**Minutes of: Council of Governors**

**Date/Time of meeting: 6th July 2022**

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| **Title / Department** | **Name** | **Initials** | **Present / apols** |
| **Core member** |
| Chair  | Kathy Doran | KD | P |
| Non-Executive Director  | Mark Tattersall | MT | A |
| Non-Executive Director  | Elkan Abrahamson | EA | P |
| Non-Executive Director  | Geoff Broadhead | GB | A |
| Non-Executive Director  | Terry Jones | TJ | P |
| Non-Executive Director  | Asutosh Yagnik | AY | P |
| Non-Executive Director  | Anna Rothery | AR | P |
| Chief Executive | Liz Bishop | LB | P |
| Director of Workforce & OD | Jayne Shaw | JSh | P |
| Medical Director | Sheena Khanduri | SK | P |
| Chief Nurse | Julie Gray | JG | P |
| Chief Operating Officer | Joan Spencer | JSp | P |
| Director of Finance | James Thomson | JT | P |
| Chief Information Officer | Sarah Barr | SB | A |
| Director of Strategy | Tom Pharaoh | TP | A |
| Public Governor | Anne Olsson | AO | P |
| Public Governor | Jonathan Heseltine | JH | P |
| Public Governor | Andrew Waller | AW | P |
| Public Governor | John Field | JF | 0 |
| Public Governor | Patricia Higgins | PH | P |
| Public Governor | Sonia Holdsworth | SH | A |
| Public Governor | Keith Lewis | KL | P |
| Public Governor | Jackie McCreaney | JMc | 0 |
| Public Governor | John Roberts | JR | P |
| Public Governor | Patricia Gillis | PG | 0 |
| Appointed Governor | Andrew Schache | AS | A |
| Staff Governor | Myfanwy Borland | MB | P |
| Staff Governor | Laura Jane Brown | LJB | P |
| Staff Governor | Carol Nelson | CN | A |
| Appointed Governor | Mahamoud Elfar | ME | P |
| Public Governor | Jane Wilkinson | JW | P |
| Public Governor | Glen Crisp | GC | P |
| Appointed Governor | Andrew Bibby | AB | A |
| Appointed Governor | Yvonne Nolan | YN | 0 |
| Appointed Governor | Paul Brant | PB | 0 |
| Appointed Governor | Samuel Cross | SC | 0 |
| Appointed Governor | Nancy Whittaker | NW | P |
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| **Also in attendance**  |
| **Title** | **Name**  | **Initials** |
| Corporate Governance Manager | Skye Thomson | ST |
| Interim Governance Advisor | Madelaine Warburton | MW |

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|  | **Standard business**  |
|  | **Welcome, introduction & apologies:** The Chair welcomed all those in attendance and was pleased to be Chairing the first hybrid in person / MS Teams Council of Governors meeting since the meetings went online at the start of the Covid-19 pandemic.The Chair noted the apologies from the table above. |
|  | **Declarations of interest:**

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| **Name** | **Agenda No.** | **Nature of Interest / Action Taken** |
| Terry Jones | NED Appraisals and Re-appointments  | Full reports taken to Nominations Committee and summary of recommendation taken to Council of Governors  |
| Elkan Abrahamson | NED Appraisals and Re-appointments  | Full reports taken to Nominations Committee and summary of recommendation taken to Council of Governors  |
| Anna Rothery | NED Appraisals and Re-appointments  | Full reports taken to Nominations Committee and summary of recommendation taken to Council of Governors  |
| Asutosh Yagnik | NED Appraisals and Re-appointments  | Full reports taken to Nominations Committee and summary of recommendation taken to Council of Governors  |
| Kathy Doran  | NED Appraisals and Re-appointments  | Full reports taken to Nominations Committee and summary of recommendation taken to Council of Governors  |

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|  | **Minutes of previous meeting**The minutes were approved as a correct record of the meeting  |
|  | **Matters arising / outstanding actions**None  |
|  | **Chair’s welcome** Welcome given in item 37, separate ‘Chair’s Welcome’ item to be removed for future meetings.  |
|  | **Chief Executive Update**The Chief Executive provided the following updates to the Council of Governors. The Chief Executive noted NHS Chief Executive Amanda Pritchard visited Liverpool for the NHS Confederation conference and had a positive and successful visit to the Clatterbridge Cancer Centre- Liverpool. The Chair and Chief Executive had also met the new Chair of the Integrated Care Board (ICB) and had a positive discussion regarding Clatterbridge and cancer across the system. The Integrated Care System became formally legal on the 1st July 2022. The Chief Executive noted the Trust was anticipating a visit from the shadow secretary of state for health. Chief Executive noted an increase in Covid-19 in the community and reassured the council that the Trust was making sure measures to control infection are tight. The Chief Executive informed that Council that the ICB and NHSEngland have commissioned a clinical service review of 7 Liverpool clinical providers. The Trust will be engaging with the review which is due to conclude in December. The Chair noted that the ICB plan to set up Governor workshops; as soon as they become available the Council will be informed.  |
|  | **Lead Governor Update**The Lead Governor requested feedback on the summaries she writes following each Trust Board meeting to be sent in the Governor bulletin. The Governors confirmed the summaries were helpful and they would like them to continue. The Lead Governor noted the draft addendum to *Your statutory duties – reference guide for NHS foundation trust governors*, and noted that Governor training wasn’t written as compulsory. The Chair noted that it was unlikely to be made compulsory. Any further comments on the draft addendum should be sent to the Corporate Governance Manager. The Lead Governor updated the Council on another public Governor who had been unwell and resigned in January 2022; he was again very unwell and a gift had been sent on behalf of the Council and the Trust. The Chair thanked the Lead Governor for the update**.**  |
|  | **Reports and Action Plans** | **Action** |
|  | **Performance and Quality Update**The Executive Team updated the Council of Governors on Key Operational Issues, Quality, Workforce and Finance within the Trust. **Key Operational issues** The Chief Operating Officer noted:* The challenges with cancer waiting time targets
* Covid-19 challenges – including high referrals and an increased length of stay
* Community Diagnostic Centres (CDCs) in Cheshire and Merseyside – noting there are now 5 CDCs in operation across Cheshire and Merseyside
* Increase in patient transfer from LUHFT to the Trust
* Ongoing Integrated work as part of the Integrated Care System

The Lead Governor noted that she had seen Portsmouth were delivering chemotherapy by a drone and asked if this was something that could be done for the Isle of Man. The Chief Operating Officer had been in touch with Portsmouth and noted this was a very early proto typeThe Council requested further clarification on what the Community Diagnostic Centres (CDCs) do. The Chief Operating Officer noted they did a range of work including cardio and respiratory. Patients are referred by their GP, and the CDCs are not specifically for cancer patients. The Chief Operating Officer confirmed the Wirral CDC is on the Clatterbridge campus. **Quality Highlights**The Chief Nurse highlighted: * Covid-19 – The Trust has maintained Covid biosecurity, still wearing masks in clinical areas. This is something the Trust never stood down.
* 1 fall was declared as a lapse in care. Although on the surface the fall did not appear to be a lapse in care, however after a deep dive, the team found that during the patient’s treatment there was an opportunity to give IV fluids that was not taken. As the Trust deviated from protocol, something could have been done differently, meaning it could have been a lapse in care. This case demonstrates the detail that goes into each investigation. The Trust is reviewing the process of sharing learning.
* Staff flu vaccinations and Covid boosters likely to start in September
* International recruitment to Cheshire and Mersey cohorts – 6 Indian nurses are settling in well, with 6 more coming soon and another case made for 6 to come in the future.

Staff Governor LJB noted the positive staff story from one of the International Nurses shared at the Trust Board. **Financial Performance** The Director of Finance noted that the Trust is on plan for month 2. The Trust’s original financial plan was challenged by the ICS, revised and resubmitted at the end of June 2022. The Director of Finance noted the risk that 100% of the efficiency programme has not been identified yet. The Council requested further information on the efficiency programme. The Director of Finance informed the council that 2.5% of the budget is the efficiency programme which is consistent with other Trusts in the system. This is being worked through with operational colleagues. The Director of Finance informed the council there was a £2.9million increase in utilities spend for this year. The contract with the utilities provider ended in April, which saw an increase in the cost of gas and electricity for Clatterbridge Liverpool. A budget has been made however it is an efficiency before the start of the year. This is a nationally recognised pressure and additional funding will be given, however it is unlikely fully to cover what the Trust is facing. The Council discussed the agency cap and the Director of Finance noted the Trust aim to use NHSProviders bank staff rather than agency. **Workforce** **Performance**The Director of Workforce & Organisational Development noted the following from the report: * Reduction in sickness absence, however Covid-19 cases are rising nationally which may impact this.
* Turnover being above target.
* Mandatory training above 90%
* PADR compliance rates

The Council enquired about the staff survey results, the Director of Workforce & OD noted this year a different approach had been taken and the trust was holding staff listening events which were being well received. Staff Governor MB enquired how many staff take up exit interviews, The Director of Workforce & OD noted there had been an increase in uptake and the numbers were monitored through the Workforce Advisory Group. The interviews give a better understanding than the categories on the leavers form; it’s important to speak to the staff. Appointed Governor SC, asked if the recording of sickness absence will change with regards to Covid-19. The Director of Workforce & OD noted the changes come into effect around terms and conditions and payment. Public Governor AW, noted the staff survey results were available online and were excellent. The Council noted the report.  |  |
|  | **Audit Committee Assurance Report** The Director of Finance introduced the Audit Committee Assurance Report in the absence of Non-Executive Director and Audit Committee Chair MT. The Director of Finance noted the Audit Committee had met for multiple meetings in order to close out the 2021/22 year and noted the reports taken. The Director of Finance provided an update on the 2021/22 annual report and accounts highlighting that the amount of testing of the accounts had increased this year. The Trust didn’t hit the submission date due to a technical accounting issue regarding the new hospital and PropCare. However this has been worked through and the accounts are due to be submitted the following week. The external audit process will be discussed at the October Audit committee. The Chair thanked the audit committee and finance team for all their hard work.The Council noted the report |  |
|  | **Performance Committee Assurance Report** The Chief Operating Officer introduced the Performance Committee Assurance Report in the absence of Non-Executive Director and Performance Committee Chair GB.There had been two meetings since the last Council of Governors meeting, one in March and one in May. The Chief Operating Officer spoke to the reports and highlighted the Apollo 2 EPR (electronic patient record) exercise that tested business continuity plans, looking at what happens if the system goes down. There was great response from IM&T and this was a really helpful exercise. For the new Royal hospital set to open late September, one link bridge on level 0 has been committed to completion for the opening and work is ongoing regarding safe patient transfer between organisations. The plan is for the other 2 link bridges to be ready by February 2023. The Council noted the report. |  |
|  | **People Committee Assurance Report** Non-Executive Director and Chair of People Committee AR, introduced the report and noted she had had technical difficulties joining the meeting and NED GB had stepped in to Chair. The Director of Workforce & OD spoke to the report and noted this was the first meeting of the newly established People Committee and highlighted the following:* Mandatory training was highlighted as an item of concern. Safeguarding ILS and BLS compliance had been low for a while. The team are looking into requirements for role essential training to look at streamlining the process and reducing the time needed for staff to complete mandatory training.
* The staff listening events had engaged with over 400.
* The first staff awards will take place on the 14th October in crown plaza, celebrate success of workforce. Staff had asked for formal thank you on the work that went into opening the new hospital.

The Council enquired about the Equality, Diversity and Inclusion Lead vacancy. The Director of Workforce & OD noted that the process had begun to secure a new individual for the role. Appointed governor ME, noted that when staff are required to attend mandatory training in person compliance is more challenging than virtual training. The Director of Workforce & OD noted the Trust is limited on dictating between online vs in person. The Council noted the report.  |  |
|  | **Charitable Funds Committee Assurance Report** Non-Executive Director and Chair of the Charitable Funds Committee EA introduced the report and noted that a further meeting had been had that morning, and in the first quarter the Charity is at 98% of the target for income. The charity ball raised nearly £170K. NED EA noted the team are recruiting for a Chair of Trustees for when the Charity becomes independent. The Council noted the report  |  |
|  | **Quality Committee Assurance Report** Non-Executive Director and Chair of the Quality Committee TJ introduced the report and noted the committee had settled and moved from monthly to quarterly as part of the revised Governance structure. NED TJ spoke to the report highlighting the following areas:* The comms deep dive
* The Papillon suite
* Pharmacy
* The ECMC research bid

The Council and Committee members discussed the Papillon suite in further detail. The Chief Executive noted that the issue is with commissioning the instrument as the previous machine was at the end of its life span. The team are having ongoing conversations with the manufacturers regarding getting the new machine to a point where it is safe to use. The priority has been ensuring patients are managed safely. It is unknown if there will be a suitable machine as it is still a work in progress. There are not many providers of this service. The Council noted the report.  |  |
|  | **For consultation or approval** |
|  | **MECC Report, Strategy and Implementation Plan** Staff Governor and Chair of the Membership Engagement and Communications Committee LJB introduced the report and noted the committee had been busy finalising the strategy and creating their Implementation Plan. The strategy was brought to the Council for approval. LJB noted the progress with Governor elections with 10 of 13 seats filled, 1 of which was contested and will go to election. The Chair thanked Public Governor PH for her contribution for last three years as she ends her time as a Governor and thanked all the Governors finishing in August for their time and dedication. The Council approved the Membership Engagement and Communications Strategy and Implementation plan.  |  |
|  | **For information** |
|  | **Patient Experience, Inclusion and Involvement Group Report**Public Governor AW, noted the Patient Experience, Inclusion and Involvement Group will now be referred to as the Patient Engagement and Inclusion Committee and will report into the Risk and Quality Governance Committee with a new consultant Chair. AW highlighted there had been 3 NED and Governor Engagement walk-rounds and invited others to input. Public Governor JR noted he had attended a virtual walk-round and there had been a very positive response from patients and they had appreciated all the work going on at the hospital. NED EA attended the first in person walk-round since the start of Covid-19 and wore a t-shirt saying ‘I’m a NED ask me what I do’. EA noted it was a very positive walk-round and it was challenging getting suggestions for improvement, but communication was raised as noted in the report, with lots of work ongoing to address this. The digital patient stories that are discussed at Trust Board were noted and the Council was directed to the Trust website to view those. AW noted that the in-patient survey had been received, but the results are embargoed with no release date given. AW noted progress had been made recruiting the Head of Patient Experience. The Chair noted that issues raised on the Walk-rounds were captured in the report and discussed at the Trust Board meetings. In addition for future walk-rounds there will be support from the Directorate on hand to answer any queries or concerns immediately. Public Governor KL asked if counselling was still available for staff well-being. The Director of Workforce and OD confirmed it was through the employee assistance programme and CWP. The Council noted the report.  |  |
|  | **Operational and Financial planni**ng The Director of Finance provided an update on the Trust’s operational and financial planning for 2022/23. The Director of Finance noted that the move to the ICS meant that the Trust’s plan must fit in with the Cheshire and Merseyside ICS plan. The Trust submitted revised plans on 20th June 2022. The Director of Finance spoke to the slides on the following key areas:Activity and PerformanceWorkforce PlanFinancial PlanIn response to the risk of inflation increase being highlighted, Lead Governor JW asked if historically when inflation hit the NHS assisted Trusts. The Director of Finance noted previously it had, and that some Trusts would be hit more than others depending on when their contracts end. If there is extra inflationary money available it will go to ICB, which will have local conversation about how it should be applied. The Chair noted this is a work in progress which will continue to be monitored. |  |
|  | **NED Appraisals and Re-appointments** The Lead Governor introduced the report from the Nominations Committee and recommended the Council of Governors note the outcome of the Chair and NED appraisal process and agree the reappointment of Non-Executive Directors Elkan Abrahamson and Terry Jones for a second term of three years.The Council approved the proposals and re-appointments. |  |
|  | **Any other business** |
|  | **Meeting review**The Chair asked the committee if the Council of Governors meetings were covering the right areas and if the format was working. The Council had no additional areas to added and agreed to the continuation of the hybrid in person/MS Teams meetings.  |
|  | **Any Other Business**The Chair thanked the Governors finishing their terms: Pat Higgins, Pat Gillis, Andrew Bibby and Sam Wilde for their time and commitment to the Trust and wished them all the best for the future The Lead Governor echoed this thanks on behalf of the Governors. Staff Governor LJB, noted the approved Membership Engagement and Communications Strategy was still subject to an Equality Impact Assessment which will be completed prior to publication/distribution.  |
|  | **Date and time of next meeting via MS Teams: 5th October 2022**  |