WHH Council of Governors

Thursday 16 February 2023
4.00pm – 6.00pm
Trust Conference Room, WHH/Via MS Teams

COUNCIL OF GOVERNORS
Thursday 16 February 2023 4.00pm – 6.00pm
Trust Conference Room, Burtonwood Wing, WHH

AGENDA ITEM	TIME	AGENDA ITEM	OBJECTIVE/ DESIRED OUTCOME	PROCESS	PRESENTER
FORMAL BUSINESS					
COG/23/02/01	**4.00pm**	Welcome and Opening Comments Apologies; Declarations of Interest		***Verbal***	Steve McGuirk, Chair
COG/23/02/02 **PAGE 5**		Minutes and Action Log of meeting held on 11th November 2022	***For approval***	***Minutes & Action Log***	Steve McGuirk, Chair,
COG/23/02/03	**4.05pm**	Matters arising	***To note for assurance***	***Verbal***	Steve McGuirk, Chair
ITEMS FOR APPROVAL					
COG/23/02/04 **PAGE 15**		Amendment to Constitution	***For approval***	***Report***	Company Secretary
GOVERNOR BUSINESS					
COG/23/02/05 **PAGE 132** **PAGE 137**	**4.07pm**	Lead Governor Update - Board Observation Report - Governor Working Group - Governor Training - Governor Observation Visits	***Info/update***	 ***Report*** ***Verbal*** ***Verbal*** ***Reports***	Lead Governor
COG/23/02/06	**4.10pm**	Governor Engagement Group (GEG) • Chairs Report	***Info/update***	***Verbal***	Chair - Keith Bland
COG/23/02/07 **PAGE 158**	**4.15pm**	Items requested by Governors Questions	***Info/update***	***Briefing notes +Q&A***	Steve McGuirk, Chair
COG/23/02/08 **PAGE 163**	**4.25pm**	Working with People & Communities Strategy Quarterly Report Q3	***Info/update***	***Presentation***	Kate Henry, Director of Comms & Engagement
COG/23/02/09 **PAGE 172** **PAGE 175** **PAGE 180** **PAGE 181**	**4.35pm**	Board Committee Observation Reports (a) Finance & Sustainability *(23.11.22/21.12.22/18.01.23)* - Nigel Richardson (b) Quality Assurance Committee *(01.11.22/6.12.22/10.01.22)* – Akash Ganguly (c) Strategic People Committee *(23.11.22)* – (d) Charitable Funds Committee *(08.12.22)* (e) Clinical Recovery Oversight Committee– Nathan Fitzpatrick *(no reports submitted)*	***Info/update***	***Reports***	Governors
TRUST BUSINESS – Items to discuss					
COG/23/02/10 **PAGE 183**	**5.00pm**	Chief Executive's Report - Board Report January 2023	***Info/update***	***Report***	Chief Executive
COG/23/02/11 **PAGE 203**	**5.05pm**	Changes to Enhanced Monitoring Status – General Medical Council	***Info/update***	***Copy of Letter***	Executive Medical Director
COG/23/02/12 **PAGE 205**	**5.10pm**	Chair's Report - Board Report January 2023	***Info/update***	***Report***	Steve McGuirk, Chair
COG/23/02/13 **PAGE 211**	**5.15pm**	Trust Strategy Refresh	***To discuss***	***Presentation***	Lucy Gardner, Director of Strategy & Partnerships
ITEMS TO NOTE (see Supplementary Pack)					
COG/23/02/14	**5:35pm**	Complaints & PALS Q3 Update	***Info/Update***	***Report***	Director of Integrated Governance & Quality
COG/23/02/15		Communications, Engagement & Involvement Dashboard Q3	***Info/update***	***Report***	Kate Henry, Director of Communications & Engagement

The agenda and minutes of this meeting may be made available to public and persons outside of Warrington and Halton Teaching Hospitals NHS Foundation Trust as part of the Trust's compliance with the Freedom of Information Act 2000.

COG/23/02/16		Strategy Delivery Update	***Info/Update***	***Report***	Director of Strategy & Partnerships
COG/23/02/17		GGI Well Led Review	***Info/Update***	***Report***	Company Secretary
COG/23/02/18		Board Committee Assurance Reports	***Info/Update***	***Report***	Company Secretary
COG/23/02/19		Compliance Trust Provider Licence (Bi-Annual)	***Info/Update***	***Report***	Company Secretary
COG/23/02/20		Workforce Race Equality Standard (WRES) Update (Bi-Annual	***Info/Update***	***Report***	Michelle Cloney, Chief People Officer
CLOSING					
COG/23/02/21		Any Other Business		**Verbal**	Chair

Next Meeting Thursday 11th May 2023, Halton Education Centre, Halton, Runcorn

The agenda and minutes of this meeting may be made available to public and persons outside of Warrington and Halton Teaching Hospitals NHS Foundation Trust as part of the Trust's compliance with the Freedom of Information Act 2000.

Conflicts of Interest

At any meeting where the subject matter leads a participant to believe that there could be a conflict of interest, this interest must be declared at the earliest convenient point in the meeting. This relates to their personal circumstances or anyone that they are of at the meeting.

- Chairs should begin each meeting by asking for declaration of relevant material interests.
- Members should take personal responsibility for declaring material interests at the beginning of each meeting and as they arise.
- Any new interests identified should be added to the organisation's register(s) on completion of a Declaration of Interest Form.
- The Vice Chair (or other non-conflicted member) should Chair all or part of the meeting if the Chair has an interest that may prejudice their judgement.

If a member has an actual or potential interest the Chair should consider the following approaches and ensure that the reason for the chosen action is documented in minutes or records:

- Requiring the member to not attend the meeting.
- Excluding the member from receiving meeting papers relating to their interest.
- Excluding the member from all or part of the relevant discussion and decision.
- Noting the nature and extent of the interest, but judging it appropriate to allow the member to remain and participate.
- Removing the member from the group or process altogether.

Staff may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see it differently and perceived conflicts of interest can be damaging. All interests should be declared where there is a risk of perceived improper conduct.

Interests fall into the following categories:

- **Financial interests:**
  Where an individual may get direct financial benefit[1] from the consequences of a decision they are involved in making.
- **Non-financial professional interests:**
  Where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.
- **Non-financial personal interests:**
  Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
- **Indirect interests:**
  Where an individual has a close association[1] with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.

The agenda and minutes of this meeting may be made available to public and persons outside of Warrington and Halton Hospitals NHS Foundation Trust as part of the Trust's compliance with the Freedom of Information Act 2000.

COUNCIL OF GOVERNORRS
Minutes of the Meeting held on Thursday 10 November 2022
Via MS Teams

Present	
Steve McGuirk (SMcG)	Chair
Simon Constable (SC)	Chief Executive
Jayne Downey (JD)	Non-Executive Director
Julie Jarman (JJ)	Non-Executive Director
Michael O'Connor (MOC)	Non-Executive Director
Cliff Richards (CR)	Non-Executive Director
John Somers (JS)	Non-Executive Director
Adrian Carridice-Davids (ACD)	Associate Non-Executive Director
Dave Thompson (DT)	Associate Non-Executive Director
Norman Holding (NH)	Public Governor & Lead Governor
Paul Bradshaw (PB)	Public Governor
Keith Bland (KB)	Public Governor
Colin Jenkins (CJ)	Public Governor
Kevin Keith (KK)	Public Governor
Colin McKenzie (CM)	Public Governor
Julie Astbury (JA)	Staff Governor
Nathan Fitzpatrick (NF)	Public Governor
Akash Ganguly (AG)	Staff Governor
Lesley Mills (LM)	Staff Governor
Louise Spence (LS)	Staff Governor
Nichola Newton (NN)	Partner Governor
Kuldeep Dhillon Singh (KDS)	Partner Governor
Cllr Paul Warburton (PW)	Partner Governor, Warrington Borough Council

In Attendance	
John Culshaw (JC)	Trust Secretary
Kate Henry (KH)	Director of Communication and Engagement
Liz Walker (LC)	Corporate Governance (Minutes)
Apologies	
Sue Fitzpatrick	Public Governor
Dan Moore	Chief Operating Officer
Paul Fitzsimmons	Executive Medical Director
Cllr Alan Lowe	Partner Governor Halton Borough Council
Janice Howe	Public Governor
Nigel Richardson	Public Governor

Agenda Ref	Agenda Item

The agenda and minutes of this meeting may be made available to public and persons outside of Warrington and Halton Teaching Hospitals NHS Foundation Trust as part of the Trust's compliance with the Freedom of Information Act 2000.

COG/22/11/66	**Welcome, Introduction, Apologies and Declarations of Interest** The Chair welcomed everyone to the meeting. KH introduced herself to members. JS also introduced himself as the replacement for Terry Atherton. Declarations were made by SMcG, MO'C and CR in relation to Agenda Items COG/22/11/71, 72, 73 & 74. At the point of the agenda item being discussed the relevant people were asked to leave the room. Apologies for absence were received as noted above.
COG/22/11/67	**Minutes of the meeting held on 11 August 2022** The minutes of the meetings were agreed as an accurate record and approved subject to minor amendments in relation to attendees. **The Council of Governors approved the minutes of the meeting held on 11th August 2022 subject to minor amendments.**
COG/22/11/68	**Action Log** **There was no action log presented for noting.**
COG/22/11/69	**Matters Arising** **There were no matters arising.**
COG/22/11/70	**Annual Report & Accounts** The Annual Report and Accounts were presented for approval, following being presented to Audit Committee for support for approval. This had been laid before parliament and approved and was now being presented for the Council of Governors to formally approve. **The Council of Governors approved the Annual Report & Accounts.**
COG/22/11/71	**Appointment of Deputy Chair** At this point the CR was asked to leave the room. The Council of Governors was asked to approve the appointment of the Deputy Chair, following recommendation from the GNARC held on 12 October 2022. The report set out the relevant information from the Constitution which explained the duties of the Council of Governors in relation to approving such an appointment. **The Council of Governors approved the appointment of Cliff Richards as Deputy Chair with effect from 1 November 2022.**
COG/22/08/72	**Appointment of Senior Independent Director** The Council of Governors was asked to approve the appointment of the Senior Independent Director, following recommendation from the GNARC held on 12 October 2022. The report set out the relevant information from the Constitution which explained the duties of the Council of Governors in relation to approving such an appointment. **The Council of Governors approved the appointment of Mike O'Connor of Senior Independent Director with effect from 1 November 2022.**
COG/22/11/73	**Chair Term of Office** At this point the Chair was asked to leave room whilst the agenda item was discussed and also in relation to Agenda Item DOG/22/11/74 – Amendment to the Constitution. JC explained the constitution amendment and what was currently stated in the current

DRAFT

	constitution. The constitution would be amended to state Non-Executive Directors could serve no more than a maximum of 12 years. (Section 25.5 – referring to exclusion of the chair and terms of office to include 25.6 chair eligible for 3 x 3 year of office in exception circumstances an additional 3 year and maximum of 12 years. There was a discussion around the reasons for the request of the extension and everyone agreed that it was sensible to carry on with the current arrangements. **The Council of Governors approved the Constitution and approved the extension of the Term of Office for the Chair for an additional 3 years from 1 April 2023, subject to approval of the amendment of the Constitution.**
COG/22/11/74	**Amendment to the Constitution** **The amendments were discussed as part of Agenda Item COG/22/11/74 and approved the amendment to the Constitution. (This amendment now requires agreement/ ratification of the Board of Directors.)**
COG/22/11/75	**ICB/ICS Update** Carl Marsh (CM), Place Director, Warrington, and Tony Leo (TL), Place Director, Halton attended the meeting in order to provide an overview in relation to progress with the ICB, ICS and Place Partnerships. SMcG added it was an opportunity for the Governors to be informed of the architecture and where things currently were, as well as an opportunity to ask questions. TL went on to talk about the Integrated Care Board (ICB), the Integrated Care Partnership, Placed Based Partnerships (of which there were nine) as week as the Provider Collaboratives. He talked about the key functions of place based partnerships and being about understanding and working with communities, joining up and coordinating services, addressing social and economic factors and support quality and sustainability of local services. The presentation also set out the vision of the ICB, that everyone in Cheshire and Merseyside have a great start in life and get the support they need to stay healthy and live longer. Decisions made locally would be across the 9 places regionally and the idea was about working to get an understanding of the needs, joint planning and driving transformation, along with the wider determinants of health. CM went on to talk about the system as a whole, that it was not about governance but about the delivery framework and key drivers. It was well known in Warrington for instance that the access to services, outcomes and life expectancy was predicated on where you live and compared to similar populations people would more likely go to hospital, stay longer and although have similar pathways are more likely to have poorer outcomes, including been more likely to die in hospital. This would be addressed through partnership working and it was known that patients in hospital beds, are frequently not in the required optimal care setting they need. There was further discussion regarding the Section 75 agreement, which would bring money together to move between organisational boundaries and be used for maximum gain for the people of Warrington. There was also mention of the Adaptive Resource which was a pool of money to support discharge and undertake innovative projects.

DRAFT

	SC talked about the responsibility of the Health and Wellbeing Board (HWB) in oversight, and the strategy, which was currently being refreshed, as it had previously been produced prior to Covid. There was not a recommitment to the vision for Warrington, and this would be delivered through the HWB. *Questions:* It was asked, given that the government is giving and withdrawing funding, how do you think this will work. KB asked about the Partnership Board, and what level of people sat on the board? CM responded that it was Chief Executive and Senior Director level that sat on the HWB, to ensure that the information is fed down to other partnerships/members and to the Warrington Together Place Partnership Board. To be clear it was the Place Partnership Board which was responsible for the Section 75 Committee and the Consultative Forum. JS asked about super stranded patients and where this would be discussed. SC responded that this topic gets a great amount of airing at most (if not all) groups, but not always sure if this happens at the right level and in the right way. However, the Systems Sustainability Group sets the objectives around super-stranded, as a collective. It was thought that this should be discussed through the Place Based Partnerships in the future but was something still being worked through. SMcG asked about delegation and was concerned that the approach remained at a high-level with little that was practical on the ground that governors and patients could see or feel. If anything, their experiences were worsening as a consequence of multiple issues but, in particular, social care, covid backlogs, primary care issues and workforce, alongside a growing financial problem. SC responded it was still the early stages of ICB implementation, and we were still navigating, as other place partnerships were doing, due to the numbers of organisations involved. It was a good to benchmark to see how we compare with other areas of place, and initially the feedback had been positive. SMcG asked about who was holding Execs/Officers as well as holding Execs (and indeed Place Directors) to account, as there was a slight disconnect. He identified that NEDs had started to get more involved, and he also expressed that it was important the Governors also think about how they could possibly be involved with this. **The Council of Governors noted the update.**
COG/22/11/76	**Lead Governor** *Board Observation Report* NH noted the written report that had been provided in relation to Board Observations, along with Board Development Days. NH continued his 1:1 sessions with SMcG, and Governors also continue to receive a briefing on a monthly basis. There had also been a focus group, which had involved a number of Governors in relation to the Well Led review undertaken by the Good Governance Institute (GGI).

DRAFT

It was noted that Governor elections were underway, and it had been useful to have information online and also the Governor Handbook to be provided to those who had been interested in becoming a Governor.

The AMM would take place on 30 November, with a Market Place in the afternoon prior to the AMM which commenced at 5.00 p.m.

2 GNARCs had taken place, along with a Governor workshop, and it was hoped a NED/Governor meeting would be introduced in the next few months.

A Governor only meeting had been recently held and it had been discussed that it was important to gain the voice of volunteer and of young people. It was also noted there was little support in Widnes and need to understand how wider communications could take place to address this.

Governor Training
In relation to Governor Training, a training day had taken place on 25 August, which had been well received, and it was felt this should be something offered to any new Governors early on in their tenure as it provided some background as to what would be expected from someone in their role as a Governor.

An NHS Provider workshop had also taken place in September and the quarterly update had been circulated for information.

NH added that it was important to showcase some of the work of the NHS.

Observation visits had taken place at Warrington and Halton, with Governors included in these. Governors had also attended the Patient Experience Strategy workshop this week.

SMcG added NHS providers had appointed a new Chief Executive, Julian Hartley. He also said that there had been a cleansing of the Membership database which had reduced the number, but not too drastically, however the issue of trust membership was something that needed to be revisited with KH/ JC.

DRAFT

NH noted some discussion on social media among lead governors relating to the minutes of Private Board meetings being available. However as he attends the meetings, which he stressed remained unusual in the context of other trusts, he could provide an update if required. SMcG added that the meeting was in private for various reasons, often associated with financial confidentiality around business cases etc., however, it was not 'secretive' or confidential in the truest sense and if any governor wished to attend the offer was always open and the minutes were available. Governors were asked to give their agreement as to whether this approach was one they supported, and all governors agreed.

CMcK added, in relation to Widnes, as he resides in Widnes, he had and spoken to many people and made a point of talking to people about the role of Governor. The response from the people he had spoken to was that in more instances it was likely they would be referred to either Whiston or St Helens hospital by their GP and did not feel that Warrington was a part of Widnes. NH responded there were two local trusts who had struggled to get any Governors, so Warrington was lucky in having the number of Governors they had.

SC commented on the patients being referred to Whiston and St Helens being about patient flows, but also about patient choice and it was expected more partnership working with

	Whiston and St Helens would take place. **The Council of Governors noted the update.**
COG/22/11/77	**Governor Engagement Group (GEG)** *Chairs Report* KB provided an update and noted the GEG in September had not had a very good turnout, and also due to issues with IT. There had been nine items of business to discuss. *Cycle of Business* An agreed draft Cycle of Business had been presented, along with a Governors Dashboard and Terms of Reference. There was also a GEG workplan which had been produced and there was work underway to try and engage with younger people. There had been a meeting with the Youth parliaments of Halton and Warrington, which had been positive. In relation to the Governor elections, a lot of interest had been expressed. A Governors wall chart was being produced and once the election results were finalised, these would be posted around the hospital. Other things to mention was a report for Constituency Governors, patient letters were being produced and there had been a presentation on hospital food and the update on the kitchens. SMcG referred to the website which had been updated in terms of accessibility tools which were now on the front page and noted this was now much easier to navigate in order to find what people were looking for. **1. The Council of Governors noted the update.** **2. It was asked that an update on the potential work with the Youth Parliament be provided at the next meeting as part of the GEG update.**
COG/22/11/78	**Items requested by Governors** There had been a number of question posed by Governors and the paper set out the questions and subsequent responses. The answer to the question in relation to SDEC and if it was GP referrals only or did it include 111. SC responded that currently it was ED referrals, with some GP referrals but did not yet include 111, but eventually it would. CJ asked about impact if taking 111 referrals and SC responded it was hoped it would have a positive impact, however it would not want to end up with queues. The current conversion rate from SDEC to inpatient was 20%, with the ED conversation rate being close to 30%, CJ added that there was some confusion for constituents as the message was not clear. SC responded that there had only been a soft launch of SDEC, as did not want people just turning up, but there was further work to be done in relation to managing expectations. It was suggested a press release from Governors be produced and KH would discuss with NH. SC went on to say there was a need for a complete refresh of the Communications Strategy and in relation not Governors and this would be picked up as part of GEG going forward. CJ raised an additional question about those people who required additional/special equipment in their homes and being unable to pay their fuel bills. SC responded anyone in this position would be signposted to the appropriate support. KB added the local authority would have a

DRAFT

	strategy where Councillors would be the first port of call for anyone with concerns. KH wanted to flag up the role of the Warrington Disability Partnership, as they would have a key role to play with this cohort of patients. **1. The Council of Governors noted the update.** **2. NH/KH to discuss press releases outside of the meeting.**
COG/22/11/79	**Board Committee Observation Reports** Board Observation reports were included which covered Audit Committee held on 18 August 2022; Finance and Sustainability Committees held on 17 August, 21 September and 19 October 2022; Quality Assurance Committees held on 6 September and 4 October 2022; Strategic People Committee held on 21 September 2022; Charitable Funds Committee held on 22 September 2022 and Clinical Recovery Oversight Committees held on 16 August, 20 September and 18 October 2022. **The Council of Governors noted the reports in relation to the Board Committee Observations.**
COG/22/11/80	**Constituency Meeting Updates** There were no updates from Constituency meetings, however KB noted that Sue Fitzpatrick was doing a great job in arranging regular meetings for Warrington South. AR added that meetings would recommence for the North, and for Runcorn and Widnes, and Rest of England there was nothing further to report. **The Council of Governors noted the update.**
COG/22/11/82	**Council of Governors – Committee Effectiveness Survey** The report presented the results from the recent Committee Effectiveness Survey, which was an annual survey, and included responses from 21 people and also highlighted the comments. SMcG noted there had been some good feedback, however it appeared that there was one respondent who did not seem to agree or was not happy with every question and, although this could be several people answering different questions, the pattern seemed to suggest it more likely it was one person. He asked if anyone wished to discuss openly in the meeting or, if they would prefer, to discuss outside of the meeting, either with himself or JC to contact them. Nobody made their views known at the meeting. **The Council of Governors noted the update.**
COG/22/11/83	**Chief Executive's Report** The Chief Executive's Report from the last Board Meeting held on 29th September was included for information. SC noted a number of updates since the report had been written. These included the accreditation for Anaesthetic Clinical Standards from the Royal College of Anaesthetists. This had been part of the Trust clinical strategy moving forward to improve standards. Yesterday (9th November 2022) a notification had been received in relation to national industrial action by the Royal College of Nursing, with over half of the Trusts in England voting for RCN strike action. However, WHH would not be affected on this particular occasion due to the threshold of at least 50% voting not having been achieved locally. AR asked if the nursing staff at Warrington & Halton would have any comments with regards to

DRAFT

	not fulfilling the required 50% criteria of votes; the RCN likely have been disappointed with the response across the country, as it was patchy. SC responded numbers in total for Warrington & Halton had been 45% voting and the vast majority of this percentage had voted yes, however due to the 50% threshold it would not go ahead locally. SC finally added the Finance Department had achieved the highest level of accreditation for development, recognised by the national finance team. **The Council of Governors noted the update.**
COG/22/11/84	**Chair's Report** The report from the Chair was included in the papers. It was noted this was the first report presented in a written format to the Board, and that this format would continue going forward and that the important things were formally noted, along with general observations or feedback provided. The Chair especially drew attention to the fact that there was now a more formal two-way link between the COG and the Board of Directors. **The Council of Governors noted the report.**
COG/22/11/85	**Annual Members Day & Annual Members Meeting** JC advised about the Annual Members Day (AMD) and the Annual Members Meeting (AMM), noting that all invitations had now been sent out. The AMD would commence at around 2.00 p.m. in the Kendrick Restaurant and the AMM starting at 5.00 p.m. in the Lecture Theatre. **The Council of Governors noted the ????????.**
COG/22/11/86	**Elections Activity Update** An update was provided in relation to the activity of the Governor elections, and it was noted there had been a total of 19 nominations. 7 for Warrington North, 6 for Warrington South, 1 for Runcorn who would be elected unopposed, 1 for Widnes, again elected unopposed. There had been 3 staff nominations with the Staff Governor re-elected unopposed as there had been a slight mix up with the voting and nominations for this area, and therefore the current Staff Governor had agreed to continue for a few months until this had been resolved. SMcG wanted to record his thanks to those Governors who had resigned over the last few months. **The Council of Governors noted the update.**
COG/22/11/87	**Complaints & PALS Q2 update** **The Council of Governors noted the update.**
COG/22/11/88	**Communications, Engagement & Involvement Dashboard** **The Council of Governors noted the update.**
COG/22/11/89	**Working with People & Communities Strategy Q2 Update** **The Council of Governors noted the update.**
COG/22/11/90	**Strategy Delivery Update** SMcG noted the key milestone in relation to Runcorn Shopping City which had required CQC approval, which had been received and the services would be up and running on 28th November. **The Council of Governors noted the update.**
COG/22/11/91	**Board Committee Assurance Report**

DRAFT

	The Council of Governors noted the Assurance Report.
COG/22/11/92	**Governor Observation Visits** **The Council of Governors received the information for noting.**
COG/22/11/93	**Any Other Business** SMcG wanted to remind Governors and NEDS of the lunch on 7th December, being hosted by Warrington and Vale Royal College.
Date and time of next meeting is Thursday 25 January 2023.	

Signed …… Date …….

Chair/Deputy Chair ……..

DRAFT

COUNCIL OF GOVERNORS ACTION LOG

AGENDA REFERENCE	COG/23/02/0	SUBJECT:	COUNCIL OF GOVERNORS ACTION LOG	DATE OF MEETING	10 November 2022

1. ACTIONS ON AGENDA

2. ROLLING TRACKER OF OUTSTANDING ACTIONS

Minute ref	Meeting date	Item	Action	Owner	Due Date	Date Completed	Progress report	RAG Status

3. ACTIONS CLOSED SINCE LAST MEETING

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status

RAG Key

	Action overdue or no update provided		Update provided but action incomplete		Update provided and action complete

Council of Governors

AGENDA REFERENCE:	**COG/23/02/04**
SUBJECT:	**Amendments to the Constitution – Constituencies, Eligibility to be a Governor & Termination of office and removal of Governors**
DATE OF MEETING:	16th February 2023
ACTION REQUIRED	**Approval**
AUTHOR(S):	**John Culshaw, Company Secretary & Emily Kelso, Corporate Governance & Membership Manager**
EXECUTIVE SPONSOR	Simon Constable, Chief Executive
LINK TO STRATEGIC OBJECTIVES:	All
EXECUTIVE SUMMARY	The Trust's Constitution states: *45. Amendment of the constitution* *45.1. The Trust may make amendments to its constitution if:* *45.1.1 more than half of the members of the Board of Directors of the Trust voting approve the amendments; and* *45.1.2 more than half of the members of the Council of Governors of the Trust voting approve the amendments.* The Paper sets out the proposal to: • Merge the Runcorn & Widnes public constituencies to form Halton – a reduction of 3 elected public governors • Strengthen sections; Eligibility to be a Governor & Termination of office and removal of Governors
PURPOSE: *(please select as appropriate*	Information | Approval ✓ | To note | Decision

RECOMMENDATIONS	The Council of Governors is asked to approve an amendment to the Constitution as outlined in the paper to support:
	• the merger of Runcorn & Widnes public constituencies
	• The increase of elected public governors from Rest of England constituency to 2
	• the updates to:
	  ○ Eligibility to be a Governor
	  ○ Termination of office and removal of Governors

NEXT STEPS: ***State whether this report needs to be referred to at another meeting or requires additional monitoring***	**Submit to Trust Board**
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full
FOIA EXEMPTIONS APPLIED: (if relevant)	None

SUBJECT	Amendments to the Constitution – Constituencies, Eligibility to be a Governor & Termination of office and removal of Governors	AGENDA REF	COG/22

1. BACKGROUND/CONTEXT

The Trust's Constitution states:

45. Amendment of the constitution

45.1. The Trust may make amendments to its constitution if:

45.1.1 more than half of the members of the Board of Directors of the Trust voting approve the amendments; and

45.1.2 more than half of the members of the Council of Governors of the Trust voting approve the amendments.

2. KEY ELEMENTS

1. Composition of the Council of Governors

ANNEX 3 – COMPOSITION OF THE COUNCIL OF GOVERNORS, *of the Trust's Constitution currently states:*

The Council of Governors consists of:

1. Partnership Governors appointed by:

a) Local Authorities for an area which includes the whole or part of an area of a public constituency;
b) Partnership organisations, including local Universities and voluntary organisations;

2. Elected Governors elected by;

a) Members of the Public Constituency;
b) Individuals within each class of the Staff Constituency.

More than half of the members of the Council of Governors shall be elected by those in 2a above.

Public Constituency	***Number to be elected***
Area 1 Warrington North	*5*
Area 2 Warrington South	*5*
Area 3 Runcorn	*4*
Area 4 Widnes	*4*
Area 5 Rest of England	*1*
Total Elected Governors	***19***
Total Membership of Council of Governors	
Partnership Governors	***6***
Staff Governors	***5***

Elected Governors	***19***
Total	***30***

Historically the Trust has experienced difficulty in receiving sufficient nominations for Governor vacancies in the Widnes and Runcorn public constituencies resulting in vacancies, particularly in the Widnes constituency which is partially attributable to its close proximity to St Helens and Knowsley Teaching Hospitals NHS Trust. Given this, it is recommended that the constituencies are merged to form a Halton public constituency and the number of elected Governors is reduced from 8 to 5.

In addition, and to ensure the Trust still has sufficient public representation from other neighbouring areas and nationally, it is recommended that the number of Governors in the Rest of England constituency is increased from 1 to 2.

This means the total number of public Governors will reduce from 19 to 17, still adhering to the requirement stated within **Annex 3**.

> *More than half of the members of the Council of Governors shall be elected by those in 2a above.*

The revised composition is given below:

Public Constituency	**Number to be elected**
Area 1 Warrington North	5
Area 2 Warrington South	5
Area 3 Halton	5
Area 4 Rest of England	2
Total Elected Governors	**17**
Total Membership of Council of Governors	
Partnership Governors	**6**
Staff Governors	**5**
Elected Governors	**17**
Total	**28**

It is expected that this revised composition will enable better representation of the Trust's membership and prevent future vacancies in the Runcorn & Widnes constituencies, whilst still maintaining sufficient public representation on the Council.

2. **Council of Governors – Eligibility to be a Governor & *Termination of office and removal of Governors***

The second set of amendments are in relation to *Eligibility to be a Governor* & *Termination of office and removal of Governors*. A review of this section has come about following some challenging behaviours experienced at other NHS Foundation Trusts across the country, and the difficulties experienced in the exclusion of those Governors.

The additions/amendments are detailed below:

> ***ANNEX 5 - ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS***
>
> ***Eligibility to be a Governor***

A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so if:

12. They are a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.

13. They are a person to whom a moratorium period under a debt relief order applies under Part 7A of the Insolvency Act 1986;

19. They have been found to be a vexatious complainant, in that, the Board of Directors has unanimously agreed that, he/she has persistently and without reasonable grounds, made any unjustified complaint or requests of the Trust (or any of its staff, agents, patients or carers) causing inconvenience, harassment or expense;

Sections 11, 12 & 18 have been added to strengthen the constitution through best practice.

Termination of office and removal of Governors

8. They are removed from the Council of Governors by a resolution approved by a majority of the remaining Governors present and voting at a general meeting on the grounds that:

~~d. The council of Governors consider that it s not in the best interests of the Trust for him/her to continue as a Governor~~.

d. They have caused detriment to the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of services;

e. They have failed to discharge his/her responsibilities as a Governor;

9. The Governor concerned will be eligible to make representation, in writing, to the Council of Governors but not to vote on any resolution relating to his/her removal or suspension.

Section 8d has been deleted as removal should only be by resolution approved by the majority based on the grounds stated.

What is now **section 8d&e** have been added based on benchmarking with other NHS FT constitutions nationally in order to promote best practice, openness & transparency, this is also the case for the addition of **section 9.**

3. Impact on the Current WHH Council of Governors

The Trust is currently holding 3 vacancies out of 4 in the Widnes public constituency. By merging Widnes and Runcorn into a single Halton constituency with 5 seats, The Trust maintains the 5 Governors currently in post.

By extending the number of Governors to be elected in the Rest of England public constituency to 2 from 1, the Trust will go forward with 1 vacancy in this constituency, until the November 2023 Governor Elections.

3. ACTIONS AND RECOMMENDATIONS

The Council of Governors is asked to approve the amendments to the Constitution as outlined in the paper for submission to the Trust Board. If approved by the Trust Board, the amendments would be effective from the 1st April 2023.

WARRINGTON AND HALTON TEACHING HOSPITALS NHS FOUNDATION TRUST

(A PUBLIC BENEFIT CORPORATION)

CONSTITUTION (v4.1)

Commencement Date: 18 November 2022

Version Control Schedule

Version	Date	Section	Page	Amendment
2	21.3.13			Amendments arising from Health and Social Care Act that came into force on 1 April 2013. Constitution was approved by both the Board and Council to come into force on 1 April 2013 to coincide with requirements of the Health and Social Care Act 2012.
3.0	25/09/2014			Amendment to clarify requirement that the Non-Executive Chair need not be a member of a Public constituency and therefore can be appointed outside of the public constituent areas.
3.1	28.1.16	28.5	17	Clause amended to remove the disqualification criterion for a person becoming or continuing as a director on account of being a director of another NHS FT or NHS Body. (Any such appointment would remain subject to consideration by the relevant nomination committee and for NED appointments, the CoG in addition). Approved by the Board 27.1.16 and the Council on 28.1.16.
3.1	28.1.16	4.14	94	Insertion of a new clause 4.14a. The effect of the insertion to clarify that directors may join meetings of the Board by electronic means. Approved by the Board 27.1.16 and the Council on 28.1.16.
3.2	20.10.16	Annex 1	26	Public Constituency no. 16 renamed as 'Rest of England and Wales' excluding the areas listed in 1-15 (defined as having an England or Wales postcode) approved 20.10.17 by Council
3.3	19.1.17	Annex 9	106	Creation of new Lead Governor Role approved by Council 19 Jan 2017
3.4	20.7.17	4	6	Changes to Register of Members approved 20.7.17 by Council
	20.7.17		0	Change to front cover to incorporate branding
	20.7.17	34	20	Change to Registers to reflect the non-publication of members' details on register – in accordance with new General Data Protection Legislation effective May 2018 approved by Council on 20.7.17
3.5	28.03.2018	Annex 1	29	Merge Area 15 with the 'Rest of England and Wales' and correspondingly increase the number of Governors affiliated with the 'Rest of England and Wales' from one to two Governors. Approved by the Council 15.02.2018 and by the Board 28.03.2018
3.5	28.03.2018	Annex 3	33	Change to the existing public partners. Approved by the Council 15.02.2018 and by the Board 28.03.2018
3.5	28.03.2018	Annex 3	34	Amendment to the table to the table of Elected Governors to reflect merger of area 15 with Rest of England Approved by the Council 15.02.2018 and by the Board 28.03.2018
3.6	27.03.2019	12.1-12.6	14	Amendment to Council of Governors Tenure
3.6	27.03.2019	25,5	17 + 18	Amendment to Non-Executive Directors Tenure

3.6	27.03.2019	Annex 5	63	Amendment to Annex 5, Section 12 – Eligibility to be a Governor
3.6	27.03.2019	Annex 5	64	Amendment to Termination of Office and removal of Governors
3.6	27.03.2019			Replacement of pronouns replacing s/he or his/her with they or their
3.7	30.05.2019	Annex 7	98	Amendment to Board of Directors Standing Orders (section 6.1) Appointment of Committees
3.8	14.11.2019		2	Interpretations and definitions- amendment to name
3.8	14.11.2019	Section 2		Name – amendment to name
3.8	14.11.2019	Section 4		Membership – amendment to name
3.8	14.11.2019	Part 7		Elections – amendment to name
3.8	14.11.2019	Annex 5B		Governors – amendment to name
3.8	14.11.2019	Cover		Amendment to name, replacement of brand
3.9	25.11.2020	25.5		Amendment to Non-Executive Directors Tenure
3.10	27.01.2021	21.6	17	Board of Directors – composition
3.10	27.01.2021	Annex 5B	72	ANNEX 5B – Governors' Code of Conduct
3.11	31.03.2021	Annex 1	30	ANNEX 1 Public Constituency
3.11	31.03.2021	Annex 3	33	Composition of the Council of Governors
3.12	29.09.2021	Annex 8	110	Amendment to the description of Lead Governor Role & addition to the role of Deputy Lead Governor.
4.0	24.11.2021	Section 14, Annex 5, Annex 5B	16, 63, 64, 67, 75	Amendments to the description of Governor responsibilities
4.1	18.11.2022	25.5	19	Amendment to Non-Executive Directors Tenure excluding Chair from 9-year limit
4.1	18.11.2022	25.6 (New)	19	Additional of section 25.6 allowing Chair to serve for a maximum 12 years in exceptional circumstances
4.2	16.02.2023	Annex 1 & Annex 3	31, 35	Amendments to names of public constituencies and number of positions to be elected
4.2	16.02.2023	Annex 5	64 - 68	Elibibility to be a Governor - addition of sections 12, 13 & 19 Termination of office and removal of Governors – removal section 8d, addition of 8d(new), e and 9.

Formatted: Font: 11 pt, Not Bold

Formatted: Font: 11 pt, Not Bold

Formatted Table

Formatted: Font: 11 pt, Not Bold

Formatted: None, Space Before: 0 pt, Widow/Orphan control, Tab stops: 6.4 cm, Left

Formatted: Font: English (United Kingdom), Not Expanded by / Condensed by

Document owner

Trust Secretary
Warrington & Halton Teaching Hospitals NHS FT
Warrington Teaching Hospital
Lovely Lane, Warrington, WA5 1QG

WARRINGTON AND HALTON TEACHING HOSPITALS NHS FOUNDATION TRUST CONSTITUTION

Table of Contents

WARRINGTON AND HALTON TEACHING HOSPITALS NHS FOUNDATION TRUST

(A PUBLIC BENEFIT CORPORATION)

CONSTITUTION

Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this Constitution bear the same meaning as in the National Health Service Act 2006 As amended by the Health and Social Care Act 2012.

References in this Constitution to legislation include all amendments, replacements, or re-enactments made.

References to legislation include all regulations, statutory guidance or directions.

Headings are for ease of reference only and are not to affect interpretation.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.

1. **Interpretation and Definitions**

1.1 In this Constitution:

"the 2006 Act"	Means the National Health Service Act 2006.
"the 1977 Act"	Means the National Health Service Act 1977.
"the 2012 Act"	Means the Health and Social Care Act 2012.
"applicant NHS Trust"	Means the North Cheshire Hospitals NHS Trust which made the application to become an NHS Foundation Trust.
"area of the Trust"	Means the totality of all the areas specified in Annex 1 as areas for a public constituency.
"Board of Directors"	Means the Board of Directors as constituted in accordance with this Constitution.
"The Council of Governors"	Means the Council of Governors as constituted in accordance with this Constitution.
"Accounting Officer"	Is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

“financial year”	a)	the period beginning with the date on which the Trust was authorised under the 2006 Act and ending with the next 31st March; and
	b)	each successive period of twelve months beginning with 1st April.
“Governors Code of Conduct”	Means the members of the Governors’ Council code of conduct set out in Annex 5B.	
“Monitor”	Means the body corporate known as Monitor as provided by Section 61of the 2012 Act.	
“Local Authority Governor”	Means a member of the Council of Governors appointed by one or more of the local authorities specified in Annex 3.	
“Member”	Means a member of the Trust.	
“NHS Body”	means an NHS body as defined by Section 275 of the 2006 Act.	
“Partnership Governor”	Means a member of the Council of Governors appointed by a partnership organisation specified in Annex 3.	
“Public Governor”	Means a member of the Council of Governors elected by the members of the Public Constituency.	
“Trust Secretary”	Means the secretary of the Trust or any other person appointed to perform the duties of the secretary of the Trust, including a joint, assistant or deputy secretary.	
“Secretary of State”	Means the Secretary of State for Health	
“Staff Governor”	Means a member of the Council of Governors elected by the members of the staff constituency.	
“the Trust” or “the Foundation Trust”	Means the Warrington and Halton Teaching Hospitals NHS Foundation Trust.	

"voluntary organisation"	Means a body, other than a public or local authority, the activities of which are not carried out for profit.

1. **Name**

1.1 The name of the Foundation Trust is **Warrington and Halton Teaching Hospitals NHS Foundation Trust.**

2. **Principal purpose**

2.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

2.3 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

2.3 The Trust may provide goods and services for any purposes related to: -

2.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and

2.3.2 the promotion and protection of public health.

2.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

3. **Powers**

3.1 The powers of the Trust are set out in the 2006 Act.

3.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

3.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.

4. **Membership and constituencies**

4.1 The Trust shall have members, each of whom shall be a member of one of the following constituencies:

4.1.1 A Public Constituency.

4.1.2 A Staff Constituency.

4.2 Members' Data and Rights

4.2.2 The names of members shall be entered in the register of members and the

member shall be asked to give their consent at time of registration for their personal data to be entered onto this register.

4.2.3 The Trust is a Foundation Trust, the Constitution of which specifies that the Trust must have a membership. Warrington and Halton Teaching Hospitals NHS Foundation Trust has a membership that comprises two constituencies: The Public constituency and the Staff constituency. The Trust will enter your information into a secure database and will only use your data for the following purposes:

- To conduct elections to our Council of Governors, which are elected by either public or staff members
- To produce and annual membership report as prescribed by Monitor, our Regulator, under the Annual Reporting Manual. This report describes the membership database in its entirety and does not identify individuals.

4.2.4 We will not share your data with any person or organisation beyond secure transfer to our independent database provider which will, in turn, not share any data without specific authority from the Foundation Trust.

4.3 Members Individual Rights

The Foundation Trust commits that members:

- Have the right to be informed
- Have the right of access to their information
- Have the right to rectify any personal data held in the membership database
- Have the right to request that their record is deleted from the membership database
- Have the right to request exclusion from processing, such as for the election of governors, the receipt of correspondence or the production of the annual membership report
- Have the right to object to any element of how we hold and process individual data
- Have the right not to be subject to automated decision-making including profiling.

4.3.1 Lawful basis for processing personal data

The Foundation Trust is required, under its Constitution, to have a membership. Members will be recruited through multiple means and will be advised during recruitment about the processing of their data. Members' data will be processed securely and only for the purposes described above.

4.3.2 Consent

Upon membership application members will be asked to give their consent to have their data processed as described. If members do not give their consent then their application will be processed for subscription

as requested but their data will not be further accessed for elections, correspondence or for membership reports.

4.3.3 Children

To become a Foundation Trust member the minimum age is 12. Young people aged between 12 and 16 applying for membership will be required to indicate that they have the consent of their parent or guardian to join the membership and provide the parent/guardian contact details. The young person's membership will not be processed until written consent has been received by the parent/guardian giving consent.

4.4 Members may attend and participate in members meetings, vote in elections to, and stand for election to, the Council of Governors, and take such other part in the affairs of the Trust as is provided for in this Constitution.

4.5 Eligibility for membership

Members shall:

4.5.1 Be 12 years of age or over; and

4.5.2 Meet the criteria for membership of the Public Constituency or the Staff Constituency.

4.6 **Representative membership**

4.6.1 The Trust shall at all times take steps to ensure that its membership is representative of those eligible for membership. To this end, the Trust shall comply with its Membership Strategy.

4.6.2 The Membership Strategy shall be reviewed from time to time by the Council of Governors, and at least every three years.

4.7 The Council of Governors shall present to each Annual Members Meeting:

4.7.1 a report on steps taken to ensure that the Trust's membership is representative of those eligible for membership;

4.7.2 any changes to the Membership Strategy.

4.8 The Board of Directors will prepare and approve the first membership strategy.

Conditions of membership

4.9 Members:

4.9.1 Will not receive payment, or any fees associated with becoming or remaining a member of the Trust;

4.9.2 Will not receive any preferential care or treatment as a consequence of being a member;

4.9.3 Can resign their membership at any time;

4.9.4 Can be members of more than one Trust.

5. **Application for membership**

An individual who is eligible to become a member of the Trust may do so on application to the Trust, subject to the provisions of paragraph 7.5 below.

6. **Public Constituency**

6.1 An individual aged 12 years or above who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Trust, unless otherwise disqualified in accordance with this Constitution.

6.2 Those individuals who live in an area specified as an area for any public constituency are referred to collectively as the Public Constituency.

6.3 The minimum number of members in each area for the Public Constituency is specified in Annex 1.

7. **Staff Constituency**

7.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:

7.1.1 They are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

7.1.2 They have been continuously employed by the Trust under a contract of employment for at least 12 months.

7.2 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

7.3 The Staff Constituency shall be divided into five descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.

7.4 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

Automatic membership by default – staff

7.5 An individual who is:

7.5.1 Eligible to become a member of the Staff Constituency, and

7.5.2 Invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless he informs the Trust that he does not wish to do so in writing.

8. **Restriction on membership**

8.1 An individual who is a member of a Constituency, or of a class within a Constituency, may not, while membership of that Constituency or class continues, be a member of any other Constituency or class.

8.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any Constituency other than the Staff Constituency.

8.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 8.

9. **Members' Meetings**

9.1 The Trust is to hold a members meeting (the "Annual Members Meeting") within nine months of the end of each financial year. Members meetings may also be convened at other times in accordance with paragraph 9.3 below.

9.2 Members meetings are open to all members of the Trust, Governors, Directors, representatives of the Trust's financial auditor and members of the public.

9.3 All members meetings, including the Annual Members Meeting shall be convened by the Trust Secretary by order of the Council of Governors.

9.4 The Council of Governors shall decide where members meetings are to be held and may also for the benefit of members arrange for the Annual Members Meeting to be held in different venues each year.

9.5 At the Annual Members Meeting:

a) The Board of Directors shall present to members:

i) The annual accounts.

ii) Any report of the financial auditor.

iii) Any report of any other external auditor of the Trust's affairs.

iv) Forward planning information for the next financial year.

b) The Council of Governors shall present to the members:

i) a report on steps taken to secure that (taken as a whole) the actual membership of its Public Constituency and of the classes of the Staff Constituency are representative of those eligible for such membership.

ii) The progress of the Membership Strategy.

iii) Any proposed changes to the policy for the composition of the Council of Governors and of the Non-Executive Directors.

c) The results of the election and appointment of Governors and the appointment of Non-Executive Directors will be announced.

9.6 Notice of members meetings is to be given:

a) By notice to all members.

b) By notice prominently displayed at the head office and at all of the Trust's places of business; and

c) By notice on the Trust's website,

at least 14 clear days before the date of the meeting. The notice must:

d) Be given to the Council of Governors and the Board of Directors and to the financial auditor.

e) Give the time, date and place of the meeting; and

f) Indicate the business to be dealt with at the meeting.

9.7 Before a members meeting can do business there must be a quorum present. Except where this Constitution says otherwise a quorum is one member present from each of the Trust's Constituencies.

9.8 The Trust may make arrangements for members to vote by post, or by using electronic communications.

9.9 It is the responsibility of the Council of Governors, the Chair of the meeting and the Trust Secretary to ensure that at members meetings:

a) The issues to be decided are clearly explained.

b) Sufficient information is provided to members to enable rational discussion to take place.

9.10 The Chair of the Trust, or in his absence the Deputy Chair of the Trust, or in his absence one of the other Non-Executive Directors shall preside at all members' meetings of the Trust. If neither the Chair nor the Deputy Chair, nor any other Non-Executive Directors are present, the meeting shall stand adjourned.

9.11 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determines. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.

9.12 A resolution put to the vote at a members' meeting shall be decided upon by a poll.

9.13 Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote.

9.14 The result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

10. **Council of Governors - composition**

10.1 The Trust shall have a Council of Governors, which shall comprise both elected and appointed Governors.

10.2 The composition of the Council of Governors is specified in Annex 3.

10.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their Constituency or, where there are classes within a Constituency, by their class within that Constituency. The number of Governors to be elected by each Constituency, or, where appropriate, by each class of each Constituency, is specified in Annex 3.

11. **Council of Governors – election of Governors**

11.1 Elections for elected members of the Council of Governors shall be conducted on a first past the post basis in accordance with the Model Rules for Elections, as may be varied from time to time.

11.2 The Model Rules for Elections, as may be varied from time to time, form part of this Constitution and are attached at Annex 4.

11.3 A variation of the Model Rules by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 45 of the Constitution (amendment of the constitution).

11.4 An election, if contested, shall be by secret ballot.

11.5 The Board of Directors shall approve a process for agreeing the appointment of Local Authority Governors and Partnership Governors. The approved process shall be adopted by the Trust Secretary so as to confirm the appointments.

12. **Council of Governors - tenure**

12.1 Governors may hold office for a period of up to three years. A Governor shall be eligible for re-election or re-appointment at the end of their initial term, for two further terms.

12.2 An Elected Governor shall cease to hold office if he or she ceases to be a member of the constituency or class by which he or she was elected.

12.3 Subject to paragraph 12.5 below, an Elected Governor shall be eligible for re-election at the end of their term.

12.4 Subject to paragraph 12.5 below, an Appointed Governor shall be eligible for reappointment at the end of his or her term.

12.5 Elected Governors and Appointed Governors may hold office for a maximum of 9 consecutive years.

12.6 Subject to any provision in this Constitution in respect of eligibility or disqualification of Governors, once an elected Governor has reached their maximum term or has been removed under paragraph 13, they shall only be eligible for appointment again after a period of three (3) years.

13. **Council of Governors – disqualification and removal**

13.1 The following may not become or continue as a member of the Council of Governors:

13.1.1 A person who has been adjudged bankrupt or whose estate has been sequestered and (in either case) has not been discharged.

13.1.2 A person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.

13.1.3 A person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

13.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

13.3 Further provisions as to the circumstances in which an individual may not become, or continue as, a member of the Council of Governors are set out in Annex 5.

13.4 Provision for the removal of Governors is set out in Annex 5.

14. Council of Governors – duties of governors

14.1 The general duties of the Council of Governors are:

14.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and

14.1.2 to represent the interests of the members of the trust as a whole and the interests of the public.

14.1.3 To undertake the Roles and Responsibilities required of Governors as set out in Annex 5.

14.2 The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

15. **Council of Governors – Meeting of Governors**

15.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 24 or paragraph 25 below) or in his absence the Deputy Chair (appointed in accordance with the provisions of paragraph 24 or 25 below), shall preside at meetings of the Council of Governors.

15.2 Meetings of the Council of Governors shall be open to members of the public, subject to paragraph 15.3 and 15.4 below;

15.3 The Council of Governors may resolve to exclude members of the public from any meeting or part of a meeting for special reasons.

15.4 The special reasons referred to in paragraph 15.3 include, but are not limited to, where the Council of Governors considers that publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted.

15.5 The Chair may exclude any member of the public from the meeting of the Council if they consider that they are interfering with or preventing any conduct of the meeting.

15.6 For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the directors to attend a meeting.

16. **Council of Governors – Standing Orders**

The Standing Orders for the practice and procedure of the Council of Governors are attached at Annex 6.

17. Council of Governors – referral to the Panel

17.1 In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of the Trust may refer a question as to whether the Trust has failed or is failing:

17.1.1 to act in accordance with its constitution; or

17.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

17.2 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve such referral.

18. **Council of Governors – conflicts of interest of Governors**

18.1 If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration, or is to be considered, by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

19. **Council of Governors – travel expenses**

19.1 The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.

20. **Council of Governors – further provisions**

20.1 Further provisions with respect to the Council of Governors are set out in Annex 5.

21. **Board of Directors – composition**

21.1 The Trust is to have a Board of Directors, which shall comprise of both Executive and Non-Executive Directors.

21.2 The Board of Directors shall comprise as a minimum of:

21.2.1 a Non-Executive Chair.

21.2.2 five other Non-Executive Directors; and

21.2.3 five Executive Directors.

21.3 The number of members of the Board of Directors may be increased, provided always that at least half the Board, excluding the Chair, comprises Non-Executive Directors.

21.4 One of the Executive Directors shall be the Chief Executive.

21.5 The Chief Executive shall be the Accounting Officer.

21.6 One Non-Executive Director will be appointed from the Senior Management Team of the University of Chester in line with the Trust's strategy. The appointment would form part of a Memorandum of Understanding (MOU) with the University of Chester. In the event the MOU is disestablished, the role of the Non-Executive Director would also be disestablished.

21.7 One of the Executive Directors shall be the Finance Director.

21.8 One of the Executive Directors shall be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

21.9 One of the Executive Directors is to be a registered Nurse or a registered Midwife.

22. Board of Directors – general duty

22.1 The general duty of the Board of Directors and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

23. **Board of Directors – qualification for appointment as a Non-Executive Director**

23.1 A person may be appointed as a Non-Executive Director only if:

23.1.1 With the exception of the Non-Executive Chair[1], they are a member of the Public Constituency and

23.1.2 They are not disqualified by virtue of paragraph 28 below.

24. **Board of Directors – appointment and removal of Chair, Deputy Chair and other Non-Executive Directors**

24.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors and shall appoint one of the Non-Executive Directors as the Deputy Chair of the Trust.

[1] Approved by the Board of Directors on 4 September 2014 and by the Council of Governors on 25th September 2014.

24.2 Removal of the Chair, Deputy Chair or another Non-Executive Director shall require the approval of three quarters of the members of the Council of Governors.

24.3 The initial Chair, Deputy Chair and the initial Non-Executive Directors are to be appointed in accordance with paragraph 25 below.

25. **Board of Directors – appointment of initial Chair, Deputy Chair and initial other Non-Executive Directors**

25.1 The Chair of the applicant NHS Trust shall be appointed as the initial Chair of the Trust if he wishes to be appointed.

25.2 The power of the Council of Governors to appoint the other Non-Executive Directors of the Trust is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the Non-Executive Directors including the Deputy Chair of the applicant NHS Trust (other than the Chair) who wish to be appointed.

25.3 The criteria for qualification for appointment as a Non-Executive Director set out in paragraph 23 above (other than disqualification by virtue of paragraph 28 below) do not apply to the appointment of the initial Chair and the initial other Non-Executive Directors in accordance with the procedures set out in this paragraph.

25.4 An individual appointed as the initial Chair or as an initial Non-Executive Director including Deputy Chair in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as Chair or (as the case may be) Non-Executive Director of the applicant NHS Trust; but if, on appointment, that period is less than twelve months, they shall be appointed for twelve months.

25.5 Non-Executives are appointed for an initial period of up to three years. Appointments may be renewed at the end of the period of office, subject to the recommendations of the Council of Governors Nomination and Remuneration Committee and approval of the Council of Governors, for a further period up to three years. Non-Executives (excluding the Chair) may serve up to a maximum of 9 years

25.6 The Chair shall be eligible for appointment for three three-year terms of office, and in exceptional circumstances a further term of three years. The Chair shall not be appointed to that office for a total period which exceeds twelve years in aggregate.

26. **Board of Directors – appointment and removal of the Chief Executive and other Executive Directors**

26.1 The Non-Executive Directors shall appoint or remove the Chief Executive.

26.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.

26.3 The initial Chief Executive is to be appointed in accordance with paragraph 27 below.

26.4 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

27 **Board of Directors – appointment of initial Chief Executive**

27.1 The Chief Executive of the applicant NHS Trust shall be appointed as the initial Chief Executive of the Trust if s/he wishes to be appointed.

27.2 The appointment of the Chief Executive of the applicant NHS Trust as the initial Chief Executive of the Trust shall not require the approval of the Council of Governors.

28. **Board of Directors - disqualification**

28.1 A person may not become or continue as a member of the Board of Directors if:

28.1 They have been adjudged bankrupt or their estate has been sequestrated and (in either case) has not been discharged;

28.2 They are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);

28.3 They have made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;

28.4 They have within the preceding five years been convicted in the British Isles of any offence and a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her;

28.5 They are a member of the Council of Governors, or a Governor of another NHS Foundation Trust or any other NHS Body;

28.6 They have been removed from office as a Governor of the Trust in accordance with the procedure for removal set out in Annex 5;

28.7 They are a spouse, partner, parent or child of a member of the Council of Governors or Board of Directors;

28.8 They are a member of a local authority's scrutiny committee covering health matters;

28.9 On the basis of disclosures obtained through an application to the Criminal Records Bureau, they are not considered suitable by the Trust's Executive Director responsible for Human Resources;

28.10 They have or have been the subject of a Sexual Offences Prevention Order, a Foreign Travel Order or a Risk of Sexual Harm Order made under the provisions of the Sexual Offences Act 2003;

28.11 They are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

28.12 They are incapable by reason of mental disorder, illness or injury of managing or administering their property and affairs;

28.13 They have had their name removed from any list maintained pursuant to Parts 4, 5, 6 or 7 of the NHS Act 2006 and/or Regulations made under those Parts, and has not subsequently had their name included on such a list, and due to the reason(s) for such removal, they are not considered suitable by the Trust's Executive Director responsible for Human Resources;

28.13 In the case of a Non-Executive Director, they have refused without reasonable cause to fulfil any training requirements established by the Board of Directors;

28.14 They have refused to sign and deliver to the Trust Secretary a statement in the form specified by the Board of Directors confirming acceptance of the Trusts' Code of Conduct for Directors.

28.15 In the case of a Non-Executive Director (excluding the Non-Executive Chair)[2], they are no longer a member of the Public Constituency;

28.16 They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;

28.17 They are a person whose tenure of office as the Chair or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest.

29. Board of Directors – meetings

29.1 Meetings of the Board of Directors shall be held in public. Members of the public may be excluded from a meeting for special reasons in accordance with Annex 7.

[2] Approved by the Board of Directors on 4 September 2014 and by the Council of Governors on 25th September 2014.

30. Board of Directors – Standing Orders

30.1 The Standing Orders for the practice and procedure of the Board of Directors are in accordance with Annex 7.

31. Board of Directors – conflicts of interest of Directors

31.1 The duties that a director of the Trust has by virtue of being a director include:

31.1.1 a duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust; and

31.1.2 a duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.

31.2 The duty referred to in sub-paragraph 31.1.1 is not infringed if –

31.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

31.2.2 The matter has been authorised in accordance with the constitution.

31.3 The duty referred to in sub-paragraph 31.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

31.4 In sub-paragraph 31.1.2, “third party” means a person other than:

31.4.1 the Trust; or

31.4.2 a person acting on its behalf.

31.5 If a director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the director shall declare the nature and extent of that interest to the other directors.

31.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.

31.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.

31.8 A director is not required to declare an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.

31.9 A director need not declare an interest –

31.8.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;

31.8.2 If, or to the extent that, the directors are already aware of it; or

31.8.3 It concerns terms of the director's appointment that have been or are to be considered:

31.8.3.1 by a meeting of the Board of Directors; or

31.8.3.2 by a committee of the directors appointed for the purpose under the Constitution.

32. **Board of Directors – remuneration and terms of office**

32.1 The Council of Governors at a meeting of the Council of Governors shall decide the remuneration and allowances and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.

32.2 The Board of Directors shall establish a committee of Non-Executive Directors to decide the remuneration and allowances and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

33. **Voting**

33.1 All decisions of Governors; Directors and Committees shall be by a simple majority of those present at a quorate meeting unless stated otherwise in this Constitution.

34. **Registers**

34.1 The Trust shall have:

34.1.1 Where the member gives consent, upon registration, a register of members showing, in respect of each member, the Constituency to which he belongs and where there are Classes within it, the Class to which he belongs;

34.1.2 a register of members of the Council of Governors;

34.1.3 a register of interests of Governors;

34.1.4 a register of Directors; and

34.1.5 a register of interests of the Directors.

35. **Registers – inspection and copies**

35.1 The Trust shall *NOT* make the registers specified in paragraph 34 above, available for inspection by members of the public except in the circumstances set out below or as otherwise prescribed by regulations:

The production of the annual membership report where the data to be published will be arranged by constituency population and the demographic diversity of the membership as an entirety.

36. **Documents available for public inspection**

36.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

36.1.1 a copy of the current Constitution;

36.1.2 a copy of the latest annual accounts and of any report of the auditor on them; and

36.1.3 a copy of the latest annual report.

36.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:

36.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act;

36.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;

36.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act;

36.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;

36.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act;

36.2.6 a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;

36.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;

36.2.8 a copy of any final report published under section 65I (administrator's final report);

36.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act; and

36.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

365.3 Any person who requests a copy of, or extract from, any of the above documents shall be provided with a copy.

36.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

37. **Auditor**

37.1 The Trust shall have an auditor.

37.2 The Council of Governors shall appoint or remove the auditor at a meeting of the Council of Governors.

38. **Audit Committee**

38.1 The Board of Directors shall establish a committee of Non-Executive Directors as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate.

39. **Accounts**

39.1 The Trust shall keep proper accounts and proper records in relation to the accounts.

39.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

39.2 The accounts are to be audited by the Trust's auditor.

39.3 The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may, with the approval of the Secretary of State direct.

39.4 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

40. **Annual Report, forward plans and non-NHS work**

40.1 The Trust shall prepare an Annual Report and send it to the Monitor.

40.2 The Trust shall give information as to its forward planning in respect of each financial year to Monitor.

40.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.

40.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

40.5 Each forward plan must include information about:

40.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and

40.5.2 the income it expects to receive from doing so.

40.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 40.5.1 the Council of Governors must:

40.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions; and

40.6.2 notify the directors of the Trust of its determination.

40.7 Where the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England it may implement the proposal only if more than half of the members of the council of governors of the Trust voting approve its implementation.

41. **Presentation of the annual accounts and reports to the Council of Governors and Members**

41.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors.

41.1.1 The annual accounts.

41.1.2 Any report of the auditor on them.

41.1.3 The annual report.

41.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

41.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 41.1 with the Annual Members' Meeting.

42 Trust Secretary

42.1 The Trust shall have a Trust Secretary who may be an employee. The Trust Secretary may not be a Governor, or the Chief Executive or the Finance Director.

42.2 The Trust Secretary's functions shall include:

42.2.1 Acting as Trust Secretary to the Council of Governors and the Board of Directors, and any committees;

42.2.2 Attending all members meetings, meetings of the Council of Governors and the Board of Directors and keeping the minutes at those meetings;

42.2.3 Maintaining and keeping up to date the register of members and other registers and books required by this Constitution;

42.2.4 Taking charge of the Trust's seal;

42.2.5 Publishing to members in an appropriate form relevant information about the Trust's affairs;

42.2.6 Preparing and sending to Monitor and any other statutory body all returns which are required to be made;

42.3 The Trust Secretary shall be appointed and removed by the Board of Directors in consultation with the Council of Governors.

42.4 The Board of Directors of the applicant NHS Trust shall appoint the first Trust Secretary of the Trust.

43 Instruments

43.1 The Trust shall have a seal.

43.2 The seal shall not be affixed except under the authority of the Board of Directors.

44. Mergers, Acquisition, Separation, Dissolution and Significant Transactions

44.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

44.2 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust approve entering into the transaction.

44.3 For the purposes of this paragraph:

44.3.1 "Transaction" may be either an investment or a divestment.

44.3.2 A transaction is "significant" if its value equates to 25% of either the Foundation Trust's Gross Assets, Income or Gross Capital (inclusive of the transaction), calculated with reference to the Foundation Trust's opening Balance Sheet for the Financial Year in which approval is being sought.

44.4 If more than half of the members of the Council of Governors voting at a meeting of the Council decline to approve a significant transaction or any part of it, the meeting must provide an agreed written Statement of Reasons for its rejection to the Board of Directors

45. Amendment of the constitution

45.1 The Trust may make amendments to its constitution if:

45.1.1 more than half of the members of the Board of Directors of the Trust voting approve the amendments; and

45.1.2 more than half of the members of the Council of Governors of the Trust voting approve the amendments.

45.2 Amendments made under paragraph 45.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

45.3 If an amendment is made to the Constitution in relation the powers or duties of the Council of Governors;

45.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and

45.3.2 the Trust must give the members an opportunity to vote on whether they approve the amendment.

45.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

45.5 Amendments made to the Constitution shall be notified to Monitor in accordance with the 2012 Act.

46. Dispute resolution procedures

46.1 Every unresolved dispute which arises out of this Constitution between the Trust and:

46.1.1 a member;

46.1.2 any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or

46.1.3 any person bringing a claim under this Constitution

except where otherwise specified in this constitution or the standing orders the unresolved dispute shall be determined by the Trust Secretary. There will be a right of appeal to the Chair, and if the dispute remains unresolved there will be a right of appeal to the Senior Independent Director whose decision shall be final and binding.

46.2 In the event that a dispute is referred to the Chair under paragraph46.1 and the Chair considers that he has a perceived or real interest in the outcome of that dispute and that the dispute would be better resolved externally, then the Chair may refer the dispute for resolution by arbitration under the Arbitration Act 1996 (as amended or re-issued from time to time). The arbitrator's decision will be binding and conclusive on all parties.

47 Indemnity

47.1 The Trust Secretary and members of the Council of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their duties for the Trust, save where they have acted recklessly, and the Trust shall take out and maintain appropriate insurance against such risks.

48 Dissolution of the Trust

The Trust may not be dissolved except by order of the Secretary of State, in accordance with the 2006 Act as amended by the 2012 Act.

ANNEX 1 – THE PUBLIC CONSTITUENCY
(Paragraphs 6.1 and 6.3)

The Public Constituency consists of the Local Government electoral wards specified in the table below.

Area	Constituency	Proposed number of elected Governors
1	Warrington North	5
2	Warrington South	5
~~3~~	~~Runcorn~~	~~4~~
~~4~~	~~Widnes~~	~~4~~
3	Halton	5
~~4~~5	Rest of England	2~~1~~
	Total	**17**~~**19**~~

The minimum number of members required for each area of the Public Constituency is in the table above, which is derived from 25% of the Trust's target membership for each area in the first year of its authorisation. Although the two areas in Widnes have a higher population, due to the proportion of patients using an adjacent acute trust the minimum membership has remained at the same level as other areas. The Trust will continue to take all reasonable steps to secure that (taken as a whole) the actual membership of any Public Constituency will be representative of those eligible for such membership.

ANNEX 2 – THE STAFF CONSTITUENCY
(Paragraphs 7.3 and 7.4)

The Staff Constituency is to be divided into 5 classes as follows:

a) Medical Staff.

b) Nursing & Midwifery Staff.

c) Support Staff.

d) Clinical Scientist or Allied Health Professionals.

e) Estates, administrative and managerial staff.

a) **Medical Staff**
The members of the Medical Staff Class are individuals who are members of the Staff Constituency who are fully registered persons within the meaning of the Medicines Act 1956, who hold a licence to practice and have a post practising within the Trust.

b) **Nursing & Midwifery Staff**
The members of the Nursing and Midwifery Staff Class are members of the Staff Constituency who hold a professional registration with the Nursing and Midwifery Council and who practise as a nurse or a midwife within the Trust.

c) **Support Staff**
The members of the Support Staff Class are members of the Staff Constituency who do not fall within paragraphs a), b) or d) but provide services in direct support of registered practitioners or work within Patient Services.

d) **Clinical Scientist or Allied Health Professionals**
The members of the Clinical Scientist or Allied Health Professional Class are individuals who are members of the Staff Constituency who are registered clinical or health professionals who practise as such within the Trust, and who do not fall within paragraphs a) or b).

e) **Estates, Administrative and Managerial Staff**
The members of the Estates, Administration and Managerial Class are any members of the Staff Constituency who do not come within paragraphs a), b), c) or d).

Members of the Trust who are members of the Staff Constituency are to be individuals:

a) Who are employed under a contract of employment by the Trust which has no fixed term, or has a fixed term of at least 12 months; or

b) Have been continuously employed by the Trust under a contract of employment for at least 12 months.

Below is the minimum membership of each class of the Staff Constituency:

Class	Minimum number of members
Class a) – Medical Staff	60
Class b) – Nursing and Midwifery Staff	60
Class c) – Support Staff	60
Class d) - Clinical Scientist or Allied Health Professionals	60
Class e) - Estates, administrative and managerial staff	60
Total	**300**

ANNEX 3 – COMPOSITION OF THE COUNCIL OF GOVERNORS

(Paragraphs 10.2 and 10.3)

The Council of Governors consists of:

1. Partnership Governors appointed by:
   a) Local Authorities for an area which includes the whole or part of an area of a public constituency;
   b) Partnership organisations, including local Universities and voluntary organisations;

2. Elected Governors elected by;
   a) Members of the Public Constituency;
   b) Individuals within each class of the Staff Constituency.

More than half of the members of the Council of Governors shall be elected by those in 2a above.

Composition

Partnership Governors

Partnership Organisations	**Number to be appointed**
Local Authorities:	
Warrington Borough Council	1
Halton Borough Council	1
Warrington & Vale College	1
Warrington Sikh Gurdwara	1
Educational Sector:	1
Private Sector:	1
Total Partnership Governors	**6**

Elected Governors

Constituency/class electing	Number to be elected
Staff Constituency	
Class a) – Medical Staff	1
Class b) – Nursing and Midwifery Staff	1
Class c) – Support Staff	1
Class d) – Clinical Scientist or Allied Health Professionals	1
Class e) - Estates, administrative and managerial staff	1
Total	**5**

Public Constituency	
Area 1 Warrington North	5
Area 2 Warrington South	5
~~Area 3 Runcorn~~	~~4~~
~~Area 4 Widnes~~	~~4~~
Area 3 Halton	5
Area ~~4~~5 Rest of England	2~~1~~
Total Elected Governors	**17~~19~~**
Total Membership of Council of Governors	
Partnership Governors	**6**
Staff Governors	**5**
Elected Governors	**17~~9~~**
Total	**28~~30~~**

ANNEX 4 – THE MODEL RULES FOR ELECTIONS
(Paragraph 11.2)

Part 1 – Interpretation

1. Interpretation

Part 2 – Timetable for election

2. Timetable
3. Computation of time

Part 3 – Returning Officer

4. Returning Officer
5. Staff
6. Expenditure
7. Duty of co-operation

Part 4 – Stages Common to Contested and Uncontested Elections

8. Notice of election
9. Nomination of candidates
10. Candidate's consent and particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination papers
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination papers
17. Withdrawal of candidates
18. Method of election

Part 5 – Contested Elections

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity

Action to be taken before the poll

22. List of eligible voters
23. Notice of poll
24. Issue of voting documents
25. Ballot paper envelope and covering envelope

The poll

26. Eligibility to vote
27. Voting by persons who require assistance
28. Spoilt ballot papers
29. Lost ballot papers

PART 1 – INTERPRETATION

1. **Interpretation**

1.1 In these rules, unless the context otherwise requires:

"corporation"	Means the public benefit corporation subject to this Constitution.
"election"	Means an election by a Constituency, or by a Class within a Constituency, to fill a vacancy among one or more posts on the Council of Governors.
"the regulator"	Means Monitor.
"the 2006 Act"	Means the National Health Service Act 2006

1.2 Other expressions used in these rules and in Schedule 1 to the Health and Social Care (Community Health and Standards) Act 2003 have the same meaning in these rules as in that Schedule.

PART 2 - TIMETABLE FOR ELECTION

2. **Timetable**

The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election.	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to Returning Officer.	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates.	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election.	Not later than the twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.

Proceeding	Time
Close of the poll.	By 5.00pm on the final day of the election.

3. **Computation of time:**

3.1 In computing any period of time for the purposes of the timetable:

a) A Saturday or Sunday.

b) Christmas Day, Good Friday, or a bank holiday, or

c) A day appointed for public thanksgiving or mourning.

shall be disregarded and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the Returning Officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

PART 3 - RETURNING OFFICER

4. **Returning Officer**

4.1 Subject to rule 58, the returning officer for an election is to be appointed by the corporation.

4.2 Where two or more elections are to be held concurrently, the same Retuning Officer may be appointed for all those elections.

5. **Staff**

Subject to rule 58, the Returning Officer may appoint and pay such staff, including such technical advisers, as he considers necessary for the purposes of the election.

6. **Expenditure**

The corporation is to pay the Returning Officer:

a) Any expenses incurred by that Officer in the exercise of his functions under these rules.

b) Such remuneration and other expenses as the corporation may determine.

7. **Duty of co-operation**

The corporation is to co-operate with the Returning Officer in the exercise of his functions under these rules.

PART 4 – STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

The Returning Officer is to publish a notice of the election stating:

a) The Constituency, or Class within a Constituency, for which the election is being held.

b) The number of members of the Council of Governors to be elected from that Constituency, or Class within that Constituency.

c) The details of any nomination committee that has been established by the corporation.

d) The address and times at which nomination papers may be obtained.

e) The address for return of nomination papers and the date and time by which they must be received by the Returning Officer.

f) The date and time by which any notice of withdrawal must be received by the Returning Officer.

g) The contact details of the Returning Officer; and

h) The date and time of the close of the poll in the event of a contest.

9. Nomination of Candidates

9.1 Each candidate must nominate themselves on a single nomination paper.

9.2 The Returning Officer:

a) Is to supply any member of the corporation with a nomination paper, and

b) Is to prepare a nomination paper for signature at the request of any member of the corporation.

but it is not necessary for a nomination to be on a form supplied by the Returning Officer.

10. Candidate's particulars

10.1 The nomination paper must state the candidate's:

a) Full name.

b) Contact address in full, and

c) Constituency, or Class within a Constituency, of which the candidate is a member.

11. **Declaration of Interests**

The nomination paper must state:

a) Any financial interest that the candidate has in the corporation, and

b) Whether the candidate is a member of a political party, and if so, which party.

and if the candidate has no such interests, the paper must include a statement to that effect.

12. **Declaration of eligibility**

The nomination paper must include a declaration made by the candidate:

a) That he is not prevented from being a member of the Council of Governors by the 2006 Act or by any provision of the Constitution; and,

b) For a member of the Public Constituency, of the particulars of his qualification to vote as a member of that Constituency, or Class within that Constituency, for which the election is being held.

13. **Signature of candidate**

The nomination paper must be signed by the candidate, indicating that:

a) They wish to stand as a candidate.

b) Their declaration of interests as required under rule 11, is true and correct, and

c) Their declaration of eligibility, as required under rule 12, is true and correct.

14. **Decisions as to the validity of nomination**

14.1 Where a nomination paper is received by the Returning Officer in accordance with these rules, the candidate is deemed to stand for election unless and until the Returning Officer:

a) Decides that the candidate is not eligible to stand.

b) Decides that the nomination paper is invalid.

c) Receives satisfactory proof that the candidate has died, or

d) Receives a written request by the candidate of their withdrawal from candidacy.

14.2 The Returning Officer is entitled to decide that a nomination paper is invalid only on one of the following grounds:

a) That the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election.

b) That the paper does not contain the candidate's particulars, as required by rule 10.

c) That the paper does not contain a declaration of the interests of the candidate, as required by rule 11.

d) That the paper does not include a declaration of eligibility as required by rule 12, or

e) That the paper is not signed and dated by the candidate, as required by rule 13.

14.3 The Returning Officer is to examine each nomination paper as soon as is practicable after he has received it and decide whether the candidate has been validly nominated.

14.4 Where the Returning Officer decides that a nomination is invalid, the Returning Officer must endorse this on the nomination paper, stating the reasons for their decision.

14.5 The Returning Officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination paper.

15. **Publication of statement of candidates**

15.1 The Returning Officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 The statement must show:

a) The name, contact address, and Constituency or Class within a Constituency of each candidate standing, and

b) The declared interests of each candidate standing as given in their nomination paper.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The Returning Officer must send a copy of the statement of candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

16. **Inspection of statement of nominated candidates and nomination papers**

16.1 The corporation is to make the statements of the candidates and the nomination papers supplied by the Returning Officer under rule 15.4 available for inspection by members of the public free of charge at all reasonable times.

16.2 If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17. **Withdrawal of candidates**

A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the Returning Officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. **Method of Election**

18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the Council of Governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the Council of Governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to the Council of Governors, then:

a) The candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and

b) The Returning Officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

PART 5 – CONTESTED ELECTIONS

19. **Poll to be taken by ballot**

19.1 The votes at the poll must be given by secret ballot.

19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

20. **The ballot paper**

20.1 The ballot of each voter is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

20.2 Every ballot paper must specify:

a) The name of the corporation.

b) The Constituency, or Class within a Constituency, for which the election is being held.

c) The number of members of the Council of Governors to be elected from that Constituency, or Class within that Constituency.

d) The names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates.

e) Instructions on how to vote.

f) If the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and

g) The contact details of the Returning Officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. **The declaration of identity (Public Constituency)**

21.1 In respect of an election for a Public Constituency a declaration of identity must be issued with each ballot paper.

21.2 The declaration of identity is to include a declaration:

a) That the voter is the person to whom the ballot paper was addressed.

b) That the voter has not marked or returned any other voting paper in the election, and

c) For a member of the Public Constituency, of the particulars of that member's qualification to vote as a member of the Constituency or Class within a Constituency for which the election is being held.

21.3 The declaration of identity is to include space for:

a) The name of the voter.

b) The address of the voter.

c) The voter's signature, and

d) The date that the declaration was made by the voter.

21.4 The voter must be required to return the declaration of identity together with the ballot paper.

21.5 The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper may be declared invalid.

ACTION TO BE TAKEN BEFORE THE POLL

22. **List of eligible voters**

22.1 The corporation is to provide the Returning Officer with a list of the members of the Constituency or Class within a Constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

22.2 The list is to include, for each member, a mailing address where his ballot paper is to be sent.

23. **Notice of poll**

The Returning Officer is to publish a notice of the poll stating:

a) The name of the corporation.

b) The Constituency, or Class within a Constituency, for which the election is being held.

c) The number of members of the Council of Governors to be elected from that Constituency, or Class with that Constituency.

d) The names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates.

e) That the ballot papers for the election are to be issued and returned, if appropriate, by post.

f) The address for return of the ballot papers, and the date and time of the close of the poll.

g) The address and final dates for applications for replacement ballot papers, and

h) The contact details of the Returning Officer.

24. **Issue of voting documents by Returning Officer**

24.1 As soon as is reasonably practicable on or after the publication of the notice of the poll, the Returning Officer is to send the following documents to each member of the corporation named in the list of eligible voters:

a) A ballot paper and ballot paper envelope.

b) A declaration of identity (if required).

c) Information about each candidate standing for election, pursuant to rule 47 of these rules, and

d) A covering envelope.

24.2 The documents are to be sent to the mailing address for each member, as specified in the list of eligible voters.

25. **Ballot paper envelope and covering envelope**

25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 The covering envelope is to have:

a) The address for return of the ballot paper printed on it, and

b) Pre-paid postage for return to that address.

25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the Returning Officer:

a) The completed declaration of identity if required, and

b) The ballot paper envelope, with the ballot paper sealed inside it.

THE POLL

26. **Eligibility to vote**

An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

27. **Voting by persons who require assistance**

27.1 The Returning Officer is to put in place arrangements to enable requests for assistance to vote to be made.

27.2 Where the Returning Officer receives a request from a voter who requires assistance to vote, the Returning Officer is to make such arrangements as he considers necessary to enable that voter to vote.

28. **Spoilt ballot papers**

28.1 If a voter has dealt with his ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the Returning Officer for a replacement ballot paper.

28.2 On receiving an application, the Returning Officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he can obtain it.

28.3 The Returning Officer may not issue a replacement ballot paper for a spoilt ballot paper unless he:

a) Is satisfied as to the voter's identity, and

b) Has ensured that the declaration of identity, if required, has not been returned.

28.4 After issuing a replacement ballot paper for a spoilt ballot paper, the Returning Officer shall enter in a list ("the list of spoilt ballot papers"):

a) The name of the voter, and

b) The details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and

c) The details of the unique identifier of the replacement ballot paper.

29. **Lost ballot papers**

29.1 Where a voter had not received his ballot paper by the fourth day before the close of the poll, that voter may apply to the Returning Officer for a replacement ballot paper.

29.2 The Returning Officer may not issue a replacement ballot paper for a lost ballot paper unless they:

a) Is satisfied as to the voter's identity.

b) Has no reason to doubt that the voter did not receive the original ballot paper, and

c) Has ensured that the declaration of identity if required has not been returned.

29.3 After issuing a replacement ballot paper, the Returning Officer shall enter in a list ("the list of lost ballot papers"):

a) The name of the voter, and

b) The details of the unique identifier of the replacement ballot paper.

30. **Issue of a replacement ballot paper**

30.1 If a person applies for a replacement ballot paper under rule 28 or 29 and a declaration of identity has already been received by the Returning Officer in the name of that voter, the Returning Officer may not issue a replacement ballot paper unless, in addition to the requirements imposed rule 28.3 or 29.2, he is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the Returning Officer in the name of that voter.

30.2 After issuing a replacement ballot paper under this rule, the Returning Officer shall enter in a list ("the list of tendered ballot papers"):

a) The name of the voter, and

b) The details of the unique identifier of the replacement ballot paper issued under this rule.

31. **Declaration of identity for replacement ballot papers (Public Constituency)**

31.1 In respect of an election for a Public Constituency a declaration of identity must be issued with each replacement ballot paper.

31.2 The declaration of identity is to include a declaration:

a) That the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and

b) Of the particulars of that member's qualification to vote as a member of the Public Constituency, or Class within a Constituency, for which the election is being held.

31.3 The declaration of identity is to include space for:

a) The name of the voter.

b) The address of the voter.

c) The voter's signature, and

d) The date that the declaration was made by the voter.

31.4 The voter must be required to return the declaration of identity together with the ballot paper.

31.5 The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

PROCEDURE FOR RECEIPT OF ENVELOPES

32. **Receipt of voting documents**

32.1 Where the Returning Officer receives a:

a) covering envelope, or

b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that Officer is to open it as soon as is practicable; and rules 33 and 34 are to apply.

32.2 The Returning Officer may open any ballot paper envelope for the purposes of rules 33 and 34, but must make arrangements to ensure that no person obtains or communicates information as to:

a) The candidate for whom a voter has voted, or

b) The unique identifier on a ballot paper.

32.3 The Returning Officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33. **Validity of ballot paper**

33.1 A ballot paper shall not be taken to be duly returned unless the Returning Officer is satisfied that it has been received by the Returning Officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.

33.2 Where the Returning Officer is satisfied that paragraph 33.1 has been fulfilled, he is to:

a) Put the declaration of identity if required in a separate packet,

and

b) Put the ballot paper aside for counting after the close of the poll.

33.3 Where the Returning Officer is not satisfied that paragraph 33.1 has been fulfilled, he is to:

a) Mark the ballot paper “disqualified”.

b) If there is a declaration of identity accompanying the ballot paper, mark it as “disqualified” and attach it to the ballot paper.

c) Record the unique identifier on the ballot paper in a list (the “list of disqualified documents”) and

d) Place the document or documents in a separate packet.

34. **Declaration of identity but no ballot paper (Public Constituency)**

Where the Returning Officer receives a declaration of identity if required but no ballot paper, the Returning Officer is to:

a) Mark the declaration of identity “disqualified”.

b) Record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper and

c) Place the declaration of identity in a separate packet.

35. **Sealing of packets**

As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, the Returning Officer is to seal the packets containing:

a) The disqualified documents, together with the list of disqualified documents inside it.

b) The declarations of identity if required.

c) The list of spoilt ballot papers.

d) The list of lost ballot papers.

e) The list of eligible voters, and

f) The list of tendered ballot papers.

PART 6 – COUNTING THE VOTES

36**. Interpretation of Part 6** – In Part 6 of these rules –

37. **Arrangements for counting of the votes**

The Returning Officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

38. **The Count**

38.1 The Returning Officer is to:

a) Count and record the number of ballot papers that have been returned, and

b) Count the votes according to the provisions in this Part of the rules.

38.2 The Returning Officer, while counting and recording the number of ballot papers and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper.

38.3 The Returning Officer is to proceed continuously with counting the votes as far as is practicable.

39. **Rejected ballot papers**

39.1 Any ballot paper:

a) Which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced.

b) On which votes are given for more candidates than the voter is entitled to vote.

c) On which anything is written or marked by which the voter can be identified except the unique identifier, or

d) Which is unmarked or rejected because of uncertainty.

Shall subject to paragraphs 39.2 and 39.3 below, be rejected and not counted.

39.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

39.3 A ballot paper on which a vote is marked:

a) Elsewhere than in the proper place.

b) Otherwise than by means of a clear mark.

c) By more than one mark.

Is not to be rejected for such a reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears and the way the paper is marked does not itself identify the voter and it is not shown that he can be identified by it.

39.4 The Returning Officer is to:

a) Endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and

b) In the case of a ballot paper on which any vote is counted under paragraph 39.2 or 39.3 above, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

39.5 The Returning Officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

a) Does not bear proper features that have been incorporated into the ballot paper.

b) Voting for more candidates than the voter is entitled to.

c) Writing or mark by which voter could be identified, and

d) Unmarked or rejected because of uncertainty.

And, where applicable, each heading must record the number of ballot papers rejected in part.

a) According to the next available preference given on those papers for any continuing candidate, or

40. **Equality of votes**

Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the Returning Officer is to decide between those candidates by a lot and proceed as if the candidate on whom the lot falls had received an additional vote.

PART 7 – FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

41**. Declaration of result for contested elections**

41.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

a) Declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Council of Governors from the Constituency, or Class within a Constituency, for which the election is being held to be elected.

b) Give notice of the name of each candidate who he has declared elected:
   (i) Where the election is held under a proposed Constitution pursuant to powers conferred on the Warrington and Halton Teaching Hospitals NHS Foundation Trust by section 34 (4) of the 2006 Act, to the Chair of the NHS Trust, or

   (ii) In any other case, to the Chair of the corporation; and

c) Give public notice of the name of each candidate whom he has declared elected.

41.2 The Returning Officer is to make:

a) The total number of votes given for each candidate (whether elected or not), and

b) The number of rejected ballot papers under each of the headings in rule 39.5

Available on request.

42. Declaration of result for uncontested elections

In an uncontested election, the Returning Officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election –

a) declare the candidate or candidates remaining validly nominated to be elected,

b) give notice of the name of each candidate who they have declared elected to the Chair of the Corporation, and

c) give public notice of the name of each candidate who they have declared elected.

PART 8 – DISPOSAL OF DOCUMENTS

43. **Sealing up of documents relating to the poll**

43.1 On completion of the counting at a contested election, the Returning Officer is to seal up the following documents in separate packets:

a) The counted ballot papers.

b) The ballot papers endorsed with “rejected in part”.

c) The rejected ballot papers, and

d) The statement of rejected ballot papers.

43.2 The Returning Officer must not open the sealed packets of:

a) The disqualified documents, with the list of disqualified documents inside it.

b) The declarations of identity.

c) The list of spoilt ballot papers.

d) The list of lost ballot papers.

e) The list of eligible voters, and

f) The list of tendered ballot papers.

43.3 The Returning Officer must endorse on each packet a description of:

a) Its contents.

b) The date of the publication of notice of the election.

c) The name of the corporation to which the election relates, and

d) The Constituency, or Class within a Constituency, to which the election relates.

44. **Delivery of documents**

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 43, the Returning Officer is to forward them to the Chair of the corporation.

45. **Forwarding of documents received after close of the poll**

Where:

a) Any voting documents are received by the Returning Officer after the close of the poll, or

b) Any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or

c) Any applications for replacement ballot papers are made too late to enable new ballot papers to be issued.

The Returning Officer is to put them in a separate packet, seal it up, and endorse and forward it the Chair of the corporation.

46. **Retention and public inspection of documents**

46.1 The corporation is to retain the documents relating to an election that are forwarded to the Chair by the Returning Officer under these rules for one year and then, unless otherwise directed by the Regulator, cause them to be destroyed.

46.2 With the exception of the documents listed in rule 47.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

46.3 A person may request a copy or extract from the documents relating to an election that is held by the corporation, and the corporation is to provide it and may impose a reasonable charge for doing so.

47. **Application for inspection of certain documents relating to an election**

47.1 The corporation may not allow the inspection of, or the opening of any sealed packet containing:

a) Any rejected ballot papers, including ballot papers rejected in part.

b) Any disqualified documents, or the list of disqualified documents.
c) Any counted ballot papers.

d) Any declarations of identity, or

e) The list of eligible voters.

by any person without the consent of the Regulator.

47.2 A person may apply to the Regulator to inspect any of the documents listed in 47.1 and the Regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

47.3 The Regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to:

a) Persons.

b) Time.

c) Place and mode of inspection.

d) Production or opening.

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

On an application to inspect any of the documents listed in paragraph 47.1.

a) In giving its consent, the Regulator, and

b) And making the documents available for inspection, the corporation

must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established:

(i) That his vote was given, and

(ii) That the Regulator has declared that the vote was invalid.

PART 9 DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

48 Countermand or abandonment of poll on death of candidate

48.1 If, at a contested election, proof is given to the Returning Officer's satisfaction before the result of the election is declared that one of the persons named, or to be named, as a candidate has died, then the Returning Officer is to:

a) Countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that Constituency or Class, and

b) Order a new election, on a date to be appointed by him in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

48.2 Where a new election is ordered under paragraph 48.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that Constituency or Class.

48.3 Where a poll is abandoned under paragraph 48.1a) paragraphs 48.4 to 48.7 are to apply.

48.4 The Returning Officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 33 and 34 and is to make up separate sealed packets in accordance with rule 35.

48.5 The Returning Officer is to:

a) Count and record the number of ballot papers that have been received, and

b) Seal up the ballot papers into packets, along with the records of the number of ballot papers.

48.6 The Returning Officer is to endorse on each packet a description of:

a) Its contents.

b) The date of the publication of notice of the election.

c) The name of the corporation to which the election relates, and

d) The Constituency or Class within a Constituency, to which the election relates.

48.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs 48.4 to 48.6, the Returning Officer is to

deliver them to the Chair of the corporation and rules 46 and 47 are to apply.

PART 10 – ELECTION EXPENSES AND PUBLICITY

Election expenses

49. **Election expenses**

Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application to the Regulator under Part 11 of these rules.

50. **Expenses and payments by candidates**

A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

a) Personal expenses.

b) Travelling expenses and expenses incurred while living away from home, and

c) Expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

51. **Election expenses incurred by other persons**

51.1 No person may:

a) Incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or

b) Give a candidate or his family any money or property (whether as a gift, donation, loan or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

51.2 Nothing in this rule is to prevent the corporation from incurring such expenses and making such payments, as it considers necessary pursuant to rules 52 and 53.

Publicity

52. **Publicity about election by the corporation**

52.1 The corporation may:

a) Compile and distribute such information about the candidates, and

b) Organise and hold such meetings to enable the candidates to speak and respond to questions.

as it considers necessary.

52.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 52, must be:

a) Objective, balanced and fair.

b) Equivalent in size and content for all candidates.

c) Compiled and distributed in consultation with all of the candidates standing for election, and

d) Must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more candidates.

52.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

53. **Information about candidates for inclusion with voting documents**

53.1 The corporation must compile information about the candidates standing for election, to be distributed by the Returning Officer pursuant to rule 24 of these rules.

53.2 The information must consist of:

a) A statement submitted by the candidate of no more than 250 words, and

b) A photograph of the candidate.

54. **Meaning of "for the purposes of an election"**

54.1 In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.

54.2 The provision by any individual of his own services voluntarily, on his own time and free of charge is not to be considered an expense for the purposes of this Part.

PART 11 – QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

55. **Application to question an election**

55.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the Regulator.

55.2 An application may only be made once the outcome of the election has been declared by the Returning Officer.

55.3 An application may only be made to the Regulator by:

a) A person who voted at the election or who claimed to have had the right to vote, or

b) A candidate, or a person claiming to have had a right to be elected at the election.

55.4 The application must:

a) Describe the alleged breach of the rules or electoral irregularity,

and

b) Be in such a form as the Regulator may require.

55.5 The application must be presented in writing within 21 days of the declaration of the result of the election.

55.6 If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

a) The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.

b) The determination by the person or persons nominated in accordance with Rule 55.6 shall be binding on and shall be given effect by the corporation, the applicant and the members of the

Constituency (or Class within a Constituency) including all the candidates for the election to which the application relates.

c) The Regulator may prescribe rules of procedure for the determination of an application including costs.

PART 12 – MISCELLANEOUS

56. **Secrecy**

56.1 The following persons:

a) The Returning Officer.

b) The Returning Officer's staff.

Must maintain and aid in maintaining the secrecy of the voting and the counting of the votes and must not, except for some purpose authorised by law, communicate to any person any information as to:

(i) The name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted.

(ii) The unique identifier on any ballot paper.

(iii) The candidate(s) for whom any member has voted.

56.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter.

56.3 The Returning Officer is to make such arrangements as he thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

57. **Prohibition of disclosure of vote**

No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he has voted.

58. **Disqualification**

A person may not be appointed as a Returning Officer, or as staff of the Returning Officer pursuant to these rules, if that person is:

a) A member of the corporation.

b) An employee of the corporation.

c) A Director of the corporation, or

d) Employed by or on behalf of a person who has been nominated for election.

59. **Delay in postal service through industrial action or unforeseen event**

If industrial action, or some other unforeseen event, results in delay in:

a) The delivery of the documents in rule 24, or

b) The return of the ballot papers and declarations of identity.

The Returning Officer may extend the time between the publication of the notice of the poll and the close of the poll with the agreement of the Regulator.

ANNEX 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS (Paragraphs 13.3, 13.4 and 18)

Compliance with Code of Conduct

Governors shall comply with the Trust's Code of Conduct for Governors at Annex 5B.

Training

The Membership Strategy outlines the details of the training programme for members and Governors. Governors shall comply in so far as is possible with any training requirements identified by the Trust. The training programme set out in the Membership Strategy shall be reviewed from time to time and amended as required.

Eligibility to be a Governor

A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so if:

1. They are a Director of the Trust or any other NHS Body as defined in this constitution;
2. They are a Governor of another NHS Foundation Trust, unless:
    a. They are a Local Authority Governor appointed by one of the local authorities specified in Annex 3; or
    b. They are a Partnership Governor appointed by an NHS Body specified as a partnership organisation in Annex 3;
3. They are the spouse, partner, parent or child of a member of the Council of Governors or Board of Directors of the Trust;
4. They are under sixteen years of age at the time are nominated for election or appointment;
5. They are a member of a local authority's scrutiny committee covering health matters;
6. Being a member of the public constituency, they fail to sign a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a member of the Council of Governors;
7. They fail to agree to comply with the Trust's Code of Conduct for Governors.
8. They fail to demonstrate compliance with the Trust's Code of Conduct for Governors.

~~8.~~9. Their use of social media does not reflect Trust values or The Nolan principles.

~~9.~~10. They have or have been subject to a Sexual Offences Prevention Order, a Foreign Travel Order or a Risk of Sexual Harm Order made under the provisions of the Sexual Offences Act 2003;

11. On the basis of disclosures obtained through an application to the Disclosure and Barring Service (including any application to the Criminal Records Bureau made prior to the establishment of the Disclosure and Barring Service), they are not considered suitable by the Trust's Executive Director responsible for Human Resources;

12. They are a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

13. They are a person to whom a moratorium period under a debt relief order applies under Part 7A of the Insolvency Act 1986

Formatted ...

Formatted ...

Formatted: Left, Space Before: 12 pt, Line spacing: single, Numbered + Level: 1 + Numbering Style: 1, 2, 3, … + Start at: 1 + Alignment: Left + Aligned at: 0 cm + Tab after: 0.63 cm + Indent at: 0.63 cm, Tab stops: 6.4 cm, Left

~~10.~~

~~11.~~14. They are incapable by reason of mental disorder, illness or injury of managing or administering their property and affairs;

~~12.~~15. They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;

~~13.~~16. They are a person whose tenure of office as the Chair or as a member or Director of a health service body has been terminated on the grounds that his/her appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

~~14.~~17. They have had their name removed from any list maintained pursuant to Parts 4, 5, 6 or 7 of the NHS Act 2006 and/or Regulations made under those Parts, and has not subsequently had their name included on such a list, and, due to the reason(s) for such removal, they are not considered suitable by the Trust's Executive Director responsible for Human Resources;

18. ~~14.~~They have previously been removed from office as a Governor of any Trust in accordance with the provisions of paragraph 8 below under the section titled 'Termination of office and removal of Governors'.

19. They have been found to be a vexatious complainant, in that, the Board of Directors has unanimously agreed that he/she has persistently and without reasonable grounds, made any unjustified complaint or requests of the Trust (or any of its staff, agents, patients or carers) causing inconvenience, harassment or expense;

Requirement of Governor to notify Trust

Where a person has been elected or appointed to be a Governor and they become disqualified from office under the provisions of this Constitution, they shall notify the Trust Secretary in writing of such disqualification.

Termination of office and removal of Governors

A person holding office as a Governor shall immediately cease to do so if:

1. They resign by notice in writing to the Trust Secretary;
2. It otherwise comes to the notice of the Trust Secretary at the time the Governor takes office or later that the Governor is disqualified;
3. They fail to meet the expected responsibilities laid out in Annex 5 – Page 67.

Formatted: Font: (Default) Arial, Highlight

Formatted: Not Highlight

Formatted: Indent: Left: 0.63 cm, No bullets or numbering

Formatted: Font: (Default) Arial, 12 pt

Formatted: Font: 12 pt

Formatted: Font: Arial, 12 pt

Formatted: List Paragraph, Left, Right: 0 cm, Space Before: 12 pt, Line spacing: single, Numbered + Level: 1 + Numbering Style: 1, 2, 3, … + Start at: 1 + Alignment: Left + Aligned at: 0 cm + Tab after: 0.63 cm + Indent at: 0.63 cm, Widow/Orphan control, Tab stops: 6.4 cm, Left + Not at 3.74 cm

Formatted: Font: 12 pt

Formatted: Font: Arial, 12 pt

Formatted: Font: (Default) Arial, Not Highlight

Formatted: Indent: Left: 0 cm, First line: 0 cm

4. If a Governor fails to adhere to the provisions laid out in paragraph 3, this will result in termination of office unless the other Governors are satisfied by a 75% majority that:

4.1 The absences were due to reasonable causes; and

4.2 The Governor will resume attendance at meetings of the Council of Governors again within such a period as it considers reasonable;

4.3 If a Governor has been subject to a decision in their favour under paragraph 4 above and subsequently fails to meet the attendance standards set out in paragraph 3, that Governor's tenure of office is to be terminated immediately.

4. In the case of an elected Governor, they cease to be a member of the Trust;

5. In the case of an appointed Governor, the appointing organisation terminates the appointment;

6. They have refused without reasonable cause to undertake any training, which the Council of Governors requires all Governors to undertake;

7. they have failed to sign and deliver to the Trust Secretary a statement in the form required by the Council of Governors confirming acceptance of the Trust's Code of Conduct for Governors;

8. They are removed from the Council of Governors by a resolution approved by a majority of the remaining Governors present and voting at a general meeting on the grounds that:

a) They have committed a serious breach of the Trust's Code of Conduct; or

b) They have failed to declare a relevant and material interest in accordance with the Council of Governors Standing Orders; or

c) They have acted in a manner detrimental to the interests of the Trust

d) They have caused harm to the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of services;

e) They have~~; or~~failed to discharge his/her responsibilities as a Governor;

~~c)~~f)

~~d) The Council of Governors consider that it is not in the best interests of the Trust for him/her to continue as a Governor.~~

Formatted: Font: Arial

Formatted: Font: (Default) Arial

Formatted: Normal, Left, Right: 0 cm, Line spacing: single, No bullets or numbering, Widow/Orphan control, Tab stops: Not at 3.74 cm

Formatted: Font: Arial

Formatted: Font: Arial, Not Highlight

Formatted: Numbered + Level: 2 + Numbering Style: a, b, c, … + Start at: 1 + Alignment: Left + Aligned at: 1.27 cm + Tab after: 1.9 cm + Indent at: 1.9 cm

Formatted: Indent: Left: 1.9 cm, No bullets or numbering

Formatted: List Paragraph, Left, No bullets or numbering

9. The Governor concerned will be eligible to make representation, in writing, to the Council of Governors but not to vote on any resolution relating to his/her removal or suspension

Formatted: Font: Arial

Formatted: Normal, Right: 0 cm, Line spacing: single, No bullets or numbering, Widow/Orphan control, Tab stops: Not at 3.74 cm

Formatted: Font: (Default) Arial, Not Highlight

Suspension from office of Staff Governors

If a staff Governor is suspended from duties for any reason they will also be suspended from their role as Governor for the duration of their suspension. Whilst a staff Governor is under suspension, the staff Governor cannot attend meetings of the Council of Governors in any capacity, but missing any meetings of the Council of Governors will not count as failure to attend for the purposes of paragraph 3 under termination of office and removal as Governor above.

Vacancies amongst Governors

1. Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.

2. Where the vacancy arises amongst the appointed Governors, the Trust Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.

3. Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty either:

    - To call an election within three months to fill the seat for the remainder of that term of office, or

    - To invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat for any unexpired period of the term of office; or

    - To leave the vacancy outstanding until the next annual election, providing that the vacancy shall not be for more than nine months.

Roles and Responsibilities

Formatted: Normal, Left

Formatted: Font: Bold

Roles

The Governors have three general roles:

- Advisory – to communicate to the Board the views and interests of members and the wider community;

- Guardianship – to ensure that the Trust is operating in accordance with its authorisation;

- Strategic – to advise on the Trust's strategy and deliverance of that strategy.

The Governors shall carry out their roles and responsibilities in accordance with this Constitution and the Trust's Terms of Authorisation.

The roles of the Governors shall include to:

1. Appoint or remove the Chair and the other Non-Executive Directors. The removal of a Non-Executive Director requires the approval of three-quarters of the members of the Council of Governors;

2. Decide the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors;

3. Appoint or remove any external auditor and the Trust's financial auditor;

4. Approve (by a majority of the Council of Governors voting) an appointment of the Chief Executive, other than the initial Chief Executive;

5. Give the views of the Council of Governors to the Board of Directors for the purposes of the preparation (by the Directors) of the document containing information as to the Trust's forward planning in respect of each financial year to be given to Monitor;

6. Consider the annual accounts, any report of the financial auditor on them, and the annual report;

7. Consult with the Board of Directors on future plans for the services provided by the Trust;

8. Work with the Board of Directors to ensure the Trust operates within the conditions of its licence issued by Monitor;

9. Respond to any matter as appropriate when consulted by the Directors;

10. Review the Trust's Membership Strategy from time to time and at least once every three years to develop the membership of the Trust and represent the interests of members, and to review from time to time the Trust's policy for the composition of the Council of Governors and of the Non-executive Directors;

11. Establish mechanisms for consulting with the members and partnership organisations they may represent, particularly on developments and significant changes to services provided by the Trust;

12. Act as a source of ideas about how the Trust can provide services which reflect the needs of patients and the wider community;

13. Ensure that the Trust follows its values, as set out in the Trust's Membership Strategy;

14. Monitor the success of the Trust in meeting its planned service objectives;

15. Undertake such functions as the Board of Directors shall from time to time request.

Responsibilities

The responsibilities of Governors shall include to:

1. Ensure that they do not miss two consecutive Council of Governors meetings in any financial year.

2. Attend at least two Governor constituency meetings in any financial year.

3. Attend at least two Constituency meetings in any financial year.

4. Attend at least one Governor observation visit in any financial year.

5. Use social media responsibly upholding Trust values in line with the Nolan Principles.

Appointment of Non-Executive Directors (including Chair and Deputy Chair)

The Council of Governors shall establish a Nominations and Remuneration Committee to identify the skills, knowledge and experience required for Non-Executive Director posts, including the Chair and Deputy Chair of the Trust, and to prepare a suitable job description(s) and personal profile(s), which may be revised from time to time as required.

The Nominations and Remuneration Committee will identify suitable candidates (taking into account the skills, knowledge and experience identified as required for such posts and the job description(s) and personal profile(s) prepared) to assist with the process of selection of Non-Executive Directors (including the Chair and Deputy Chair) by the Council of Governors. The Terms of Reference of the Nominations and Remuneration Committee are set out in Annex 5A.

Duties of Deputy Chair

Where the Chair of the Trust has died or has otherwise ceased to hold office or where they have been unable to perform their duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform their duties, be taken to include references to the Deputy Chair or the Non-Executive Director nominated by the Council of Governors to take on the duties of the Chair or Deputy Chair should both be absent from a meeting or otherwise unavailable or unable to perform their duties.

ANNEX 5A - COUNCIL OF GOVERNORS NOMINATIONS AND REMUNERATION COMMITTEE

1. Purpose

A Nominations and Remuneration Committee ("the Committee") is to be established for the purposes of identifying appropriate candidates for the posts of Non-Executive Directors (including the Chair and Deputy Chair of the Foundation Trust), for making recommendations to the Council of Governors as to suitable candidates to fill the posts and for making recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Non-Executive Directors. The Committee will, taking into account the views of the Board of Directors, identify a balance of individual skills, knowledge and experience that is required at the time a vacancy arises and accordingly draw up a job description and personal profile for each new appointment.

2. Membership

2.1 Membership of the Committee will consist of:

- The Chair of the Foundation Trust (or Deputy Chair when the appointment of the Chair or their remuneration and allowances and other terms and conditions of office are being discussed, or another Non-Executive Director if the Deputy Chair is standing for Chair);
- One Partnership Governor;
- One Staff Governor; and
- Two Elected Governors.

2.2 The Chair of another Foundation Trust may be invited to act as an independent assessor to the Committee to advise the Committee as and when required.

2.3 The Chief Executive of the Foundation Trust shall be entitled to attend meetings of the Committee unless the Committee decides otherwise. In carrying out its responsibilities under Section 5, the Committee shall take the Chief Executive's views into account.

2.4 Members of the Committee may be required to undertake training and development commensurate with their responsibilities outlined in Section 5.

3. Chair of the Committee

The Chair of the Committee will be the Chair of the Foundation Trust, unless the discussion relates to the appointment of the Chair or their remuneration and allowances and other terms and conditions of office, in which case the Deputy Chair will chair the Committee. In the event that the Deputy Chair wishes to stand for the appointment of Chair, the Committee will be chaired by another Non-Executive Director.

4. Support for the Committee

The Director of Human Resources will provide advice and support to the Committee as required to ensure that the nominations processes are managed in accordance with best practice and that the recommendations made to the Council of Governors on the Non-Executive Directors' remuneration and allowances and other terms and conditions of office are appropriate and relevant to local circumstances.

5. Responsibilities of the Committee

5.1 *To prepare information detailing the skills, knowledge and experience required for the posts of Non-Executive Directors and to prepare job descriptions and personal profiles for each post, as may be amended from time to time*.

5.2 Save for in the case of the appointment of the initial Chair and initial other Non-Executive Directors of the Foundation Trust, where such appointments take place in accordance with paragraph 24 of this Constitution, to undertake the selection process for Non-Executive Directors, elements of which may include: -

- Making arrangements for advertising and raising local awareness of the post(s);
- Making arrangements for the short listing of candidates;
- Making arrangements to conduct formal interviews;

so as to identify, through a process of open competition, suitable candidates and so as to make recommendations to the Council of Governors as to suitable candidates for approval by the Council of Governors. No more than five candidates shall be identified for each vacancy. The Council of Governors shall either appoint the recommended individual(s) or invite the Committee to make an alternative recommendation.

5.3 Save for in the case of the appointment of the initial Chair and initial other Non-Executive Directors of the Foundation Trust, where such appointments take place in accordance with paragraph 24 of this Constitution, in making such recommendations the Committee shall take account of the information prepared in accordance with Section 5.1 and the policy on the composition of the Non-Executive Directors.

5.4 On expiry of the initial Non-Executive Directors' current terms of appointment (or the period of 12 months, whichever is the greater) and on any subsequent vacancy, to consider whether to recommend to the Council of Governors the reappointment of the retiring Non-Executive Director. The Committee may not make any such recommendation other than for a first renewal of the appointment of a Non-Executive Director without first taking the steps outlined in Sections 5.1, 5.2 and 5.3 above. If the Council of Governors does not so appoint, or if the individual does not wish to continue, or if the Committee does not consider the reappointment appropriate, then suitable

new candidates will be identified by the Committee in accordance with the procedure outlined above.

5.5 To make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of Non-Executive Directors.

6. Quorum

The quorum necessary for the transaction of business will be three members of the Committee, comprising the Chair of the Committee and two Governors.

7. Frequency of Meetings

The Committee will meet at least annually and then as required to fulfil its responsibilities, as determined by the Chair.

8. Notice of Meetings

8.1 Meetings of the Committee will be called at the request of the Chair.

8.2 Details of each meeting, including the agenda and supporting papers will be forwarded to each member of the Committee at least seven working days before the date of the meeting.

9. Minutes of Meetings

Minutes of the meetings will be circulated promptly to all members of the Committee and to all other members of the Council of Governors as soon as reasonably practical.

10. Reporting Arrangements

10.1 The Chair will report on the proceedings of each meeting to the next meeting of the Council of Governors. This discussion will take place in a private session i.e. not open to members of the public, when the names and details of individuals are being discussed.

10.2 The Chair will attend the Annual Members' Meeting to report on the activities of the Committee in the previous 12 months.

11. Authority

The Committee is authorised to seek information and advice either within the Trust or externally on any matters within its terms of reference.

12. Review

The Committee will review its own performance, relevant sections of the Constitution and terms of reference at least once a year to ensure it is operating at maximum effectiveness. Any proposed changes will be submitted by the Committee to the Council of Governors and to the Board of Directors for consideration.

ANNEX 5B – GOVERNORS' CODE OF CONDUCT

Introduction

This Code has been drawn up in accordance with the Constitution and it is intended to support and complement the Constitution and its Annexes.

Its purpose is to make clear the appropriate conduct for Governors and address the requirements of the office of Governor on the Governor's Council. As an elected or appointed Governor, it is important that Governors are in no doubt about the standards of conduct and personal behaviour expected of anyone who holds public office or works within the Trust.

Governors' attention is also drawn to a number of Trust polices and documents regarding the Trust's values, confidentiality and the use of information and social media:

- Information Governance Policy
- Freedom to Speak up Policy
- Media & Social Media Policy
- Equality, Diversity & Inclusion Policy
- Trust Values

Whilst these policies have been drawn up principally for staff, the principles of these policies should be adhered to by Governors (see section 3 paragraph 2 below). Any query regarding the content or interpretation of any Trust policy should be directed to either the Chair of the Trust or the Trust Secretary.

Guiding Principles

The principles underpinning this Code of Conduct are drawn from the 'seven principles of public life', as defined by The Nolan Committee Report (1996). These principles are as follows:

- **Selflessness.** Governors must take decisions solely in terms of the public interest. Decisions must not be made to gain financial or material benefit for themselves, their family or friends. Governors must not attempt to use their status to gain advantage within the Trust or any other organisation.

- **Integrity.** Governors must not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

- **Objectivity.** In carrying out public business, including making appointments, awarding contracts or recommending individuals for rewards and benefits, Governors must make their choice based on merit.

- **Accountability.** Governors are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate for their office.

- **Openness.** Governors must be as open as possible about all the decisions and actions they take, and must give reasons for decisions, restricting information only when the wider public interest clearly demands.

- **Honesty.** Governors have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

- **Leadership.** Governors should promote and support these principles by leadership and example.

The NHS Core Principles (as published by the Department of Health) also inform the Code of Conduct and should guide the activities of the Board of Governors. These principles dictate that the NHS will:

- Provide a universal service for all based on clinical need not the ability to pay.

- Provide a comprehensive range of services, shaped around the needs and preferences of individual patients, their families and their carers.

- Respond to the different needs of different populations.

- Work continuously to improve quality services and to minimise errors.

- Support and value its staff.

- Ensure public funds for healthcare are devoted solely to NHS patients.

- Work together with others to ensure a seamless service for patients.

- Help keep people healthy and work to reduce health inequalities.

- Respect the confidentiality of individual patients and provide open access to information relating to services, treatment and performance.

Code of Conduct

A Governor must observe the Governors' Code of Conduct whenever he/she conducts the business of the Trust and/or the Board of Governors or acts as a representative of the Trust and/or the Board of Governors.

As a Governor of WARRINGTON AND HALTON TEACHING HOSPITALS NHS FOUNDATION TRUST I will:

1. Act as an ambassador for the Trust and represent both members and the general public.

2. At all times comply with the Constitution and its Standing Orders, the Standing Financial Instructions and all other policies and procedures of the Trust.

3. Uphold the Seven Principles of Public Life as set out by the Nolan Committee.

4. Abide by the NHS Core Principles.

5. Actively support the Trust's vision, aims and priorities ensuring the needs and best interests of the public, service users, relatives, carers and staff are foremost when making decisions.

6. Adopt a team approach, working with the Board of Directors, Trust staff and partner organisation to achieve the success of the Trust.

7. Support and assist the Trust's Chief Executive in their responsibility to answer the regulatory body, commissioners and the public in fully and faithfully declaring and explaining the use of resources, and the performance of the Trust in enacting national policy and delivering national targets.

8. Seek to ensure that no-one person or group is unlawfully discriminated against because of for example religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social or economic status or national origin.

9. Treat with dignity and respect the public, service users, relatives, carers, people who work within the Trust, and partners in other organisations.

10. Seek to ensure that my Governor colleagues are valued, and that judgements about them are consistent, fair, unbiased and properly founded.

11. Note that WARRINGTON AND HALTON TEACHING HOSPITALS NHS FOUNDATION TRUST is an apolitical organisation.

12. Recognise that if I am a member of any trade's union, political party or other organisation, (other than where a Governor has been appointed to the Governor's Council by an appointing organisation), I will not be representing that organisation or the views of that organisation.

13. Ensure that no political, religious or sectarian views influence any decisions I am party to.

14. Properly disclose and declare any actual or perceived personal, pecuniary or conflict of interest in any matter under discussion or consideration and refrain from any decision or vote on the matter, unless I am invited to participate by the Chair.

15. Not expect or seek any privileges, preferential or special treatment arising from being a Governor for either myself or my family or friends.

16. Ensure that when acting in my official capacity, or any other circumstances, I conduct myself in a way that will not bring the office of Governor, the Council of Governors or the Trust into disrepute. This includes the use of social media as described in paragraph 9 of 'Eligibility to be a Governor' laid out in Annex 5.

17. Not make, permit or knowingly allow to be made any untrue misleading statement relating to my own duties or the functions of the Trust.

18. Maintain a high level of confidentiality and not disclose any information given to me in confidence by anyone, or disclose information acquired which is or which I believe to be of a confidential nature without the consent of a person authorised to give it, unless I am required to do so by law. I will also not prevent another person from gaining access to information to which that person is entitled by law.

19. Raise any concerns regarding any matter relating to the activities of the Council of Governors, the Board of Directors or services within the Trust through the proper internal channels and within the terms of clause 42 of the Constitution.

20. At no time or for any reason speak to the press or media in relation to any Trust business or its employees or Board of Directors any official capacity unless authorised to do so by the Board of Directors or the Trust's Communications Department; and if approached by the press or media direct all enquiries to the Trust's Communications Department.

21. Ensure that the membership of the whole Constituency I am elected to represent, or the organisation I am appointed to represent is properly informed and their views are properly represented.

22. Exercise my responsibility in a corporate manner and ensure decisions are taken collectively with the Council of Governors acting as a unitary body, and support decisions taken by the Governor's Council even where I may not personally agree with the decision taken.

23. Not act individually or in informal groupings to take decisions on Council of Governors business outside the constitutional framework of Council of Governors meetings and Committees.

24. Undertake any training identified as required and receive guidance in respect of my responsibilities.

25. Attend all meetings of the Council of Governors and its Committees wherever possible in order to carry out my role as Governor.

26. Not, when acting as a Governor, visit any non-public area or setting in which treatment is provided, except where such a visit has been arranged by the Board of Directors or its representative.

.

Personal Declaration

I (full name) …… have read, understood and agree to comply with the WARRINGTON AND HALTON TEACHING HOSPITALS NHS FOUNDATION TRUST's Code of Conduct for Governors, and I also agree to inform the Trust Secretary if at any time I become unable to comply with the Code or any part of the Code.

If during the course of my duties as a Governor I become involved with, or aware of any confidential information, including that relating to any person for example service users, carers, visitors, members of staff; or information relating to any Trust business, I will not at any time during or after my term of office as a Governor use or disclose such information inappropriately.

I understand that a breach of this code and the general obligation of confidentiality will be considered as a serious offence/misconduct issue and that I may be removed from the Council of Governors.

I understand that it is a requirement of the Constitution to sign the Code of Conduct and that failure to do so will preclude me from continuing in office as a Governor.

Signature ……

Date ……

ANNEX 6 – COUNCIL OF GOVERNORS STANDING ORDERS

Contents

Interpretation

1.1 Save as permitted by law, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Chief Executive and Director of Finance).

1.2 Any expression to which a meaning is given in the 2006 Act shall have the same meaning in this interpretation and in addition:

"Accounting Officer" shall be the Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.

"Board" shall mean the Chair and Non-Executive Directors, appointed by the Council of Governors and the Executive Directors appointed by the Appointments Committee of the Board.

"Budget" shall mean a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.

"Chair" is the person appointed by the Council of Governors in accordance with paragraphs 24 and 25 of this Constitution. The expression "the Chair of the Trust" shall be deemed to include the Non-Executive Director appointed by the Council of Governors to take on the Chair's duties if the Chair is absent or is otherwise unavailable (the Deputy Chair).

"Chief Executive" shall mean the Chief Officer of the Trust.

"Committee" shall mean a committee appointed by the Council of Governors.

"Committee Members" shall be persons formally appointed by the Council of Governors to sit on or to chair specific committees.

"Director" shall mean a person appointed to the Board of Directors in accordance with the Trust's Constitution and includes the Chair.

"Motion" means a formal proposition to be discussed and voted on during the course of a meeting.

"Nominated Officer" means an Officer charged with the responsibility for discharging specific tasks within Standing Orders.

"Officer" means an employee of the Trust.

"SOs" means Standing Orders.

2 General Information

2.1 The purpose of the Council of Governors Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all Council meetings and associated deliberations. The Council shall at all times seek to comply with the Trust's Code of Conduct for Governors.

2.2 All business shall be conducted in the name of the Trust.

2.3 The Board of Directors shall appoint trustees to administer separately charitable funds received by the Trust and for which they are accountable to the Charity Commission.

2.4 A Governor who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Governor save where the Governor has acted recklessly. On behalf of the Council of Governors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

3 Composition of the Council of Governors

3.1 The composition of the Council of Governors shall be in accordance with paragraph 10 and Annex 3 of the Trust's Constitution.

4. Meetings of the Council of Governors

4.1 Meetings held in Public

4.1.1 Meetings of the Council of Governors must be open to the public, subject to paragraphs 4.1.2 and 4.1.3 below.

4.1.2 The Council of Governors may resolve to exclude members of the public from any meeting or part of a meeting on the grounds that it considers that publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

4.1.3 The Chair may exclude any member of the public from the meeting of the Council if they consider that they are interfering with or preventing any conduct of the meeting.

4.1.4 Meetings of the Council of Governors shall be held at least three times each year at times and places that the Council of Governors may determine.

4.1.5 The Council may invite the Chief Executive, and other appropriate Directors, to attend any meeting of the Council to enable Governors to raise questions about the Trust's affairs.

4.2 Calling Meetings

Notwithstanding paragraph 4.1.4 above, the Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by a majority of the Governors, or if without so refusing the Chair does not call a meeting within fourteen days after requisition to do so, then the Governors may forthwith call a meeting provided they have been requisitioned to do so by more than 50% of their members.

4.3 Notice of Meetings

4.3.1 Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an Officer of the Trust authorised by the Chair to sign on his/her behalf shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, or sent by electronic email to any email address notified to the Trust by such a Governor, so as to be available to him/her at least twenty-one clear days before the meeting subject to paragraphs 4.3.2 and 4.3.3 below. Lack of service of the notice on any Governor shall not affect the validity of a meeting, subject to paragraph 4.3.4 below.

4.3.2 Notwithstanding the above requirement for notice, the Chair may waive notice in the case of emergencies or in the case of the need to conduct urgent business.

4.3.3 In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors calling the meeting and no business shall be transacted at the meeting other than that specified in the notice.

4.3.4 Failure to serve notice on more than three quarters of Governors will invalidate any meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent subject to paragraphs 4.3.2.

4.4 Setting the Agenda

4.4.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council and shall be addressed prior to any other business being conducted.

4.4.2 In the case of a meeting called by the Chair, a Governor desiring a matter to be included on an agenda shall make their request in writing to the Chair at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

4.4.3 The Chair shall make arrangements to ensure that the final agenda and any supporting papers for the meeting, following the receipt of any requests in accordance with 4.4.2 above, are delivered to every Governor, or sent by post

to the usual place of residence of such Governor, so as to be available to him/her at least five clear days before the meeting.

4.5 Chair of Meeting

At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting or the Council of Governors is meeting to appoint or remove the Chair or decide their remuneration and allowances and other terms and conditions of office, the Deputy Chair shall preside. Otherwise, another Non-Executive Director shall preside.

4.6 Notices of Motions

4.6.1 A Governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert this in the agenda for the meeting. All notices so received are subject to the notice given being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to section 4.3.3 of these Standing Orders.

4.6.2 A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

4.6.3 Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Governors who gave it and also the signature of four other Governors. When any such motion has been disposed of by the Council it shall not be competent for any Governor, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.

4.6.4 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.6.5 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

(a) An amendment to the motion.

(b) The adjournment of the discussion or the meeting.

(c) The appointment of an ad hoc committee to deal with a specific item of business.

(d) That the meeting proceed to the next business.

(e) That the motion be now put.

Such a motion, if seconded, shall be disposed of before the motion, which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

In the case of motions under (d) and (e), to ensure objectivity, motions may only be put by a Governor who has not previously taken part in the debate.

4.7 Chair's Ruling

Statements of Governors made at meetings of the Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.8 Voting

4.8.1 Decisions at meetings shall be determined by a majority of the votes of the Governors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

4.8.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.

4.8.3 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.

4.8.4 If a Governor so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

4.8.5 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.8.6 A Governor who is a member of the Public Constituency may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Trust Secretary of the particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a member of the Trust. A Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Governor's Council and every agenda for meetings of the Council of Governors shall draw this to the attention of the Governors.

4.9 Suspension of Standing Orders (SOs)

4.9.1 Except where this would contravene any statutory provision or a direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of members of the Council are present and that a majority of those present vote in favour of suspension.

4.9.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.

4.9.3 A separate record of matters discussed during the suspension of SOs shall be

made and shall be available to the Directors.

4.9.4 No formal business may be transacted while SOs are suspended.

4.9.5 The Trust's Audit Committee shall review every decision to suspend SOs.

4.10 Variation and Amendment of Standing Orders

These Standing Orders shall be amended only if:

- The amendment is approved by a simple majority of both the Board of Directors and the Council of Governors.

4.11 Record of Attendance

The names of the Governors present at the meeting shall be recorded in the minutes.

4.12 Minutes

4.12.1 The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.

4.12.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.12.3 Minutes shall be circulated in accordance with the Governors' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of section 4.1 of these Standing Orders.

4.13 Quorum

4.13.1 No business shall be transacted at a meeting of the Council of Governors unless at least one-third of all the members, at least five of which are elected Governors, of the Council of Governors are present.

4.13.2 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5 Arrangements for the Exercise of Functions by Delegation

5.1 **Emergency Powers** - The powers which the Council of Governors has retained to itself within these Standing Orders may in an emergency be exercised by the Chair after having consulted at least five elected Governors. The exercise of such powers by the Chair shall be reported to the next formal meeting of the Council for ratification.

5.2 **Delegation to a Governor** – The Council of Governors may delegate duties to an individual Governor but only under a clear remit approved by the Council.

5.3 The Nominations and Remuneration Committee of the Council of Governors shall exercise the functions set out in its Terms of Reference on behalf of the Council.

6 Confidentiality

6.1 A member of the Council of Governors shall not disclose a matter dealt with by, or brought before, the Council of Governors under Clause 4.1.2 above without the permission of the Chair and the Council of Governors.

6.2 Members of the Nominations and Remuneration Committee shall not disclose any matter dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or Committee resolves that it is confidential.

7 Declaration of Interests and Register of Interests

7.1 Declaration of Interests

7.1.1 Governors are required to comply with the Trust's Standards of Business Conduct and to declare interests that are relevant and material to the Council. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.

7.1.2 Interests regarded as "relevant and material" include any of the following, held by a Governor, or the spouse, partner, parent or child of a Governor:

a) Directorships, including non-executive directorships, held in private companies or PLCs (with the exception of those of dormant companies).

b) Ownership or part-ownership of or employment with private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

c) Significant share holdings (more than 5%) in organisations likely or possibly seeking to do business with the NHS.

d) A position of authority in a charity or voluntary organisation in the field of health and social care.

e) Any connection with a voluntary or other organisation contracting for NHS services.

7.1.3 If a Governor has any doubt about the relevance of an interest, they should discuss it with the Chair who shall advise him/her whether or not to disclose the interest.

7.1.4 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes and entered on a Register of Interests of Governors to be maintained by the Trust Secretary. Any changes in interests should be declared at the next Council meeting following the change occurring.

7.1.5 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report.

7.1.6 During the course of a Council meeting, if a conflict of interest is established, the Governor concerned shall, unless two thirds of those Governors present agree, otherwise withdraw from the meeting and play no part in the relevant discussion or decision.

7.1.7 There is no requirement for the interests of Governors' spouses or partners to be declared except where the Governor is cohabiting with their spouse or partner, whereby any interest of a spouse or partner in a contract shall be declared.

7.2 **Register of Interests**

7.2.1 The Trust Secretary, will ensure that a Register of Interests is established to record formally declarations of interests of Governors.

7.2.3 Details of the Register will be kept up to date and reviewed annually.

7.2.4 The Register will be available to the public.

8 Compliance - Other Matters

8.1 All Governors shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.

8.2 All Governors of the Trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Trust.

8.3 All Governors must behave in accordance with the seven Nolan principles of behaviour in Public Life (and the Trust's Code of Conduct for Governors as amended from time to time): -

- Selflessness;
- Integrity;
- Objectivity;

- Accountability;
- Openness;
- Honesty, and
- Leadership.

9. Resolution of Disputes with Board of Directors

9.1 Should a dispute arise between the Council and the Board of Directors, then the disputes resolution procedure set out below shall be followed.

9.2 The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.

9.3 Failing resolution under 9.2 above, then the Board or the Council, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.

9.4 The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board or Council as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

9.5 The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved, then the procedure outlined in 9.2 above shall be repeated.

9.6 If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 9.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council and Board accordingly.

9.7 On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.

9.8 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.

9.9 Nothing in this procedure shall prevent the Council, if it so desires, from informing Monitor that, in the Council's opinion, the Board has not responded constructively to concerns of the Council that the Trust is not meeting the terms of its authorisation.

10. Council Performance

The Chair shall, at least annually, lead a performance assessment process for the Council to enable the Council to review its roles, structure and composition, and procedures, taking into account emerging best practice.

11. Changes to Standing Orders

For the sake of clarity, future amendments to these Standing Orders are to be regarded as a change to the Trust's Constitution.

ANNEX 7 – BOARD OF DIRECTORS STANDING ORDERS
Contents

11 Notification to Monitor and Council of Governors

12 Board Performance

13 Changes to Board Standing Orders

1. Interpretation

1.1 Save as permitted by law, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Chief Executive and Director of Finance).

1.2 Any expression to which a meaning is given in the 2006 Act shall have the same meaning in this interpretation and in addition:

"Accounting Officer" shall be the Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.

"Board" shall mean the Chair and Non-Executive Directors, appointed by the Council of Governors and the Executive Directors appointed by the Appointments Committee of the Board.

"Budget" shall mean a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.

"Chair" is the person appointed by the Council of Governors in accordance with paragraphs 24 and 25 of this Constitution. The expression "the Chair of the Trust" shall be deemed to include the Non-Executive Director appointed by the Council of Governors to take on the Chair's duties if the Chair is absent or is otherwise unavailable (the Deputy Chair).

"Chief Executive" shall mean the Chief Officer of the Trust.

"Committee" shall mean a committee appointed by the Board of Directors.

"Committee Members" shall be persons formally appointed by the Board of Directors to sit on or to chair specific committees.

"Director" shall mean a person appointed to the Board of Directors in accordance with the Trust's Constitution and includes the Chair.

"Motion" means a formal proposition to be discussed and voted on during the course of a meeting.

"Nominated Officer" means an Officer charged with the responsibility for discharging specific tasks within Standing Orders.

"Officer" means an employee of the Trust.

"SOs" means Standing Orders

2. General Information

2.1 The purpose of the Board Standing Orders is to ensure that the highest standards of Corporate Governance are achieved in the Board and throughout the organisation. The Board shall at all times seek to comply with the Trust's Code of Conduct for Directors.

2.2 All business shall be conducted in the name of the Trust.

2.3 The Directors shall appoint trustees to administer separately charitable funds received by the Trust and for which they are accountable to the Charity Commission.

2.4 A Director, or Officer of the Trust, who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Director or Officer, save where the Director or Officer has acted recklessly. On behalf of the Directors and Officers, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

3. Composition of the Board

3.1 The composition of the Board shall be as set out in paragraph 21of the Trust's Constitution.

The number of Directors may be increased by the Board, provided always that at least half the Board, excluding the Chair, comprises Non-Executive Directors.

3.2 **Appointment and Removal of the Chair and Non-Executive Directors** - The Chair and Non-Executive Directors are appointed/removed by the Council of Governors in accordance with the Trust's Constitution.

3.3 **Appointment and Removal of the Executive Directors** – The Appointments Committee of the Board of Directors (excluding the Chief Executive) shall appoint the Chief Executive (which appointment shall be approved by the Council of Governors). The Appointments Committee of the Board of Directors (inclusive of the Chief Executive) shall appoint or remove the other Executive Directors.

3.4 **Appointment and Removal of Deputy Chair** – For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chair, the Council of Governors of the Trust will appoint one of the Non-Executive Directors to be the Deputy Chair.

3.5 **Powers of Deputy Chair** - Where the Chair of the Trust has died or has otherwise ceased to hold office or where they have been unable to perform their duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to

perform their duties, be taken to include references to the Deputy Chair or otherwise to the Non-Executive Director appointed by the Board to preside for the time being over its meetings.

3.6 **Joint Directors** - Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for executive directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly, and shall count as one person.

3.7 Non-Executive Directors may seek external advice or appoint an external advisor on any material matter of concern provided the decision to do so is a collective one by the majority of Non-Executive Directors.

4. Meetings of the Board

4.1 Meetings

4.1.1 Meetings of the Board shall be held in public unless the Board decides otherwise in relation to all or part of such meetings for reasons of commercial confidentiality or for other special reasons the Board of Directors may determine.

4.1.2 The Board may resolve to exclude members of the public from any public meeting or part of a meeting on the grounds that it considers that:

a) publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or

b) there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

4.1.3 The Chair may exclude any member of the public from the meeting of the Board if they consider that they are interfering with or preventing proper conduct of the meeting.

4.1.4 Meetings of the Board shall be held at least six times each year at times and places that the Board may determine.

4.1.5 The Board shall arrange, with the Council of Governors an annual members meeting to be held within 9 months of the end of each financial year.

4.2 Calling Meetings

The Chair may call a meeting of the Board at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to him/her, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him/her, at the Trust's Head Office, such one third or more Directors may forthwith call a meeting.

4.3 Notice of Meetings

4.3.1 Notice of a meeting of the Board of Directors, shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him/her at least five clear days before the meeting. Lack of service of the notice on any Director shall not affect the validity of a meeting, subject to paragraph 4.3.4 below.

4.3.2 Notwithstanding the above requirement for notice, the Chair may waive notice in the case of emergencies or in the case of the need to conduct urgent business.

4.3.3 In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.

4.3.4 Subject to paragraph 4.3.2, failure to serve such a notice on more than three Directors will invalidate the meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.

4.4 Setting the Agenda

4.4.1 The Board may determine that certain matters shall appear on every agenda for a meeting of the Board and shall be addressed prior to any other business being conducted.

4.7.3 In the case of a meeting called by the Chair, a Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

4.8 Chair of Meeting

At any meeting of the Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair appointed by the Council of Governors to take on the Chair's duties shall preside. Otherwise, such Non-Executive Director as the Directors present shall choose shall preside.

4.9 **Notices of Motions**

4.6.1 A Director of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to paragraph 4.3.3 above.

4.9.1 A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

4.9.2 Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Directors who gave it and also the signature of four other Directors. When any such motion has been disposed of by the Board it shall not be competent for any Director, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.

4.9.3 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.9.4 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:

a) An amendment to the motion.

b) The adjournment of the discussion or the meeting.

c) The appointment of an ad hoc committee to deal with a specific item of business.

d) That the meeting proceed to the next business.

e) That the motion be now put.

Such a motion, if seconded, shall be disposed of before the motion, which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

In the case of motions under d) and e), to ensure objectivity, motions may only be put by a Director who has not previously taken part in the debate.

4.10 Chair's Ruling

Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.11 Voting

4.8.1 Decisions at meetings shall be determined by a majority of the votes of the Directors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

4.11.1 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

4.11.2 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

4.11.3 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

4.11.4 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.

4.11.5 An officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

4.12 **Joint Directors**

Where an Executive Director post is shared by more than one person:

a) Each person shall be entitled to attend meetings of the Board;

b) In the case of agreement between them, they shall be eligible to have one vote between them;

c) In the case of disagreement between them, no vote should be cast;

d) The presence of those persons shall count as one person.

4.13 **Suspension of Standing Orders (SOs)**

4.10.1 Except where this would contravene any statutory provision or direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including two Executive Directors and two Non-Executive Directors, and that a majority of those present vote in favour of suspension.

4.13.1 A decision to suspend SOs shall be recorded in the minutes of the meeting.

4.13.2 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.

4.13.3 No formal business may be transacted while SOs are suspended.

4.13.4 The Audit Committee shall review every decision to suspend SOs.

4.14 **Variation and Amendment of Standing Orders**

These Standing Orders shall be amended only if:

- The amendment is approved by a simple majority of both the Board of Directors and the Council of Governors; and

- The amendment is approved by Regulator.

4.15 Record of Attendance

The names of the Directors present at the meeting shall be recorded in the minutes.

4.16 Minutes

4.13.1 The minutes of the proceedings of a meeting shall be drawn up and maintained as a permanent record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.

4.16.1 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.16.2 Minutes shall be circulated in accordance with the Directors' wishes. The minutes of any public meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of section 4.1 of these Standing Orders.

4.16.3 Before holding a meeting, the Board of Directors shall send a copy of the agenda of the meeting to the Council of Governors and shall, as soon as practicable after holding the meeting, send a copy of the minutes of the meeting to the Council of Governors.

4.17 **Quorum**

4.14.1 No business shall be transacted at a meeting of the Board unless at least half of the Board are present including at least two Executive Directors and two Non-Executive Directors.

4.14.1a A director may join a meeting by electronic means. They may count towards the quorum and is entitled to vote if the requirement for their voice to be heard by the other directors present (and vice versa) is met.

4.17.1 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

4.17.2 If a Director has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest, they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5 Arrangements for the Exercise of Functions by Delegation

5.1 The Board may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee of Directors, or by a Director or an Officer of the Trust in each case subject to such restrictions and conditions as the Board thinks fit.

5.2 **Emergency Powers** - The powers which the Board has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board for ratification.

5.3 **Delegation to Committees** - The Board shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees of Directors, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board.

5.4 **Delegation to Officers** - Those functions of the Trust which have not been retained as reserved by the Board or delegated to one of its Committees shall be exercised on behalf of the Board by the Chief Executive. They shall determine which functions they will perform personally and shall nominate Officers to undertake remaining functions but still retain an accountability for these to the Board.

5.5 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals that shall be considered and approved by the Board, subject to any

amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board as indicated above.

5.6 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Executive Directors to provide information and advise the Board in accordance with any statutory requirements.

6 Committees

6.1 Appointment of Committees

6.1.1 The Board may appoint other committees of the Board subject to 5.1 and 5.3, consisting wholly or partly of Directors of the Trust. This may include the appointment of Committees in Common and Joint Committees with other NHS organisations

6.1.2 A committee so appointed may appoint sub-committees consisting wholly or partly of members of the committee but consisting of at least one Director of the Board

6.1.3 The Standing Orders of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board.

6.1.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board) as the Board shall decide from time to time following reviews of the terms of reference, powers and conditions. Such terms of reference shall have effect as if incorporated into these Standing Orders.

6.1.5 Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board.

6.1.6 The Board shall approve the appointments to each of the committees that it has formally constituted. Where the Board determines that persons, who are neither Directors nor Officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board.

6.1.7 Where the Trust is required to appoint persons to a committee, which is to operate independently of the Trust, such appointment shall be approved by the Board.

6.2 Confidentiality

6.2.1 A member of the Board shall not disclose a matter dealt with by, or brought before, the Board without its permission.

6.2.2 A member of a committee of the Board shall not disclose any matter dealt with by, or brought before, the committee, notwithstanding that the matter has been

reported or action has been concluded, if the Board or committee shall resolve that it is confidential.

7 Declaration of Interests and Register of Interests

7.1 Declaration of Interests

7.1.1 Directors are required to comply with the Trust's Standards of Business Conduct and to declare interests that are relevant and material to the Board. All Directors should declare such interests on appointment and on any subsequent occasion that a conflict arises.

7.1.2 Interests regarded as "relevant and material" include any of the following, held by a Director, or the spouse, partner, parent or child of a Director:

a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).

b) Ownership or part-ownership of or employment with private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.

c) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.

d) A position of authority in a charity or voluntary organisation in the field of health and social care.

e) Any connection with a voluntary or other organisation contracting for NHS services.

7.1.3 If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair.

7.1.4 At the time Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring.

7.1.5 Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

7.1.6 During the course of a Board meeting, if a conflict of interest is established in accordance with this Standing Order, the Director concerned should, unless two thirds of the Directors present agree (including two Executive and two Non-Executive Directors), withdraw from the meeting and play no part in the relevant discussion or decision. If the Director remains present at the meeting on the agreement of two thirds of those Directors present, they shall not be entitled to vote on the issue in respect of which the conflict of interest has been established.

7.2 Register of Interests

7.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Directors. In particular the Register will include details of all directorships and other relevant and material interests that have been declared by both Executive and Non-Executive Directors.

7.2.2 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

7.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

8 Disability of Directors in Proceedings on Account of Pecuniary Interest

8.1 Subject to the following provisions of this Standing Order, if the Chair or a Director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

8.2 The Board shall exclude the Chair or a Director from a meeting of the Board while any contract, proposed contract or other matter in which they have a pecuniary interest, is under consideration.

8.3 The Board, as it may think fit, may remove any disability imposed by this Standing Order in any case in which it appears to the Board that, in the interests of the National Health Service, the disability shall be removed. Such action shall have the support of at least two-thirds of the Directors present at the meeting (including two Executive and two Non-Executive Directors).

8.4 Any remuneration, compensation or allowances payable to a Director of the Trust by virtue of paragraph 11 of Schedule 4 of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.

8.5 For the purpose of this Standing Order the Chair or a Director shall be treated, subject to paragraphs 8.3 and 8.6, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

a) They, or their nominee is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; **or**

b) They are a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and

c) In the case of persons living together the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

8.6 The Chair or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

a) Of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;

b) Of an interest in any company, body or person with which they are connected as mentioned above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

8.7 Where the Chair or a Director:

a) Has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and

b) The total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and

c) If the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class.

This Standing order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to their duty to disclose their interest.

8.8 This Standing Order applies to a committee or sub-committee of the Board as it applies to the Board and applies to any member of any such committee or sub-committee (whether or they are also a Director of the Trust) as it applies to a Director of the Trust.

9 Compliance - Other Matters

9.1 All Directors of the Trust shall comply with the Standards of Business Conduct set by the Board for the guidance of all staff employed by the Trust.

9.2 All Directors of the Trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board.

9.3 All Directors must behave in accordance with the seven Nolan principles of behaviour in Public Life (and the Trust's Code of Conduct for Directors as amended from time to time): -

- Selflessness;
- Integrity;
- Objectivity;
- Accountability;
- Openness;
- Honesty; and
- Leadership.

10 Resolution of Disputes with Council of Governors

10.1 Should a dispute arise between the Board of Directors and the Council of Governors, then the disputes resolution procedure set out below shall be followed.

10.2 The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.

10.3 Failing resolution under 10.2 above, then the Board or the Council, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.

10.4 The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board or Council as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

10.5 The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved, then the procedure outlined in 10.2 above shall be repeated.

10.6 If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 10.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council and Board accordingly.

10.7 On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.

10.8 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.

10.9 Nothing in this procedure shall prevent the Council, if it so desires, from informing the Monitor that, in the Council's opinion, the Board has not responded constructively to concerns of the Council that the Trust is not meeting the terms of its authorisation.

11 Notification to Monitor and Council of Governors

The Board shall notify Monitor and the Council of Governors of any major changes in the circumstances of the Trust, which have made or could lead to a substantial change to its financial well-being, healthcare delivery performance, or reputation and standing or which might otherwise affect the Trust's compliance with the terms of its authorisation.

12. Board Performance

The Chair shall, at least annually, lead a performance assessment process for the Board. This process should act as the basis for determining individual and collective professional development programs for Directors.

13. Changes to Board Standing Orders

For the sake of clarity, future amendments to these Standing Orders by the Board are to be regarded as a change to the Trust's Constitution.

ANNEX 8 – MEMBERS - FURTHER PROVISIONS

Disqualification from membership

1. A person may not become a member of the Trust if within the last five years;

    a) They have received a Red Card under the Trust's Procedure for Care of Patients who are Violent or Abusive; or

    b) They have been involved as a perpetrator in a serious incident of violence at any of the Trust's Teaching Hospitals or facilities or against any of the Trust's employees or other persons who exercise functions for the purposes of the Trust, or against volunteers.

2. A person may not become or continue as a member of the Trust if they are or has been the subject of a Sexual Offences Prevention Order, a Foreign Travel Order or a Risk of Sexual Harm Order made under the provisions of the Sexual Offences Act 2003.

3. A person may not become a member of the Trust if they are under 12 years of age.

4. A person may not become or continue as a member of the Trust if they do not agree to comply with the Trust's aims and values.

5. Where the Trust is placed on notice that a member may be disqualified from membership, or may no longer be eligible to be a member, the Trust Secretary shall give the member 14 days written notice to show cause why their name should not be removed from the register of members. If such information is not supplied by the member within 14 days, the Trust Secretary may, if they consider it appropriate, remove the member from the register of members. In the event of any dispute the Trust Secretary shall refer the matter to the Council of Governors to determine.

6. All members of the Trust shall notify the Trust Secretary of any change in their particulars, which may affect their entitlement to be a member.

Termination of membership

A member shall cease to be a member if:

1. They die;

2. They resign by notice to the Trust Secretary;

3. They cease to be entitled under this Constitution to be a member of any of the Trust's Constituencies;

4. They are expelled under this Constitution;

5. It appears to the Trust Secretary that they no longer wish to be a member of the Trust, and after enquiries made in accordance with a process approved by the

Council of Governors, they fail to establish that they wish to continue to be a member of the Trust.

Expulsion

A member may be expelled by a resolution carried by the votes of two-thirds of the members of the Council of Governors present and voting at a meeting of the Council. The following procedure is to be adopted:

1. Any member may complain in writing to the Trust Secretary that another member has acted in a way detrimental to the interests of the Trust.

2. If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:

   a) Dismiss the complaint and take no further action; or

   b) Arrange for a resolution to expel the member complained of to be considered at the next meeting of the Council of Governors.

3. If a resolution to expel a member is to be considered at a meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

4. At the meeting the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.

5. If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.

A person expelled from membership will cease to be a member upon the declaration by the Chair of the meeting that the resolution to expel them is carried.

No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members of the Council of Governors present and voting at a meeting of the Council.

Voting at Public Governor Elections

A person may not vote at a Public Governor election for an elected Governor unless within the specified period they have made a declaration in the specified form setting out the particulars of their qualification to vote as a member of the Public Constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

LEAD GOVERNOR ROLE DESCRIPTION

NHS E/I, in its Code of Governance asks that all Foundation Trusts have a 'lead governor'.

Primary Role

The primary purpose of the Lead Governor is to facilitate direct communication between the Regulator (NHS E/I) and the Council of Governors. The Regulator does not however envisage direct communication with Governors until such time as there may be a real risk of the Foundation Trust significantly breaching its licence or constitution and the Council's concerns cannot be satisfactorily resolved.

Once there is a risk that this may be the case, and the likely issue is one of board leadership, the Regulator will often wish to have direct contact with the Foundation Trust's Governors, but at speed and through one established point of contact – the Foundation Trust's nominated Lead Governor.

Such contact is likely to be a rare event and would be seen, for example, should NHS E/I wish to understand the view of the Governors about the capability of the chair, or be investigating some aspect of an appointment process of decision which may not have complied with the constitution.
It is important to remember that it is the Council of Governors *as a whole* (and no individual governor) that has the responsibilities and powers in statute.

Lead Governor Duties:

- Leading the Council of Governors in exceptional circumstances when it is not appropriate for the chair or another non-executive to do so)
- Collating the input of Governors for the senior independent director or chair regarding annual performance appraisals of the chair and non-executive directors.
- Leading Governors on the Governors nominations and remuneration committee (GNARC) in the process for appointing a chair and non-executive directors.
- To recommend to the Council of Governors on behalf of the Nominations and Remuneration Committee any appointments/reappointments of Chair and/or Non-executive Directors
- Acting as a point of contact and liaison for the chair and senior independent director,
- Acting as a co-ordinator of governor responses to consultations,
- Chairing informal governor-only meetings.
- Attend Pt1 and Pt 2 Board Meeting and report to the Council of Governors on performance of NED's
- Troubleshooting and problem solving by raising issues with the chair and chief executive,
- Leading Governors in holding the non-executive directors to account,
- Contribute to the induction of new Governors.

- Present the Annual Governor's Report to Members at the Annual Members Meeting
- Meet routinely with the Chair, Company Secretary and Deputy Lead Governor to plan and prepare the agenda for Council of Governors meetings
- Work with individual Governors who need advice or support to fulfil their role as a Governor,
- Acting as a point of contact for the CQC and NHS E/I
- Other duties as requested by the Council of Governors or the Chairman

Term

The 'term of office' two years or until the serving Governor's term ends, whichever is the sooner. The Lead Governor role is subject to two-yearly election or whenever a vacancy arises, whichever is sooner.

Eligibility

To be eligible to stand governors:

1. Must have served at least one year with the WHH Council of Governors
2. Must have achieved reasonable attendance at the CoG (min attendance is 75%)

DEPUTY LEAD GOVERNOR ROLE DESCRIPTION

The role of Deputy Lead Governor is not a statutory role under the NHS Foundation Trust Code of Governance.

Primary Role

The primary purpose of the Deputy Lead Governor is to provide the Foundation Trust with a point of contact for the Council of Governors should the Lead Governor be unavailable for a period or has a conflict of interest.

The Deputy Lead Governor will also:

- Meet routinely with the Chair, Trust Secretary and Lead Governor to plan and prepare the agenda for Council of Governors meetings,
- Attend Trust Board meetings in the absence of the Lead Governor.
- Other duties as requested by the Council of Governors or the Chairman

Term

The Deputy Lead Governor role is subject to two-yearly election or whenever a vacancy arises, whichever is sooner.

Eligibility

To be eligible to stand governors:

1. Must have served at least one year with the WHH Council of Governors
2. Must have achieved reasonable attendance at the CoG (min attendance is 75%)

Council of Governors

AGENDA REFERENCE:	**COG/23/02/05**
COMMITTEE ATTENDED	**Trust Boards**
DATE OF MEETING:	30/11/22, 14/12/22, 21/12/22, 05/01/23, 25/01/23
AUTHOR(S):	Norman Holding
GOVERNOR COMMENTS	**30th November 2022** **Part 1 - Public Board** Governors were circulated with the papers for the Public Board in advance of the meeting. All NEDs were present in the room, the meeting and available via TEAMS. The was a vary full agenda. The meeting started with a patient story (Simon's experience of Cancer Care) presented by Patient Experience Team. The Chair and CEO gave full and detailed reports of their activities. Written reports were included in the Board papers. The report and narrative presented by the Executive team were detailed and provided assurance on the issues and topics within the Integrated Performance Dashboard. NED chairs also updated the meeting with their key issues reports in support of the Dashboard Assurance Reports from Executives. Ned's reports showed that they had receive evidence and assurance to support actions being taken. Discussions and in-depth questioning from all NEDs and between Executives took place. An additional report on Maternity services which covered several areas was presented, NEDs questioned were necessary and assurance provided. Neds were fully involved in the other agenda items (Strategy, Resources, Winter Pressures), papers were presented by executives and questioned by the NEDs. The meeting received items for approval and several items for assurance and noting.

	The above were debated and questioned or challenged as necessary by NEDs. The meeting was chaired well, and time given to all contributors. **Part 2 – Private Board** Following Part 1 in the afternoon I observed the Private Board. All NEDs were in attendance. The meeting agenda items where again debated and the NEDs all participated in the discussions, challenging, and questioning the Executive to ensure they had sufficient evidence and assurance before decisions were made. Each item was presented by an Executive board member. There was in-depth questioning and challenging from all NEDs to gain assurance on the strategies and actions being presented. The main area of discussion was Finance and due time was given to this. There was one item for Approval, which was approved after debate and questioning. The Board gave due diligence to the Business case presented with very in-depth questioning into the case presented. The meeting was well chaired, and each item was given appropriate time for explanation and questioning, all in attendance were able to contribute to the discussions. The meeting concluded on time. I was reassured by the level of scrutiny and probity that the Board members to the agenda items. **14th December 2022** **Board Development Day** The Development Day was attended by NEDs, the Executive, and representatives from Good Governance Institute. The day reviewed the final edition of the Well led Review and to explore the Boards appetite for Risk. All attendees partisipate in the debates and exercises around Risk. There was also a review of the financial issues facing the Trust on achieving the end of year forecast. **21st December 2022**

Extraordinary Board

A short TEAMs meeting was called to review the position around the unprecedented demand on the Emergency Department, the upcoming Nurses and Ambulance sticks.

NEDs sought assurance around staffing, Personnel gave an update on staffing position. It was confirmed that Governance will be present in the control room to ensure all action are recorded.

The Executive provided the assure NEDs requested, the meeting was chaired well and concluded within the time allocated.

05/01/2023

Extraordinary Board

The meeting was called to assess the current financial position regarding the end of year forecast. There were 6 NEDs at the meeting. Finance presented a position overview and risks within the forecast. All present questioned and reviewed the options and the ICB requirements around Double and Triple lock. FSC chair reported on the discussions discussed at FSC.

The chair allowed full debate from all who wished to contribute, and NEDs insisted on having full and detailed assurance around options.

The meeting was very detailed, and further work was required before final position would be submitted to the ICB. It was agreed that the Trust would be at £6.1m deficit.

The meeting was well chaired, and all attendees were able to contribute.

25th January 2023

Part 1 - Public Board

Governors were circulated with the papers for the Public Board in advance of the meeting. All NEDs were present in the room, or via TEAMS.

The meeting opened with a Patient story from ED, meeting the needs of the unexpected, a very moving story which showed how

	staff are adaptive to the unexpected and dedicated to patient first. The Chair and CEO gave full and detailed reports of their activities. Written reports were included in the Board papers. The Board Assurance Framework (BAF) was given full due diligence. Integrated Performance Reports were presented if the new format which gave clearer and focused reports on the main issues. NEDs challenged and questioned the executives on these reports. The committee chairs added their committees' perspectives to each report. Due time and depth was given to Maternity updated again questions and challenges from NEDs. Neds were fully involved in the other agenda items (Strategy, Resources, Operational Planning, Risk Appetite Statement), papers were presented by executives and questioned by the NEDs. The meeting received 2No items for approval and several items for assurance and noting. The meeting was chaired well, and time given to all contributors, the meeting concluded on time. **Part 2 – Private Board** Following Part 1 in the afternoon I observed the Private Board. All NEDs were in attendance in person or via TEAMs The meeting agenda items where debated and the NEDs all participated in the discussions, challenging, and questioning the Executive to ensure they had sufficient evidence and assurance before decisions were made. The main items for discussion was the refresh of the Trust Strategy ,Operational Pressures and a Capital request. Each item was presented by an Executive board member. There was in-depth questioning and challenging from all NEDs to gain assurance on the strategies and actions being presented.

	There was one item for Approval, which was approved after debate and questioning. The Board gave due diligence to the Business case presented. The meeting was well chaired, and each item was given appropriate time for explanation and questioning, all in attendance were able to contribute to the discussions. The meeting concluded on time. I was reassured by the level of scrutiny and probity that the Board members to the agenda items.

GOVERNORS OBSERVATION PRO-FORMA (Non-Ward Based)

Date: 10/01/23 Department: Breast Screening Halton	Department Manager:	Governors Present: N Holding, A Robinson, L mills

Number of Patients: Capacity: Total on day of visit:	Staff on duty:	Clinic	Radiology	CBU Manager: Hilary Stennings
	Nurses	2		
	Doctors	2		Matron:
	Radiographer		2	
	Radiologist		1	Lead Nurse: Deborah Hatton
	Assistant		1	
	Trainee		1	
	Domestics	Sheard		
	Administration	1		Departmental Manager(s):
	Housekeepers			

FIRST IMPRESSIONS	First Impressions Based on your first impressions on entering this department, how confident are you that patients are experiencing good care?	Confidence Score
	Using your senses, what do you hear, see, smell and feel? Why? What do you notice? Does that build confidence and trust? Does your experience or score change as you are in the department?	0 / 1 / 2 /3
	Clean Bright Busy No Staffing Boards Little Information available for patients	3

WELL LED	Well Led How confident are you that this department is 'well led'?	Confidence Score
	What is it like to work here? – Ask staff about staffing, leadership, culture, development opportunities. Do they feel valued and supported?	0 / 1 / 2 /3
	Staff commented that they like working in the unit. Reception staff have to travel from Warrington for half days (issue if Receptions does not arrive on time). Staff stated that they are supported by senior staff but do not see them very often. There is good team working amongst the whole group Do staff know about their data? – Ask staff about recent incidents, complaints, safety messages, patient experience . Staff receive the daily safety brief, and the results of FFT (these are not displayed) Is there anything you notice to suggest this department/area is not well led? At time staff seemed very rushed, staff stated that they were slightly understaffed.	2
SAFETY, CARING and RESPONSIVE	Safety, Caring and Responsive How confident are you that this department is safe and caring?	Confidence Score
	Do staff know how to escalate concerns and are there any visible hazards?	0 / 1 / 2 /3
	Staff were aware of the escalation procedures. There were no visible hazards within the unit Do staff communicate and interact with patients or service users in a caring manner? We observed the communication in both areas with patients which was good. Patient feed back was good. Patients did state that there could be waiting a long time for scanning. Do staff provide care that meets individual needs of patients? Yes, Staff stated that the provision of a volunteer would help in scanning to keep patients updated and provide tea during waits Do patients feel involved in their care and treatment? Patients stated that they were aware of their procedures and were fully informed.	3

EFFECTIVE	Effective	Confidence Score
	How confident are you that the department processes are effective?	
	Does the department appear to be clean and organised?	0 / 1 / 2 /3
	All areas were clean and tidy, staff stated that there was a lack of storage space particularly when large deliveries of supplies arrived. More patient information could be provided in both waiting areas Are patients' appointments managed well? Appointment seemed to be managed well, both waiting areas were busy but there was a flow through of patients. The appointment letters did indicate that appointments could last up to 2hrs. A patient did state they had been waiting a long time, but this was within the 2hrs. Patients asked if waiting time could be given	3
LASTING IMPRESSIONS	Please use this space to write any additional comments from your observation.	Confidence Score
	Having carried out this observation, how confident do you now feel about whether patients are experiencing good care in this department?	0 / 1 / 2 /3
	The unit is very busy, staff managed the flow well. A lack of information in both areas Small waiting area in scanning	3

SHARING FINDINGS	
IF ANY IMMEDIATE CONCERNS: Escalate to Deputy Chief Nurse, Head of Patient Experience and Inclusion or Associate Chief Nurse for Planned or Unplanned Care.	FOR ROUTINE VISITS: Once visit is completed, please send a copy of this document to Ali Kennah, Deputy Chief Nurse alison.kennah@nhs.net ,Jen McCartney, Head of Patient Experience, and Inclusion Jennifer.mccartney@nhs.net within 5 working da

GOVERNORS OBSERVATION PRO-FORMA (Ward Based)

Date: 08/12/2022 Ward: C23 / Birthing Suit Warrington	Department Manager:	Governors Present: N Holding, S Fitzpatrick, N Newton, J Astbury

Number of Patients:	Staff on duty:	Days	Nights	CBU Manager:
Capacity: B/S C23 8 Total on day of visit: 6	Nurses	9	6	A Jones
	Maternity Support	3	3	Matron: Lisa Davis
	AHP's			
	Students	8		Lead Nurse:
	Domestics	4		
	Administration	2		Ward Manager: Nikki Webb
	Housekeepers	3		

As part of the observation process speak with all staff on the ward, both clinical and non-clinical and patients.

SHARING FINDINGS	
IF ANY IMMEDIATE CONCERNS: Escalate to: Deputy Chief Nurse, Head of Patient Experience and Inclusion or Associate Chief Nurse for Planned or Unplanned Care.	FOR ROUTINE VISITS: Once visit is completed send copy of document to John Goodenough (Deputy Chief Nurse) within 5 working days.

FIRST IMPRESSION	First Impressions	Confidence Score
	Based on your first impressions on entering this ward, how confident are you that patients are experiencing good care?	**0 / 1 / 2 / 3**
	Using your senses, what do you hear? *What do you see?* *What do you smell?* *What do you feel?* *How does that make you feel?* *What do you notice? Does that build your confidence and trust?* Bright and inviting, Clean, Quiet, No smells Calm, Organised Felt confident coming onto the unit Secure Well decorated Noticeboard out of date Snakes on reception desk Nicely decorated Christmas Doors	3

WELL LED	Well Led	Confidence Score
	How confident are you that this ward is WELL LED?	0 / 1 / 2 / 3
	What is it like to work here? *(ASK ALL STAFF about staffing, leadership, team culture, uniforms, personal and professional development, feeling valued, feel supported, what matters most to you? etc.)* The team commented on that they are well supported by the CBU, but management did not always listen to them. Staff commented on a constant turnover of staff. Staff stated that they did like working in both areas, but some stated that they were not happy. All staff were wearing appropriate and identifiable uniforms. There was a feeling of good team working. A lot of long serving staff Very enthusiastic consultant midwife with a lot of innovative ideas. It was stated that there should be better collaboration between Gynaecology and Obstetrics Staff stated that they are aware that there are areas which need improvement Students well supported and supervised. Some training cancelled due to staff shortish .	2
	Do the ward staff know their data? *(ASK ALL STAFF about any recent incidents, complaints, safety messages, safety thermometer/harm free care, staffing, patient experience etc.) - (CHECK Is data on display? Are improvements underway?)* There was a neat and tidy filing system with the appropriate staff records, daily team safety briefs are in place was day and night staff Data on display on the notice boards was slightly out of date. The unit has a Whats app group to communicate issue and updates to all staff Incidents are discussed and action put in place. Induction onto the unit is in place	3

	Is there anything that you notice that suggests this ward is/isn't well led? *(provide details)* Staff stated that following training a position was not always available to continue working at Warrington. Some staff moving to be closer to their homes. Some shortage in staff	2
SAFE	Safe	Confidence Score
	How confident are you that this ward is SAFE?	**0 / 1 / 2 / 3**
	Do staff know how to escalate issues if they have concerns about either a patient or the ward? *(ASK STAFF do they know how to contact senior nursing staff if needed, do they understand the importance of timely multi-professional team response to acutely unwell patients etc.)* All staff are aware of the escalation procedures, covered in ward induction. New members of staff are given induction Took some time to get all staff to use the escalation bleep (reason given, nothing happens) Some communication issues, Some staff stated that they need more clarity on the interpretation of guidelines / procedures	2
	Is ward security appropriate? (NOTICE Does anyone check who is arriving on ward? Could patients wander off ward without staff knowing? Do patients have ID wristbands? etc.) Main entrances to unit are secured and buzzer to nurse station to enter, member of staff gives access. All other doors are secured with emergency exits clear of obstructions. All patients have identification bands	3

	Are there any visible 'hazards' on this ward? *(NOTICE Corridors / fire escapes blocked? Sharps bins over filled. Storerooms and cupboards not locked etc.)* Some storerooms not locked	3
	Are there any medication safety issues? *(NOTICE Are any medications not locked away? Are there any delays in giving medications?)* No concerns around medicine storage. Medicines kept in locked cabinets within a lock dispensing room.	3
	Does the ward have two entrances? Are processes in place to ensure this is managed? Yes. Fire exits clear and unobstructed.	3
CARING	**CARING**	Confidence Score
	How confident are you that the staff on this ward are CARING?	**0 / 1 / 2 / 3**
	Do staff communicate / interact with patients and carers in a caring and compassionate manner? *("Hello, my name is ….")* Staff were observed interacting with the patients and using their preferred names. Each patient had personal message board providing all necessary information Patients stated that the care was excellent, everything was explained, and they were given a choice in their care	3
	Do staff provide care that meets patient's individual needs? *(ASK PATIENTS Do staff ask what matters most to you? Do staff call you by your preferred name? Does this ward support your family and friends to visit at an appropriate time? etc.)* Patients spoken too were happy that all was being done for them. The ward discusses the patients' needs with them and the patient give a choice with their birth plan. Partners are involved in the process.	3

	Are noise levels appropriate? *(NOTICE / ASK PATIENTS including noise at night)* Noise levels were very low during the visit, some mothers said that babies do wake them at night when in the multi bedded bays.	3
	Do patients feel involved in their care and treatment? *(ASK PATIENTS AND CARERS Do staff include you in conversations? Do staff explain what is happening next? Do you get enough opportunity to ask questions? Are you involved in making decisions about your care and treatment? etc.)* The staff liaise with patients and partners, regarding the necessary ongoing treatments Mothers and partners said they were always kept informed. There are a lot of thank you cards, and messages posted on the unit from Mothers and partners	3
FOOD and NUTRITION	Food and Nutrition	Confidence Score
	How confident are you with the standards and experience of patient food and nutrition on this ward?	**0 / 1 / 2 / 3**
	Are standards met regarding meals and drinks? *(NOTICE / ASK PATIENT about quality, quantity, timeliness, and help given if needed)* Patients were happy with the quality of the food, temperature, and taste (one mother stated that the food had improved considerable of the last few years)	3
	Do patients feel there is enough choice at mealtimes? *(NOTICE / ASK PATIENT about options and presentation and help given if needed)* Mealtime not observed, Patients stated that they were satisfied with the menus Some mothers stated that there was a lack of choice at lunch time Some patients stated that they do have a meal brought in.	2

	Do patients feel they have enough to drink throughout the day? Hydration was available to all patients. Water was seen on all bedside tables.	3
	Notice – are patients prepared for mealtimes? (e.g., do staff support patients out of bed in advance of mealtimes where possible) Not observed,	
RESPONSIVE	Responsive	Confidence Score
	How confident are you that staff on this ward are RESPONSIVE to patient's needs?	**0 / 1 / 2 / 3**
	Do patients know their plan of care and discharge plan? (ASK PATIENTS / STAFF how this is done?) Patients confirmed that they were kept informed of any ongoing treatment and what their discharge plans are	3
	Are call bells responded to appropriately? (NOTICE - are lots of call bells ringing, are they answered quickly? Do patients report any issues with using call bells?) We observed a call bell activated and this was quickly responded to.	3

	Are patient's specific needs met? (ASK PATIENTS about pain management, or any other specific needs that they have) Patients stated that all their needs and options were being met. Pain is addressed as necessary if patients are experiencing pain they can ask at any time. Call alarms are available and in reach of all patients. There appears to be no specific pain rounds. No patients expressed concerns around pain not being delt with.	3
	Are reasonable adjustments and/or steps in place to support patients who require additional support? (ASK/NOTICE PATIENTS AND STAFF – how is this done? Do staff know how to access interpretation services? Who to speak to for support?) Staff are aware of the ethnic diversity in the area and all reasonable adjustments are made. Interpretation services can be accessed and staff are aware. Patients stated that there could be more side rooms available to provide more dignity if requested.	3
EFFECIVE	Effective	Confidence Score
	How confident are you that the ward processes are EFFECTIVE?	**0 / 1 / 2 / 3**
	Does the ward / department appear to be clean and organised? (NOTICE general cleanliness, lockers and bedside tables, storage issues etc.) All areas were clean and daily monitoring sheets were up to date. C23 Bathrooms / Shower rooms; mould on tiles, this is a long outstanding issue Issues with flooring is various areas, floor covering lifting On going issues with the lifts, urgent action needed, they are need for transfer of patients from the Nest on the ground fl;oor	2

	Is patient flow managed well on this ward? (NOTICE / ASK STAFF & PATIENTS, Are there delays for admissions, transfers, and discharges? Is there a reliable process for multi-professional team to communicate about patient flow?) The unit manages discharges well with any ongoing treatments put in place. Good communication and interaction with all parties are in place. There can be delays caused by outstanding medications.	3
FINAL IMPRESSIONS	Lasting Impressions	Confidence Score
	Having carried out this observation, how confident do you now feel about whether patients are experiencing good care in this ward?	**0 / 1 / 2 / 3**
	Provide reasons for any change, from first impressions to your confidence levels: The staff are dedicated, and the unit generally managed well. There is a good culture, but appears to be some reluctance to introduction of new ways of working Patients were happy with the care and options they were receiving. Dedicated housekeeping team Patients were very complimentary about the unit and their experience	3

GOVERNORS OBSERVATION PRO-FORMA (Ward Based)

Date: 18/11/2022 Ward: Elective Surgery Halton	Department Manager: Spoke with: Kirsty Nikolaisen	Governors Present: N Holding, A Robinson, A Lowe, J Fagan

Number of Patients:	Staff on duty:	Days	Nights	CBU Manager:
Capacity: 43 – 4 PACU	Nurses	4	3	Vera Cabral
	Healthcare Assistants	1	1	Matron:
	AHP's	3		Paul Conway
Total on day of visit: 25	Students	0		Lead Nurse:
	Domestics	3		Cheryl Finney
	Administration	1 FTE		Ward Manager:
	Housekeepers	1		Natalie Slater

As part of the observation process speak with all staff on the ward, both clinical and non-clinical and patients.

SHARING FINDINGS	
IF ANY IMMEDIATE CONCERNS: Escalate to: Deputy Chief Nurse, Head of Patient Experience and Inclusion or Associate Chief Nurse for Planned or Unplanned Care.	FOR ROUTINE VISITS: Once visit is completed send copy of document to John Goodenough (Deputy Chief Nurse) within 5 working days.

	First Impressions	Confidence Score
FIRST IMPRESSION	Based on your first impressions on entering this ward, how confident are you that patients are experiencing good care?	0 / 1 / 2 / 3
	Using your senses, what do you hear? *What do you see?* *What do you smell?* *What do you feel?* *How does that make you feel?* *What do you notice? Does that build your confidence and trust?* Bright, Clean, quiet, No smells Calm, Organised Felt confident coming onto the unit Secure Some equipment on corridor to nurse station Hygiene stations at entrance (all full and working)	3

	Well Led	Confidence Score
WELL LED	How confident are you that this ward is WELL LED?	0 / 1 / 2 / 3
	What is it like to work here? *(ASK ALL STAFF about staffing, leadership, team culture, uniforms, personal and professional development, feeling valued, feel supported, what matters most to you? etc.)* The team commented on that they are well supported by the CBU, always on the end of a phone. Staff stated that they did like working both on the ward and at Halton. All staff were wearing appropriate and identifiable uniforms. There was a feeling of good team working. Some staff stated that they did not like being moved around. There was a culture of team working and supporting each other. .	3
	Do the ward staff know their data? *(ASK ALL STAFF about any recent incidents, complaints, safety messages, safety thermometer/harm free care, staffing, patient experience etc.) - (CHECK Is data on display? Are improvements underway?)* There was a neat and tidy filing system with the appropriate staff records, daily team safety briefs are in place was day and night staff Data on display on the notice boards was up to date. Minor number of complaints mainly around pain management The unit has a WHATS app group to communicate issue and updates to all staff	3
	Is there anything that you notice that suggests this ward is/isn't well led? *(provide details)* No	3

SAFE	Safe	Confidence Score
	How confident are you that this ward is SAFE?	0 / 1 / 2 / 3
	Do staff know how to escalate issues if they have concerns about either a patient or the ward? *(ASK STAFF do they know how to contact senior nursing staff if needed, do they understand the importance of timely multi-professional team response to acutely unwell patients etc.)* All staff are aware of the escalation procedures, covered in ward induction. New members of staff are given induction and spend time as supernumerary to gain experience	3
	Is ward security appropriate? (NOTICE Does anyone check who is arriving on ward? Could patients wander off ward without staff knowing? Do patients have ID wristbands? etc.) Main entrance to unit is secured and buzzer to nurse station to enter, member of staff gives access. All other doors are secured with emergency exits clear of obstructions. There is a very small possibility that you could exit the unit without staff knowing (manual exit button) During our walk around we identified a staff card left in a computer, manager notified.	2
	Are there any visible 'hazards' on this ward? *(NOTICE Corridors / fire escapes blocked? Sharps bins over filled. Storerooms and cupboards not locked etc.)* Bay 3 used as a storage area, There was an amount of equipment store in corridor areas.	2
	Are there any medication safety issues? *(NOTICE Are any medications not locked away? Are there any delays in giving medications?)* No concerns around medicine storage. Medicines kept in locked cabinets within a lock dispensing room.	3

	Does the ward have two entrances? Are processes in place to ensure this is managed? Yes. Fire exits clear and unobstructed.	3
CARING	CARING	Confidence Score
	How confident are you that the staff on this ward are CARING?	0 / 1 / 2 / 3
	Do staff communicate / interact with patients and carers in a caring and compassionate manner? *("Hello, my name is ….")* Staff were observed interacting with the patients and using their preferred names.	3
	Do staff provide care that meets patient's individual needs? *(ASK PATIENTS Do staff ask what matters most to you? Do staff call you by your preferred name? Does this ward support your family and friends to visit at an appropriate time? etc.)* Patients spoken too were happy that all was being done for them. The ward discusses the patients' needs with all relevant parties, the patients, and their relatives.	3
	Are noise levels appropriate? *(NOTICE / ASK PATIENTS including noise at night)* Noise levels were very low during the visit and no patients had issue at night. Ear plugs were available for patients if they were disturbed by noise from TV's or other patients.	3

	Do patients feel involved in their care and treatment? *(ASK PATIENTS AND CARERS Do staff include you in conversations? Do staff explain what is happening next? Do you get enough opportunity to ask questions? Are you involved in making decisions about your care and treatment? etc.)* The staff liaise with patients, relatives, etc, regarding the necessary ongoing treatments or physiotherapy . Patients said they were always kept informed.	3
FOOD and NUTRITION	Food and Nutrition	Confidence Score
	How confident are you with the standards and experience of patient food and nutrition on this ward?	**0 / 1 / 2 / 3**
	Are standards met regarding meals and drinks? *(NOTICE / ASK PATIENT about quality, quantity, timeliness, and help given if needed)* Patients were happy with the quality of the food, temperature, and taste. Staff awaiting microwave for patient hot meals in the evening	3
	Do patients feel there is enough choice at mealtimes? *(NOTICE / ASK PATIENT about options and presentation and help given if needed)* Mealtime not observed, Patients stated that they were satisfied with the menus	3
	Do patients feel they have enough to drink throughout the day? Hydration was available to all patients. Water was seen on all bedside tables.	3

	Notice – are patients prepared for mealtimes? (e.g. do staff support patients out of bed in advance of mealtimes where possible) Not observed,	3
RESPONSIVE	Responsive	Confidence Score
	How confident are you that staff on this ward are RESPONSIVE to patient's needs?	**0 / 1 / 2 / 3**
	Do patients know their plan of care and discharge plan? (ASK PATIENTS / STAFF how this is done?) Patients confirmed that they were kept informed of their ongoing care plans and discharge plans	3
	Are call bells responded to appropriately? (NOTICE - are lots of call bells ringing, are they answered quickly? Do patients report any issues with using call bells?) None observed during the visit, no delays reported from patients	
	Are patient's specific needs met? (ASK PATIENTS about pain management, or any other specific needs that they have) Patients stated that all their needs were being met. Pain is addressed at medication rounds, if patients are experiencing pain they can ask at any time. Call alarms are available and in reach of all patients. There appears to be no specific pain rounds. No patients expressed concerns around pain not being delt with. Pain had been raised in a few complaints.	3

	Are reasonable adjustments and/or steps in place to support patients who require additional support? (ASK/NOTICE PATIENTS AND STAFF – how is this done? Do staff know how to access interpretation services? Who to speak to for support?) All patients are accessed, and physiotherapist work daily on the ward to ensure mobility is work on. Patients are encouraged to be out of bed. Patients attend the Joint school were appropriate and this is helping patients recover quickly now that it has reopened after Covid. Staff stated that there are times when additional volunteer support would help, particularly when they have dementia patients.	3
EFFECIVE	Effective	Confidence Score
	How confident are you that the ward processes are EFFECTIVE?	**0 / 1 / 2 / 3**
	Does the ward / department appear to be clean and organised? (NOTICE general cleanliness, lockers and bedside tables, storage issues etc.) All areas were clean and daily monitoring sheets were up to date. The only area of concern was the lack of storage space for both domestic stores and equipment. Some storerooms left unlocked.	2
	Is patient flow managed well on this ward? (NOTICE / ASK STAFF & PATIENTS, Are there delays for admissions, transfers, and discharges? Is there a reliable process for multi-professional team to communicate about patient flow?) The ward manages discharges well with all appropriate on treatments and physiotherapy put in place. Good communication and interaction with all parties are in place. One patient stated that their records had been misplaces on admission (patients operation moved from Warrington to Halton) Staff stated that Emergency transfers can be an issue this in mainly caused by delays in ambulance availability. # 3

FINAL IMPRESSIONS	Lasting Impressions	Confidence Score
	Having carried out this observation, how confident do you now feel about whether patients are experiencing good care in this ward?	0 / 1 / 2 / 3
	Provide reasons for any change, from first impressions to your confidence levels: The staff are dedicated, and the unit is managed well. There is a good culture within the team. Patients were happy with the care they were receiving. Consideration for use of volunteers (generally on the Halton site). The unit still gives the impression of under use. Work started on the new Diagnostics unit within this area.	3

COUNCIL OF GOVERNORS
16 February 2023

SUBJECT	GOVERNOR QUESTIONS	AGENDA REF	COG/23/02/06

QUESTION 1:	***Does the Trust carry out background checks on Nitroxide / Entonox levels in Maternity. This relates to a number of Trust in England suspending use due to staff exposure to high levels (30 time recommended).***	**Proposer:** Norman Holding
RESPONSE	The Trust has done a previous environmental survey in 2021 and scavenger systems for Entonox were subsequently implemented. Following the recent media attention and our commitment to the safety of our staff and patients, an additional survey has been commissioned with an appropriate supplier, the survey date is to be confirmed.	**Responder(s):** Kimberley Salmon-Jamieson

QUESTION 2:	***Arbury Court – Further to the report given at January Board, would the Trust update Governors on the relationship / issues experienced with Albury Court and what training is provided to Trust staff in regard to treating their patients and staff safety.***	**Proposer:** Anne Robinson
RESPONSE	Arbury Court is an 82 bedded unit caring for ladies with high complex mental health diagnosis. In September 2022 WHH noted an increase in incidents mainly related to the ingestion and insertion of foreign objects. A meeting was requested by the Chief Nurse at WHH, the Director of Governance, the Director of Arbury Court, Specialist Commissioners, PLACE and NHSE/I. Further work is being undertaken by Arbury Court with a further meeting scheduled for February 2023 where Arbury Court will present their incident profile, learning and actions in place. WHH also discussed patients attending the Trust in handcuffs without appropriate documentation. This is also being reviewed by Arbury Court. When patients from Arbury Court attend the Trust, they are accompanied by a number of care staff members who are skilled in providing specialist mental health care including de-escalation techniques. WHH have a training programme for de-escalation in place. De-escalation of patients from Arbury Court remain the responsibility of Arbury Court staff. The Trust also provide mental capacity act training supported by a specialist mental capacity act trainer.	**Responder(s):** Kimberley Salmon-Jamieson/Layla Alani

QUESTION 3:	***Is there an update on the financial sustainability of the Trust going forward into 23/24.***	**Proposer:** Nigel Richardson

RESPONSE		
	The Trust was set a challenging control total for 2022/23 of a £6.1m deficit. This required the Trust to deliver the highest Cost Improvement Programme (CIP) in the history of the organisation of c£15m. The year has been exceptionally challenging due to the need to deliver elective activity targets to reduce long waiting times for our patients coupled with the highest levels of patients every day in the Trust unable to be discharged to the most appropriate setting. The Trust has been working with partners in Adult Social Care and a system Adaptive Reserve fund has been created to support discharges from hospital with a support team in the Trust and further investment in domiciliary care and in care homes. The Trust has had to open additional capacity at premium rates to manage the number of patients coming into hospital and has received some support financially to recognise this. What this means is that in working with partners, the Trust has signalled it will be able to deliver the challenging plan for this year which is an achievement. It is anticipated that the cash balance at the end of the year will be c£30m. The challenges in relation to sustainability as we plan for 2023/24 and beyond are: • CIP delivery although likely to deliver c£15m has mainly been from one off savings, which means that the Trust has not turned off permanently a full £15m of costs (only £2m recurrent savings anticipated). This requirement therefore carries over into 2023/24. • Additional capacity remains open, and we are not yet clear about what levels of capacity will continue to be funded. We will need to develop plans to exit this additional capacity. • We are not clear yet on the levels of activity we will be required to deliver in the next 2 years although we will be informed shortly as we are currently in the planning process to agree an activity, workforce and financial plan for 2023/24 by the end of March. What we do know is we will be returning to be paid on a tariff basis for our elective programme. Over the next 2 months we will be working with the ICS, Place/Local Authority partners and internally to develop the plan for next year. Income allocations and activity allocations are awaited; however, we anticipate another challenging year. We are already developing CIP plans with services as we know we will have another large target this year.	**Responder(s):** Andrea McGee

QUESTION 4:	***How is the Trust working with the Social Care sector and local authorities to reduce the number of long stay patients***	**Proposer:** Cllr Alan Lowe
RESPONSE	WHH and Warrington Borough Council have been an early adopter of jointly appointed posts; our Associate Director for Integrated Care works closely with WHH and WBC's teams as well as Primary Care and Bridgewater supporting people to transfer to their next best destination once they no longer require hospital care. WHH supports the Home First philosophy; working alongside health and social care partners WHH has created a fund investing in the Transfer of Care hub, home based re-ablement, long term domiciliary care and provision of equipment creating additional capacity to transfer from hospital to home or the community. During and since the pandemic, WHH's teams have also played a key part is supporting the re-opening of Lilycross, a transitional care facility for people on their journey between hospital and home. Recently short-term discharge grants have been awarded to Adult Social Care; alongside Council and Integrated Care Board colleagues, WHH have worked collaboratively investing in schemes to create capacity or make capacity more readily available, for example, additional beds on the Halton site, support with pay in the care sector and making funds available to overcome barriers to discharge. In the medium to longer term WHH is fully engaged and supportive of WBC's planning to build a new and larger Intermediate Care facility in Warrington. A long and unnecessary stay in hospital is detrimental to a person's recovery and each day, chaired by our Chief Operating officer a 'no right to reside' meeting takes place with WHH, council, community and voluntary sector colleagues to check and challenge progress for each patient who's clinical care is complete. A daily call with senior leaders also takes place to exchange information on pressures in both the acute and community sectors, agree where mutual aid can be supported and to utilise the capacity available to best meet needs. In recent months, we have experienced more people being diverted to hospitals that may not be the closest to their home to receive urgent care and this sometimes makes discharge planning more difficult. Out transfer of care hub leads 'no right to reside' conversations with our out of area councils, supporting people to return home or closer to home.	**Responder(s):** Dan Moore

QUESTION 5:	***Does the Trust have social workers working alongside hospital staff to achieve best discharge options and are relatives involved in the decision regarding ongoing care options.***	**Proposer:** Keith Bland
RESPONSE	Our multi-disciplinary Transfer of Care Hub team is led by a jointly appointed Service Manager on behalf of WHH & Warrington Borough Council and works closely with Halton Borough Councils team, the team is diverse and made up of health, social care and voluntary sector colleagues. Nurses, Occupational Therapists, Social Workers, Trusted Assessors, Discharge Facilitators and Healthy & Home colleagues work together with relatives and families alongside ward colleagues supporting people to return home or into other community facilities. At the heart of the team's philosophy is working with people and their relatives to find the next best destination on leaving hospital. For most people this is returning home and where this may not be possible in the short term; care, re-ablement and rehabilitation is available in settings such as Padgate House, Brampton Lodge, Oak Meadow, Lilycross or St Rocco's. Where longer term care is needed in a care home, the team supports the matching of patients with care homes. Sometimes the preferred home isn't readily available, and patients and relatives may be asked to transfer temporarily to an available home until their preferred home becomes available. Most people recuperate best at home or in the community and all patients leaving hospital have a follow on assessment to make plans for ongoing care options in the community.	**Responder(s):** Dan Moore

QUESTION 6:	***What is the future of Kendrick catering facility. This is in regard to opening times, availably of staff to obtain breakfast, early evening food and health options. This has also been highlighted by patients around cost of drinks (high price of Costa and non-availability due to restricted opening).***	**Proposer:** Gemma Leach, Norman Holding, Anne Robinson
RESPONSE	WHH began providing the Kendricks food service on a limited and temporary basis to ensure a food service to staff in the absence of any other offer by the landlords, Gentian. The Catering team is actively looking to decide on the long-term future of Kendrick's in the coming couple of months following its relative success.	**Responder(s):** Dan Moore

	Should a decision be made that Kendricks is viable going forward, then necessary arrangements would be made to further develop that service. The Costa prices are unfortunately out of our control. The unit/franchise is managed by WH Smith. The prices are comparative with their high street outlet prices though and are discussed as part of our partnership arrangements.	

QUESTION 7:	***How is the Trust managing Bank and Agency costs.***	**Proposer:** Gemma Leach
RESPONSE	The Trust reports on agency and bank spend bi-monthly to the Board, papers are publicly available and can be found: z_PUBLIC_Board_25_Janaury_2023.pdf (whh.nhs.uk) Governors are welcome to observe Board meetings.	**Responder(s):** Michelle Cloney

REPORT TO COUNCIL OF GOVERNORS

AGENDA REFERENCE:	**COG/23/02/08**			
SUBJECT:	**Working with People and Communities Strategy Update Q3 2022-23**			
DATE OF MEETING:	16 February 2023			
AUTHOR(S):	Alison Aspinall, Head of Communications and Engagement			
EXECUTIVE DIRECTOR SPONSOR:	Kate Henry, Director of Communications and Engagement			
LINK TO STRATEGIC OBJECTIVE: ***(Please select as appropriate)***	SO1 We will.. Always put our patients first delivering safe and effective care and an excellent patient experience.	X		
	SO2 We will.. Be the best place to work with a diverse and engaged workforce that is fit for now and the future	X		
	SO3 We will ..Work in partnership with others to achieve social and economic wellbeing in our communities.	X		
EXECUTIVE SUMMARY *(KEY ISSUES):*	The WHH Working with People and Communities Strategy was approved in May 2022 and an updated version of the deployment plan at the end of Q3 of the financial year 2022-23 is enclosed within this report. The document contains a proposed change to pages 6 and 7 of the strategy to reflect the NHS guidance on working with people and communities which was published following the strategy's approval in May 2022. Also enclosed are updates on deliverables and achievements within each of the strategy's four pillars and a forward plan of current scheduled engagement events.			
PURPOSE: *(please select as appropriate)*	Information X	Approval	To note X	Decision
RECOMMENDATION:	The Council of Governors is asked to note the Working with People and Communities Strategy Q3 2022-23 Update.			
PREVIOUSLY CONSIDERED BY:	Governors' Engagement Group – February 2022			
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full			
FOIA EXEMPTIONS APPLIED: *(if relevant)*	None			

NHS
Warrington and Halton Teaching Hospitals
NHS Foundation Trust

Working with People and Communities Strategy Update

Council of Governors

16th February 2023

Engagement and Involvement

Benefits of working in partnership

It is important to manage involvement and engagement and use appropriate ways of working to secure the required commitment and ultimately influence from stakeholders for different stages of projects or different situations.

At WHH we aim to adopt a #Start with People approach at the heart of everything we do, and ensure it informs our plans and the decisions we make about the delivery of services.

Involving our patients, carers, their advocates and support groups, Foundation Trust Governors and membership, volunteers, our wider communities and our staff in co-producing services or infrastructure projects ensures the best possible experiences for patients. This is core to the Trust's mission to be outstanding for its patients, its staff and its communities.

Principles for working in partnership

NHS statutory guidance identifies 10 principles for successfully working with people and communities:

1. Centre decision-making and governance around the voices of people and communities
2. Involve people and communities at every stage and feed back to them about how it has influenced activities and decisions
3. Understand your community's needs, experiences, ideas and aspirations for health and care, using engagement to find out if change is working
4. Build relationships based on trust, especially with marginalised groups and those affected by health inequalities
5. Work with Healthwatch and the voluntary, community and social enterprise sector
6. Provide clear and accessible public information
7. Use community-centred approaches that empower people and communities, making connections what works already
8. Have a range of ways for people and communities to take part in health and care services
9. Tackle system priorities and service reconfiguration in partnership with people and communities
10. Learn from what works and build on the assets of all health and care partners – networks, relationships and activity in local places.

Engagement and Involvement

Ways of working with people and communities

This diagram identifies the different ways that WHH can engage and involve communities

Inform – one way communication

- Letters, leaflets, posters and emails (text and infographics), media releases
- Online and social media (including animation/videos)
- Information on noticeboards in our hospitals, partner premises local community venues
- Example audience: *patients/carers, partners, media, communities, staff, governors, members*

Co-produce – equal partnership in developing solutions

- Supports people to work together as equal partners with professionals throughout
- Promotes equal power/influence in the outcome among staff and people
- Tools include appreciative enquiry and community conversation
- Example stakeholders: *Patient Safety Partners*

Consult – targeted test of proposals with audiences

- Public consultations to gather and consider views on proposals
- Tools include consultation documents, questionnaires, public webinars, public meetings and surveys
- Statutory requirement for substantial development/change and formally reported to Board and Overview and Scrutiny Committees
- Example stakeholders: *patients/carers, partners, Healthwatch Warrington and Halton, media, communities, specific advocacy/interest groups, Warrington Together and One Halton People's Panels, staff, governors, members*

Co-design – project specific workstreams

- Incorporates the views of people with lived experience' into service/strategy development from the outset
- People attend project meetings to reflect the patient/carer voice
- Tools can include Lived Experience panels and Experience Based Co-Design
- Example stakeholders: *Experts by Experience, Foundation Trust Governors*

Engage – ongoing dialogue to generate ideas for change

- Focus groups or interviews
- Citizen's panels and deliberative engagement
- Representation at partnership forums/networks
- Engagement events - conversations
- Membership on decision-making committees and boards
- Example stakeholders: *Foundation Trust Governors and Members, Warrington Together and One Halton People's Panels*

Pillar 1: Co-production in Service Change/ Development

Recruit, train, deploy, maintain, recognise and reward patients and public who are 'Experts by Experience' to specific estate and service change programmes

1. **Grow Experts by Experience (EbyE) capacity to embed Co-production in service design within WHH**	• Recruit Experts by Experience • Working with WHH colleagues to identify opportunities to involve EbyEs from the outset – a #Start with People approach • Breast Screening virtual engagement event and follow-up site visit	• By Quarter 1 2022/23
2. **Support EbyE recruitment and retention**	• Brand developed and website registration form • December seasonal newsletter with updates and case studies plus circulation of 'Your Hospitals' to all EbyEs • Onboarding and processes including check-ins to support EbyEs – to be completed	• By Quarter 1 2022/23
3. **Enhance our programme for involvement**	• Annual involvement timetable for Awareness Days and Events informs 'What Matters to You' – dependent on team availability (see slide 8) • Discussions with Estates and Strategy teams to ensure substantial Strategic, Capital or Service Developments have assigned patient (EbyE) or advocacy representation • Surveys of existing EbyEs involvement in projects	• By Quarter 3 2022/23
4. **Undertake consultation and engagement training to enable effective support for services**	• Completion and publication of Phase 2 Breast Screening consultation • Developed a starter Engagement Toolkit for staff • Public Consultation guidance for staff – to be completed	• By Quarter 3 2022/23
5. **Ensure representation to support Place-Based integrated care delivery**	• Governor representation on Warrington and Halton People's Voice forums • Use our resources to support wider Place-Based initiatives and to access insight from our communities and advocacy/equality groups	• By Quarter 4 2022/23

Pillar 2: Accessible Information Standard

Launch WHH AIS policy to support those with sensory impairments, learning disabilities and non-English speakers to access our services and participate equally in their care

1. Re-convene AIS Task and Finish Group	• Accessible Information standard policy approved and soft launch • Full launch awaiting system changes	• By Quarter 1 2022/23
2. **Patient Letters**	• New patient information for rear of letter developed • Meetings held with digital services, Synertec and Operations on required changes	• By Quarter 2 2022/23
3. **Ensure website compliance with WCAG standards**	• Website accessibility upgrade complete	• By Quarter 1 2022/23
4. **Accessible content creation**	• Review all WHH generated content including web, extranet, social, video, design and print is AIS compliant is ongoing	• By Quarter 3 2022/23
5. **Patient Information**	• Ensure Patient Information Leaflets are AIS compliant including making key patient information readily available in alternative formats on request • Awaiting completion of system changes to launch Communications passport	• By Quarter 3 2022/23
6. **Chat Bot pilot**	• Introduce a trial of a Chat Bot Artificial Intelligent (AI) assistant to help patients, carers and visitors ask questions to support them in accessing their care at the Trust.	• TBC dependent on external factors and capacity
7. **Signage/Wayfinding**	• Delivered via First Impressions programme – ensure consistency of approach with reference to AIS implementation	• TBC

Pillar 3: Reducing Health Inequalities

Using WHH 'Your Health Matters' brand and mapping health inequalities to geographical areas of Warr North, Warr South, Widnes and Runcorn

1. Strengthen WHH 'Your Health Matters' engagement programme	• Diabetes Awareness Events including Children and Youth Engagement • Disability Awareness Day attendance from a range of WHH services • Delamere Centre attendance – East Primary Care Network event • Breast Screening Awareness events • Mouth Cancer Awareness Event • Health event for Hong Kong nationals	• By Quarter 1 2022/23
2. **Engage governors in Your Health Matters**	• Attended Disability Awareness Day • Attended Patient Experience and ED&I strategy workshops • Manned stalls at Warrington and Halton to promote Governor vacancies • Market place for Annual Members Meeting • Quality Academy workshop event • Regular governor feedback routes to Council of Governors • Supported WHH Charity Moobs and Boobs campaign at Laskey Farm • Attended preview event at Halton Health Hub and official opening • Ambassadors for Apprenticeship Team • Provided Governors toolkit to support engagement activity – including Governor handbook	• Ongoing
3. Support Place Based activity and other key local events	• Governor attendance at Warrington Together People and Communities Forum and One Halton People and Communities Forum • Supported Market place for Cheshire and Merseyside Integrated Care Board meeting in Warrington • Sharing opportunities for Governor and EbyE involvement in C&M ICB initiatives eg Social value focus groups	• By Quarter 3 2022/23 • Ongoing

Pillar 4: Anchor Institution/Building Social Value

Use Trust estate and resources in partnership with others for the benefit of the wider community

1. Establish WHH's position as an anchor institution in our communities	• Use WHH channels of communication to increase engagement with the voluntary and third sector and raise awareness of key health improvement and economic wellbeing initiatives • Apprenticeship team attendance at careers fairs • Governor sharing of '350 Careers, One NHS, Your Future' booklet	• By Quarter 4 2022/23
2. **Promote opportunities for work, training or volunteering**	• Promote WHH as a great place to work, train or volunteer in order to enhance the aspirations and life chances of local people • Level of engagement with social media and websites • 3 Clinical Recruitment events held during 2022 and more to follow in 2023	• Ongoing
3. **To utilise local suppliers and venues**	• Use local suppliers and venues to support engagement and involvement programmes, where possible	• Ongoing
4. **Support** the **work of the WHH Charity**	• Work in conjunction with charity team to ensure charity presence at public engagement and involvement events to promote charity campaigns, fundraising and volunteering opportunities which support patients and communities	• Ongoing

Forthcoming engagement events for 2023

Theme area	Key Events/campaigns
Still me Event – Warrington Dementia Project	10th January 1-4pm (Caroline Lane, Steve Bennett)
Cancer Screening Event	1st February (The Activity Hub, Warrington) Commissioning plus Deb Monafred from Delamere Centre
Halton Health Hub formal opening	3rd February , Runcorn Shopping City
Cost of Living Event	16th February, Runcorn Shopping City – Strategy Team attending to provide information on a range of options and interventions to help our patients and communities in challenging times
Healthwatch Women's Event	7th March Ambreen Rauf on WHH Colposcopy/Cervical Screening, Dr Helen Nik on Fertility and Menopause presenting plus Delamere Centre staff in attendance
WHH Thank You Awards	17th March 6.30pm onwards at the Concorde Centre, Manchester Airport
NHS 75th Birthday	5th July Planning for a series of events with Staff Engagement, Patient Experience, Charity
Disability Awareness Day	16th July, 9-4pm, Walton Hall Gardens, Warrington
Delamere 10 year Anniversary	September TBC – week of events involving Trust and Charity
Annual Members' Meeting	TBC
Still to be confirmed:	Stroke Awareness Month May Diabetes Awareness Week 12-18 June Mela (WECA) Summer TBC World Healthy Heart Day 29 September Breast Cancer Awareness Month October World Diabetes Day 14th November Mouth Cancer Action Month November Asthma Awareness Day and COPD Awareness events

Council of Governors

AGENDA REFERENCE:	**COG/23/02/09**
COMMITTEE ATTENDED	**Finance and Sustainability Committee**
DATE OF MEETING(s):	23/11/2022
AUTHOR(S):	Nigel Richardson
GOVERNOR COMMENTS	Very well attended (100% in person) with extensive detailed papers provided with Agenda. I was satisfied again of focussed discussion supported by detailed analysis and summarised reports and presentations from the subject matter Executive leads with appropriate Non Exec challenge. The meeting was well chaired with Agenda prioritised on the financial viability of the Trust with particular focus on the associated very high risk of not achieving end of year forecast outturn. The protocol for changing forecast outturns was presented as well as emerging CIP plans and efficiency initiatives to prevent Trust slipping into 'Double Lock' situation,effectively losing control of its own spending allocations. Further scrutiny of Process and Plans to manage this significant risk are in place with NEDS and Executive colleagues, as was assured in my subsequent follow up with the Committee NED Chair, John Sommers.

Council of Governors

AGENDA REFERENCE:	**COG/23/02/09**
COMMITTEE ATTENDED	**Finance and Sustainability Committee**
DATE OF MEETING(s):	21/12/2022
AUTHOR(S):	Nigel Richardson
GOVERNOR COMMENTS	Teams meeting only. Very well attended with extensive detailed papers provided with Agenda. A very focussed discussion over a shorter one and half hour meeting, supported by detailed analysis and summarised reports and presentations from the subject matter Executive leads with appropriate Non Exec challenge. The meeting was very well chaired to time with clear focus seeking assurance on progress to achieve financial viability of the Trust particularly to deliver planned year end outturn. This is still a high risk. Consideration of Partnership collaboration to integrate services for better outcomes and sharing financial risk being an opportunity. Meeting benefited from being shorter and focussed with good levels of assurance achieved.

Council of Governors

AGENDA REFERENCE:	**Governor Observation Summary** **Nigel Richardson**
COMMITTEE ATTENDED	**Finance and Sustainability Committee**
DATE OF MEETING(s):	18/01/2023
AUTHOR(S):	Nigel Richardson
GOVERNOR COMMENTS	Very well attended in person with extensive detailed papers provided with the Agenda. A very focussed meeting supported by detailed analysis and summarised reports and presentations from the subject matter Executive leads with appropriate Non Exec challenge throughout. The meeting again was well chaired with clear focus seeking assurance on progress to achieve financial viability of the Trust particularly risks and opportunity to deliver planned year end outturn within the ICS system, which faces its own challenge of avoiding 'triple lock' situation. It was mentioned that Productivity,Escalation and CIP remain the biggest challenges to the trust as it prepares for Operational plan 2023/2024. A systems solution being required. Initial Digital strategy was also presented and well received with appropriate non exec support and challenge particularly on digital inclusion aspects. Meeting closed ahead of schedule at 4.30pm with all agenda items dealt with thoroughly.

Council of Governors

AGENDA REFERENCE:	**COG/22/03/09**
COMMITTEE ATTENDED	**Quality Assurance Committee**
DATE OF MEETING(s):	1/11/22
AUTHOR(S):	Akash Ganguly
GOVERNOR COMMENTS	There were 2 NEDs in attendance at the meeting. The meeting had a full agenda and multiple detailed papers were received by all attendees. The meeting was chaired efficiently, apologies noted, minutes approved, action logs and matters arising reviewed. Matters arising updates from missed fracture backlog and DNACPR actions Highlights: • Hot topic – Liberty protection safeguards • Deep dive – National Hip fracture database update • Histopathology update Maternity updates, safeguarding adult and children's review and safeguarding bi-annual report. Standard items reviewed including risk register and BAF. Other reports reviewed included complaints report, learning from experience report and clinical audit report. Matters for assurance and high-level briefing papers were taken as read and approved. The NEDs challenged and questioned to ensure they had assurance on various items discussed.

Council of Governors

AGENDA REFERENCE:	**COG/23/02/09**
COMMITTEE ATTENDED:	**Quality Assurance Committee**
DATE OF MEETING(s):	6/12/22
AUTHOR(S):	Akash Ganguly
GOVERNOR COMMENTS	There was 1 NED in attendance at the meeting. The meeting had a full agenda and multiple detailed papers were received by all attendees. The meeting was chaired efficiently, apologies noted, minutes approved, action logs and matters arising reviewed. Matters arising updates from missed fracture backlog and DNACPR actions Highlights: • Hot Topic – Patient Safety Incident Response Framework (PSIRF). Key points of the National Patient Safety Strategy (NPSS) highlighted. The committee noted the hot topic. • Deep Dive – Blood Transfusion Response to the Alert including Training – discussion included, accountability and governance relating to Blood Transfusion, WHH response to amber alert in Oct 2022 (red cell shortage) amongst others. Training compliance to be reviewed in Mar 2023 • Other topics included Maternity updates, including a detailed presentation and discussion regarding Maternity Incentive Scheme. Updates provided regarding the current position and trajectory of the 10 safety actions as recommended by NHSR. High level update on sepsis reviewed in association with Trust sepsis action plan. Other topics included, learning from death and multiple Quality updates.

	Standard items reviewed including risk register and BAF. Multiple other high level briefing papers from various quality and safety subcommittees were noted for assurance. The NED challenged and questioned to ensure assurance on various items discussed. Despite of the vast agenda all matters that required discussion and debate were adequately attended to.

Council of Governors

AGENDA REFERENCE:	**COG/23/02/9**
COMMITTEE ATTENDED:	**Quality Assurance Committee**
DATE OF MEETING(s):	10/1/23
AUTHOR(S):	Akash Ganguly
GOVERNOR COMMENTS	There were 2 NEDs in attendance at the meeting. The meeting had a full agenda and multiple detailed papers were received by all attendees. The meeting was chaired efficiently, apologies noted, minutes approved, action logs and matters arising reviewed. Highlights: • Hot Topic –Arbury Court Update. Multiple incidents and themes presented. Concerns raised by Director of Governance at multiple committees including CCG (PLACE), Specialist Commissioners, Warrington Adult Safeguarding Board, NHSE/I, CQC. Follow up meeting with Arbury Court and the Gastroenterology team planned. Continue monitoring and incident reporting. Proposed to be standing agenda item on Clinical Quality Focus Group and Warrington Adult Safeguarding Board • Deep Dive – Paediatric Ophthalmology and Paediatric Dental Backlog. Ophthalmology backlog reviewed with next steps including review of capacity and demand, recruitment on paediatric ophthalmologist and SLA in progress with Alder Hey amongst other topics presented. Dental and maxillofacial backlog reviewed with proposed mitigations including additional theatre sessions from Feb 2023 presented to the committee. Multiple reports including maternity updates, Medicines Reconciliation & Optimisation updates, surgical site infection 6-month update and Acute Kidney Failure Strategy Update were discussed and noted for assurance.

	Standard items reviewed including risk register and BAF. Multiple other high level briefing papers from various quality and safety subcommittees were noted for assurance. All essential items had time for discussion and debate. The NEDs challenged and questioned to ensure they had assurance on the topics discussed.

Council of Governors

AGENDA REFERENCE:	**COG/23/02/09**
COMMITTEE ATTENDED	**Strategic People Committee**
DATE OF MEETING:	23rd November 2022
AUTHOR:	Jan Howe
GOVERNOR COMMENTS	This meeting focussed on two key areas in significant detail. Industrial action. A detailed presentation covered preparedness including the latest position, planned exercises and incident response. Assurance was given of the huge amount done in preparation and the careful communications balance, due to the sensitivity and political aspects. Agency Controls & Workforce Impact. The need for temporary provision, followed by the plan to reduce reliance, including retention & attraction and reducing long term absence was explained. Controls in place for each workforce area were detailed. So many challenges are out of WHH control, affecting the NHS nationally, but the 'manage what you can manage' approach is making an impact. It was agreed that we need to be aware of the scale of the challenge, but it's also important to focus on the positives and the progress being made! This meeting had a packed agenda, but significant time was allowed for discussion of the two key areas. The presentations given were excellent, the questioning in depth and the meeting expertly chaired by Julie Jarman.

Council of Governors

AGENDA REFERENCE:	**COG/23/02/09**
COMMITTEE ATTENDED:	**Charitable Funds Committee**
DATE OF MEETING:	8th Dec 2022
AUTHOR:	Sue Fitzpatrick
GOVERNOR COMMENTS	The meeting was chaired by Steve McGuirk and there were a number of Execs and NEDs at the meeting including the new Director of Communications and Engagement, Kate Henry. There was a full and detailed pack of papers received by all attendees. The papers were presented in a much clearer way than in the previous meeting I had observed. The meeting had a full agenda, the Chair managed the meeting well and had identified areas for greater inspection/discussion prior to the meeting. The meeting started on time. The minutes of the previous meeting were reviewed and although accepted by the attendees the Chair wished to clarify some of the actions and deadlines. The minutes to be reissued. The cycle of business to be updated at the next meeting. Verbal description of the financial reports was given. The Chair challenged and questioned the team to ensure they had evidence and assurance on the various items. The target figures for Q3 were not going to be met but the Chair would like to know the likelihood of reaching the target at Q4 if grants are awarded. There was a discussion around the policies associated with overheads which the Chair suggested should be taken off line. There was discussion around the number of restricted funds, and it was agreed that the number should be reduced to allow money to be moved around as required. The chair was excellent at checking understanding and consensus of opinions throughout the meeting.

	The governance of the committee included a formal review of the risk register at each meting and to check that we are in line with the strategy and action plan. KH to give a presentation at the March meeting of the performance against the action plan. The key issues update financials and risk register for next meeting. What went well – the committee approved a number of charitable bids. The meeting was completed before time, but the chair ensured that all essential items received sufficient time for full debate and approval where required.

REPORT TO BOARD OF DIRECTORS

AGENDA REFERENCE:	**BM/23/01/06**	
SUBJECT:	**Chief Executive's Briefing**	
DATE OF MEETING:	25th January 2023	
AUTHOR(S):	Simon Constable, Chief Executive	
EXECUTIVE DIRECTOR SPONSOR:	Simon Constable, Chief Executive	
LINK TO STRATEGIC OBJECTIVE: **(*Please select as appropriate)***	SO1 We will.. Always put our patients first delivering safe and effective care and an excellent patient experience. SO2 We will.. Be the best place to work with a diverse and engaged workforce that is fit for now and the future SO3 We will ..Work in partnership with others to achieve social and economic wellbeing in our communities.	✓ ✓ ✓
LINK TO BAF RISK:	All	
EXECUTIVE SUMMARY *(KEY ISSUES):*	This report provides the Trust Board with an overview of matters on a range of strategic and operational issues, some of which are not covered elsewhere on the agenda for this meeting.	

PURPOSE: *(please select as appropriate)*	Information ✓	Approval	To note	Decision

RECOMMENDATION:	The Board is asked to note the content of this report.	
PREVIOUSLY CONSIDERED BY:	**Committee**	Not Applicable
	Agenda Ref.	
	Date of meeting	
	Summary of Outcome	
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full	
FOIA EXEMPTIONS APPLIED: *(if relevant)*	None	

SUBJECT	Chief Executive's Briefing	AGENDA REF:	BM/23/01/06

1) BACKGROUND/CONTEXT

This report provides the Trust Board with an overview of a range of strategic and operational issues since the last meeting on 30th November 2022, some of which are not covered elsewhere on the agenda for this meeting.

2) KEY ISSUES

2.1 Current COVID-19 Situation Report

As at the time of writing (18th January 2023), we have a total of 41 COVID-19 positive inpatients (14 days or less since their first positive sample). In total, 71 of our inpatients have tested positive at any time during their admission. There has been a plateau in the number of our total COVID-19 inpatients over the last couple of weeks. Since November 2022, the number of cases of 'flu (Influenza A) has also been steadily increasing, although this appears to have peaked and there has been a significant reduction more recently. The current position is 3 cases active (within 7 days of a positive test).

We have discharged a total of 5000 patients with COVID-19 to continue their recovery at home. Sadly, a total of 805 patients testing positive for COVID-19 have died in our care.

Total staff absence is just over 6.4% (a headcount of 300), which is a little lower than it has been of late (peaking at over 8%).

Appendix 1 graphically represents the total number of patients with COVID-19 in our hospitals, including critical care, since the start of the pandemic. You will note the successive waves and the differential impact upon critical care versus our General & Acute bed-base since 2021.

2.2 Overview of Trust Performance

Appendix 2 is a snapshot dashboard overviewing Trust performance across the domains of Quality, People and Sustainability for the last full month of complete datasets. In this case, this is month 9 - December 2022. Further detail is provided in the Integrated Performance Dashboard, and associated Summary Report alongside the relevant Committee Assurance Reports.

Since my last Board report, urgent and emergency care has been under the most significant and sustained pressure ever, and certainly this has increased since Christmas. We invoke our Full Capacity Protocol every morning and, have now on several occasions declared the highest level within the NHS Operational Pressures Escalation Level (OPEL) Framework, so called OPEL 4.

On Tuesday 3rd January 2023 our operational position was the worst we have seen in all my 8 years within this Trust, with over 90 patients in our Emergency Department awaiting a bed for admission in the main bed-base. In fact, I think you would have to go back to the days

before the 4-hour emergency access standard was introduced and embedded (late nineties/early 2000s) to see that kind of pressure concentrated in the relatively confined space of any Emergency Department.

Our strategy in coping with that situation has been about spreading the risk wider than the traditional ED footprint, in the most planned and controlled way possible. Tactics such as accelerated admissions to 10 core wards at Warrington, technically before they are ready to accept an extra patient, is not what we would ideally like to be doing, and it is a point of last resort, but it does make a big difference quickly when we are able to do this in core working hours. Our estate, with relatively small bays, corridors, and wards, is a significant constraint in doing this more often. Health and safety considerations are paramount.

Although it is of little practical comfort, we know that we have not been alone in the above scenario, as the same is being seen across the region and up and down the country.

However, the whole organisation has responded magnificently to the challenge; there has been some slight improvement more recently. At the time of writing, we are escalated at OPEL level 3, which, unfortunately has become 'normal'.

Our total number of super stranded patients with a length of stay greater than 21 days remains extremely high at 172. The number of patients that do not meet the criteria to reside (NCTR) is similarly very high at 142. For Warrington Borough Council residents in hospital, this latter number is 88 (24.5%); for Halton Borough Council residents in hospital, it is 38 (29.9%); for residents of other local authorities, it is 17 (26.9%). These figures are over double the national average.

Although there are of course other factors, such levels of patients who have a long length of stay and who do not meet the criteria to reside in an acute hospital is the major contributory driver to our inability to maintain a normal operating capacity through the non-elective/urgent care pathway, starting at our Emergency Department.

In order that all system partners are aware of the situation and can take action accordingly, I provide a daily summary situation report to local health and social care leadership, including the chief executives of Warrington and Halton Borough Councils, and Bridgewater Community Healthcare NHS Foundation Trust. There are daily system calls about capacity. Our Warrington System Sustainability Group continues to do good work collaboratively on solutions for the short, medium, and longer term; we are in the process of jointly working through our plans and trajectories for this coming financial year (2023/24). There will be a forensic focus and attention to detail on our NCTR numbers.

The Trust continues to undertake an elective recovery programme with minimal interruption despite urgent and emergency care pressure. Activity reports and dashboards are reported routinely at Executive Director Meetings, Quality & Assurance and the Finance & Sustainability Committees. Furthermore, given our financial position and plan, the Executive Team receive additional reporting regarding activity and cost improvement plans from the Care Group and Corporate Team leadership every Wednesday. The Clinical Services Oversight

group (CSOG) continues to oversee the waiting lists as well as the safety of patients on those waiting lists.

2.3 2023/24 Priorities and Operational Planning Guidance

We know and expect that 2023/24 will also be challenging. The Operational Planning Guidance from NHS England was circulated just before Christmas and our teams are now working their way through the implications locally; we need to ensure that all our plans align. The focus is on new ways of working, as recently articulated in the NHS Operating Framework, and an acknowledgement of the continuing complexity and pressures upon systems.

Our three key tasks over the coming year are (i) recover our core services and productivity; (ii) as we recover, make progress in delivering the key ambitions in the Long-Term Plan (LTP), and; (iii) continue transforming the NHS for the future.

To assist in meeting these objectives, we have been set the most critical, evidence-based actions that will support delivery - based on what systems and providers have already demonstrated makes the most difference to patient outcomes, experience, access and safety. For example, in order to improve patient safety, outcomes and experience it is imperative that we improve ambulance response and A&E waiting times, reduce elective long waits and cancer backlogs, and improve performance against the core diagnostic standard. Recovering productivity and improving whole system flow are critical to achieving these objectives.

We are working with our Cheshire & Merseyside Integrated Care Board and system partners to develop plans to meet the national objectives set out in the guidance and the local priorities set by systems. System plans will be triangulated across activity, workforce and finance, and signed off by the ICB and by Trust Board before the end of March 2023.

2.4 Cheshire & Merseyside Acute and Specialist Trust Provider Collaborative Update

As I have stated previously, the reporting of the Cheshire & Merseyside Acute and Specialist Trust Provider Collaborative (CMAST) will evolve over time. As a CMAST forward plan is developed this should describe anticipated milestones from programmes and support formal engagement and reporting to Boards on any expected system decision making. The following is therefore the summary content developed by CMAST for Board reports.

The CMAST Leadership Board met on an informal basis in both December and January.

On 2nd December 2022 the group considered the current facts and planned responses to the then proposed strike action in a discussion led by the ICB workforce team. Further business considered by the CMAST Leadership Board included:

- A review and proposed refresh of the ongoing work on pathology hubs being led by the Diagnostics Programme Board – we expect this refresh to result in an updated timetable for delivery that may, in time, require Trust decision making.
- Outcomes and conclusions of the Clinical Pathways Programmes, to date, on orthopaedics. This included a number of collaborative and improvement initiatives that did not require significant service change. Clinically and operationally led

collaborative recommendations for optimising current system capacity were commended by the Board.
- A discussion on the impact and imperatives in urgent and emergency care arising from recent system pressures.
- NHSE Provider Collaborative Innovator Scheme expressions of interest process.

The CMAST Leadership Board next met on 6th January 2023 as a shorter meeting in recognition of the ongoing significant operational pressures. The discussion was used to provide space for sharing and reflection covering the following areas:

- Current system pressures, hospital discharges and the ICB role as a system coordinator and convenor.
- Reflection from recent strike experiences and a look forward to proposed future industrial action.
- Cheshire and Merseyside orientation on the anticipated approach to responding to NHSE Planning requirements.

2.5 Preparedness for Industrial Action

We continue to prepare for ongoing industrial action, whether it affects us directly or indirectly.

The Industrial Action Task and Finish group is lead jointly by the Associate Chief People Officer (Human Resources) and the EPRR (Emergency Preparedness & Resilience Response) Manager who oversee a representative group, including operational, nursing, governance, medical, corporate teams and volunteers. The group have identified key priorities for preparing for strike action based on national guidance.

The Trust continues to assess and exercise preparedness for any future potential instances of industrial action. Notice of industrial action will be served 14 days in advance of any activity. A Tactical response plan has been devised for any confirmed days of industrial action, with the response covering the week leading to, and the recovery from, the incident.

An ICB-led exercise (Exercise Arctic Willow) was undertaken on 2nd December 2022. The Executive Team is receiving a weekly update on preparedness by Michelle Cloney, Chief People Officer.

Weekly meetings have been established with the Senior People Directorate Management Team and the Trust's Staff Side Chair and Deputy Staff Side Chair. This meeting will be utilised to progress any negotiations and consultation related to Industrial Action, and to maintain good partnership relationships throughout this period.

Industrial Action is on the corporate risk register and mitigation is being monitored. The HR and EPRR lead for industrial action continue to engage with the ICB for further direction and communications.

2.6 WHH Thank You Awards 2022/23

I am very much looking forward to our next *Thank You Awards* being the biggest and best yet, in recognition of all the outstanding achievements that have been made over the past year or so. Our multi-professional *Thank You Awards* Organising Committee has been established, chaired by our Chief Nurse & Deputy Chief Executive, Kimberley Salmon-Jamieson.

The 2023 *Thank You Awards* are now open for ticket reservations, and this will take place on Friday 17th March 2023. As voted for by staff, the event will be held at the Concorde Arena, Manchester Airport. We have outgrown our previous venues.

Through sponsorship we are seeking the support of our suppliers and partners.

There are 12 award categories, nine of which can be nominated for directly:

- Star of the future
- Wingman team care and support
- Inclusion advocate
- Innovation and quality improvement
- Excellence in patient care
- Supporting excellence award
- Leadership award
- Volunteer of the year
- Student / trainee of the year
- Patients' choice award (selected by our patients)
- You Made A Difference Award (selected from all of our previous winners since we started this award in August 2021)
- Outstanding contribution award (selected by myself)

I would like this to be the biggest, best, most inclusive WHH *Thank You Awards* event ever, with every corner of the Trust represented on the night, in a very 'different' venue.

2.7 Armed Forces Update

As well as having an active Veterans' and Armed Forces Staff Network, WHH has an Armed Forces Advocate – Amanda Jordan. The role is dedicated to developing services that better support the healthcare experiences of our Armed Forces Community.

For the first time, the 2021 Census included questions to gather data about our Armed Forces communities. Initial census data reveals that 4% of the Warrington population and 4.7% of the Halton population are veterans, and many of these will have families. This gives a useful benchmark to understand how many veterans and their families we are likely to see using our services at WHH and to enable us to tailor care to specific health needs.

On 22nd November 2022, the Armed Forces Act 2021 legally came into force. This means that all public bodies, such as the NHS, have a legal duty to demonstrate 'due regard' to veterans and their families in the provision of services. This may include consideration of prioritisation of care in relation to assessment, treatment, and appliances. It is important to

note that prioritisation is not guaranteed and is dependent on an assessment of clinical needs of veterans and other patients.

In the last quarter, our interventions have included:

- Improved waiting list times for surgical interventions.
- Referral to specialist military mental health services.
- Referral to specialist charities to support with physical aids and appliances.
- Referral of veterans to local veteran clubs and societies to improve social isolation.

2.8 SIREN – Winter Pressure Sub-Study.

The SARS-CoV2 Immunity and Reinfection EvaluatioN (SIREN) study is a unique, large-scale study providing valuable evidence on immunity following SARS-CoV-2 infection and COVID-19 vaccination. This evidence has played a critical role in informing the national COVID-19 response. WHHFT joined the UKHSA led SIREN study back in September 2020 with over 250 participants. The study was initially planned for one year but later extended in August 2021 until March 2023.

Now SIREN has proposed to extend the scope of this study (with a 'sub-study') to understand the asymptomatic carriage of other respiratory viruses in healthcare workers (HCWs). In this winter, coupled with the reduction in social distancing measures and universal masking, it is likely to be the first time that we see the impact of both COVID-19 and other respiratory pathogens together in the UK. Our experience thus far is consistent with this expectation. It is for this reason that SIREN is expanding the testing this winter to include influenza and some other respiratory viruses. This expanded testing will help to understand the incidence of influenza infection (symptomatic and asymptomatic) in HCWs, effectiveness of influenza vaccine, incidence of co-infection (influenza and SARS-CoV-2) in HCW etc.

WHH has formally agreed to support this sub-study from 5th December 2022. There will be no change in the current process except that the PCR testing will be done using a Quadplex PCR which in addition to COVID-19, will also detect Influenza A/B and RSV. SIREN has estimated that only between 0.5%-1.5% of participants may be tested positive for influenza per week whilst asymptomatic.

SIREN has sought guidance from UK Health Security Agency (UKHSA) on what to do if a HCW was found to be positive for influenza but otherwise asymptomatic. A risk assessment will be performed by the line manager/Occupational Health for each influenza positive but asymptomatic HCW. Typically, if working in a low-risk area and asymptomatic, HCWs may continue to work, carefully wearing face masks at the time of staff and patient interactions (for 3 days), whilst being vigilant for symptoms. Only in a case of working with a known high risk (immunocompromised) patient, staff may need to be redeployed for 3 days. Treatment for Influenza (with oseltamivir) is not indicated for staff who are otherwise healthy and not at risk of getting complicated influenza.

2.9 Halton Health Hub

November quietly marked an important milestone for the Trust as we saw the 'soft-launch' of the Halton Health Hub in Runcorn Shopping City. This was the opening of a stand-alone

outpatient facility off a main hospital site, putting hospital diagnosis and treatment in the community and placing it where patients and service users visit for other reasons, arguably making healthcare more part of daily life. I hope we will do even more of this in the future, consistent with our New Hospitals Programme aspirations.

Halton Health Hub has been designed from the outset to provide a fabulous patient experience, allowing our patients easier access to their appointments, as well to assist the Trust in furthering our ambitions in improving the health, wealth and prosperity of our boroughs. We hope the hub will encourage further use of the facilities within Shopping City, boosting the local economy as well as improving local health outcomes. The hub consists of:

- 5 clinical examination rooms
- 2 diagnostic imaging rooms
- Adult and paediatric waiting rooms
- A full complement of staff support spaces, including a kitchen and a shower

On 30th November 2022 we started offering optometry and orthoptics, audiology and dietetic appointments from this location. Throughout the development of the designs, the delivery of the unit and the application of the finishing touches, the main driver from all concerned has been maximising the quality of the patient (and staff) experience. The project exemplifies our Trust priorities of Quality, People and Sustainability: the quality of the unit is self-evident and will improve access and reduce waiting times in the above specialties; our people will enjoy working from a first-class facility with all mod cons; and the unit itself is a result of our sustainability priorities – working in partnership with organisations across our boroughs and enhancing our commitment to our resident population.

This project has touched nearly all parts of our Trust and would not have been possible without the involvement of so many extremely talented individuals and teams across three years. It has been a massive accomplishment.

The formal opening of the new facility will take place on 3rd February 2023.

2.10 Pathway to Research

January has seen the official launch of our new Pathway to Research. The aim of the Pathway is both to widen involvement in research among patients and healthy volunteers and also serve as a prospective pool of potential research participants to be approached for clinical trials thus improving recruitment.

The Trust recognises that participation in clinical research demonstrates our commitment to improving the quality of care we offer, both by helping ensure our clinical staff stay abreast of the latest possible treatment options and because there is evidence that active participation in research leads to successful patient outcomes.

Pathway to Research forms a route for individuals to register their interest in taking part in future research. The pathway can be accessed via a QR code or by clicking on the Pathway to Research logo wherever it is seen on our website.

2.11 Local political leadership engagement

Since the last Board meeting, both the Chairman and I have continued regular communication and updates with our local political leadership, through the chief executives of both Warrington Borough Council and Halton Borough Council and the respective council leaders. I have also continued to be in regular communication with all four of our local Westminster MPs – Derek Twigg MP (Halton), Mike Amesbury MP (Weaver Vale), Charlotte Nichols MP (Warrington North) and Andy Carter MP (Warrington South). I have been updating them on the WHH situation, both in terms of current operational pressures as well as other significant issues; similarly, they have raised issues on behalf of their constituents. All of our senior stakeholders are active participants and members of our New Hospitals Strategic Oversight Group.

2.12 Employee Recognition

Our *You Made a Difference Awards* is now into its second year of operation. Nominations are reviewed and awards are made by a multi-professional panel.

You Made a Difference Award (November 2022): Joanne McGlashan

Joanne McGlashan, Matron (Gynaecology, Women's & Children's Health) was given this award in recognition of the excellent support and care provided to patients.

The example provided in the nomination tells of how Jo went above and beyond to ensure a patient and their family had the best possible experience. This was from the initial referral to contacting the family and working with the multi-disciplinary teams, adjusting and looking at different ways of working. In February 2020, Jo was contacted by the Learning Disability Specialist Nurse from a community learning centre asking for help and support for a young girl with severe autism who was waiting for a hospital appointment after having been referred by her GP. Jo contacted her parents to introduce herself and gain some background of the challenges that their daughter was facing, and then followed her care all the way through appointments and procedures, ensuring that all adjustments were made over a 2-year period. A good outcome was achieved for the patient and her family.

The winners of my own award since my last Board report have also been the following:

Chief Executive Award (December 2022): Tissue Viability Team

I was very pleased to present to present this award to our Tissue Viability Team to acknowledge their commitment and hard work in support front line clinical teams, as well as driving improvement. They are a group of truly committed, diligent and helpful individuals who work hard as a team to support colleagues.

Appreciation of WHH staff from patients, family, visitors and colleagues

I have also specifically recognised the work of the following colleagues:

- Dr Jeff Little, Consultant Intensivist - Medical Care
- Lesley Howlett, Senior Sister, Critical Care - Medical Care
- Nathan Taylor-Thompson, Ward Manager - Ward A4, Digestive Diseases
- Millie Ratcliffe, Check-in Administrator – COVID-19 Vaccination Service
- Sheila Fields-Delaney, CBU Manager - Urgent & Emergency Care

- Ms Gemma Gossedge, Consultant Surgeon - Digestive Diseases
- Jo Moldoveanu, Staff Nurse - Urgent & Emergency Care
- Tracey Travers, Ward Sister - Ward B18, Medical Care
- Rebecca Patel, Associate Chief People Officer - HR/OD
- Linda Doherty, Senior Nurse - Urgent & Emergency Care
- Corinne Roe & Team, Ward Manager - Ward B11, Women's & Children's Health
- Christine Mulhall, Ward Clerk – CSTM, Surgical Specialities
- Susan McNevin, Clerical Officer - Cash Office, Finance & Procurement
- Carol Bent, Medical Secretary - Surgical Specialities
- Lauren Southern, Clerical Officer - Education Centre
- Toni Harris, Nurse Practitioner - Urgent & Emergency Care
- Janet Rouse and Ward B14, Ward Manager - Integrated Medicine & Community
- Mr Noaman Sarfraz & Team, Consultant Surgeon - Digestive Diseases

2.13 Signed under Seal

Since the last Trust Board meeting, the following items have been signed under seal:

- Licence to Alter – Unit 42 Runcorn Shopping City

3 MEETINGS ATTENDED/ATTENDING

The following is a summary of key external stakeholder meetings I have attended in December 2022 and January 2023 since the last Trust Board Meeting.

- NHSE NW Region System Leadership (Monthly)
- C&M Provider Collaboration CEO Group (Monthly)
- C&M Acute and Specialist Trust (CMAST) Leadership Board (Monthly)
- C&M Acute and Specialist Trust (CMAST) Programme SROs (Monthly)
- CMAST Clinical Pathways Programme (Various)
- Steve Broomhead, Chief Executive, Warrington Borough Council
- Carl Marsh, ICB Place Director (Warrington)
- Anthony Leo, ICB Place Director (Halton)
- Warrington Wider System Sustainability Group (Monthly)
- Clinical Research Network Northwest Coast Partnership Group Meeting (Quarterly)

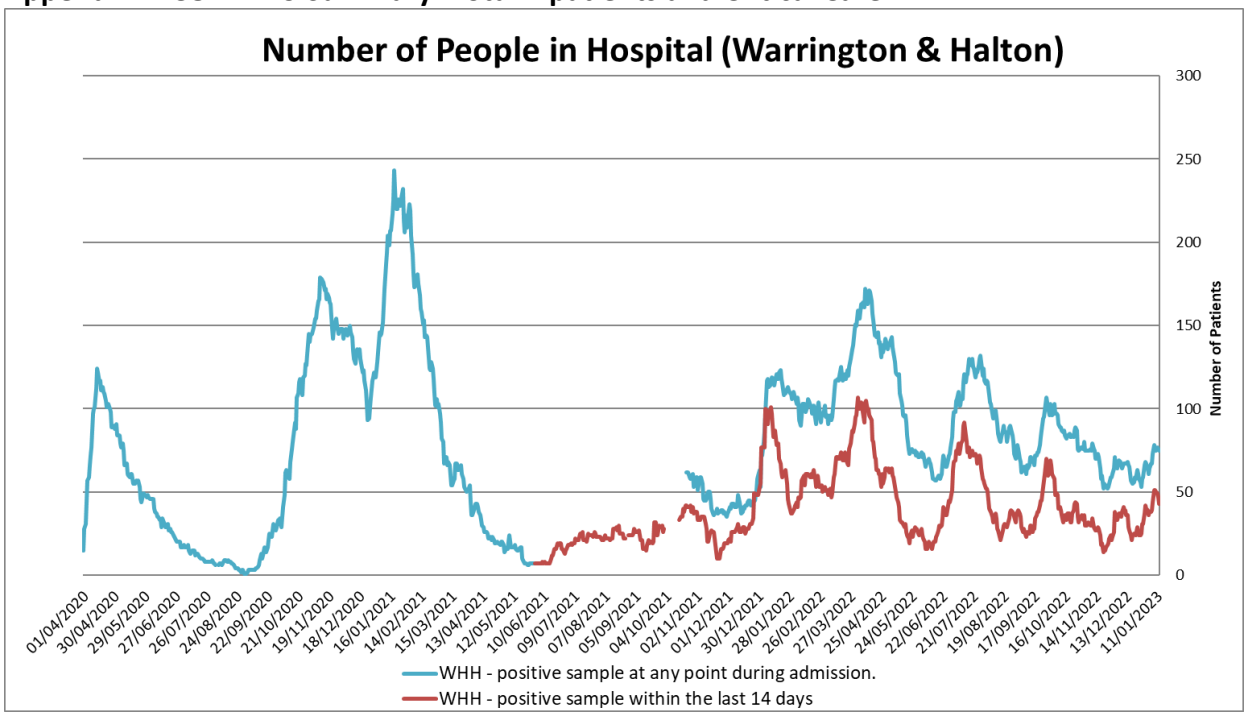
4) RECOMMENDATIONS

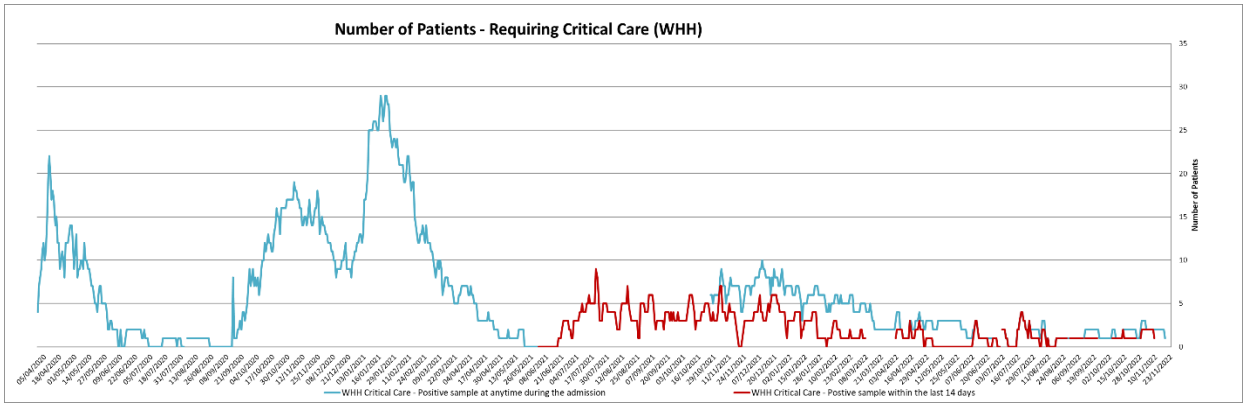
The Board is asked to note the content of this report.

5) APPENDICES

Appendix 1: COVID-19 Summary: total inpatients and critical care
Appendix 2: CEO Dashboard – Month 9 (December 2022)
Appendix 3: Cheshire and Merseyside Acute and Specialist Trust (CMAST) Briefing (November 2022)

Appendix 1: COVID-19 Summary: Total inpatients and Critical Care





Appendix 1 - CEO Dashboard Month 9 – December 2022

Warrington and Halton Teaching Hospitals NHS Foundation Trust

Quality

Operational Performance

Indicator	Target	Actual	SPC
Diagnostic 6 Weeks	99.00%	71.07%	F
RTT 18 Weeks	92.00%	57.29%	F
RTT 104 Weeks +	0	2	F
A&E % patients seen within 4 hours	95.00%	55.34%	F
A&E % waiting longer than 12 hours	< 2.00%	23.90%	No SPC
Cancer 14 Days	93.00%	88.44%	F
Breast Symptomatic 14 days	93.00%	100.00%	?
Cancer 28 Day Faster Diagnostic Standard	75.00%	70.69%	?
Cancer 62 Days Urgent	85.00%	69.57%	F
Ambulance Handovers within 60 mins	100%	50.95%	F
Discharge Summaries 24 hours	95.00%	85.72%	F
Cancelled Operations – 28 days	0	N/A	No SPC
Fracture Clinic – 72 Hours	95.00%	8.16%	F
% Outpatient Appointments Delivered Remotely	25.00%	11.34%	F
Super Stranded Patients	Trajectory	145	No SPC

Quality of Care

Indicator	Target	Actual	SPC
Incidents open over 40 days	0	0	P
Sepsis Screening Emergency	90.00%	61.00%	F
Sepsis Screening Inpatients	90.00%	84.00%	?
Sepsis Antibiotics Emergency	90.00%	76.00%	F
Sepsis Antibiotics Impatient	90.00%	88.00%	F
Inpatient Falls (cumulative)	20.00% reduction	53	No SPC
VTE	95.00%	95.31%	?
Pressure Ulcers (cumulative)	10.00% reduction	12	No SPC
Medication Reconciliation (24 hrs)	80.00%	49.00%	F
Complaints over 6 months	0	0	P
Continuity of Carer	51.00%	81.30%	P
Healthcare Infections - MRSA	0	0	?
Healthcare Infections – CDI (cumulative)	Less than 37	9 (42 YTD)	No SPC
Healthcare Infections - E. coli (cumulative)	Less than 57	6 (56 YTD)	No SPC
Healthcare Infections – Klebsiella (cumulative)	Less than 19	2 (20 YTD)	No SPC
Healthcare Infections - P. aeruginosa (cumulative)	Less than 6	1 (2 YTD)	No SPC

Workforce

Indicator	Target	Actual	SPC
Supporting Attendance	Less than 4.20%	7.29%	F
Welcome Back Conversations	85.00%	69.55%	F
Vacancy Rates	9.00% or less	11.86%	F
Retention	85.00%	83.59%	F
Core/Mandatory Training	85.00%	85.16%	P
Role Based Training	85.00%	86.45%	P
Pay spend (month)	Budget (£19.2m)	£18.3m	?
PDR Compliance	85.00%	62.43%	?

Sustainability

Finance

Indicator	Plan	Actual	SPC
Income & Expenditure (culm)	-£8.25m	-£8.25m	?
Capital Spend	£10.88m	£5.93m	?
Cash	£17.61m	£34.99m	P
Better Practice Payment Code (culm)	95.00%	92.00%	F
CIP In Year Delivered (culm)	£2.1m	£2.1m	No SPC
CIP Forecast (Recurrent)	£6.5m	£2.1m	No SPC

Strategy

- **Overall Strategy Refresh** – A refresh of the Trust Strategy and service level clinical strategies is underway. Engagement to date has identified priorities for the new strategy, which are subject to refinement following further staff and partner engagement.
- **Halton Health Hub** – The Halton Health Hub opened to Optometry, Orthoptics, Audiology and Dietetics patients in November 2022. Positive feedback has been received from Shopping City users and the public so far around the quality of the facilities and availability of free parking.
- **Community Diagnostic Centre (CDC)** – Kier Construction have been appointed to deliver the first phase of the CDC, which will see additional ultrasound, phlebotomy, spirometry, and sleep studies services delivered from the old radiology suite in the Nightingale Building at Halton. It should be operational by the end of March 2023. We await national feedback on the business case for the second phase of the project - a £15m new build CDC on the Halton site.
- **Halton Elective Hub** – Kier Construction will also deliver the capital work to improve and expand elective facilities on the Halton site. The initial phase of work for the Elective Hub will see the creation of a fifth theatre and reconfiguration of the elective space within the Captain Sir Tom Moore building.
- **Acute Collaboration with STHK**– The joint Oversight Group has identified several areas to prioritise for initial collaborative working – Pathology, Dermatology, ENT, EPR/IT. Work is underway to identify high volume activity where care could be improved or enhanced through collaboration.

CMAST
Cheshire and Merseyside Acute and Specialist Trusts

Cheshire and Merseyside
Health and Care Partnership

CMAST Briefing

November 2022

First meeting of new-look Cheshire and Merseyside Health and Care Partnership

Cheshire and Merseyside Health and Care Partnership – our new statutory Integrated Care Partnership – met for the first time on November 8th 2022.

Consisting of representatives across the NHS, local authorities, voluntary sector, housing, police and fire and rescue, the Partnership Board provides a multi-agency forum to assess the health, public health and social care needs of people across Cheshire and Merseyside – and develop a combined strategy to address them.

Councillor Louise Gittins, the leader of Cheshire West and Chester Council, was unanimously confirmed as Chair, with Raj Jain – the Chair of NHS Cheshire and Merseyside – confirmed as vice-chair. A process to appoint a second vice-chair, to represent the voluntary sector, is already underway.

Councillor Gittins described her appointment as "an honour" and the inception of the multi-agency partnership as "a once in a lifetime opportunity to make a real difference across our communities". As a "Marmot community", she said the Partnership must come together to help tackle health inequalities across Cheshire and Merseyside.

Dame Jo Williams, Chair of Alder Hey Children's NHS FT, is the CMAST representative on the C&M Health and Care Partnership.

NHS Cheshire and Merseyside Integrated Care Board

NHS Cheshire and Merseyside's final Board meeting of 2022 was held on Monday, November 28th.

Attended by more than 20 members of the public, with dozens more accessing a live stream of the meeting via YouTube, Chief Executive Graham Urwin noted that the Royal College of Nursing (RCN) has now confirmed two planned strike dates – on December 15th and 20th – with detailed local planning around how to maintain emergency care on both days underway.

He added that several other trade unions are either out to ballot their members or have held indicative ballots, so this is unlikely to be the end of industrial action in the coming months.

Separately, Graham confirmed that Cheshire and Merseyside would receive an extra £500m national funding for care this winter (£19.2m) and said the money would be used to help reduce the number of people who remain in hospital despite being medically fit for discharge. The recurring nature of the funding will enable NHS Cheshire and Merseyside to make better decisions for the long-term.

Director of Nursing and Care, Chris Douglas MBE, joined forces with Chief People Officer Chris Samosa, to update on work to maintain safety in urgent and emergency care and efforts to recruit and retain staff amid cross-system workforce challenges.

Director of Planning and Performance Anthony Middleton described the current challenges in urgent and emergency care, elective care, and cancer, with Trust Board member Ann Marr OBE noting that, while cancer referrals are up, the conversion rate is the same. This means more cancers are being found and more people are entering treatment.

In month CMAST Leadership discussions

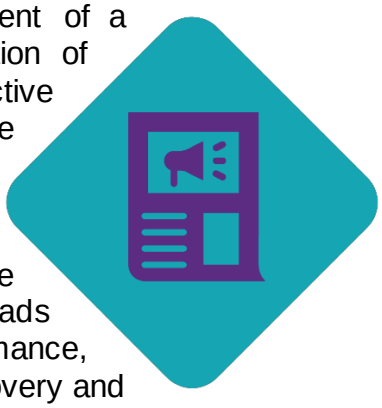
CMAST Leadership Board met on 2nd December and received an update on the current facts with regards to proposed strike action from the ICB workforce team.

Further business considered by the Leadership Board included:

- A review and refresh of the work on pathology hubs being led by the Diagnostics Programme Board
- The outcomes and conclusions of the clinical pathways programmes, specifically on orthopaedics. The recommendations for optimising current system capacity were commended to the Board
- A discussion on the impact and imperatives on urgent and emergency care were discussed with NWAS' contribution particularly noted
- Provider Collaborative Innovator Scheme

Elective Recovery and Transformation Programme

Outpatients



Stakeholders from across the system have contributed to the development of a Specialist Advice Policy document which aims to support increased utilisation of advice & guidance, improved recording and a potential increase in Elective Recovery Funding opportunity. This will benefit the system in terms of only the most appropriate patients being referred into secondary care and supporting the management of patients within primary care.

The first C&M Outpatient Transformation Operational delivery group will take place on 12th December. This group will bring together senior operational leads from all acute providers to provide oversight of non-admitted performance, agreement of system action plans for outpatient (OP) transformation and recovery and to lead implementation of key system interventions at trust level.

The newly published clinically led GIRFT Outpatient Transformation guidance has been published and will be used to support transformational efforts in C&M. The guidance describes clinical best practice across a range of interventions and will be invaluable in the delivery of the Outpatient Transformation ambitions at system and trust level. https://www.gettingitrightfirsttime.co.uk/bpl-outpatients/

We have also identified a Primary Care Clinical lead for OP (Hilary Flett) who will be supporting with primary care engagement and working with PCN colleagues.

Elective hubs update

Good progress with the elective hubs:

- The Broadgreen Hub on track to open in January.
- We have appointed a programme manager to develop the business case for the North Mersey hub. The first steering group is scheduled for next week.
- The Cheshire Hub is in the operational phase.
- The Wirral Clatterbridge hub is up and running, and COCH have undertaken lists there too. The hub has been put forward as a GIRFT Hub Accreditation pilot.

Theatres update

Theatre utilisation in C&M remains in the upper quartile for uncapped and capped utilisation. This compares favorably with our NW partners who are in the lower two quartiles.

We have launched a booking pilot programme with 5 trusts in November. This is a 12-week programme aimed at supporting the booking and scheduling processes for theatres.

We are still working with trusts to focus on the top 10 consultant opportunities in each trust. The team have undertaken exec team briefings on these opportunities. In depth support is being offered to the theatre teams.

Waiting list targets

The trusts are working hard to clear the 78-week waiting lists and ensure no patients will be waiting over 78 weeks by the end of March. Calculations earlier in the year showed that we need to clear approximately 1,000 patients per week to achieve this. Over the last 11 weeks we have cleared 18,801 patients, we are therefore ahead of trajectory at present which provides some mitigation to the risks such as the proposed BMA rate for waiting lists, potential industrial action, and winter pressures (including Christmas).

We have established a "mutual aid hub" which will combine the existing resource with a new function to facilitate and track mutual aid. This will ensure we have one central point for mutual aid requests (including those from out of area), and that we support trusts in reducing variation of waiting times across our geography.

Clinical Pathways

Orthopaedics

The orthopaedics report is in final draft and is being shared with medical directors, CEOs, and clinical directors for orthopaedics. The key themes within the report are around improving performance against national standards such as GIRFT KPIs, and the utilisation of cold sites wherever possible for elective orthopaedic surgery. An orthopaedics dashboard is in development, combining data from different sources including GIRFT KPIs and Model Health System metrics.

Dermatology and ENT

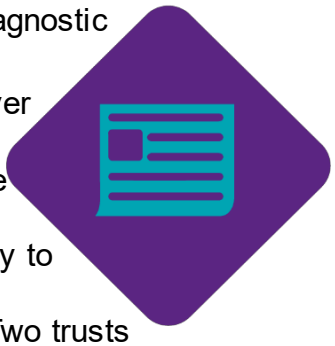
Engagement meetings are well underway with trust medical, nursing, and operational leads, commissioners, and other key stakeholders.

Clinical network meetings are taking place to provide collaborative clinical, operational, and quality focused speciality discussion and solutions.

Work on the current state pack and case for change is underway and the first workshops are scheduled for January (ENT) and February (Dermatology), bringing stakeholders together to gain consensus on the current challenges facing the speciality across C&M, agree what good looks like and establish principles we will adhere to going forward.

Diagnostics Programme

September performance headlines



- C&M ICS has maintained its ranked position of 12th out of 42 ICSs for diagnostic waiting time performance. C&M was ranked 16th in April 2022.
- The total number of patients waiting for a test has remained static at just over 70,000 patients.
- In the following tests, we are continuing to deliver more activity than we were before the pandemic – CT, MRI, Colonoscopy.
- For Gastroscopy and Non obstetric ultrasound we have increased activity to match pre pandemic levels.
- 5610 patients (7.8% of the waiting list) have waited 13 weeks or longer. Two trusts have contributed to significantly improve this position in month, Countess of Chester have ensured that those waiting 13wks+for an echocardiography reduced by 193 patients and Southport and Ormskirk have reduced their 13wk+ waiters by 354.
- Key performance data on pathology turnaround times are now included in diagnostic reports. Work to support trusts with improved histopathology and cytology turnaround times has begun.

Performance improvement plans

C&M have been reporting some very long wait patients on the Waiting List Minimum Data Set return. LUFHT has taken action to ensure that all data quality issues are resolved, and all patients have a booked date before the end of November 2022. Work with COCH continues to ensure that numbers are validated urgently.

Echocardiography recovery plan

We are seeing positive developments in Echo's. 69% of patients have received their test within 6 weeks which is the highest rate since March 2020 and the number of patients waiting has reduced by 3470 or 33%.

Cardio – collaborative cardiology digital imaging system

A proposal (jointly led by LHCT and the Imaging Network) for a unified system across C&M has been sent to all Chief Operating Officers. All providers are asked to sign up to a single direction of travel to enable image sharing (and therefore reduce duplication) for many tests including: Cardiac MR, ECG and Echocardiograms. For some trusts this could represent a cost improvement opportunity, as well as a quality improvement opportunity.

Imaging – overseas recruitment

During November staff from across the Northwest flew to India to conduct hundreds of face to face radiographer interviews. A high proportion of staff supporting this initiative were from C&M. 81 candidates have been offered positions with 31 due to be employed in 8 trusts in C&M.

Imaging – medical physicist support linked to MRI advance technology

The November C&M Diagnostics Board received a compelling presentation on the above topic which was backed up by case studies from other regions. C&M has received funding from NHSEI to implement the acceleration technology on 19 MRI scanners. The technology requires Medical

Physicist support in order for the benefits to be realised. C&M falls short of other ICSs for Medical Physicist input. The conservative estimate for C&M is that the acceleration technology would provide in excess of 10,000 additional scans each year, which would cost £1.8m if procured from the Independent Sector. Using an allocation based on scanner number, the cost per trust is between £9k and £24k per annum. C&M Trusts are asked to support this invest to save plan.

Imaging – collaborative contracts for picture archiving communication system (PACS)

Some ICS regions have 4 different PACS providers. We are very pleased to be an ICS which can image share across all sites and have a strong collective contracting voice which should lead to enhanced service provision. Information has been sent to key executives within each provider organisation which requires action, so that the collaborative contract can be signed on 28 December 2022. Without this there are operational and financial risks. All trusts are asked to ensure that they have contributed to the schedule construction by 16 December 2022 and taken the governance papers through appropriate channels by 12 December 2022. The C&M Directors of Finance agreed that LUFHT should host this contract on behalf of all other providers.

Endoscopy – NorthWest Tonight

Well done to the LUFHT and the C&M Endoscopy Network for the piece on Northwest Tonight which showcased the Transnasal Gastroscopy Service. This has been established thanks to NHSEI funding to see 4000 patients across C&M. The innovation has helped to reduce the number of patients waiting for a Gastroscopy by 40% (2897 patients) since December 2021. BBC report of Broadgreen Transnasal Gastroscopy service – YouTube

Digital diagnostics

Bids for £10.8m submitted this year. C&M is leading the way as the only ICS to be pushing forward plans that will connect pathology and imaging. Letters of Agreement have been sent out to key contacts with each trust to be signed off by 28 November 2022.

Pathology – non-urgent 3 hub model

A 'Readiness Assessment' has been completed to assess if C&M is ready to proceed from Outline Business Case to Full Business Case stage in relation the 3-hub model. The work has concluded that C&M is not yet ready to proceed and that in order to do so, critical action is required both from the C&M Pathology Network and each of the provider organisations who form part of the network. A Reset Plan has been drawn up. All providers are asked to support the Reset Plan and understand what is required of them.

Diagnostics programme budget

The November C&M Diagnostic Delivery Board has agreed to move all elements of programme budget that relate to diagnostics to Clatterbridge from 1 April 2023. This will allow greater oversight, consistency, transparency, and efficiency across networks.

Urgent and Emergency Care – Gold Command

- Acute Trusts remain pressured in terms of continued high occupancy. C&M G&A occupancy average for November was 96%-97%. Most weeks 4-6 Trusts are commonly reporting between 98-100% over several days.

- Long length of patient stays over 21 days 27%-30% for previous 4 weeks, 28% across C&M on 27.11.2022 (consistently highest over month at WUTH 35%, followed by LUHFT 33% and S&O 32%). Also, a continuously high number of patients continuing to occupy beds who are medically fit for discharge and no longer meet criteria to reside across the system, WUTH currently highest at 33% (C&M average 26%) as of 27.11.2022.

- Overall COVID occupancy and COVID G&A occupancy reduced week on week from the beginning of November, however, this now appears to be increasing slightly from the previous week.

- C&M Acute Trust COVID related staff absence has reduced to 9% of all sickness absences and remained so for the previous 2 weeks, as of 29.11.2022.

- High front door demand continues to impact on flow through/from Emergency Departments. Trusts reporting large numbers of A&E attendances and high patient acuity leading to high admission conversion rates, crowding in EDs leading to episodes of corridor care. Trusts continue to report nursing and medical staffing gaps. These issues have contributed to most of the Adult Acute Trusts reporting at OPEL 3 daily throughout the last 4 weeks, despite all possible mitigations in place.

- A&E Performance remains challenged, with very high numbers of both ambulance handover delays over 60 minutes and patients waiting over 12 hours from decision to admit to admission/spending 12 hours in ED from time of arrival.

- Focus continues on winter planning, with monitoring of progress of plans via weekly C&M ICB Winter Planning Group, chaired by the ICB Director of Planning & Performance/Associate Director of Planning.

Finance, efficiency and value workstream

Month 7	Plan(£m)	Actual(£m)	Variance(£m)	FYE Plan (£m)	FYE Forecast (£m)
CMAST (deficit)	41.0	62.3	21.3	59.3	59.3
CMHCD (surplus)	4.6	4.6	-	9.3	9.3
Total provider (deficit)	36.4	57.7	21.3	50.0	50.0
Total system (deficit)	25.0	56.8	31.9	30.3	30.3

The combined financial position of CMAST Trusts continues to worsen with six providers now reporting an adverse position against plan. At this stage no provider is reforecasting, but delivery of plans will require some significant cost reduction/CIP delivery in the final quarter of the year, a challenging task given likely pressures. ICBs submitting a refreshed deteriorating forecast will be subject to restrictive actions including:

- Sign off by provider/ ICB for revenue investments >£50k
- Sign off by provider/ICB/NHSE for investments >£100k
- A review of capital allocations by NHSE
- Increased oversight and workforce controls, particularly on bank and agency spend

These constraints are regarded as 'last resort' and providers will be deemed to have breached their statutory duty.

Assurance and regulation

CMAST providers are cumulatively missing I&E, CIP and BPPL targets. The ICB CFO is in discussion with individual organisations on recovery and re-forecasting plans. The finance workshop of 18th November explored issues around accountability, incentives and blockers to progress and the actions and next steps following this will be shared via the ICB CFO with a follow up workshop planned.

Governance and risk

Opportunities to improve the financial bottom line will be explored and linked to incentives and risk and reward principles. This will be incorporated into the financial planning and sustainability exercise. Further discussion on the impact of known and forecast risk will be incorporated into the regular CMAST PB.

Strategy and planning

Specialised commissioning will remain at NHSE regional level until April 2024 for those service deemed suitable for delegation. Revised allocations based on population will be notified in December alongside a phasing trajectory. At this point modelling will be undertaken on the impact at organisational/CMAST/ICB level.

Value and Efficiency

The collaboration at scale workstream was launched at the ICB finance workshop on 18th November. The first meeting of the CaS Board chaired by Ged Murphy is planned for January 2023, where target efficiencies will be discussed, linked to the four themes of procurement, financial services, pharmacy, and workforce.

Workforce

The Workforce Programme led by Kathryn Thompson is holding a workshop for Chief People Officers on Friday 9th December, the purpose of the session is to review project initiation documents and identify a number of priority programmes which the workstream focus on.

General Medical Council

1 February 2023

Steve McGuirk, Chair

Warrington and Halton Teaching Hospitals NHS Foundation Trust

Sent by email : steve.mcguirk@nhs.net

3 Hardman Street
Manchester M3 3AW

Email: gmc@gmc-uk.org
Telephone: 0161 923 6602

gmc-uk.org

GMC Reference: **QA5224**

Dear Mr McGuirk

Changes to Enhanced Monitoring status at Warrington and Halton Teaching Hospitals NHS Foundation Trust

Following a recommendation from Health Education North West, we're pleased to see that your organisation has satisfactorily resolved concerns in connection with Emergency Medicine and Acute Internal Medicine (Acute Care Pathway) at the Warrington Hospital site. This means that it will no longer be part of our enhanced monitoring process.

We have asked Health Education North West to continue to closely monitor the concerns in respect of supportive environment and handover. We are assured from the internal monitoring review, that in both areas, the changes which have been put in place are beginning to translate into continuity of patient care and an improved training experience. It is important that pathways for patients are clear, that effective handover is fully embedded and that all improvements made to date are sustained. Health Education North West will continue to monitor progress through their routine monitoring processes and will report frequently to the GMC.

We'll now update the information on our website to reflect the above.

We would like to thank you and your teams for all your efforts to achieve this.

If you have any questions about this, please contact your Education Quality Assurance Programme Manager, Lyndsey Dodd at lyndsey.dodd@gmc-uk.org

The GMC is a charity registered in England and Wales (1089278) and Scotland (SC037750).

Yours sincerely

Professor Colin Melville
Medical Director and Director of Education and Standards, GMC

Copied to:

Professor Simon Constable, Chief Executive, Warrington and Halton Teaching Hospitals, NHS Foundation Trust simon.constable@nhs.net

Dr Paul Fitzsimmons, Executive Medical Director, Warrington and Halton Teaching Hospitals, NHS Foundation Trust Paul.fitzsimmons1@nhs.net

Paula Chattington, Director of Medical Education paula.chattington@nhs.net

Kate Davidson, Medical Education Manager kate.davidson4@nhs.net

Professor Jane Mamelok, HEE North West Postgraduate Dean and Responsible Officer Jane.Mamelok@hee.nhs.uk

Dr Alistair Thomson, Associate Dean, Hospitals Alistair.Thomson@hee.nhs.uk

Dr Catherine Morgan, Associate Dean, GP Catherine.Morgan@hee.nhs.uk

Professor Simon Carley, Associate Dean, Medicine Simon.Carley@hee.nhs.uk

Mr Nadeem Khwaja, Deputy Postgraduate Dean Nadeem.Khwaja@hee.nhs.uk

Dr Andy Watson, Deputy Postgraduate Dean, Quality & Academia Andy.Watson@hee.nhs.uk

Helen Duff, Senior Quality Lead for the North West, HEE NW Helen.Duff@hee.nhs.uk

Paula Fletcher, Quality Support Manager, HEE NW Paula.Fletcher@hee.nhs.uk

Carole Aitken, Quality Coordinator, HEE NW Carole.Aitken@hee.nhs.uk

REPORT TO TRUST BOARD

AGENDA REFERENCE:	**BM/23/01/07**			
SUBJECT:	**Chair's Briefing**			
DATE OF MEETING:	25th January 2023			
AUTHOR(S):	Steve McGuirk, Trust Chair			
LINK TO STRATEGIC OBJECTIVE: **(*Please select as appropriate)***	SO1 We will…Always put our patients first delivering safe and effective care and an excellent patient experience. SO2 We will…Be the best place to work with a diverse and engaged workforce that is fit for now and the future SO3 We will…Work in partnership with others to achieve social and economic wellbeing in our communities.	✓ ✓ ✓		
LINK TO RISKS ON THE BOARD ASSURANCE FRAMEWORK (BAF): **(*Please DELETE as appropriate)***	All			
EXECUTIVE SUMMARY *(KEY ISSUES):*	This report provides an overview of the external activity of the Chair of the Trust, as well as drawing attention to matters the Chair believes are of significance to the Board of Directors. Two key aspects related to: • Heightened Activity update/ comment • The need to 'sign off' the Maternity Incentive Scheme			
PURPOSE: *(please select as appropriate)*	Information X	Approval	To note X	Decision
RECOMMENDATION:	The Trust Board is asked: i) To note the meetings/engagement of the Chair over the reporting period (since the last Board meeting). ii) To note the sign off process for the Maternity Incentive Scheme iii) To make any comments or ask any questions arising from the report.			
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full			
FOIA EXEMPTIONS APPLIED: *(if relevant)*	None			

SUBJECT	Chair's Briefing	AGENDA REF:	BM/23/01/07

1. BACKGROUND/CONTEXT

This report highlights activity and strategic issues that, in the opinion of the Chair should be drawn to the attention of the Board, as well as seeking to represent the point of view of the Council of Governors at the Board level.

2. MEETINGS/ ENGAGEMENT SINCE PREVIOUS BOARD

The period covered runs from 30th November 2022 to 24th January 2023 and only outlines 'formal' meetings for information and does not encompass day to day business in the hospitals.

DATE	ACTIVITY
30 November 2022	Trust Board Day - Warrington
6 December 2022	Chairs and Chief Execs Meeting; Aiming for Success Seminar (Manchester); Workforce Programme Update Meeting
7 December 2022	Welcome Event – new governors
8 December	Charitable Funds Committee meeting
12 December 2022	Meeting with CMAST Management Team and Chair
13 December	Complaints Assurance Meeting; Chair's briefing with Governors
14 December	Board development session with the Good Governance Institute (GGI); NHS Carol Concert Liverpool (evening)
15 December	Christmas Hamper Raffle; December Team Brief
16 December	Shadowing Discharge Team
21 December	Meet new Chaplain; Extraordinary Board Meeting (re extraordinary activity levels – risk review)
22 December	Halton chocolate distribution; Regional Roadshow with NHS CEO and her team
5 Jan 2023	New governors 'meet and greet' and ED Walk round; Forecast Outturn Extraordinary Meeting
10 Jan 2023	Meeting and walk round with Chester University NED; 121 with Associate NED
11 Jan 2023	Freedom to speak up meeting

12 Jan 2023	Chair's briefing with Governors;121 with Lead Governor
16 Jan 2023	Workforce programmes update meetings
18 Jan 2023	CMAST Chairs meeting;
19 Jan 2023	Clinical Entrepreneur Programme (CEP) Appraisal; 121 NED Associate
24 Jan 2023	Combined NW System Leaders Update

3. KEY ISSUES TO DRAW TO THE BOARD'S ATTENTION

The period on the run-in to Christmas was marked by a level of demand that has never been seen before at the Warrington site, in particular, and that has continued unabated.

In this respect, I mentioned in my last update how frequent the activation of the Operational Pressures Escalation Levels (OPEL) protocol had become (NHS Escalation Framework), but, in this last period, it would be easier to record the occasions when the Trust has not been in OPEL 4, than when it has been. There has been huge media coverage of the images of people waiting in emergency departments (EDs) and their corridors and that has very much reflected the reality here, as I have seen for myself having attended the department on several occasions. (In fact, we held a new governor 'meet and greet' session early in January, and to ensure they had a good grasp of the issues being faced, we organised a visit to the Emergency Department.)

I must also continue to draw attention to the significance of the issue of patients who no longer meet the clinical criteria to *reside for inpatient care in an acute hospital*, and that we have continued to see up to 170 people - (effectively) 8 wards of people – in this situation. There are no simple or quick answers to this issue, but it is readily apparent that the existing model of health and social care requires a radical rethink.

Once more, though, it is impossible to overstate just how hard colleagues across and at every level of the Trust have worked and the stress they are under. As a Board, we have recognised the need to ensure that we manage the heightened level of risk being faced, but to do so in a proportionate manner and, in support of this, it is worth drawing attention to the fact that the Chief Executive called an urgent board meeting in December.

The other specific matters that I wish to draw the Board's attention are as follows:

3.1 National Industrial Action

The Chief Executive will cover this issue more comprehensively in his report.

3.2 Maternity Incentive Scheme

In 2017, the then Health Secretary of State, Jeremy Hunt announced that the Government were bringing forward to 2025, the target of halving the numbers of stillbirths, neonatal and maternal deaths and severe birth-related brain injuries that was originally set for 2035. In

support of this, ten maternity safety actions were agreed with National Maternity Safety Champions and in partnership with NHS Digital, NHS England, NHS Improvement, the Royal College of Obstetricians and Gynaecology, the Royal College of Midwives, MBRRACE and the CQC. These actions formed the basis of the following ten questions that trusts needed to respond to:

1. *Are you using the National Perinatal Mortality Review Tool (PMRT) to review perinatal deaths?*
2. *Are you submitting data to the Maternity Services Data Set to the required standard?*
3. *Can you demonstrate that you have transitional care facilities that are in place and operational to support the implementation of the ATAIN Programme?*
4. *Can you demonstrate an effective system of medical workforce planning?*
5. *Can you demonstrate an effective system of midwifery workforce planning?*
6. *Can you demonstrate compliance with all four elements of the Saving Babies' Lives care bundle?*
7. *Can you demonstrate that you have a patient feedback mechanism for maternity services, such as the Maternity Voices Partnership Forum, and that you regularly act on feedback?*
8. *Can you evidence that 90% of each maternity unit staff group have attended an 'in-house' multi-professional maternity emergencies training session within the last training year?*
9. *Can you demonstrate that the trust safety champions (obstetrician and midwife) are meeting bi-monthly with Board level champions to escalate locally identified issues?*
10. *Have you reported 100% of qualifying 2017/18 incidents under NHS Resolution's Early Notification Scheme?*

In support of this, and to incentivise the adoption of best practice, a **Maternity Incentive Scheme** (MIS) was introduced which meant that all members of the NHS Resolution's Clinical Negligence Scheme for Trusts (CNST)[1] qualified for a financial rebate (up to 10%) for making progress against these actions.

The responsibility for monitoring progress has sat with trust boards over the four years since its introduction, and there has been a well-ordered process in place at WHH with which Directors will be familiar.

Over the last few months, however, because of further and wider issues associated with maternity services (for example the Ockenden report) new monitoring and oversight arrangements have been introduced. These are intended to provide public reassurance by the application of additional assurance mechanisms out with the trust, but within which sits the issue of MIS. As a result, this year, there has been added layer of assurance from the Local Maternity and Neonatal Service (LMNS) (at the ICS level) as well as assurance from the 'Place Partnership'.

[1] NHS Resolution is an arm's length body of the Department of Health and Social Care and provides expertise to the NHS on resolving concerns and disputes fairly and sharing learning for improvement and, for information, WHH is a member of CNST.

And, as part of this, the LMNS has stipulated a requirement for their executives to attend the Board at which the MIS approach is signed off, thus, colleagues from the LMNS will attend the Board today.

These matters are recognised by the Board as being of huge importance and, accordingly, have been on every Board agenda for the last few months, as well as the years before that; but, by way of summarising the 'sign-off arrangements and governance' this year, our approach has been 'signed off' by:

- The Chief Executive (by way of initiating the sign off process)
- Relevant Executives
- Place Partnership Leads
- Quality Assurance Committee (on which sits our Maternity Champion)
- ICB on or before 02/03/23 (awaiting 'process' for this)
- And once again the Chief Executive's final 'signature' at today's Board

For the sake of completeness (notwithstanding all the previous board and governance papers mentioned), it should be understood that we are 99% compliant with the ten actions (awaiting one individual to complete training (likely to be complete by the time of this Board) following which we will be fully compliant in all areas. The only 'risk' with this one aspect may be a slight delay because of the unprecedented operational pressures being faced.

This is a positive achievement, and it is fair to say, has necessitated a relentless effort and focus over an extended period.

It is my understanding that there remain some outstanding financial issues and delays to the payment of the full rebate being made to the Trust.

3.3 CMAST Update

CMAST stands for the Cheshire and Merseyside Acute and Specialist Trusts and is one of the two Provider Collaboratives - the other being mental health and community services' trusts – that form part of the Cheshire and Merseyside ICS architecture.

In the spirit of sharing information related to the wider agenda, the latest CMAST briefing is included in the Chief Executive's Briefing and, equally, in the spirit of not making comment for the sake of it, I do not propose to repeat that update in my report.

3.4 ICS Update

The ICS has now established another formal regional body – the Integrated Care Partnership (ICP). The ICP is a statutory committee jointly formed between the NHS Integrated Care Board (ICB) and all (upper tier) local authorities (councils) that fall within the ICS area. The Cheshire and Merseyside region encompasses nine local authorities and is therefore the second largest in the country. The ICP brings together a broad alliance of partners concerned with improving the care, health and wellbeing of the population and will be chaired by Councillor Louise Gittins. It is responsible for producing an integrated care strategy on how to meet the health and wellbeing needs of the population in the ICS area and is in the process of developing its

first strategy, albeit that first version will be an interim strategy to reflect the relative 'newness' of the ICP.

3.5 Council of Governors

I referred to the election of governors in my last update. Just before Christmas we held a 'welcome' Christmas Lunch, and I would want to say thank you to our partners at the Warrington and Vale Royal College Catering School for hosting us.

Just after Christmas we held a meet and greet session for new governors as a precursor to getting the various checks undertaken and in anticipation of an induction session once those checks have been approved.

Governors are now back in to a regular pattern of observation visits and these are now channelled through respective governance committees.

3.6 Governors Q and A Sessions and Working Group

Governors have held two, Q and A sessions with the Chair since the last meeting (see list of activity above).

10. RECOMMENDATIONS

The Trust Board is asked:

i) To note the meetings/ engagement of the Chair over the reporting period.
ii) To make any comments or ask any questions arising from the report.

NHS
Warrington and Halton Teaching Hospitals
NHS Foundation Trust

Trust Strategy Refresh Update

Kelly Jones

Head of Strategy & Partnerships

Purpose

Warrington and Halton Teaching Hospitals NHS Foundation Trust

The aims of the update are to:-

1. Recap the process for Trust strategy refresh and how this links with national and regional strategy development, existing priorities, the annual business planning round and CBU priorities.
2. Highlight progress and how identified priorities are being further developed.
3. Gather views on themes identified.
4. Confirm next steps.

Our Trust Strategy

The Trust Strategy and service level clinical strategies were launched in 2018, with a formal mid-point review conducted in 2021 to update objectives and outcomes. Additionally, as objectives have developed, refreshes have been made.

The strategy is translated into **action** via enabling strategies and the annual business planning process…

Trust strategy

↓

2/3 year enabling strategies

↓

1 year annual business plans

(The strategic clinical priorities agreed in the business planning round help deliver our strategic objectives)

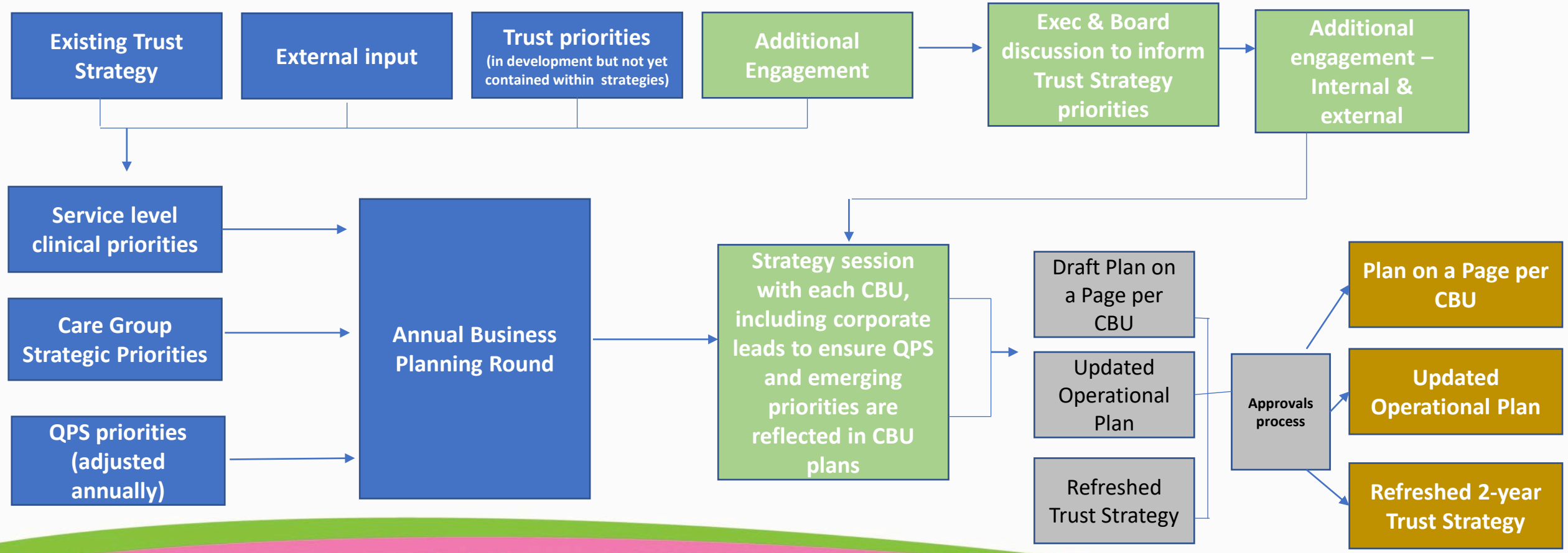
↓

In year monitoring and evaluation

Planning process & strategy refresh

NHS
Warrington and Halton Teaching Hospitals
NHS Foundation Trust

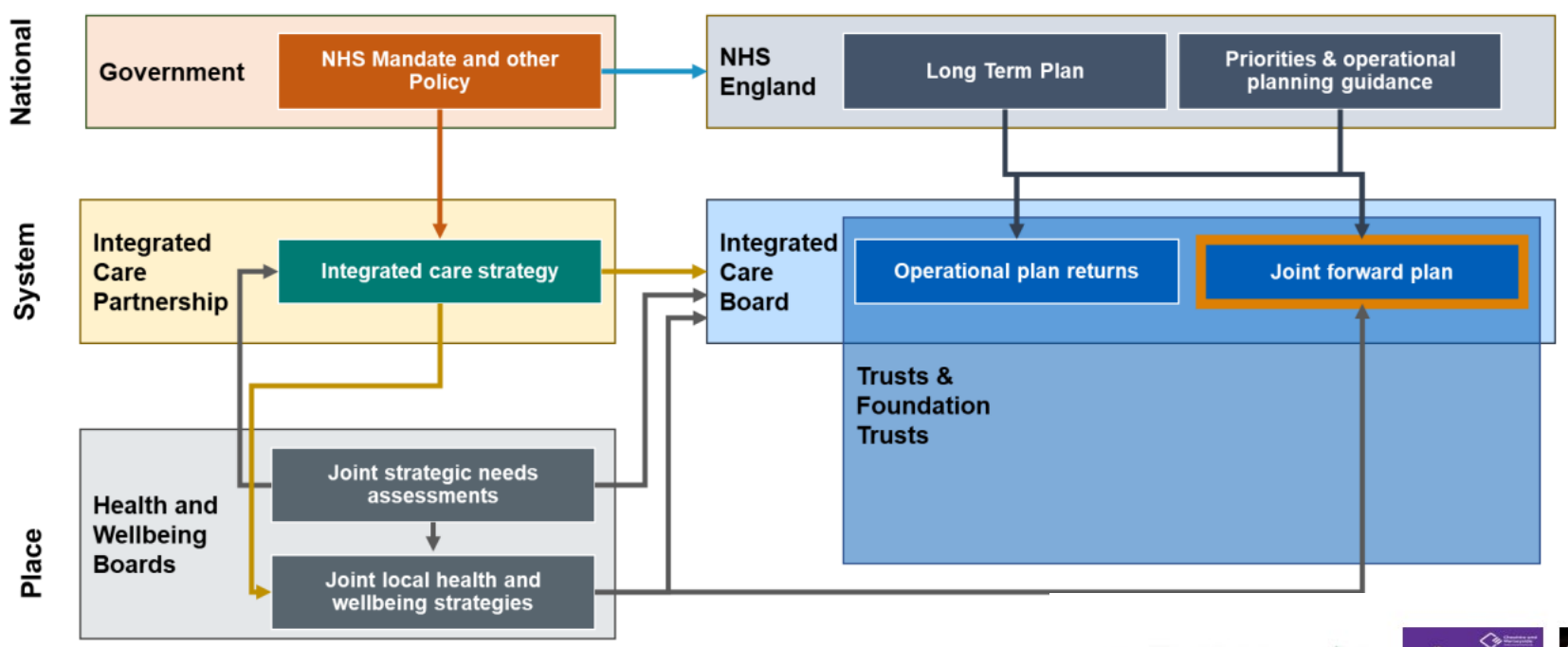
The strategy refresh has been informed by and builds upon existing planning processes to ensure connectivity and is informed by the recently refreshed quality and people strategies.



Aligning strategy refresh with local and regional planning

NHS
Warrington and Halton Teaching Hospitals
NHS Foundation Trust

The Cheshire and Merseyside ICP are developing an Interim one year Strategy. This will include a summary of each Place based Plan/Health and Wellbeing Strategy and build on the Health and Care Partnership Strategy (published in 2021) and All Together Fairer Report (published in the summer of 2022). It will also link with the Trust strategy.



Aligning strategy timelines

NHS
Warrington and Halton Teaching Hospitals
NHS Foundation Trust

A number of factors have influenced the two year timeframe the refreshed Trust strategy will span. These include:-

- Opportunity to align planning horizons with local and regional plans.
- Opportunity to streamline development of the Quality, People and Sustainability objectives into a single process, aligning refresh timelines for the People Strategy, Quality Strategy and overall Trust Strategy.

Progress against plan

- Review clinical visions and priorities for each speciality
- Review national, regional and local strategies and emerging priorities, including C&M providers & place partners
- Review existing internal strategies
- Forecast future priorities i.e. Place developments, alignment for new hospital ambitions, role as an anchor
- Review public health data
- Review performance, quality & financial performance
- Review patient experience and complaints to identify priorities
- Review patient feedback more broadly – i.e. commissioner insights, Healthwatch insights, patient council insights
- Review outputs from staff survey

- Organisational SWOT analysis with Trust senior managers (clinical & corporate)
- Organisational SWOT analysis with Trust Board
- Organisational SWOT analysis with Place Partners – Warrington & Halton separately

Progress against plan - engagement

NHS
Warrington and Halton Teaching Hospitals
NHS Foundation Trust

Staff

- Discussion at Board
- Discussion at Medical cabinet and Nursing and Midwifery Forum
- Discussion at Care Group/CBU meetings
- Discussion with corporate services
- Staff engagement sessions – market stalls, survey monkey, Grand Round, Team Brief

System

- ICB
- Provider collaborative
- Place Boards – Warrington Together, One Halton

Patients/Public

- Engagement with Healthwatch
- Engagement with Council of Governors
- Conversations with patients and the wider public

Our strategic objectives

NHS
Warrington and Halton Teaching Hospitals
NHS Foundation Trust

Our strategy is framed around our three strategic aims of **Quality**, **People** and **Sustainability**.

We have eleven strategic objectives to progress over the next two years. Each of these objectives will be realised through a set of associated priorities and plans. The following section describes in more detail the key work that will be delivered to achieve these strategic objectives

Patient Safety

We will develop and enhance our patients' safety and a learning culture where quality and safety is everyone's top priority

Clinical Effectiveness

We will ensure practice is based on evidence so that we do the right things, the right way, to achieve the right outcomes for our patients.

Patient Experience

We will place the quality of patient experience at the heart of all we do, where "seeing the person in the patient" is our norm.

Looking after our WHH people

We will prioritise the safety, heath and wellbeing of our people to ensure work has a positive impact through the recognition and appreciation of our people, and by providing the best patient and staff experience

Innovating the way we work

We will embrace new ways of working to attract and retain an engaged, responsive, diverse and flexible workforce to care for our patients.

Growing our WHH workforce for the future

We will support personal and professional development, ensuring equal access to opportunities, and will nurture, grow and develop diverse teams with a shared purpose to care for our patients

Belonging in WHH

We will enable staff to have a voice, through the development of a just and learning culture which values diversity, inclusion, compassionate leadership and equality for all.

Working in partnership

We will work with other acute care providers to ensure that those services which need to be provided in an acute environment are the best they can be and are clinically and financially sustainable, whilst also working with primary care, community care, social care and all community partners, including the voluntary sector to support the provision of integrated care in the community and prevention

Working responsibly

We will enhance our role as an anchor institution by building on the provision of integrated place-based care and addressing health inequalities within our populations, being guided by the principles of social value.

Sustainable Estate

We will provide our services in an estate that is fit for purpose, supported by the realisation of digital opportunities and aligned to the needs of our patients, staff and populations.

Achieving financial balance

We will provide xxxxxxxx

Emerging Strategy – Refreshed strategic objectives for Quality

Warrington and Halton Teaching Hospitals NHS Foundation Trust

Our Quality Strategy

Below is an overview of the revised strategic objectives for quality which were agreed in the refreshed Quality Strategy.

Patient Safety	We are committed to developing and enhancing our patients' safety and a learning culture where quality and safety is everyone's top priority
Clinical Effectiveness	We are committed to ensuring practice is based on evidence so that we do the right things the right way to achieve the right outcomes for our patients
Patient Experience	By focusing on patient experience we want to place the quality of patient experience at the heart of all we do where "seeing the person in the patient" is the norm

In 2023/24 and 2024/25 our aim would be to further progress these objectives by:-

- Accelerate quality improvement (QI) as an integral part of everyone's daily work with learning shared effectively across the organisation.
- Reducing avoidable harm and patient deterioration with a focus on COVID 19 elective recovery.
- Implementation of PSIRF- Patient Safety Incident Response Framework
- Implementation of actions to deliver new standards required as a result of national reviews in Maternity
- Growing and developing the Trust's research and development capability and capacity
- Implementation of new Liberty Protection Safeguards
- Further embed Moving to Outstanding programme across Care Groups and corporate teams
- Delivering our Getting in Right First Time programme

Emerging Strategy - Refreshed strategic objectives for People

Warrington and Halton Teaching Hospitals NHS Foundation Trust

Our People Strategy

Below is an overview of the revised strategic objectives for people which were agreed in the refreshed People Strategy.

Looking After Our WHH People	We will prioritise the safety, health and wellbeing of our people to ensure work has a positive impact through the recognition and appreciation of our people, and by providing the best patient and staff experience.
Innovating the Way we Work	We will embrace new ways of working to attract and retain an engaged, responsive, diverse and flexible workforce to care for our patients.
Growing our WHH Workforce for the Future	We will support personal and professional development, ensuring equal access to opportunities, and will nurture, grow and develop diverse teams with a shared purpose to care for our patients.
Belonging in WHH	We will enable staff to have a voice, through the development of a just and learning culture which values diversity, inclusion, compassionate leadership and equity for all.

In 2023/24 and 2024/25 our aim would be to further progress these objectives by:-

- Supporting staff to remain healthy within the workplace, following best practice guidelines as set out in the Supporting Attendance policy and ensuring that the workforce are aware of how to access health and wellbeing offers.
- Ensuring equality impact assessment tools are used to inform decision-making that impacts the workforce and periodically review to assess progress and impact.
- Embedding and supporting new ways of working, including effective workforce planning, the development of new roles and embedding inclusive working (flexible and agile working).
- Role modelling compassionate and inclusive leadership, explicitly addressing issues of equality, diversity and inclusion in the workplace.
- Supporting and developing teams and individuals through agreed objectives, and enabling access to development opportunities.
- Using Scope for Growth, ensuring that high potential individuals from under-represented backgrounds have a clear development plan to help them reach their potential.
- Supporting staff to be able to speak up and feel heard without fear of reprisal including access to Staff Networks, Freedom to Speak Up channels and Trade Unions.
- Developing and embedding a restorative just culture within all wards and departments that helps to eliminate cultures that bring blame or fear.
- Continuing to deliver our Workforce Equality, Diversity and Inclusion Strategy.

Emerging Sustainability strategic objectives that will be developed further in the new strategy

Warrington and Halton Teaching Hospitals NHS Foundation Trust

Sustainability

Working responsibly	We will enhance our role as an anchor institution by building on the provision of integrated place-based care and addressing health inequalities within our populations, being guided by the principles of social value.
Working in partnership	We will work with other acute care providers to ensure that those services which need to be provided in an acute environment are the best they can be and are clinically and financially sustainable, whilst also working with primary care, community care, social care and all community partners, including the voluntary sector to support the provision of integrated care in the community and prevention
Sustainable Estate	We will provide our services in an estate that is fit for purpose, supported by the realisation of digital opportunities and aligned to the needs of our patients, staff and populations.

Wording of finance objective is in development

Our existing strategic objectives for sustainability are summarised above. In 2023/24 and 2024/25 in response to national, regional and local requirements and guidance our aim would be to expand our work with partners across all 3 priority areas. It is proposed this is done by:-

- Collaborating with STHK to help both organisations tackle care backlogs, reduce unwarranted variation in access and service delivery, address health inequalities and deliver more efficient, sustainable services.
- Collaborating with primary care, community care, social care and all community partners, including the voluntary sector to support the provision of integrated care in the community and prevention. It is proposed that this includes relocation of appropriate secondary care into the community, following the principle of right service, delivered in the right place to deliver excellent patient care and experience and to improve access and address health inequalities.
- Reviewing opportunities to provide services more locally for patients who currently travel to specialist Trusts. This would be approached on a service by service basis to ensure repatriation delivers the best outcomes for patients and the system.
- Implementing strategic solutions to addressing health inequalities in coordination with our system and place partners and patients.

It is important to ensure financial sustainability is reflected appropriately through our strategic objectives. As such it is proposed a specific objective is included under sustainability.

Next steps

Warrington and Halton Teaching Hospitals NHS Foundation Trust

- **Jan 2023**
  - Staff and partner engagement on the emerging priorities
  - Strategy planning sessions with CBUs to ensure all priorities are captured
  - Strategy discussion with Trust Board to share and gain feedback on emerging priorities
  - Work to commence on writing the strategy
  - Draft Interim Health and Care Partnership Strategy developed
- **Feb 2023**
  - Approvals process commences
- **Mar 2023**
  - Trust Strategy and service level clinical priorities approved
  - Draft Integrated Care Board 5 year Joint Forward Plan developed
- **June 2023**
  - Integrated Care Board 5 year Joint Forward Plan approved
- **July 2023**
  - Health and Care Partnership Strategy approved