

Council of Governors

20th September 2017

wuth.nhs.uk
@wuthnhs #proud

Council of Governors
Wednesday 20th September 2017
4.00 p.m.
Boardroom, Education Centre, APH

AGENDA

- | | | |
|-----------|---|---|
| 1. | Apologies for Absence
Chairman | v |
| 2. | Declarations of Interest
Chairman | v |
| 3. | Minutes of Previous Meeting (4th July 2017)
Chairman | d |
| 4. | Matters Arising
Chairman | v |
| 5. | Chairman's Business
Chairman | v |

6 Performance

- | | | |
|------------|--|---|
| 6.1 | Report from Governor Workshop
Lead Governor | d |
| 6.2 | Trust Performance
Chief Executive | p |
| 6.3 | Finance, Business Performance and Assurance Committee
Chair of Committee | p |
| 6.4 | Board of Directors' Meeting Minutes June 2017
Chairman | d |
| 6.5 | Board of Directors' Meeting July 2017 Update
Chairman | v |

7	Strategy and Development	
7.1	Strategy Update Director of Strategy and Sustainability	p
7.2	Strategy and Sustainability Advisory Committee Terms of Reference	d
8	Standing Items	
8.1	Any Other Business Chairman	v

+

**COUNCIL OF GOVERNORS
UNAPPROVED MINUTES OF
MEETING HELD ON
4th JULY 2017**

**BOARDROOM
EDUCATION CENTRE
ARROWE PARK HOSPITAL**

Present:

Michael Carr	Chairman
Mandy Duncan	Stakeholder Governor
Steve Evans	Public Governor
Fleur Flanagan	Public Governor
Robert Howell	Public Governor
Eileen Hume	Public Governor
Rosemary Morgan	Staff Governor
Norman Robinson	Staff Governor
Len Smith	Public Governor
Angela Tindall	Public Governor
George Wadham	Public Governor
Rohit Warikoo	Public Governor

In attendance:

David Allison	Chief Executive
Susan Gilby	Medical Director
Graham Hollick	Non-Executive Director
Janelle Holmes	Chief Operating Officer
David Jago	Director of Finance
Cathy Maddaford	Non-Executive Director
Jean Quinn	Non-Executive Director
James Mawrey	Director of Workforce, HR and OD
Anthony Middleton	Director of Operations and Performance
Terry Whalley	Director of Strategy and Sustainability
Carole Self	Director of Corporate Affairs
Julie Adley-Sweeney	Membership Manager

Apologies:

Paul Charnley	Director of IT and Information
Paula Clare	Staff Governor
Fadil Hanan	Stakeholder Governor
Paul Harris	Public Governor
Andrea Hodgson	Non-Executive Director
Kathy Hodson	Stakeholder Governor
Tony Jones	Stakeholder Governor
Sue Mitchell	Public Governor
Annie Pierce	Public Governor
Carol Skillen	Staff Governor
John Sullivan	Non-Executive Director
Gaynor Westray	Director of Nursing and Midwifery

Ref	Minute
CoG 17- 18/01	Apologies for Absence Apologies were noted as above.
CoG 17- 18/02	Declarations of Interest There were no interests declared
CoG 17- 18/03	Minutes of the Previous Meeting The minutes of the previous meeting held on the 15 th March 2017 were approved as an accurate record.
CoG 17- 18/ 04	Matters Arising There were no matters arising
CoG 17- 18/ 05	<p>Chairman's Business</p> <p>The Chairman advised the Council that Councillor Christina Muspratt had become a member of the Wirral Borough Council Overview and Scrutiny Committee and had therefore had to stand down from her role on the Council of Governors. Councillor Tony Jones has now been put forward as an appointed Governor in her place. He further advised that Professor Rosemary Morgan had decided to resign from the Council, but was happy to remain in post until a new Staff Governor for the Medical and Dental Constituency was elected.</p> <p>The Chairman updated the Council on the recent anaesthetic consultant appointments, these being:</p> <ul style="list-style-type: none"> • Dr Vidyasree Raghavan, a community paediatrician • Dr Suzanne Amin, a consultant radiologist. <p>The Council was informed that the recent celebration lunch for Trust volunteers held at Thornton Hall was a great success.</p> <p>The Council was assured that in light of the Grenfell Tower incident, all buildings on the Arrowe Park and Clatterbridge sites had undergone a safety check, but that further clarification was being sought on the Frontis Building.</p>
Governance	
CoG 17- 18/ 06	<p>A Review of Statutory Duties for Governors</p> <p>The Director of Corporate Affairs provided a presentation regarding statutory duties for Governors. This included an overview of duties and bringing the theory of these duties into practice.</p> <p>The Council was given clarity surrounding key roles and functions of the Deputy Chair, Senior Independent Director, Lead Governor and the Nominations Committee.</p>

Ref	Minute
CoG 17- 18/ 07	<p>Declarations of Interest Record</p> <p>The Council had been asked over previous weeks to complete their Annual Declaration of Interests forms, in order that this record could be viewed at the July meeting. A number of Governors had returned their forms, but the record was still incomplete.</p> <p>Two Governors present, who had not completed their declaration forms were asked to verbally do so at this meeting.</p> <p>The Council of Governors noted the declarations made.</p>
CoG 17- 18/ 08	<p>Membership and Engagement Strategy</p> <p>The Director of Corporate Affairs presented the Membership Strategy which had been revised and updated, particularly to reflect the recent role of Ambassador and their input into the Membership and Engagement Group and their attendance at future Governor Workshops.</p> <p>The Council of Governors was advised that the strategy had been approved previously by the Membership and Engagement Group and was being presented now for noting.</p>
Performance	
CoG 17- 18/ 09	<p>Report from Governor workshop</p> <p>The Council received a report by the Lead Governor from the Governors' Workshop which took place on Wednesday 19th April 2017.</p> <p>The Lead Governor informed the Council that Governors had received a presentation concerning dialysis and the renal unit. Governors then visited the unit and found the atmosphere to be very pleasant and relaxed. A number of Governors commented on the excellent relationship between staff and their longstanding patients.</p> <p>The Council noted the feedback from Governors regarding the environment which needed to be updated. The Director of Finance outlined the process for the managing and prioritising of capital funds.</p>
CoG 17- 18/ 010	<p>Trust Performance</p> <p>The Council received a presentation from the Chief Executive. He provided information on the Trust's performance in relation to key targets. In areas where the Trust was failing a target, further narrative and information was provided in terms of action being taken.</p> <p>The Chief Executive began by highlighting the challenge that the Trust was currently facing, in terms of high bed occupancy levels and in addition a significant growth in patients awaiting a package of care at home. The Trust was working with commissioners and local authority colleagues to progress the situation.</p> <p>The A&E 4 hour standard remained red with A&E achieving 79.76% against a constitutional standard of 95% and below the NHSI improvement trajectory target of 83.2%. The Council was advised that the RTT 18 week standard remained red at 82.05% against a NHS constitutional standard of 92%, and the NHSI improvement trajectory target of 80%.</p>

Ref	Minute
	<p>The Council was advised that the Trust had been particularly busy of late and that the Trust had a bed occupancy rated Amber, with a level of 87.9% although this masked true occupancy levels of over 100%. The difference was attributed to the time of day that the rating was taken.</p> <p>The Council was informed that with regard to cancer targets these had all been met and remained green for the Quarter 4 period.</p> <p>The Chief Executive explained that there had been one Never Event within 2017/18 to date and the rating in this area was therefore Red. The root cause of the Never Event was currently being reviewed. Governors were provided with an overview of the Never Event.</p> <p>The Chief Executive was pleased to report that Patient Satisfaction in the Friends and Family In-Patients Test remained green. The Staff Satisfaction Engagement score was currently amber. The survey also showed that Workforce Attendance and Qualified Nurse Vacancies had both remained green with Workforce Attendance at 3.85% against a target of 4% or less and Qualified Nurse Vacancies at 6.04% against a target of 6.5% or less for May 2017.</p> <p>The Council was provided with an overview of the Trust's strategic objective to achieve financial, commercial and operational excellence and advised that the Trust's cash position remained broadly in accordance with plan.</p>
<p>CoG 17- 18/ 011</p>	<p>Staff Survey/ Action Plan</p> <p>The Council received a presentation from the Director of Workforce regarding staff engagement. He provided the background into the National Staff Survey and the Trust's journey so far.</p> <p>The Council was informed that although the Trust had very disappointing results in 2014, ranking as 4th worst in the country, it was noted as the 'most improved trust' in 2015. The Trust scored significantly higher than the trajectory agreed by the Trust Board and maintained this level throughout 2016.</p> <p>Key actions taken in 2016 included LiA huddles; rewards and recognition schemes; health and wellbeing events; corporate nurse recruitment campaigns and the implementation of staff guardians.</p> <p>The overall staff engagement score was 3.78 against the previous year of 3.79. The Trust was also benchmarking itself against other trusts to see what steps had been taken towards improvement and hoped to use them as a guide to best practice.</p> <p>The Council was advised of the Staff Engagement Action Plan for 2017 and how this plan would be monitored in order to track its progress.</p> <p>The Chairman congratulated the Director of Workforce on being awarded the Healthcare People Management Association's award for the HR/OD Team of the Year 2017.</p>
<p>CoG 17-</p>	<p>Board of Directors' Meeting Minutes February, March, April and May 2017</p>

Ref	Minute
18/ 012	The Council received the minutes of the above meetings.
CoG 17- 18/ 013	Board of Directors' Meeting June 2017, Update The Chairman provided a verbal update from the most recent Board of Directors' Meeting this included an in depth look at the performance of the Trust, a CQC update and clarity of the Trust's status as a Centre of Global Digital Excellence.
Strategy & Development	
CoG 17- 18/ 014	Strategy Update The Director of Strategy and Sustainability provided a presentation outlining the delivery of existing priorities within 3 categories and 10 work programmes. He emphasised that developing people would play a major role in the Trust's strategy going forward. The Council was apprised of the Healthy Wirral Plan to ensure Better Health, Better Care and Better Value and the enabling programmes to obtain these priorities. The Director of Strategy and Sustainability also stressed the importance of not losing sight of Quality and Safety themes throughout. The Council was provided with examples of possible routes to more accountable care and early priorities for both, clinical and corporate collaboration for acute care collaboration. The Council was advised that the previous Annual Plan Advisory Committee (APAC) would shortly be re-launched as Strategy and Sustainability Advisory Committee (SSAC). This group would not only look at the annual plan, but also long term strategies for clinical and financial sustainability.
Standing Items	
CoG 17- 18/ 015	Any Other Business The Chairman reminded the Council of upcoming meetings and events and thanked members for their attendance. The meeting was closed.
CoG 17- 18/ 016	Date and Time of Next Meeting Wednesday 20 th September 2017 at 4.00pm.

.....
Chairman

.....
Date

Wirral Patient Portal

Rob Jewsbury, Project Manager Informatics Department, and Jonathan Cook, Clinical Systems Support Officer, gave the Governors an introduction to and a demonstration of the Wirral Patient Portal. The aim of the Patient Portal is to improve online communications with patients so that they will be able, for example, to access laboratory results and radiology reports and view appointments. This is in the early stages of development and the focus at present is for diabetic and maternity service users.

The anticipated benefits and how they would be measured were presented. Future plans included cancer risk stratification and the intention to roll out to all patients eventually.

The Governors asked a wide range of questions during and after the presentation. The main concerns were related to confidentiality of patient clinical records and the security of the computer systems in the Wirral.

Ward 21

Jan Sherlock, ward sister, and David Cotgrave, charge nurse, described the improvements in patient and staff experience which had been carried out on Ward 21. This ward is for medical treatment of older patients (generally 74+) some of whom have dementia. The achievements include the introduction of 'Employee of the Month', upgrading the staff room and day room, improving overnight facilities for carers and allowing open visiting and the purchase of a bladder scanner which was paid for by the League of Friends. There is Sunday afternoon tea every week.

The governors then visited the ward which had a friendly, welcoming feel and were shown the 'Memories Tavern', the 'Garden area' and the Bus Stop all designed to relax and allay anxiety of patients with dementia. The Ward 21 mantra is 'You will never regret being kind'.

Fundraising

The newly appointed Head of Fundraising, Victoria Burrows, described the development of a new charity structure for WUTH. Previously there were over a hundred separate charities within the Trust which derived income mainly from donations from patients and in memory. There was no co-ordinated fundraising.

The Trust Board has approved a new structure to manage income and expenditure and to engage in active fundraising under the guidance of the Head of Fundraising. There will be a general fund and 8 specialty funds. A new logo will be used in promoting the WUTH Charity. Victoria described several ideas for fundraising and answered several pertinent questions from governors. We look forward to a big increase in charitable income!

RAH

BOARD OF DIRECTORS

**MINUTES OF
PUBLIC MEETING**

28 JUNE 2017

**BOARDROOM
EDUCATION CENTRE
ARROWE PARK HOSPITAL**

Present

Michael Carr	Chairman
David Allison	Chief Executive
Cathy Bond	Non-Executive Director
Susan Gilby	Medical Director
Andrea Hodgson	Non-Executive Director
Graham Hollick	Non-Executive Director
Janelle Holmes	Chief Operating Officer
David Jago	Director of Finance
Cathy Maddaford	Non-Executive Director
Jean Quinn	Non-Executive Director
John Sullivan	Non-Executive Director

In attendance

Carole Self	Director of Corporate Affairs
Jayne Kearley	Member of the Public

Apologies

Gaynor Westray	Director of Nursing and Midwifery
----------------	-----------------------------------

*denotes attendance for part of the meeting

Reference	Minute	Action
BM 17-18/063	Apologies for Absence Noted as above	
BM 17-18/064	Declarations of Interest None	
BM 17-18/065	Chairman's Business The Chairman extended his congratulations to the Director of Workforce and his team following the recent announcement that they had been successful in being named the Human Resources and Organisational Development Team of the Year by the Healthcare People Management Association HPMA. The Chairman advised the Board that the Volunteers summer lunch was a huge success and that they were very appreciative of the hamper the Board had donated.	
BM 17-18/066	Chief Executive's Report The Chief Executive presented the report and highlighted the following areas for discussion: Fire safety – the Chief Executive advised the Board that following the terrible fire at Grenfell Tower, the Trust could confirm that it had no over-cladding on its building and that all other cladding was fire retardant in compliance with building regulations. He also confirmed that in view of this the Trust was not	

wuth.nhs.uk
@wuthnhs #proud

Reference	Minute	Action
	<p>a priority for full inspection by the Fire Service.</p> <p>The Director of Finance confirmed that the Trust was continuing with its usual safety measures and that the Associate Director of Estates was liaising on the national agenda and working closely with Cheshire and Merseyside Fire Service. The Board sought assurance that the Frontis building was compliant with fire safety. The Director of Finance advised that verbal confirmation had been received that the cladding was safe but were seeking this in writing from the legal owner. The Board sought and received assurance that the Trust's fire training and procedures were up to date and being undertaken as required.</p> <p>Ascension – the Chief Executive advised the Board that Ascension had now decided to partner with Ramsay Healthcare in Asia and were therefore no longer looking to undertake any UK work for 2 years. He confirmed that the Trust was now working at pace with partners in Chester and across the Sustainability and Transformation Plan STP footprint in this regard.</p> <p>NHS Improvement – the Chief Executive updated the Board on the purpose and outcome of the Progress Review Meeting on 1st June 2017. The focus was on compliance with the undertakings in the enforcement action in 2015 and the additional licence condition. The regulator was very pleased with the changes made to the Board; its governance processes; cost improvement plans CIP and the role of the service transformation team which was supported by 2 further visits to the Trust. The undertaking in relation to A & E was much more difficult as the regulator recognised that this was a health economy/system issue and not just an organisational issue. The Regulator agreed to share their recommendation for lifting of the undertakings ahead of this being progressed through the formal NHSI governance structure. The Chief Executive advised the Board that the Trust had agreed to share progress on the CIP plans on a monthly basis.</p>	
BM 17-18/067	<p>Patient Story/Learning</p> <p>The Director of Finance provided the Board with feedback from NHS choices of an endoscopy patient who received care in the Trust in May of this year. The feedback was very positive particularly in relation to timeliness of assessment and treatment; reassurance; friendliness and overall patient experience.</p>	
BM 17-18/068	<p>CQC Compliance and Action Plan Progress Update</p> <p>The Medical Director presented the Progress Update which outlined the Trust's compliance levels and state of inspection readiness. Although the internal auditors had provided an overall rating on their last audit of "significant assurance" there were still areas of improvement to be made in the domain of "safe" as highlighted in the Trust's own CQI inspections. The Medical Director confirmed that the focus of attention for the Trust was to improve this domain at pace through shared learning from incidents as well as sharing best practice. She advised the Board that the first Trustwide Safety Summit was due to take place the following day which would be followed up with a "Safety Bites" bulletin. The safety summit would be undertaken on a weekly basis.</p>	

Reference	Minute	Action
	<p>The Board was advised of the intention to amalgamate the best of the ward accreditation work and the CQIs to provide a “rich” picture of quality and safety in the Trust.</p> <p>The Medical Director advised the Board of 2 recent Never Events, the first in relation to part of a 2.5mm drill bit missing following a hip operation. The consultant checked the x-ray post op and confirmed that some of the drill bit was imbedded in the hip joint. The Trust observed duty of candour and the patient was made aware of this and the Consultant made the decision to take no further action. The Board was advised that this was a recognised risk and that the Medical Director agreed with the decision made. The 72 hour post incident review was currently being undertaken. The second Never Event was in the Breast Screening Unit and related to failure to comply with a safety check resulting in the patient not being able to have a single core biopsy undertaken. The 72 hour review was also taking place. The Medical Director confirmed that both of these Never Events would form part of the Safety Summit on the following day.</p> <p>The Board was disappointed with these Never Events especially in light of the good work being progressed in so many clinical areas and questioned how the Trust could sustain improvements made. The Medical Director highlighted the overall improvement in medicines storage to highlight that the focus needs to be on highlighting issues and seeking ownership and accountability for improvements as opposed to relying on inspections.</p> <p>The Board sought to understand how the work to prepare for an inspection therefore would aid with sustainability. The Medical Director confirmed that there was a specific piece of work required to prepare for an inspection from a practical perspective which the Trust was undertaking however the main focus for the Trust was embedding good practice and focussing on improving the safety culture.</p> <p>The Board agreed that in future the Quality and Assurance Committee would be provided with assurance on CQC preparedness and the overall compliance with the fundamental standards. The Board therefore would receive regular reports from the Quality and Safety Committee.</p>	SG
BM 17-18/069	<p>Integrated Performance Report</p> <ul style="list-style-type: none"> • Integrated Dashboard and Exception Reports <p>The Chief Operating Officer presented the integrated performance dashboard and highlighted the following:</p> <p>A & E 4Hour Target – the Board was advised that performance for May for the ED department alone was 74.36% and for the site 79.76%. The Chief Operating Officer advised the Board that the Trust had bid for £1M of capital funding to enact changes to the single front door; 4 rooms in the walk in centre were now being used to support the GP streaming process and the bed modelling work was progressing well as reported at the Transformation Steering Group.</p> <p>The Board was advised that the 9 point plan had been developed under the</p>	

Reference	Minute	Action
	<p>governance of the A & E Delivery Board although there were significant financial and operational challenges in its delivery many components of which needed to be brought forward to July from October. The Board raised concerns with the 9 point plan which required transformation at a strategic level if the most gains were to be made. The Board was advised that NHSI had accepted the improvement trajectory for A & E however the STF payments in relation to this had recently changed in line with national expectations which have been challenged by the Trust.</p> <p>Although disappointed that Q1 performance was not achieved, this mirrored the picture nationally and the change in STF funding to allow 50% payment if GP streaming put in place was seen by some Board members as a positive. The Board discussed how this would be enacted and how the Trust was utilising the skills of an ED consultant who was a GP by background to undergo some tests of change. The Board was advised that the focus was on primary care streaming as opposed to GP streaming and improved triage if the Trust was going to prevent patients re-entering A & E or assessment areas. The Chief Operating Officer advised of a meeting in the following week between the Community Trust and Commissioners to review funding of this initiative going forward.</p> <p>The Board also debated the impact of the recent closure of Eastham clinic because of community staffing issues as well as the SAFER initiative and the re-launch of this across non-elective wards in the first instance supported by the service transformation team.</p> <p>Referral to Treatment Time RTT – the Board was advised that the Trust had met the improvement trajectory for May as planned and that the Improvement Board had now been established with attendance confirmed from the regulator and the CCG. The Chief Operating Officer confirmed that the Trust was currently negotiating with private providers with a view to improving the trajectory even further.</p> <p>Diagnostics 6 weeks wait – the Board was advised that performance was on track as at the end of May 17.</p> <p>Cancer - the Board was advised that although challenging the Trust expected full compliance with the waiting time standard.</p> <p>Infection Control – the Chief Operating Officer confirmed that Ward 19 closed last month and that the HPV programme was back on track. The Board was advised of the outcome of the post infection review in relation to the single hospital acquired MRSA bacteraemia case in May which identified a lapse in care. The Board was advised that the learning from the review had been shared across clinical areas. The Board was advised of the proposal to align the infection control team with microbiology and the line insertion team to strength relationships between services.</p> <p>M2 Finance and Cost Improvement Programme Report</p> <p>The Director of Finance presented the M2 finance and cost improvement report and highlighted the following areas:</p>	

Reference	Minute	Action
	<ul style="list-style-type: none"> The overall deficit at the end of May 17 was reported at £3.1M which was in line with the profile of the financial plan submitted. Above planned expenditure of £1.8M was reported driven by non-delivery of CIP and escalation costs of £500K above plan. The Board was advised that this had been mitigated with the use of CQUIN reserve recognising that this was a risk as it was assumed a level of anticipated income from the CCG that had not, as yet, been confirmed as this needed regulatory approval. The Board sought to establish the level of financial risk if not approved and this was confirmed as £1.2M The Cost Improvement Plan (CIP) reported a £1M variance having delivered £0.2M in month and £0.4M for the year against the plan of £1.4M Cash was reported at £6.5M which was £4.4M above plan, the variance being primarily due to the 2016/17 closing cash being higher than plan and the capital cash underspend Use of Resources was reported at 3 which was in line with the plan <p>The Board was pleased to note that Payment by Results PBR activity was above plan by £1.1M year to date as a result of over performance in elective/day case, non-elective and A & E activity. This however had been offset with under performance in non-PBR activity of £0.9M and PBR excluded drug (£1.1M matched by expenditure).</p> <p>The Director of Finance confirmed that the Transformation Steering Group had earlier in the week approved a further £3M of savings schemes which now needed to be implemented at pace. This now brought the overall gap against the annual plan down to £2.2M although this was still considered to be significant especially in light of the need to release two 12ths of CQUIN reserve already.</p> <p>Mr Sullivan, the Non-Executive member of the TSG confirmed that the meeting that took place earlier in the week was very encouraging in terms of the schemes being put forward and the level of input and accountability displayed.</p> <p>The Director of Finance also advised the Board that if the Trust was successful at negotiating the Cerner Contract that there would be a depreciation gain to the value of £1.2M which was currently not in the figures. He advised however that this would put a further risk on the availability of capital. The Board sought to establish whether the £3M of savings schemes approved were recurrent or non-recurrent, the Director of Finance agreed to confirm.</p> <p>The Board raised concerns with the pay costs which were increasing and sought to understand the drivers of this. The Director of Finance confirmed that this was associated with the cost of supporting the escalation beds which required the Trust to pay premium costs particularly in the Emergency Department.</p>	DJ
BM 17-18/070	Sustainability and Transformation Plan Funding <p>The Chief Executive presented the paper which required the Board to</p>	

Reference	Minute	Action
	<p>approve the Trusts allocation of funding to support the Sustainability and Transformation Plan STP through 2017/18. He reminded the Board of the original request from partners of £7M which was not supported by members. The request now is for £2M however due to the part year effect this equates to £1.6M across the whole STP membership.</p> <p>Members agreed to fund this as part of the national requirement. The Chief Executive confirmed that the Trust's share of this was based on the following methodology – 50% of the cost was split equal across all members with the other 50% being based on the size of the organisation. The total cost for this Trust was confirmed as £57K.</p> <p>The Board was advised that £600K would be used to support the workstreams required with the remaining £1M being used to draw down external resource as required by the STP.</p> <p>The Board was supportive of the funding on the understanding that the STP was clear about the intended outcomes. The Board formally approved this.</p>	
BM17-18/071	<p>Board of Directors</p> <p>The Minutes of the Board of Directors held on the 24th May 2017 were confirmed as an accurate record.</p> <p>Action Log</p> <p>The Board accepted the action log as presented</p>	
BM17-18/072	<p>Items for the BAF/Risk Register</p> <p>The Board requested that the risk relating to the CQUIN monies being used ahead of formal approval be included on the BAF</p>	DJ
BM 17-18/073	<p>Items to be considered by the Assurance Committees</p> <p>The Board agreed the following focus areas for the assurance committees:</p> <p>Quality and Safety Committee – the Board agreed that in future the full CQC preparedness and compliance review would be undertaken at the Quality and Safety Committee and formally reported through to the Board.</p>	SG
BM17-18/074	<p>Any Other Business</p> <p>The Director of Corporate Affairs requested a change to the terms of reference of the Quality and Safety Committee ahead of the meeting in July. The Board was asked to amend the membership to note that the nominated deputy for the Medical Director was the Deputy Medical Director and that the quoracy included nominated deputies for both the Medical Director and the Director of Nursing and Midwifery.</p> <p>The Board approved these changes.</p> <p>The Board expressed their thanks to Cathy Bond following the end of her</p>	

Reference	Minute	Action
	tenure as a Non-Executive. Cathy had always been noted for her pertinent questions, which were well times, well thought out and thought provoking. She was particularly congratulated for her role as Audit Chair.	
BM 17-18/075	Date and Time of Next Meeting Wednesday 26 th July at 9.00am in the Boardroom, Education Centre, Arrowe Park Hospital.	

.....
Chairman

.....
Date

Strategy & Sustainability Advisory Committee

Terms of Reference

1. MAIN AUTHORITY/ LIMITATIONS

The Board of Directors have regard to the views of the Council of Governors with respect to our Strategy and our approach to ensuring long term clinical and financial sustainability of high quality, locally accessible services, and in preparing our Long Term (5 year) and Annual Plan. The Strategy & Sustainability Advisory Committee (SSAC) is authorised by the Council of Governors, within these terms of reference, to consider the information about the Trust's strategy and forward plans, and any submissions to be given to the Independent Regulator and submit a formal report to the Council of Governors.

2. COMPOSITION OF THE COMMITTEE AND ATTENDEES

SSAC shall consist of not fewer than five members of the Council of Governors (one of whom shall act as Chair). Term will be 12 months, from October 2017 initially, with a review at the end of the 12 months. The Chair and Deputy Chair shall be appointed, and the terms of reference approved by the Council of Governors at a formal meeting.

The Chair of the Trust has the right to attend. The Director of Strategy & Sustainability will attend. Members of the Board of Directors, the Trust Secretary and his/her team and other Non-Governors may attend meetings as the SSAC Chair may decide.

3. MAIN DUTIES AND RESPONSIBILITIES

The duties of SSAC will include the following:

- using feedback derived from Governors, Members and the general public, to distil key issues for Governors, representative of the views of stakeholders;
- to consult with the Trust's officers and directors on how these key issues for Governors dovetail with the Trust Strategy; priorities to ensure long term clinical & financial sustainability of high quality locally accessible service, and specifics set out in the Long Term and Annual Plans;
- to consult with the Trust's officers and directors on performance against the key issues identified by Governors in the previous Annual Plan;
- to provide comments to Trust officers and directors in respect of the overall intent set out in the Trust Strategy and Annual Plan during the iterative phase of preparing the documents; and
- to respect the confidentiality of some of the discussions about the Trust's strategy, and be mindful of the emerging nature of some of the elements that may be discussed and to undertake not to disclose such matters outside of the SSAC environment.

4. CONSTITUTION

4.1 Frequency of Meetings

SSAC shall meet as required but at least three times a year, at a place and time determined by SSAC, to complement the schedule of Full Governor's meeting and required timeline for producing the Annual Plan. Members shall attend no less than 65% of all meetings of SSAC.

4.2 Chair

In the absence of the Chair, the Deputy Chair shall chair SSAC discussion, for the purposes of that meeting.

4.3 **Quorum**

Three members of SSAC, one of whom will be Chair or Deputy Chair, shall constitute a quorum. The Chair of the Committee shall have a casting vote if necessary.

4.5 **Organisation**

Minutes shall be taken of the proceedings of SSAC by the Trust Secretary or his/her nominated deputy. These minutes, once approved by Director of Strategy & Sustainability and the Chair, shall be available for information to the Council of Governors and to the Trust Board.

4.6 **Standing Agenda Items**

The following shall be standard agenda items:

- Annual Plan themes
- Programme for completion of Annual Plan, including specific requirements from regulator
- Strategic themes / objectives (selection from the below to be agreed in advance, not all items will be covered at all meetings)
 - People
 - Quality & Safety
 - Doing our Basics Brilliantly
 - Healthy Wirral (vertical collaboration)
 - Wirral & West Cheshire Alliance (horizontal collaboration)
 - Broader STP / LDSP

4.7 **Review**

Terms of reference are reviewed annually or in light of changes in practice or national/local guidance.

4.8 **Responsibilities of SSAC Chair**

The duties of the SSAC Chair shall be to:

- ensure that the Governors are informed as to the deliberations of SSAC;
- ensure that minutes of SSAC are an accurate reflection of discussions;
- attend or designate another member of SSAC to attend public meetings of the Council of Governors as appropriate, to answer any questions related to the work of SSAC;
- play an active role as a member of the Chair's Advisory Committee and work with the Trust Chair to assess the performance of SSAC.

5. **VERSION CONTROL**

Version Control	Date	Comments
0.1	28.06.17	First version prepared for exec comment
0.2	05.07.17	Addition of comments from exec colleagues
0.3	31.08.17	Comments included from SSAC Chair in discussion with Director of Strategy

6. **DOCUMENT OWNER**
Membership Manager

