor – Cancer Alliance
 Appointed Governor – Wirral council
 Public Governor – Warrington and Halton
 Public Governor – Wales (Lead Governor)
 Appointed Governor – University of Liverpool (new)
 Public Governor – Liverpool
 Public Governor – Liverpool
 Appointed Governor – Macmillan Cancer Support
 Appointed Governor – University of Liverpool

In attendance

Name:

Liz Bishop (LB)
 James Thomson (JT)
 Katrina Bury (KB)
 Joan Spencer (JSp)
 Tom Pharaoh (TP)
 Julie Gray (JG)
 Jayne Shaw (JSh)
 Margaret Saunders (MS)
 Emily Kelso (EK)
 Skye Thomson (ST)

Title:

Chief Executive
 Director of Finance
 Head of Fundraising
 Chief Operating Officer
 Director of Strategy
 Chief Nurse
 Director of Workforce & OD
 Associate Director of corporate Governance
 Corporate Governance Manager
 Corporate Governance Administrator (minutes)

Observer

Name:

Janice Smith (JS)
 Mike Weaver (MW)

Title:

Good Governance Institute – Well-Led review 2022
 Good Governance Institute – Well-Led Review 2022

MEETING NOTES

Item no.	Agenda item	Action
CG-001-22	<p>Welcome & Apologies</p> <p>The Chair welcomed all those in attendance to the meeting and noted the following:</p> <p>GGI (Good Governance Institute) observed the meeting as part of their work on the Well-Led Review.</p> <p>Apologies received from: Asutosh Yagnik (NED), Sheena Khanduri (Medical director), Anne Olsson (Public Governor), Deborah Spearing (Staff Governor), Jackie McCreaney (Public Governor), Andrea Chambers (Appointed Governor)</p> <p>Apologies from attendees that needed to leave early: Keith Lewis (Public Governor), Emily Kelso (Corporate Governance manager), Sam Wilde (Staff Governor)</p> <p>KD Introduced new Appointed Governors: Sam Cross (Cancer Alliance), Nancy Whittaker (Macmillan), Andrew Schache (University of Liverpool)</p> <p>KD welcomed Julie Gray (Chief Nurse) to her first Council of Governors meeting</p> <p>KD noted Governors that have come to the end of their term: Ray Murphy (Appointed Governor), Andrea Chambers (Appointed Governor – Isle of Man), Andrew Pettit (Appointed Governor – University of Liverpool)</p> <p>KD thanked the leaving Governors for their contribution to the Council and the Trust.</p>	
CG-002-22	<p>Declarations of Interests Concerning Agenda Items</p> <p>No declarations of interests were received from Governors</p> <p>GB declared his interest in item GC-017-22 Reappointment of NED, at which point he would leave the meeting.</p>	
CG-003-22	<p>Minutes of last meeting: Extraordinary 22nd September 2021</p> <p>It was noted that the incorrect date on was written on minutes in the distributed paper pack, this was rectified following the meeting and saved as the approved version.</p> <p>The minutes of the last meeting held on the, 22nd September 2021 were approved by the Council as a true record.</p>	
CG-004-22	<p>Matters Arising & Action Log</p> <p>The following updates on the action log were given:</p> <p>CoG-51-19 Trust Board Development day – New Values: JSh informed the council that the publication of the new values was on track, they had been signed off through Board and the final design agreed. The launch was paused due to Covid restrictions, however there will be a soft launch in February that will continue through March and April.</p> <p>CoG-040-20 Membership & Comms Committee – Update: LJB provided the council with an update later in the meeting under item CG-010-22</p>	



	<p>CG-003-21 Minutes of the last meeting – Skill Audit: KD noted this item was on track KD noted the rest of the items on the action log were complete.</p>	
CG-005-22	Chair's Welcome	
CG-006-22	<p>Chief Executive Update</p> <p>1. Covid Update</p> <p>LB provided a verbal update highlighted the following:</p> <ul style="list-style-type: none"> The differences each Covid wave has brought, the biggest issue for the current wave has been sickness and absence as the community levels of Covid have been so high. Throughout the pandemic Clatterbridge have been managing the changes to guidance, for example IPC (infection, Prevention and Control) guidance and guidance on testing and vaccination. The system is currently in Covid level 4 which is the highest level of escalation, however Clatterbridge has done well in this wave continuing to administer chemotherapy and radiotherapy. Covid has been very difficult on patients, particularly the strict rules on visiting, which the Trust have in place to protect patients from infection. There has been an increase in cases of patients admitted with incidental Covid. Throughout the last 2 years Clatterbridge has had different forms of mutual aid. As a specialist trust Clatterbridge has been able to do additional imaging for the acute Trusts and is now looking at admission criteria and looking to provide more general and acute beds for the system, as well as looking to help with the vaccination programme and the anti-viral programme for vulnerable patients. The service was kept going over Christmas and the bank holidays thanks to the hard work of Clatterbridge staff <p>JSh provided an update on sickness and absence, stating the rates were higher than in previous waves, however they were starting to come down.</p> <p>JSh provided an update on the requirement for staff to be vaccinated. The current legislation: all staff involved in regulated healthcare activity are to be full vaccinated (2 vaccines) by 1st April 2022. This is referred to as VCOD (Vaccination as a Condition of employment). Before Christmas the Trust identified 114 staff that weren't vaccinated after working through the information with staff it has changed to 95.</p> <p>JSh confirmed the absence rate is different between clinical and non clinical staff, stating there was high sickness absence in admin services, nursing and AHPs (allied health professionals).</p> <p>JSh confirmed that the uptake for the flu was lower this year than previous years</p> <p>YN congratulated and thanked staff for keeping the service open throughout Christmas and the bank holidays and from their knowledge as a member of Wirral Council noted that the Covid infection rates were very high, and the Council believed they would take 6 to 8 weeks to come down.</p> <p>Governors enquired what would happen to staff that didn't meet VCOD rules</p> <p>JSh explained that the workforce team are working through with staff the benefits and consequences of not being vaccinated and assured Governors they will look for</p>	

redeployment where possible. However if not possible, the team will look to terminate contracts of employment.

Governors enquired about a breakdown of the 95 staff unvaccinated staff members and the area they work in. JSh confirmed there is breakdown, but was unable to share the exact figures. JSh noted there weren't any medical staff in the 95, they were primarily AHPs and admin and clerical staff, some of whom have medical exemptions. The workforce team will engage with staff and have ongoing conversations regarding their vaccination status.

Post meeting note – the requirement for all staff to be vaccinated was dropped by the Government after the meeting.

When asked about whether nightingale hospitals were reopening, it was confirmed they had originally been disbanded, however a few mini nightingales had opened and the only one in the north west is in Preston.

When asked if there were patients unable to be discharged due to pressures on the service, it was confirmed there were a small number of patients that had been delayed, the figures for which were outlined in the performance report. However, whilst the wider System has been under pressure, this has not been a huge issue for Clatterbridge.

JSp confirmed there were no issues with patients accessing lateral flow tests and noted there had been trouble with LAMP testing for staff, however LAMP testing is now only for front facing staff, whilst the rest of staff test use lateral flows.

JG noted that visiting in every organization had been stepped down as far as reasonably practical, and Clatterbridge had kept a strong stance on this to protect its vulnerable patients. JG explained the best thing to do to minimise risk of spreading infections is to reduce contact with others. JG highlighted that staff had stepped up and worked hard to show compassion to patients and work with them to help them digitally see loved ones and provide support, particularly over Christmas. JG noted there had been complaints over visiting rules staying place over Christmas, however with infections rising in January this stance helped protect patients.

2. Planning Guidance

JT highlighted the following from the new planning guidance published 24th December 2021:

- The Guidance recognises the continuing need to manage Covid
- There is a focus on reducing the patient waiting list back log
- The Cheshire and Merseyside Integrated Care Board being changed to the statutory body of the Integrated Care Board has been delayed until 1st July 2022 (instead of 1st April 2022)
- Final planning submissions from Trusts and Systems have been delayed to the end of April
- The guidance focuses on 10 planning themes which are consistent with the NHS Long Term plan, JT noted the key themes for Clatterbridge were 'Workforce and culture', 'tackling the backlog', 'tackling health inequalities' and 'Improve productivity to pre-covid levels'

JT outlined the Key Targets for all Trusts:

- Increase elective activity by 10%
- Increase diagnostic activity by 20%

	<ul style="list-style-type: none"> • Reduce outpatient follow ups by 25% <p>JT noted the following specific issues for Clatterbridge</p> <ul style="list-style-type: none"> • Cancer wait times at February 2020 levels – 62 day target • Stratified patient follow ups - Skin, Lower GI, Prostate, +1 other • Increase recruitment of cancer workforce - Nurse Specialists, Support Workers • Ongoing role of Cancer Alliances • Restoration of screening programmes <p>Governors enquired if the recruitment of staff was being done proactively or reactively</p> <p>JSh responded that proactive recruitment plans were being put into place and having regular planned recruitment activity was being supported</p> <p>JT provided a financial planning guidance overview, highlighting the following points:</p> <ul style="list-style-type: none"> • Draft guidance issued through NHSE Regions – recognises transition year • Duty for ICB and Trusts to break-even – and jointly manage their financial risk • Funded activity commissioned through ICB contract – process and timeline unclear • Commissioner contract has fixed and variable elements <ul style="list-style-type: none"> -Variable element to reflect +/- performance against plan elective activity -£2.3 bn for variable elements of contracts passed to ICB • 1 year revenue allocations to ICB • 3 year capital allocations to ICB • Net inflation uplift = 1.7% (2.8% inflation with 1.1% efficiency target) <p>JT outlined the next steps:</p> <ul style="list-style-type: none"> • Internal Business planning and budget to be completed by early March and to complete a draft plan to NHS England on workforce activity, finance and quality by the 18th of March. • Then a period of refinement before going to trust board and the final plan submission for next year by the 29th of April. <p>The Council:</p> <ul style="list-style-type: none"> • Noted the content of the update • Will receive the slides from JTs presentation on planning Guidance after the meeting 	
<p>CG-007-22</p>	<p>Lead Governor Update</p> <p>JW updated the Council on the health status of a Governor who had been unwell and shared good news of their recovery. It was noted their term was coming to an end and this Governor would not be returning to the Council before their term was up.</p> <p>JW welcomed the new Governors, and noted the current vacancies which will be hoped to be filled in the election this summer.</p> <p>JW informed the Council that TP is arranging a remembrance garden to be put in place at CCC-Wirral for John Andrews, and both JW and TP encouraged governors to be involved</p>	
<p>CG-008-22</p>	<p>Performance & Quality Presentation</p>	

The presentation was divided into four sections, operational performance, quality performance, workforce performance and finance performance from November 2021.

Operational Performance:

- Maintained excellent Cancer Waiting Times performance throughout the COVID-19 pandemic.
- COVID-19 inpatient flow challenges
- Leading the provision of Community Diagnostic Hubs in Cheshire and Merseyside - there are five of these across Cheshire Mersey and there having like a significant positive impact on patient pathways and patients access to tests.
- Rising activity as the NHS recovers from the initial stages of the pandemic, with associated workforce capacity challenges particularly in radiology and chemotherapy nurses.
- Continued roll out and refinement of online dashboards to support patient safety, inpatient assessments and audits ('perfect ward'), COVID-19 recovery planning and the achievement of Cancer Waiting Times standards.
- Settling in of Aseptic Pharmacy Team at CCCL) excellent performance against the cancer waiting time targets for patients. So despite the pandemic patients are having timely access to our services.

JSp also noted an ongoing focused piece of work on the underutilisation of beds, highlighting that during December and January occupancy had increased because a lot of mutual aid had been offered.

JSp thanked staff for their strength, creativity and efforts over December and January.

KD echoed JSp thanks to staff on behalf of the Governors and asked this to be reiterated to staff through communications on an ongoing basis.

Quality Performance:

- JG highlighted the increase in incidents per thousand bed days shown in the report and reassured the Council this was a positive result. JG explained that high performing organisations should be high incident reporting, low harm organisations, and that's where Clatterbridge is.
- JG highlighted the C. Difficile trajectory as there have been 11 cases in a 12 month period. JG noted that this was a result the Trust wanted to come below and it has already hit 11 this year to date which is in line with the national picture. It was noted this national picture is partly because of an increased reliance on antibiotics for respiratory disease because of COVID. However C.Difficile doesn't respond to alcohol hand gel, so washing hands is important. JG noted this statistic was not concerning but found it worth noting because it is out of the normal trajectory.
- JG noted that a lot of the Trust's quality initiatives haven't been stepped down throughout the pandemic where other organisations have had to. JG assured the Council the Trust will continue to keep a close eye on quality and have plans in place for the next 12 months and beyond.

Workforce performance:

- JSh noted the Trust will continue to focus on its statutory and mandatory training and PADRs (performance appraisal and development review), highlighting that compliance for this was met in November. It was noted that sickness was slightly above target and sickness absence increased in October and November.
- JSh highlighted the quarter two pulse and engagement survey results explaining that this was a new version of the Pulse survey and was launched in July. This

	<p>was followed by the National Staff Survey and currently the quarter four culture and engagement Pulse survey is underway, the results of which will be used to develop the action plan.</p> <p>Governors enquired if there was a difference between clinical and non-clinical areas on staff turnover and if there were hotspots that needed focus.</p> <p>JSh confirmed that during the last 12 months there was a high turnover in admin and clerical, and nursing. Retention plans have been put in place and have worked really well. The Council was assured that turnover is reported by professional group and deep dives are done when necessary.</p> <p>When asked about benchmarks for the Pulse survey, JSh noted for the first of the new survey, there was no benchmarking information available, but going forward that will be available in a more robust way.</p> <p>JSh noted that although the Pulse is referred to as a quarterly survey there isn't a set of results since July as the annual staff survey is done in quarter three instead.</p> <p>Financial Performance</p> <p>JT highlighted the table in the report shows Clatterbridge to be in a deficit, however the Trust is planning for a balanced position by the end of the year. JT explained that the deficit is because the Trust planned to receive extra income due to increased activity, however because the Cheshire Merseyside system as a whole hasn't achieved that extra level of performance, the Trust doesn't accrue the income that it was planning for. The finance team are working this through and putting mitigations in place.</p> <p>JT noted the Trust has maintained a healthy cash balance and its capital expenditure, even though it is slightly behind plan by the end of the year, the Trust will have spent its capital money.</p> <p>JT highlighted that for agency usage the Trust is currently under plan based on its historic amount. However, this will probably increase as the Trust has more bank and temporary staffing costs incurred in December and January. This means by the end of the year it will probably be at plan level.</p>	
<p>CG-009-22</p>	<p>Patient Experience & Inclusion Group Report</p> <p>AW presented the report from the patient experience and inclusion group and highlighted the national inpatient survey results. The results for 2020 highlighted that The Clatterbridge Cancer Centre was one of just six hospitals nationally (and the only hospital in Cheshire & Merseyside) to achieve the 'Much better than expected'</p> <p>AW also highlighted the National Council of Patient Experience Survey results which showed areas Clatterbridge had improved in as well as areas for further improvement. It was emphasised that both these national surveys show what a good job the staff and volunteers do in delivering great patient experience but also identifying where improvements can be made.</p> <p>AW gave special thanks to Karen Kay, Kirsteen Scowcroft, Elkan Abrahamson, Laura Jane Brown, Keith Lewis and Steve Sanderson for their commitment and support to the patient experience and inclusion group.</p>	

	<p>AW noted the work on the Patient Experience and Public Inclusion Strategy 2019-2021 and Patient Experience, Engagement, Inclusion & Involvement Commitment 2021-2026 outlined in the report emphasising its co-production with patients which brings the patient focus right to the heart of it.</p> <p>AW noted 7 patient experience walkabouts have taken place since the last Council of Governors meeting and encouraged Governors and Non-Executive Directors to get involved as it is an opportunity to hear about patient experiences first hand.</p> <p>AW noted Kirsteen Scowcroft (Head of Patient Experience and Inclusion) would be leaving the Trust and thanked her for her fantastic contribution to patient experience</p> <p>KD thanked AW for the update</p> <p>ST asked any Governors wanting to be involved in Patient Experience Walkabouts to email her and she will add them to the rota.</p>	
<p>CG-010-22</p>	<p>Membership Engagement & Communications Committee Report</p> <p>LJB provided a verbal update on the newly restarted Membership, Engagement and Communications Committee, the first meeting took place in December 2021. LJB noted the action log said December 2022 in error.</p> <p>In the meeting in December 2021, LJB was elected as the new Chair and the committee took the chance to regroup and share ideas and lots of enthusiasm for membership. LJB highlighted that the consensus of the committee was that instead of just recruiting people to become members for number, the committee would like to emphasise engagement and look at what the Trust is providing its Members with and how we're getting them involved.</p> <p>The committee has revised the terms of reference to ensure the focus is on the Governors attending with assistance from the communications team and the corporate Governance team.</p> <p>The committee will next meet in February 2022 and will develop a new membership engagement and communications strategy. Initially meetings will be bi-monthly and once the strategy is in place these will go to quarterly.</p> <p>LJB encouraged Governors to be involved and let the Council know anyone wishing to be involved should contact herself or ST.</p> <p>KD thanked LJB for her update.</p>	
<p>CG-011-22</p>	<p>Performance Committee - Assurance Report</p> <p>GB, Chair of the Performance Committee, presented the 'Triple A' Chair's reports that come out of each committee and go to Trust Board and provided Governors with information on the current agenda items of focus. The key points highlighted were as follows:</p> <ul style="list-style-type: none"> Operational financial planning is fast moving and continually changing, but it is being kept on top of as the earlier overview showed There have been deep dives into certain areas including: 	

	<p>-the 28 day faster diagnosis service, - sustainability and the green Plan -research, innovation business plan – the committee continue to keep an eye on this because there are some risks in there, so that will be fed back to the committee on a quarterly basis. -clinical decisions unit, GB highlighted a larger piece of work going on around staffing, being proactive in engagement and addressing recruitment gaps. A deep dive will go to the January 2022 committee meeting. -bed occupancy and whether the Trust need to reconfigure our bed occupancy, particularly on the number of beds that are available</p>	
CG-012-22	<p>Quality Committee - Assurance Report</p> <p>TJ highlighted the following key events from the 'Triple A' Chair's reports for the Quality Committee:</p> <p>-Aseptic Production Unit</p> <ul style="list-style-type: none"> • The issues around transfer of the aseptic production unit from CCC to the CCC Liverpool and the subsequent significant problems in delivery of chemotherapeutic agents. • The appointment of an interim chief pharmacist , who put together a comprehensive and detailed report as to how that process was going to transfer. • . • Transfer of that unit has now happened in December, but the quality Committee will continue to ensure the progress of that transfer. <p>-Knock on Effects of the Aseptic Unit in researching innovation, and the renewal of the Experimental Cancer Medicines Centre</p> <ul style="list-style-type: none"> • The centre is a flagship research centre .. Because of the provision of chemotherapeutic agents to early phase clinical trials, there was an inevitable risk related to that. So the committee kept that at very high at alert for last six months. This risk has reduced as problems related to the provision of getting therapeutic agents for clinical trials have reduced. <p>-Medicines Management and Controlled drugs procedures</p> <ul style="list-style-type: none"> • The committee was reassured with satisfactory reports and deep dives related to Medicines Management and Controlled drugs procedures, <p>-Communications</p> <ul style="list-style-type: none"> • There was a deep dive into the transfer to remote consultations. The report that the quality committee had in September showed no real immediate concerns. The committee will continue to keep an eye on that going forward. <p>-Risks</p> <ul style="list-style-type: none"> • The Quality Committee and the Executive team have done a huge amount of work around the reporting of risk and the definition of risk versus issues and how they're individually assessed and recorded. The risk register has improved and continues to be worked on. <p>TJ finished the update by acknowledging that the committee has had a busy but successful 6 months and items from the earlier reports have moved on successfully.</p>	
CG-013-22	<p>Audit Committee - Assurance Report</p> <p>MT highlighted the following key events from the 'Triple A' Chair's reports for the Audit Committee:</p> <p>Value for money report</p> <ul style="list-style-type: none"> • This is mandated as part of the year end audit process and wasn't completed by the time of the last Council of Governors meeting in July. There was an action for this to be completed by September with Grant Thornton (the external auditors) 	

	<p>working with the finance team to achieve this. The report was finally considered by the Audit Committee in October when Grant Thornton attended for the last time.</p> <ul style="list-style-type: none"> The report was extremely positive with only four recommendations arising which were things like financial sustainability, governance, the way that the Trust handled the COVID-19 arrangements <p>External Auditors</p> <ul style="list-style-type: none"> At the Council of Governors meeting in July it was agreed that the Trust needed to go out to tender for the external audit service. Governors attended an extra-ordinary meeting in September and supported the appointment of Ernst Young. <p>Internal Audit</p> <ul style="list-style-type: none"> Internal Audit highlighted similar areas for improvement as the value for money report. One particular area of concern was managing of conflicts of interest which showed limited assurance on the internal audit report in October 2021 MT noted there is some control weaknesses in that area, and along with fit and proper persons and annual declarations of interest. The audit Committee has asked the Associate Director of Corporate Governance to report on progress on the various recommendations at the January 2022 Audit 	
<p>CG-014-22</p>	<p>Charitable Funds Committee - Assurance Report</p> <p>EA highlighted the following key events from the 'Triple A' Chair's reports for the Charitable Funds Committee:</p> <ul style="list-style-type: none"> There has been a dip in the amount of money that the charity has been able to raise. This is in line with other hospital charities during Covid The bogus charity collector that was involved in a serious incident has been convicted and sentenced. A new digital specialist for fund raising has been appointed and been with Clatterbridge for 3 months and they are already making an impact. <p>A Governor enquired about a gofundme page to raise money for cold caps and asked if the Charity was aware and if this platform was appropriate</p> <p>KB responded that the charity is in touch with the person in question and when fundraisers like this come to the charity's attention, they automatically contact them and engage with them. For this particular case, the charity is happy with the fundraiser and is encouraging them to move to another platform.</p> <p>EA requested if the Council does come across individual fundraising efforts in the name of Clatterbridge that they let KB know..</p>	
<p>CG-015-22</p>	<p>Proposal for the conversion of the Clatterbridge Cancer Charity to Independent Status</p> <p>EA provided the Council with information ahead of discussions at Charitable Funds Committee and Trust Board regarding proposals relating to the Clatterbridge Cancer Charity's status.</p> <p>EA outlined the differences between an NHS Charity and an 'Independent' Charity noting the benefits highlighted in the report, focusing on NHS Charities being accountable to the Department of Health & Social Care, whereas 'Independent' Charities are not. As an NHS Charity the Department of Health & Social Care could in theory take into account the charity funds when looking at the funds available to the hospital, and thereby potentially reduce the funds they make available to us.</p> <p>EA also highlighted that when looking for Trustees, potential candidates are more interested in an independent charity than a charity that is part of the hospital.</p>	

EA noted that this is only a preliminary view but the committee feel it is appropriate to explore the possibility of changing the status to an independent charity.

When asked about being registered with the Charities Commission, EA responded that they have already approached a law firm to start to advise us on the process and if approved, to start the process of registering as an independent charity with the Charities Commission.

EA noted the factors to consider from the report, highlighting that the Chair of the Independent charity can't be appointed by the Trust, so there is a separation between Trust and Charity. It was noted this is a good thing because it empowers the Charity and the Trustees. The ultimate aim is to ensure that the charitable funds remain for the benefit of the Trust

EA informed the Council of the next steps as presented in the report. It was noted the first point 'Charitable Funds Committee considers proposal & makes recommendation (21st Jan)' was incorrect as the committee had been postponed due to pressures on the service.

EA highlighted is agreed this would be a long process of 12 to 18 months for conversion.

A Governor asked for more information on the advantages and disadvantages of the conversion, noting that aside from the fact that this would make the charity independent of the Department of Health and Social Care, the report didn't contain much detail on the advantages of the conversion. There is potentially a future risk to funds and converting will likely cost a substantial amount of money and more to run than it currently does. The Governor asked for further information regarding the proposal.

EA highlighted the two key advantages:

- Independent of Department of Health & Social Care and therefore independent funds.
- Being an independent charity is more attractive to Trustees and therefore a better calibre and profile of trustees, which in turn can lead to better fund raising.

EA noted that the process costs money and diverts resources. It was noted the Charitable Funds Committee believe that on balance the cost is worthwhile, however the final decision has not been made, and the costs and the benefits are still being teased out.

KB noted that another benefit of converting to an Independent charity is that the charity can demonstrate independence from the trust, and independence of decision making, which increases transparency. This is potentially more attractive to donors to support us, because they can see directly where the money will go. From talking to other Charities that have moved to independent status, KB noted that although there may be cost in moving to independence, there are greater opportunities for charity to grow in the medium term and beyond.

KD noted that currently there are a number of people that think that the NHS is government funded and therefore are reluctant to donate charitably to it, as part of the hospital.

The Governor asked if there was a business plan in place

KB confirmed they are working on a business plan. It was noted the Charity Team are creating an income projection plan for the future including best and worst case scenarios. As the charity is asking for donations, forecasting is not straight forward

MEETING NOTES

	<p>however the charity has a history of doing quite well.</p> <p>The Governor had further questions and asked to discuss them further outside of the meeting</p> <p>KB will liaise with the Governor to answer their questions.</p> <p>KD noted that no decisions had been made at this meeting and all points raised by the Council will go forward and be built into the considerations.</p>	KB
CG-016-22	<p>Amendments to the Constitution</p> <p>KD noted that the last review and update of the constitution was carried out in July 2021, where it was presented to and later approved by the Council of Governors. Since then it has been recognised that given the end of the term of service of the appointed Governor representative from MCH Psychological Services (previously known as MANX Cancer Help), the Council of Governors was left with a gap in representation from the Isle of Man. KD highlighted that representation from the Isle of Man is valued by the Trust as a percentage of our patients reside on the Isle of Man, along with the Trust's ongoing commitment supporting chemotherapy and immunotherapy in the Eric & Marion Scott Oncology Unit based at Noble's Hospital – Isle of Man.</p> <p>KD asked the Council to approve the continued representation of Isle of Man constituents through an appointed Governor from the Department of Health & Social Care – Isle of Man. This would increase flexibility of the potential pool of Governors.</p> <p>A Governor highlighted page 84 of the constitution where masculine pronouns had been used instead of inclusive pronouns.</p> <p>EA highlighted in the definitions clause, 1.2 it says words importing the masculine gender only shall include the female gender. That's not to say that the constitution should always use the masculine gender. It was noted it doesn't say vice versa and suggested this be looked at and inclusivity ensured.</p> <p>EK will incorporate the suggested changes</p> <p>KD noted once the changes have been made the constitution would be approved with the Department of Health on the Isle of Man being invited to nominate a Governor.</p>	
CG-017-22	<p>Reappointment of Non-Executive Director – Geoff Broadhead <i>GB left the meeting</i></p> <p>JW gave a verbal recommendation on behalf of the nominations committee to reappoint Geoff Broadhead as a Non-Executive Director for another three years.</p> <p>The Council agreed to reappoint Geoff Broadhead when his term comes to an end in summer 2022.</p>	
Any other business		
CG-018-22	<p>Any Other Business</p> <p>None declared</p>	

Next meeting:



MEETING NOTES



The Clatterbridge
Cancer Centre
NHS Foundation Trust

Date: 23 March 2022

Location: MS Teams

Start time: 17:00

Finish time: 19:00

Signature:

Date:

Chair

(Insert date when minutes are signed)

