



We are  
WHH



Warrington and  
Halton Hospitals  
NHS Foundation Trust

# WHH Council of Governors

Thursday 15 February 2018

4:00pm – 6:00pm

Trust Conference Room, Burtonwood Wing  
Warrington Hospital

**COUNCIL OF GOVERNORS**  
**THURSDAY 15 FEBRUARY 2018, 4.00pm-6.00pm Trust Conference Room,**  
**Warrington**

AGENDA ITEM COG/18/02/XX	TIME PER ITEM	AGENDA ITEM	OBJECTIVE/DESIRED OUTCOME	PROCESS	PRESENTER
			Choose an item.	Choose an item.	
<b>FORMAL BUSINESS</b>					
COG/18/02/01	4:00	Welcome and Opening Comments <ul style="list-style-type: none"> <li>Apologies</li> <li>Declarations of Interest</li> </ul>			Chairman
COG/18/02/02		Minutes of meeting held 19 October 2017	<i>For decision</i>	<i>Minutes</i>	Chairman
COG/18/02/02(a)		Matters arising/action log	<i>For assurance</i>	<i>Action log</i>	Chairman
COG/18/02/03	4:10	Governor's Remuneration and Nomination Committee (GNARC) – Chairman's 2 <sup>nd</sup> Term	<i>For assurance</i>	<i>Verbal</i>	Deputy Chair
COG/18/02/04	4:20	GNARC Ratification of Non-Executive Director Appointment	<i>For assurance</i>	<i>Verbal</i>	Chairman
<b>GOVERNOR BUSINESS</b>					
COG/18/02/05	4:25	Lead Governor Update <ul style="list-style-type: none"> <li>Working Party Outcome</li> </ul>	<i>For info/update</i>	<i>Briefing paper</i>	Lead Governor
COG/18/02/06	4:45	Items requested by Governors <ol style="list-style-type: none"> <li>Primary Care Streaming Facility</li> <li>STP/ACO Update</li> <li>CMTC future use</li> <li>Nurse Associates Qualifications &amp; Education</li> <li>Staff Vacancies – Current position</li> <li>Physician Associates pay</li> </ol>	<i>For info/update</i>	<i>Briefing notes and Q&amp;A</i>  <b>See Appendix A</b>	All
COG/18/02/07	4:55	Governor Engagement Group Chair Report	<i>For assurance</i>	<i>Verbal</i>	Keith Bland MBE
COG/18/02/08	5:05	QIC Group Report Chair Report	<i>For assurance</i>	<i>Verbal</i>	Norman Holding, Lead Governor
<b>TRUST BUSINESS</b>					
COG/18/02/09	5:15	Chief Executive's Report including Integrated Performance Report	<i>For info/update</i>	<i>Verbal</i>	Chief Executive
COG/18/02/10	5:25	Chairman's Briefing	<i>For info/update</i>	<i>Verbal</i>	Chairman
<b>GOVERNANCE</b>					
COG/18/02/11	5:35	Election Activity Report	<i>For assurance</i>	<i>Report</i>	Director C&E + CA
COG/18/02/12	5:45	Compliance with Trust Provider Licence update	<i>For assurance</i>	<i>Report</i>	Head of Corporate Affairs
COG/18/02/13	5:50	Governor Training Programme + Induction including MIAA courses	<i>For discussion</i>	<i>Verbal</i>	Lead Governor
<b>CLOSING</b>					
COG/18/02/14	5:55	Any Other Business		<i>Verbal</i>	Chair

**Next Meeting Date will be on Thursday 17 May 3.00pm-5.00pm in the Lecture Theatre, Education Centre, HALTON HOSPITAL**

COG/18/02/02

**COUNCIL OF GOVERNORS**

**Draft Minutes of the Meeting held on Thursday 19 October 2017  
4.00pm to 6.00pm, Trust Conference Room, Warrington Hospital**

**Present:**

Steve McGuirk (SMcG)	Chairman (Chair)
Mark Ashton (MA)	Staff Governor
Sue Bennett (Lennon)	Staff Governor
Keith Bland MBE (KB)	Public Governor
Phil Chadwick (PC)	Public Governor
Keith Dow (KD)	Public Governor
Peter Harvey (PH)	Public Governor
Jim Henderson (JH)	Public Governor
Norman Holding	Public Governor
Sue Kennedy (SK)	Public Governor
Alison Kinross (AK)	Public Governor
Pat McLaren (PMcL)	Director of Community Engagement
Mel Pickup (MP)	Chief Executive
Anne Robinson (AR)	Public Governor
Louise Spence (LS)	Staff Governor
Jeanette Scott (JS)	Public Governor

**In Attendance:**

Terry Atherton (TA)	Non-Executive Director
Margaret Bamforth (MB)	Non-Executive Director
Jean Noel Ezingard (JNE)	Non-Executive Director
Ian Jones (IJ)	Non-Executive Director
Anita Wainwright (AW)	Non-Executive Director
Sophie Hunter (SH)	Equality and Diversity Specialist
Julie Burke	Secretary to the Trust Board

**Apologies:**

Carole Astley	Public Governor
Alf Clemo	Public Governor
Peter Lloyd Jones (PLJ)	Partner Governor, Halton Borough Council

COG/17/10/42	<b>Welcome, Apologies &amp; Introductions</b>	
	The Chairman welcomed all Governors', Staff, and Non-Executive Directors to the meeting. Apologies - See above. <b>Declarations of Interest – in agenda items</b>  There were no other interests declared in relation to the agenda items for the meeting.	
COG/17/10/43	<b>Minutes of Previous Meeting 20 July 2017</b>	
	<u>Page 5, COG17/07/37 changes to the Constitution.</u> 4 <sup>th</sup> point to read ... current 3-year terms of office and could be extended to a longer term such as 4 year terms which would enable governors.. The recommendation was seconded by A Kinross.  With these amendments, the minutes of the meeting held on 20 July 2017 were approved as a true and accurate record.	

	<p><u>Action log.</u>  <u>COG/17/07/38</u> – briefing to be included in next team brief and communications bulletin to raise awareness. University Teaching Partnership with Chester University and WHH being pursued and a proposal will be presented to the next CoG.  Progress on other actions was noted and recorded on the action log.</p>	
COG/17/10/44	<p><b>Lead Governor Update</b></p> <p><u>Change of constituencies working groups</u>  NH provided an update on pertinent issues since the last COG</p> <ul style="list-style-type: none"> <li>- Monthly briefing meetings with the Chairman continue but NH disappointed with the attendance at these sessions and all members were encouraged to attend when possible.</li> <li>- Following a request from CoG members to meet with the Chairman and the NEDs, the first session has been arranged for 12 December at 2pm, colleagues were encouraged to attend if possible.</li> <li>- The National Lead Governor Forum is growing with 40-50 Trusts currently members. This is an informal forum via email which is proving to be an effective forum to share best practice and as a knowledge base. Discussions are on-going for this forum to become a more formal forum with a meeting in London in November discuss options.</li> <li>- Key themes of discussion for NHS Providers currently are Governor attendance at Trust Committees, Governor attendance at Private Board sessions with the possibility of receiving redacted minutes, variation in Governor attendance at meetings.</li> <li>- NH shared that he had discussed with the Chairman frequency and timings of current CoG meetings. They had also discussed current make-up of Constituencies and it was proposed that a Working Group be established to look at frequency and timings of meetings, Constituencies, length of tenure for terms of office. This was supported and NH to lead this process. KB/AK and PC offered to be part of this Working Group.</li> <li>- Suggestions discussed included Co-Opted members to Governor Meetings</li> <li>- PMcL added that part of this work will include a proposal to align elections with a standard duration of term of office. The cost of a full Electoral process is costly and reducing the number of elections to be carried each yearly would provide a significant financial saving for the Trust.</li> </ul> <p>• <b>NH/KB/AK/PC to meet to discuss and report back to next meeting.</b></p>	
COG/17/10/45	<p><b>Report from Governor Committees</b></p> <p><u>Governors Quality in Care 18.10.2017</u></p> <ul style="list-style-type: none"> <li>- NH provided an update on key areas of work discussed and to be led by the QiC Group:</li> <li>- Observation visits are continuing. A new Aide Memoire for Governors to complete had been produced for these visits which had been aligned with CQC guidance.</li> <li>- 2 observation visits in August had been carried out with positive feedback, 1 had been to the CMTC in Halton and A9 in Warrington. Findings had been fed back to Corporate Nursing, CMTC was felt to be under-utilised and the visit to A9 at Warrington had taken place in the evening where staff changeover was observed. Issues raised at A9 were fed back to Deputy Chief Nurse immediately and had been discussed at the QiC meeting today with reporting back to NH on progress. Observation visits to continue and NH asked for additional volunteers from colleagues to carry out these visits. PH offered his support.</li> </ul> <p><u>Governor Engagement Group 11.10.2017</u></p> <ul style="list-style-type: none"> <li>- KB provided an update on key areas of work discussed and to be led by the GEG:</li> <li>- The Group are exploring having pen pictures of Governors for each Governor to include their background and their role as a Governor which could be left in a number of community settings across the borough to raise awareness.</li> <li>- The Group also discussed the option of having a display of Governor pen pictures at the</li> </ul>	

	<p>entrance of the Hospital to raise awareness.</p> <ul style="list-style-type: none"> <li>- Recent drop-in sessions had taken place, there was limited attendance at Warrington but good attendance at Halton.</li> <li>- Positive feedback following the AMM meeting albeit only 6 members of the public had attended.</li> <li>- <b>The COG noted the reports.</b></li> </ul>	
COG/17/10/46	<b>Items requested by Governors</b>	
	<p><u>CMTC Utilisation +Bed reconfiguration</u> – MP provided a brief update on the background of the CMTC and the Trusts vision for its utilisation as part of the recently published early proposals for a Health and Social Care Hub for the local population. The CMTC building was a private sector building with a contract for 5 years after which it moved to NHS Terms and became part of WHH estate. To increase utilisation, Orthopaedics had been moved from Daresbury Ward to CMCT in 2013. As part of the current bed reconfiguration plans, MP reassured colleagues that all options are being explored to maximise utilisation, but that some beds will close formally and transfer to Warrington to treat trauma patients. Discussions are ongoing with other Trusts to release Orthopaedic capacity at the site which will provide additional income for WHH.</p> <p><u>End of Life Care</u> – MP provided a brief summary on the End of Life Care Pathway for WHH patients. Patients remaining in hospital at EoL have an Individual Plan of Care supported by the Pathway Team. Patients at home at EoL do have appropriate support in place through various teams. The Trust EoL pathway is aligned to National and CQC guidance. MP to discuss concerns raised by Public Governor outside of the meeting.</p> <p><u>Staff Car Parking</u> – LS raised concerns brought to her attention by a particular staff group, AHPs who work both in the community and across sites and the difficulty they are experiencing parking on site at various times during the day, especially if carrying equipment. PMcL commented that this issue had been discussed with the Lead AHP and a proposal offered for a set number of orange parking permits to be issued to this team which will allow them to part in any authorised parking bays at both site. The team were to agree a rota for use of these permits and confirm back to PMcL but confirmation is still awaited from the team. LS thanked PMcL for the update and potential solution and discuss with the Lead AHP outside of the meeting.</p> <p><u>Governor Terms of Office</u> - discussed earlier in the meeting, refer to minute above.</p> <p><u>Physician Associates</u> – the Trust is seen as lead in this area. Other Trusts are contacting WHH to discuss their process to learn from the Trust. This had been positively received at the Warrington Health Partnership Board. WHH Trust is also rolling out Training Nursing Associate roles.</p> <ul style="list-style-type: none"> <li>• <b>A CMTC and bed utilisation brief produced by the Medical Director to be circulated.</b></li> <li>• <b>Physician and Training Nurse associate brief produced by the Chief Nurse to be circulated.</b></li> </ul>	
COG/17/10/47	<b>Chief Executive Update</b>	
	<p>The CEO provided an update on pertinent issues since the last CoG:</p> <ul style="list-style-type: none"> <li>- The CEO was pleased to report that the process to progress plans for a 21<sup>st</sup> Health Century within the borough had commenced. These had been shared with the SoS during his visit on 13 October, which he had supported in principle.</li> <li>- The plans had been presented and discussed at the Warrington Health and Overview Scrutiny on 7 September and a motion passed to support the development of these plans and to find a suitable location to develop a new Hospital in Warrington.</li> <li>- On 9<sup>th</sup> October the Executive Board met and agreed with the motion from the OSC that</li> </ul>	

	<p>the current hospital estate is not conducive to a modern sustainable hospital to meet the needs of the local population.</p> <ul style="list-style-type: none"> <li>- At this meeting, the Warrington Executive Board was asked to progress discussions with the Trust. The CEO of Warrington Council had since discussed with MP future partnership working to progress plans through their Executive Board. MP to identify a member of WHH for the Executive Board.</li> </ul> <p><u>IPR Dashboard</u></p> <p>The CoG noted the IPR Dashboard which is scrutinised in detail at the Trust Board by the NEDs and at other formal Committees of the Board. The Executive Directors will attend to discuss any pertinent matters as required.</p>	
COG/17/10/48	<b>Chairman's Update</b>	
	<ul style="list-style-type: none"> <li>- SMcG was delighted to share with colleagues that the SoS visit on 13 October had been a very positive visit for the Trust. A key focus of the SoS presentation had been patient care and safety. As well as national perspective being discussed, the SoS acknowledged and congratulated the Trust on its progress in the area of SEPSIS which had been shared on the day.</li> <li>- Discussions were wide ranging, the important role that Governors play was highlighted. SMcG echoed this and thanked NH for his work and efforts as Lead Governor which is undoubtedly having a positive impact on raising the profile of the Governors.</li> <li>- SMcG shared his frustration with colleagues that the final outcome of the CQC inspection and the Trust's factual accuracy feedback report is still awaited, 9 months after the initial inspection. He did however assure colleagues that WHH colleagues were already taking forward recommendations following the inspection.</li> <li>- SMcG also with colleagues that he has joined the Grenfell Enquiry as an expert witness/ adviser. It is not envisaged at this time that the time commitment will not impact on his time at the Trust.</li> <li>- The Chairman echoed earlier comments relating to the Annual Members Day and thanked colleagues for their efforts in preparing for the day.</li> </ul>	
COG/17/10/49	<b>Governance</b>	
	<p><u>Governor Elections</u></p> <ul style="list-style-type: none"> <li>- PMcL provided an updated on the recently closed elections which had closed on 16 October. Candidates had been received for all constituencies with the exception of North Mersey.</li> <li>- 3 constituencies were contested therefore a ballot will be undertaken as follows: <ul style="list-style-type: none"> <li>• Appleton, Stockton Health, Hatton, Stretton and Walton</li> <li>• Lymm, Grappenhall, Thelwall</li> <li>• Penketh and Cuerdly, Great Sankey North, Great Sankey South.</li> </ul> </li> <li>- 1 public uncontested and 2 staff uncontested.</li> </ul> <p><u>CoG Corporate Calendar 2018 (draft)</u></p> <ul style="list-style-type: none"> <li>• <b>As discussed earlier in the meeting, timings of these meetings will be reviewed as part of the work of the working group and any proposed changes communicated with PMcL as soon possible.</b></li> </ul>	
COG/17/10/50	<b>Workforce Race Equality Standard (WRES) update</b>	
	<p>The Chairman welcomed Sophie Hunter to the meeting who provided an update to colleagues on the Trust's progress and action plan related.</p> <ul style="list-style-type: none"> <li>- BME Leadership Courses for aspiring directors had been launched aimed at staff at band 8a and above as well as a Stepping Up Programme for staff at band 5 to 7 designed for individuals who have an interest in developing their leadership abilities.</li> <li>- The Trust had analysed feedback from focus groups that individuals on these courses had taken part in. To share knowledge and best practice, the Trust is discussing outcomes</li> </ul>	

	<p>from the focus groups with local Trusts and the wider public sector. The Trust had also ran its own Focus Groups. SH shared with colleagues key themes for improvement within the Trust action plan and themes had been discussed from the Trust Focus Groups which included:</p> <ul style="list-style-type: none"> <li>• increase and promote the Trust Freedom to Speak Up Champions;</li> <li>• promote the use of apprenticeships and stepping up programme for BME staff;</li> <li>• encourage reporting from minority groups through the staff survey by reassuring the confidentiality of the survey;</li> <li>• raising awareness of leadership programmes and focus groups for BME staff;</li> <li>• operational monitoring is through the Trust Governance framework, through the Equality and Diversity Sub Committee.</li> </ul> <p>In line with national requirements, the Trust Action plan will continue to be reported to the Trust Board on a quarterly basis, be available on the Trust public website and shared with the CCG and NHS England.</p>	
<b>Any Other Business</b>		
	<p><u>Governor Expenses Policy</u> The Governors Expenses Policy had been reviewed and revised to align with the newly revised Trust Policy. The main change being that Expenses must be submitted for a maximum period of 3 months. Other minor changes indicated in red. The Policy is effective immediately</p> <ul style="list-style-type: none"> <li>• <b>The Expenses Policy was noted.</b></li> </ul> <p>The Chairman and CEO thanked those Governors whose terms of office were coming to end and certificates were presented to: Peter Harvey, 2 terms of office completed Alf Clemo, 2 terms of office completed Jeanette Scott, 1 term of office completed Sue Kennedy, 1 term of office completed Jim Henderson, 1 term of office completed.</p>	
Date and time of next meeting <b>Thursday 15 February 2018, 4pm, TCR Warrington</b>		

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

**COUNCIL OF GOVERNORS ACTION LOG**

<b>AGENDA REFERENCE:</b>	<b>CoG/18/02/02</b>	<b>SUBJECT:</b>	<b>COUNCIL OF GOVERNORS ACTION LOG</b>	<b>DATE OF MEETING</b>	7 February 2018
--------------------------	---------------------	-----------------	--	------------------------	-----------------

**1. ACTIONS**

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
COG/17/07/37	20 July 2017	FT Constitution	PMCL to seek advice regarding current Governors terms of office.	Director of CE&CA/ Lead Governor	15.2.2017		19.10.2017. NH to lead Working Group and present proposal to next CoG.	
COG/17/07/38	20 July 2017	Proposal to change the Trust's name	MB to seek advice relating to University status for the Trust.	Director of CE&CA	15.2.2018	Ongoing process	19.10.2017. PMcL to raise awareness through team brief. Proposal for WHH and University Teaching Partnership to be presented to next CoG.	
COG/17/10/44	19 October 2017	Change of Constituencies/Terms of office	NH to establish working group to review and report back to next meeting	Lead Governor	15.2.2017			
COG/17/10/49	19 October 2017	COG Corporate Calendar	Dates and timings of meetings to be confirmed following conclusion NH working group	Director of CE&CA	ASAP			

**3. ACTIONS CLOSED SINCE LAST MEETING**

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
COG/17/10/46	19 October 2017	Lead Governor Items for discussion	PMcL to circulate CMTc, bed utilisation and Phsican Associate briefings and WRES presentation	Director of CE&CA	ASAP			



**4. ROLLING TRACKER OF OUTSTANDING ACTIONS**

Minute ref	Meeting date	Item	Action	Owner	Due Date	Completed date	Progress report	RAG Status
COG/17/04	6 April 2017	WRAG presentation	Further session to planned for 3-6 months	Director of CE&CA	15 February 2018			
COG/17/10/50	19 October 2017	WRES Update	CoG to receive 6 monthly updates	Director of CE&CA	May 2018			

**RAG Key**

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

**COUNCIL OF GOVERNORS**

<b>AGENDA REFERENCE:</b>	<b>COG/18/02/05</b>
<b>SUBJECT:</b>	<p><b>Governors Working Party Outcome: Proposed Amendments to the Foundation Trust’s Constitution</b></p> <ul style="list-style-type: none"> <li>• <b>Constituency Changes</b></li> <li>• <b>Change of Public Partners</b></li> <li>• <b>Alignment of Elections</b></li> </ul>
<b>DATE OF MEETING:</b>	<b>15<sup>th</sup> February 2018</b>
<b>ACTION REQUIRED</b>	<b>For approval of the described amendments</b>
<b>AUTHOR(S):</b>	Norman Holding, Lead Governor
<b>EXECUTIVE DIRECTOR</b>	Choose an item.
<b>EXECUTIVE SUMMARY</b>	<p>The Trust conducts its business according to the terms set out in its Constitution.</p> <p>The Council of Governors has been engaged over recent months in addressing a number of proposals to enhance our member and public engagement which may require amendments to our FT Constitution.</p> <p>Three amendments to the Constitution were discussed at a Working Party of the Council of Governors and:</p> <ol style="list-style-type: none"> <li>1. <u>Amendment to Constituencies</u> 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.</li> <li>2. <u>Amendment to Partnership Governors</u> Change to the existing public partners to the following: <b>Proposed</b> <ul style="list-style-type: none"> <li>• Warrington Collegiate (Including 1 co-opted young person rep) (NEW)</li> <li>• Warrington Borough Council</li> <li>• Halton Borough Council</li> <li>• University of Chester</li> <li>• Warrington Wolves</li> <li>• Widnes Vikings (NEW)</li> </ul> </li> <li>3. <u>Alignment of Elections</u> Proposal to extend the tenure of five Governors to enable Governor Elections to take place on an annual basis (November), to stabilise the Council of Governors in terms of turnover per year.</li> </ol>

	<p>Regulation will not allow tenures in excess of 3 years, therefore two options remain:</p> <ol style="list-style-type: none"> <li>1. Do nothing and maintain the current process of two elections per annum (this occurs every three years)</li> <li>2. a) Reduce the tenure of those elected in June 2018 from 3 years to 2 years 5 months to align future elections to November             <ol style="list-style-type: none"> <li>b) Reduce the existing tenures of five Governors whose tenures end in either December 2019 or December 2020 to conclude in November of the same year, therefore aligning future elections.</li> </ol> </li> </ol> <p>As per Article 45 'Amendment to the Constitution' within the Constitution document, the Trust may make amendments to its constitution if more than half of the members of the Board of Directors of the Trust voting approve the amendments.</p>
<b>RECOMMENDATIONS</b>	The Council of Governors is asked to consider the requested amendments to the constitution and to approve, <b>by recorded vote</b> , these.
<b>FREEDOM OF INFORMATION STATUS (FOIA):</b>	Release Document in Full
<b>FOIA EXEMPTIONS APPLIED: (if relevant)</b>	None

**SUBJECT** Amendment of the Foundation Trust Constitution**1. BACKGROUND/CONTEXT**

The Council of Governors has been engaged over recent months in exploring a number of proposals to enhance our member and public engagement which may require amendments to our FT Constitution. Consideration has been given to aligning the number of Governor Elections to November each year.

As per Article 45 'Amendment to the Constitution' the Trust may make amendments to its constitution if more than half of the members of the Board of Directors of the Trust voting approve the request.

**2. KEY ELEMENTS**

There are three amendments required at this time:

**1. Amendment to the Public Constituency**

A Working Party of the Council of Governors met on 10<sup>th</sup> November 2017 and suggested to remove Area 15 'North Mersey', which is to move in to 'Rest of England and Wales', and the number of Governors affiliated with the 'Rest of England and Wales' to increase from one to two Governors.

The rationale for this is:

1. That due to Governor (constituency) vacancies there are many constituents which are not represented or supported across the WHH geographical footprint
2. That by having two Governors representing the 'Rest of England and Wales' constituency, the ability to attract additional Governors from a wider demographic is increased.

The Constitution requires amendment at **Annex 1 - The Public Constituency**, to reflect this change.

**2. Amendment to Partnership Governors**

A Working Party of the Council of Governors met on 10<sup>th</sup> November 2017 and following the recognition of the value that the existing partners provided and it was suggested that these could be improved further. There was universal support for encouraging a younger demographic to join the CoG and the benefits and insight they would bring. Further debate included approaching Widnes Wikings to join the partners.

Following the discussion, the working party proposed a change to the existing public partners to the following:

- Warrington Collegiate (Including 1 co-opted young person rep) (NEW)
- Warrington Borough Council
- Halton Borough Council
- University of Chester
- Warrington Wolves
- Widnes Vikings (NEW)

The Constitution requires amendment at **Annex 3 – Composition of the Council of Governors**, to reflect this change.

**3. Alignment of Elections**

A Working Party of the Council of Governors met on 10<sup>th</sup> November 2017 to discuss aligning future Governor Elections in order to stabilise the CoG in terms of Governor turnover. The table below highlights that following the June 2018 Elections, approximately two thirds of our Governors would have faced elections.

Governors for Elections	June	November	December
2017		6	
2018	6		
2019			5
2020		5	

The proposal would moreover reduce costs associated with Governor Elections (approx £10,000 plus VAT), and address the difficulty in promoting the Governor Elections to the wider community during the early part of the year. It was proposed that Governor Elections should take place in November of each year, as opposed to twice per year (every three years). This would result in approximately a third of Governors being due for election each November.

The proposal would require the temporary extension of the tenure of five Governors from June 2018 to November 2018.

The NHS Foundation Trust Code of Governance, Code Provision B.7.5 states:

*Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years.*

The provisions of the Code, as best practice advice, do not represent mandatory guidance unless otherwise highlighted as being a statutory requirement as a result of other legislation, which supersedes the ‘comply or explain’ requirements of the Code. Provision B.7.5 is listed in Schedule A of the NHS Foundation Trust Code of Governance and highlighted as a statutory provisions and therefore, compliance is mandatory.

As a consequence, two options remain:

1. Do nothing and maintain the current process of two elections per annum (every three years);
2. a) Reduce the tenure of those elected in June 2018 from 3 years to 2 years 5 months to align future elections;  
b) Reduce the existing tenures of five Governors whose tenures end in either December 2019 or December 2020 to conclude in November of the same year, therefore aligning future elections.

The Council is asked to discuss their preferred option.

## 2. ACTIONS REQUIRED

Any amendments to the Constitution approved by the Council of Governors to be taken to the Trust Board for approval.

If approved by Trust Board, the Foundation Trust Constitution amendments made and **published to website** – Head of Corporate Affairs

## 3. EVALUATIONS/TIMELINES

Within one week of Trust Board approval being granted.

## 4. RECOMMENDATIONS

The Council of Governors note the amendments and approve accordingly.



We are  
WHH

## COUNCIL OF GOVERNORS

<b>AGENDA REFERENCE:</b>	<b>COG/18/02/11</b>
<b>SUBJECT:</b>	<b>Election Activity 2017</b>
<b>DATE OF MEETING:</b>	15 <sup>th</sup> February 2018
<b>ACTION REQUIRED</b>	<b>For assurance</b>
<b>AUTHOR(S):</b>	Pat McLaren, Director of Community Engagement and Corporate Affairs
<b>EXECUTIVE DIRECTOR</b>	Pat McLaren, Director of Community Engagement and Corporate Affairs
<b>EXECUTIVE SUMMARY</b>	
	For Assurance this report on election activity and outcomes, vacancies and Governor Terms of Office is brought to the Council bi-annually.
<b>RECOMMENDATIONS</b>	Governors are asked to note the Activity report, the outcomes of the 2017 elections and plan for 2018 elections.
<b>FREEDOM OF INFORMATION STATUS (FOIA):</b>	Release Document in Full
<b>FOIA EXEMPTIONS APPLIED: (if relevant)</b>	None



We are  
WHH

## SUBJECT Election Activity and Outcomes 2017

The Foundation Trust held a Public and Staff Governor election between 14<sup>th</sup> September and 27<sup>th</sup> November 2017 due to a number of terms of office concluding. Election support was procured through competitive process and the successful Returning Officer was *UK Engage*, the incumbent. Elections were held according to this timetable:

Timetable for 2017 Elections

Event	Date
Publication of Notice of Election	Thursday, 14 September 2017
Deadline for Receipt of Nominations	Tuesday, 17 October 2017
Publication of Statement of Nominations	Wednesday, 18 October 2017
Deadline for Candidate Withdrawals	Friday, 20 October 2017
Notice of Poll / Issue of Ballot Packs	Wednesday, 1 November 2017
Close of Poll – 5pm	Friday, 24 November 2017
Declaration of Result	Monday, 27 November 2017

Constituencies eligible for election were:

Norton South, Halton Brook, Halton Lea
Lymm, Grappenhall, Thelwall
Appleton, Stockton Heath, Hatton, Stretton and Walton
Penketh and Cuerdley, Great Sankey North, Great Sankey South
Poplars and Hulme, Orford
North Mersey
Rest of England and Wales (formerly South Mersey)
Staff - Support
Staff - Estates, Administration, Managerial

- Vacancy or first term ended (governor could stand for re-election)
- Second term ended

### Promotion of Election

Promotion of the election and the role of the Governor was overseen by the Governors Engagement Group. The production of the *Your Hospitals* newsletter was timed to support the election with 8,000 copies mailed to constituents' households in July 2017 (we mail only once per year) which produced a good number of enquiries, some of whom spoke to the Lead Governor about the role and 20 of which went on to register.

### Election Outcomes

Three constituencies were elected to with unopposed candidates:

- Poplars, Orford and Hulme
- Staff: Support





We are  
WHH

- Staff: Admin and Clerical (second term)

There were three contested constituencies:

- Lymm, Grappenhall, Thelwall
- Appleton, Stockton Health, Hatton, Stretton and Walton
- Penketh, Cuerdley, Great Sankey

Vacancies:

There were no candidates for the Norton South, Halton Brook, Halton Lea, North Mersey or Rest of England and Wales constituencies which remain vacant.

**Governor Terms**

In June 2018 the following constituencies will see 4 governors concluding 1 term (eligible to re-stand) and 1 governor concluding 2 terms. There are three vacant constituencies.

- Daresbury, Windmill Hill, Norton North, Castlefields – 1 term
- Beechwood, Mersey, Heath, Grange – 1 term
- Broadheath, Ditton, Hale, Kingsway, Riverside – 1 term
- Latchford East, Latchford West, Poulton South – 2 terms
- Bewsey and Whitecross, Fairfield and Howley – 1 term
- (vacant) Norton South, Halton Brook, Halton Lea
- (vacant) North Mersey
- (vacant) Rest of England and Wales

It should also be noted that a procurement exercise for the FT Membership Database was undertaken Q3 2017 via competitive process, the successful supplier was selected but contract award paused until new financial year 2018-19 in time for the next election.

**Conclusion**

The election was conducted according to the terms set out in the Foundation Trust's Constitution working with Returning Officer *UK Engage*. Work to recruit Governors to available constituencies from 1<sup>st</sup> July 2018 has already begun with the election being declared 1<sup>st</sup> May 2018. The Trust believes the NHS 70<sup>th</sup> Birthday will provide excellent opportunities for awareness of the role and benefits of Trust Governors.

PMc  
8.2.18

## WHH Council of Governors from 1st December 2017

Constituency (16 public)	Governor	Term (of 2)	Term Ends	Email
Daresbury, Windmill Hill, Norton North, Castlefields	Alison Kinross	1	30/06/2018	<a href="mailto:ajkdesigns@btinternet.com">ajkdesigns@btinternet.com</a>
Beechwood, Mersey, Heath, Grange	Joe Whyte	1	30/06/2018	<a href="mailto:joseph_whyte@msn.com">joseph_whyte@msn.com</a>
Norton South, Halton Brook, Halton Lea	Vacant since Feb 2017			
Appleton, Farnworth, Hough Green, Halton View, Birchfield	Colin McKenzie	1	23/12/2019	<a href="mailto:mckenzie.20@hotmail.co.uk">mckenzie.20@hotmail.co.uk</a>
Broadheath, Ditton, Hale, Kingsway, Riverside	Kenneth Dow	1	30/06/2018	<a href="mailto:kennethdow20@yahoo.co.uk">kennethdow20@yahoo.co.uk</a>
Lymm, Grappenhall, Thelwall	Ryan Newman	1	30/11/2020	<a href="mailto:ryannewman1903@gmail.com">ryannewman1903@gmail.com</a>
Appleton, Stockton Heath, Hatton, Stretton and Walton	Nick Stafford	1	30/11/2020	<a href="mailto:nick.aw.stafford@gmail.com">nick.aw.stafford@gmail.com</a>
Penketh and Cuerdley, Great Sankey North, Great Sankey South	Paul Bradshaw	1	30/11/2020	<a href="mailto:paul.bradshaw@outlook.com">paul.bradshaw@outlook.com</a>
Culcheth, Glazebury and Croft, Poulton North	Keith Bland MBE	1	23/12/2019	<a href="mailto:keithbland1@gmail.com">keithbland1@gmail.com</a>
Latchford East, Latchford West, Poulton South	Carol Astley	2	30/06/2018	<a href="mailto:carole.astley@cavendishnuclear.com">carole.astley@cavendishnuclear.com</a>
Bewsey and Whitecross, Fairfield and Howley	Phil Chadwick	1	30/06/2018	<a href="mailto:pchadwick@warrington.gov.uk">pchadwick@warrington.gov.uk</a>
Poplars and Hulme, Orford	Colin Jenkins	1	30/11/2020	<a href="mailto:colin.jenkins@live.co.uk">colin.jenkins@live.co.uk</a>
Birchwood, Rixton and Woolston	Anne M Robinson	1	23/12/2018	<a href="mailto:peachy.147@hotmail.co.uk">peachy.147@hotmail.co.uk</a>
Burtonwood and Winwick, Whittle Hall, Westbrook	Norman Holding LEAD GOVERNOR	1	30/06/2018	<a href="mailto:n.holding18@btinternet.com">n.holding18@btinternet.com</a>
North Mersey	Vacant since 1.12.17			
Rest of England and Wales	Vacant since Oct 2016			
Constituency (6 Staff)	Governor	Term (of 2)	Term Ends	
Medical and Dental	Dr Helen Bowers	1	23/12/2019	<a href="mailto:helen.bowers@whh.nhs.uk">helen.bowers@whh.nhs.uk</a>
Nursing and Midwifery	TBC	1	23/12/2019	TBC
Staff - Support	Peter Beesley	1	30/11/2020	<a href="mailto:peter.beesley@whh.nhs.uk">peter.beesley@whh.nhs.uk</a>
Clinical Scientist or Allied Health Professionals	Louise Spence	1	23/12/2019	<a href="mailto:louise.spence@whh.nhs.uk">louise.spence@whh.nhs.uk</a>
Estates, Administration, Managerial	Mark Ashton	2	30/11/2020	<a href="mailto:mark.ashton@whh.nhs.uk">mark.ashton@whh.nhs.uk</a>
Constituency (Partners – APPOINTED BY TRUST)		DATE	N/A	
Halton Borough Council	Cllr P Lloyd Jones	2014		<a href="mailto:peter.lloydjones@halton.gov.uk">peter.lloydjones@halton.gov.uk</a>
Warrington Borough Council	Cllr Pat Wright	2011		<a href="mailto:pwright@warrington.gov.uk">pwright@warrington.gov.uk</a>
Wolves Foundation	Neil Kelly	2013		<a href="mailto:neilkelly@wolvesfoundation.com">neilkelly@wolvesfoundation.com</a>
University of Chester	Dr Mike Brownsell	2017		<a href="mailto:m.brownsell@chester.ac.uk">m.brownsell@chester.ac.uk</a>
Widnes Vikings	John Hughes	2017		<a href="mailto:johnh@widnesvikings.co.uk">johnh@widnesvikings.co.uk</a>
Partner 6– to be appointed	VACANT			

\*Newly appointed Governors following Oct-Nov 2017 elections have been marked in **Green**



We are  
WHH

## COUNCIL OF GOVERNORS

<b>AGENDA REFERENCE:</b>	<b>COG/18/02/12</b>
<b>SUBJECT:</b>	<b>Review the Trust's Compliance with its Licence 2017-18</b>
<b>DATE OF MEETING:</b>	15 February 2018
<b>ACTION REQUIRED</b>	<b>For Assurance</b>
<b>AUTHOR(S):</b>	Pat McLaren, Director of Community Engagement and Corporate Affairs
<b>EXECUTIVE DIRECTOR SPONSOR</b>	Pat McLaren, Director of Community Engagement and Corporate Affairs
<b>EXECUTIVE SUMMARY</b>	<p>This update details any changes to the various declarations of compliance with the Trust's Provider License.</p> <p>Following application to NHSI to consider the Trust's Compliance with its License made in June 2017, the Trust received a Certificate of Compliance from NHSI on 7<sup>th</sup> December 2017 (see appendix 1)</p> <p>Therefore the one outstanding item: <b>CoS3: Standards of corporate governance and financial management</b> has been updated and the Trust now declares full compliance with all conditions.</p>
<b>RECOMMENDATIONS</b>	The Council of Governors is asked to note full compliance with all license conditions and the certificate of compliance received from NHS Improvement.
<b>FREEDOM OF INFORMATION STATUS (FOIA):</b>	Release Document in Full
<b>FOIA EXEMPTIONS APPLIED: (if relevant)</b>	None

SELF ASSESSMENT OF COMPLIANCE WITH MONITOR/NHSI PROVIDER LICENCE CONDITIONS Q2 2016-17						
This document should be read in conjunction with the Summary of Licence Conditions to provide further detail on the conditions listed.						
	Licence Condition	Executive Lead	Compliance Y/N	Narrative	Evidence of Assurance	Identified Further Actions
Continuity of Services (CoS)	<b>CoS3: Standards of corporate governance and financial management</b>	Director of Finance and Commercial Development & Director of Community Engagement and Corporate Affairs	Y	The Trust has sound systems of corporate governance; however, the financial management standards were not as robust as they should have been during 2015-16 and consequently the Trust was found to be in breach of its provider licence for reasons of financial governance.  An application was made to NHS Improvement to re-assess the Trust's compliance with its provider license in June 2017 and a full certificate of compliance issued to the Trust on 7 <sup>th</sup> December 2017.	<ul style="list-style-type: none"> <li>• Head of Internal Audit Opinion</li> <li>• Internal &amp; External Audit reports</li> <li>• Standing Financial Instructions / Scheme of Delegation</li> <li>• Operational Plan</li> <li>• Board Assurance Framework &amp; Significant Risk Register</li> <li>• Risk Management Strategy &amp; Procedure</li> <li>• Annual Governance Statement</li> <li>• Self-assessment against Monitor/NHSI 's Code of Governance</li> <li>• Monitor/NHSI Governance declarations</li> <li>• Independent Well Led Review Jan-Mar 2017 – Deloitte assessment Amber Green</li> <li>• Request to NHS Improvement in June 2017 to review Licence Enforcement</li> <li>• Certificate of Compliance Received 7<sup>th</sup> December 2017.</li> </ul>	No further actions required at this stage.

North Region

Waterfront 4  
Goldcrest Way  
Newburn Riverside  
Newcastle upon Tyne, NE15 8NY

T: 0300 123 2092  
E: [nhsi.enquiries@nhs.net](mailto:nhsi.enquiries@nhs.net)  
[lyn.simpson1@nhs.net](mailto:lyn.simpson1@nhs.net)  
W: [improvement.nhs.uk](http://improvement.nhs.uk)

7 December 2017

Mel Pickup  
Chief Executive  
Warrington and Halton Hospitals NHS Foundation Trust  
Lovely Lane  
Warrington  
WA5 1QG

Dear Mel,

**Warrington & Halton Hospitals NHS Foundation Trust ('the Trust') – Decision to issue compliance certificate**

I am writing to advise you of NHS Improvement's decision in respect of the Trust's Enforcement Undertakings accepted on 12 August 2015.

NHS Improvement decided on 15 November 2017 to issue a compliance certificate in respect of the entirety of the Trust's Enforcement Undertakings.

NHS Improvement will publish the compliance certificate on its website.

NHS Improvement has decided, as at 15 November 2017, that it no longer has grounds to suspect the Trust is in breach of its provider licence. As a result of this decision, the Trust will move from segment 3 to segment 2 of NHS Improvement's Single Oversight Framework. The NHS Improvement website will be updated to reflect the change in segmentation in due course.

We will continue to closely monitor the Trust's compliance position, particularly with respect to the Trust's delivery of its control total and adherence to constitutional standard performance.

If you have any queries relating to the above, please contact Stephen Brown, Senior Delivery & Improvement Lead on 0300-123 2529 or by email: [Stephen.brown15@nhs.net](mailto:Stephen.brown15@nhs.net).

Yours sincerely

A handwritten signature in black ink, appearing to read 'L. Simpson'.

Lyn Simpson  
Executive Regional Managing Director (North)

Enc. Compliance certificate

**Cc.** Steve McGuirk, Chairman  
Jill Copeland, Delivery & Improvement Director (Cheshire & Merseyside)  
Stephen Brown, Senior Delivery & Improvement Lead (Cheshire & Merseyside)

## **COMPLIANCE CERTIFICATE**

### **LICENSEE:**

Warrington and Halton Hospital NHS Foundation Trust ('the Licensee ')  
Warrington Hospital  
Lovely Lane  
Warrington  
WA5 1QG

For the purposes of this certificate, "NHS Improvement" means Monitor.

In accordance with paragraph 12(1) of Schedule 11 to the Health and Social Care Act 2012, NHS Improvement hereby certifies that it is satisfied that the Licensee has complied with all of the Licensee's Enforcement Undertakings accepted by NHS Improvement on 12 August 2015.

**Signed:** 

**Position: Chair of the Regional Provider Support Group North Region**

**Date: 7 December 2017**

## Council of Governors

### DATES 2018-2019

#### Meetings in the TCR, Warrington to be held 4.00pm-6.00pm

#### Meetings at Halton Hospital to be held 3.00pm-5.00pm

Date of Meeting	Agenda Settings	Deadline For Receipt of Papers	Papers Due Out
<b>2018</b>			
Thursday 15 <sup>th</sup> February <b>(TCR Warrington)</b>	Tuesday 23 <sup>rd</sup> January	Tuesday 6 <sup>th</sup> February	Thursday 8 <sup>th</sup> February
Thursday 17 <sup>th</sup> May <b>(Lecture Theatre, Halton Hospital)</b>	Tuesday 24 <sup>th</sup> April	Tuesday 8 <sup>th</sup> May	Thursday 10 <sup>th</sup> May
Thursday 16 <sup>th</sup> August <b>(TCR Warrington)</b>	Tuesday 24 <sup>th</sup> July	Tuesday 7 <sup>th</sup> August	Thursday 9 <sup>th</sup> August
Thursday 15 <sup>th</sup> November <b>(Lecture Theatre, Halton Hospital)</b>	Tuesday 23 <sup>rd</sup> October	Tuesday 6 <sup>th</sup> November	Thursday 8 <sup>th</sup> November
<b>2019</b>			
Thursday 14 <sup>th</sup> February <b>(TCR Warrington)</b>	Tuesday 22 <sup>nd</sup> January	Tuesday 5 <sup>th</sup> February	Thursday 7 <sup>th</sup> February