

**Council of Governors**  
Thursday 23 July 2020  
Virtual - via Microsoft Teams  
**Minutes of the Meeting held in Public**

**Members**

John Church (JC)	Acting Chair
Tim Ashcroft (TA)	Public Governor (Vale Royal)
Gary McCourty (GM)	Public Governor (Vale Royal)
Glynda Alasadi (GA)	Public Governor (Crewe and Nantwich)
Barbara Beadle (BB)	Public Governor (Crewe and Nantwich)
Jan Roach (JR)	Public Governor (Crewe and Nantwich)
Judy Wright (JW)	Public Governor (Congleton)
Janet Ollier (JO)	Public Governor (Congleton)
Pat Psaila (PP)	Patient and Carer Governor
Valerie Pickford (VP)	Patient and Carer Governor
John Pritchard (JP)	Patient and Carer Governor
Mrs H Piddock- Jones (HPJ)	Staff Volunteer Governor
Nick Boyce-Cam (NBC)	Staff Governor (Medical and Dental Practitioners)
Jenny Newman (JN)	Staff Governor (Nursing & Midwifery Staff)
Caroline Birch (CB)	Staff Governor (Rep. of Trade Unions and Staff Organisations)
Cllr Gina Lewis (GL)	Partnership Governor (Cheshire West & Chester Council)
	(from item 7 only)
Cllr Hazel Faddes	Partnership Governor (Cheshire East Council)
	(from item 13 only)

**In attendance**

Heather Barnett (HB)	Director of Workforce and OD (to item)
Trevor Brocklebank (TB)	Non-Executive Director (to item CoG/20/01/16)
Lorraine Butcher (LB)	Non-Executive Director (to item CoG/20/01/16)
Russ Favager (RF)	Deputy Chief Executive and Director of Finance
Caroline Keating (CK)	Company Secretary
Murray Luckas (ML)	Medical Director (to item CoG/20/01/16)
Lesley Massey (LM)	Non-Executive Director
Oliver Bennett (OB)	Chief Operating Officer (to item CoG/20/01/16)
Les Philpott (LP)	Non-Executive Director (to item CoG/20/01/16)
Julie Tunney (JT)	Director of Nursing and Quality (to item CoG/20/01/16)
Andy Vernon (AV)	Non-Executive Director (to item CoG/20/01/16)
Katharine Dowson (KD)	Head of Corporate Governance
Amy Oakes (AO)	Interim Head of Organisational Development ( <i>to item 3 only</i> )

**Observing**

Erica Morriss	Member of the Public
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**Apologies**

Dennis Dunn	Chairman
Katherine Birch	Lead Governor and Public Governor (Vale Royal)
Yvonne Banks	Public Governor (Vale Royal)
Maureen Leverington	Patient and Carer Governor
Mitch Long	Patient and Carer Governor
Paul Colman	Partnership Governor (Chambers of Commerce)
Rob Platt	Staff Governor (Non-Clinical Support Staff)
Lynn Evans	Staff Governor (Clinical Support Staff)

**1 Welcome and Apologies (v)**

JC welcomed everyone to the meeting, in particular Oliver Bennett, Andy Vernon and Caroline Keating who were attending the Council for the first time in their new roles.

**2 Interests to Declare (v)**

There were no new interests declared and no interests declared in relation to any open items on the agenda.

**GOVERNOR DISCUSSION**

**3 National Staff Survey Results (p)**

- 3.1 Amy Oakes, Interim Head of Organisational Development presented the staff survey results from 2019. AO explained that this year there was an additional eleventh indicator which was for team working. In seven out of the ten themes, the Trust was above average. AO noted that the response rate had fallen, but the number of responses was higher as the survey had gone out to all staff. The most positive scores were from CCICP and the lowest were from the Division of Medicine and Emergency Care (DMEC). There had however been a significant improvement in DMEC across several indicators.
- 3.2 AO reported that the overall staff engagement score remained the same at last year at 7.2 which is 0.4 behind the best Combined Acute and Community Trust in the country and above average.
- 3.3 AO reminded the Board that the focused action areas agreed following the 2018 survey were 'quality of appraisals' and 'immediate managers' and there had been an improvement in both areas compared to last year. There had been a worsening in the theme of 'Safe Environment – violence'. Compared to peers in the North West, the Trust had performed well, coming at least second in all but one of the themes.
- 3.4 AO observed that the survey results showed an increase in staff suffering stress, up from 34% to 38%. This reflected a national picture across all staff groups and related to workload pressures, capacity and resources. The new recognition and reward system for staff was designed to address some of this and to increase the numbers of staff (83%) who were not planning to look for a new job in the next 12 months.
- 3.5 The key areas of focus for 2020/21 would be reducing work related stress, staff engagement - including morale and retention and reducing discrimination and violence in the workplace. AO outlined the particular areas identified for improvement within the work-related stress theme and reported that work had started on this through stress surveys and focus groups.
- 3.6 AO advised that some of the actions planned in response to the results have had to be put on hold due to Covid-19; however, the Trust had continued to make significant efforts through Covid to support the workforce. This included flexible working, working from home, new IT technology and recruiting Physician Associates following a review of alternative medical workforce roles. The Trust had also provided a high level of health and well-being support through Covid-19. There had been rapid

change and the Trust was working hard to understand what it needed to do further to support its workforce. It would be launching the NHS People Pulse survey shortly which would effectively check the temperature of the Trust every two weeks. A new recognition scheme was also being set up.

- 3.7 In response to a Governor question, AO advised that the actions put into place as a result of the survey had also been part of the Covid response and specific connections back to points raised in the survey needed to be communicated to staff. JN asked if the leak of personal data by the supplier last year had any correlation on the response rate this year. AO advised that the Trust did not get the raw data so could not link who responded last year, but it was accepted that this breach would have impacted compliance and, as a result, the Trust made the decision to move to a new provider this year.
- 3.8 HB commented that CCICP had had the most positive response for the Trust for the second year running and it was also the one area with an organisational development plan in place focusing on leadership and engagement which might be part of the reason. Mrs Frodsham commented that there had been a concern that the positivity of the CCICP results would deteriorate this year following last year's improvement in results, but it was great to see that they had remained high.
- 3.9 Mrs Freeman asked how corporate teams would be engaged with as they were an amalgamation of a number of different departments. AO replied that she would be engaging with the different corporate leads, but it could be difficult to feedback results per team when the numbers are small. The survey results were not everything and other data and evidence for engagement also needed to be used.

**Resolved:** The Board noted the presentation.

## **PRELIMINARY BUSINESS**

- 4 **Minutes of the last meeting - Thursday 23 January 2020 (d)**  
The minutes of the last meeting held on 23 January 2020 were agreed as a true and accurate record of the meeting, subject to one amendment to a date.
- 5 **Matters Arising and Action Update (d)**  
JC advised that action 20/01/8.1.1 had been completed and could be closed. Action 20/01/4.6 would be due for review at the next meeting.
- 6 **Chairman's Report (d)**  
JC commented that it had been good to have Governor meetings in place again and the virtual meeting approach had worked well with good attendance so far. JC reported that he had been attending essential meetings online such as the North West Provider Chairs meeting and a roadshow for all directors today with Simon Stephens, Chief Executive of NHS England.
- 6.1 **New Governors & Induction - 16 July 2020 (d)**  
JC welcomed those Governors attending their first Council meeting since the elections in March 2020 and thanked, on behalf of the Council, the two Governors,

Mark Perry and Ben Selby who had not been successful in re-election.

## ITEMS FOR NOTING

### 7 External Auditors and their Role (p)

- 7.1 RF introduced a presentation by Tim Cutler (TC), Partner at KPMG who were appointed as External Auditors to the Trust by the Council of Governors in October 2019. RF was pleased to report that the Trust had ended the year with a £407k surplus and he passed on his thanks to all staff involved in this process.
- 7.2 RF advised that the Trust could not formally present the Annual Report & Accounts for 2019-20 as Covid had caused a delay to the process of laying reports before Parliament. These would be presented to the Annual Members Meeting (AMM) on 18 September. However, it was still possible for the external auditor's report to be presented to Governors.
- 7.3 TC outlined what Governors could expect from KPMG as external auditors; clear reports, cost effective work and a positive experience. TC explained that the impact of Covid-19 on all Trusts had created a material uncertainty on the valuation report; however, it had been felt that the Trust had sufficient disclosures in the accounts.
- 7.4 TC advised that, as directed nationally, all external auditor work had been stopped on the Quality Account for 2019/20. The external audit opinion had been reviewed by the Audit Committee; this stated that the Trust had prepared the Annual Accounts appropriately and that they provided a true and fair view. There was one qualified opinion in regard to the use of resources and a number of key audit matters raised that were addressed within the context of the audit.
- 7.5 TC advised that two significant risks had been identified as part of the audit. The first was in regard to financial sustainability. When Covid took hold in March NHS management were told to stop financial planning and, at that point, the Trust had a forecast financial deficit with a recovery plan that was reliant on the health system to deliver agreed savings. Further work could not be completed to close this variance. This was the case for about one third of organisations being audited by KPMG who would all be receiving these exception reports this year.
- 7.6 The second risk was in regard to partnership arrangements. The opinion was that the Trust was managing these well, with robust arrangements in place that were well monitored and reported.
- 7.7 TC reported that the external audit plan for 2020/21 had been accepted by the Audit Committee. TC commented that the first year of completing the accounts had been a positive process with support from the finance team and processes and systems that were easy to follow.

**Resolved:** The Council noted the External Audit opinion on the Annual Report and Accounts for 2019/20.

## **8 Lead Governor report (d)**

- 8.1 As KB was absent from the meeting, JC asked Governors to note the attendance at Governors meetings which was good until Covid-19 paused Governor activity.

## **9 Annual Council of Governors Effectiveness Survey (p)**

- 9.1 LM, as Senior Independent Director, presented the results of the Annual survey of Council of Governor's Effectiveness. The lower than normal level of responses was noted – this was thought to be due to the impact of the pandemic and the lack of Governor activity between March and June.
- 9.2 LM advised that although the survey applied to 2019-20, throughout the survey there were comments and responses that reflected the reduction of opportunities since Covid to hold Non-Executive Directors (NED)s to account for the performance of the Board and to triangulate evidence. It was noted that some Governors were unsure of which NEDs chaired which Committees and Governors were referred to the minutes of the January meeting which included an update on the changes to the NED committee membership.
- 9.3 LM reported on the value placed on contact sessions with JS and the request to repeat this as well as the positive comments on the strategy day which Governors had been invited to attend. The request for further in-house training on finance was noted and it was agreed that this could be delivered virtually. KB had also suggested a future discussion topic on how to engage with the public.
- 9.4 LM thanked the Governors for their comments and feedback and reminded them that, as Senior Independent Director, she was always willing to receive feedback in confidence. The survey results were helpful and provided an opportunity to make improvements although it was difficult to respond to the results when no further comments were made against a negative scoring.
- 9.5 RF responded to the comments made about why the Governors had not been asked to formally approve the purchase of BMI South Cheshire as a significant transaction. RF advised that the purchase was below the required proportion of the overall turnover of the Trust by quite some way so did not qualify as a formal significant transaction. However, the Trust has tried to keep Governors involved by providing updates to the Council through Part II of the meeting.
- 9.6 TA asked if the only measures were financial as it had also been a significant strategic decision with further implications. JC replied that the matter had been discussed with Governors as well as at Board meetings and, ultimately, the transaction was to purchase an asset not a going concern. RF confirmed that if it had been a going concern, this would have potentially been considered under non-financial definitions of what a significant transaction is.

**Resolved:** The results of the survey were noted.

## **10 Constitution (d)**

10.1 CK asked Governors to consider for approval a number of items, as recommended in the covering paper, to make amends to the Constitution which was last reviewed in July 2018. The changes were to ensure the Trust was in line with regulatory and statutory guidance and also reflected the needs of the Trust. Legal advice had been sought and a few additional minor amends were needed in response which were not significant. These would be added before the Constitution was ratified at the Annual Members Meeting in September.

10.2 JO queried why Holmes Chapel and the village of Goostrey were not included in the constituency list under Congleton. KD replied that the list was based on electoral wards and included all wards in Cheshire.

**Resolved:** The Constitution was amended, subject to the amendments needed to be made following legal comment

## **11 Register of Governor Enquiries (d)**

11.1 JC noted that there had been six enquiries and the responses had been circulated in the papers for the meeting. JO commented that she had been disappointed with the response to her enquiry in regard to two patient complaints made which involved elderly patients being discharged at night in their nightclothes. JT replied that this had been discussed in some detail at the last Executive Patient Experience Group and the Head of Nursing for Emergency Care was reviewing these further.

## **COUNCIL OF GOVERNOR COMMITTEES**

### **12.1 Membership and Communications Committee**

12.1 BB updated the Council on the meeting, advising that the Annual Members Meeting was to take place virtually, via a livestream in September. Other member events were currently suspended, but the Membership team was looking at how these could be run virtually in the short term which might attract a new audience.

12.2 BB advised that the Annual Report for the Committee had been included to demonstrate the continued commitment to support Governors to meet their statutory duty to represent the interests of the Members and of the public. The Committee monitors the Trust Membership on behalf of the Committee and good progress had been made to increase the number of younger Members. This was to better reflect the demographics of the local population. Work had included the Youth Ambassador programme which had won a NHS Providers award this year.

12.3 BB commented that she had been unhappy that one of the Governors had strongly disagreed that appropriate communication and engagement with Members took place and asked that the Governor in question reviewed this annual report to see the level of activity. JC commented that, as the NED member of the Committee, he was

aware of the progress being made. BB added that the Communications team had also done a great job through Covid in keeping Governors and Members updated.

- 12.4 BB advised that the Committee terms of reference were at the Council for approval, with no suggested changes as they remained accurate and fit for purpose.

**Resolved:** The Committee noted the minutes, annual report and terms of reference for the Committee.

## CHIEF EXECUTIVE'S REPORT

### 13 Chief Executive's Report (d)

- 13.1 RF, Deputy Chief Executive presented the report on behalf of the Chief Executive. RF explained that Covid-19 had significantly reduced planned care and the Trust was now working hard to phase back in services that had stopped, which was a challenge. The backlog of patients had to be managed while still maintaining preparedness for a further Covid spike either locally or nationally. Referrals from GPs were starting to increase as were attendances to A&E. RF confirmed that some more elective work had started at the end of June but that there would be a big increase in capacity from 3 August with a full programme of activity including evenings and weekends.
- 13.2 RF advised that the Trust did not expect to return to its entire previous capacity while infection prevention and control measures remain in place. Currently, patients were being asked to self-isolate for 14 days before a planned procedure which many people were reluctant to do. Significant planning work was taking place to ensure equitable access to services across the system, not just at individual organisations. JC commented that JS is leading on this work within the system, although the restoration of planned care between now and winter was a national issue.
- 13.3 RF advised that it had been 31 days since any hospital-acquired infections were reported which was testament to the good work of staff. The current financial regime would be continuing to September which provided assurance to Trusts that they would not be penalised financially, due to Covid costs.
- 13.4 RF advised that the League of Friends had decided not to renew their lease of the shop in the main entrance of Leighton Hospital, a decision that had been compounded due to the loss of business at the Trust during Covid.

### 14 Governor's Questions and Non-Executive and Executive Answer Session (v)

There were no further questions.

## OTHER ITEMS

### 15 Any Other Business (v)

There was no further business

**16 Evaluation of Meeting Effectiveness (v)**

As ML was not in attendance, JP reviewed the meeting commenting that the virtual meetings had worked well, as had the briefing session with the CEO and with the NEDs. There had not been many questions from Governors, but the amount of information imparted to Governors had been excellent. There had been a number of robust items including the report of the External Auditor, the staff survey and the Governor survey. HPJ added that the survey results had been very positive with only a few negative scorings and there continued to be much good work happening through the Membership and Communications Committee.

**17 Date and time of the next meeting**

Acting Chair.

The next meeting of the Council of Governors will take place on Thursday 29 October 2020 at 5.30pm – via Microsoft Teams