



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Council of Governors Meeting

Thursday 16 May 2024

3 – 5pm

Lecture Theatre, Halton Education Centre



COUNCIL OF GOVERNORS
Thursday 16 May 2024, 3.00pm – 5.00pm
Halton Education Centre, Halton Hospital

AGENDA ITEM	TIME	AGENDA ITEM	OBJECTIVE/ DESIRED OUTCOME	PROCESS	PRESENTER
FORMAL BUSINESS					
COG/24/05/01	3:00pm	Welcome and Opening Comments Apologies; Declarations of Interest		<i>Verbal</i>	Cliff Richards, Deputy Chair
COG/24/05/02	3:02pm	Minutes and Action Log of meetings held on 15 February 2024	<i>For approval</i>	<i>Minutes & Action Log</i>	Cliff Richards, Deputy Chair
COG/24/05/03	3:05pm	Matters arising	<i>To note for assurance</i>	<i>Verbal</i>	Cliff Richards, Deputy Chair
GOVERNOR BUSINESS					
COG/24/05/04	3:07pm	Hot Topic – Integration and Collaboration Next Steps	<i>Info/update</i>	<i>Verbal</i>	Cliff Richards, Deputy Chair
COG/24/05/05	3:25pm	Lead Governor Update i) Trust Board and Nominations & Remuneration Committee Observation Report (21.02.24, 03.04.24, 14.04.24, 24.04.24) ii) Governor Observation Visits a. 12 February 2024 – B3 Halton b. 20 March 2024 – Ophthalmology Day Unit c. 4 April 2024 – A3	<i>Info/update</i>	<i>Report Reports</i>	Lead Governor
COG/24/05/06	3:35pm	Governor Engagement Group (GEG) Chairs Report	<i>Info/update</i>	<i>Verbal</i>	Lead Governor
COG/24/05/07	3:40pm	Items requested by Governors - Questions	<i>Info/update</i>	<i>Paper</i>	Cliff Richards, Deputy Chair
COG/24/05/08	3:50pm	Amendments to the Constitution	<i>For decision</i>	<i>Paper</i>	Company Secretary
COG/24/05/09	3:55pm	Elections Activity Bi-Annual Update	<i>info/update</i>	<i>Verbal</i>	Company Secretary
COG/24/05/10	4:00pm	Membership Strategy Quarterly Report – Q4	<i>Info/update</i>	<i>Report</i>	Corporate Governance & Membership Manager
COG/24/05/11	4:05pm	Communications & Engagement Update Q4	<i>Info/update</i>	<i>Report</i>	Director of Comms & Engagement
COG/24/05/12	4:10pm	Lead and Deputy Lead Governors positions	<i>For approval</i>	<i>Report</i>	Company Secretary
COG/24/05/13	4:15pm	Council of Governors Cycle of Business + Terms of Reference	<i>For approval</i>	<i>Report</i>	Company Secretary
COG/24/05/14	4:20pm	Governor Training and Development Program	<i>Info/update</i>	<i>Report</i>	Company Secretary
COG/24/05/15	4:25pm	Appointment of External Auditors	<i>Info/update</i>	<i>Presentation</i>	Company Secretary

COG/24/05/16	4:30pm	Annual Appraisal of Non-Executive Directors and the Chair	Info/update	Verbal	Company Secretary/Lead Governor
TRUST BUSINESS – ITEMS TO DISCUSS					
COG/24/05/17	4:35pm	Trust Operational Plan	Info/update	Presentation	Chief Finance Officer
COG/24/05/18	4:45pm	Bi-monthly Strategy Highlight Report	Info/Update	Report	Director of Strategy & Partnerships
CLOSING					
COG/24/05/19	4:55pm	Any Other Business		Verbal	Cliff Richards, Deputy Chair
Next Meeting Thursday 15 August 2024, Trust Conference Room, Warrington Hospital					

SUPPLEMENTARY PAPERS*					
INFORMATION ITEMS TO NOTE					
COG/24/05/20	Chief Executive's Report		Info/update	Report	Chief Executive
COG/24/05/21	Chair's Report		Info/update	Report	Chair
	Update on Board System Involvement				
COG/24/05/22	Governor Board Committee Observation Reports & Committee Assurance Reports (a) Finance & Sustainability (28.02.24, 27.03.24) - Nigel Richardson & Nathan Fitzpatrick/John Somers (b) Quality Assurance Committee (13.02.24, 09.03.24, 09.04.24) – Akash Ganguly & Diane Nield/Cliff Richards (c) Strategic People Committee (21.02.24, 20.03.24, 17.04.24) – Colin Jenkins/Julie Jarman (d) Audit Committee (22.02.24, 25.04.24) Sue Fitzpatrick/Mike O'Connor (e) Charitable Funds Committee (13.03.2024) - Sue Fitzpatrick/Steve McGuirk		Info/update	Reports	Governors/Committee Chairs
COG/24/05/23	Complaints Report & PALS Q3 Update		Info/Update	Report	Chief Nurse
COG/24/05/24	Workforce Race Equality Standard (WRES) Update (legislative requirement) & WDES Workforce Disability Equality Standard - 6-month update report		Info/Update	Report	Chief People Officer

*Supplementary papers available on request to members of the public.

COUNCIL OF GOVERNORRS
Minutes of the Meeting held on Thursday 15 February 2024
Lecture Theatre, Halton Hospital/MS Teams

Present	
Steve McGuirk (SMcG)	Chair
John Somers (JS)	Non-Executive Director
Simon Constable (SC)	Chief Executive
Norman Holding (NH)	Public/Lead Governor
Keith Bland (KB)	Public/Deputy Lead Governor
Mark Britton (MB)	Public Governor
John Fagan (JF)	Public Governor
Edward Rawlinson	Public Governor
Kevin Keith (KK)	Public Governor
Colin Jenkins (CJ)	Public Governor
Carol Anne Kelly (CAK)	Public Governor
Colin McKenzie (CM)	Public Governor
Sue Fitzpatrick (SP)	Public Governors
Anne Robinson (AR)	Public Governor
Chris Loftus (CL)	Partner Governor
Nigel Richardson (NR)	Public Governor
Akash Ganguly (AG)	Staff Governor
Gemma Leach (GL)	Staff Governor
In Attendance	
Lucy Gardner (LG)	Director of Strategy & Partnerships
Paul Fitzsimmons	Executive Medical Director
Dan Moore (DM)	Chief Operating Officer
Emily Kelso (EK)	Corporate Governance & membership Manager (minutes)
Apologies	
Cllr Paul Warburton	Partner Governor, Warrington Borough Council
Julie Jarman	Non-Executive Director
Jonathan Cliffe	Staff Governor
Paul Fitzsimmons	Executive Medical Director
Michelle Cloney (MC)	Chief People Officer
Nichola Newton (NN)	Partner Governor
Gillian McKinnon (GM)	Public Governor
Linda Mills (LM)	Public Governor
John Culshaw (JC)	Company Secretary/
Kuldeep Dhillon (KD)	Partner Governor
Diane Nield (DN)	Public Governor
Cliff Richards (CR)	Non-Executive Director & Deputy Chair
Mike O'Connor (MO'C)	Non-Executive Director & Senior Independent Director
Jayne Downey (JD)	Non-Executive Director
Kate Henry (KH)	Director of Communications & Engagement
Kimberley Salmon-Jamieson (KSJ)	Chief Nurse & Deputy Chief Executive

AGENDA REF	AGENDA ITEM
COG/24/02/79	<p>Welcome, Introduction, Apologies and Declarations of Interest</p> <p>SMcG welcomed those in attendance to the meeting, the apologies were noted as above. There were no declarations of interest.</p>
COG/24/02/80	<p>Minutes & Action Log of the meeting held on 9 November 2023</p> <p>The minutes of the meeting held on 9 November 2023 were approved as an accurate record.</p> <p>Action Log – the three actions were noted, with deadlines scheduled for future Council of Governors meetings.</p> <p>The Council of Governors approved the minutes of the meeting held on 9 November 2023</p>
COG/24/02/81	<p>Matters Arising</p> <p>There were no matters arising. It was noted that those joining online were having difficulty hearing the discussions via video link, this issue continued throughout the meeting, resulting in online attendees being unable to engage in discussions.</p>
GOVERNOR BUSINESS	
COG/24/02/82	<p>Urgent Emergency Care Diagnostic Findings – Newton Review Outputs</p> <p>DM introduced the presentation explaining the details of the diagnostic work carried out by Newton (funded by NHSE) as a consequence of WHH facing extreme difficulties with patient ‘congestion and the impact on urgent and intermediate care at. It was noted that the presentation had been requested by Governors, to provide visibility.</p> <p>DM highlighted the following key points from the presentation:</p> <ul style="list-style-type: none"> • informed that the Newton exercise reviewed admissions only and did not look at attendance. • However, a significant opportunity had been identified for increased use of assessment areas, namely the Same Day Emergency Care Unit and the and Frailty Assessment Unit. Governors also discussed the benefits that may be achieved by having an Urgent Treatment Centre in Warrington – although there is currently no prospect of finding being available in support of this. • It was explained that several of the schemes within the Trust’s scope were already underway and while most of the schemes in the Newton work had already been identified as opportunities by the Trust, the outputs of the Newton work had helped to quantify the opportunity across PLACE partners and spotlighted the benefits of effective system working but equally the impact of a ‘clogged’ or ineffective system. • The next steps were summarised as: <ul style="list-style-type: none"> ○ The Newton work is widely regarded by Place partners as a useful diagnostic that has identified significant opportunities that all parties recognise and agree need to change. ○ WHH has a significant stake in seeing this valuable piece of work be

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.

	<p>undertaken to help reduce demand for urgent care and on the bed base.</p> <ul style="list-style-type: none"> ○ But there can be little material change made within the direct control of WHH rather the benefits are only accrued if system partners can bring about change – in other words taking practical steps to do things differently. ○ Agreement on the “how” is being discussed with the ICB with a view of prioritising those schemes that will be the most impactful ahead of next winter. However, it should be recognised that the funding issues facing the ICB mean that additional funding to pump prime change is unlikely to be forthcoming. ○ Consequently, there is a need to take more decisive action locally and Execs of the Trust are giving active consideration to how to try to engender momentum to change across PLACE partners. <p>Governors discussed the potential increase in risk to patients with multiple handovers lot of handovers. DM confirmed this concern was also being discussed with PLACE partners.</p> <p>SF quired the costs involved in any further work by Newton, SC confirmed that, further work would come at cost and the Trust did not have available funds for this, (though as identified already) it was exploring the possibility that funds would be made available from the ICB to cover.</p> <p>Governors expressed their concerns around the ICB not liberating funds to support Newton work which had the potential to improve pathways for patients across the system.</p> <p>Governors also discussed the difficulties in asking partners to contribute to Newton work, which would support positives changes to WHH but would also perhaps put pressure on system partners.</p> <p>The Council of Governors noted the update and the next steps.</p>
<p>COG/24/02/83</p>	<p>Lead Governor Update</p> <p>NH introduced the report which provided details of the meetings and activities he had been involved in since the last Council of Governors meeting, including:</p> <ul style="list-style-type: none"> i) Board Observation Report (07.02.24) ii) Constitution proposed changes – NH noted that a Governor working group had been scheduled for 15th April where Governors would be reviewing the current public constituencies with a view to combine constituencies to better reflect the addendum to the statutory duties of Governors, to represent the public at large. iii) Governor Observation Visits <ul style="list-style-type: none"> a. 13 November 2023 – Pharmacy, the impact of robots was clear and had been interesting for Governors to observe. b. 9th December 2023 – Planned Investigations Unit (PIU) Halton c. 11 January 2024 – The Hub

	<p>NH explained the work of the Transport Group which had had attended, it was noted that EV charging had increased significantly at the Trust and additional EV charging points were being considered. It was further explained that data had been shared around the number of vehicles entering and exiting the Trust, with a weekly average of 117k on the Warrington site, showing just how busy the car park was. It was also noted that car parking fine appeals had reduced.</p> <p>NH confirmed that a new Chair and Vice Chair had been appointed for the Lead Governors Association from Hampshire and East Kent NHS FTs. NH confirmed that at the last Lead Governors Association meeting there had been discussions around holding NEDs to account and the challenges in engaging with public members.</p> <p>NH further, noted his involvement in the following:</p> <ul style="list-style-type: none"> • Patient experience subcommittee, • Patient Engagement Portal groups • Focus groups recruitment for the recruitment of the Chief Nurse • First impression Group – it was noted there had been some discussion around signage, AR added that PLACE inspections also focused on signage noting that an introduction of digital maps was being considered and may help to solve some of the issues. LG explained the work of the patient experience committee, focussing on “number of steps” required to get from A to B, which was helping to identify signage improvement needs. <p>The Council of Governors noted the update.</p>
<p>COG/24/02/84</p>	<p>Governor Group (GEG)</p> <p>KB provided a verbal update in relation to the GEG meetings, highlighting the following key points:</p> <ul style="list-style-type: none"> • There had been a more manageable agenda for the January meeting which enabled time for better discussion around agenda items. • Some issues were still being experienced around maintaining regular staffing/volunteer presence on the Warrington reception desk. • A “we said you did” section was being considered for the next edition of the Members Newsletter, which would be supported by the Communications Team. • The Hospital Catering Lead had presented to the group around developments in Trust catering including the introduction of new coloured crockery. • Warrington South constituency meetings were providing a good opportunity for governor to meet and discuss informally member engagement opportunities. • Details of upcoming engagement events had been shared; it was noted that to date there had been very few Governors how had committed to attending specific events. SMcG encouraged Governors to utilise these opportunities to engage with their members, The Mellor event attended by Governors and Trust staff last year was noted as an example of successful Governor/public engagement. • A review of the GEG effectiveness was presented, evidencing that the Group structure and governance was improving. <p>The Council of Governors noted the update.</p>

COG/24/02/85	<p>Items requested by Governors - Questions</p> <p>SMcG introduced the report, it was noted that the questions had been discussed and put forward following the Governor agenda setting meeting, led by the Lead Governor. It was noted that following the positive discussions at the August COG meeting, Governors’ questions were framed in a way to seek assurance from Non-Executive Directors or reassurance on operational matters from Executive Directors. The report was taken as read and the following key points were taken from the discussion:</p> <p>A verbal response was provided to Question 1 “What current issues keep NEDs awake at night?”</p> <p>SMcG explained to Governors that he had shared via email to NR his confidence in the Trust’s governance structure, assurance reporting from committees to board and CoG and in addition risk reporting through the Board Assurance Framework, which all captured those issues and risks which were the focus of Non-Executive Director colleagues.</p> <p>SMcG further referred to the work of Newton which highlighted many of those issues that the Trust was acutely aware of but that required system support to improve, including long stay and No Criteria to Reside patients.</p> <p>SMcG shared his appreciation of the insights of Roy Lilley an independent health policy analyst, writer, broadcaster and commentator on health and social issues, and encouraged Governors to view Mr Lilley’s content on social media and in other health related publications including his work with the Kings Fund. It was noted that Roy Lilley’s publications focused on those national issues high on the agenda for many NHS organisations.</p> <p>SF queried efficiency at scale and whether ICB consolidation would mean that WHH would lose services. SC responded that it was impossible to say, however, as waiting lists were an issue across the system but that there were no immediate plans for WHH to lose services. The example of a having a single laboratory management was highlighted, it was noted that this would help organisations to share results and improve patient care. It was noted that any collaboration efforts would look to improve patient safety and experience rather than hinder access.</p> <p>The Council of Governors noted the responses.</p>
COG/24/02/86	<p>Board Committee Observation Reports & Committee Assurance Reports</p> <p>(a) Finance & Sustainability <i>(25.10.23, 29.11.23, 19.12.23 - not attended), 24.01.24 - Nigel Richardson/John Somers</i></p> <p>NR governor observer for the Committee highlighted the following key points:</p> <ul style="list-style-type: none"> • Meetings had been very authentic with room for challenge and open discussions on key risk and issues. • Transformation had been a key item of discussion, as evidenced as requirement for the Trust in the Newton report. Freeing up capacity for transformation work particularly given the Trust’s financial pressures was a challenge. The Executive

	<p>team were reviewing possibilities with current staff. SC explained that options being considered were formalising individuals staff members responsibilities in team improvement goals, however the Trust would ideally like to appoint a Transformation Lead.</p> <p>The QAC Assurance report was noted with no further discussion.</p> <p>(b) Quality Assurance Committee (14.11.23, 12.12.23, 09.01.24 – not attended) – Akash Ganguly/Cliff Richards</p> <p>(c) Strategic People Committee (15.11.23, 20.12.23, 17.01.24) – Colin Jenkins/Julie Jarman</p> <p>CJ Governor Observer at the committee highlighted the following key points:</p> <ul style="list-style-type: none"> • A Deep Dive had been presented on Bullying and Harassment; assurance had been received on the options available to staff to “speak up” including Freedom to Speak Up Champions. The Committee were assured that incidents were thoroughly investigated through the appropriate policies/procedures and that there was zero tolerance to bullying and harassment across the Trust. CJ further noted the Trusts openness and transparency with Governors through the role of committee observers. <p>SC confirmed that the Trusts new Freedom to Speak Up Guardian would focus on raising awareness, prevention and encouraging staff to speak up about bullying and harassment.</p> <p>The Audit Committee Assurance report was noted with no further discussion.</p> <p>(d) Audit Committee (16.11.23) Sue Fitzpatrick/Mike O’Connor</p> <p>The Council of Governors noted the updates provided from the Committee Assurance Reports and Governor Observations Reports.</p>
<p>COG/24/02/87</p>	<p>Associate Non-Executive Director Terms of Office</p> <p>SMcG spoke to the Paper and explained that the role of the Associate Non-Executive Director (NED) in the NHS had been developed in support of Board succession strategies, as well as trying to ‘help’ improve diversity and support a balancing of Board level skills. WHH first implemented the Associate NED model in November 2021. Essentially, the idea was to provide development opportunity (suggested to be around two years) for potential NEDS which would in turn create a talent pool of well-prepared candidates for full, voting NED roles.</p> <p>Three candidates had been appointed at WHH and one of these candidates had subsequently been successfully appointed as a substantive NED at the Trust.</p> <p>Governors had approved at the CoG meeting 9 November 2023 the extension of contract for the remaining two Associate Non-Executive Directors to the end of March 2024 (by which time they would have served 2.5 years). The purpose of the extension was to allow time to consider the future of the role of Associate NEDs at the Trust, against the backdrop of changed governance, a changed system, and significant financial pressures.</p>

	<p>It was widely agreed that the individuals concerned had shown a positive commitment to the role (and indeed a second Associate had been successful in being appointed as a voting NED at another Trust).</p> <p>Following a review of the role - including correspondence in relation to time served as an Associate NED; the time-served of the individuals concerned, the inconsistent use of the 'model'; and the financial backdrop, the Council were being recommended to approve to end the extended term of office of Associate NEDs on 31st March 2024, and agree that no further extension be granted.</p> <p>SMcG identified that the two people concerned understood the situation and had enjoyed their involvement and a 'debrief' would be arranged with them either just before they concluded their term of office or just after.</p> <p>The Council of Governors approved to end the extended term of office of Associate NEDs on 31st March 2024 but requested that their appreciation was passed on to the individuals concerned</p>
<p>COG/24/02/88</p>	<p>Lead Governor & Deputy Lead Roles</p> <p>SMcG introduced the report which provided details of the current (2 year) term for the Lead and Deputy Lead Governors, which was due to expire due to expire 22nd May 2024.</p> <p>It was proposed that the term be extended to the 30th November 2024 (2 years and 6 months) to align with Governor elections, to ensure future tenures were in line with election timetables.</p> <p>The paper further informed Governors of the upcoming vacancies and sought expressions of interest/nominations from current Governors for the positions of Lead and Deputy Lead Governors, details on eligibility for both roles were also detailed.</p> <p>The Council of Governors:</p> <ul style="list-style-type: none"> • Approved the extension of the terms of the lead and deputy lead governors, to 30 November 2023 • Noted the process and timetable for elections for the positions of Lead and Deputy Lead Governor
<p>COG/24/02/89</p>	<p>Communications & Engagement Q3 Update</p> <p>The report was taken as read, it was noted the report had been presented and discussed in detail at the Governor Engagement Group Meeting on the 1 February 2023. Governors raised no further questions.</p> <p>The Council of Governors noted the contents of the paper.</p>
<p>COG/24/02/90</p>	<p>Membership Strategy Quarterly Report – Q3</p> <p>EK introduced the report, which was the first since the WHH Membership Strategy had been approved by the Council of Governors at its meeting 9 November 2023. It was explained that the report would be presented quarterly to the GEG and CoG to provide</p>

	<p>updates on activity against the three strategic objectives of the Membership Strategy, and the priorities agreed against each of these objectives.</p> <p>The Council of Governors noted the report</p>
TRUST BUSINESS – ITEMS TO DISCUSS	
COG/24/02/91	<p>Chief Executives Report</p> <p>The report was taken as read with no further questions raised by Governors.</p> <p>The Council of Governors noted the report.</p>
COG/24/02/92	<p>Chair’s Report</p> <p>SMcG introduced the report, which was taken as read, no further questions were raised by Governors.</p> <p>The Council of Governors noted the report.</p>
COG/24/02/93	<p>Bi-Monthly Strategy Programme Highlight Report</p> <p>LG introduced the report and highlighted the following key points:</p> <ul style="list-style-type: none"> • Warrington together partnership board and PLACE partnership board meetings were taking place. It was noted Urgent & Emergency care needed to be a priority. Attendees at meetings included primary care. Halton housing association police or fire were not included. It was noted that there was still some work required to improve the effectiveness of meetings. • Significant work had been undertaken by the Trust to tackle inequalities in health outcomes, patient experience, and access. Which included the development of the Living Well Hub in Warrington town centre, the Runcorn Health and Education Hub Halton and the Halton Health Hub in Shopping City, Runcorn. - Phase 2 of the Community Diagnostic Centre was now complete which saw the development of a range of diagnostic services established at Halton Health Hub at Runcorn Shopping City. It was confirmed an observation visit would be organised for Governors. - Living Well Hub Warrington – The official opening was to take place on, 1st March 2024. Governors were welcome; however, it was noted that space was limited and invitations would be circulated via the Lead Governor. - The Warrington Vale Royal College sister project “Health and Social Care Academy” had seen 90 additional applicants to courses since opening. <p>The Council of Governors noted the report.</p>
COG/24/02/93 (a)	<p>Seeking Views on Patient & Public Car Parking</p> <p>DM introduced the presentation, the purpose of which was to present the proposed changes to WHH car parking for patients and visitors across Trust sites, in order to improve usability. It was explained that the changes would come with new tariffs, which were detailed on slide 3.</p> <p>Governors’ views were sought on the proposal, the key messages taken from</p>

	<p>Governor discussion were as follows:</p> <ul style="list-style-type: none"> • The proposed increase from 30 mins free parking to 40 minutes needed to be a big part of the public communication plan on the changes. • Revenue from car parking was invested back into the Trust, currently this sat at £1m per annum. • Governors reflected on recent experiences in waiting rooms at the Trust, appointments were running to schedule, showing an improvement in appointment flow and management, which positively impacted the cost to patients for parking. It was noted that virtual clinics for appropriate patients, were positively impacting the number of patents on site. <p>DM explained that tariff reviews would be scheduled annually going forward, it was noted that car parking tariffs, had not increased since 2016, which was too long between reviews.</p> <p>The Council of Governors supported the changes to car parking and the new tariff proposal.</p>
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CLOSING

COG/24/02/94

Any Other Business

AR asked that Governors note that launch of the Patient Engagement Portal, was only phase 1, to be launched in May, and that other phases would follow dates were yet to be confirmed.

The meeting closed at 16:50

Date and time of next meeting is Thursday 16 May 2024, 3-5pm (Warrington)

ITEMS TO NOTE (see Supplementary Pack)

COG/24/02/95

Complaints Report & PALS Q2 Update

The report was taken as read, with no further questions or discussion.

The Council of Governors noted the content of the report.

COG/24/02/96

WHH People Strategy Bi-annual Update

The report was taken as read, with no further questions or discussion.

The Council of Governors noted the content of the report.

Signed Chair, Steve McGuirk
Date
Chair

COUNCIL OF GOVERNORS ACTION LOG

AGENDA REFERENCE	COG/24/05/02 (ii)	SUBJECT:	COUNCIL OF GOVERNORS ACTION LOG	DATE OF MEETING	16 May 2024
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1. ACTIONS ON AGENDA

Minute ref	Meeting date	Item	Action	Owner	Due Date	Date Completed	Progress report	RAG Status
COG/23/11/68	09.11.23	Governor Elections Update	Review of Member constituencies as part of the review of the WHH Constitution in 2024/25.	Governors/EK/JC	April/May 2024		See agenda Items COG/24/05/08 and COG/24/05/09 Further update to be brought to the Governor Development Day (12 June) and the 15 August CoG meeting.	
COG/23/11/77	09.11.23	Workforce Race Equality Standard (WRES) Update & Workforce Disability Equality Standards (WDES) Report	To provide a 6 month update report on progress against actions from the WRES & WDES for financial year 2022-2023. To include highlight slides.	AHM/MC	May 2024		See Agenda Item COG/24/05/24 – Supplementary papers	

2. ROLLING TRACKER OF OUTSTANDING ACTIONS

Minute ref	Meeting date	Item	Action	Owner	Due Date	Date Completed	Progress report	RAG Status
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COG/23/11/66	09.11.23	Items requested by Governors - Questions	Observational visit to be organised for Governors to follow a typical patient pathway through ED.	Emma Painter & Patient Experience	TBA		Given the current ED pressures this is on hold, to be reviewed by August CoG meeting.	
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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
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COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/24/05/05i
COMMITTEE ATTENDED	Extraordinary Trust Board Trust Board Nominations & Remunerations Committee (NARC) Extraordinary Trust Board
DATE OF MEETING(s):	21 February 2024 03 April 2024 17 April 2024 24 April 2024
AUTHOR(S):	Norman Holding
GOVERNOR COMMENTS	<p>21/02/2024</p> <p>Extraordinary Part2 Board Meeting</p> <p>The meeting was well attended by 4 NEDs and the Executives.</p> <p>The session agenda consisted of one item for discussion:</p> <p>1) Operational Plan This was presented by the following Executives. Chief Operating Officer, Chief Finance Officer, and the Chief People Officer. The proposals were presented in detail and a full and open discussion took place with all NEDs and executives fully involved, questioning, and challenging all aspects of the proposal. Following the lengthy debate the proposed plan, which will be exceptionally challenging was agreed with several caveats.</p> <p>Sufficient time was given to all presenters and other board members present. The meeting was well chaired, the item was given appropriate time for explanation and in-depth questioning and scrutiny by NEDs, all in attendance were able to contribute to the discussions.</p> <p>I was reassured by the level of scrutiny and probity that the Board members gave to the agenda item.</p> <p>03rd April 2024</p> <p>Part 1 - Public Board</p> <p>Governors were circulated with the papers for the Public Board in advance of the meeting via Team Engine. 5 No NEDs were present.</p> <p>The was a very full agenda for the meeting.</p> <p>The meeting opened with an Engagement story “A Patients Story”.</p>

The Chair and CEO tabled full and detailed reports of their activities over the period since the last Board. reports were included in the Board papers.

The Board Assurance Framework (BAF) was given full due diligence. There was a lengthy debate around Risk ratings and the how the Trust applies its risk Appetite to the Risk Ratings.

There was a lot of discussion around the Integrated Performance Reports, which were presented by the appropriate Executives.

NEDs and Executives questioned the teams, and an appropriate amount of time was given to this item., the papers were available in the pack.

Fragile Clinical Services: a lot of discussion took place following the item being presented to the meeting. The Neds and Executive members questioned and challenged the report fully.

Due time for questioning and challenging by NEDs and Executives was given to other Agenda items; Maternity Services, Nation Staff Survey, Communication & Engagement, and Freedom to Speak Up, these items were presented by the appropriate Executive. NEDs questioned and challenged providing them assurance on actions being taken.

The meeting received 5No items for Approval,

- 1) Board Cycle of Business
- 2) Trust Committees Cycles of Business and Terms of Reference
- 3) Board and Board Development Effectiveness Review
- 4) Performance Assurance Framework
- 5) Integrated Performance Report Refresh

The meeting received 8No items for assurance and noting.

The meeting concluded with a review of the meeting.

The meeting was chaired well, and time was given to all contributors, the meeting concluded on time.

Part 2 – Private Board

Following Part 1 in the afternoon I observed the Private Board. 5No NEDs were in attendance. The meeting agenda included items transferred to Private Board due to purdah.

All the NEDs 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 were Operational Plan – Update, Strategy Programme update. Annual Capital Plan.

There was one item for approval and following discussion and challenging the item was not approved and will be referred back to the Board at a later date.

Each item was presented by an Executive board member. There was very lengthy and in-depth questioning and challenging from all NEDs to gain assurance / reassurance on the strategies and actions being presented.

The meeting was well chaired, each item was given appropriate time for explanation and in-depth questioning and scrutiny by NEDs, 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 gave to all the agenda items.

NARC 17th April 2024

I was asked by the chair to observe the NARC. There were 5 NEDs in attendance.

The agenda consisted of two items.

- 1) Resignation of the CEO
- 2) Outcome of meeting with ICB

The meeting formally accepted the resignation from the CEO.

The remainder of the meeting was taken up by in depth discussions around a meeting held with the ICS which discussed CEO replacement and the best way forward for the Trust and the ICB around collaboration and integration.

All NEDs were involved in the discussions and agreement was reached to move forward with recruitment and pursue opportunities around integration.

All participants provided open and honest inputs into the discussions and the meeting was chaired well, allowing all to contribute.

24th April 2024

Extraordinary Part2 Board Meeting

The meeting was well attended by 4 NEDs and the Executives.

The session agenda consisted of one item for discussion:

- 1) Operational Plan 2024/25

	<p>A revised plan was presented to the meeting , this was questioned and challenged by the NEDs present fore them to gain assurance around the figures and planes presented. There was a length debate with all present involved before approval was agreed.</p> <p>It was sated that this may not be the final plan following it submission to the ICB.</p> <p>2) The remaining item covered was an update around a specific patents case. This was discussed and questions asked by the NEDs.</p> <p>Sufficient time was given to NEDs and other board members present. The meeting was well chaired, the items were given appropriate time for explanation and in-depth questioning and scrutiny by NEDs, all in attendance were able to contribute to the discussions.</p> <p>I was reassured by the level of scrutiny and probity that the Board members gave to the agenda item.</p>

GOVERNORS OBSERVATION PRO-FORMA (Ward Based)				
Date: 12/022024	Department Manager:		Governors Present: N Holding, S Fitzpatrick, A Robinson.	
Ward: B3 Halton				
Number of Patients: Capacity: 27 Total on day of visit: 27.	Staff on duty:	Days	Nights	CBU Manager:
	Nurses	4	3	
	Medical Team	1GP, 2RMO	Out of Hours RMO	
	Healthcare Assistants	4	4	Matron: Michelle Riding
	AHP's	3		
	Students			Lead Nurse: Carol McEvoy
	Domestic Assistants	2		
	Administration	Awaiting Replacement		Ward Manager: Hadley Biggs
	Housekeepers	1		

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 / Unplanned Care.	FOR ROUTINE VISITS: Once visit is completed send copy of document within 5 working days to Tracy Fennell, Deputy Chief Nurse tracy.fennell1@nhs.net Jen McCartney, Head of Patient Experience, and Inclusion Jennifer.mccartney@nhs.net

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
	<p><i>Using your senses, what do you hear?</i> <i>What do you see?</i> <i>What do you smell?</i> <i>What do you feel?</i> <i>How does that make you feel?</i> <i>What do you notice? Does that build your confidence and trust?</i> <i>Is information relevant, within date and displayed appropriately?</i></p> <p>Noticeboards in corridor to ward are clear and up to date and uncluttered. Some clutter about in main open area Busy Bright Calm Clean No noticeable smells. Excellent staff photo board. Ward secure. Nice LGBT Poster.</p>	3
WELL LED	Well Led	Confidence Score
	How confident are you that this Ward is WELL LED?	0 / 1 / 2 / 3

	<p>What is it like to work here? <i>(ASK ALL STAFF about staffing, leadership, team culture, uniforms, personal and professional development, feeling valued, feel supported, what matters most to you? etc.) How could this be improved further?</i></p> <p>Staff were very complimentary about working on the ward. Staff stated that they were well supported by the CBU, and senior staff were all available when needed. They appeared to be good team working. Time is allocated for training and staff development is available. All staff were in appropriate uniforms. When asked what action was taken if staff had any issues, they were aware of the management structural route and if necessary to their Speak UP champions. Some difficulty in getting time for face-to-face training.</p>	3
	<p>Do the ward staff know their data? <i>(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?) What quality improvement initiatives are in place in this area? Are staff aware of any specific risks? Is there good MDT working?</i></p> <p>Staff were aware of last incident and actions taken. There have been complaints of minor items going missing, these are investigated. Safety brief received each day and at each shift change. Incidents and complaints are discussed, and action put in place were required. Ward holds a daily ward briefing. There are a few QI initiatives taking place, Catheter Board (Management), Pressure ulcers, Staff are aware of the risks with each patient, and these are discussed daily.</p>	3
	<p>Is there anything that you notice that could improve how the department is led? <i>(provide details)</i></p> <p>Ward is having difficulty in discharges particularly patients from out of area.</p>	

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? <i>(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.) Do staff feel confident to raise any concerns?</i>	3
	Staff asked were aware of the processes to escalate issues. Staff spoken to felt that they could raise issue and problems with their managers. All staff were aware of their Speak Up Champion.	
	Is ward security appropriate? <i>(NOTICE Does anyone check who is arriving on ward? Could patients wander off ward without staff knowing? Do patients have ID wristbands? etc.) Is confidential information stored appropriately?</i>	3
Ward a secure entrance, we were challenged on the corridor by senior staff. All patients had I.D wristbands. Ward nurses' station has full visibility of entrance and bays. All patient information were secure and held at the nurse station.		
Are there any visible 'hazards' on this ward? <i>(NOTICE Corridors / fire escapes blocked? Sharps bins over filled. Storerooms and cupboards not locked; medicines left on the side? etc.)</i>	2	
Not all store storerooms locked. There was an amount of equipment in the main thoroughfare, this had to be moved for the meal service. Lack of storage space (bathroom being used as storage space).		
Are there any medication safety issues? <i>(NOTICE Are any medications not locked away? Are there any delays in giving medications?)</i>	3	
Medicines are kept in a locked room and in locked medicine cabinets.		

	<p>Does the ward have two entrances? Are processes in place to ensure this is managed? Are doors locked in areas that this is required?</p> <p>The ward has two alternative exits.</p>	3
CARING	<p>CARING</p>	Confidence Score
	<p>How confident are you that the staff on this ward are CARING?</p>	0 / 1 / 2 / 3
	<p>Do staff communicate / interact with patients and carers in a caring and compassionate manner? <i>("Hello, my name is")</i> Staff were observed communication with the patients and using their preferred name. Feedback from patients was very complimentary of the care provided by all the staff. All staff were seen to be caring and compassionate to the patients in their interactions.</p>	3
	<p>Do staff provide care that meets patient's individual needs? <i>(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.) Is there positive MDT working?</i> Patients' individual needs and requirement are met, preferred names are used. Relatives participate in the discussion regarding on going needs and discharge. Very good board with FFT information and Thank You cards.</p>	3
	<p>Are noise levels appropriate? <i>(NOTICE / ASK PATIENTS including noise at night)</i> During the visit (evening mealtime), the noise level was appropriate. So minor issues expressed from patient around noisy patients.</p>	3

	<p>Do patients feel involved in their care and treatment? <i>(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.)</i></p> <p>Patients spoken to stated that they were kept up to date and care plans were explained, any views they had were listen too. The ongoing care plans were discussed with the patients relative by the doctors and ward staff.</p>	3
FOOD and NUTRITION	<p>Food and Nutrition</p>	Confidence Score
	<p>How confident are you with the standards and experience of patient food and nutrition on this ward?</p>	0 / 1 / 2 / 3
	<p>Are standards met regarding meals and drinks? <i>(NOTICE / ASK PATIENT about quality, quantity, choice, timeliness, and help given if needed)</i></p> <p>Patient were satisfied with the food offering. General comments were around not always something they liked on menu. Help was provided to patients were required; this was observed. Meals were plated on the ward by catering staff, patients choose their meals from menu daily. New coloured crockery is being use with good feedback from patients, there were minor issues with the glaze making plated slightly difficult to handle for staff.</p>	3
	<p>Do patients feel there is enough choice at mealtimes? <i>(NOTICE / ASK PATIENT about options and presentation and help given if needed)</i></p> <p>Patients generally happy with the selections and menus. Some excellent meals others not as good were the general comments.</p>	3
	<p>Do patients feel they have enough to drink throughout the day? Is this appropriately recorded where required?</p> <p>Patients stated that they were well looked after, drinks / Hydration are available when requested, all bed had water available.</p>	3

	<p>Notice – are patients prepared for mealtimes? (e.g., do staff support patients out of bed in advance of mealtimes where possible)</p> <p>Patients were prepared for the evening meal. All patients that are able are seated by their beds. Hand wipes were provided.</p>	3
RESPONSIVE	<p>Responsive</p>	Confidence Score
	<p>How confident are you that staff on this ward are RESPONSIVE to patient's needs?</p>	0 / 1 / 2 / 3
	<p>Do patients know their plan of care and discharge plan? Are measures in place to ensure efficient and safe discharge? (ASK PATIENTS / STAFF how this is done?)</p> <p>Care plans are discussed with patient, relatives and any other organisation that may be required for discharge. The ward has a Discharge Co-Ordinator that is fully involved with the discharge plans.</p>	3
	<p>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?)</p> <p>No call bells observed. Patients indicated that they are quickly responded too.</p>	3
	<p>Are patient's specific needs met? (ASK PATIENTS about pain management, or any other specific needs that they have)</p> <p>Patients confirmed that they were given help and help was always available. Pain is managed at medication round 4 No times per day, and all staff carry out routine observations. A lack of activities available for patients, particularly Dementia patients. There was a missing meal for a diabetic patient, this was quickly resolved and meal available within 5mins.</p>	3

	<p>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?)</p> <p>Staff were aware of available support around disabilities and languages. Staff have access to Language Line The Ward is supported by multi professional team. At the time of the visit the Ward had 3No patients with Dementia and 5No patients with level of confusion. The ward is lacking a Dementia Table to help with the above number of dementia patients.</p>	<p>3</p>
EFFECTIVE	<p>Effective</p>	<p>Confidence Score</p>
	<p>How confident are you that the ward processes are EFFECTIVE?</p>	<p>0 / 1 / 2 / 3</p>
	<p>Does the ward / department appear to be clean and organised? Are there any visible risks present? (NOTICE general cleanliness, lockers and bedside tables, storage issues etc.)</p> <p>The Ward is very clean, all cleaners record sheets up to date. The storerooms are very neat, tidy. Cleaning standard achieved displayed at ward entrance. Ensure all storage cupboards are kept locked. There is a lack of storage for equipment and staff personal items. There are no staff room facilities. The alarms in bathrooms and toilets are confusing, some old alarms still there (one toilet had 4No alarm call points around the toilet). Good information on display around Patient Passport.</p>	<p>2</p>

	<p>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?)</p> <p>There are times when patients are to be transferred to other facilities, there are long delays with ambulance transfers. The Discharge Co-Ordinator has made a big difference in ensuring speedier discharges by co-ordinating all parties at an early stage.</p> <p>Some complex cases are difficult to transfer, this is more difficult with out of area patients (recently there has been an increase in out of area patients).</p> <p>Discharges normally run at around 100/month; this is now dropping.</p>	2
LASTING IMPRESSIONS and EVIDENCE of GOOD PRACTICE	<p>Lasting Impressions</p>	Confidence Score
	<p>Having carried out this observation, how confident do you now feel about whether patients are experiencing good care in this ward?</p>	0 / 1 / 2 / 3
	<p><i>Provide reasons for any change, from first impressions to your confidence levels:</i></p> <p>.</p> <p>Comments from patients around care and responsiveness</p> <p>Lack of storage</p> <p>Out of area patients difficult to discharge.</p>	3

Governor Observation Visit

Date / Time: 13/02/24 16:30hrs

Ward / Department: B3 Halton

Team: N Holding, S Fitzpatrick, A Robinson

Well Led

Positives	Recommendations
Good team working	Time available for face-to-face training
Availability for training	No storage for staff belongings
Staff liked working on the ward	
Q.I initiative	

Safe

Positives	Recommendations
Medicine management	Review storage to remove clutter

Caring

Positives	Recommendations
The interaction between staff and patients was excellent	
Patient comments around care	

Food and Nutrition

Positives	Recommendations
Availability of Hydration	Monitor minor issue with new crockery
Very calm mealtime observed	

Responsive

Positives	Recommendations
Addition of the Discharge Co-Ordinator, helping discharges	Review space / activities for dementia patients.

Effective

Positives	Recommendations
Cleaning standard	Review discharge times of out of area patients
The Discharge Co-Ordinator	Keep storerooms locked
	Review Staff room facilities
	Review alarms in bathrooms and toilets
	Review ambulance transfer times

GOVERNORS OBSERVATION PRO-FORMA (Non-Ward Based)

Date: 20/03/2024	Department Manager:	Governors Present: N Holding, S Fitzpatrick, K Bland		
Department: Ophthalmic Day Unit				
Number of Patients: Capacity: 15 (across to sessions) Total on day of visit: 5 (afternoon session)	Staff on duty:	Days	Nights (if applicable)	CBU Manager:
	Nurses	2		Matron: Carol McVay
	Healthcare Assistants	0		
	AHP's	0		Lead Nurse Leslie O'Hare
	Students	0		
	Domestic Assistants	1		Departmental Manager(s):
	Administration	1		
	Housekeepers	0		

FIRST IMPRESSIONS	First Impressions	Confidence Score
	Based on your first impressions on entering this department, how confident are you that patients are experiencing good care?	0 / 1 / 2 / 3
	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? Is appropriate information displayed? On approach of main corridor door locked, bell rung no answer and no notice or information for anyone wishing to entre. Unit information board blank (only heading was for January). Staff moving patient to ward approach us and stated they would be back shortly (nurse and ward clerk moving patient). Well decorated. No direction sign from main entrance until you reach second set of lifts in main Appleton Wing corridor then well signed. No smells Unit quiet Appropriate low lighting level. Patient file unattended on cabinet in patient area.	1

WELL LED	Well Led	Confidence Score
	How confident are you that this department is 'well led'?	0 / 1 / 2 / 3
	<p>What is it like to work here? – Ask staff about staffing, leadership, culture, development opportunities. Do they feel valued and supported? Do staff know about their data? – Ask staff about recent incidents, complaints, safety messages, patient experience. Is there anything you notice to suggest this department/area is not well led?</p> <p>Staff stated that they were happy working at Warrington and on the unit. Very good team working. (unit clerk assisting the two-nursing staff). Supported well by the CBU when necessary. Incidents and complaints discussed, and actions put in place. Training is available for staff to progress and to update their ophthalmology skills. Daily safety brief available every morning. FFT completion can vary some written, some electronic. Seems to be lacking AHP's. Main unit information board not being completed.</p>	2

SAFETY, CARING and RESPONSIVE	Safety, Caring and Responsive	Confidence Score
	How confident are you that this department is safe and caring?	0 / 1 / 2 / 3
	<p>Do staff know how to escalate concerns and are there any visible hazards? Do staff communicate and interact with patients or service users in a caring manner? Do staff provide care that meets individual needs of patients? Do patients feel involved in their care and treatment? Are staff aware of any risks in their areas?</p> <p>The department hold regular safety briefs. Empty bay privacy curtain dated 01/02/24. Secure entry, both doors locked and controlled. Patients can wait a few hours for procedures, patients spoken to happen with the care and treatment no issues with the wait. Staff respond to patients with any special needs (observed the separation of patient in unit from secure location). Patient records left on table in open area of unit. Patients stated that they had been offered drinks and food. A lot of complimentary cards from patients displayed. Staff available on unit minimal when patients being transferred to wards. Medicines well controlled.</p>	2

EFFECTIVE	Effective	Confidence Score
	How confident are you that the department processes are effective?	
LASTING IMPRESSIONS and EVIDENCE of GOOD PRACTICE	Does the department appear to be clean and organised? Are patients' appointments managed well?	0 / 1 / 2 / 3
	The area is very clean and well decorated. Some areas seem cluttered. Leaking tap, reported several weeks still not repaired. All storerooms clean and tidy. Nurses' office used as staffroom; personnel belongings stored (on view). Hydration station available for staff and patients. Sometimes issues when patients require District Nurse support with drops (sometime patient return to unit for drops). No entertainment for waiting patients, staff requested an additional radio.	3
LASTING IMPRESSIONS and EVIDENCE of GOOD PRACTICE	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?	
LASTING IMPRESSIONS and EVIDENCE of GOOD PRACTICE	Are there any specific areas of learning identified?	0 / 1 / 2 / 3
	Feedback from patients was very good and they were more than happy with the care and treatment. Issues with staffing, Patient notes left unattended in open area. Some issues observed may be due to variation in staff on the unit.	2

SHARING FINDINGS	
IF ANY IMMEDIATE CONCERNS: Escalate to Deputy Chief Nurse, 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

Governor Observation Visit

Date / Time: 20/03/24 14:00hrs

Ward / Department: Ophthalmic Day Unit

Team: N Holding, S Fitzpatrick, K Bland

Well Led

Positives	Recommendations
Good team working	Ensure main unit information board is completed daily.
Availability for training	No storage for staff belongings
	Review support staff on unit

Safe

Positives	Recommendations
Medicine management	Review storage to remove clutter
	Review staff numbers
	Review procedure around patient records

Caring

Positives	Recommendations
The interaction between staff and patients was excellent	
Patient comments around care	

Food and Nutrition

Positives	Recommendations
Availability of Hydration for patients and staff	

Responsive

Positives	Recommendations
Staff response to patients needs and special measures	

Effective

Positives	Recommendations
Cleaning standard	Ensure leaking tap repaired
	Review Staff room facilities
	Staff requested additional radio or other patient entertainment has patient can wait a few hours for treatment.

Ophthalmic Day case Surgery Action Plan

Purple	Action not initiated
Red	Action initiated but risk to achieving completion date
Amber	On track to achieve completion date
Green	Complete, awaiting assurance evidence
Blue	Complete, assurance evidence embedded received and passed to CBU for monitoring

No	Recommendation	Action Required	Current Position / Evidence	Lead	Completion Date	How do we know if will be effective	RA G	Risk and Grading	ID
1	Patient notes to be stored in a locked cabinet	02/04/24 2x locked cabinets ordered.	All patient notes to be kept out of reach of patients in an area where a staff member is. 02/05/24 notes trolleys delivered and are in use.	Lesley O'Hara Sara Nowell Vaughn	02/05/24	Upon arrival of locked notes cabinet			

No	Recommendation	Action Required	Current Position / Evidence	Lead	Completion Date	How do we know if will be effective	RA G	Risk and ID Grading
2	Upon entering the unit the door will remain open	02/04/24 When the unit is open the door is to remain open.	Doors to ODS locked, and no staff member available to answer the bell. 08/04/24 a notice has been applied to the door asking patients and relatives to ring the bell and take a seat, staff attend to the door promptly.	Lesley O'Hara Sara Nowell Vaughn	06/04/24	Daily visits from Matron and ward manager		
3	Repair of leaking tap	02/04/24 Reported to estates. Report to Kieran Beech	This has been reported 3x to estates. Julie McGreal has raised this to Kieran 02/04/24. 11/04/24 Chased Ian Wright 07/05/24 Chased with Ian and Kieran	Carol McEvoy/ Lesley O'Hara/ Sara Nowell Vaughn	16/04/24	When confirmed by estates work is complete		

No	Recommendation	Action Required	Current Position / Evidence	Lead	Completion Date	How do we know if will be effective	RA G	Risk and Grading	ID
4	Staff must use the identified lockers to store their belongings in ODS	To communicate daily to all staff.	Staff have been using an open staff room as storage for their personal belongings. 08/04/24 Staff are using lockers provided	Lesley O'Hara	06/04/24	To be included as part of the Daily Matron walk around.			
5	Welcome board to be updated daily	Remove welcome board from outside of ODS into the waiting room.	02/04/24 Reported to estates. 09/04/24 Welcome board has been moved to the reception area and is being completed daily.	Lesley O'Hara Sara Nowell Vaughn	06/04/24	To be included in as part of the Daily Matron walk around			
6	Entertainment in ODS	To write a letter to the league of friends to see if they could support the purchase of an additional radio, and 2x TV's.	There is 1x radio within the unit Entertainment for patients on both sides of ODS minute. 06/04/24	Carol McEvoy	16/04/24	Upon confirmation from the league of friends			

No	Recommendation	Action Required	Current Position / Evidence	Lead	Completion Date	How do we know if will be effective	RA G	Risk and ID Grading
			A staff member donated a radio					

GOVERNORS OBSERVATION PRO-FORMA (Ward Based)				
Date: 04/04/2024	Department Manager:	Governors Present: N Holding, S Fitzpatrick, A Robinson.		
Ward: A3				
Number of Patients:	Staff on duty:	Days	Nights	CBU Manager: Sharen Marlow
Capacity: 27	Nurses	6	5	
Total on day of visit: 27.	Medical Team	2		
	Healthcare Assistants	3	3	Matron: Claire Banks
	AHP's			
	Students			Lead Nurse: Claudene Reynolds
	Domestic Assistants	2		
	Administration	1		Ward Manager: Phillipa Lee
	Housekeepers	1		

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 / Unplanned Care.	FOR ROUTINE VISITS: Once visit is completed send copy of document within 5 working days to Tracy Fennell, Deputy Chief Nurse tracy.fennell@nhs.net Jen McCartney, Head of Patient Experience, and Inclusion Jennifer.mccartney@nhs.net

FIRST IMPRES SION	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

	<p> <i>Using your senses, what do you hear?</i> <i>What do you see?</i> <i>What do you smell?</i> <i>What do you feel?</i> <i>How does that make you feel?</i> <i>What do you notice? Does that build your confidence and trust?</i> <i>Is information relevant, within date and displayed appropriately?</i> </p> <p> Noticeboards in corridor to ward are clear and up to date and uncluttered. The Ward is well signed from Main Entrance Bright Calm Clean No noticeable smells. Ward Cleark sited at entrance to ward. Challenged on entry. </p>	3
WELL LED	Well Led	Confidence Score
	How confident are you that this Ward is WELL LED?	0 / 1 / 2 / 3

	<p>What is it like to work here? <i>(ASK ALL STAFF about staffing, leadership, team culture, uniforms, personal and professional development, feeling valued, feel supported, what matters most to you? etc.) How could this be improved further?</i></p> <p>Staff were very complimentary about working on the ward and at WHH. Staff stated that they were well supported by the CBU, and senior staff were all available when needed. Time is allocated for training and staff development is available. All staff were in appropriate uniforms. When asked what action was taken if staff had any issues, they were aware of the management structural route and if necessary to their Speak UP champions. Ward What's App' Group used to inform all staff of any issues. International nurse spoken to had integrated well and felt part of the team and was well supported. Staff stated that at time staff numbers were lower and caused some problems.</p>	3
	<p>Do the ward staff know their data? <i>(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?) What quality improvement initiatives are in place in this area? Are staff aware of any specific risks? Is there good MDT working?</i></p> <p>Safety brief given each day and at each shift change. Incidents and complaints are discussed, and action put in place were required. Staff were aware of last incident and actions taken. There are a few QI initiatives taking place, Falls, Pressure ulcers, Daily MDT meeting help each lunch time. Staff are aware of the risks with each patient, and these are discussed daily (staff kept informed via What's App Group).</p>	3
	<p>Is there anything that you notice that could improve how the department is led? <i>(provide details)</i></p>	
SAFE	Safe	Confidence Score
	How confident are you that this ward is SAFE?	0 / 1 / 2 / 3

	<p>Do staff know how to escalate issues if they have concerns about either a patient or the ward? <i>(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.) Do staff feel confident to raise any concerns?</i></p> <p>Staff asked were aware of the processes to escalate issues. Staff spoken to felt that they could raise issue and problems with their managers. Very open team working. All staff were aware of their Speak Up Champion.</p>	3
	<p>Is ward security appropriate? <i>(NOTICE Does anyone check who is arriving on ward? Could patients wander off ward without staff knowing? Do patients have ID wristbands? etc.) Is confidential information stored appropriately?</i></p> <p>Ward clerk sited at entrance to ward (Ward secure if this desk is staffed). All patients had I.D wristbands. Ward nurses' station in acute area was staffed during the visit. All patient information were secure and held at the nurse station. Fire doors were secure. The ward has locked cabinets for patients own medication.</p>	3
	<p>Are there any visible 'hazards' on this ward? <i>(NOTICE Corridors / fire escapes blocked? Sharps bins over filled. Storerooms and cupboards not locked; medicines left on the side? etc.)</i></p> <p>There was no clutter on the ward. There were no visible hazards on the ward. Fire escape doors were clear.</p>	3
	<p>Are there any medication safety issues? <i>(NOTICE Are any medications not locked away? Are there any delays in giving medications?)</i></p> <p>Medicines are kept in a locked room and in locked medicine cabinets on the acute area. Medicines are dispensed on the other area via a locked medicine trolley. The ward has locked cabinets for patients own medication.</p>	3

	<p>Does the ward have two entrances? Are processes in place to ensure this is managed? Are doors locked in areas that this is required?</p> <p>The ward has an alternative exit.</p>	3
CARING	CARING	Confidence Score
	How confident are you that the staff on this ward are CARING?	0 / 1 / 2 / 3
	<p>Do staff communicate / interact with patients and carers in a caring and compassionate manner? <i>("Hello, my name is")</i></p> <p>Staff were observed communicating with the patients and using their preferred name. Feedback from patients was very complimentary of the care provided by all the staff. There were comments regarding frustration around waiting for tests and no explanations being given.</p>	2
	<p>Do staff provide care that meets patient's individual needs? <i>(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.) Is there positive MDT working?</i></p> <p>We observed staff using patients preferred names. Relatives are involved in discussions. Very good board with FFT information and Thank You cards.</p>	3
	<p>Are noise levels appropriate? <i>(NOTICE / ASK PATIENTS including noise at night)</i></p> <p>During the visit (Lunch time), the noise level was appropriate. Minimal activity going on. Comments from patient were that the noise level increased during evening visiting time. No issues of noise during the night.</p>	3

	<p>Do patients feel involved in their care and treatment? <i>(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.)</i></p> <p>Patients spoken to stated that they were being kept up to date and care plans were explained, any views they had were listen too.</p>	3
FOOD and NUTRITION	<p>Food and Nutrition</p>	Confidence Score
	<p>How confident are you with the standards and experience of patient food and nutrition on this ward?</p>	0 / 1 / 2 / 3
	<p>Are standards met regarding meals and drinks? <i>(NOTICE / ASK PATIENT about quality, quantity, choice, timeliness, and help given if needed)</i></p> <p>Patient were satisfied with the food offering. General comments were around not always something they liked on menu, not enough choice at lunch time. (finger food would by good). Help was provided to patients where required; this was observed. The service was observed and it was done quickly and supported by the domestic staff. Patients commented that the lunch time sandwich filling particularly good, but bread not so good. Longer stay patients get fed up with the food (particularly lunch time)</p>	2
	<p>Do patients feel there is enough choice at mealtimes? <i>(NOTICE / ASK PATIENT about options and presentation and help given if needed)</i></p> <p>Patients generally happy with the selections and menus., not so good at lunch time Some excellent meals others not as good were the general comments. The ward holds a variety of snacks if patients require them. Patients with special dietary needs are catered for.</p>	2
	<p>Do patients feel they have enough to drink throughout the day? Is this appropriately recorded where required?</p> <p>Patients stated that they were provided drinks / Hydration at all times, all bed had water available. Hydration is available for staff.</p>	3

	<p>Notice – are patients prepared for mealtimes? (e.g., do staff support patients out of bed in advance of mealtimes where possible)</p> <p>Patients were prepared for lunch, this was observed. All patients that are able, are seated by their beds. Hand wipes were provided to all patients. Tables cleared.</p>	3
RESPONSIVE	<p>Responsive</p>	Confidence Score
	<p>How confident are you that staff on this ward are RESPONSIVE to patient’s needs?</p>	0 / 1 / 2 / 3
	<p>Do patients know their plan of care and discharge plan? Are measures in place to ensure efficient and safe discharge? (ASK PATIENTS / STAFF how this is done?)</p> <p>Patient spoken to, waiting to be discharged stated that they were fully aware of their ongoing care plan and that it had been explained.</p>	3
	<p>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?)</p> <p>There was a couple of call bell alerts during our visit, and these were immediately responded too. Call bells are in easy reach of patients. Toilets and Bathrooms had appropriate call bells, cords were full extended and accessible for patients.</p>	3
	<p>Are patient's specific needs met? (ASK PATIENTS about pain management, or any other specific needs that they have)</p> <p>Patients confirmed that they were given help and help was always available. Pain is management in place. The ward makes adjustments were required for patients with special needs. Ward had arranged a wedding, they utilised the Quite room and had flowers and photos.</p>	3

	<p>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?)</p> <p>Staff were aware of available support around disabilities and languages. Staff have access to Language Line Due to the nature of the ward open visiting is in place.</p>	3
EFFECTIVE	Effective	Confidence Score
	How confident are you that the ward processes are EFFECTIVE?	0 / 1 / 2 / 3
	<p>Does the ward / department appear to be clean and organised? Are there any visible risks present? (NOTICE general cleanliness, lockers and bedside tables, storage issues etc.)</p> <p>The Ward is very clean, all cleaners record sheets up to date. The storerooms are very neat, tidy. Cleaning standard achieved displayed at ward entrance. The ward stated that there are problems with availability of bed linen at week ends and they do run out regularly. The ward was very tidy and appeared well organised. The staff stated that they are in need of a Bladder Scanner.</p>	2
	<p>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?)</p> <p>There are times when patients are to be transferred to other facilities, there are delays with ambulance transfers. Discharges are sometimes delayed due to consultants not signing discharges until late. TTOs can also hold up discharges, even though the ward does have a pharmacist on the ward.</p>	2
LASTING IMPRESSIONS and	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

	<p><i>Provide reasons for any change, from first impressions to your confidence levels:</i></p> <p>.</p> <p>Patient comments around care were incredibly positive. The ward appeared very well organised. Staff working well as a team.</p>	3
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Governor Observation Visit

Date / Time: 04/04/24 12:00hrs

Ward / Department: A3

Team: N Holding, S Fitzpatrick, A Robinson

Well Led

Positives	Recommendations
Good team working	Review staffing numbers
Integration of international nurses	
Staff liked working on the ward	

Safe

Positives	Recommendations
Medicine management	Ensure entrance area is staff at all times

Caring

Positives	Recommendations
The interaction between staff and patients was excellent	Keep patients informed of delay in treatment/tests
Patient comments around care	

Food and Nutrition

Positives	Recommendations
Availability of Hydration	Look to introduce finger food / nibble boxes
Very calm mealtime observed	Review lunch time sandwiches
	Review lunch time menu

Responsive

Positives	Recommendations
Going the extra mile for patient (arranging a wedding)	
Flexible visiting	

Effective

Positives	Recommendations
Cleaning standard	Ensure that there is sufficient bed linen available over week ends
	Review the need for a Bladder Scanner
	Review delays in TTOs and Consultant sign off for Discharge

COUNCIL OF GOVERNORS

16 May 2024

SUBJECT	Governor Questions	AGENDA REF	COG/24/05/07
QUESTION 1	<p>A recent BBC article highlighted an increase in Urology referrals (more than double since 2016) for young people due to Ketamine abuse (see link). https://www.bbc.co.uk/news/uk-england-bristol-68826392 Is this something we are seeing in WHH? If so, the link above contains important info on a new document to help HCP's spot the signs of 'ketamine bladder'.</p>	Proposer: Diane Nield – Public Governor	
RESPONSE	<p>The Trust's Urology Clinical Lead confirms that the Trust is seeing increasing numbers of patients with Ketamine related bladder injury, having seen 5 cases in the last six months, 3 will require major surgery which the urology department describe as 'life changing'. Sadly, the Trust's Urologists are very familiar with the clinical features and diagnosis of this condition.</p>	Responder(s): Cliff Richards, Deputy Chair & Non-Executive Director. Ali Kennah, Chief Nurse Paul Fitzsimmons, Exec Medical Director	
QUESTION 2	<p>Has the Trust seen an increase in Vaping related illnesses among young people.</p>	Proposer: Diane Nield – Public Governor	
RESPONSE	<p>The Trust's Respiratory and Paediatric Clinical Directors report the Trust has not seen any increase in young people presenting with Vaping related illness. This is in line with the national picture - vaping related admissions in young people remain rare with 50 admissions across the UK in 2023/24 (NHS Digital Data)</p>	Responder(s): Cliff Richards, Deputy Chair & Non-Executive Director. Ali Kennah, Chief Nurse Paul Fitzsimmons, Exec Medical Director	
QUESTION 3	<p>Is there a podiatrist service available to long stay patients</p>	Proposer: Linda Mills, Public Governor	
RESPONSE	<p>Yes, there is a podiatry service in place for all patients that are admitted to a ward. A member of the multidisciplinary team can refer the patient to the service via an ICE referral. Patients can be seen as an inpatient or in the community once discharged home.</p> <p>The podiatry service is a community-based service, the podiatrists are employed by Bridgewater and in reach into WHH.</p>	Responder(s): Cliff Richards, Deputy Chair & Non-Executive Director. Ali Kennah, Chief Nurse Paul Fitzsimmons, Exec Medical Director	
QUESTION 4	<p>Patients have questioned that the Trust does not take back crutches/frames if they do not have indication on them that there were dispensed from WHH, is this correct.</p>	Proposer: Linda Mills, Public Governor	
RESPONSE	<p>Walking frames that are prescribed to inpatients on wards are labelled with details on how to return to the supplier. The supplier</p>	Responder(s):	

	<p>for WHH recycling of walking frames supports the reduction in carbon footprint.</p> <p>If patients have walking frames or elbow crutches that they no longer need, they can drop them off at both the Halton and Warrington sites regardless of where they have been dispensed from. Returned equipment will be checked from a safety perspective and re-issued if appropriate. Walking aids that are received that following a safety check, cannot be re-issued, are condemned.</p> <p>Drop off points are via the reception areas at Halton Hospital and CSTM. At Warrington drop off is available in outpatient clinic.</p>	<p>Cliff Richards, Deputy Chair and Non-Executive Director, Ali Kennah, Chief Nurse</p>
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QUESTION 5	<p>It seems that our Theatre Productivity is nationally very low at 65%. What actions are being taken to improve this position.</p>	<p>Proposer: Sue Fitzpatrick, Public Governor</p>
RESPONSE	<p>The Trust has refreshed its theatres productivity program with an agreed series of theatre productivity improvement projects scheduled for 24/25 including work on scheduling systems, early finishes, reduction in down time between cases and late cancellations. Progress against this plan will be overseen through the Planned Care Improvement Group reporting to the Productivity Improvement Executive Oversight Group and on to Finance and Sustainability Committee.</p>	<p>Responder(s): John Somers, Non-Executive Director. Dan Moore, Chief Operating Officer & Deputy CEO; Paul Fitzsimmons, Exec Medical Director; Dan Moore Chief</p>

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/24/05/08			
SUBJECT:	Amendments to the Constitution – Public constituencies, minimum number of public members, Code of Governance updates			
DATE OF MEETING:	16 May 2024			
ACTION REQUIRED:	To approve			
AUTHOR(S):	Emily Kelso, Corporate Governance & Membership Manager			
EXECUTIVE DIRECTOR SPONSOR:	Simon Constable, Chief Executive			
LINK TO STRATEGIC OBJECTIVE	SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
		✓	✓	✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
				✓
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>The Trust's Constitution states: 45. <i>Amendment of the constitution</i> 45.1. <i>The Trust may make amendments to its constitution if:</i> 45.1.1 <i>more than half of the members of the Board of Directors of the Trust voting approve the amendments; and</i> 45.1.2 <i>more than half of the members of the Council of Governors of the Trust voting approve the amendments.</i></p> <p>Following a Governor Working Group that took place on 15th April 2024. the paper sets out the proposal to make the following three key changes to the WHH constitution (as detailed within the paper)</p> <p>1 ANNEX 1 – The Public Constituency – minimum number of members required.</p> <p>Code of Governance updates</p> <p>2. Non-NHS income 3. Significant transactions</p> <p>Further to the proposals detailed above, the Governor Working Group that took place on the 15 April 2024, Governors also discussed a number of amendments around public member constituencies and Partner Governors which will be considered further at a later stage.</p>			

PURPOSE: (please select as appropriate)	Approval ✓	To note	Decision
RECOMMENDATION:	<p>The Council of Governors is asked to approve the amendments to the Constitution as outlined in the paper:</p> <ul style="list-style-type: none"> • The Public Constituency – minimum number of members required, 50 per constituency. • Code of Governance updates, in regard to: <ul style="list-style-type: none"> ○ Non-NHS income ○ Significant transactions <p>and note the considerations in relation to the current Public Governor constituencies and possible Partner Governor.</p>		
PREVIOUSLY CONSIDERED BY:	Committee	Not Applicable	
	Agenda Ref.		
	Date of meeting		
	Summary of Outcome		
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	Submit to Trust Board		
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full		
FOIA EXEMPTIONS APPLIED: <i>(if relevant)</i>	None		

COUNCIL OF GOVERNORS

SUBJECT	Amendments to the Constitution – minimum number of public members, Code of Governance updates	AGENDA REF:	COG/24/05/08
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1. Background/Context

In regard to amendments to the Trust's Constitution, the current WHH 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.*

This paper provides details of the recommendations being made to amend the Trusts Constitution; the three changes are:

1. ANNEX 1 – The Public Constituency – minimum number of members required.

Code of Governance updates

2. Non-NHS income
3. Significant transactions

2. Updates to the WHH Constitution

Following a Governor Working Group that took place on 15th April 2024, the recommended changes to the constitution are proposed and include some minor formatting amendments and the following three notable amendments:

1. Minimum Public Membership numbers

The minimum number of members required for each public constituency this has been benchmarked against other comparable FTs in the Cheshire and Merseyside ICS.

The proposal is:

ANNEX 1 – THE PUBLIC CONSTITUENCY

(Paragraphs 6.1 and 6.3)

The Public Constituency consists of the three areas specified in the table below:

Area	Constituency	
1	Warrington North	50
2	Warrington South	50
3	Halton	50
4	Rest of England	50
Total		200

The minimum number of members required for each area of the Public Constituency is 50.

Code of Governance Updates

2. Non-NHS Income

On reviewing our compliance with the latest Code of Governance, the Trust is required to update section 40.7 of the Constitution (page 27) which currently states:

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.

The updated requirement in the Code of Governance is as follows: More than half the Governors who vote to approve any proposal to increase the proportion of the Trust's income earned from non-NHS work by 5% a year or more.

For example, Governors will be required to vote where an NHS foundation trust plans to increase its non-NHS income from 2% to 7% or more of the Trust's total income.

The proposed updated wording is as follows:

40.7 Where the Trust proposes to increase the proportion of its income earned from non-NHS work by 5% a year or more, it may implement the proposal only if more than half of the Governors vote to approve.

3. Significant Transactions

In addition, the updated Code of Governance provides a revision in relation to Governors taking decisions on significant transactions, mergers, acquisitions, separations or dissolutions. This is also reflected in the recent Addendum to your statutory duties – reference guide for NHS foundation trust governors.

The **Code of Governance** states: A Council may disagree with the merits of a particular decision of the Board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the Council of Governors would need to provide evidence that due diligence was not undertaken.

On reviewing our compliance with the latest Code of Governance, the Trust is required to update section 42.2 of the Constitution, which currently states:

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.

The proposed revision to the constitution (pages 29) is as follows:

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. A Council may disagree with the merits of a particular decision of the Board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the Council of Governors would need to provide evidence that due diligence was not undertaken.

3. Further Considerations

Further to the proposals detailed above, the Governor Working Group that took place on the 15 April 2024, Governors also discussed a number of amendments around public member constituencies, these were:

- Merging the Warrington North and Warrington South public constituencies to form Warrington with 8 seats
- Increasing the number of Governor seats in the Halton constituency to 6
- Reduce the number of Governors in the Rest of England constituency to 1

These changes are not being proposed to the Council of Governors at this stage, due to the recently announced integration work with Bridgewater Community Healthcare NHS FT which is still in the early stages. It is hoped that the Trust will have more clarity around the process and governance arrangements prior to the next Council of Governors meeting scheduled for 15 August 2024, this will still allow for any constituency amendments to be processed prior to Governor elections.

An item has also been scheduled for the Governor Development Day 12 June 2024, where Governors will be updated on the progress around the integration with Bridgewater Community Healthcare NHS FT.

Furthermore, the Governor Working Group considered the current Partner Governors and options to include further educational/ University representation. Again, with the integration work with Bridgewater Community Healthcare NHS FT, this will be given further consideration at a later stage

4. Recommendations

The Council of Governors is asked to approve the amendments to the Constitution as outlined in the paper:

- The Public Constituency – minimum number of members required, 50 per constituency.
- Code of Governance updates, in regard to:
 - Non-NHS income
 - Significant transactions

and note the considerations in relation to the current Public Governor constituencies and possible Partner Governor.



Warrington and Halton
Teaching Hospitals

NHS Foundation Trust

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**WARRINGTON AND HALTON
TEACHING HOSPITALS
NHS FOUNDATION TRUST**

(A PUBLIC BENEFIT CORPORATION)

**CONSTITUTION
(v4.32)**

Commencement Date: ~~529 June March 2024~~ 2024₃

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

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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	Eligibility 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.
4.3	16.05.24	40.7	27	Updated in line with Code of Governance for NHS provider Trusts around non-NHS income
4.3	16.05.24	44.2	28-29	Updated in line with Code of Governance for NHS provider Trusts around Significant transactions
4.3	05.2024	Annex 1	31	The Public Constituency – minimum members changed to 50 from each public constituency

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Document owner

[Company-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**

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**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”	<p>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</p> <p>b) each successive period of twelve months beginning with 1st April.</p>
“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 61 of 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”	Means the Warrington and Halton Teaching Hospitals

or “the Foundation Trust” 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.

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4.2 Members' Data and Rights

[4.2.24.2.2.1](#) 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.

[4.2.34.2.2.2](#) 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:

[4.2.2.2.1](#) To conduct elections to our Council of Governors, which are elected by either public or staff members

[4.2.2.2.2](#) To produce an 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.

[4.2.44.2.3](#) 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.

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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 [\(members aged 16 and above only\)](#), 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.

[4.5.24.5.3](#)

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. **Annual 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.

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- 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 ~~An elected G~~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 ~~eE~~lected ~~gG~~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 ~~eE~~lected ~~gG~~Governor shall be eligible for re-election at the end of their term.
- 12.4 Subject to paragraph 12.5 below, an ~~aA~~ppointed ~~gG~~Governor shall be eligible for reappointment at the end of his or her term.
- 12.5 Elected ~~gG~~Governors and ~~aA~~ppointed ~~gG~~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 ~~gG~~Governors, once an elected ~~gG~~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 ~~d~~irectors' 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 ~~g~~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 Chair¹, they are a member of the Public Constituency and

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

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.

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;

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

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.

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 ~~they~~ ~~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.

36.3 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 the proportion of its income earned from non-NHS work by 5% a year or more, it may implement the proposal only if more than half the Governors vote to approve. 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.~~

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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.

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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. A Council may disagree with the merits of a particular decision of the Board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the Council of Governors would need to provide evidence that due diligence was not undertaken.

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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 paragraph 46.1 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

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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 ~~four areas~~ Local Government electoral wards specified in the table below:-

Area	Constituency	Minimum Members
1	Warrington North	50
2	Warrington South	50
3	Halton	50
4	Rest of England	50
Total		200

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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~~ 50. 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 Royal 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 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

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
30. Issue of replacement ballot paper
31. Declaration of identity for replacement ballot papers

Procedure for receipt of envelopes

32. Receipt of voting documents
33. Validity of ballot papers
34. Declaration of identity but no ballot paper
35. Sealing of packets

Part 6 – Counting the votes

36. Interpretation of Part 6
37. Arrangements for counting votes
38. The count
39. Rejected ballot papers
40. Equality of votes

Part 7 – Final proceedings in contested and uncontested elections

41. Declaration of result for contested elections
42. Declaration of result for uncontested elections

Part 8 – Disposal of documents

43. Sealing up of documents relating to the poll
44. Delivery of documents
45. Forwarding of documents received after close of the poll
46. Retention and public inspection of documents
47. Application for inspection of certain documents relating to election

Part 9 – Death of a candidate during a contested election

48. Countermand or abandonment of poll on death certificate

Part 10 – Election expenses and publicity

Expenses

49. Expenses incurred by candidates
50. Expenses incurred by other persons
51. Personal, travelling and administrative expenses

Publicity

- 52. Publicity about election by the corporation
- 53. Information about candidates for inclusion with voting documents
- 54. Meaning of “for the purposes of an election”

Part 11 – Questioning elections and irregularities

- 55. Application to question an election

Part 12 – Miscellaneous

- 56. Secrecy
- 57. Prohibition of disclosure to vote
- 58. Disqualification
- 59. Delay in postal service through industrial action or unforeseen event

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 Returning 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 spoiled 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.

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

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

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

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 policies 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

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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
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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 21 of 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.

ANNEX 9 LEAD AND DEPUTY LEAD GOVERNOR ROLES

LEAD GOVERNOR ROLE DESCRIPTION

NHS-EA, 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-EA) 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-EA 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%)

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COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/24/05/10			
SUBJECT:	Membership Strategy Implementation and Progress Report – Q4 2023/24			
DATE OF MEETING:	Thursday 16 May 2024			
ACTION REQUIRED:	To note			
AUTHOR(S):	Emily Kelso, Corporate Governance & Membership Manager			
EXECUTIVE DIRECTOR SPONSOR:	Steve McGuirk, Chair			
LINK TO STRATEGIC OBJECTIVE	SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients ✓	Workforce ✓	Public ✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
				✓
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>This report updates on activity against the three strategic objectives of the Trusts Memberships strategy, and the priorities agreed against each of these objectives:</p> <p>Strategic Objective 1: High Quality Information Provision of high-<u>quality</u> Information to WHH Members to provide them with the knowledge they need to understand the offer of membership at WHH and to be ambassadors for the Trust.</p> <p>Strategic Objective 2 : Inclusivity Ensure our membership is reflective of the different <u>people</u> and communities, we serve, with a focus on attracting younger members and those from groups that are currently underrepresented.</p> <p>Strategic Objective 3: Sustainability Taking meaningful steps so we can make sure that we are promoting <u>sustainability</u> in all membership communications and activities.</p> <p>The report consists of:</p> <ul style="list-style-type: none"> • Overview of Q4 activity • Details of the current plan of engagement events which the Trust is organising or attending during 2024 including confirmed Governor attendance. 			
PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision	

RECOMMENDATION:		
PREVIOUSLY CONSIDERED BY:	Committee	Governor Engagement Group
	Agenda Ref.	GEG/24/05/05
	Date of meeting	2 May 2024
	Summary of Outcome	noted
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	None	
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full	
FOIA EXEMPTIONS APPLIED: <i>(if relevant)</i>	None	

Membership Strategy Update

Quarter 4 2023/24



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Strategic Objective 1: High Quality Information

Provision of high-quality Information to WHH Members to provide them with the knowledge they need to understand the offer of membership at WHH and to be ambassadors for the Trust.

Priorities	Activities in Quarter 4	Expected Completion
Educate current and prospective members on the membership offer at WHH.	<ul style="list-style-type: none"> Website updates progressing along with WHH Website redevelopment Members Newsletters – with sections from Governors about their role and Membership (February edition Q4 circulated 2nd February 2024 a 41% open rate was achieved) Governors attended Trust events, New day case theatre opening 3 April, All Experts by Experience contacted via email with information on how to become a Truts member – 10 have signed up to date Engagement Stand dates agreed with Governors to support. Space has been booked across sites to engage with and recruit new members. Each will take place following GEG meetings: 2nd May at Halton, 31st July and Warrington, 30th October Halton 	Ongoing Ongoing
Reinforcing the various ways members can contribute their views, thoughts and ideas to help shape WHH and showcasing what the Trust is doing in response to the feedback received.	<ul style="list-style-type: none"> Members Newsletter – May edition to include information about EbyE, Community Events, Charity News and activities to get involved in “You said, We Did” sections now to be included in members newsletters in response to the Public Feedback: Priorities, (these were Warrington – reduce waiting times, improve parking, increase staffing levels and Halton – improve estates, increase staffing levels, reduce waiting times). Section in newsletter CDC, Living Well Hub and new Theatre at CSTM along with a brief Car Parking update . 	Ongoing
Keep members and partners updated on developments at WHH plus the activity of the Council of Governors so that we can promote engagement and also attract new members.	<ul style="list-style-type: none"> Members Newsletter provides details on upcoming Trust and Community Events Engagement Stand s (as above) Annual Members Meeting 2024 has been scheduled, 2 October 2-024, Post Grad Centre, Warrington, All Board members and Governors have received the invitation. Members newsletter to promote along with lections communications. Annual Report - governor content drafted to be presented to GEG for approval. 	Next edition May Ongoing 4 October 23 2 May 2024
Retention of active members and recruitment of new Members.	<ul style="list-style-type: none"> Recruitment Stands (as above) Engagement events being utilised to recruit new members 	Ongoing
Development of suitable Induction Training for newly elected Governors & Development Training for current Governors	<ul style="list-style-type: none"> Governor Development Day planned for 12 June 2024 – to be facilitated by the Trust OD and Corporate Governance Teams. Governor Handbook published online 	12 June 24

Strategic Objective 2 : Inclusivity

Ensure our membership is reflective of the different people and communities, we serve, with a focus on attracting younger members and those from groups that are currently underrepresented.

Priorities	Activities in Quarter 4	Expected Completion
Focusing on reaching out to the target groups which are underrepresented such as under 35's, public male members as well as those in ethnic minority groups.	<ul style="list-style-type: none">Upcoming Engagement Events to be utilised to recruit members from underrepresented groups. Recruitment/Engagement Packs produced for Governors to support recruitment events - including a limited number of paper membership forms, QR leaflets to complete membership in own time, an iPad for online applications, Governor Handbooks, NHS Feedback Forms produced, to ask questions: In a sentence, tell us of a time when the NHS made a difference to you; Tell us 3 words you would use to describe the NHS; Tell us your 3 top priorities to help improve patient experience.	Ongoing
	<ul style="list-style-type: none">Rota has been devised for Governors to attend upcoming Engagement Events (see slide 5)	Ongoing
Simplifying our communications so that the message is clear and accessible.	Civica Engage being used with new Trust branding for Members Newsletters	Ongoing
	Following database cleanse all elections communications will be by email and all voting digital unless otherwise requested	Ongoing
	New Governor posters have been finalised and will be displayed across Trust Sites in Q1	May 2024



Strategic Objective 3: Sustainability

Taking meaningful steps so we can make sure that we are promoting sustainability in all membership communications and activities.

Priorities	Activities in Quarter 4	Completion Deadline
Being environmentally conscious in production of our marketing material.	<ul style="list-style-type: none">Membership stands will primarily use digital membership application rather than paper formsQR codes will be used to direct members to the Governor Handbook available on the Trust website, very few hard copies will be made available.	Ongoing
		Ongoing
Playing an active role in contributions to the sustainability agenda at WHH.	Reduced printing <ul style="list-style-type: none">Members Newsletter now circulated via email only – we now have 2185 email addresses for our 3089 members. As per the statistics following circulation of the February Members Newsletter an open rate of 41% was achieved, a slight reduction from the November edition which achieved a 44% open rate.All future Governor elections communications including voting to be electronic unless specifically requested to be via post.All new members will be asked to add their email address via the application form, engagement stands will encourage current members to provide their email addresses if we do not have on file.	Ongoing
		Ongoing
Carrying out a database cleanse to Improve the quality of the data we hold for public members, retaining active members only and recruit new members particularly from underrepresented groups.	<ul style="list-style-type: none">The Trust currently has 3,089 active members (a reduction from 9,940 - 31 March 2023)Forthcoming engagement events (slide 5) to be utilised for member recruitment a Governor Pack to be developed to engage with and recruit new members. Governor attendees confirmed.	November 2024

Governor Engagement Activities – Q4



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust



New Day Case Unit & theatre opening



Living Well Hub – Opening

Maternity CQC Rating – Good



Forthcoming Engagement Events: 2024



**Warrington and Halton
Teaching Hospitals**

NHS Foundation Trust

Date	Event	Time	Venue	Event Purpose	Governors Attending
2 May 2024	Member Engagement & Recruitment Stand - Halton	12-2pm	Entrance to George Lloyd Restaurant Halton Hospital	Governors hosting a member engagement and recruitment stand at Halton Hospital, to engage with current members and members of the public and recruit new members with a focus on underrepresented groups.	SF, AR, NH, LM, NF
20 May 24	WHH International Clinical Trials Day	10am to 2pm	Atrium Warrington Hospital & George Lloyd Restaurant, Halton Hospital	An annual event promoting the accomplishments of clinical research professionals in public health/medicine and their efforts in clinical trials.	None confirmed
8 June 24	Warrington Pride	TBC	Town centre, Warrington	Annual open event celebrating the LGBTQ+ community.	None confirmed
29 June 24	Armed Forces Day	9am to 6pm	Crossfield's Rugby Club, Great Sankey, Warrington, WA5 1XU	Annual open event comprised of Armed Forces Rugby League games, military vehicle displays, stands and activities.	None confirmed
31 July 24	Member Engagement & Recruitment Stand - Warrington	12-2pm	Warrington Hospital front Entrance , by Costa	Governors hosting a member engagement and recruitment stand at Warrington Hospital, to engage with current members and members of the public and recruit new members with a focus on underrepresented groups.	DN
14 July 24	Disability Awareness Day	10am to 4pm	Walton Hall and Gardens, Higher Walton, Warrington, WA4 6SN	Annual family fun day and pan-disability event led by Warrington Disability Partnership.	None confirmed
15 Sept 24	Warrington Mela	TBC	Queen's Garden, Palmyra Square, Warrington, WA1 1JN	Annual open event supporting cultural diversity and community inclusion within the town.	None confirmed
2 Oct 24	Annual Members Meeting	3.30pm to 5pm	Post Grad Centre Warrington	Annual Trust membership event bringing together Foundation Trust Members, Governors, Directors and the Chair.	None confirmed
30 Oct 24	Member Engagement & Recruitment Stand - Halton	12-2pm	Entrance to George Lloyd Restaurant Halton Hospital	Governors facilitating a member engagement and recruitment stand at Halton Hospital, to engage with current members and members of the public and recruit new members with a focus on underrepresented groups.	LM, NH

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/24/05/11			
SUBJECT:	Communications and Engagement Update Q4 2023-24			
DATE OF MEETING:	16 May 2024			
ACTION REQUIRED:	To note			
AUTHOR(S):	Alison Aspinall, Head of Communications and Engagement Esstta Griffiths, Engagement and Involvement Officer			
EXECUTIVE DIRECTOR SPONSOR:	Kate Henry, Director of Communications & Engagement			
LINK TO STRATEGIC OBJECTIVE	SO3: We will ... Work in partnership with others to achieve social and economic wellbeing in our communities.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients ✓	Workforce ✓	Public ✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No ✓	N/A
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>This report updates on communications and engagement activity during quarter 4 of 2023-24. It incorporates the quarterly reporting on the Working with People and Communities Strategy and elements of the previous Communications and Engagement Dashboard into one report.</p> <p>The report consists of:</p> <ul style="list-style-type: none"> • Overview of Q4 activity from January to 25 March, when the report was compiled and submitted to Trust Board) • Updates on Experts by Experience activity and involvement • Key communications campaigns and highlights from Q4 • Working with People and Communities Strategy Q4 update • Details of the current plan of upcoming engagement events which the Trust is hosting or attending during 2024 			
PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision	
RECOMMENDATION:				
PREVIOUSLY CONSIDERED BY:	Committee	Governor Engagement Group		
	Agenda Ref.	GEG 24 05 07		
	Date of meeting	Thursday 2 May 2024		
	Summary of Outcome			

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

Communications and engagement update

Quarter 4 2023-24 (January to March)

Council of Governors

16 May 2024



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Our role within WHH

The Communications and Engagement Team remit covers:

- Communications and Engagement Strategy development
- Communications planning and evaluation to support strategic projects
- Internal communications including content production for The Week and Team Brief
- External communications including media relations and stakeholder updates
- Digital communications including – content development for trust's corporate social media channels and updates to the website
- Identity, branding and design
- Engagement in our communities
- Experts by Experience programme
- Processing and review of clinical patient information
- Freedom of Information (FOI) requests – **please note that FOI will move to Corporate Governance from 1 April 24**

During the Q4 period (January to 25 March 2024) the Communications and Engagement Team...

- processed and allocated **45** communications 'Job Requests' for design, film, photography and communications campaign support
 - issued a total of **22** media releases/statements
 - handled **21** enquiries from local, regional and national print and broadcast media
 - processed **184** emails through the enquiries inbox
 - received **207** Freedom of Information (FOI) requests
 - processed and issued **171** FOI request responses
- 

Q4 activity and achievements overview

- Coordinating the annual WHH Thank You Awards including promotion of a new People's Choice category via the public/media
- Promoting the national measles/MMR campaign and development of localised communications, shared across NHS North West region
- Working with Informatics Merseyside to scope and develop a new intranet and website – to be delivered spring/summer 2024
- Working with external provider to deliver an updated WHH staff handbook – fully funded by advertising
- Working with Pulse Outdoor advertising to secure advertising income from digital screens and static poster panels located on both sites
- Working with Cheshire and Merseyside Endoscopy Transformation Programme for the new Endoscopy Hub in Nightingale Building
- Supporting plans for an opening of the new day case unit and theatre at Captain Sir Tom Moore (phase one) as part of £9.3m TIF funding
- Producing communications for the Pharmacy First campaign to make relevant for our local population
- Continuing communications support for winter pressures, MaDE discharge campaigns and industrial action, where required



Details of other communications and engagement activity is included in the highlights section of this update

Media

The Trust issued 11 **proactive** media releases/statements during Q4 including:



Hospital transforms stroke care with innovative patient focused activities

[Read the release](#)



WHH celebrates 1,860 years of dedicated service at awards event

[Read the release](#)



WHH sees improvements across all areas in the 2023 NHS Staff Survey

[Read the release](#)



Nominate your health hero for a WHH People's Choice Award

[Read the release](#)

In addition, the Communications and Engagement team facilitated interviews with local media on subjects including lymphoedema, new pharmacy robots and recognition for the team that saved the life of a woman who required 70 units of blood following a postpartum haemorrhage.

Engagement, involvement and insight

During Q4 (Jan to March 2024) we recruited **5 Experts by Experience (EbyEs)**

We received requests for engagement support for the following projects:

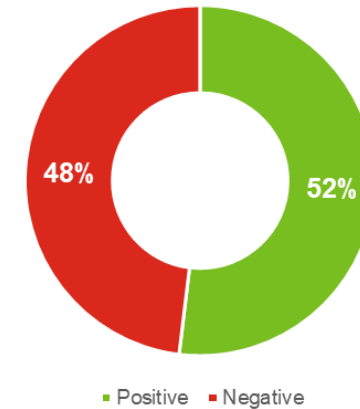
- Mental Health Strategy review and refresh
- Quality Strategy and priorities survey/engagement
- Draft Maternity Strategy 2023 - 2026
- PEP User Acceptance Testing
- Geriatric Medicine renaming survey
- Runcorn Health and Education Hub design

Quality Strategy and priorities engagement

Throughout Q4 Ernesto Quider, Associate Director of Quality, encouraged participation through a programme of community outreach and engagement, where participants were asked to identify top areas for improvement within the areas of Patient Safety, Clinical Effectiveness and Patient Experience.

Compiled outcomes and areas for future quality focus will be available once the survey and outreach responses are collated.

PATIENT EXPERIENCE
ONLINE REVIEWS



A total of 52 online reviews from patients rating their WHH experience were published in Q4.

Sources of data:

- NHS Choices
- Google reviews
- I want great care

Experts by Experience (EbyE) projects

Project Name	Overview	No of EbyEs req	Outcomes
Mental Health Strategy refresh	Request for EbyE to join strategy group to review and refresh WHH Mental Health Strategy	5	<ul style="list-style-type: none"> 7 EbyEs recruited inc personal experience stories Regular Strategy meetings to be held
Draft Maternity Strategy	Request for EbyE feedback on Trust Maternity Strategy content, wording and info	2	<ul style="list-style-type: none"> 2 EbyEs recruited to feedback on draft Maternity Strategy Feedback re: language, formatting and content shared with Director of Midwifery
Renaming Geriatric Medicine Dept survey	Request for EbyE to inform renaming of Geriatric Medicine from shortlist of choices, to be more meaningful for patients, carers and visitors	Unlimited	<ul style="list-style-type: none"> 37 EbyE responses (currently) – survey closes 29/03/2024 Current choices: Department of Medicine for Older People (57%), Care of the Elderly (35%), Geriatric Medicine (8%) Finalised feedback to be shared with project lead
PEP - User Acceptance Testing	Request for EbyE involvement in final stage app testing of software, before app goes live	3	<ul style="list-style-type: none"> 4 EbyEs recruited Participant info and reasonable adjustment needs shared with project lead Next steps TBC (delayed due to project changes)

EbyE projects (continued)

Project Name	Overview	No of EbyEs	Outcomes
Innovation survey	Request for EbyE survey participation re: understanding and focus for innovation at WHH	Unlimited	<ul style="list-style-type: none"> • 57 responses collected (in total) • Feedback collected by project lead • Final survey results being collated by RD&I Team
Quality Strategy and priorities survey	Request for EbyE survey participation to develop Quality Strategy 2024-2027 and alignment of Quality Priorities	Unlimited	<ul style="list-style-type: none"> • 160 responses collected • Feedback collected by project lead • Final survey outcomes and results being collated by QA Team
Runcorn Health & Education Hub development	Invitation for EbyE to contribute to design and accessibility of Runcorn Health & Education Hub	6	<ul style="list-style-type: none"> • 3 EbyEs recruited to take part in design workshops and project discussions • Next steps TBC (delayed due to project timeline changes)

Campaigns shared with EbyE: 1
 (Halton Borough Council - HaltOnLoneliness survey)



**Warrington and Halton
Teaching Hospitals**

NHS Foundation Trust



Key campaigns / highlights from Q4

Digital projects

Communications support for the implementation of digital projects:

Digital Strategy launch

- GMWHH and video message from WHH's Chief Information Officer Tom Poulter to explain our journey to be a 'Digital Trust'
- production of a Digital Strategy Roadmap (see image)
- creation of [Digital Strategy section](#) in the Digital Services extranet workspace with links to resources

Patient Engagement Portal (PEP)

- series of GMWHH messages to update staff on the new PEP procurement process, the requirement for all appointment letters to move to digital printing and appointment of supplier Dr Doctor
- creation of [PEP page](#) with FAQs in digital services workspace
- Patient/public messaging to include advertisements in community magazines/local media, paid social media advertising, editorial, plus 25k leaflet drop to households and information at community venues

New electronic patient record (EPR)

- GMWHH messaging to staff about procurement process commencing
- creation of [EPR](#) section including FAQs and a video update on the new EPR with WHH Executive Medical Director Paul Fitzsimmons



Communications support for digital projects provided through additional resource contracted by the Trust.

Living Well Hub launch

Communications and engagement support was provided for the official opening for the new Living Well Hub at Warrington town centre in March 2024.

Communications activity included:

- Coordination of opening event invitations to a range of stakeholders
- GMWHH message for staff and updates in Team Brief
- [Media release](#) to promote the official opening ahead of the opening to the public
- Social media updates on WHH and partner channels
- Arranging media presence at the opening and coordinating interviews with Trust representatives and partners
- Assisting the Strategy and Partnerships Team with pre-event planning and running order

Significant communications input will continue to be required to be able to promote the timetable of drop-ins and activity to encourage Warrington residents and those most in need of support to use the services on offer.



Warrington and Halton Diagnostics Centre (phase 2)

Communications and Engagement supported an event to mark the official opening of Warrington and Halton Diagnostics Centre (WHDC) at Halton Health Hub, Runcorn Shopping City.

Communications included:

- Invitations to key stakeholders
- GMMWH message for staff and updates in Team Brief
- [Media release](#) promoting the new facility

Further communications activity will be required to support the development of phase 3 – a £7.5m purpose-built diagnostics centre next to CSTM



Ministerial visits

Halton – 11 January

Minister for Health and Secondary Care, The Rt Hon Andrew Stephenson CBE MP, visited Halton Hospital to see developments which are supporting our elective recovery efforts. The tour included a visit to the Post Anaesthetic Care Unit in the Captain Sir Tom Moore Building (CSTM), before taking in the new theatre and day case unit, being delivered through the Targeted Investment Fund.

The Minister also travelled to the Halton Health Hub to see the services being delivered from within Runcorn Shopping City, which have recently been expanded to incorporate phase two of our Warrington and Halton Diagnostics Centre.



Warrington – 18 March

The Rt Hon Andrew Stephenson CBE MP paid his second visit of the year to learn more about our elective recovery efforts.

The Minister for Health and Social Care was welcomed to the WHH Urology Investigations Unit at Warrington before attending a presentation focused on gynaecology GIRFT and high volume, low complexity work.

The Minister was joined by Warrington South MP Andy Carter.





**Warrington and Halton
Teaching Hospitals**

NHS Foundation Trust



Working with People and Communities Strategy Q4 update

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	<ul style="list-style-type: none">• 61 Experts by Experience recruited during 23/24 (5 in Q4).• 129 Experts by Experience total (cumulatively to date).• Continuing to work with WHH colleagues to identify opportunities to involve EbyEs from the outset of projects (#StartwithPeople).• Hosted 3 stands at community events to promote EbyE recruitment.	<ul style="list-style-type: none">• Ongoing
2. Support EbyE recruitment and retention	<ul style="list-style-type: none">• 40 EbyE Projects delivered in 23/24 (plus 3 extended projects – Maternity Explainer content, Sepsis improvement and PEP).• 12 further EbyE projects pending (NHSE Criteria Led Discharge, Hospital Entertainment System, Paediatric Virtual Wards, Respiratory Therapies, Dementia Delirium Steering Group, Smoke free Steering Group, Food tasting, Bereavement QI Project, SG/Child Protection medicals QI Project, Lymphoedema Education and Awareness, Audiology service changes, Frailty QI Project).• 53 EbyEs (currently) participating in Q4 projects.	<ul style="list-style-type: none">• Ongoing
3. Enhance our programme for involvement	<ul style="list-style-type: none">• Annual involvement timetable for Awareness Days and Events informs engagement plan – dependent on team availability (see slides 20 and 21)• Discussions with Estates and Strategy teams to ensure substantial strategic, capital or service developments have EbyE involvement or advocacy representation.	<ul style="list-style-type: none">• Ongoing
4. Undertake consultation and engagement to enable effective support for services	<ul style="list-style-type: none">• EbyE Refresher training session held 12/03/2023.• Inclusion of EbyE engagement from beginning of significant projects e.g. Runcorn Health and Education Hub, Breast Screening services website redevelopment (ongoing), WHH website redevelopment (ongoing).	<ul style="list-style-type: none">• Ongoing
5. Ensure representation to support Place-Based integrated care delivery	<ul style="list-style-type: none">• 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.	<ul style="list-style-type: none">• Ongoing

Pillar 2: Accessible Information Standard (AIS)

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. Patient Letters	<ul style="list-style-type: none">• A new Patient Engagement Portal (PEP) is being developed and accessibility functionality will be enhanced. The supplier has now been appointed following a procurement exercise and the system is due to be rolled out by the end of March 2024. Experts by Experience involved in PEP procurement exercise, testing and implementation stages.• Work has commenced on a tendering exercise for a new Electronic Patient Record (EPR) system to succeed the current system, Lorenzo. Functionality to support accessible information and communication needs will be key to this development.	<ul style="list-style-type: none">• 2024-25
2. Ensure website compliance with Web Content Accessibility Guidelines (WCAG) standards	<ul style="list-style-type: none">• All updated content being compared against accessible content checklist to ensure it is up to date and accessible.• A new website (and intranet) have been commissioned. Communications and Engagement Team working with NHS Informatics Merseyside on both projects and accessibility and ease of navigation for patients/communities will be a key priority. Engagement with Experts by Experience will inform site structure and the content of the new website. To be launched mid 2024 onwards.	<ul style="list-style-type: none">• Ongoing
3. Accessible content creation	<ul style="list-style-type: none">• Worked with maternity on a series of six animations to provide information to women and families during pregnancy. Videos include subtitles and interpretations of five languages most commonly requested by users of the service, plus British Sign Language.	<ul style="list-style-type: none">• Ongoing
5. Patient Information	<ul style="list-style-type: none">• Production of Patient Information Policy is being updated to reflect increasing use of subtitled videos to support patients as part of the clinical pathway in addition to leaflets.• Awaiting completion of digital system changes to launch Communications Passport – see update on EPR above.	<ul style="list-style-type: none">• Ongoing
7. Signage/Wayfinding	<ul style="list-style-type: none">• Delivered via First Impressions programme.	<ul style="list-style-type: none">• Ongoing

Pillar 3: Reducing Health Inequalities

Using WHH engagement and understanding health inequalities to geographical areas of Warrington North, Warrington South, Widnes and Runcorn

1. Strengthen WHH engagement programme	<ul style="list-style-type: none">• Work with collective WHH teams (Patient Experience and Inclusion, Workforce EDI, Membership and Governance, Children/Young People, Dementia, Staff Health and Wellbeing team, charity, volunteers, chaplaincy, catering/estates, ward/service reps) to set/link events calendars and activities for 2024/25• Quarterly WHH Events Meetings, co-hosted by Engagement and Involvement/Patient Experience, to discuss and agree 2023/24 plans together (held 17/05/2023, 31/08/2023, 06/12/2023). Next meeting due April 24.	<ul style="list-style-type: none">• Ongoing
2. Provide opportunities for governors to engage in their communities	<ul style="list-style-type: none">• Promotion and encouragement of governor event engagement opportunities i.e. speaking with visitors about the constituencies they represent, showcasing their roles, sharing info, collecting details of visitors interested in becoming a WHH Foundation Trust Member. <p>Events undertaken were:</p> <ul style="list-style-type: none">✓ WHH Shared Learning Forum✓ Still Me/Warrington Dementia Network event✓ WHH Carers Cafes✓ Hong Kong Nationals engagement event <p>During March 2024 we also undertook a mailout, to encourage uptake of Trust membership by EbyEs.</p>	<ul style="list-style-type: none">• Ongoing
3. Support Place Based activity and other key local events	<ul style="list-style-type: none">• Governor representation at Warrington Together People and Communities Forum and One Halton People and Communities Forum.• Warrington Living Well Hub - developed as part of the borough-wide Living Well programme, formal opening held March 2024.• Community Diagnostic Centre Phase 2 official opening held in February 2024.	<ul style="list-style-type: none">• 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	<ul style="list-style-type: none">• Use WHH communication channels to increase engagement with the voluntary and third sector and raise awareness of key health improvement and economic wellbeing initiatives.• Support Wellbeing Enterprises to promote the Active Travel project, being delivered from WHH's Halton Health Hub.• Inclusion of Apprenticeship Team in Trust and community engagement events (i.e. 2024's upcoming Armed Forces Day, Disability Awareness Day, International Clinical Trials Day, Warrington Mela).• Ongoing Team sharing of '350 Careers, One NHS, Your Future' booklet and online link to information.	<ul style="list-style-type: none">• Ongoing
2. Promote opportunities for work, training or volunteering	<ul style="list-style-type: none">• 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.• Promoted Nurse Recruitment event in February 2024 at The Village Hotel, Warrington.	<ul style="list-style-type: none">• Ongoing
3. To utilise local suppliers and venues	<ul style="list-style-type: none">• Use local suppliers and venues to support engagement and involvement programmes, where possible.	<ul style="list-style-type: none">• Ongoing
4. Support the work of the WHH Charity	<ul style="list-style-type: none">• Cherry Tree Courtyard hub – providing internal communications support for this project and working with People Directorate to ensure this facility is available to support patient/community engagement where appropriate.• Work with charity team to facilitate charity presence at public engagement and involvement events. WHH Charity activity and fundraising shared bi-monthly at Patient Experience Sub Committee (PESC) and Patient Equality, Diversity and Inclusion Sub-Committee (PEDISC).• Charity stakeholder and staff newsletters created and shared monthly.	<ul style="list-style-type: none">• Ongoing



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust



Upcoming engagement events

Upcoming engagement events: 2024

Date	Event	Time	Venue	Event purpose
3 April 24	Day case unit and theatre Opening Event	9am to 10am	Captain Sir Tom Moore Building, Earls Way, Palacefields, Runcorn, WA7 2HH	Official opening of the new day case unit and theatre at CSTM, funded by the national Targeted Investment Fund (TIF), to promote Covid-19 recovery.
17 May 24	Forget Me Not - 10 Year Celebration	2pm to 3pm	Forget Me Not Unit, Burtonwood Wing, Warrington Hospital, Warrington, WA5 1QG	2024 is the 10-year anniversary of Warrington Hospital's Forget Me Not unit, our pioneering £1 million ward which aims to provide the best quality care for hospital patients who have dementia.
20 May 24	International Clinical Trials Day	10am to 2pm	Atrium, Warrington Hospital and George Lloyd Restaurant, Halton	Trust-led, annual event promoting the accomplishments of clinical research professionals in public health/medicine and their efforts in clinical trials.
8 June 24	Warrington Pride	TBC	Town Centre, Warrington	Annual partnership event celebrating Warrington's LGBTQ+ community.
29 June 24	Armed Forces Day	9am to 6pm	Crossfield's Rugby Club, Great Sankey, Warrington, WA5 1XU	Annual partnership event comprised of Armed Forces Rugby League games, military vehicle displays, stands and activities.

Upcoming engagement events: 2024

Date	Event	Time	Venue	Event purpose
4 July 24	WHH Quality Academy Showcase	9am to 4.30pm	Postgraduate Centre, Warrington Hospital, Warrington, WA5 1QG	Annual Trust-led event for partners, individuals, and staff to learn about QI initiatives and approaches. 2024's focus is health inequalities and meaningful engagement of patients and communities.
14 July 24	Disability Awareness Day	10 am to 4.30pm	Walton Hall and Gardens, Higher Walton, Warrington, WA4 6SN	Annual partnership family fun day, led by Warrington Disability Partnership, to promote services and celebrate pan-disability.
15 Sept 24	Warrington Mela	TBC	Queen's Garden, Palmyra Square, Warrington, WA1 1JN	Annual partnership event supporting cultural diversity and community inclusion within Warrington.
2 Oct 24	Annual Members' Meeting	3.30pm to 5pm	Post Grad Centre Warrington	Trust-led annual membership event, bringing together Foundation Trust Members, Governors, Directors and the Chair.

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/24/05/12			
SUBJECT:	Lead and Deputy Lead Governor Roles			
DATE OF MEETING:	16 May 2024			
ACTION REQUIRED:	Approve			
AUTHOR(S):	Emily Kelso, Corporate Governance & Membership Manager			
EXECUTIVE DIRECTOR SPONSOR:	Steve McGuirk, Chair			
LINK TO STRATEGIC OBJECTIVE	SO3: We will ... Work in partnership with others to achieve social and economic wellbeing in our communities.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
				✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
				✓
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>The Trust is required to nominate a lead governor to facilitate direct communication between NHS England and the Council of Governors in the limited circumstances where it may not be appropriate to communicate through the normal channels.</p> <p>At its meeting on the 15 February 2024, the Council of Governors:</p> <ul style="list-style-type: none"> - Approved the extension of the term for the current Lead and Deputy lead Governors until 30th November 2024, to align with Governor Elections - Noted the process and timetable for elections for the positions of Lead and Deputy Lead Governor <p>This paper seeks to recommend approval from the Council of Governors to formally appoint:</p> <ul style="list-style-type: none"> - Lead Governor – Sue Fitzpatrick (Public Governor Warrington) - Deputy Lead Governor – Diane Nield (Public Governor, Warrington) <p>For a term of two years (1st December 2024 – 30 November 2026)</p>			
PURPOSE: (please select as appropriate)	Approval ✓	To note	Decision	
RECOMMENDATION:	<p>Council of Governors is asked to:</p> <ul style="list-style-type: none"> • Approve the appointments of: <ul style="list-style-type: none"> - Sue Fitzpatrick as Lead Governors - Diane Nield as Deputy Lead Governor <p>For a term of two years (1st December 2024 – 30 November 2026)</p>			

PREVIOUSLY CONSIDERED BY:	Committee	Council of Governors
	Agenda Ref.	COG/24/02/88
	Date of meeting	15 February 2024
	Summary of Outcome	Approved the appointment
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	None	
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full	
FOIA EXEMPTIONS APPLIED: <i>(if relevant)</i>	None	

COUNCIL OF GOVERNORS

SUBJECT	Lead and Deputy Lead Governor Roles	AGENDA REF:	COG/24/05/12
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1. BACKGROUND/CONTEXT

[The NHS Foundation Trust Code of Governance](#) requires all NHS Foundation Trusts to nominate a lead governor.

The primary purpose of the lead governor is in facilitating direct communication between NHS England and the NHS foundation trust's council of governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the chair or the trust (company) secretary.

The lead governor is accountable to the Council of Governors as a collective and the Trust Chair. Other than the specified responsibilities as detailed in the NHS FT Code of Governance, the role does not hold any extended responsibility or powers beyond those of an individual governor.

At its meeting on the 15 February 2024, the Council of Governors:

- Approved the extension of the term for the current Lead and Deputy lead Governors until 30th November 2024, to align with Governor Elections
- Noted the process and timetable for elections for the positions of Lead and Deputy Lead Governor

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.

2. KEY ELEMENTS

Elections for Lead and Deputy lead Governor Positions - Process

Following the Council of Governors meeting 15 February 2024, and in line with approved process and timetable for elections of the of Lead and Deputy Lead Governors, the Trust emailed Governors to seek expressions of interest/nominations for both positions.

Lead and Deputy lead Governor Elections Timetable:

15 February 2024	Nominations/Expressions of Interest open Governors who meet the eligibility criteria and that wish to express this interest and put forward their nomination are asked to do so via email to the Company Secretary. Governors should include a short (250-word max) statement to support their nomination.
20th April 2024	Nominations/Expressions of Interest Close
16 May 2024 – Council of Governors Meeting	If only one nomination is received elections will not commence and Governors will be informed of the results and asked to approve appointments.

	If more than one nomination is received for either or one position governors will be informed of nominations received and the commencement of elections.
20 May 2024	Elections to open, 9am
31 May 2024	Elections to close, 5pm
15 August 2024 – Council of Governors Meeting	Governors will be informed of results and asked to approve appointments.
1 December 2024	Elected Lead and Deputy Lead Governors will begin their two-year term.
30 November 2026	Lead and Deputy Lead Governors two-year term will end

Elections for Lead and Deputy lead Governor Positions – Results

Two expressions of interest were received, these were:

Lead Governor	Sue Fitzpatrick - Public Governor, Warrington South
Deputy Lead Governor	Diane Nield – Public Governor, Warrington South

To be eligible to stand for the roles, 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%)

Both Governors who expressed their interest meet the eligibility criteria as given above.

Governor	Tenure	2023/24 Attendance
Sue Fitzpatrick	2 nd term, first elected December 2020	80%
Diane Nield	1 st term, first elected December 2022	80%

As only one expression of interest for each position was received, the elections are uncontested, the Council of Governors are recommended to formally approved the two appointments, taking assurance that the approved process has been followed.

The successful Governors will take on their new roles for a period of two years, from 1st December 2024.

Appendix 1: Role Description Lead Governor

Appendix 2: Role Description Deputy Lead Governor

3. RECOMMENDATIONS

Council of Governors is asked to:

- Approve the appointments of:
 - Sue Fitzpatrick as Lead Governors
 - Diane Nield as Deputy Lead Governor

For a term of two years (1st December 2024 – 30 November 2026)

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' is 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/24/05/13			
SUBJECT:	Council of Governors Terms of Reference and Cycle of Business			
DATE OF MEETING:	16 May 2024			
ACTION REQUIRED:	To approve			
AUTHOR(S):	Emily Kelso, Corporate Governance & Membership Manager			
EXECUTIVE DIRECTOR SPONSOR:	Simon Constable, Chief Executive			
LINK TO STRATEGIC OBJECTIVE	SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
		✓	✓	✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
				✓
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>Terms of Reference The Council of Governors is asked to review to and approve its Terms of Reference annually.</p> <p>The key proposed amendments to the Council of Governors Terms of reference for 2024/25 are:</p> <p>Section 7: The ROLE OF THE COUNCIL OF GOVERNORS</p> <p>Strategy, Planning, Reorganisations</p> <ul style="list-style-type: none"> • Approve or not approve increases to the proportion of the Trusts income earned from non-NHS work by 5% a year or more. The Trust may implement the proposal only if more than half of the Governors vote to approve. • Approve or not approve proposals for significant transactions, where defined in the Constitution or such other transactions as the Board may submit for the approval of Governors from time to time. The Trust may enter a significant transaction only if more than half of the members of the Council of Governors of the Trust approve entering into the transaction. A Council may disagree with the merits of a particular decision of the Board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the Council of 			

	<p>Governors would need to provide evidence that due diligence was not undertaken.</p> <p>These changes are being proposed to align the CoG Terms of reference with the Trust Constitution which has been updated in line with the Code of Governance for NHS provider trusts.</p> <p>The revised Council of Governors Terms of Reference are included in full as Appendix 1, changes are marked in red.</p> <p>Cycle of Business In accordance with the Foundation Trust’s Constitution ‘Board of Directors – Standing Orders’, the Council of Governors is required to review their Cycle of Business on an annual basis.</p> <p>The key changes incorporated into the 2024/25 Cycle of Business are:</p> <ul style="list-style-type: none"> • Chairs Report to include, a summary of Executive Directors involvement in System meetings • New Hospital Quarterly Report removed as this is now included in the Bi-monthly Strategy Highlight reports • Addition of Workforce Race Equality Standard (WRES) Update (legislative requirement) & WDES Workforce Disability Equality Standard - 6-month update report included in supplementary papers. <p>The revised Council of Governors Cycle of Business is included in full as Appendix 2, with all changes are marked in red.</p>			
	PURPOSE: (please select as appropriate)	Approval ✓	To note	Decision
	RECOMMENDATION:	<p>The Council of Governors is asked to approve.</p> <ul style="list-style-type: none"> - The Council of Governors Terms of Reference for 2024/25 - The Council of Governors Cycle of Business for 2024/25 		
	PREVIOUSLY CONSIDERED BY:	Committee	Not Applicable	
		Agenda Ref.		
Date of meeting				
Summary of Outcome				
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	Submit to Trust Board			
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full			
FOIA EXEMPTIONS APPLIED: (if relevant)	None			

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TERMS OF REFERENCE OF THE COUNCIL OF GOVERNORS V8

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COUNCIL OF GOVERNORS (COG)

Approved by the Council of Governors on XX.XX.XXXX

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Council of Governors Terms of Reference V87

Approved:

Review date: 12 months from approval

Council of Governors - Terms of Reference

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1. PURPOSE

The role of the Council of Governors is derived from Schedule 7 and other sections of the National Health Service Act 2006 as amended by the Health & Social Care Act 2012. This document should be read in conjunction with the act.

2. GENERAL DUTIES

The general duties of the Council of Governors are:

- To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors
- To represent the interests of the members of the Trust as a whole and the interests of the public

3. STANDING

The full meeting of the Council of Governors and its Nomination & Remuneration Committee are the bodies in which Governors have official standing. All other forums are advisory.

4. MEMBERSHIP

The composition of the membership of the Council of Governors is set out in the Constitution. The Chair of the Board of Directors is the Chair of the Council of Governors and presides over meetings of the Council of Governors. In the absence of the Chair, the Deputy Chief Executive or the Senior Independent Director will take the Chair.

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5. QUORUM

The quorum for the Council of Governors is set out in the Constitution and states that 'No business shall be transacted at a meeting of the Council of Governors unless at least one third of all the members are present, at least five of which are elected Governors, are present.

If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of a declaration of a conflict of interest she/he will no longer count towards quorum.

6. COUNCIL OF GOVERNORS COMMITTEES

The Council of Governors will establish the following committees:

- Nomination & Remuneration Committee
- Governor Engagement Group
- Such other committees as may be required from time to time
- Task & Finish Working Groups as necessary

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7. THE ROLE OF THE COUNCIL OF GOVERNORS

Council of Governors Terms of Reference V87

Approved:

Review date: 12 months from approval

Non-Executive Directors; Chief Executive and the Auditors

- Approve the policies and procedures for the appointment and where necessary for the removal of the Chair of the Board of Directors and Non-Executive Directors of the Trust Board on the recommendation of the Council of Governor's Nomination & Remuneration Committee.
- Approve the appointment or removal of a Chair of the Board on the recommendation of the Council of Governor's Nomination & Remuneration Committee.
- Approve the appointment or removal of a Non-Executive Director on the recommendation of the Council of Governor's Nomination & Remuneration Committee.
- Approve the policies and procedures for the annual appraisal of the Chair of the Board of Directors and Non-Executive Directors of the Trust Board on the recommendation of the Council of Governor's Nomination & Remuneration Committee.
- Approve changes to the remuneration, allowances and other terms of office for the Chair of the Board and other Non-Executive Directors on the recommendation of the Council of Governor's Nomination & Remuneration Committee.
- Approve or where appropriate, decline to approve the appointment of a proposed candidate as Chief Executive recommended by the Non-Executive Directors.
- Approve the criteria for appointing, re-appointing or removing the Auditor.
- Approve the appointment or re-appointment and the terms of engagement of the Auditor on the recommendation of the Audit Committee

Constitution and Compliance

- Jointly approve with the Board of Directors amendments to the Constitution, subject to any changes in respect of the powers, duties or role of the Council of Governors being ratified at the next general meeting of members (at which a member of the Council of Governors needs to present the change.)
- Notify NHS England, via the Lead Governor, if the Council of Governors is concerned that the Trust is breaching its Licence if these concerns cannot be resolved at the local level.

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Governors

- Approve the allocation of Governors to sub-groups of the Council of Governors, working groups and any joint working groups set up by the Board of Directors.
- Approve the appointment and the role of the Lead Governor.
- Approve the appointment and the role of the Deputy Lead Governor.
- Receive quarterly reports from the Chairs of the Council of Governors sub-groups in the discharge of the sub-groups' duties
- Approve the removal from office of a Governor in accordance with procedure set out in the Constitution.
- Approve jointly with the Board of Directors the procedure for the resolution of disputes and concerns between the Board of Directors and the Council of Governors.

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Strategy, Planning, Reorganisations

- Provide feedback on the development of the strategic direction of the Trust to the Board of Directors as appropriate.
- Contribute to the development of stakeholder strategies, including member engagement strategies.
- Act as a critical partner to the Board of Directors in the development of the forward plan.
- Where the forward plan contains a proposal that the Trust will carry on an activity other than the provision of goods and services for the purposes of the NHS in England, determine whether the proposal will interfere or not in the fulfilment by the Trust of its principal purpose (the provision of goods and services for the purposes of the health service in England). Notify the Board of its determination.
- ~~Approve or not approve increases to the proposed amount of income derived from the provision of goods and services other than for the purpose of the NHS in England where such an increase is greater than 5% of the total income of the Trust to the proportion of the Trusts income earned from non-NHS work by 5% a year or more. The Trust may implement the proposal only if more than half of the Governors vote to approve.~~
- Approve or not approve proposals from the Board of Directors for mergers, acquisitions, separations and dissolutions. More than half of the total number of Governors needs to approve such a proposal.
- Approve or not approve proposals for significant transactions, where defined in the Constitution or such other transactions as the Board may submit for the approval of Governors from time to time. ~~The Trust may enter a significant transaction only if more than half of the members of the Council of Governors of the Trust approve entering into the transaction. A Council may disagree with the merits of a particular decision of the Board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the Council of Governors would need to provide evidence that due diligence was not undertaken. Such transactions require the approval of more than half of Governors voting at a quorate meeting of the Council of Governors.~~

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Representing Members and the Public

- Approve the Membership Strategy.
- Contribute to Members' and other stakeholders' understanding of the work of the Trust in line with engagement and communication strategies.
- Seek the views of stakeholders, including members and the public and feedback relevant information to the Board of Directors or to individual managers within the Trust as appropriate.
- Act as ambassadors in order to raise the profile of the Trust's work with the public and other stakeholders.
- Promote membership of the Trust and contribute to opportunities to recruit members in accordance with the membership strategy.

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- Attend events during the year that facilitate contact between members, the public and Governors to promote Governor accountability
- Report to members each year on the performance of the Council of Governors.

Holding the Non-Executive Directors to Account

- The Council of Governors must hold the Non-Executive Directors individually and collectively to account for the performance of the Board. It must agree a process and dialogue with the Board that will enable them to fulfil this duty.
- As part of this a good working relationship between the Board of Directors and Council of Governors is critical; it can be fostered by meeting regularly and with sufficient frequency to establish appropriate channels of communication and constructive challenge.

Some of the following may support this process and dialogue:

- Receive the agenda of the meetings of the Board of Directors before the meeting takes place.
- Be equipped by the Trust with the skills and knowledge they require in their capacity as governors.
- Receive the Annual Report of the Audit Committee on the work, fees and performance of the auditor.
- Receive the Annual Report and Accounts (including quality accounts).
- Receive the quarterly report of the Board of Directors on the performance of the Foundation Trust against agreed key financial, operational, quality and regulatory compliance indicators and stated objectives.
- Participate in opportunities to review services and environments such as PLACE inspections/quality reviews/ local activities and evaluation of user/carer experience.
- Receive and review quarterly assurance reports.
- Receive reports from the Board on important sectoral or strategic issues including progress of the Integrated Care Systems' Integrated Care Strategy & the Integrated Care Board's five-year joint plan.
- Use information obtained through the above sources to monitor performance and progress against the key milestones in the strategic and annual plans and to hold the Non-Executive Directors to account for the performance of the Board of Directors.
- If considered necessary (as a last resort), in the fulfilment of this duty, obtain information about the Trust's performance or the Directors' performance by requiring one or more Directors to attend a Council of Governor meeting.

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8. COLLECTIVE EVALUATION OF PERFORMANCE

The Council of Governors will carry out an annual review of its effectiveness and efficiency in the discharge of its responsibilities and achievement of its objectives.

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9. FREQUENCY OF MEETINGS

The Council of Governors will meet 4 times per year. Members are expected to attend all meetings of the Council and of Committees of which they are a member, or give timely apologies if absence is unavoidable.

10. MINUTES

The Council of Governors will be supported by the Company Secretary and the Corporate Governance & Membership Manager who will agree the agenda with the Chair and produce all necessary papers. Minutes will be circulated promptly to all members as soon as reasonably practical.

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11. REVIEW

The Council of Governors will review these Terms of Reference annually.

TERMS OF REFERENCE REVISION TRACKER

Name of Committee	Council of Governors
Version	V 87
Implementation Date	August 202 43
Review Date	August 202 54
Approved By	Council of Governors xx.xx.xxxx
Approval Date	TBA

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REVISION			
Date	Section	Reason for Change	Approved By
V3 19.01.2017	5	Changes to section 5 for clarity on quorum – item as described in the Trust’s Constitution	CoG 19.01.2017
V3 19.01.2017	6	To include the named Committees established as Quality in Care and Governors Engagement Group	CoG 19.01.2017
V3 19.01.2017	10	The Council of Governors will be supported by the Secretary to the Trust Board.	CoG 19.01.2017
V3 17.05.2018	9	Changes to section 9 to provide clarity on the expectations relating to attendance.	CoG 17.05.2018
V3 17.05.2018	10	The Council of Governors will also be supported by the Head of Corporate Affairs.	CoG 17.05.2018
V3 13.08.2019		No changes to the ToR approved on 17 May 2019	CoG 13.08.2019

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<u>V4</u> 13.08.2020	10	Change in title from Head of Corporate Affairs to Trust Secretary	CoG 13.08.2020
<u>V5</u> 12.08.2021	6	To remove the Quality in Care Group	CoG 12.08.2021
<u>V6</u> 11.08.2022	7	To add approval of the appointment of the Deputy Lead Governor	CoG 11.08.2022
<u>V7</u> 10.08.2023	8	Approve the Membership Strategy updated from membership & engagement strategy. Role titles updated Company Secretary Corporate Governance & Membership Manager Addition of updates progress on the Integrated Care Systems' Integrated Care Strategy & the Integrated Care Board's five-year joint plan. In line with addendum to Governors statutory duties	CoG 1- .08.2023
<u>V8</u> <u>16.05.2024</u>	<u>7</u>	<u>Revised wording around</u> <ul style="list-style-type: none"> <u>• Trusts income earned from non-NHS work by 5%</u> <u>• Significant transactions</u> <u>In line with constitutional changes as per the Code of Governance for NHS providers trusts</u>	<u>TBA</u>

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TERMS OF REFERENCE OBSOLETE		
Date	Reason	Approved By
13.08.2020	V3 replaced by V4	COG 13.08.2020
14.08.2021	V4 replaced by V5	COG 14.08.2021
11.08.2022	V5 replaced by V6	CoG 11.08.2022
10.08.2023	V6 replaced by V7	CoG 10.08.2023
<u>10.08.2024</u>	<u>V7 replaced by V8</u>	<u>CoG TBA</u>

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Council of Governors Terms of Reference V8
 Approved:
 Review date: 12 months from approval

7

COUNCIL OF GOVERNORS CYCLE OF BUSINESS APRIL 2024 - March 2025						
	Lead	May-24	Aug-24	AMM 02.10.24	Nov-24	Feb-25
FORMAL BUSINESS						
Chairman's Opening Remarks & Welcome	Chairman	X	X		X	X
Apologies & Declarations of Interest	Chairman	X	X		X	X
Minutes of Previous Meeting	Chairman	X	X		X	X
Action Log	Chairman	X	X		X	X
GOVERNOR BUSINESS						
Lead Governor Update	Lead Governor	X	X		X	X
Items Requested by Governors - Governor Questions	Lead Governor	X	X		X	X
Annual Appraisal of Non-Executive Directors	Lead Governor	X				
Annual Appraisal of Trust Chairman	Lead Governor	X				
GNARC Ratification of NED Appointments (as required)	Lead Governor					
Governor Engagement Group - Chair's Report	Chair GEG	X	X		X	X
Board Committee Observations, Trust Board/SPC/CFC/Audit/FSC/QAC/CROC	Nominated Govs	X	X		X	X
Board Committee Assurance Reports	NEDs	X	X		X	X
Membership Strategy Progress Quarterly Report	Company Secretary	X	X		X	X
Governor Engagement Group Terms of Reference & Cycle of Business	Chair GEG				X CoB & ToR	
TRUST BUSINESS						
Chief Executives Report	CEO	X	X		X	X
Chair's Report including Report on System Involvement	Chairman	X	X		X	X
Trust Operational Plan	CFO	X				
Annual Reports & Accounts including Auditors Letter and Report on Quality Account	Auditors		X			
Quality Account	Dir Int Gov & Quality		X			
Quality Strategy Update (Annual)	Dir Int Gov & Quality		X			
Quarterly Communications & Engagement Update	Dir Comms & Engagement	X Q4			X Q2	X Q3
Workforce Strategy Bi-annual Update	Chief People Officer					X
Bi-monthly Strategy Programme Highlight Report	Dir Strategy & Partnerships	X	X		X	X
New Hospitals Quarterly Report (included in strategy reports)	Chief Executive					
GOVERNANCE						
Council of Governors Cycle of Business + ToR	Company Secretary	X				
Appointment of External Auditors (required 2024/25)	Company Secretary	X				
Compliance Trust Provider Licence (bi-annually)	Company Secretary		X			X
Elections Activity Bi-Annual Report : Vacancies & Governors Terms of Office as r'qd	Company Secretary	X			X	
Governor Training & Development Programme	Company Secretary Verbal as r'qd	X				
Audit Committee Chairs Annual Report & review of Audit Committee Terms of Reference	Chair Audit Cte		X			
Annual Council of Governors Effectiveness Survey	Company Secretary		X			
Workforce Race Equality Standard (WRES) Update (legislative requirement) & WDES Workforce Disability Equality Standard	WRES Lead/Chief People Officer				X	
Fit and Proper Person Requirements for Board members - Compliance Report (Audit Committee in June)	Company Secretary		X			
Lead Governor role (every two years, last done Feb 2024)	Company Secretary	X				
SUPPLEMENTARY PAPERS						
Workforce Race Equality Standard (WRES) Update (legislative requirement) & WDES Workforce Disability Equality Standard - 6 month update report	WRES Lead/Chief People Officer	X			X	
Complaints Report & PALS (LFE complaint slides)	Dir Int Gov & Quality	X Q3	X Q4		X Q1	X Q2
OTHER BUSINESS / CLOSING						
Annual Members Meeting	Company Secretary			X		

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/24/05/14			
SUBJECT:	Governor Training and Development Programme			
DATE OF MEETING:	16 May 2024			
ACTION REQUIRED:	To note			
AUTHOR(S):	Emily Kelso, Corporate Governance and Membership Manager			
EXECUTIVE DIRECTOR SPONSOR:	Simon Constable, Chief Executive			
LINK TO STRATEGIC OBJECTIVE	SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
				✓
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
				✓
	Further Information / Comments:			
EXECUTIVE SUMMARY:	<p>NHS FTs are required to make annual self-certification declarations to NHS England (NHSE) that they can meet the obligations set out in the NHS provider licence. This license includes requirements to comply with the NHS Act and Constitution, and with governance requirements.</p> <p>Four self-certifications are required including one in relation to the corporate governance statement FT4 (which is around systems and processes for good governance).</p> <p>As part of the overall corporate governance statement the Board must review whether Governors have received the appropriate training and guidance to carry out their roles:</p> <p>This paper provides evidence of the training and development opportunities provided to equip Governors with the skills and knowledge needed to undertake their role.</p>			
PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision	
RECOMMENDATION:	<p>Governors are asked to:</p> <ul style="list-style-type: none"> • Note the Governor training and development programme. • Discuss and suggest future training and development requirements/preferences to be include in the 2024/25 programme. 			

PREVIOUSLY CONSIDERED BY:	Committee	Not Applicable
	Agenda Ref.	
	Date of meeting	
	Summary of Outcome	
NEXT STEPS: <i>State whether this report needs to be referred to at another meeting or requires additional monitoring</i>	None	
FREEDOM OF INFORMATION STATUS (FOIA):	Release Document in Full	
FOIA EXEMPTIONS APPLIED: <i>(if relevant)</i>	None	

COUNCIL OF GOVERNORS

SUBJECT	Governor Training and Development Programme	AGENDA REF:	COG/24/05/14
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1. BACKGROUND/CONTEXT

NHS FTs are required to make annual self-certification declarations to NHS England (NHSE) that they can meet the obligations set out in the NHS provider licence. This license includes requirements to comply with the NHS Act and Constitution, and with governance requirements.

Four self-certifications are required including one in relation to the corporate governance statement FT4 (which is around systems and processes for good governance).

As part of the overall corporate governance statement the Board must review whether Governors have received the appropriate training and guidance to carry out their roles:

The Board is satisfied that during the financial year most recently ended the Trust has provided the necessary training to its Governors as required in s151(5) of the Health and Social Care Act to ensure they are equipped with the skills and knowledge they need to undertake their role.

The FT4 declaration is signed by the Chair and CEO on behalf of the Board of Directors and having regard to the views of Governors.

This paper provides evidence of the training and development opportunities provided to equip Governors with the skills and knowledge needed to undertake their role.

2. KEY ELEMENTS

Training skills and knowledge development opportunities made available to WHH Governors during 2023/24

Governors at WHH are supported in discharging their responsibilities through training and development delivered by the Trust. Opportunities for external training and networking are also provided to Governors on a regular basis and are factored into the training and development programme.

Governor Focus Conference – NHS Providers – 23 May 2023

The Governor Focus Conference is an annual event facilitated by NHS Providers. The event provides an opportunity for Governors from across the country to meet with colleague Governors to share best practice and compare ways of working. The 2023 Governor Focus Conference was held at Kia Oval London and was attended by two public governors.

Topics covered were:

- National policy update
- Diversity, inclusion and health inequalities: the role of governors
- The governor role in a sustained crisis

The Trust was selected to showcase the Governors Handbook as an example of best practice at the conference.

Governor Workshop – 13 September 2023

Governors identified a gap in their understanding following the presentation of the paper on the Addendum to NHS Foundation Trust Governors Statutory Duties in August 2023. In response, a Governor Workshop was facilitated, led by the Trust Chair.

Topics covered:

- New Governance & Regulatory Requirements including Addendum to Statutory Duties
- Local Constituencies/Communications with Trust Members
- Member Database Refresh/Recruitment
- Membership Strategy 2023-25

The Workshop was attended by 12 WHH Governors.

Governor Induction Day – 16 October 2023

Facilitated by Ann Utley (Lucident) and hosted by Liverpool Heart and Chest Hospital (via MS Teams)

Attended by 5 public Governors and 1 partner Governor

Training topics covered included:

- Role of Foundation Trusts and implications of Integrated Care Systems legislation
- The Role of the Council of Governors including how to governors carry out their statutory role
- Regulation in the NHS
- An overview of Foundation Trust Finance
- How do governors hold to account
- How can governors engage with members and the public?

WHH Governor Induction Day – for newly elected Governors 11 December 2023

Took place at Warrington Hospital. Led by the Chair, Deputy Lead Governor and Company Secretary to welcome newly appointed Governors to their new role and provide training on the responsibilities and duties of NHS FT Governors. Existing Governors were also invited to attend if they wished to receive refresher training.

Training topics covered included:

- Introduction to Board members
- WHH Vision, Values and Aims
- Fact & Figures about the Trust
- Roundup of the current challenges facing the Trust
- Introduction / Key Issues
- Partnership Working – ICS
- An Introduction to Foundation Trusts and
- The Role of the Board of Directors
- Governance Structure at WHH
- Role of the Lead Governor & Deputy Lead Governor

Quality Priorities Session – Governors, 19 February 2023.

The session was facilitated by the Chief Nurse and Director of Integrated Governance and Quality & Deputy Chief Nurse to present the draft Quality Priorities for Governor comment and discussion. This followed the new quality strategy and quality priorities consultations.

Chairs Briefings

The Chair's briefings take place monthly via MS Teams on those months where a Council of Governors meeting is not scheduled. Non-Executive Directors are invited to attend the briefings.

The briefings cover a range of topics identified by the Chair as well and in response to Governor queries to support them in understanding their role in the changing environment and context within which the Trust is operating, particularly in respect of collaborative working and the Integrated Care System. Governors have the opportunity to raise questions at each briefing.

PLACE – Patient-Led Assessments of the Care Environment

Governors take part in PLACE annually. The assessments involve local people (known as patient assessors) going into hospitals as part of teams (including Governors) to assess how the environment supports the provision of clinical care, assessing such things as privacy and dignity, food, cleanliness and general building maintenance and, more recently, the extent to which the environment is able to support the care of those with dementia or with a disability. Training and guidance is provided to all participants including Governors prior to assessments, this training is led by the Head of Facilities.

Additional sources of Information made available to Governors to support in discharging their responsibilities are detailed below.

New Governors Induction Pack	<p>The induction pack is provided to newly appointed/elected Governors, the pack includes:</p> <ol style="list-style-type: none">1. Contact list for Governors2. Constituency and contact list3. Corporate Meeting Calendar 2023-244. Governor Council Code of Conduct (for signing and returning) including:<ul style="list-style-type: none">• Standing order Council of Governors• Fit and Proper Persons/Personal Declarations forms5. Declaration of Interest Process, and link to the declaration portal site Civica Declare6. Governor Expenses Process7. WHH Governance Structure8. Mandatory Training<ul style="list-style-type: none">Safeguarding Core Skills<ul style="list-style-type: none">• Safeguarding Children Level 1• Safeguarding Adults Level 1
Governor Handbook	<p>The Governor Handbook was developed by the Trust and Governors, to provide current Governors and prospective Governors/members with an easy-to-read guide on the role of NHS FT Governors at WHH. The handbook was reviewed and refreshed during 2023/24</p> <p>The Handbook was featured in the 2023 NHS Providers Governor Focus Conference Showcase as an example of best practice.</p>
Governor Video	<p>The Governor Video was developed during Q3 2023.24 by the Trust and Governors, to provide current Governors and prospective Governors/members with a short video explaining the role of NHS FT Governors at WHH by current</p>

	<p>Governors. This was particularly useful during the nomination stage of Governor elections.</p> <p>The video has been submitted to feature in the NHS Providers Governor Focus Conference Showcase June 2024 as an example of innovation and going above and beyond.</p>
National Lead Governors Association	<p>The Lead Governor is part of the Lead Governors Association which provides lead governors with a network to share best practice or raise any queries/concerns.</p> <p>Any notable updates are shared with the Council of Governors quarterly via Lead Governor reports.</p>
Governor Committees	<p>Governors participate in committees which help to improve their knowledge of the Trust including:</p> <ul style="list-style-type: none"> - Governors Nominations and Remunerations Committee - Governors Engagement Committee <p>Each Committee has a terms of reference and cycle of business which is reviewed and approved by Governors on an annual basis.</p>
Governor Observational Visits	<p>Governors participate in monthly observational visits across trust sites in both clinical and non-clinical areas.</p> <p>These visits enable Governors to interact with Trust staff and patients, they are key in triangulating information presented at Committee and Council of Governors (CoG) meetings.</p> <p>Observation reports are presented by the Lead Governor at quarterly CoG meetings.</p>
Governor Observers at Committees & Private Board	<p>The Trust encourages Governors to observe each of the Board Committees and Private Board meetings, promoting openness and transparency. The meetings observed are:</p> <ul style="list-style-type: none"> - Finance & Sustainability Committee - Quality Assurance Committee - Audit Committee - Strategic People Committee - Charitable Funds Committee - Nominations and Remuneration Committee (Lead Governor) - Trust Board Part 2 Private (Lead Governor) <p>Expressions of interest are sought from Governors at the beginning of each financial year for the positions of Lead and Deputy Lead Observers for Committees.</p> <p>Observation reports are produced by the Governor observer which is presented at quarterly Council of Governors meetings.</p>
Governor Participation in Trust Groups/Sub Committees	<p>Governors are involved in the following Trust Groups/Networks/Sub-committees:</p> <ul style="list-style-type: none"> - Nutrition and Hydration Steering Group - Patient Engagement Portal Group - Disability Awareness Network - Armed Forces Network - First Impressions Group - Patient Experience Sub Committee - Hospital Entertainment Working Group <p>By participating in such groups Governors receive information, views and comments directly from patients and staff.</p>

Training, skills and knowledge development programme for 2024/25

Governor Focus Conference 9 June 2024 - to be facilitated digitally via Zoom.

As above this conference is facilitated by NHS providers, different to previous years this year the conference will be held digitally rather than in person.

Governors attending: 5 public Governors have put their names forward to attend the conference (which was the allocation per NHS organisation).

Topics to be covered include:

- National policy update
- Governor support in a difficult climate
- Effective participation and engagement with our members

The Trust has again applied to showcase the [Governor Video](#) and the revised [Being a Governor – A handbook for foundation trust governors](#) as examples of best practice.

Governor Development Day 2024 – 12 June 2024

The agenda for the Governor development day is currently being drafted. Governors were asked to suggest development topics at the Governor only meeting Friday 26 April 2024. One development topic was suggested: The role of the Governors in mergers, acquisitions and significant transactions.

Other agenda items to be covered include:

- A refresh on the statutory duties and responsibilities of Governors – Company Secretary
- An update on system working and integration - Chair
- Effective listening and challenge Development session –to be facilitated by the Trust's Organisational Development Team
- Understanding NHS FT Finance – Chief Finance Officer

Improving Governor engagement with members and the public

The WHH Membership Strategy 2023 – 25 was approved at the Council of Governors meeting - 9 November 2023.

In addition, Governors agreed a number of engagement activities to take forward to promote membership at the Trust and to drive new member recruitment, particularly from those underrepresented groups identified.

Quarterly engagement stands have been scheduled across Trust sites to build Governors understanding and knowledge of the needs and wants of their constituents along with members of the public. As requested by Governors, supportive material has been produced to help Governors engage more effectively.

Member Engagement and Recruitment stand will take place:

- Thursday 2nd May, 12 – 2pm (Halton, Entrance to the George Lloyd Restaurant)
- Wednesday 31st July, 12 – 2pm (Warrington, front Entrance by Costa)
- Wednesday 30th October 12 -2pm (Halton, Entrance to the George Lloyd Restaurant)

3. RECOMMENDATIONS

Governors are asked to:

- Note the Governor training and development programme.
- Discuss and suggest future training and development requirements/preferences to be include in the 2024/25 programme.

Appointment Process for External Audit

16.5.2024

Jane Hurst – Chief Finance Officer

John Culshaw - Company Secretary & Associate Director of
Corporate Governance



Working
Together



Excellence



Inclusive



Kind



Embracing
Change

Background



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Current external auditors are Grant Thornton

Contract is due to come to an end 30/09/24

Procurement team has initiated the standard procurement process going out to tender for an external audit contract

We are procuring via NHS SBS framework SBS/20/MA/ZY/10024 – Internal and External Audit, Counter Fraud and Financial Assurance Services. There are 7 suppliers on the framework:

Grant Thornton UK LLP

KPMG

Mazars

PKF Littlejohn

BDO LLP

Deloitte LLP

Ernst and Young

- In December 2023 we contacted all suppliers outlined our requirements and asked suppliers to confirm if they were opting in or out
- Two suppliers responded positively: Grant Thornton and BDO LLP
- Both suppliers have accessed and downloaded the Invitation to Tender



Timetable



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Activity	Deadline
Issue ITT Documents (via Atamis)	30/04/2024
Deadline on Submission of Questions from Supplier(s) (Via Atamis)	08/05/24 at Midday
Response to Suppliers Questions (Via Atamis)	08/05/24 16:00
Receipt of Proposals	21/05/2024 at Midday
Evaluation of proposals	w/c 21/05/2024
Produce & Sign off Regulation 84 Recommendation Report *	w/c 03/06/2024
Issue Regret Letters to Unsuccessful Suppliers	w/c 10/06/2024
Issue Contract Award Letter & NHS Terms and Conditions to Successful Supplier	w/c 10/06/2024
Contract Commencement / Go Live	01/10/2024

* Sign off to include Norman Holding, Sue Fitzpatrick, Mike O'Conner, John Culshaw, Jane Hurst and Amy Yates

Recommendation

- The Council of Governors is asked to note and support the standard process to appoint the External Auditors



2023/24 Year end and 2024/25 Operational Plan Council of Governors 16.5.2024

Jane Hurst – Chief Finance Officer



Working Together



Excellence



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Embracing Change

2023/24 Year end position

The year end position forecast with the Integrated Care System (ICS) was £27.5m deficit

The ICS has accessed additional funding giving capacity to support the deterioration of the 2023/24 position

The ICS approved a revised 2023/24 position of £30m deficit, this is a deterioration of £2.5m



2024/25 Draft Operational Plan per last submission



Warrington and Halton
Teaching Hospitals
NHS Foundation Trust

- The original plan was £38m deficit, 104% activity and 0% growth in workforce
- Revised Plan
 - Finance deficit of £31.2m, which assumes achievement of £19.4m Cost Improvement Programme (CIP) (partial plans in place). This has **not** yet been accepted by the ICS.
 - The ongoing deficit means that the Trust has run out of cash and therefore tighter controls on spending are placed on the Trust.
 - Activity plan included 104% Elective Recovery Fund (ERF) Activity achievable using the Independent Sector (excluding Endoscopy hub, Targeted Investment Fund (TIF), Community Diagnostic Centre (CDC) and Improvement workstreams).
 - Workforce reflected a 2% reduction in establishment through natural turnover supported by Improvement work and increased productivity.

The ICS currently has a circa **£216m** deficit gap this has **not** been accepted by NHS England

Assumptions, challenges and mitigations



Warrington and Halton
Teaching Hospitals
NHS Foundation Trust

Plan assumes:-

- Reduced use of escalation areas,
- Improvement of no criteria to reside,
- Reduced / system managed Urgent & Emergency Care demand
- Achievement of challenging Cost Improvement Programme
- Management of 2023/24 and emerging cost pressures
- Achievement of 104% ERF in core activity

Mitigations include:-

- Model hospital data shows opportunity costs of between £18m and £41m supported by the Newton review - Collaboration with Place
- Investment in TIF and CDC at Halton



2024/25 Cost Improvement Programme (CIP) Plans

CBU/Corporate Area	Overall CIP allocation
Clinical Support Services	£ 2,761,391
Integrated Medicine & Community	£ 1,765,207
Medical Care	£ 2,006,317
Urgent & Emergency Care	£ 1,552,991
Unplanned Care Management	£ 38,622
Digestive Diseases	£ 2,567,818
Women's & Children's Health	£ 1,314,627
Surgical Specialties	£ 1,458,167
Planned Care Management	£ 32,392
Sub-Total CBU's	£ 13,497,533
Finance & Commercial Development	£ 396,873
Estates & Facilities	£ 1,374,195
Corporate Governance - Trust Executives	£ 57,513
Communications and Membership	£ 19,384
Digital Services	£ 292,283
Corporate Nursing & Governance	£ 371,397
Central Ops	£ 166,853
Human Resources Education & OD	£ 237,257
Strategy	£ 19,529
Sub-Total Corporate	£ 2,935,284
Total	£ 16,432,817
Central Schemes	£ 3,000,000
Grand Total	£ 19,432,817

2024/25 CIP Schemes Identified						
Non Clinical Vacancies	Procurement	Salary Sacrifice	Improvement Schemes	Departmental CIP schemes	Total Schemes Identified	Unidentified CIP
£ 232,246	£ 18,050	£ 41,059	£ 2,000,000	£ 104,000	£ 2,395,355	£ 366,036
£ 30,484	£ 6,499	£ 15,311	£ 1,500,000	£ 68,000	£ 1,620,294	£ 144,913
£ 43,760	£ 2,990	£ 35,480	£ 1,500,000	£ 130,000	£ 1,712,230	£ 294,087
£ 67,175	£ -	£ 21,790	£ 1,000,000	£ 30,000	£ 1,118,965	£ 434,026
£ 10,033	£ -	£ 792			£ 10,825	£ 27,797
£ 74,785	£ 20,145	£ 31,954	£ 2,000,000	£ 75,000	£ 2,201,884	£ 365,934
£ 38,054	£ 2,185	£ 28,080	£ 1,000,000	£ 25,000	£ 1,093,319	£ 221,308
£ 56,826	£ 1,848	£ 26,008	£ 1,000,000		£ 1,084,682	£ 373,485
£ 20,926	£ -	£ 62			£ 20,988	£ 11,404
£ 574,289	£ 51,717	£ 200,536	£ 10,000,000	£ 432,000	£ 11,258,542	£ 2,238,991
£ 184,576	£ 6,014	£ 14,451		£ 129,246	£ 334,287	£ 62,586
£ 639,105	£ 17,523	£ 18,979		£ 150,000	£ 825,607	£ 548,588
£ 26,748	£ -	£ 6,896			£ 33,644	£ 23,869
£ 9,015	£ -	£ -		£ 6,200	£ 15,215	£ 4,169
£ 135,934	£ 20,721	£ 3,974			£ 160,629	£ 131,654
£ 172,728	£ 4,442	£ 10,304			£ 187,474	£ 183,923
£ 77,599	£ -	£ 2,062			£ 79,661	£ 87,192
£ 110,342	£ 654	£ 7,126			£ 118,122	£ 119,135
£ 9,083	£ -	£ -			£ 9,083	£ 10,446
£ 1,365,130	£ 49,354	£ 63,792	£ -	£ 285,446	£ 1,763,722	£ 1,171,562
£ 1,939,419	£ 101,071	£ 264,328	£ 10,000,000	£ 717,446	£ 13,022,264	£ 3,410,553
£ -	£ 21,320	£ -			£ 21,320	£ 2,978,680
£ 1,939,419	£ 122,391	£ 264,328	£ 10,000,000	£ 717,446	£ 13,043,584	£ 6,389,233

Grand Total Recurrent	£ 19,432,817
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£ 1,939,419	£ 156,605	£ 264,328	£ 10,000,000	£ 717,446	£ 13,043,584
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£ 6,389,233

- £19.4m CIP target for 24/25 (based on 5% of plan)
- £3m CIP identified to date
 - £2m Non-clinical vacancy scheme – Procurement and salary sacrifice schemes 0.4m
 - £0.7m of CBU/Corporate CIP schemes
- Transformational improvement schemes – £10m of overall CIP target, opportunity to be quantified
- Further improvement and CIP opportunities being identified by Care groups / Corporate – working to quantify detailed projects and values **which could move CIP target between CBUs.**

2024/25 Draft Budget



Warrington and Halton
Teaching Hospitals
NHS Foundation Trust

	2023/24 Unaudited position £000's	2024/25 Draft budget £000's
Income		
Income from Patient Care Activities	-307,518	-316,604
Other operating income	-39,807	-23,975
Total Income	-347,325	-340,579
Operating Expenditure		
Pay	266,995	258,564
Drugs	21,238	21,980
Clinical Supplies and Services	25,044	24,184
Other	57,565	62,609
Total Operating Expenditure	370,842	367,337
Non Operating Expenditure	4,074	4,884
Technical Adjustments	2,359	-392
Adjusted Financial Performance (Surplus) / Deficit	29,950	31,251

- Operating expenditure has increased £100m since 2019/20 whereas income has increased by £75m.
- Circa 50% is inflation, the remainder is investments.
- Higher growth has been seen in Urgent and Emergency Care and Integrated Medicine & Community





**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Capital Plan



2024/25 Capital Plan



Warrington and Halton Teaching Hospitals

NHS Foundation Trust

Summary	Approved by Board	Submitted to C&M ICB	Update as at 12/04/24
	£'m	£'m	£'m
Board approved schemes (Prior year - Catering, Doctors Mess, Pharmacy Aseptic Services, Ward B3 Bathroom, Appleton Ventilation and Endoscope Hub)	3.32	1.33	3.06
Board approved schemes with First Call on 2024/25 capital (Digital EPCMS allocation and ringfencing)	2.48	2.48	2.48
Mandated schemes	1.34	1.34	1.34
Business Critical schemes	1.75	2.48	1.75
Contingency	0.50	-	0.50
Non Mandated	-	-	-
Sub Total	9.39	7.63	9.13
Other Schemes (TIF, CDC, Frontline Digitalisation, Warrington Town Deal, Runcorn Town Deal, DDC)	15.53	15.53	15.53
Early indication of capital programme 2024/25	24.92	23.17	24.67
Funding			
2024/25 CDEL	7.63	7.63	7.63
PDC / External Funding	15.53	15.53	15.53
TOTAL BUDGET (Budget not yet confirmed)	23.17	23.17	23.17
Oversubscribed	- 1.76	-	- 1.50
IFRS16 Schemes - New / Renewals	1.30	1.30	1.30
IFRS16 Schemes - Remeasurements	0.54	0.54	0.54
IFRS16 Schemes	1.84	1.84	1.84
TOTAL CAPITAL BUDGET (Including IFRS16)	25.00	25.00	25.00
Total Capital Programme (including IFRS16)	26.76	25.00	26.50
Oversubscribed	- 1.76	-	- 1.50

The Trust Capital Departmental Expenditure Limit (CDEL) plan approved by the Trust Board is £9.39m and currently oversubscribed by £1.76m. **See Appendix 1 and 2 for detail.** This will be managed following the same method as 2023/24, where the Trust will bid for funding and / or manage across 18 months.

Due to the level of oversubscription, £2.26m business critical schemes have been supported but deferred to 2025/26.

Since the approval, we have managed to reduce the amount of oversubscription to £1.5m as catering schemes was able to deliver more in 2023/24 and reduce the amount required in 2024/25.

Recommendation

- The Council of Governors is asked to note the 2024/25 operational planned deficit of £31.2m, including £19.4m Cost Improvement Programme (CIP), a 2% reduction in workforce and delivery of 104% of 2019/20 elective activity.



Appendix 1 Brought Forward Schemes

Warrington and Halton
Teaching Hospitals

NHS Foundation Trust

These are schemes that were previously approved by Trust Board and were not able to be delivered in 2023/24 but have been prioritised for 2024/25

	Scheme Value
	2024/25
Scheme Name	£000
Pharmacy Aseptic Services	200
Drs Mess	141
Catering Upgrade	691
Ward B3 Bathroom	29
Appleton Ventilation	269
Appleton Wing fire dampers final phase	82
Endoscopy Hub	1,200
Induction of Labour	37
Refurbishment of clinic rooms	35
Warrington Comms Cabinets Environmentals Phase 1	81
Comms Cabinets (Phase 4)	66
Electronic Patient Record (EPR / EPCMS) Front Line Digital	85
RAAC	4
LIMS (Pathology System across ICS)	97
ED Minors	46
SUB TOTAL	3,063

Appendix 2 Schemes with first call on 2024/25 Capital



Warrington and Halton
Teaching Hospitals
NHS Foundation Trust

Previously approved by Trust Board and have been prioritised for 2024/25	Scheme Value 2024/25
Scheme Name	£000
Digital / EPCMS matched funding and ringfencing	831
IT Network Resource	500
EPCMS	1,150
TOTAL	2,481

Mandated by statute or legislation and are legally enforceable by the governing body	Scheme Value 2024/25
Scheme Name	£000
Estates Backlog Maintenance inc staffing	1,336
SUB TOTAL	1,336

Schemes deemed critical to service delivery and/or the health and safety of patients, staff or visitors and cannot be mitigated by any other option or action	Scheme Value 2024/25
Scheme Name	£000
Purchase Cone Beam CT to include OPG and Lat Ceph facilities	150
Digital Analytics Staffing	42
Backup storage replacement at both sites	576
Phase 2 Structure - Digital Project Management and Benefits Management Resource	165
IT Staffing	316
Comms Cabinet Improvements Phase 1 of 3	180
Device Refresh 24/25	60
Hysteroscopy Equipment	29
Sentinel gamma breast probes	45
TCU Equipment	70
Stacker & Scope	120
TOTAL	1,753

COUNCIL OF GOVERNORS

AGENDA REFERENCE:	COG/24/05/18			
SUBJECT:	Bi-monthly Strategy Highlight Report			
DATE OF MEETING:	16 th May 2024			
ACTION REQUIRED:	To note			
AUTHOR(S):	Megan Wainwright, Strategy Project and Team Support Officer			
EXECUTIVE DIRECTOR SPONSOR:	Lucy Gardner, Director of Strategy & Partnerships			
LINK TO STRATEGIC OBJECTIVE	<p>SO1: We will ... Always put our patients first delivering safe and effective care and an excellent patient experience.</p> <p>SO2: We will ... Be the best place to work with a diverse and engaged workforce that is fit for now and the future.</p> <p>SO3: We will ... Work in partnership with others to achieve social and economic wellbeing in our communities.</p>			
EQUALITY CONSIDERATIONS: (Please select as appropriate)	Please indicate who is impacted by the equality considerations:	Patients	Workforce	Public
	Are there any equality considerations linked to the general duties of the Public Sector Equality Duty and Armed Forces Act 2021:	Yes	No	N/A
	Further Information / Comments:			✓
EXECUTIVE SUMMARY:	The following Strategy Highlight Report provides a progress update on key strategic projects and initiatives that underpin a number of WHH's strategic (QPS) priorities.			
PURPOSE: (please select as appropriate)	Approval	To note ✓	Decision	
RECOMMENDATION:	The Council of Governors is asked to note the report.			
PREVIOUSLY CONSIDERED BY:	Committee	Trust Board		
	Agenda Ref.			
	Date of meeting	3 April 2024		
	Summary of Outcome	noted		
NEXT STEPS: State whether this report needs to be referred to at another meeting or requires additional monitoring	None			
FREEDOM OF INFORMATION STATUS (FOIA):	Choose an item.			
FOIA EXEMPTIONS APPLIED: (if relevant)	Choose an item.			

Strategy Update

January-February 2024



Warrington and Halton
Teaching Hospitals
NHS Foundation Trust

Section 1 - Key Messages

Slide 2	Summary of key developments this reporting period
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Section 2 - Stakeholder Engagement

Slide 3-4	Summary of key stakeholders engaged during the reporting period
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Section 3 - Key Strategic Projects

Page	Project	Strategy Lead	Status
Slide 5	Living Well Hub in Warrington	Stephen Bennett/Caroline Lane	Green
Slide 7	Runcorn Town Deal	Carl Mackie/Viviane Risk	Green
Slide 9	Community Diagnostic Centre	Stephen Bennett/Lefteris Zabatis	Green
Slide 11	New Hospitals Programme and strategic estates	Carl Mackie/Viviane Risk	Orange

Section 4 - Other Trust Strategic Updates

Slide 13	Summary of other Trust strategy related updates
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Section 5 - Place-based Strategic Updates

Slide 14	Summary of strategic updates from local places (Warrington and Halton)
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Section 6 - Cheshire and Merseyside Strategic Updates

Slide 15	Summary of strategic updates from Cheshire and Merseyside
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Key Messages

- Over 3 years in the planning, the Living Well Hub, was launched in Warrington on the 1st March. Demonstrating true partnership working, with the aim of reducing health inequalities whilst encouraging economic regeneration of the town centre, the Hub will be a significant asset for the residents of Warrington.
 - A round of collaborative business planning meetings with Clinical Business Units have been undertaken and strategic priorities for next year identified. Priorities have been discussed with Care Groups and will be used by the finance team leading this work to develop a plan on a page for approval by Trust executives in early April.
 - The Community Diagnostic Centre continues to provide significant additional capacity for our patients with over 21,000 additional diagnostic tests having been undertaken since it went live in May 2023. Designs for phase 3 (new build at Halton Hospital) have been completed and planning permission has been granted for the development.
 - Designs for stage 4 of the Runcorn Health and Education hub have been completed and planning permission has been granted for the development. Work continues with partners to develop a collaboration agreement, which will formalise working arrangements going forward in anticipation of the launch next year.
- 

Stakeholder and engagement overview

Key Stakeholder Engagement in Period	Job Title, Organisation	Topic/Nature of Engagement
Martin Wood	Senior Advisor (Town Deal Programme), Dept. for Levelling Up, Housing and Communities	Site Visit to Living Well Hub
Matthew Wall	Director, Morris & Spottiswood	Final contract discussions re: Living Well Hub build programme
Jo Churchill MP	Minister at Dept for Work and Pensions	Living Well Hub site visit
Andy Carter MP	MP Warrington South	Living Well Hub site visit
Ian Triplow	CDC Programme Director Cheshire & Merseyside	Community Diagnostic Centre – capital funding for programme
Jamie Foster	Partner, Hill Dickinsons	Collaboration and Contribution Agreement for Living Well Hub
Caroline Williams	Director of Adult Social Services, Warrington Borough Council	Living Well programme across Warrington and Community-Led Support programme board
Sally Yeoman	CEO, Halton And St Helen's Voluntary and Community Action	Wider determinants of health priorities
Amanda Ridge	Associate Director – Transformation and Partnerships - Warrington, NHS Cheshire & Merseyside	Future resourcing of Warrington Together infrastructure and programme support. Place-based transformation, including same day emergency care
Alison Cullen	CEO, Warrington Voluntary Action	Development of Living Well programme in Warrington and development of Warrington VCSE compact
Catherine McLennan	Programme Director - Women's Health and Maternity Programme Cheshire & Merseyside ICB	Development of Women's Health offer in Living Well Hub
Laurence Pullan	Head of Communications, Warrington Borough Council	Development of communications plan for Living Well Hub
Wesley Rourke	Operational Director, Economy, Enterprise and Property	Runcorn Shopping City, Levelling up, Runcorn Town Deal
Tracey Cole	Diagnostic Programme Director C&M	CDC, pathology collaboration
Nikki Stevenson	Chair Medical Directors Network, CMAST	C&M clinical strategy
Nichola Newton	CEO, Warrington Vale Royal College	Health and Social Care Academy, Living Well Hub

Stakeholder and engagement overview

Key Stakeholder Engagement in Period	Job Title, Organisation	Topic/Nature of Engagement
Tony Leo	Place Director, Halton	Place development
Carl Marsh	Place Director, Warrington	Place development
Nick Armstrong	Estates, Cheshire and Merseyside ICB	Strategic estates planning, Warrington
Paul Mullane	Director of Development and Sales, Halton Housing	Estates Planning, Runcorn Town Deal,
David Mills	Deputy Medical Director, Bridgewater	Living Well Hub, Runcorn Health and Education hub
Leigh Thompson, Tim McPhee	Mersey Care	Living Well Hub, Runcorn Health and education Hub, One Halton delivery plan
Zoe Fearon and Katherine Appleton	Director Children's services, Halton Borough Council Operations Director, Children's Services, Halton Borough Council	Runcorn Health and education Hub

Living well hub in Warrington (1)

Project Overview

WHH is leading a major project to develop a system-wide Health and Wellbeing Hub in Warrington Town Centre. The project forms part of the Town Deal programme, which covers 7 different infrastructure projects across Warrington, funded as part of the Government's levelling up agenda. The Health & Wellbeing Hub (to be known as the Living Well hub) is designed to target and address health inequalities in Warrington by providing a range of services focussed on prevention and early intervention in a town centre location with proximity to the areas of the town with the highest levels of deprivation. The Hub will be a space where providers from across mental and physical health, social care and the third sector can come together to deliver integrated services, support and learn from one another for the collective benefit of the local population.

What does this mean for WHH?

Delivery of WHH services, including midwifery, cardiac rehabilitation and physiotherapy from a convenient and accessible town centre location. Working alongside key partners including Bridgewater, Mersey Care, Warrington Borough Council and Voluntary, Charity and Social Enterprise organisations to support the prevention agenda.

Progress since last report

- Practical completion of the building and subsequent furnishing took place during January. The build work elements of this project are now complete.
- The Contribution and Collaboration Agreement has been agreed and signed by all four core partners; Warrington and Halton Hospital, Bridgewater Community Trust, Mersey Care Trust and Warrington Borough Council
- The new Living Well Hub manager started in post at the beginning of January, Two deputies have been recruited, one in started in post 19th February with the second due to start at the beginning of March.
- Work to finalise the initial operating model for the Hub is complete, although this will be an ongoing process as we continue to receive a lot of interest from a range of partners as word about the hub spreads
- CQC inspected the Hub in February with formal approval received in early March.
- An art exhibition took place in January which show cased artwork that students of Warrington and Vale Royal College had created for the Hub, as part of their syllabus (link to media release below)
- The official launch of the Hub took place on the 1st March with the facility opening to the general public soon after.

Living well hub in Warrington (2)



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Quality	People	Sustainability
Patient Safety	Looking after our people ✓	Working in partnership ✓
Clinical effectiveness ✓	Innovating the way we work ✓	Working responsibly ✓
Patient experience ✓	Growing our workforce for the future ✓	Sustainable estate and digitally enabled ✓
Research, development and innovation	Belonging in WHH	Financial sustainability ✓

Milestone	Date
Hub go live	March 24
Commence monitoring and evaluation of outcomes	March 24
Second deputy manager to start in post	March 24



Contact details

Caroline Lane - Strategic Project Manager
caroline.lane10@nhs.net

Runcorn town deal (1)

Project Overview

WHH is a key partner within Runcorn Old Town's submission to the Town Deal Investment Fund, with an overall opportunity to bring up to £25m to the town. The health and education hub project is led by WHH and is one of 7 projects within the Town Deal plan. The hub is planned to deliver services focussed on prevention, women and children and long-term conditions from a central location in Runcorn.

The project is being developed in partnership with a range of health and care providers across Runcorn, including Bridgewater and Halton Borough Council. The scheme includes a flexible education element designed in partnership with Riverside College.

What does this mean for WHH?

- Delivery of WHH services, including maternity, respiratory and phlebotomy, from a convenient and accessible town centre location.
- Opportunity to work with local further education college to provide education and training tailored to jobs in health and care, helping to reduce our vacancies.
- Opportunities to further integrate services with other providers across health, care and wellbeing.

Progress since last report

- RIBA Stage 4 designs have been reviewed by operational and technical colleagues from all partner organisations.
- Planning permission has been granted.
- Drafted grant funding agreement for transfer of Town Deal Funds to the Trust
- Commenced development of the collaboration agreement, which will formalise working arrangements between partners moving forwards.

Runcorn town deal (2)



**Warrington and Halton
Teaching Hospitals**

NHS Foundation Trust

Quality	People	Sustainability
Patient Safety	Looking after our people ✓	Working in partnership ✓
Clinical effectiveness ✓	Innovating the way we work ✓	Working responsibly ✓
Patient experience ✓	Growing our workforce for the future ✓	Sustainable estate and digitally enabled ✓
Research, development and innovation	Belonging in WHH	Financial sustainability ✓

Milestone	Date
RIBA Stage 4 designs approved	May 24
Procurement process for lead contractor commencement	Jun 24
Lead contractor procured	Oct 24



Contact details

Viviane Risk
Strategic Project Manager
viviane.risk@nhs.net
Carl Mackie
Halton Healthy New Town and Strategy
Manager
carlmackie@nhs.net

Community diagnostic centre (1)

Project Overview

- As part of the national strategic vision to create Community Diagnostics Centres (CDC) across England, the Trust is working alongside the regional team to develop a centre for outpatient diagnostics to serve the populations of Warrington and Halton. This will also be a regional resource.
- The final approved CDC Programme covers three phases:
 - Phase 1 (now complete) saw the development of a range of diagnostic services within the Nightingale Building at Halton.
 - Phase 2 (now complete) saw a range of diagnostic services established within the Halton Health Hub at Runcorn Shopping City.
 - Phase 3 will see the development of a small new build extension to the CSTM building on the Halton site to accommodate CT and MRI services.

What does this mean for WHH?

- Additional capacity to undertake diagnostics for patients of Halton and Warrington, and the wider Cheshire and Merseyside region.
- New estate at Halton General Hospital, which supports new hospitals plans and estates strategy.

Progress since last report

- Over 21,000 additional diagnostic tests have been undertaken in the CDC development (Phases 1+2) since Phase 1 went live in May 2023.
- Stage 4 designs for Phase 3 (New Build CDC) are now complete and we have received planning for the development
- Contract price for the Phase 3 enabling works package has been received
- Phase 3 Enabling works package has been signed
- Site mobilisation commences on 18/3/24.

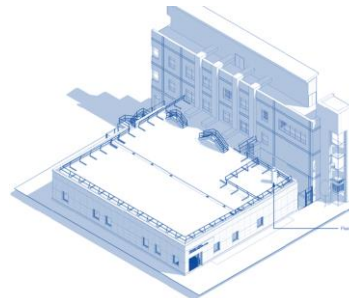
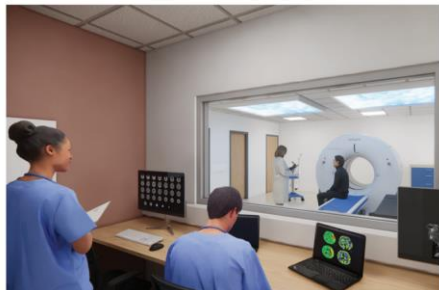
Community diagnostic centre (2)



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Quality	People	Sustainability
Patient Safety	Looking after our people	Working in partnership ✓
Clinical effectiveness ✓	Innovating the way we work ✓	Working responsibly
Patient experience ✓	Growing our workforce for the future ✓	Sustainable estate and digitally enabled ✓
Research, development and innovation	Belonging in WHH	Financial sustainability ✓

Milestone	Date
Phase 3 site mobilisation	Mar 24
Final contract for New Build phase agreed	Apr 24
Services within new build CDC to commence	Mar 25



Contact details

Lefteris Zabatis - Senior Strategic Project
Manager
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New hospitals and strategic estates planning (1)



**Warrington and Halton
Teaching Hospitals**
NHS Foundation Trust

Project Overview

- Development of new WHH hospital estate and infrastructure.
- Within Warrington, this is the development of a new hospital for Warrington, either on the current site or elsewhere in the town.
- Within Halton this is the redevelopment of the Halton Hospital site, including extending Captain Sir Tom Moore to incorporate all existing services and additional services, whilst releasing land to support the Hospital and Wellbeing Campus vision.

What does this mean for WHH?

- Delivery of Trust services from modern, accessible and safe environments.
- Opportunities to develop service provision in appropriate clinical settings and expand opportunities to work with local partners or in external locations.

Progress since last report

- The refreshed Trust Estates Strategy is drafted and due for ratification in April 2024.
- A number of high-level business cases are in development to progress this work.
- The Trust's Director of Strategy and Partnerships is leading work at Warrington Place level to ensure that our Place estates priorities are reflected in the ICB infrastructure plan.

New hospitals and strategic estates planning (2)

Quality	People	Sustainability
Patient Safety ✓	Looking after our people ✓	Working in partnership ✓
Clinical effectiveness ✓	Innovating the way we work ✓	Working responsibly ✓
Patient experience ✓	Growing our workforce for the future ✓	Sustainable estate and digitally enabled ✓
Research, development and innovation ✓	Belonging in WHH	Financial sustainability ✓

Milestone	Date
Estates Strategy to be finalised – to be approved.	Apr 24
High level business cases in development for agreed strategic estates priorities.	Apr 24



Contact details

Carl Mackie
Halton Health New Town and Strategy Manager
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Other trust strategic updates

Digital Projects



- **Patient Engagement Portal (PEP)**

The Patient Engagement Portal will allow patients to view their hospital appointments and supporting information (maps, parking etc.) on the NHS App when it is convenient for them. They will also receive notifications for their appointments and can request to change them if they cannot attend.

- Patient appointment and TCI (To Come In) letters are now being printed by our third party mail provider, Synertec, in readiness or the introduction of PEP.
- Scheduled go live date has been delayed due to complexities of integration between Lorenzo and DrDoctor.
- Our 'warm up' advertising and comms campaign begins at the end of the month reminding patients to sign up for the NHS App.

- **EPCMS (new EPR)**

ITT launched January 2024 and closes 26th March 2024. Procurement commences 27th March with evaluation of pass/fail criteria. Demonstrations, site visits and evaluations scheduled April/May for those 4 suppliers that have expressed interest.

- **Infrastructure**

- Network refresh has commenced ahead of schedule. The network team are replacing network switches and access points via a phased roll out.
- Device refresh is on-going and will continue into 2024/25. A total of 848 devices were replaced in 2023/24. Any device over 5 years old is replaced to ensure equipment is up to date and secure.
- eOutcome Data Migration – the team successfully migrated the eOutcome data from an end of life server to a new server to ensure cyber security compliance

- **EPR Optimisation**

The EPR team continue to support clinical staff with optimising our current systems. Recently worked with long COVID team to create electronic form on Lorenzo and continue to digitise the Therapies department. Current state process mapping has commenced trust-wide to support readiness for our new EPR.

Business Planning

A round of collaborative business planning meetings with Clinical Business Units have been undertaken and strategic priorities for next year identified. Priorities have been discussed with Care Groups and will be used by the finance team leading this work to develop a plan on a page for approval by Trust executives in early April.

Place based strategic updates

Warrington


- The Trust has received feedback on the bids submitted to Warrington's Transformation Fund. The bid to support the development of a Living Well virtual hub has been viewed favourably. The panel have requested that funding is secured to cover the recurring revenue costs of the system before any funding to cover the initial development and implementation can be formally agreed.
- A facilitated workshop has been held with all members of Warrington Together Partnership Board (WTPB) to discuss future relationship and interaction between WTPB and the Warrington Health and Wellbeing Board in terms of responsibility and accountability for delivery against agreed place-based strategic priorities.
- Further work has been completed on the refreshed "Warrington Compact". The compact is a document compiled by all core partners at place, which sets out the commitment to working closely and supporting the voluntary, charity, faith and social enterprise (VCFSE) sector.

Halton

The five priority workstreams that make up One Halton have been developing their individual delivery plans for 2024/25. These workstreams are:

- Starting Well
- Living Well
- Ageing Well
- Wider Determinants
- Integrated neighbourhood teams

A workshop was undertaken involving all partners in January 2024. From this workshop a draft delivery plan is being produced. This will be scrutinised by all workstream leads ahead of proposed sign off in March 2024, where they will be adopted as part of the One Halton work plan for 2024-25.



Cheshire and Merseyside strategic updates

C&M pathology

- The LIMS Full Business Case has been developed by the Cheshire & Merseyside Pathology Network (CMPN) with engagement from stakeholders across the region. This advocates implementation of a unified LIMS across 5 healthcare organisations. The FBC is being discussed by the WHH Finance and Sustainability Committee on the 27th March and Trust Board on the 3rd April.
- The pathology hub delivery group (East) has been established and a potential Target Operating Model described. Further documentation will follow outlining the service delivery model and business case for approval by executive teams in each organisation.

Daycase Unit & Theatre 5 at CSTM, Halton

- All construction works are now completed and the department was handed over to WHH on Friday 22nd March 2024
- Teams are working through the operational plan to set up the unit and theatre
- First patients listed for Tuesday 2nd April 2024
- Opening event arranged for Wednesday 3rd April 2024

C&M Endoscopy Hub at Nightingale Building, Halton

- Construction works have commenced in Nightingale Building for the additional Endoscopy rooms and decontamination unit
- Asbestos had been identified whilst in the construction phase. The Asbestos Insulation Board (AIB) was a Notifiable Event under HSE guidelines and had a 14 day notice period. This AIB has now been removed.
- Operational teams continuing to work on plans around delivery of activity whilst construction works are taking place
- Purchasing of new kit complete

Paediatric surgery

- The pilot of Alder Hey @ Warrington began in March with the first paediatric theatre list being delivered by Alder Hey surgeons in Warrington. The collaboration was successful with excellent feedback from staff and patients.