



Wirral University Teaching Hospital

NHS Foundation Trust

COUNCIL OF GOVERNORS



COUNCIL OF GOVERNORS

 10 February 2025

 14:30 GMT Europe/London






















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1. COUNCIL OF GOVERNORS

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Meeting	Council of Governors
Date	Monday 10 February 2025
Time	14:30 – 16:30
Location	Boardroom, Education Centre, Arrowe Park Hospital

Page	Agenda Item	Lead	Exec Lead
	1. Welcome and Apologies for Absence	Sir David Henshaw	
	2. Declarations of Interest	Sir David Henshaw	
5	3. Minutes of Previous Meeting	Sir David Henshaw	
10	4. Action Log	Sir David Henshaw	
	5. Chair's Business and Strategic Issues – Verbal	Sir David Henshaw	
	6. Lead Governor Feedback – Verbal	Sheila Hillhouse	
Items for Discussion and Decision			
11	7. WCHC and WUTH Integration 100 Day Plan	Matthew Swanborough	
24	8. Strategic Priorities Q1-Q2 2024/25	Matthew Swanborough	
87	9. Committee Updates		
	8.1) Estates and Capital Committee	Steve Igoe	Matthew Swanborough
89	8.2) Audit and Risk Committee	Steve Igoe	Mark Chidgey
91	8.3) Charitable Funds Committee	Sue Lorimer	Mark Chidgey
93	8.4) Finance Business Performance Committee	Sue Lorimer	Mark Chidgey
97	8.5) People Committee	Lesley Davies	Debs Smith
99	8.6) Quality Committee	Dr Steve Ryan	Sam Westwell
102	10. Integrated Performance Report	All NEDs	Executive Directors
	11. Ratification of Tenure Renewal and Extension for the Chair – Verbal	David McGovern	

	12.	Deputy Lead Governor – Verbal	David McGovern	
133	13.	Trust Constitution Update	David McGovern	
	Wallet Items for Information			
243	14.	Board of Directors' Minutes	Sir David Henshaw	
	Closing Business			
	15.	Meeting Review	Sir David Henshaw	
	16.	Any other Business	Sir David Henshaw	
	Date and Time of Next Meeting			
	Thursday 1 May 2025, 14:30 – 16:30			

Meeting	Council of Governors
Date	Monday 28 October 2024
Location	Boardroom, Education Centre, Arrowe Park Hospital

Members present:

DH	Sir David Henshaw	Non-Executive Director & Chair
SH	Sheila Hillhouse	Lead Public Governor
RT	Robert Thompson	Public Governor
PP	Peter Peters	Public Governor
TC	Tony Cragg	Public Governor
PD	Paul Dixon	Public Governor
JB	John Brace	Public Governor
MP	Manoj Purohit	Public Governor
AL	Andy Liston	Public Governor
AK	Anand Kamalanathan	Staff Governor
GB	Gary Bennett	Appointed Governor

In attendance:

CC	Chris Clarkson	Non-Executive Director
SL	Sue Lorimer	Non-Executive Director
SR	Dr Steve Ryan	Non-Executive Director
RM	Dr Rajan Madhok	Non-Executive Director
JH	Janelle Holmes	Chief Executive
NS	Dr Nikki Stevenson	Medical Director & Deputy Chief Executive
SW	Sam Westwell	Chief Nurse
DS	Debs Smith	Chief People Officer
MS	Matthew Swanborough	Chief Strategy Officer
MC	Mark Chidgey	Chief Finance Officer
HK	Hayley Kendall	Chief Operating Officer
DM	David McGovern	Director of Corporate Affairs

Apologies:

NW	Neil Wright	Public Governor
PB	Philippa Boston	Staff Governor
AT	Ann Taylor	Staff Governor
SI	Steve Igoo	Non-Executive Director
LD	Lesley Davies	Non-Executive Director

Agenda Item	Minutes	Action
1	Welcome and Apologies for Absence	

	DH welcomed everyone to meeting. Apologies are noted above.	
2	<p>Declarations of Interest</p> <p>No new interests were declared and no other interests in relation to the agenda items were declared.</p>	
3	<p>Minutes of Previous Meeting</p> <p>The minutes of the previous meeting held on 15 April were APPROVED as an accurate record.</p>	
4	<p>Action Log</p> <p>The Council of Governors NOTED the action log.</p>	
5	<p>Chair's Business and Strategic Issues</p> <p>DH provided an update on recent matters and highlighted the Wirral System Review was progressing as planned and the Council of Governors would be provided with updates as the review progresses.</p> <p>It was suggested that a joint visit be arranged between both sets of Governors (WCHC and WUTH) at a future date.</p> <p>The Council of Governors NOTED the update.</p>	DMcG
6	<p>Lead Governor Feedback</p> <p>SH highlighted her continued involvement in the Cheshire and Merseyside Lead Governor Network.</p> <p>SH reported Governors continued to observe Committee meetings and take part in walkabouts of hospital areas with other Board members during Board each month.</p> <p>She went on to highlight the positive conversations that had taken place as a result of recent visits and user group activity. It was noted that this has led to a number of recommendations for future activity and improvements.</p> <p>JB asked whether there had been any issues with parking during these visits. It was noted that there had been no issues with parking.</p> <p>The Council of Governors NOTED the update.</p>	
7	<p>Wirral System Review</p> <p>MS presented a report providing the CoG with an update on the outcome of the Wirral Phase 2 report.</p>	

The report provided the full background and reasons for the review and included the timeline and methodology for the review this far. This included the outcomes of the first stage of the review previously discussed.

It was noted that Phase 2 of the review focused on a number of key areas which were subject to evaluation using the criteria outlined below:

- Unified leadership.
- Shared Vision and Values.
- Shared identity and purpose.
- Shared accountability and governance.
- Timescales.
- Scale and complexity.
- Partnership and flexibility.
- Resilience.
- Resources.
- Health of the local population.

It was reported that a number of recommendations had been made as a result of the review with the foremost of these being:

- An identification of a number of models for potential future collaboration.
- The creation of Joint Chair and CEO posts across both trusts.
- Future consideration of joint appointments.

A full discussion took place with the following points being raised/clarified:

- The establishment of a Programme Board to oversee this work will enable work to take place to clarify the term 'shared culture' and what that means in practice.
- That work will be carried out to ensure that both Trusts receive full assurance on the way forward, the impact of any changes proposed, and the correct governance arrangements required to support decision making.
- The importance of the correct communication both internally and externally.
- JB asked if this process would likely lead to a 'merger' of both organisations. It was noted that this was not the intention at this time but that opportunities for increased collaboration would be considered as they arise.

The Council of Governors welcomed this work and considered the potential benefits to patients as part of this process.

The Council of Governors **NOTED** the report.

8

Committee Updates

9.1) Finance Business Performance Committee

SL provided the Council with an update on recent meetings of the FBPAC where the focus had continued to be on the current pressures on the Financial Plan and the approval of key business cases to support the plan and achievement of objectives.

9.2) Research and Innovation

SR reported on the outcome of the meeting of the Research and innovation Committee held on 16th September.

It was noted that the Committee received reports in relation to the newly produced R and I strategy, benchmarking on patient recruitment, current performance levels, future funding risks and the Committees terms of reference.

9.3) Audit and Risk Committee

SI commented there had been one Audit and Risk Committee meeting in September.

He reported the Committee received reports in relation to Financial Assurance, Board Assurance Framework, the cyber Operational Plan, Procurement Spend Controls, Auditors Annual Report, Anti-Fraud activity and updated on Internal Audit activity and Recommendations.

9.4) Quality Committee

SR highlighted the Committee received an update on CDiff performance which remains a concern, the recent increase in violence and aggression experienced by staff, the quantum and reduction of delirium screening rates.

The Committee received additional assurances in relation to Complaints, Organ Donation and Safeguarding.

9.5) People Committee

LD reported the Committee discussed a number of items including Workforce Performance, activity of the Disability Staff network, the successful recent Board seminar of E, D and I and the Trust Safe Staffing report.

Items for escalation and emerging risks included Nurse Safe Staffing and recruitment, delays to the review of Acuity and staffing pressures in the delivery of the People Strategy.

The Council of Governors **NOTED** the Committee Updates.

10	<p>Integrated Performance Report</p> <p>Executive Directors presented the current version of the Integrated Performance Report for comment and discussion.</p> <p>The Council of Governors NOTED the report.</p>	
11	<p>Annual Review of Terms of Reference – Nominations Committee</p> <p>DM presented the Terms of Reference for the Nominations Committee, noting these had been created last year as part of the wider corporate governance review and consolidates information already set out in the Trust Constitution.</p> <p>DM added at this time no amends had been proposed this year and the Terms of Reference remain unchanged.</p> <p>The Council of Governors NOTED the Terms of Reference for the Nominations Committee.</p>	
12	<p>Appointment of Joint Chair of WCHC and WUTH</p> <p>The Council were informed of the recommendation of the Nominations Committee to agree the appointment of The Trust Chair (Sir David Henshaw) as the joint Chair of the Trusts and the Wirral Community Health and Care Trust.</p> <p>The Council were asked to formally approve this proposal.</p> <p>The Council of Governors APPROVED this appointment.</p>	
13	<p>Board of Directors’ Minutes</p> <p>The Council of Governors NOTED the Board of Directors’ Minutes.</p>	
14	<p>Meeting Review</p> <p>Members commented the meeting had been positive and presentation of reports was clear. Members also commented the meeting had been transparent in the issues the Trust faces and how these were being dealt with.</p>	
15	<p>Any other Business</p> <p>No other business was raised.</p>	

(The meeting closed at 16:00)

No.	Date of Meeting	Minute Ref	Action	By Whom	Action Status	Due Date
1	28 October 2024	5	To arrange a joint visit between WUTH and WCHC Governors	David McGovern	In progress. A suitable date is being explored between WUTH and WCHC Governors for a joint development session.	March 2025

WCHC and WUTH Integration

100 day Delivery Plan - extract

December 24 Delivery Update (Council of Governors)

10 February 2025

Background : Approach to Wirral System Review

- In March 2024, Cheshire and Merseyside Integrated Care Board (C&M ICB) commissioned an independent review of collaboration and integration opportunities across NHS provider services on Wirral.
- Review primarily focussed on WUTH and WCHC, with CWP as a partner
- A number of key objectives from Wirral System Review:
 - To develop a strategy for greater collaboration and integration across acute, community and primary care services in Wirral
 - To identify priorities for collaboration and integration between WCHC and WUTH clinically, operationally and financially.
 - Develop a way forward for the collaborative and integration opportunities for WCHC and WUTH, working with system partners, to be implemented.
 - Articulate the conditions for success, (ii) set out the supporting arrangements that need to be put in place and (iii) produce an implementation roadmap
- Value Circle commissioned by ICB to undertake the review and deliver across two phases, with completion by September 2024

Background: Wirral System Review Phase 1 & 2 Reports

- As part of the Wirral System Review, Value Circle LLP developed a series of recommendations at the conclusion of Phase 1 and Phase 2, primarily relating to integration and collaboration between WCHC and WUTH.

Phase 1 Report Recommendations:

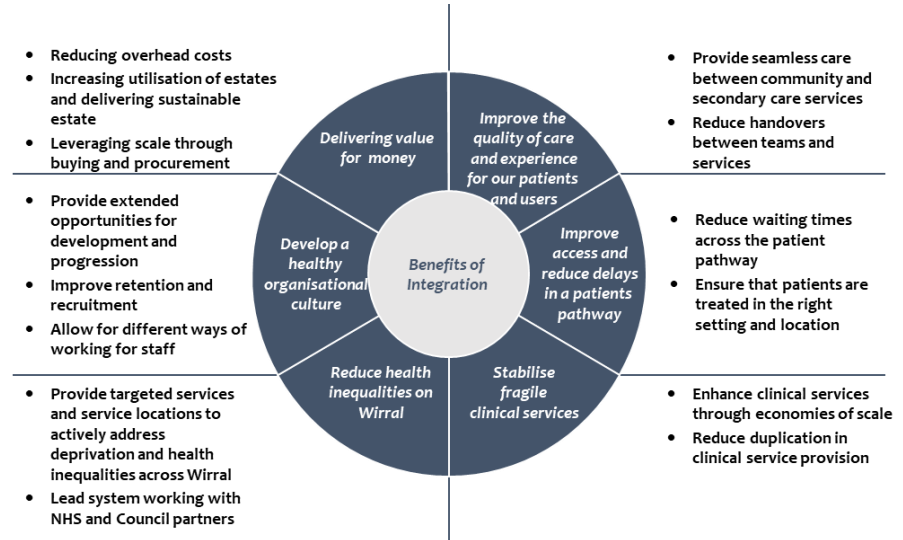
- The Value Circle Phase 1 Report makes a number of key integration and improvement recommendations across high priority service areas, that would benefit from further collaboration at pace:
 - Unscheduled care
 - Neuro-diverse pathways
 - Ophthalmology
 - CVD
 - MSK
 - Corporate functions
 - Other services with significant unwarranted variation
 - Neighbourhood Health and Care

Phase 2 Report Recommendations:

- The Phase 2 Report recommends that a Joint Chair and a Joint Chief Executive Officer (CEO) are appointed to lead WCHC and WUTH, working on behalf of the two Foundation Trust Boards. The Report also indicates that the appointment process should ensure the Chair, and the CEO have credibility and the confidence of both Boards, and that the Chair has the support of both sets of governors.
- The report also recommends that there is further review and development of the Place governance arrangements in Wirral, to avoid duplication of decision making and ensure most appropriate delegations are in place.
- The report highlights the benefits of this model in improving patient care as well as access to NHS clinical services across Wirral.

Benefits of Integration between WCHC and WUTH

- The Wirral System Review also details a range of benefits and opportunities through the integration of the Trusts and move to a single leadership model.
- These have been further developed by the Trusts and will guide the delivery of the integration over the coming months as well as project planning for the first 100 days.



100 day plan

- Following the Wirral System Review, the 100 Day Integration Plan was developed between the WCHC and WUTH Executive Teams.
- The Plan details the objectives, key programme areas, tasks and deliverables across the first 100 working days of integration between the two Trusts.
- The 100 day period commences from Wednesday 6th November 2024 and concludes on Friday 4th April 2025.

Governance of Integration Delivery

- The delivery of the 100 Day Plan will be governed through a newly formed Integration Management Board (IMB), with representation from across WCHC and WUTH Executive Teams.
- The IMB will be established from late March/early April 2025 and report through to each Trust's Board.
- Until this time, the Integration Management Group has been formed and meets fortnightly, chaired by the Joint Chief Executive.

100 day plan: Key Programme Areas

Key Programme Areas

- To guide the development and delivery of the 100 Day Plan, eight programme areas have been identified and developed, each to be led by two Executive Directors, one from each Trust.
- These programme areas are outlined in the diagram, right.

Programme Area



Key Components

- Appointment of Single Chair and Single Chief Executive
- Establishment of Integration Management Board
- Review of Board timings to accommodate appointments
- Development of WCHC and WUTH agreement
- Development of Integration Programme risks and mitigations
- Implement alternatives to ED project, reviewing services and collaboration options
- Develop future clinical service collaboration and integration
- Determine areas for corporate function integration
- Develop corporate integration methodology and approach
- Determine delivery timeframes and benefits
- Develop hosting arrangement financial approach and methodology for integration
- Track benefits delivery
- Develop Organisational Development Plan
- Deliver Organisational Development Plan
- Develop and deliver internal communication and engagement plan
- Develop and deliver external communication plan
- Review estates footprints and space utilisation
- Develop plan to improve utilisation and opportunities to consolidate

100 day plan: Governance



Wirral Community Health and Care
NHS Foundation Trust



Wirral University Teaching Hospital
NHS Foundation Trust

Overview

- The Governance Programme Area focusses on embedding governance and assurance arrangements for the Integration as well as the process for key appointments.

Executive Leads

- Director of Corporate Service – WCHC
- Director of Corporate Service – WUTH

Key Components	Lead	Key Tasks for delivery	November	December	January	February	March
Appointment of Chair and Chief Executive	Director of Corporate Services - WCHC / Director of Corporate Services - WUTH	Complete processes for appointment of Chair					
		Complete processes for appointment of Chief Executive					
Board Committees governance and timings	Director of Corporate Services - WCHC / Director of Corporate Services - WUTH	Review Board and Sub-Committees timings to support appointments					
Integration Management Board (IMB)	Director of Corporate Services - WCHC / Director of Corporate Services - WUTH	Develop and finalise IMB Terms of Reference and membership					
		Determine IMB delegation and decision making - <i>links to below Partnership Agreement.</i>					
		Determine reporting rhythm, reporting lines and management of risks					
		Commence and operate IMB					
WCHC and WUTH Agreement	Director of Corporate Services - WCHC / Director of Corporate Services - WUTH	Appoint solicitors for agreement advice and support					
		Draft WCHC and WUTH Partnership Agreement - <i>links to above development of ToRs.</i>					
		Seek approval of WCHC and WUTH Integration Agreement through Boards					
		Implement WCHC and WUTH Integration Agreement					
Wirral Provider Collaborative	Director of Corporate Services - WCHC / Director of Corporate Services - WUTH	Review previous Wirral Place Operating Model and Provider Collaborative recommendations					
		Develop Wirral Provider Collaborative Operating Model, determining function, governance, support and priorities and TOR					
		Agree functions and programmes to transfer from Wirral Place governance to Provider Collaborative					
		Approve Provider Collaborative Operating Model with Trust Boards and Place Based Partnership Boards					
		Commence and Implement Wirral Provider Collaborative					

100 day plan: Clinical Services



Overview

- The Clinical Services Programme Area focusses on implementing improvements across urgent care through integration as well as determine options for fragile services across the Trusts.

Executive Leads

- Director of Integration and Delivery – WCHC/WUTH

Key Components	Lead	Key Tasks for delivery	November	December	January	February	March
Alternatives to ED Project	Director of Integration and Delivery	Develop Alternatives to ED Project, examining integration and collaboration options for urgent care services					
		Deliver and track Alternatives to ED Project, supporting management of ED attendances					
Assessing future Clinical Services Integration opportunities, relating to fragile services	Director of Integration and Delivery	Review previous clinical service opportunities between WCHC and WUTH					
	Chief Operating Officer - WCHC ; Chief Operating Officer – WUTH Executive Medical Director- WCHC Executive Medical Director- WUTH	Review clinical integration opportunities relating to fragile services and develop implementation timeline for 25/26					

100 day plan: Corporate Functions



Overview

- The Corporate Functions Programme Area focusses on developing and implementing corporate function integration across identified corporate functions and services.

Executive Leads

- Chief Strategy Officer – WCHC
- Chief Strategy Officer - WUTH

Key Components	Lead	Key Tasks for delivery	November	December	January	February	March	
Corporate Function methodology and approach	Chief Strategy Officer - WCHC; Chief Strategy Officer - WUTH Relevant Executive Directors –WCHC/WUTH	Develop Corporate Services integration methodology and finalise for approval	█					
		Pilot Methodology with Workforce Directorates across WCHC and WUTH	█	█	█			
		Undertake analysis and map corporate functions and establish potential service, unit or functional exclusions (Tier 1)			█			
		Hold workshops with Relevant Executive Directors of functions and develop proposed structures (Tier 1)			█	█		
		Finalise Corporate Function integration proposal for approval by IMB (Tier 1)					█	█
		Implement corporate function integration and commence management of change process (Tier 1)						█
		Commence Tier 2 Corporate Function Integration						█
PMO Review and Integration Management Office establishment	Chief Strategy Officer - WCHC; Chief Strategy Officer - WUTH	Develop scope and approach for review of PMO, QI and Improvement functions across WCHC, WUTH and Wirral Place	█					
		Review information collection and undertake analysis of functions	█	█				
		Undertake interviews to understand scope and range of functions		█				
		Complete Report			█			
		Implement Integration Management Office and integration of identified functions					█	

100 day plan: Finance

Overview

- The Finance Programme Area supports and tracks delivery of benefits across the other Programme Areas.

Executive Leads

- Chief Finance Officer – WCHC
- Chief Finance Officer - WUTH

Key Components	Lead	Key Tasks for delivery	November	December	January	February	March
Recharges Model	Chief Finance Officer - WCHC; Chief Finance Officer - WUTH	Develop recharges model					
		Approval of recharges model					
		Implement model					
Benefits realisation	Chief Finance Officer - WCHC; Chief Finance Officer - WUTH	Track delivery of benefits					
Transparent financial information (Open Book)	Chief Finance Officer - WCHC; Chief Finance Officer - WUTH	Develop process for transparent sharing of financial information between Trusts					

100 day plan: Workforce and Culture

Overview

- The Workforce and Culture Programme Area focusses on organisational development, to support integration and collaboration across the two Trusts.

Executive Leads

- Chief People Officer – WCHC/WUTH

Key Components	Lead	Key Tasks for delivery	November	December	January	February	March
Organisational Development	Chief People Officer - WCHC/WUTH	Develop Organisational Development plan		agreed to have individual OD / People enabling work on the specific integration pieces.			
		Implement Integration Organisational Development plan					

100 day plan: Communication and Engagement

Overview

- The Communication and Engagement Programme Area focusses on development and delivery of internal communication and engagement and external communication across the integration stages.

Executive Leads

- Chief People Officer – WCHC/WUTH
- Director of Corporate Affairs - WCHC

Key Components	Lead	Key Tasks for delivery	November	December	January	February	March
Communication and Engagement	Chief People Officer - WCHC/WUTH	Develop Internal Communication and Engagement Plan	Green	White	White	White	White
		Deliver Internal Communication and Engagement Plan	Green	Yellow	Blue	Blue	Blue
	Director of Corporate Affairs - WCHC	Develop External Communication Plan	Green	White	White	White	White
		Deliver External Communication Plan	Green	Yellow	Blue	Blue	Blue

100 day plan: Estates

Overview

- The Estates Programme Area focusses on use of estates across the two Trusts, supporting local clinical services and facilitating the integration of corporate functions.

Executive Leads

- Chief Strategy Officer –WUTH
- Chief Finance Officer – WCHC

Key Components	Lead	Key Tasks for delivery	November	December	January	February	March
Estates Footprint	Chief Finance Officer - WCHC; Chief Strategy Officer - WUTH	Commence and undertake estates footprint and utilisation assessment across Trusts					
		Identify locations for relocation of clinical services					
		Identify locations to support corporate function integration					
		Deliver improvements in utilisation					
Leases and agreements	Chief Finance Officer - WCHC; Chief Strategy Officer - WUTH	Assess current lease agreements across Trusts and commercial arrangements					
		Implement process for treatment of leases and estates agreements					

24-25 Annual Strategic Priorities

Q1&2 Progress Update

Council of Governors

10 February 2025

2021-2026 Trust Strategy

Trust Strategy

- Developed 2021-2026 Trust Strategy and launched in January 2021
- Took into account local, regional and national NHS and healthcare priorities, examined population health
- Staff and stakeholder engagement in development of Strategy in 2020
- Encompasses 6 key Strategic Objectives



Provide the best care and support



Provide seamless care working with our partners



Be a great place to work



Be a digital pioneer and centre for excellence



Maximise our potential to improve and deliver best



Improve our infrastructure and how we use it

2021-2026 Trust Strategy – Enabling Strategies

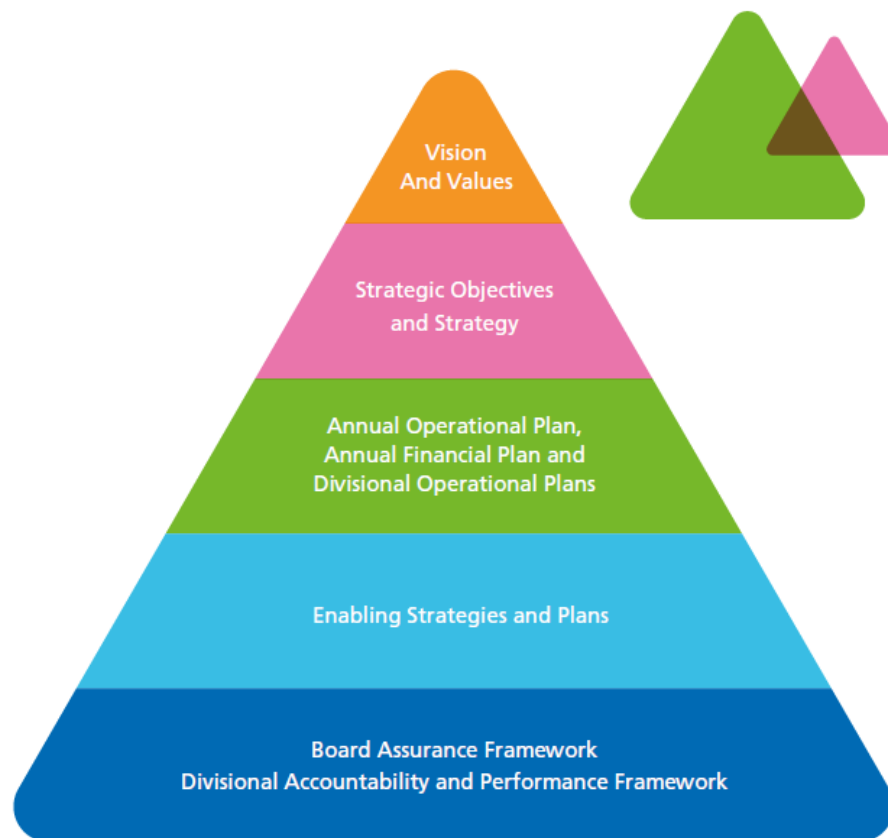
Enabling Strategies

- Developed eight enabling strategies, aligning to Trust Strategy as the delivery part of the Strategic Framework
- Designed speciality level clinical service strategies and priorities



2021-2026 Trust Strategy

- **Delivery of Trust Strategy and Strategic Framework**
 - Focus on delivery of objectives and priorities
 - Annual strategic priorities and delivery process
 - Fanning out to Divisions



Highlights of Delivery of Strategic Priorities for Q1-2 2024/25

Trust Strategic Priorities Delivery Q1-2 24/25



- Significant progress in the delivery of the Year 3 of our Quality and Safety and Patient Experience enabling strategies
- Improvement in completion of Patient Safety Syllabus L1 across the Trust
- PSIRF implemented across Trust
- Continue to deliver improvements against the national NHS maternity standards
- Improvement in NEWS2 compliance and MET processes
- New falls profile launched to record and review falls incidents
- Launched C-Diff improvement programme, with multi-team approach and focus on pilot wards
- Developed and commenced delivery of revised neuro-developmental model, in conjunction with WCHC and Local Authority
- Delivered improvements against national elective recovery targets as well as diagnostic testing and cancer standards



- Successfully transferred payroll provision on 1st May 2024
- Delivered resolution to CSW dispute
- Harnessing Our Talent scheme in place
- Enhanced communication approach with staff, with expansion of Leaders in Touch
- Achievement of Anti-Racist Framework – Bronze status
- Delivery of Leadership for All – conference, leading systems and leading organisations programmes
- Launched succession planning initiative
- Job Planning Policy reviewed and job planning reviews undertaken
- Enhanced workforce and financial controls, including ESR reconciliation

Trust Strategic Priorities Delivery Q1-2 24/25



- Embedded continuous improvement, delivering a range of improvement projects and increasing improvement capability across the Trust
- Developed improvement training and education approach, aligning to NHS Impact, to be launched in 2025
- Prepared for piloting of Martha's Rule from Q3 24/25
- Maintained clinical accreditations
- Launched Research and Innovation Hub
- Enhanced programme board role and governance to support delivery of CIP
- Developed action plan following outcomes of Well Led review by Deloitte
- Supported development and delivery of Wirral System Review
- Undertook due diligence of Wirral Community Health and Care NHS FT, detailing the risks to integration
- Developed WCHC/WUTH Integration Proposal and timeline
- Secured implementation support for the delivery of pathology integration with COCH
- Embedded place governance arrangements
- Improved partner use of C&M Surgical Centre



Trust Strategic Priorities Delivery Q1-2 24/25



- Implemented SAR and FoI database for trust
- Delivered eRS and Cerner integration
- Launched Dragon voice recognition
- Developed and delivered Patient Portal
- Undertook migration of Data Warehouse provision



- Developed the three year Capital (Infrastructure) programme
- Completed 9 infrastructure projects in Q1-2
- Decreased Trust's carbon footprint by 11% from 23/24
- Commenced Deflurane phase out across Trust
- Commenced development of site control plans for APH
- Developed case for RAAC replacement

Delivery of Strategic Priorities for Q1-2 2024/25

Outstanding Care

Outstanding Care

Provide the best care and support

WUTH Strategic Objectives	WUTH Strategic Priorities	WUTH Annual Strategic Actions 2024/25	Action Ownership
Outstanding Care Provide the best care and support	Empower patients through their care journey	1. Deliver Year Three of the Patient Experience Strategy priorities 2. Deliver Year Three of the Quality and Safety Strategy priorities	1. Chief Nurse 2. Executive Medical Director
	Improve patient flow, ensuring the patient is in the right place at the right time	3. Deliver national quality standards to improve quality of care to patients 4. Continue to deliver improvements against the national NHS maternity standards	3. Chief Nurse 4. Chief Nurse
	Strive to deliver intimate and personal patient experience	5. Deliver quality account priorities for 2024/25 6. With partners, redesign and implement improvements to special educational needs and disability services (SEND) to improve the delivery of care to children and young persons across Wirral	5. Executive Medical Director 6. Chief Nurse
	Provide services in the most appropriate and accessible setting	7. With NHS and third sector partners, revise and redevelop clinical pathways for mental health services, supporting improvements in access and care 8. Implement Year 1 of the Trust's Health Inequalities Target Operating Model, focussing on Core20plus5 and NHS prevention pledge priorities	7. Chief Nurse 8. Director of Corporate Affairs
	Embed a culture of safety improvement that improves outcomes	9. Deliver NHS operational objectives for 24/25, focusing on recovery of services and improving productivity	9. Chief Operating Officer

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	1. Deliver Year Three of the Patient Experience Strategy priorities	Improved patient satisfaction demonstrated through friend and family result and patient satisfaction survey	CNO

Outcome

Details of progress Q 1 & 2	Next steps Q 3 & 4
<p>Four of the twelve Trust Objectives have been progressed within Qrt 1 & 2.</p> <p>Objective 6: Continuation of non-digital communication to engage with wider community , including areas of focused on health inequalities. May: 1: Presentation at Bridge community Healthwatch forum. 2: Stall at Wirral Carers Event June: 3: Attendance at Mencap to co design information for EDS 2024 4: Attendance at Mencap LD week tea party 5: Engagement event Leasowe girl guides July: 6: Engagement event Leasowe Brownies</p> <p>Objective 3: Design ward folders for Women’s & Children’s division. Maternity services folder drafted - Co produced</p> <p>Care Promise Group: Proposal and initiation of a partnership community event: 16th November Keep well in winter, this will aim to support wider partnership working, admission avoidance by informing and empowering the community</p> <p>Operational & Resource Challenges escalated to Executives to fulfil the delivery of all the objectives and continuation of promise group.</p>	<p>Launch of Maternity folders</p> <p>Keep well in winter community event</p>

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	2. Deliver Year Three of the Quality and Safety Strategy priorities	PSIRF fully implemented. Continued engagement with patient safety partners.	MD

Outcome

Details of progress Q 1 & 2	Next steps Q 3 & 4
<p>81% of the trust have completed the Patient Safety Syllabus level one. This is an improvement from 63% previously reported.</p> <p>Trust wide communication of annual quality priorities on quality account, in quarterly quality & safety intelligence report, and on Microsoft teams backgrounds.</p> <p>Quarterly data packs continue to accompany quarterly quality & safety intelligence report that triangulates all data, including patient experience, learning focuses, quality priorities and clinical effectiveness.</p> <p>Attendance at Wirral Place continues. Interim Deputy Director of Quality Governance attends regional System Quality Group and regional Patient Safety Specialist Forums to develop insight of quality and safety across wider system.</p> <p>Clinical Outcomes Group meetings well attended after a focus on the cycle of business. The cycle of business is reviewed regularly to ensure that the meeting incorporates clinical effectiveness assurance and escalations and quality improvement work.</p> <p>PSIRF plan and policy updated following engagement with all stakeholders to ensure that PSIRF continues to achieve the 4 principles and achieves a proportionate response to patient safety incidents. PSIRF fully implemented and 1st year-end review written for PSQB.</p> <p>2 more volunteer patient safety partners recruited.</p> <p>QIA process and policy reviewed. Terms of Reference for QIA meetings has been updated.</p> <p>Excellent reporting on Ulysses is shared with divisions for their DQB's.</p>	<ul style="list-style-type: none"> Continue to encourage full compliance with the Patient Safety Syllabus level one. Progress of the Quality Priorities continues and will be reported in the Quality Account. GSU team will have regular stands in the foyer and Retreat/Fir Trees restaurant to raise visibility of the team. Embed COG revised cycle of business and renew terms of reference to ensure trust wide engagement with clinical effectiveness workstreams and quality improvement projects. Communicate revised QIA process to all triumvirates and senior leads to ensure appropriate steps in place to safeguard patient and staff safety, quality of care / service provision and patient / staff experience whilst delivering significant changes to service delivery. Encourage greater use of Excellent reporting on Ulysses.

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	3. Deliver national quality standards to improve quality of care to patients	Maintain or improve all KPI's Improvements in WISE accreditation.	CNO

Outcome

Details of progress Q 1 & 2	Next steps Q 3 & 4
<p>Falls: New improved falls profile, able to provide enhanced data on falls incidents Robust divisional improvement plans in place for falls prevention, with divisionally lead actions based on learning from incidents. New falls Ulysses questionnaire which improves data gathering, reflective practice and reduces the need for numerous rapid evaluations of care where learning is clearly identified and actions captured.</p> <p>HAPU Purpose T assessment fully implemented across the organisation, with additional training from the TVN Team. Improved validation rate from 75% in July to 85% in September following training Divisional improvement plans in place to improve validation and management of HAPU Dynamic Mattress Tender completed</p> <p>Nutrition and Hydration Sustained compliance with MUST with over 90% of both 24 and 7 days assessments completed Development of New Food and Drink Strategy which is fully aligned to the NHS food and Drink Standards 2023</p> <p>Deteriorating patient Improved compliance of News 2 scoring on focus wards to above 90% Weekly News 2 compliance data for all wards monitored through DQB Upgraded MET call proforma to enable better data capture Alert on Smartzone to indicate patients who have triggered a MET call in past 24 hrs</p> <p>IPC Clostridioides difficile Quality improvement project across 4 areas Review of CDT policy Trial of new cleaning products on ward 36 Ongoing reactive HPV programme Collaboration with community partners</p>	<ul style="list-style-type: none"> Falls awareness campaign FEET to be delivered over Q3&4 Fundamentals of care meeting to cover quality standards and facilitate improvement in care delivery Continued Purpose T and validation training New Mattress fleet to be implemented across the trust in Q4 Implementation of WUTH Food and Drink Strategy On the day ordering to be scoped and case for change completed <p>IPC CDT Quality improvement show case event Evaluate success of cleaning products Strengthen REC process across all divisions Review of current HPV provider Peracetic acid wipe trial in ED Review of MRSA & CPE policy</p>

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support Outcome	4. Continue to deliver improvements against the national NHS maternity standards	<ul style="list-style-type: none"> Compliance with Ockenden Part 1 and 2 MIS Year 5 compliance, working towards Year 6 SBLv3 compliant >95% On target to meet Three Year Delivery Plan 	CNO

Details of progress Q 1 & 2

- Sustained Compliance with Ockenden Part 1 and 2
- MIS Year 5 compliance, working towards Year 6
- SBLv3 compliant >95%
- On target to meet Three Year Delivery Plan
- CQC visit in April 2023 including APH and Seacombe Birth Centre (FMLU) both rated GOOD for Safe and Well Led
- Achieving Maternity Continuity of Carer (MCoC) 50% including deprivation and vulnerable areas
- MNVP relationship and service user engagement
- BSOT's in Triage implemented and sustained
- MatNeo collaboration with a number of QI Projects
- PROMPT Year 11 >95% compliance
- >1% vacancy rate in midwifery staff group and successful recruitment of newly qualified midwives in Q2 to achieve this
- Birth rate plus workforce review underway and due Q3/Q4

Next steps Q 3 & 4

- Sustain compliance
- Working towards MIS Year 6
- To sustain SBLv3 compliance
- Continue to monitor and utilise funding for transformation lead to support QI
- Work towards outstanding rate
- Sustain current models of MCoC
- Continue to work with MNVP and engage
- Maintain 2 midwives in Triage
- Several projects underway
- On target to achieve by 12/24
- Part of T&F group wider Trust
- Rolling recruitment campaigns
- Continue to celebrate success and prepare for forthcoming visits to include both national team and LMNS

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	5. Deliver quality account priorities for 2024/25		MD

Outcome

Details of progress Q 1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> • Launched QI C-Diff programme • Deteriorating patient – ongoing QI project. • Evidenced improvement with NEWS2 and currently working on sepsis • Improved communication through patient portal, SBAR introduced internally 	<ul style="list-style-type: none"> • Q3-4 sepsis continuation • Q4 – treatment escalation planning

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	6. With partners, redesign and implement improvements to special educational needs and disability services (SEND) to improve the delivery of care to children and young persons across Wirral	Compliance with SEND code of practice health elements. Reduction in ND waiting list. OMT Compliance	CNO

Outcome

Details of progress Q 1 & 2	Next steps Q 3 & 4
<p>Neuro developmental model agreed and wait list reduction trajectories based on new model calculated. ICB agreed to fund 3 x WTE RN to support partial implementation of the agreed model. Offer for the graduated approach has been made for tier 4. CNO inducted into Wirral SEND board.</p> <p>LD safeguarding lead in post for the whole trust. Oliver McGowan part 1 training commenced.</p>	<ul style="list-style-type: none"> • Continue to refine the model to maximise delivery opportunities. • Confirm funding and recruit to posts • Implement model. • OMT part 1 achieve 90% compliance • Agree approach tot part 2 OMT. • Map compliance with SEND code of practice. • Identify an organisational lead.

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	7. With NHS and third sector partners, revise and redevelop clinical pathways for mental health services, supporting improvements in access and care	Reduction in LOS of MH patients awaiting MH bed in ED	CNO

Outcome

Details of progress Q 1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> Section 2&3 – work currently being undertaken to improve the use of Thalamos led by Patient Flow Matron. This will improve visibility and communication across the system. Daily meetings continue with CWP colleagues to agree priority patients for in-patient beds. Fundamentals of care tool devised to improve care delivery of patients presenting with a mental health condition, particularly in the ED. Environmental risk assessment tool currently being developed in conjunction with CWP to maintain patient safety. WUTH is working with system partners to enable effective use of established mental health services to prevent ‘crisis’ thus reducing attendance at ED. WUTH is working with system partners to explore alternatives approaches for section 136 to ED – improved use of the crisis line. Right Care, Right Person (RCRP) – Phase 1 completed. Further training to be delivered via face to face sessions and Chief Nurse Check-In. Phase 1 now completed. Crib sheet and a suite of scenarios being developed for staff to aid learning to reduce the number if inappropriate calls to the Police. Further staff training/learning session will be arranged for Q3 ahead oh Phase 2. Average time to 1st assessment in ED has been outside of the 1 hour Core 24 model standard in May-August 2024 but achieved in September 2024 at 43mins. 	<ul style="list-style-type: none"> Fully implement the use of Thalamos. Phase 2 RCRP to commence 28/11/24 – WUTH policies to be updated to reflect this. Focus on reducing the need for physical and chemical restraint through de-escalation training. Work jointly with CWP to recruit Mental Health Nurses to the ED and to provide appropriate advice and support to WUTH ‘in-patient’ wards. Provide further training across the Trust on MCA and legal frameworks (consider adding to role specific training). UEC MH workstream in place led by CWP with representatives from all system partners in attendance. Scope focusing on reducing the pressure on acute trust and early intervention preventing attendance.

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	8. Implement Year 1 of the Trust's Health Inequalities Target Operating Model, focussing on Core20plus5 and NHS prevention pledge priorities	<ul style="list-style-type: none"> • Creation of TOM. • Identification of key workstreams with progress. • Stand up programme. 	Director of Corporate Affairs

Outcome

Details of progress Q 1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> • Target Operating Model received Board approval. • Understanding of progress in each area. 	<ul style="list-style-type: none"> • Consideration of the next steps in alignment with the Wirral Review outcomes and integration programme.

Outstanding Care

Provide the best care and support

Action

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Action 24/25	Key deliverables:	Action Ownership
Outstanding Care Provide the best care and support	9. Deliver NHS operational objectives for 24/25, focusing on recovery of services and improving productivity	<ul style="list-style-type: none"> • Delivery of agreed 65 week trajectory • Delivery of cancer target trajectories • Compliance with 95% if DM01 waiters • Delivery of productivity framework and improvements 	COO

Outcome

Details of progress Q1& 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> • Delivered the 65 week trajectory agreed with the ICB elective recovery workstream • Consistent delivery of 95% of patients waiting less than 6 weeks for a diagnostic test (ahead of requirement to achieve by March 2025). • Delivered significant improvements in cancer standards performance with achieving compliance with the national faster diagnosis standard of 28 days. • Development of a cancer improvement plan with pathway developments to decrease the diagnostic phase of the pathways. • 4 hour performance review undertaken with Aqua, performance behind the agreed trajectory – additional ambulance demand of c20% of placing pressure on the action plans. • 12 hour DTA performance remains a challenge and ECIST on site support is in place, demands have far outweighed any previous winter period. 	<ul style="list-style-type: none"> • Delivery of elective recovery targets, although some will be challenged due to the financial recovery actions. • Deliver the agreed action from the national ECIST improvement programme relating to 12 hour DTA performance. • Tests of change for UEC pathways to divert demand from the front door. • Deliver improved theatre productivity and reduced non-core spend.

Compassionate Workforce

Compassionate Workforce

Be a great place to work

WUTH Strategic Objectives	WUTH Strategic Priorities	WUTH Annual Strategic Actions 2024/25	Action Ownership
Compassionate Workforce Be a great place to work	Develop and maintain a healthy organisational culture based on our values	<ol style="list-style-type: none"> 1. Deliver year three of the People Strategy, focussing on: <ul style="list-style-type: none"> • Looking after ourselves and each other • Belonging at WUTH • Shaping our ways of working • Transforming our future 2. Continue to develop and enhance our approach to communications across the Trust 3. Deliver and embed the Trust's Equality, Diversity and Inclusion Strategic Commitment priorities 4. Deliver Leadership for All across the Trust, through a range of learning and educational programmes and resources 5. Continue to embed positive narrative across the Trust 6. Ensure the appropriate and efficient deployment of our workforce 	<ol style="list-style-type: none"> 1. Chief People Officer
	Retain, attract and recruit high calibre and skilled staff		<ol style="list-style-type: none"> 2. Chief People Officer
	Support our staff to enjoy the best health and wellbeing		<ol style="list-style-type: none"> 3. Chief People Officer
	Invest in our staff's continuous learning, education and innovation		<ol style="list-style-type: none"> 4. Chief People Officer 5. Chief People Officer 6. Chief People Officer

Compassionate Workforce

Be a great place to work

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Compassionate Workforce Be a great place to work	1. Deliver year three of the People Strategy, focussing on: <ul style="list-style-type: none"> Looking after ourselves and each other Belonging at WUTH Shaping our ways of working Transforming our future 	Delivery of 19 priority pieces of work identified to contribute to the delivery of the four pillars of the People Strategy.	CPO

Outcome

Details of progress Q1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> CSW dispute agreed settlement signed in April 2024. Process for retrospective claims have been developed. Pilot completed to test the retrospective process. Prospective model to be introduced via organisational change. Launch will follow outcomes of the retrospective claims process. Successful transfer to new payroll provider completed 1st May 2024. Contract management meetings in place to monitor KPIs, this includes management of over payments and advances. Priority processes have been reviewed to improve efficiencies and managed highest risk e.g. medical pay progression. Budgeted ledger and ESR Reconciliation complete (further details on slide 21) Flexible working Review complete on wards 10,11,12,14,16 and Surgery Work undertaken to review activity in comparison to current Job Plans for Theatres and outpatients Transition from Allocate to L2P is completed Medical Resourcing – Introduction of one platform for Band and Agency (DE) completed, with further exploration from non-DE, to gain full visibility of temporary medical staff spend through 1 Career clinics within divisions Employee and team of the month introduced Buddy system for new CSWs introduced and evaluated Staff career stories linked to EDI on intranet Harnessing our Talent – Trust talent management approached in place Wirral Place Care Leavers programme in place. The Workforce Operational Plan has been successfully triangulated with activity and finance data. The plan is now fully submitted and is being monitored on a monthly basis. This monitoring includes a comparison of Plan versus Actual figures across Substantive, Bank, and Agency staffing. A Talent Mapping Exercise for senior leaders has been launched 	<ul style="list-style-type: none"> Finalise CSW claims Deep dive into recruitment of non-white staff to determine bias and recommend changes to address Ongoing review of job planning to be aligned to capacity and demand modelling Closer alignment of workforce, finance and operational planning for 25/26. Agency review and implementation of agency review outcomes. Forward planning for 2025 medical doctor rotations. WUTH led Care leavers programme in November 24 Actions to improve experience of non-white staff identified and to be implemented Submission of Talent Maps to regional talent team

Compassionate Workforce

Be a great place to work

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Compassionate Workforce Be a great place to work	2. Continue to enhance our approach to communications across the Trust and to embed positive narrative across the Trust		CPO

Outcome

Details of progress Q1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> • Divisional presentations introduced to Leaders in Touch. • Staff Network presentations introduced to Leaders in Touch. • Employee / Team of the Month presented at monthly Leaders in Touch. • Launch of breakfast events with Executive Team and staff across all divisions. • Revised staff bulletin introduced, using NewsApp technology. • Regular, proactive stream of positive press releases. • Monthly media monitoring in place (both reactive and proactive). 	<ul style="list-style-type: none"> • Review NewsApp data and implement improvements. • Executive team profiles.

Compassionate Workforce

Be a great place to work

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
<p>Compassionate Workforce</p> <p>Be a great place to work</p>	<p>3. Deliver and embed the Trust's Equality, Diversity and Inclusion Strategic Commitment priorities</p>	<ul style="list-style-type: none"> • Ensure compliance with regulatory EDI requirements • Delivery of People Strategy underpinned by the Trusts Strategic Commitment • Advance the EDI agenda at WUTH through a structured and responsive programme of initiatives that raise awareness, address inequality and promote inclusion 	<p>CPO</p>

Outcome

Details of progress Q1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> • Delivery of Bi-annual report – part one produced setting priorities for 2023/24 based upon workforce data and staff experience • Refresh and relaunch of staff network – new co-chairs appointed • All members of Board have an EDI objective • Series of listening events conducted to understand the experience of non-white staff and agree high impact actions • Board seminar provide on experience of non-white staff and commitment from Board to improve experiences through personal objectives • Achievement of Anti-racist framework – Bonze Status • Signed up to and delivered actions for achievement of the Sexual Safety Chart • Launch of quarterly staff experience report – triangulation of data to determine difference in experience and annual trend analysis – reported to WSB • Promoting awareness and celebrating diversity through annual calendar of events such as EID, PRIDE, Black History Month 	<ul style="list-style-type: none"> • Annual Assessment against the Equality Delivery System • Annual review and comparison for WRES and WDES report • Gender Pay Gap report • Review of staff survey data to determine themes and trends to determine experience of staff with protected characteristics • Actions to improve experience of non-white staff identified and to be implemented • Deep dive into recruitment of non-white staff to determine bias and recommend changes to address • Staff networks to attend Leaders in Touch

Compassionate Workforce

Be a great place to work

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
<p>Compassionate Workforce</p> <p>Be a great place to work</p> <p>Outcome</p>	<p>4. Deliver Leadership for All across the Trust, through a range of learning and educational programmes and resources</p>	<ul style="list-style-type: none"> • Building capability through the delivery of innovative programmes of learning that meet individual needs through a range of access opportunities • A comprehensive framework that sets out development opportunities for all staff at WUTH • Talent management and succession planning to commence at WUTH as part of development planning • Embedding a culture of coaching to provide bespoke individual development and maximise learning experience of those on leadership programmes 	<p>CPO</p>

Details of progress Q1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> • Design and launch of Harnessing Talent n WUTHs Talent Management Framework • Delivery of Leadership Conference – Harnessing Talent and Delivery of Mini-Conference – Harnessing Talent • Launch of the new Leading Service Programme • Delivery of Cohort 4 and Cohort 5 of Leading Team programme • Continued delivery of Leading System (Executive Team) Development Programme • Continued delivery of Leading Organisation Programme • Delivery of 3rd cohort of Level 5 accredited coaching programmes to building internal capacity to build leadership capability through coaching • Continued delivery of Manager Essentials programme • Series of mini-manager essentials and master classes to refresh and provide 'bite-size' learning opportunities to managers and staff • Divisional succession planning launched • Board Talent Management planning commenced to feed into regional plans • Continued provision of CPD qualifications via WUTH Apprenticeship Levy • Pilot WUTH LQF 360degree feedback tool 	<ul style="list-style-type: none"> • Training Needs Analysis conducted to identify provision for 2025 and 2026 delivery • Continued delivery of Leading Organisation and Leading System programmes • Implementation of Coaching CPD and Supervision • Evaluation of 360degree feedback tool with view to launching in Q4 • Steve Head master classes – 4th December 2024

Compassionate Workforce

Be a great place to work

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Compassionate Workforce Be a great place to work	5. Continue to embed positive narrative across the Trust		CPO

Outcome

Details of progress Q1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> See slide 17 	

Compassionate Workforce

Be a great place to work

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
<p>Compassionate Workforce</p> <p>Be a great place to work</p> <p>Outcome</p>	<p>6. Ensure the appropriate and efficient deployment of our workforce</p>	<ul style="list-style-type: none"> • Utilise e-rostering system to enhance the effectiveness of nurse rostering. • Ensure effective use of Medical Job Planning to maximise efficiencies across the Trust. • Delivery of NQB standards in nursing establishments. • Create improvements in junior doctor deployment through, improved rota design, new ways of working within clinical divisions and improvement within the Medical Resourcing Team. • Enhanced establishment and pay controls to deliver the workforce plan. 	<p>CPO</p>

Details of progress Q1 & 2	Next steps Q 3 & 4
<ul style="list-style-type: none"> • Budgeted ledger and ESR Reconciliation complete • Hard roster rules implemented on 29 July, improving controls and approval measures. • Emergency Department Budget and Actual Reconciliation complete • Emergency Department correct establishment verified to be uploaded into Health Roster • Flexible working Review complete on wards 10,11,12,14,16 and Surgery • Auto Rosters improvements in Surgery • Nursing KPI Metris agreed with Senior Nursing Team • Nursing KPI reports circulated and in review at senior nursing weekly meetings • Nursing KPI live interactive dashboard in development and first draft shared with the nursing team • Job plan reviews undertaken as part of productivity workstream • Job Planning Policy reviewed • Transition from Allocate to L2P completed • Medical Resourcing – Introduction of one platform for Band and Agency (DE) completed, with further exploration from non-DE, to gain full visibility of temporary medical staff spend through 1 • Monitoring of Medical staffing productivity KPIs linked to productivity • On going development of EPC leading to tighten vacancy controls, includes development of ABAR process • Devolvement of medical staffing co-ordinators to Divisional teams. • Enhanced workforce and financial controls in place. 	<ul style="list-style-type: none"> • Review of process and calculations of annual leave for medical staff • Ongoing review of job planning to be aligned to capacity and demand modelling • Closer alignment of workforce, finance and operational planning for 25/26. • Agency review and implementation of agency review outcomes. • Forward planning for 2025 medical doctor rotations.

Continuous Improvement

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Strategic Priorities	WUTH Annual Strategic Actions 2024/25	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	Embed a culture of improvement and transformation	1. Embed continuous improvement, delivering a range of improvement projects and increasing improvement capability across the Trust 2. Implement national best practice in clinical care across the Trust, improving patient outcomes 3. Deliver Year 2 of the Research and Innovation Strategy	1. Chief Strategy Officer 2. Executive Medical Director 3. Executive Medical Director
	Reduce variation in care pathways to improve outcomes	4. Drive continued productivity improvements across the Trust, supporting improvements in service delivery 5. Deliver Year 2 of the Trust's financial strategy	4. Chief Operating Officer 5. Chief Financial Officer
	Use our resources effectively and sustainably, so we can improve our services	6. Continue to improve the Trust's financial sustainability 7. Continue to embed Well Led principles across all levels of the Trust	6. Chief Financial Officer 7. Director of Corporate Affairs
	Create the conditions for clinical research to flourish	8. Deliver and embed Trust wide improvements which supports improvement in the Trust's NHS system oversight framework (SOF) segmentation	8. Director of Corporate Affairs

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	1. Embed continuous improvement, delivering a range of improvement projects and increasing improvement capability across the Trust	- Deliver improvement programme across 24/25	CSO

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> - Improvement team workplan for Q3/4 agreed, several additional projects to commence in Q3/4 - Investment in expert Improvement training for Improvement specialists in Trust to support a future in-house training model to increase organisational capability - Development of proposal for a new Training Model (Improvement For All) - Delivery of 4 projects so far in year (Blood order, Taxis, Logistics, MDT), 3 in progress (Get Dressed, Get Moving, Wirral Limb Centre, Emergency General Surgery) - Supporting the delivery of 4 large programmes of work 	<ul style="list-style-type: none"> - Commence new projects for Q3/4 - Completion of training - Planning for implementation of new model Q1/2 '25/26 pending exec approval - Completion of the 3 in progress projects - Completion of C Diff programme, support delivery on improved Theatre utilisation and reduction in 12 hour LoS in ED

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	2. Implement national best practice in clinical care across the Trust, improving patient outcomes		MD

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> - Pilot site for Marthas rule – started on 2 wards 1st Aug - Part of GIRFT further faster (emergency care, further faster 20) - JAG accreditation, ACSA accreditation, FiCare accreditation (maintained our accreditation) - Clinical outcomes group still ongoing – look at benchmarking per specialty - Using NCIP to drive improvements in surgery and will be used to support individual reviews 	<ul style="list-style-type: none"> - Martha’s rule end of Q4 expanded out to at least half wards - Further Faster 20 - Clinical outcomes group info - Looking to rollout Trust wide QI training

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	3. Deliver Year 2 of the Research and Innovation Strategy		MD

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> • Rationalisation of portfolio with closure of approx. 30 studies • Update of study approvals process with Divisional Leads only being included once approval of key study support services and finance has been obtained. DL's are given two weeks to object to a study opening. • Expansion of Commercial portfolio – two studies open and recruiting, • Successful inclusion of six Research Champions to research team helping to support the portfolio in Crit care, respiratory disease, neonatal and midwifery services and stroke. • Successful launch of the Wirral Research & Innovation Centre at Clatterbridge site within agreed time schedule. • Discussions held with Wirral Research Collaborative, Wirral Community Trust and LUHFT regarding potential for collaborative participation in studies. • Review of key performance indicators for research portfolio. • Discussions clinicians interested in developing innovative ways to treat their patients. 	<ul style="list-style-type: none"> • Regular evaluation of study set up times as valuable metric to attract commercial interest at site. • Agreed KPIs, aligned with regional research delivery network • Research Champions complete activity logs as evidence to justify allocated research time. • Further discussions to be held with local partners to promote collaborative working.

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	4. Drive continued productivity improvements across the Trust, supporting improvements in service delivery	<ul style="list-style-type: none"> - Delivery of the transformation programme driving CIP delivery. - 80% utilisation of operative sessions - Outpatient Improvement Programme delivered in year 	COO

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> • Programme Board work programme fully developed and governed through monthly meeting. • Fully developed productivity workstream focussing on theatres and outpatients. • Theatre steering group in place with evidence to support improved CGH theatre utilisation during September. • Patient portal rolled out to support pre-operative assessment productivity improvements, maximising pool of patients ready for surgery. • 6/4/2 in place in Surgery and Women and Children's Division managed via weekly scheduling meeting. • Highest performing Trust in Cheshire and Merseyside for endoscopy utilisation on points per list. 	<ul style="list-style-type: none"> • Assurance that 6/4/2 is embedded as the normal BAU across both sites. • Deliver 85% utilisation across theatres and endoscopy. • Outpatient projects identified with specialty plans to trial a number of the newer interventions (PIFU etc) • Deep dive into Endoscopy and Cath Lab utilisation. • Ophthalmology deep dive into theatre utilisation and improvements identified. • Commence the theatre consolidation programme.

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	5. Deliver Year 2 of the Trust's financial strategy		CFO

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> - Building upon the successful 1st year since launch in April 2023, the detailed action plan for 24/25 was developed to ensure continued delivery of the strategy. - At the end of Q2 the Trust has completed 8 of the 23 agreed actions and is on schedule to deliver 13 of the 23 agreed actions. - More progress is needed to support the development of the WAVE programme, and we are currently working with the PMO to consider how we can better promote the initiative at every level and enable the patient portal to receive ideas for improvements from patients. - Significant progress has been made in respect of costing and the use of SLR but improvements in the process and the modelling need to be translated into cost improvement opportunities. 	<ul style="list-style-type: none"> - Alongside completion remaining actions in Q3 and Q4 the action plan for 25/26 action plan is currently in development and will be discussed with the Finance and Procurement team prior to further engagement with the wider-organisation.

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	6. Continue to improve the Trust's financial sustainability		CFO

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> - The Trust had a planned deficit of £16.3m for 24/25, inclusive of a very challenging CIP target of £28m. - The Trust has identified additional forecast risk of £15.4m against its plan and is part of the NHSE I&I review of Cheshire and Merseyside ICS. The Trust is implementing a mitigation plan with the intention of reducing the forecast variance to £7m. - This mitigation plan was not been accepted by NHS England and further action is expected to bridge the gap between the Trust's approved plan and our current forecast. 	<ul style="list-style-type: none"> - Until such time that a fully mitigated plan is in place the Executive team has agreed that daily finance meetings are required to brief senior staff on the financial situation and to agree actions to further reduce expenditure.

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	7. Continue to embed Well Led principles across all levels of the Trust	<ul style="list-style-type: none"> - Raise understanding of the new regulatory framework. - Provide well led guidance 	Director of Corporate Affairs

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> - AQuA training for senior staff. - HLTH Training for Divisions. - Presentation of the Well Led manual to Divisions. - Deloitte Well Led review and action plan. 	<ul style="list-style-type: none"> - Complete actions in the Deloitte action plan. - Refresh guidance based on the forthcoming changes to CQC approach.

Continuous Improvement

Maximise our potential to improve and deliver best value

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Continuous Improvement Maximise our potential to improve and deliver best value	8. Deliver and embed Trust wide improvements which supports improvement in the Trust's NHS system oversight framework (SOF) segmentation	<ul style="list-style-type: none"> - Achieve improved segmentation. - Establish process with ICB to monitor and report progress. 	Director of Corporate Affairs

Outcome

Details of Progress	Next Steps Q3&4
<ul style="list-style-type: none"> - Process established with regular reporting to ICB Group. - Dashboard agreed. 	<ul style="list-style-type: none"> - Understand timeline for assessment of segmentation in 2024/25.

Our Partners

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Strategic Priorities	WUTH Annual Strategic Actions 2024/25	Action Ownership
Our Partners Provide seamless care working with our partners	Integrate care to prevent ill-health, improve wellbeing and meet the needs of the Wirral population	1. Play a leading role in system work, across Wirral Place and ICB footprints 2. Enhance the interface between primary and secondary care	1. Chief Strategy Officer 2. Executive Medical Director
	Deliver system partnerships which improve outcomes for our patients	3. Examine and implement partnership and integration opportunities with local NHS providers, to support service delivery and improvements in clinical care provision across Wirral and Cheshire and Merseyside	3. Chief Strategy Officer
	Leverage our clinical expertise to drive clinical quality and influence system working	4. Leverage and maintain relationships to increase the Trust's national profile 5. Develop and embed governance to support partnership working and integration of services, with local partners	4. Director of Corporate Affairs 5. Director of Corporate Affairs
	Build partnerships with academic institutions to develop research and education capability	6. Continue to develop our relationships and activities with local and regional universities, supporting research, innovation and education 7. Drive the continued delivery of the Cheshire and Merseyside Surgical Centre, working with partners to increase use	6. Executive Medical Director 7. Chief Operating Officer

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Our Partners Provide seamless care working with our partners	1. Play a leading role in system work, across Wirral Place and ICB footprints	Lead delivery of system working and integration with WCHC	CSO

Outcome

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Supported Wirral System Review, from development to delivery of final report Chaired the Professional Leadership Groups for CMAST, changing focus to supporting the development and delivery of strategy to key clinical areas and representation Continued to represent Trust on Wirral System Committees, including Wirral Health and Wellbeing Board Supported the development of Active Wirral Plan 	<ul style="list-style-type: none"> Support changes to Wirral Place governance Develop workplan for CMAST Director of Strategy

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Our Partners Provide seamless care working with our partners	2. Enhance the interface between primary and secondary care		MD

Outcome

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Regular primary and community secondary care interface meetings LMC, LRC, including dedicated ones Primary and secondary care interface document – circulated medical board Primary and community programme board established and well represented 	<ul style="list-style-type: none"> Continue interface meetings

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Our Partners Provide seamless care working with our partners	3. Examine and implement partnership and integration opportunities with local NHS providers, to support service delivery and improvements in clinical care provision across Wirral and Cheshire and Merseyside		CSO

Outcome

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Supported the design of the Wirral System Review terms of reference Supported the Value Circle LLP with the development and delivery of the Wirral System Review Developed WCHC and WUTH Integration Proposal, setting out the proposed timeline for integration, models of integration and potential benefits. Delivered desktop due diligence report of Wirral Community Health and Care NHS FT, detailing risks relating to clinical services, corporate functions, estates, workforce and governance Developed proposal for Implementation support to the development and delivery of Pathology integration with COCH Developed proposal for a review of Renal Services across COCH and WUTH 	<ul style="list-style-type: none"> Develop and deliver 100 day plan for integration with WCHC Develop benefits key messages document to support Executive discussions Develop integration methodology for corporate functions Commence the development and delivery of Pathology integration with COCH Finalise Renal Services Review with COCH

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Our Partners Provide seamless care working with our partners	4. Leverage and maintain relationships to increase the Trust's national profile	<ul style="list-style-type: none"> Build relationships with key stakeholders at local and national level. 	Director of Corporate Affairs

Outcome

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Series of meetings with key local stakeholders. Series of visits with local and national stakeholders. 	<ul style="list-style-type: none"> Continue to engage and build the stakeholder network.

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Our Partners Provide seamless care working with our partners	5. Develop and embed governance to support partnership working and integration of services, with local partners	<ul style="list-style-type: none"> • Create and embed place governance arrangement. • Continued engagement with local partners to support the Wirral Review and outcomes. 	Director of Corporate Affairs

Outcome

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> • Place governance arrangements in place and embedded. • Continued engagement at all levels in Governance Fora at place and system. • Wirral review recommendations. 	<ul style="list-style-type: none"> • Implement to recommendations of the Wirral review. • Review and refresh Place Governance arrangements.

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Our Partners Provide seamless care working with our partners	6. Continue to develop our relationships and activities with local and regional universities, supporting research, innovation and education		MD

Outcome

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> • In development • Limited progress 	

Our Partners

Provide seamless care working with our partners

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Our Partners Provide seamless care working with our partners	7. Drive the continued delivery of the Cheshire and Merseyside Surgical Centre, working with partners to increase use	<ul style="list-style-type: none"> Review of business case and benefits realisation. Utilisation of asset. Provision of mutual aid for C&M. Main GIRFT Accreditation 	COO

Outcome

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Delivery of a robot schedule through the Surgical Centre with a focus on Urology and Upper GI. Move of gynaecology operating to the CGH site, creating capacity on the APH site. Utilisation improved to 80% overall and achieved 85% for a week in September. Increased casemix delivered on the CGH site with large changes made in Urology. Urology Village implemented, delivering right procedure in the right place (RPRP GIRFT) creating theatre capacity. RPRP also implemented in Orthopaedics. Review of business case presented to FBPAC and recommendations supported. 	<ul style="list-style-type: none"> Ensure GIRFT Accreditation is maintained. CGH utilisation to be maintained at 80%. External promotion of the Surgical Centre with other providers and primary care with support from C&M Elective Recovery Programme. Surgical plan for the remainder of the specialities to maximise the use of the cold site.

Digital Future

Digital Future

Be a digital pioneer and centre for excellence

WUTH Strategic Objectives	WUTH Strategic Priorities	WUTH Annual Strategic Actions 2024/25	Action Ownership
Digital Future Be a digital pioneer and centre for excellence	Use digital technology to reduce waste, automate processes and eliminate bottlenecks	1. Deliver year three of the Digital Strategy 2. Embed information governance across the Trust, supporting continued digital maturity	1. Chief Finance Officer 2. Chief Finance Officer
	Empower patients with the data and tools to manage their own health and wellbeing	3. Develop and embed digital assisted services to support delivery of improvements and benefits across the Trust 4. Continue to enhance business intelligence capabilities to support clinical and corporate decision making and service developments	3. Chief Finance Officer 4. Chief Finance Officer
	Allow business intelligence to drive clinical decision making	5. Enhance our cyber security capabilities, building cyber resilience across the Trust	5. Chief Finance Officer
	Use health information to enable population health management for the Wirral		

Digital Future

Be a digital pioneer and centre for excellence

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key Deliverables:	Action Ownership
Digital Future Be a digital pioneer and centre for excellence	1. Deliver year three of the Digital Strategy	- Delivery of enabling technologies for organisation transformation portfolio	CFO

Details of progress	Next steps Q3&4
<p><u>One Patient Record</u> Phase 1a is now complete with digital enablers being adopted by the Trust. The following digital enablers are now live: Electronic Consent (pilot) eRS Integration Vitalslink Inpatient Referrals</p> <p><u>Digital Innovations</u> The following projects are now live: Remote Surveillance - Phase 1 Smartzone Phase 1 and 2 Patient Portal, including Pre Op Assessment questionnaire Room Booking Self Check in Kiosks and Calling Boards Dragon Medical One (VR pilot)</p>	<p><u>One Patient Record</u> Growth charts are in the final stages of user acceptance testing. WHO Safer Surgery is due to go live in November Medical Photography proof of concept planned for November.</p> <p><u>Digital Innovations</u> CareAware Cloud Migration is due to go live November Neonatal Infusion Pumps – project is due to commence Jan 2025 Vitalslink is now live Bio-Rad is currently paused, due to recommence following the completion of the CareAwareCloud Migration</p>

Digital Future

Be a digital pioneer and centre for excellence

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key Deliverables:	Action Ownership
Digital Future Be a digital pioneer and centre for excellence	2. Embed information governance across the Trust, supporting continued digital maturity	<ul style="list-style-type: none"> - Data Security Protection Toolkit Submission - Staff education programme for Information Governance 	CFO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> - Substantial assurance received from Miaa in relation to 2023/24 Data Security Protection Toolkit and standards met for overall submission - Delivered Leaders in touch presentations and local training on unlawful access to information. - Contract signed for delivery of Subject Access Requests (SARs) and Freedom Of Information (FOI) requests database which will streamline processes and improve reporting mechanisms - Recovery plan implemented for SARs which has seen limited progress due to capacity challenges. - Addition of Publication scheme to Trust Website – approved by Information Commissioner’s Office (ICO) - Scanning accreditation delayed significantly due capacity challenges and prioritisation of legal requirements. - 2024/25 DSPT plan produced which now includes Cyber Assurance Framework (CAF) 	<ul style="list-style-type: none"> - Implementation of Access to Information solution and associated processes. - Process review for SARS with Service Improvement Team. - Progression of 24/25 DSPT which is a significant change from the previous year with a new framework, extensive terminology changes and a requirement for summary reporting.

Digital Future

Be a digital pioneer and centre for excellence

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key Deliverables:	Action Ownership
Digital Future Be a digital pioneer and centre for excellence	3. Develop and embed digital assisted services to support delivery of improvements and benefits across the Trust	- Enabling technologies for One Patient Record and Patient empowerment Initiative.	CFO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> - eRS integration is now live - providing a bi-directional integration between eRs and Millennium, providing opportunities for admin & clerical efficiencies - Inpatient Referrals is now live - Streamlining workflows for non-urgent inpatient referrals for medical and surgical specialities to a singular Cerner Order referral system, whilst improving capabilities for specialty departments to handle non-urgent referrals are imperative for efficient patient care - Vitalslink is now live - OPR digital enabler, integrating observation devices to Millennium, releasing time to care for patients. - Outpatient Transformation Room Booking is live – Productivity workstream enabler, offering opportunities within Central Outpatients delivering a Room and Resource Management tool. - Electronic Consent pilot is live - OPR digital enabler, providing instant access to consent forms whilst improving patient experience in relation to information sharing - Dragon Medical One (Voice Recognition pilot) is live - providing opportunities for admin & clerical efficiencies - Patient Portal is now live, OPR and Productivity workstream enabler – delivering functionality integrated appointment management, allowing patients to rebook / cancel appointments via the Portal along with Pre Op Assessment patient questionnaire functionality. 	<p>Patient Portal Phase 2 – Integrated appointment functionality is now live as a pilot within Physiotherapy before being rolled out Trust Wide. This will provides admin and clerical efficiencies and enables the delivery of the Productivity workstream</p> <p>One Patient Record – delivery of Growth charts, WHO Safer Surgery and Medical Photography will result in efficiencies within Medical Records as their will be a reduction in the demand for scanning.</p>

Digital Future

Be a digital pioneer and centre for excellence

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key Deliverables:	Action Ownership
Digital Future Be a digital pioneer and centre for excellence	4. Continue to enhance business intelligence capabilities to support clinical and corporate decision making and service developments	- Migration of clinical data to new Data Warehouse, including current reporting portfolio.	CFO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> - Significant progress has been made to migrate Data Warehouse provision away from the Oracle Cerner product to an in house solution. - The migration of the reporting portfolio is nearing completion with 234 of 264 reports now running from the new Data Warehouse. - The Organisation is about to confirm an MoU which commits to delivery of the local federated data platform and associated analytical tools. - Delivery of Clinical and Emergency Data sets is progressing slowly due to other high priority demands. - Onboarding of corporate data sets to the new Data Warehouse is behind schedule due to other high priority demands. 	<p>This is due to be completed by the end of the calendar year.</p> <p>Due to be completed by end of year.</p> <p>Tool selection and agreement on data sets.</p> <p>Continue with front end implementation of additional requirements</p> <p>Initiate contact with corporate areas to understand high level requirements.</p>

Digital Future

Be a digital pioneer and centre for excellence

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key Deliverables:	Action Ownership
Digital Future Be a digital pioneer and centre for excellence	5. Enhance our cyber security capabilities, building cyber resilience across the Trust	- Technical implementations to improve Trust Cyber defences.	CFO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Enforced Transport Layer Security 1.2 and above : Enhanced encryption standards for web communications, making it more difficult for attackers to intercept sensitive information. Removed unsupported Java versions from workstations : Reduced the attack surface by eliminating outdated software that could be exploited by malicious actors, thereby enhancing overall system security. Continued improvement of security posture through phishing and malware incident resolution. Strengthened the trust's defences against social engineering tactics and malicious software threats, protecting sensitive data and maintaining the confidence of stakeholders. Improvements/return on Investment of recent Network upgrades (23/24), increased device reporting and capability of adopting security processes. 	<ul style="list-style-type: none"> Cyber Assurance Framework (CAF) Transition from DSPT Toolkit and mandatory submission Penetration Testing and Action Log: Further increasing our cyber security defence position. Increased Implementation of Remote Privileged Access: Focusing on Remote Access controls by third party vendors Implement Network Segmentation and Cyber Security Improvements : Align with NHSE recommendations to reduce attack surfaces.

Infrastructure

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Strategic Priorities	WUTH Annual Operational and Strategic Actions 2023/24	Action Ownership
Infrastructure Improve our infrastructure and how we use it	Effectively use our estate to support the delivery of care	1. Deliver year three of Estate and Capital Strategy 2. Deliver year 2 of the Green and Sustainability Plan	1. Chief Strategy Officer 2. Chief Strategy Officer
	Delineate the role and functions of the hospital sites	3. Develop model for future clinical service provision across hospital campuses and future service locations 4. Develop options to utilise community space and provision to support access to services and improve space utilisation across Wirral Place	3. Chief Strategy Officer 4. Chief Strategy Officer
	Develop the case for the upgrades of the hospital campuses	5. Continue to delivery the Urgent and Emergency Care Programme 6. Deliver capital programme to timetable and budget	5. Chief Operating Officer 6. Chief Operating Officer/ Chief Financial Officer/ Chief Strategy Officer
	Improve travel and transport to our hospital campuses	7. Continue to work with partners to improve access to hospital campuses for patients and visitors	7. Chief Strategy Officer
	Promote sustainability and social value		

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Infrastructure Improve our infrastructure and how we use it	1. Deliver year three of Estate and Capital Strategy	Delivery of capital schemes aligned to the three-year plan.	CSO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> • Three-year capital plan developed and implemented • Capital Team have completed 9 infrastructure projects and 1 divisional led project, which include: <ul style="list-style-type: none"> - Upgrades to heating/hot water systems (Boiler replacement at Cherry Tree) - LIFT 10 replaced to support Hospital operations and flow. Fire evacuation lift - Enhanced electricity essential supply capacity with replacement generators installed - Doctors Mess - Investment further in fire compartmentation at Arrowe Park Hospital - Research and Innovation centre at Clatterbridge - Pipework across Arrowe Park Hospital 	Deliver remaining capital schemes in the capital plan for 24/25 Refine capital plan for 25/26 and 26/27

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Infrastructure Improve our infrastructure and how we use it	2. Deliver year 3 of the Green and Sustainability Plan		CSO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> • Green Champions Network introduced; this is a low-cost initiative to drive down our carbon footprint and deliver efficiencies spread across the organisation through monitoring things like waste, energy and behaviours. • The Trust's Carbon Footprint has decreased by 11.2%, or approx. 7,047 tonnes of CO2 emitted (tCO2e), in 24/25. • The Trust are working in partnership with neighbouring NHS Trusts to enhance the delivery of the Green Plan and have ensured Greener NHS Data Collection uploads are made. We have continued to collaborate with other trusts and public authorities on the population's health and have presented to C&M Anchor Institute panel members demonstrating work on Health Inequalities and Social Value. • We have optimised energy use by embedding networked Automatic Meter Readers (AMRs) across the Estate with appropriate controls to reduce energy consumption • The Team have worked with our anaesthetists and pharmacy colleagues to phase out the use of Desflurane across the Trust. 	<ul style="list-style-type: none"> • Sustainability team to set up regular check-in meetings with Green Plan areas of focus leads, to support delivery of remaining actions. A Green Plan refresh aligned with ICB requirements is currently being developed for 2026 • Review National Funding streams to seek investment where possible. This includes feasibility of Low Carbon Skills Fund and Public Sector Decarbonisation Schemes. • Revise policies for Sustainability, Clean Air Strategy, Travel Plan, and Climate Adaptation Plan.

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Infrastructure Improve our infrastructure and how we use it	3. Develop model for future clinical service provision across hospital campuses and future service locations	Develop Arrowe Park Site control plan that supports Trust requirements.	CSO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Commenced development of Arrowe Park Hospital Site Control Plan, with data collection and interviews with Clinical Leads and Divisional Triumvirates. Arranged Divisional Workshops for Jan 2025. Mapped and reviewed current service locations and functions. First Trust wide Workshop for Jan 2025 	<ul style="list-style-type: none"> Project workshop to develop findings, themes of Clinical Divisional feedback Executive workshop booked 8th Jan 2024 to assess Clinical feedback Identify service needs (on site/off site) Determine interdependencies and flow requirements Understand backlog risk Develop priority to support phasing plan

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Infrastructure Improve our infrastructure and how we use it	4. Develop options to utilise community space and provision to support access to services and improve space utilisation across Wirral Place		CSO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Led the WCHC occupancy assessment undertaken at Arrowe Park Hospital Completed WUTH occupancy assessment undertaken by Community Trust of WUTH occupancy in the Community Backoffice rationalisation outline briefing paper drafted for relocation of corporate functions, to support WCHC integration Outpatients review undertaken at VCH and St Catherine's Health Centre, to improve usage and occupation 	<ul style="list-style-type: none"> Develop Plan to Improve usage of WCHC estate, with relocation of functions from Hospital campuses Develop plans for locations for integrated corporate functions

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Infrastructure Improve our infrastructure and how we use it	5. Continue to delivery the Urgent and Emergency Care Programme	<ul style="list-style-type: none"> • Delivery of the capital phases in year. • Operational model that provides one front door. • One leadership structure 	COO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> • Phase 2 delivered and clinical services now being delivered out of the new facility, with very positive feedback. • Joint agreement on the utilisation of one digital system for the front door. • Operational model developing with reviews of streaming and specific pathways. • Phase 4 has commenced and experienced structural challenges. • Further streamlined internal processes to govern the programme with partners. 	<ul style="list-style-type: none"> • Review of phase 3 to explore opportunities for VE without impacting on the optimal model. • Develop the single leadership proposal.

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Infrastructure Improve our infrastructure and how we use it	6. Deliver capital Programme to timetable and budget	Manage the three-year capital plan to ensure year 1 schemes are delivered on time and to budget.	COO/CFO/CSO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> • Current capital programme is supporting RAAC removal £1.67m at Clatterbridge • The programme will support improvements to its infrastructure with over £6.9m being invested to reduce its backlog infrastructure risks, making the environment a safer place to work. • The capital programme has delivered and completed 9 capital projects to date. • Supported the technical estates and facilities support for the new upgrade programme. 	Continue to progress each capital project.

Infrastructure

Improve our infrastructure and how we use it

WUTH Strategic Objectives	WUTH Annual Operational and Strategic Actions 24/25	Key deliverables:	Action Ownership
Infrastructure Improve our infrastructure and how we use it	7. Continue to work with partners to improve access to hospital campuses for patients and visitors		CSO

Details of progress	Next steps Q3&4
<ul style="list-style-type: none"> Following on from the success of matching both staff and patient need at Arrowe Park the focus's for the second half of 24/25 is to do the same at the more complex site at Clatterbridge. The strategy is to match patient/visitor need, whilst creating enough car parking space and traffic flow for all user groups ANPR tender specification developed due for implementation April 2025 	Continue to support the tender process for the implementation of ANPR from 1 st April 25.

Report Title	Estates and Capital Committee Update
Date of Meeting	13 November 2024
Author	Steve Igoe, Non-Executive Director & Meeting Chair

Alert	<ul style="list-style-type: none"> • The Chief Strategy Officer provided update on the Frontis Building at Arrowe Park Hospital and ongoing legal action, with the Committee requesting that the Chief Strategy Officer provide ongoing updates to the Committee. • The Committee were also provided with an update on the UECUP (Urgent and Emergency Care Upgrade Programme), highlighting progress to date and dates for the completion of Phase 4. The Committee noted the delays due to outer wall issues and impact on the overall timeframes. • The Committee has now included non-clinical health and safety functions within its remit and received a report on health and safety incidents, training and audits across the Trust. It was noted that the highest number of non-clinical incidents related to violence and aggression against staff, with 345 events recorded between June and September 2024. The Committee also requested benchmarking data for RIDDOR incidents, to allow the Committee to understand the incident rate compared to other Trusts.
Advise	<ul style="list-style-type: none"> • The Committee was also provided with an overview of the capital projects delivered across 24/25, including the fire lifts, pipework replacement, fire compartmentation, boilers, medical gas infrastructure, nurse call systems and ITU ventilation replacement. The Committee were provided with an understanding of the lessons learnt from these major projects and the process undertaken by the Capital Team to improve project delivery and management across 25/26. • The Committee also received the NHSE Premises Assurance Model (PAM) submission for 2024, which had been undertaken as a self-assessment across the summer of 2024. This highlighted significant improvement across the Estates and Facilities functions over the past 3 years, with most metrics moving from requires improvement to good.
Assure	<ul style="list-style-type: none"> • The Committee received the quarterly performance report on the Estates functions across the Trust, with the Director of Estates providing assurance on delivery of statutory estates compliance, reactive maintenance and cleaning standards. • It was noted that Estates have made measurable progress and continued to improve statutory and HTM Compliance, with 95% of in-date periodic inspections completed across statutory maintained assets. • In terms of cleaning, the Trust has fully implemented the NHS National Standards of Healthcare Cleanliness, with full

	<p>cleanliness audit scores report for all functional areas completed on a monthly basis. Trust Average Cleanliness Scores have been above their target of 95% for the previous 18 months, with the current score being 99.2% for August 2024.</p> <ul style="list-style-type: none"> • The Committee was provided with assurances relating to capital expenditure across 2024/25 and the M5 delivery of capital programme to budget.
Review of Risks	<ul style="list-style-type: none"> • A number of risks were identified and considered by the Committee: <ul style="list-style-type: none"> ○ The significant backlog maintenance risks across the Trust and mitigations in place to manage this risk. ○ The number of violence and aggression incidents across the Trust ○ The ongoing support required to the Principal Contractor for the UECUP Programme and weekly meetings in place to manage delivery of the programme
Other comments from the Chair	<ul style="list-style-type: none"> • The Committee were provided with the Terms of Reference as part of the annual review of all Committee Terms of References. No amends were proposed and these remain unchanged. • The Committee received the Estates Maintenance Review as part of the internal audit programme. Committee were pleased to understand this received a substantial assurance opinion.
Statement of Assurance	<ul style="list-style-type: none"> • I confirm that the Committee are assured on the processes being monitored by the Committee.

Report Title	Audit and Risk Committee Update
Date of Meeting	21 November 2024
Author	Steve Igoe, Chair of Audit and Risk Committee

Alert	<ul style="list-style-type: none"> No issues to alert Governors to at this time.
Advise	<ul style="list-style-type: none"> Following an action from the last meeting the Committee received a presentation and update from the Director of Pharmacy Dr Chris Green on the management of Waste and minimisation of stock losses regularly discussed at Audit Committee and were assured by the processes to minimise stock losses arising from whatever form and to minimise waste. The Committee received the updated Digital Maturity Assessment from the chief information officer Report and received good assurance on the Trust's position. The Trust across the 7 areas was placed in the top 3 providers in the Cheshire and Mersey ICS. However this remains and key area of vigilance and a further update will be provided in due course. The key issues discussed at the September and October Information Assurance Group meetings were presented for information, the most significant relating to challenges to staffing positions in the current staff constrained environment and the replacement of a soon to be de-supported pager system. Both of these are clearly being managed and are visible although the resolution of the former difficult given the current financial challenges.
Assure	<ul style="list-style-type: none"> The Committee noted the Procurement Spend Controls Waivers Report and were pleased to hear the Trust continued to perform well against Model Health System Procurement Metrics. Committee were also assured by the continued control in relation to the number of retrospective waivers issued and acknowledged work continues to improve this position further. A Standard Procedure relating to the management and control of issues relating to retrospective waivers was presented and discussed. The Committee received its standing report providing Financial Assurance. Substantial discussion took place in relation to outstanding debtors and recoverability, particularly the recovery of sums owed in relation to salary overpayments and Council debt. It was agreed that these debts would be subject to a detailed review in preparation for year end and as a means of justifying any future carrying value given the age of the debts in question. The Committee noted the Audit-Fraud Progress Report and the activity undertaken by the Anti-Fraud Specialist to raise

	<p>awareness and investigate any fraud related activity. A detailed update was provided to members of the Committee in relation to specific investigation cases.</p> <ul style="list-style-type: none"> • The Committee reviewed three Internal Audit Report Progress Reports, noting substantial assurance being received for; IPR data quality (cancer waits) and Health and well-being. Discharge (“no criteria to reside”) resulted in a moderate assurance opinion. The Internal Auditors also presented their Follow Up Summary Report, which indicated good progress continues to be made in embedding audit recommendations in a timely manner. This was re-affirmed by Internal Audit in their private meeting with Non-Executive Directors. • The Committee were provided with the Trust’s own Audit Tracker. This report summarised the 20 live actions (a reduction from 38 last time), of which 14 had been completed, 2 are in progress and within the approved timeline for implementation, and 3 are overdue. The Committee approved a series of revised implementation dates for those recommendations that are marked overdue.
Review of Risks	<ul style="list-style-type: none"> • The Board Assurance Framework was discussed and the Committee recognised that this was likely to evolve as a result of the ongoing integration project with the Community Trust. The Committee noted the increase in risk 6 related to the Trust’s financial performance and the ongoing dialogue with the ICB. A detailed presentation and took place at the last Board meeting following which an agreed Trust position was reached. The Committee agreed the Risks and controls appeared adequate and reflected the current position.
Other comments from the Chair	<ul style="list-style-type: none"> • The Committee approved the amendment to the Standing Financial Instructions (SFI’s).
Statement of Assurance	<ul style="list-style-type: none"> • I confirm that the Committee are assured on the processes being monitored by the Committee.

Council of Governors
10 February 2025

Item No 8.3

Report Title	Charitable Funds Committee Update
Date of Meeting	25 November 2024
Author	Sue Lorimer, Chair of Charitable Funds Committee

Alert	<ul style="list-style-type: none"> No issues to alert Governors to at this time.
Advise	<ul style="list-style-type: none"> The Committee received an Independent Examiner's Report to the corporate trustee that was prepared by Azets Audit Services and which did not find any matters of concern requiring attention. The Trustees' Annual Report and Financial Statements were provided to the Committee and give an overview of the constitution, mission, governance and running of the charity over the year 2023-2024.
Assure	<ul style="list-style-type: none"> The Committee received an update on the plans for the development of the neonatal Unit at Arrowe Park Hospital. Following consideration of 3 options which had at their heart the development of clinical care areas in the unit, a preferred option has been identified which has the backing of key stakeholders including clinical teams. The Trust will now move forward with further planning and costing of this option. Charitable funding has been provided by the Trust's Tiny Stars Appeal and by fundraising by Incubabies Charity. The Committee received an update from the Charity Team on developing and implementing the approach to meet key objectives, including improving interaction and engagements with fund-holders and staff. In the Fundraising report a number of areas in both potential fundraising and disbursement of grants were identified and these proposals will be developed. The Committee were honoured to see that the League of Friends of Arrowe Park Hospital had generously made a significant donation of the remaining charitable funds they had raised as they closed their charity. The Committee discussed how these funds would be distributed in line with the wishes of the League of Friends.
Review of Risks	<ul style="list-style-type: none"> No new risks were identified. The Committee did discuss the standalone Charity Risk Register and when remaining risks on the register would be reduced and closed.
Other comments from the Chair	<ul style="list-style-type: none"> The Committee welcomed Ngozi Ikoku, the new Fundraising Manger to the Trust.

	<ul style="list-style-type: none">• The annual review of Terms of Reference was reviewed and changes made in the list of attendees as a result of changes in job titles and post-holders.
Statement of Assurance	<ul style="list-style-type: none">• I confirm that the Committee are assured on the processes being monitored by the Committee.

Report Title	Finance Business Performance Committee Update
Date of Meeting	12 December 2024
Author	Sue Lorimer, Chair of Finance Business Performance Committee

Alert	<ul style="list-style-type: none"> The Trust's cash position is significantly lower than that required for effective operation. The Trust has requested cash support from the centre, and this has been declined. Another request for £23.1m is in progress. This comprises £6.7m deficit support and £16.4m working capital. Payment of invoices is being delayed as the payroll is the main priority. This represents reputational risk for the Trust. The ICB is supporting by rephasing contract payments, but it is critical the situation is resolved by the end of March 2025. The Trust reported a financial position to the end of November of a £17m deficit which is £11.2m adverse to plan. The forecast after mitigations of £8.4m is a deficit of £14.7m. This is significantly higher than the mitigated forecast of £7m submitted to the ICB and includes the cost of the cyber-attack and unfunded pay award. There is scope to improve the forecast position, but this is dependent on receipt of capital funding connected to the Frontis building. Performance on CIP is forecast at £20.1m against a target of £28.9m. The amount transacted to month 8 was £17.9m. The full year effect of the CIP is £26m.
Advise	<ul style="list-style-type: none"> The Committee agreed to extend the LLP contract from 30th September 2024 to 31st March 2025. This is due to unforeseen circumstances regarding the Most Suitable Provider Selection regime which has resulted in the procurement process being halted and restarted. The Committee requested assurance that core activity was being delivered before premium spend activity is commissioned. The Committee considered a business case for 3 locum consultants for the Stroke service and after due consideration of the financial cost versus the sustainability of the service, agreed to fund 2 posts only. The Committee considered the Integrated Performance Report noting that Type 1 A&E performance for w/c 2/12/24 was the highest in 12 months at 50%.

	<ul style="list-style-type: none"> • Ambulance handover times remained a key concern. The Committee noted that there was a meeting planned for that day with NHSE and Place partners to discuss urgent care pressures. • The Committee received feedback on the response to the cyber security incident noting the learning from this and acknowledging the excellent response from all team members. • The Committee discussed the BAF and agreed the risk scores applicable to the Committee, in particular the risk score of 20 assigned to risk 6.
Assure	<ul style="list-style-type: none"> • Despite best efforts to achieve an improved financial position there is no assurance that the forecast will be in line either with plan or with the mitigated plan. The Committee agreed that no action should be considered which puts patient care at risk.
Review of Risks	<ul style="list-style-type: none"> • The Committee agreed that the risk of not approving the appointment of a third locum consultant to the Stroke service be discussed with the Medical Director. • The cash risk is significant and delaying payment of creditors creates a reputational risk for the Trust.
Other comments from the Chair	<ul style="list-style-type: none"> • The extension of the LLP contract requires approval from the Board of Directors due to the contract value. • The CFO continues to engage with the ICB regarding the financial position and cash requirements.

Report Title	Finance Business Performance Committee Update
Date of Meeting	13 January 2025
Author	Sue Lorimer, Chair of Finance Business Performance Committee

Alert	<ul style="list-style-type: none"> The Trust has received confirmation that the central Revenue Support Team has approved £3.5m cash support for January. This, combined with the £4m agreed with the ICB will cover the Trust's cash requirements for January and February. The central approval sends a positive signal regarding the further £13m which the Trust has requested for March. The Trust reported a financial position to the end of December of a £17.2m deficit which is £11.3m adverse to plan. This shows that the position has broadly held steady during December. However, the position is off trajectory by £4.4m due to cyber (£3m), slippage in integration (£0.9m) and unfunded pay award (£0.5m). The Committee were informed that NHSE is prioritising capital funding for the trust to cover a capital to revenue transfer and purchase of a building on one of the Trust sites. This would reduce the forecast deficit to £10m which (with the exception of the cyber incident) would take the Trust to a position in line with the revised plan of £7m.
Advise	<ul style="list-style-type: none"> The Committee approved a business case for the provision of bleeps at a cost of £387k over 5 years. The current system will no longer be supported after March 2025. The Committee wished to be assured that the benefits of the new system would be utilised, and that sufficient training would be made available to users.
Assure	<ul style="list-style-type: none"> CIP planning for 2025/26 is advanced and a report was provided setting out a plan for a CIP of £31.1m. The CIP is based largely on transformational rather than divisional schemes though the divisions are involved in the delivery of the schemes. Each transformational scheme has been assigned a target based on previous work. The year end forecast for 2025/26 while not in line with original plan is now much closer to the mitigated forecast approved by the Board, the difference of £3m relating to the Cyber attack which was an unforeseen incident.

<p>Review of Risks</p>	<ul style="list-style-type: none"> • The benefit to the financial position relating to the Frontis building is subject to successful negotiations with Your Housing Group for the transfer of the building.
<p>Other comments from the Chair</p>	<ul style="list-style-type: none"> • The Committee wished to understand the position for 2025/26 and how the non-recurrent benefits in the current year will be covered in the new year. A report on the financial plan for 2025/26 will be brought to the February meeting of the Committee.

Report Title	People Committee Update
Date of Meeting	13 December 2024
Author	Lesley Davies, Chair of People Committee

Alert	<ul style="list-style-type: none"> • There has been a month on month decrease for fire safety level 2 mandatory training – driven by a high did not attend rate and staffing pressures. Committee understood overall fire safety was a high risk on the significant risk register and requested the Deputy Chief People Officer raise this at the next Executive Assurance and Risk Committee regarding the compliance rate. • Sickness absence continued to not meet Trust target and remained an area of concern. Committee acknowledged the main driver remained short-term absence and related to gastro problems and anxiety, stress and depression. Committee noted the work commissioned via Workforce Steering Board to identify specific Divisional interventions and also to review the newly implemented Attendance Management Policy.
Advise	<ul style="list-style-type: none"> • The Chief People Officer remained the SRO for the Wirral Workforce Group – which was leading on the creation of the Wirral Place People Strategy. Committee understood due to the governance implications following the Wirral System Review this work had been paused whilst the impact of other changes is reviewed. • Committee noted a number of employee relations cases related to bullying/behaviour which, when triangulated with the FTSU themes around attitudes, behaviours and bullying, highlights a concern. Committee requested a deep dive for the March meeting to further understand this. • Committee noted the data on bank and agency spend, and provided some scrutiny around the controls in place, noting the MIAA Medical Staffing Review. The Committee were satisfied with the update provided on current controls, opportunities to strengthen controls and work in place to do so. Committee noted that PWC are supporting the Trust on delivering some elements of this work include e-rostering and medical job planning.
Assure	<ul style="list-style-type: none"> • A staff story was played featuring a selection of Black, Asian and Minority Ethnic staff who described their positive experience of working at the Trust, noting the good sense of community and belonging. The Chief People Officer advised a series of listening events were held to further understand the employee experience of this staff group following concerns

	<p>through the 2023 NHS Staff Survey. Committee were assured 2 actions had been agreed for implementation which would be reviewed in 6 months' time.</p> <ul style="list-style-type: none"> • The average employee relations case length continued to reduce, and overall cases was comparable to 1.3% of the workforce and not a cause for concern. • The number of staff speaking up through the Freedom to Speak Up mechanism was 37 during Q1 and this was a significant increase compared to previous years. Committee were pleased to see the increase as an indicator of open culture, noting that this number remained in line with regional and national averages. • A higher number of exception reports had been submitted during Q2, noting this had been driven by a greater number from non-Foundation doctors who had been supporting junior doctors with their workload and facilitating them leaving on time. Committee were pleased to hear from the Guardian of Safe Working that strong interventions were in place to support junior doctors combined with help from Educational Supervisors.
Review of Risks	<ul style="list-style-type: none"> • No risks require escalating.
Other comments from the Chair	<ul style="list-style-type: none"> • Committee agreed the executive summary sections of reports had improved further following previous feedback.

Report Title	Quality Committee Update
Date of Meeting	16 January 2025
Author	Dr Steve Ryan, Chair of Quality Committee

Alert	<ul style="list-style-type: none"> • Agreed improvement trajectories for Gram negative blood stream infections such as <i>Escherichia coli</i> have not been met and alongside the trajectory for <i>Clostridioides difficile</i> not being met, this indicated gaps in control of healthcare associated infections. There are opportunities for collaborative quality improvement working with the Community Trust to help address this challenge and the Committee asked for an update at its next meeting. • Although the position is stable, a number of policies still remain overdue to updating. The Committee, whilst recognising the challenge (given the number of policies and the high pressure on staff) emphasised the need to have the policies up to date and discussed mechanisms that could assist in this. • A high number of complaints have been received about waiting times to access community paediatric services, particularly around support for children accessing SEND pathways. Collaborative improvement work is underway and an OFSTED/CQC inspection of SEND service on the Wirral is currently underway. • The executive team are sighted on the high risk to the continued provision of a full range medicinal products in the pharmacy Aseptic Unit.
Advise	<ul style="list-style-type: none"> • There is clear action on improving gaps in application of the Mental Capacity Act, especially around the induction and support for locum doctors and ensuring learning from patient safety incidents is widely shared. • Due to a high number of delays in treatment for Acute Macular Degeneration in the ophthalmology service, early mitigations have stabilised the issue, but further work is needed (around workforce and estates) to ensure the service is in the best position to meet a high and rising demand. • A paediatric audiology action plan has been developed in response to a national report. Risk assessments around estates, hardware and procedures have been updated and collaborative improvement work is ongoing. There is no evidence of patient harm arising in this service.

	<ul style="list-style-type: none"> • It considered how the Trust was progressing with its use of the Patient Safety Incident Response Framework and noted that it will soon have 3 patient safety partners in place. It has also seen evidence of thoughtful and engaging investigations capable of highlighting causal issues such as human factors and of identifying actions that can be taken.
<p>Assure</p>	<ul style="list-style-type: none"> • There is a high level of confidence and support in the evidence provided to support the Trust’s declaration that it is fully compliant with the 10 safety actions required in its application to the 6th year of the CNST Maternity Incentive Scheme. A detailed presentation was provided and members of the Committee including maternity safety champions were able to provide supportive insights. A large amount of external assurance has been provided by the Local Maternity and Neonatal System. It is important to note that outside the specific parameters of the scheme, improvement work continues in other areas around patient experience on the maternity ward and in our triage function for example. • The Committee were impressed by the conduct of and results from the Equality Delivery System annual assessment of domain 1 (commissioned/provided services). A deep dive into endoscopy services, developed in collaboration of people with additional needs, resulted in findings of “achieving” in 3 domains and “excelling” in the 4th. There had been excellent clinical engagement and a strong appetite to build on this work. • There was evidence of effective quality improvement and learning. Following previous concerns about gaps in response to deteriorating patients, interventions had achieved an improvement trajectory for early warning (NEWS) scores to > 90% and concomitant decrease of out of hours calls needed to the medical emergency team (MET). • The Quarter 2 Learning from Deaths Report demonstrated that the Trust’s mortality rates lie within expected reference rates and that there is no trend to increased mortality in the emergency department despite high level of delays and occupancy. • In addition to work to reduce all cancer waiting times to acceptable levels, quality improvement work is active and supporting patient journeys and experience. Of particular note were the success of the Non-specific rapid diagnostic service (in detecting not only cancers but other rare medical conditions) and the feedback received from those on the Student Nurses Cancer Nursing Programme.
<p>Review of Risks</p>	<ul style="list-style-type: none"> • The rating for the Board Assurance Framework risk of failure to ensure adequate quality of care has been increased as a result

	<p>of high levels of unscheduled care demand, workforce gaps and the financial pressures. An example impact is seen in delays to the WISE (ward quality) accreditation programme. The committee requested an update on a catch-up and review programme at its May meeting.</p>
<p>Other comments from the Chair</p>	<ul style="list-style-type: none"> • The Committee had a broad discussion on the elements of the risks in the Board Assurance Framework that were in its control and those that were driven by external factors such as unscheduled care demand and how these should be represented and treated in future iterations of the BAF.

Council of Governors

Item 10

10 February 2025

Title	Integrated Performance Report
Area Lead	Executive Team
Author	Executive Team
Report for	Information

Executive Summary and Report Recommendations	
This report provides a summary of the Trust's performance against agreed key quality and performance indicators to the end of December 2024.	
It is recommended that the Council of Governors:	
<ul style="list-style-type: none"> Note performance to the end of December 2024. 	

Key Risks	
This report relates to the key risks of:	
<ul style="list-style-type: none"> Quality and safety of care Patient flow management during periods of high demand 	

Contribution to Integrated Care System objectives (Triple Aim Duty):	
Better health and wellbeing for everyone	Yes
Better quality of health services for all individuals	Yes
Sustainable use of NHS resources	Yes

Contribution to WUTH strategic objectives:	
Outstanding Care: provide the best care and support	Yes
Compassionate workforce: be a great place to work	Yes
Continuous Improvement: maximise our potential to improve and deliver best value	Yes
Our partners: provide seamless care working with our partners	Yes
Digital future: be a digital pioneer and centre for excellence	No
Infrastructure: improve our infrastructure and how we use it.	No

1	Narrative
1.1	Following further discussion with the Executive Team and the Board, the performance metrics for inclusion, format and title of the report have been amended. The metrics are grouped under the responsible Executive Director, with the relevant CQC domain noted against each metric.

Grouping the metrics by CQC domain shows the following breakdown for the most recently reported performance:

Summary of latest performance by CQC Domain:

CQC Domain	Number achieving	Number not achieving	Total metrics
Safe	5	2	7
Effective	0	1	1
Caring	2	2	4
Responsive	6	17	23
Well-led	1	2	3
Use of Resources	2	3	5
All Domains	16	27	43

Further metrics are shown under the Chief Information Officer (CIO) relating to the Digital Healthcare Team.

2 Implications

2.1 Implications for patients, people, finance, and compliance, including issues and actions undertaken for those metrics that are not meeting the required standards, are included in additional commentaries and reports.

3 Conclusion

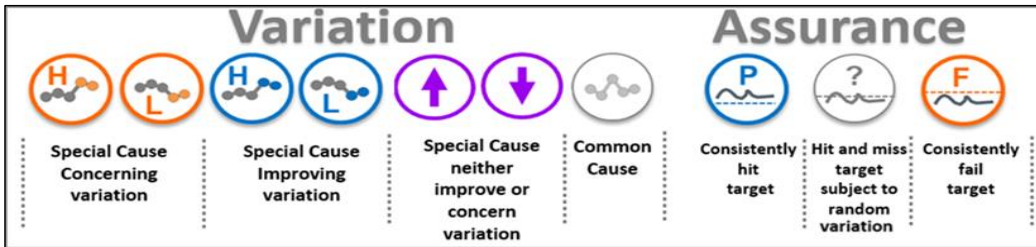
3.1 Monitoring of the key performance metrics will be continued monthly within the Integrated Performance Report, and at the regular operational meetings with the Clinical Divisions.

Integrated Performance Report - January 2025

Approach

The metrics for inclusion have been reviewed with the Executive Director team. Performance is represented in SPC chart format to understand variation, and a summary table indicating performance against standards. The metrics are grouped into Executive Director portfolios, with individual metrics showing under their CQC Domain. Commentary is provided at a general level and by exception on metrics not achieving the standards set.

Key to SPC Charts:



Summary of latest performance by CQC Domain:

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All Domains	16	27	43

Issues / limitations

SPC charts should only be used for 15 data points or more. SPC format does not support including a target where it is variable over time, eg a reducing trajectory for long waiters. Alternative formats of charts are included where they are more appropriate.

Changes to Existing Metrics:

Metric

Clostridioides difficile (healthcare associated)

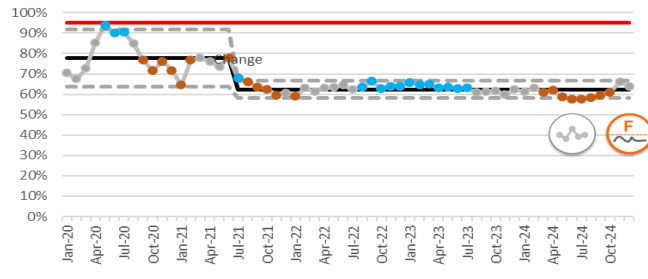
Amendment

National threshold target for 2024/25 is not yet confirmed - internal maximum set at 108 cases for the year.

Chief Operating Officer (1)

CQC Domain : Responsive

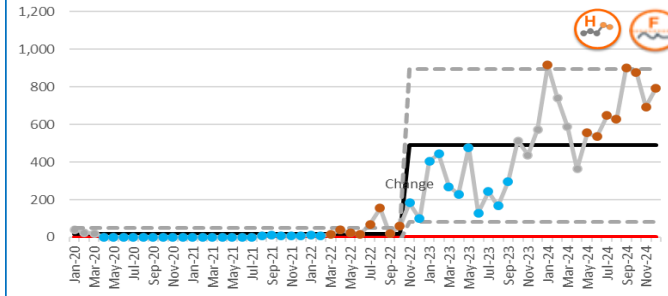
4-hour Accident and Emergency Target (including APH UTC)



Dec-24
64.0%
Variance Type
 Common cause
 variation
Threshold
 ≥95%
Assurance
 Performance consistently
 fails to achieve the target

CQC Domain : Responsive

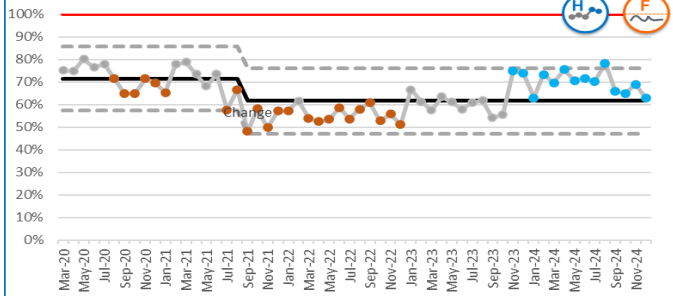
Patients waiting longer than 12 hours in ED from a decision to admit



Dec-24
794
Variance Type
 Special cause
 variation - concerning
Threshold
 0
Assurance
 Performance consistently
 fails to achieve the target

CQC Domain : Responsive

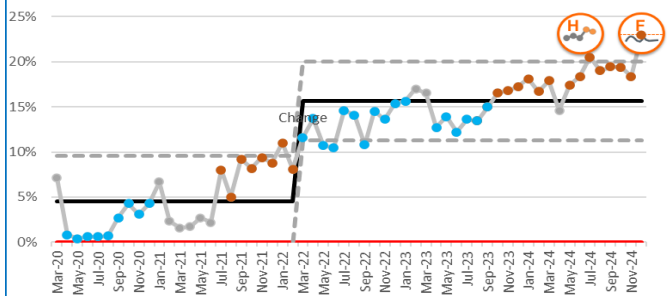
Time to initial assessment for all ED patients - % within 15 mins



Dec-24
63.0%
Variance Type
 Special cause
 variation - improving
Threshold
 100%
Assurance
 Performance consistently
 fails to achieve the target

CQC Domain : Responsive

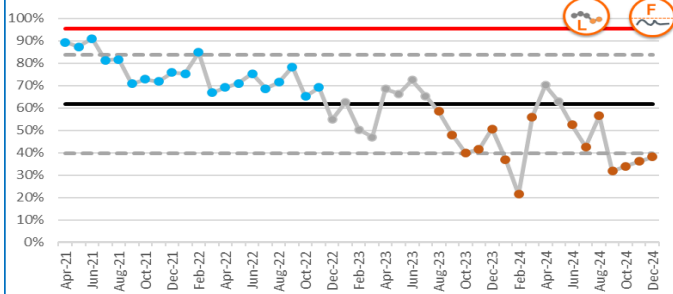
Proportion of patients more than 12 hours in ED from time of arrival



Dec-24
23.0%
Variance Type
 Special cause
 variation - concerning
Threshold
 0%
Assurance
 Performance consistently
 fails to achieve the target

CQC Domain : Responsive

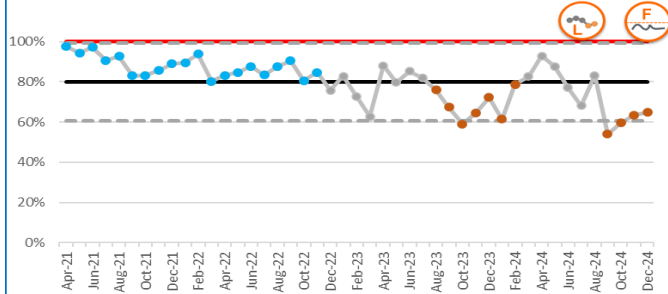
Ambulance Handovers: % < 30 mins



Dec-24
37.9%
Variance Type
 Special cause
 variation - concerning
Threshold
 ≥95%
Assurance
 Performance consistently
 fails to achieve the target

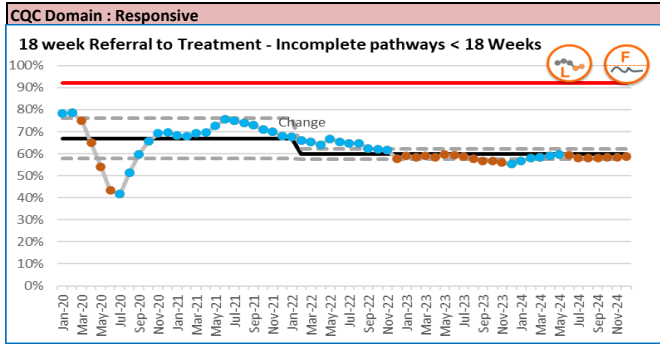
CQC Domain : Responsive

Ambulance Handovers: % < 60 mins

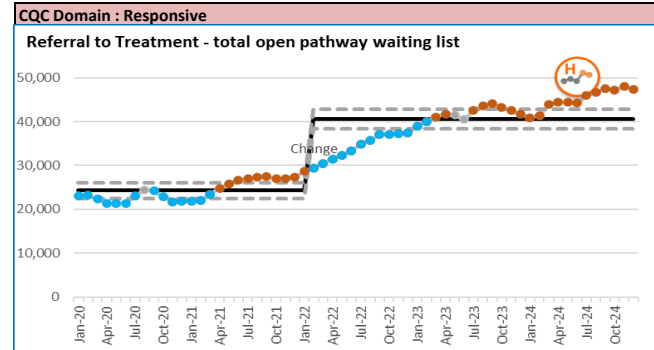


Dec-24
64.9%
Variance Type
 Special cause
 variation - concerning
Threshold
 100%
Assurance
 Performance consistently
 fails to achieve the target

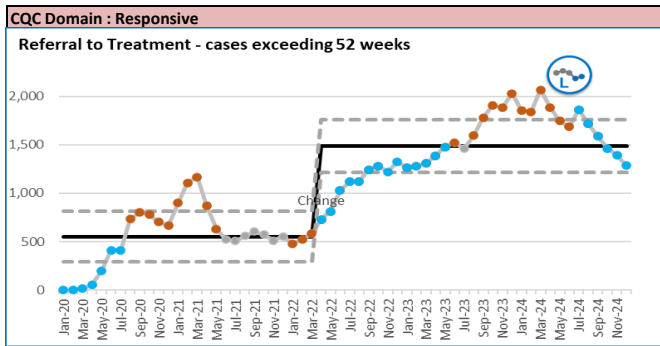
Chief Operating Officer (2)



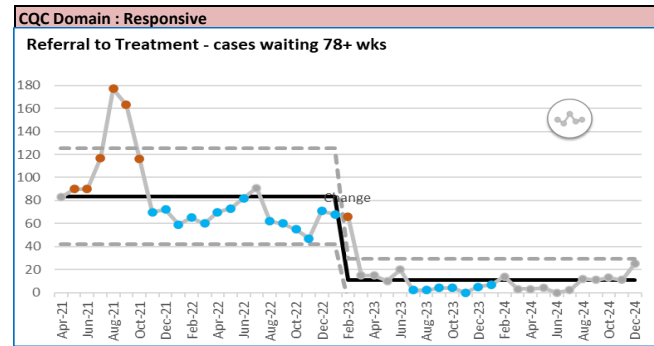
Dec-24
58.70%
Variance Type
 Special cause
 variation - concerning
Threshold
 ≥92%
Assurance
 Performance consistently
 fails to achieve the target



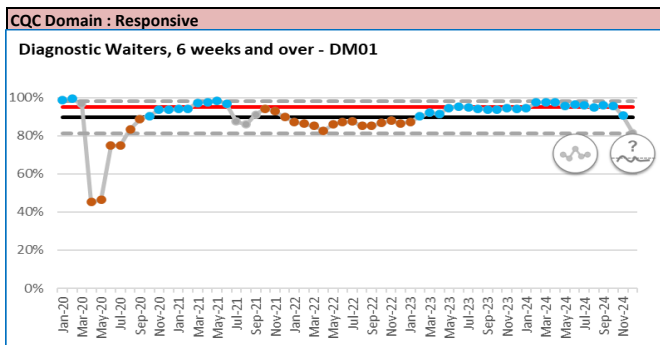
Dec-24
47379
Variance Type
 Special cause
 variation - concerning
Threshold
 ≤ 40511
Assurance
 Trajectory target not
 appropriate for SPC Assurance
 reporting



Dec-24
1286
Variance Type
 Special cause
 variation - improving
Threshold
 ≤ 1795
Assurance
 Trajectory target not
 appropriate for SPC
 Assurance reporting



Dec-24
25
Variance Type
 Common cause
 variation
Threshold
 0 (exc choice / complex)
Assurance
 Trajectory target not
 appropriate for SPC Assurance
 reporting

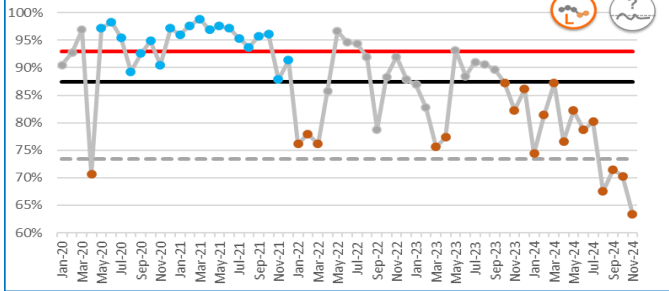


Dec-24
81.6%
Variance Type
 Common cause
 variation
Threshold
 ≥95%
Assurance
 Hit & miss target subject
 to random variation

Chief Operating Officer (3)

CQC Domain : Responsive

Cancer Waits - 2 week referrals (monthly)



Nov-24
63.4%

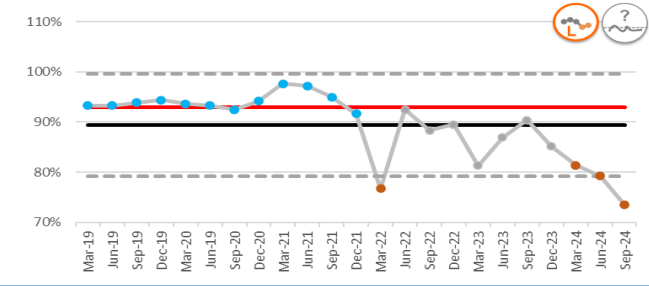
Variance Type
Special cause
variation - concerning

Threshold
≥93%

Assurance
Hit & miss target subject to random variation

CQC Domain : Responsive

Cancer Waits - 2 week referrals (quarterly)



Sep-24
73.5%

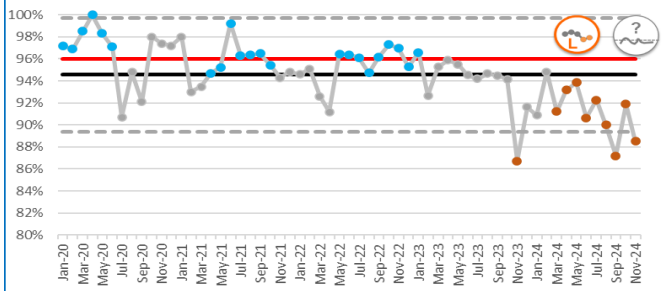
Variance Type
Special cause
variation - concerning

Threshold
≥93%

Assurance
Hit & miss target subject to random variation

CQC Domain : Responsive

Cancer Waits - % receiving first definitive treatment < 1 mth of diagnosis (monthly)



Nov-24
88.5%

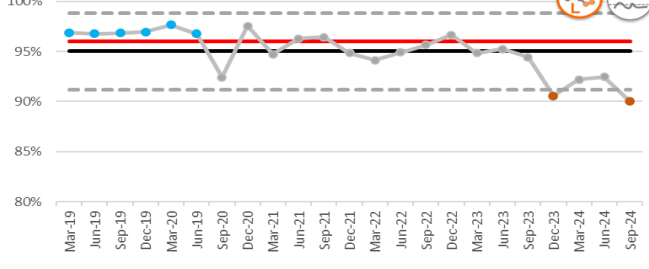
Variance Type
Special cause
variation - concerning

Threshold
≥96%

Assurance
Hit & miss target subject to random variation

CQC Domain : Responsive

Cancer Waits - % receiving first definitive treatment < 1 month of diagnosis (quarterly)



Sep-24
90.0%

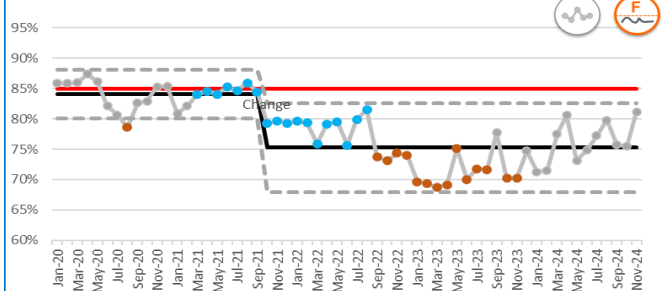
Variance Type
Special cause
variation - concerning

Threshold
≥96%

Assurance
Hit & miss target subject to random variation

CQC Domain : Responsive

Cancer Waits - 62 days to treatment (monthly)



Nov-24
81.2%

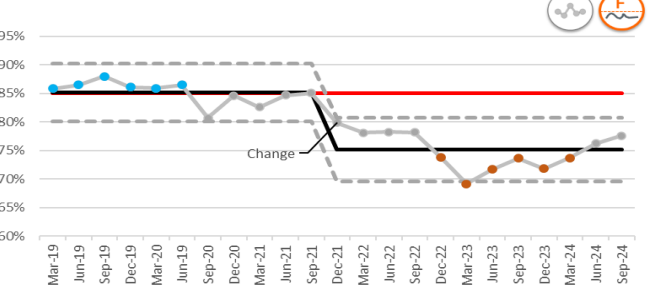
Variance Type
Common cause
variation

Threshold
≥85%

Assurance
Performance consistently fails to achieve the target

CQC Domain : Responsive

Cancer Waits - 62 days to treatment (quarterly)



Sep-24
77.6%

Variance Type
Common cause
variation

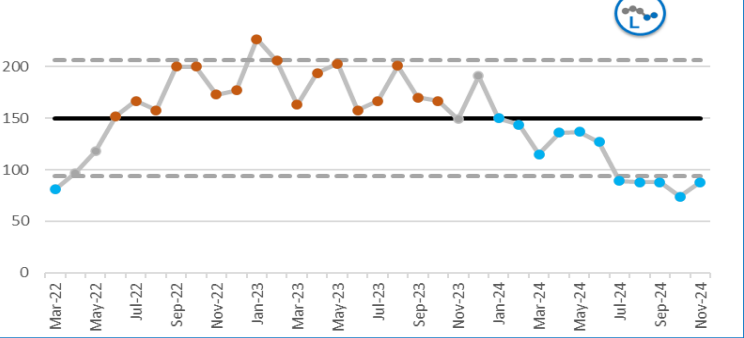
Threshold
≥85%

Assurance
Performance consistently fails to achieve the target

Chief Operating Officer (4)

CQC Domain : Responsive

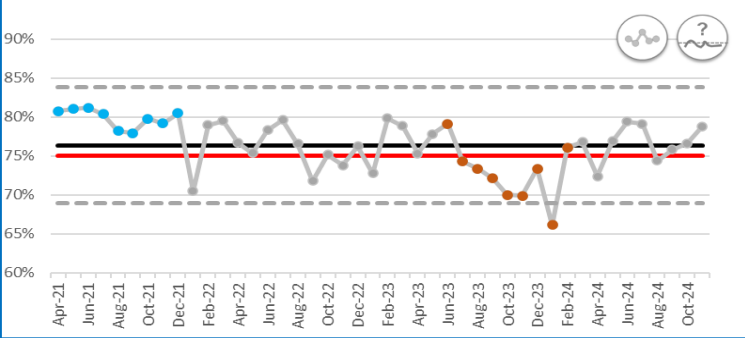
Cancer Waits - reduce number waiting 62 days +



Nov-24
88
Variance Type
Special cause variation - improving
Threshold
83
Assurance
Trajectory target not appropriate for SPC Assurance reporting

CQC Domain : Responsive

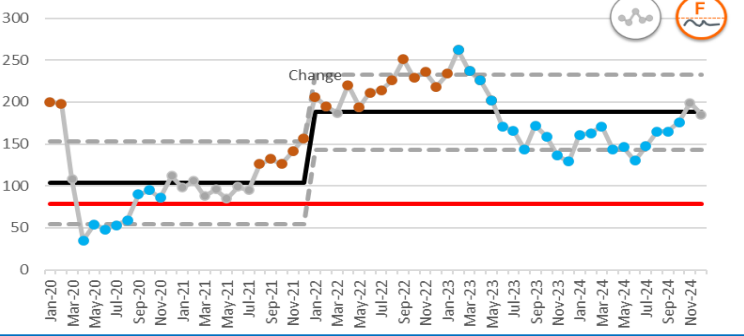
Cancer - Faster Diagnosis Standard



Nov-24
78.8%
Variance Type
Common cause variation
Threshold
≥75%
Assurance
Hit & miss target subject to random variation

CQC Domain : Effective

Long length of stay - number of patients in hospital for 21 or more days

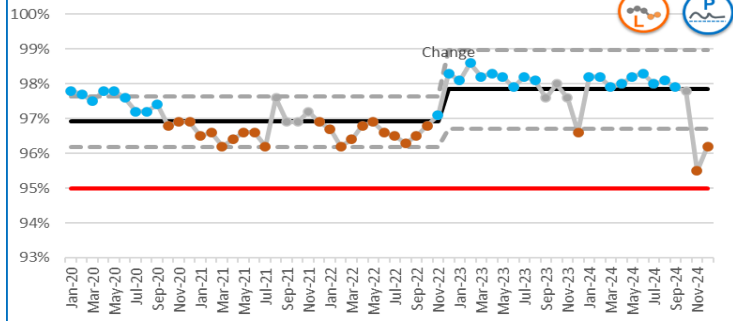


Dec-24
185
Variance Type
Common cause variation
Threshold
≤79
Assurance
Performance consistently fails to achieve the target

Medical Director

CQC Domain : Safe

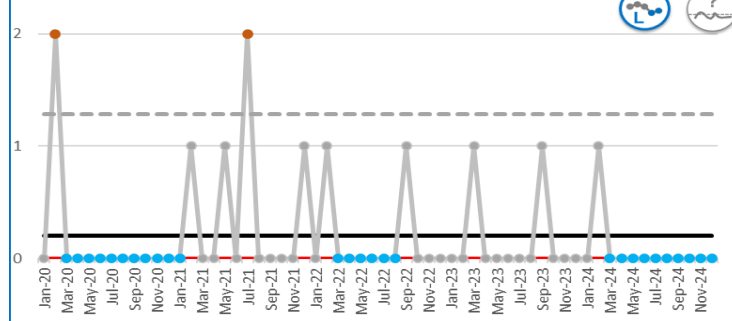
% of adult patients VTE risk-assessed on admission



Dec-24
96.2%
Variance Type
Special cause variation - concerning
Threshold
≥95%
Assurance
Performance consistently achieves the target

CQC Domain : Safe

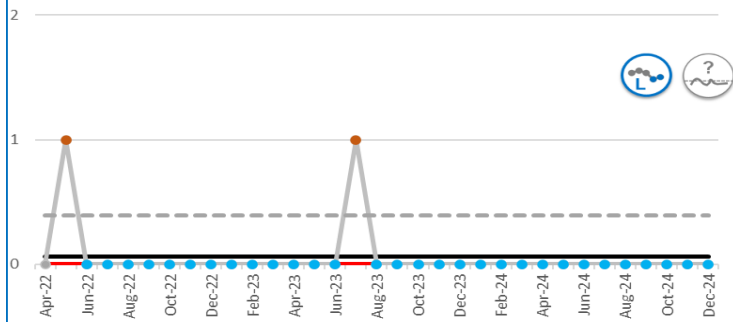
Never Events



Dec-24
0
Variance Type
Special cause variation - improving
Threshold
0
Assurance
Hit & miss target subject to random variation

CQC Domain : Well-led

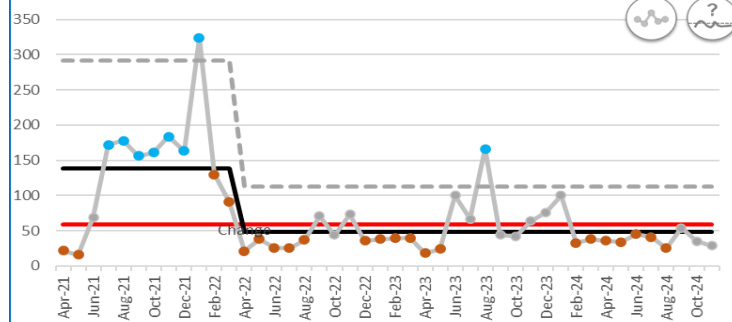
Duty of Candour compliance - breaches of DoC standard for Serious Incidents



Dec-24
0
Variance Type
Special cause variation - improving
Threshold
0
Assurance
Hit & miss target subject to random variation

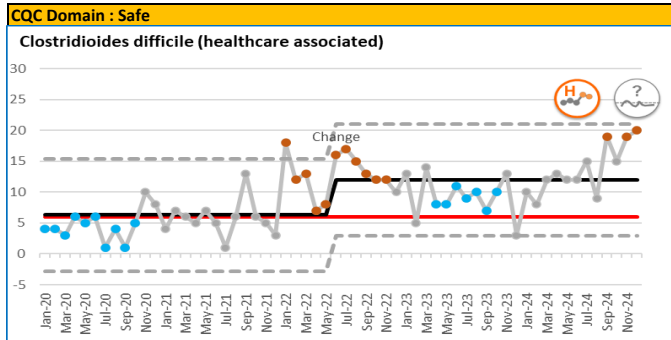
CQC Domain : Well-led

Number of patients recruited to NIHR studies

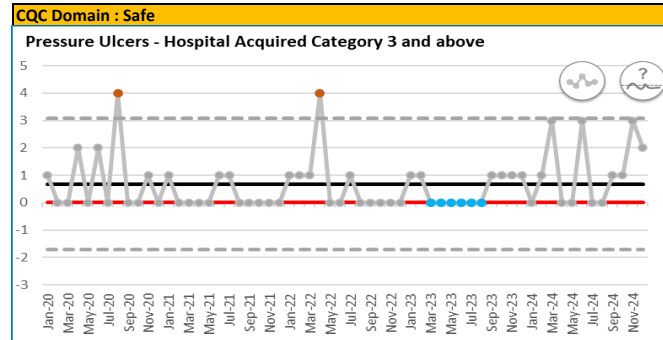


Nov-24
29
Variance Type
Common cause variation
Threshold
700 pa (trajectory)
Assurance
Hit & miss target subject to random variation

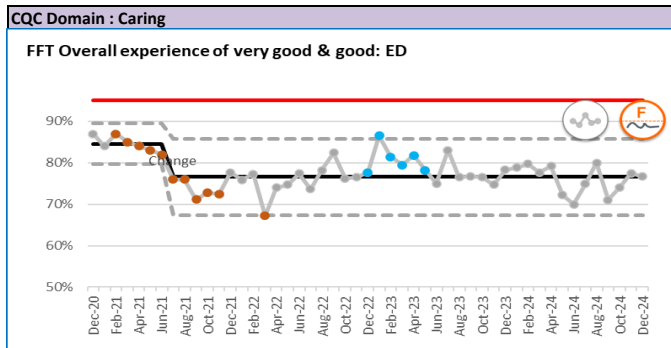
Chief Nurse (1)



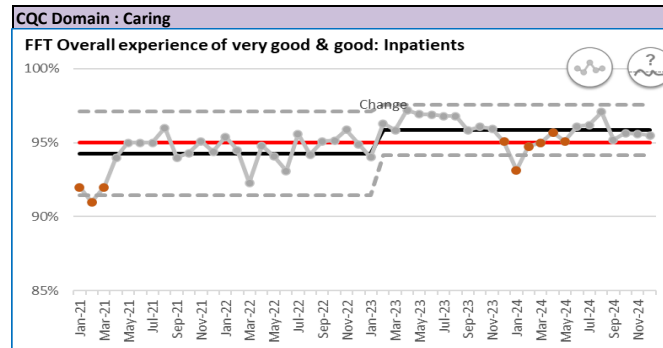
Dec-24
20
Variance Type
 Special cause
 variation - concerning
Threshold
 ≤ 9
Assurance
 Hit & miss target subject
 to random variation



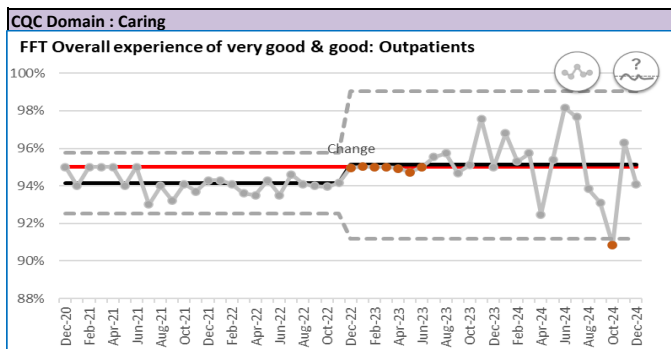
Dec-24
2
Variance Type
 Common cause
 variation
Threshold
 0
Assurance
 Hit & miss target subject
 to random variation



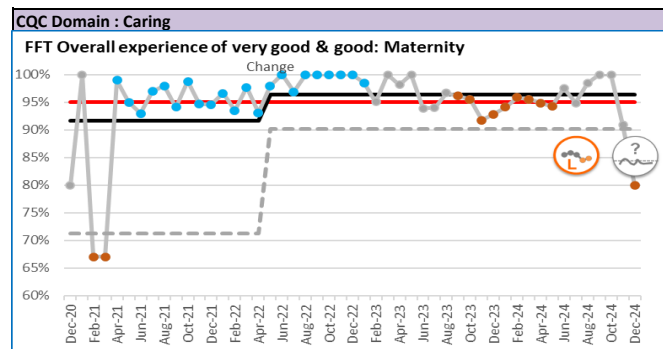
Dec-24
76.7%
Variance Type
 Common cause
 variation
Threshold
 $\geq 95\%$
Assurance
 Performance consistently
 fails to achieve the target



Dec-24
95.5%
Variance Type
 Common cause
 variation
Threshold
 $\geq 95\%$
Assurance
 Hit & miss target subject
 to random variation



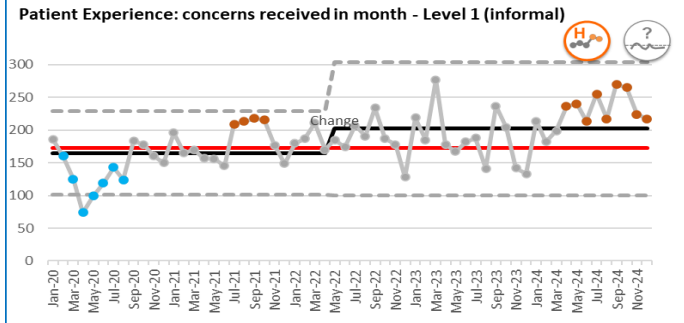
Dec-24
94.1%
Variance Type
 Common cause
 variation
Threshold
 $\geq 95\%$
Assurance
 Hit & miss target subject
 to random variation



Dec-24
80.0%
Variance Type
 Special cause
 variation - concerning
Threshold
 $\geq 95\%$
Assurance
 Hit & miss target subject
 to random variation

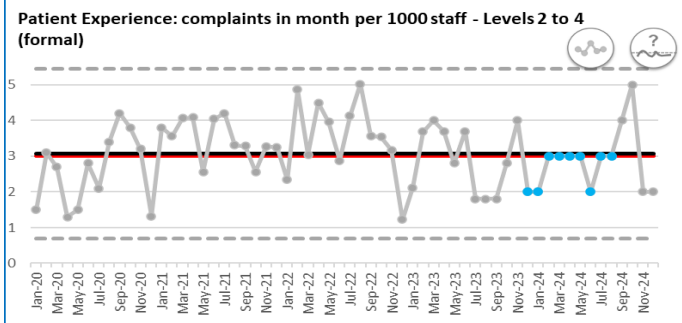
Chief Nurse (2)

CQC Domain : Responsive



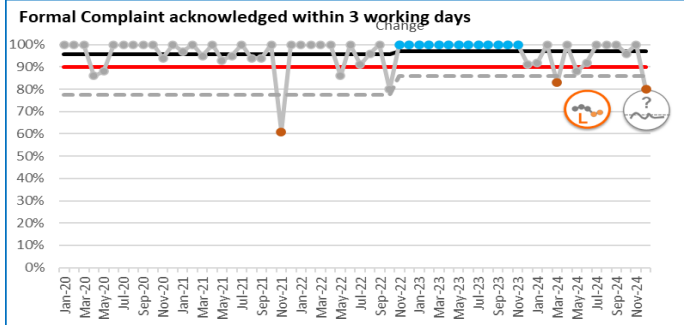
Dec-24
217
Variance Type
Special cause variation - concerning
Threshold
≤173
Assurance
Hit & miss target subject to random variation

CQC Domain : Responsive



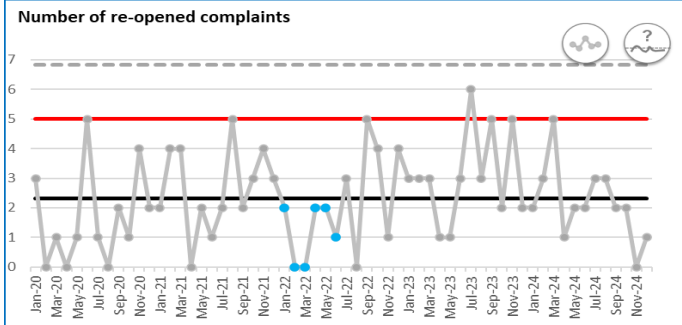
Dec-24
2
Variance Type
Common cause variation
Threshold
≤3.1
Assurance
Hit & miss target subject to random variation

CQC Domain : Responsive



Dec-24
80.0%
Variance Type
Special cause variation - concerning
Threshold
≥90%
Assurance
Hit & miss target subject to random variation

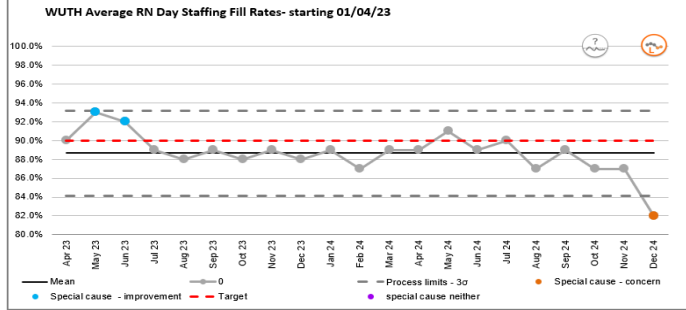
CQC Domain : Responsive



Dec-24
1
Variance Type
Common cause variation
Threshold
≤5
Assurance
Hit & miss target subject to random variation

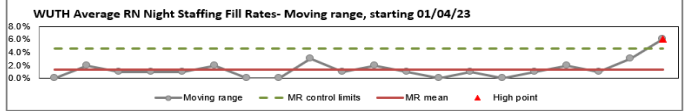
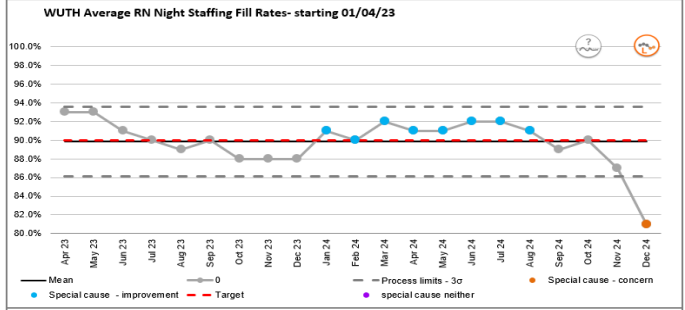
Chief Nurse (3)

CQC Domain : Safe



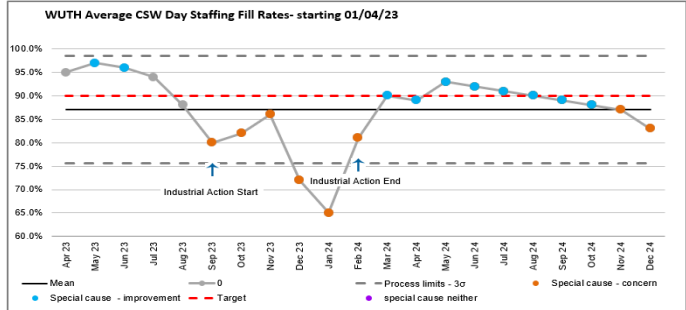
Dec-24
82.0%
Variance Type
 Common cause
 variation
Threshold
 $\geq 90\%$
Assurance
 Hit & miss target subject
 to random variation

CQC Domain : Safe



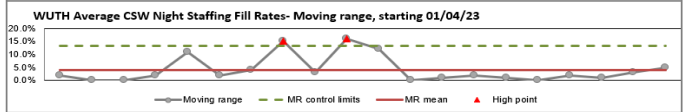
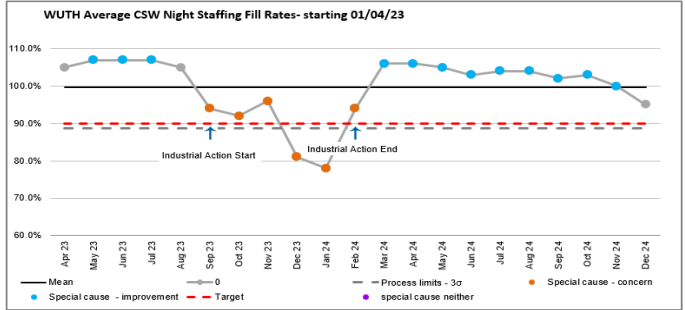
Dec-24
81.0%
Variance Type
 Common cause
 variation
Threshold
 $\geq 90\%$
Assurance
 Performance consistently
 fails to achieve the target

CQC Domain : Safe



Dec-24
83.0%
Variance Type
 Actual below
 threshold
Threshold
 $\geq 90\%$
Assurance

CQC Domain : Safe



Dec-24
95.0%
Variance Type
 Actual above
 threshold
Threshold
 $\geq 90\%$
Assurance

Chief Nurse

Overall position commentary

Clostridioides difficile remains above the target of 6 per month with 19 infections reported in November 24, (14 HOHA / 5 COHA) resulting in a cumulative total of 115 (76 HOHA / 38 COHA).

There was 1 category 3 hospital acquired pressure ulcer in December against a target of 0.

Friends and family test for ED 76.7%, outpatients increased to 94.1%. Inpatients exceeded the 95% of those that responded were either satisfied or very satisfied with the service. Maternity decreased in December to 80%.

During December 2024, WUTH logged 11 formal complaints (level 2) and 219 informal concerns (level 1). As with November, this represented a decrease in formal complaints from the previous month.

RN and CSW fill rates are now added to the integrated performance report. In a threshold of 90% fill rate is set in November RN Days was below the threshold at 82% and CSW day fill rate was 83%. Nights exceed the threshold for CSW's but was below the threshold for RNs at 81%.

Infection Prevention and Control

Narrative:

To achieve the annual threshold of ≤ 103 patients diagnosed with CDT in 24/25. The wards in the CDI improvement project continue to meet bi-weekly to share their local improvement initiatives that each area has developed (Wards 36, 26, 18, AMU, ED). In November the wards in the improvement project held a showcase event and presented their achievements to other ward managers/matrons across the Trust to enable the sharing of good practice. The wards within the CDI improvement project reported 5 incidences of CDT in November, Ward 36 reported x 2 HOHA and 1 COHA, Ward 18 reported 1 HOHA and ED 1 COHA. Wards 26 and AMU reported none which is an improvement from last month.

The improvement project continues to focus on but not limited to:

- Education with staff regarding side room prioritization with a written guideline for support
- Collaborative nursing & medical review if patients experience loose stools.
- During huddles discuss stool chart compliance and documentation.

- Ward 36 in collaboration with E&F and IPC continue to pilot new cleaning equipment and cleaning solutions, these include microfiber flat head mops, which effectively pick up and trap 99.54% of dirt, dust and bacteria at microscopic level using water alone, and hypochlorous acid for hard surface cleaning and hand sanitization. This is a natural microbial agent, which will help to reduce the amount of chemicals we use thus promoting improved sustainability...
- Increased scrutiny re: taking samples in a timely manner when symptoms start and isolating the patient within 2 hrs (as per CDT policy)

Actions:

Completed or in place.

- Ongoing daily use of ward 44 as a decant facility to allow for reactive HPV to take place in a bay once a patient diagnosed with CDT has been isolated.
- Ongoing IPC visibility to wards and department offering expert advice and guidance.
- Robust process embedded to pick up weekend results.
- Weekly CDT MDT in place involving, Pharmacy, Microbiology, IPC, and a clinician with an interest in CDT.
- A place wide 'working draft' improvement plan developed in partnership with WCT, the ICB and public health.
- Collaborative monthly meeting with WUTH IPC and the Community IPC team
- C&M IPC collaboration group focusing on CDT

Planned

- Draft 4 pillar system plan developed. Workstreams include, public health, Primary care, Community (inc care home/nursing homes) and acute. To progress through organisational governance for approval, with public health board overseeing delivery.
- Support the wards in identifying additional QI projects with a reduction in CDT as a theme.
- Review sampling protocol anticipated that approval to complete a sample will come from a senior clinician.
- Review of the number of patients who have been reported as having more than 1 episode of CDT since April 2024.
- Review of different types of HPV to meet improved delivery times and future sustainability.
- Review of the reasons available in Cerner for staff to highlight why they haven't sampled stool type 5.6.7.

Risks to position and/or actions

- Hospital occupancy- The daily demand for beds exceeds the availability.
- Continuous flow increases the demand for cleaning and the time allowed to complete.
- Competing staff priorities impacting engagement in the QI project.
- Low numbers of side rooms and/or side rooms with en-suites across the Estate does not support isolating all patients when needed. Risk assessment approach adopted.
- Old estate requiring ongoing maintenance and repairs to facilitate effective cleaning.
- Not always able to decant in a timely manner due to challenges with staffing, equipment and competing pressures with patient flow

FFT Overall experience of very good and good.

Narrative:

The NHS Friends and Family Test (FFT) was created to help service providers, and commissioners understand if patients are satisfied with the service provided, or where improvements are needed. It's a quick anonymous way for patients to provide their views. The trust monitors FFT across a range of care settings, with a target rating of a minimum 95% for good or very good.

Rating for maternity in November was 90% and in December 80% below the minimum target.

Monitored improvement and December 2024 remained a cause of concern at 80%.

Analysis of the patient comments for Maternity identifies Poor food quality and choice, inadequate pain and staff attitude.

Actions:

- Continued focus on providing people with access to provide feedback via FFT.
- Feedback analysed and patterns have been identified relating to the areas of improvement.
- Engagement with stakeholders and MNVP to share feedback.
- Action plan developed to address the main concerns raised in both the FFT and MNVP service user feedback and improvement initiatives to include clear goals.
- Implement short term actions immediately such as inadequate pain relief.
- Plan broader changes such as staff attitude via training.
- Monitor progress tracking FFT results to measure the impact of implemented changes.
- Collected qualitative feedback via MNVP to supplement FFT data
- Generic communications to all staff promoting FFT.

Risks to position and/or actions:

- Continue monitoring FFT data and patient feedback monthly.
- Expand patient engagement efforts to improve response rates in underrepresented areas.
- Delivery suite requires an improvement to response rates, although many comments relating to birth are received during the postnatal period they should be separated.
- Evaluate effectiveness of actions taken and adjust strategies accordingly
- Educate staff in the importance of FFT feedback and their role in encouraging participation.
- Educate staff via communication platforms including social media, safety huddles, meetings, and a specific direct email on the importance of ensuring the credibility of FFT and guidelines which should be adhered to including staff not completing or influencing the vital tool.

- Provide staff with an anonymous staff comments box to provide feedback and encourage/promote an open and honest culture if staff have suggestions.
- Continue to co-produce with MNVP to seek feedback via other mechanisms as well as FFT
- Encourage staff engagement and QI projects/involvement.

Complaints

Narrative:

During December 2024, WUTH logged 11 formal complaints (level 2) and 219 informal concerns (level 1). As with November, this represented a decrease in formal complaints from the previous month, and from the significant increase received in October (monthly averages over the previous two years are 17 for level 2 and 201 for level 1, so 35% lower and 9% higher respectively).

Medicine was involved in the greatest number of complaints (4), followed by Emergency Care (3), Women's and Children's (3), Diagnostics and Clinical Support (2), and Surgery (2).

For level 1 concerns, Medicine received the most (74), followed by Surgery (62), Women's and Children's (35), Diagnostics and Clinical Support (30), Emergency Care (23) Corporate Departments (17), and Estates, Facilities and Capital (4).

Combining level 1 and level 2, the top five themes for the organisation were:

- Access and Admission (27%): These mostly reflect delays and cancellations.
- Communication (19%): These mostly reflect communication failure with patients and relatives, including staff attitude.
- Treatment and Procedure (17%): These most reflect delays in treatment.
- Infrastructure (12%): These mostly reflect lost property and difficulties contacting departments.
- Tests and Results (9%): Again, these most reflect forms of delay.

The top five departments were ED (3 formal and 21 informal, with the largest categories being lost property and treatment), followed by Community Child Health (16 informal, reflecting the known access problems with waiting times for assessment by that service), then Gastroenterology (10 informal, with the largest category being Access and Admission), Ward 14 (9 informal, with the largest category being delayed treatment), then MSK Service (9 informal, with the largest categories being delays and difficulties in contacting).

24% of responses to formal complaints were completed within WUTH's local standard of 40 working days, with an average response time of 60 working days. At the end of December, there were 32 formal complaints in progress, of which 20 had already breached 40 working days with the divisions. This active caseload represented a considerable improvement from November (51 and 25), with the decrease being due to the fewer new complaints registered during the previous two months (meaning more responses were sent than new cases opened).

Of the 219 level 1 concerns opened, 49% had been resolved within three working days and 71% within 10 working days. Of those cases taking longer than 10 working days, these lay with Medicine (19), Emergency Care (17), Women's and Children's (12), Surgery (12), Corporate Departments (9), Diagnostics and Clinical Support (5), and Estates, Facilities and Capital (3).

Actions:

Average complaint response time during the fiscal year to date remains at 60 working days (compared with 70 working days in 2022/23, 58 working days in 2021/22, and 45 working days 2020/21).

As noted previously, discussions have taken place with the divisional triumvirates to emphasise the role of a single divisional investigator to coordinate a unified response with all stakeholders, answering all complaint issues and with appropriate actions set out. The absence of this remains the biggest delaying factor in the investigation and response process. Performance oversight continues to be provided to the divisional triumvirates via daily reports and weekly meetings with the central Complaints Team, which also continues to provide monthly training sessions for staff.

Risks to position and/or actions:

- Operational pressure
- Lack of individual ownership
- Variable skillsets

Nurse Staffing Fill Rates

Narrative:

Registered nurse and care support working fill rates should be reported to the board on a monthly basis to ensure compliance with NHSE developing workforce safeguards 2018 and the national quality board safe sustainable and productive staffing 2017. A ward level dashboard should also be available to demonstrate safe effective care is being delivered. Fill rate threshold is currently set at 90% day and night CSW and RN. In December the RN fill rate on days was 82% and the CSW fill rate was 83%, on nights RN fill rate was 81%, CSW fill rate 95%.

Staffing challenges increased during increased UEC demand with associated staffing demand in escalation areas including ED corridors.

Actions:

Review of vacancies across the organisation, to fully understand the risk and impacts and determine the most effective recruitment process ie; speciality based recruitment events.

Acuity review completed with new safer nursing care tool, data currently being analysed. Divisional establishment reviews underway in January. Report to Board in March 25.

Assurance re effectiveness of absence management.

Weekly roster oversight review meetings undertaken by DCN/CN to review use of bank and agency, and roster KPI's

Roster/establishment/ESR alignment project under way.

Proposal regarding the approach to maternity leave backfill in development.

ED recruitment to new establishment underway, staff being temporarily redeployed to ED from wards to maintain safety, impacting on the wards.

Retention group reinitiated.

Risks to position and/or actions:

- High sickness absence rates.
- Staffing escalation areas and temporary escalation areas ie; ED corridor and escalation wards

Pressure ulcers Hospital Acquired Category 3 and above

Narrative:

WUTH has a zero tolerance on Hospital Acquired Pressure Ulcers (HAPU) category 3 and above. During December there was 1 x Hospital Acquired Pressure Ulcer (HAPU) Category 3. This was due to a hearing aid, 1cm x 1cm.

Actions:

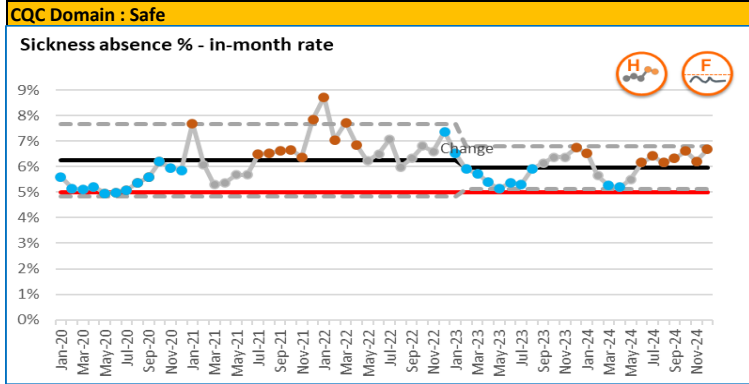
- 1ST Link Nurse study day 8th January 2025. Good attendance mixture of RNs & CSWs all interested in improving care in relation to Tissue Viability. Programme of education being developed 4 times a year.
- Development of CSW training days.
- Development of Student Nurses training days.
- Wound Care formulary launched.
- Pressure Ulcer Policy Ratified and available.
- Working with Emergency Department - undertaking pressure ulcer risk assessment, categorisation of pressure ulcers, provision of dressing supplies and review of trolley mattresses.
- Reviewing documentation and care plans within Cerner.

- Development of further Tissue Viability policies – TNP, Maggots, Wound care, lower limb and wound swabbing.
- Collaboration with Community Tissue Viability Team.

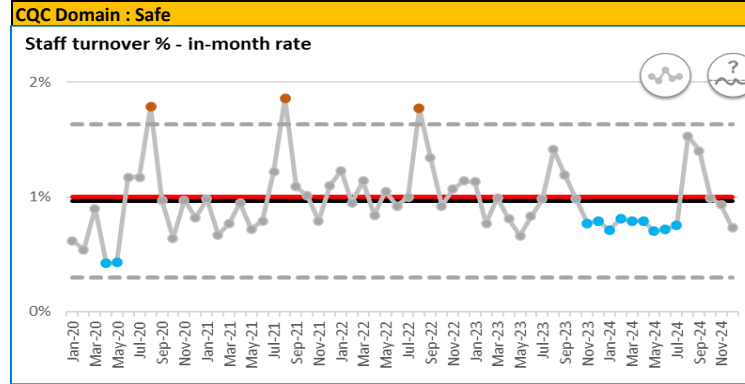
Risks to position and/or actions:

- Part time (temporary) leadership within the tissue viability team.

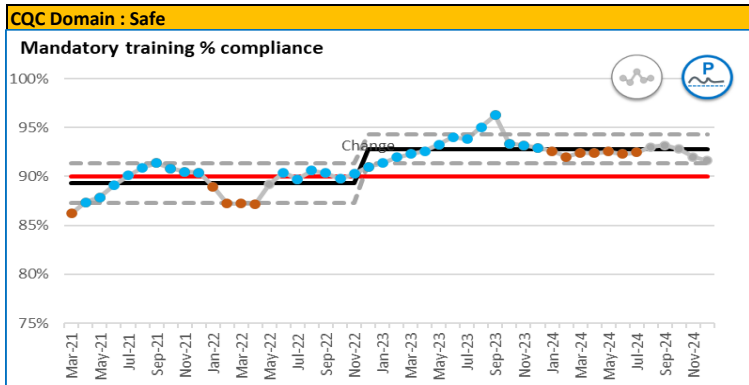
Chief People Officer



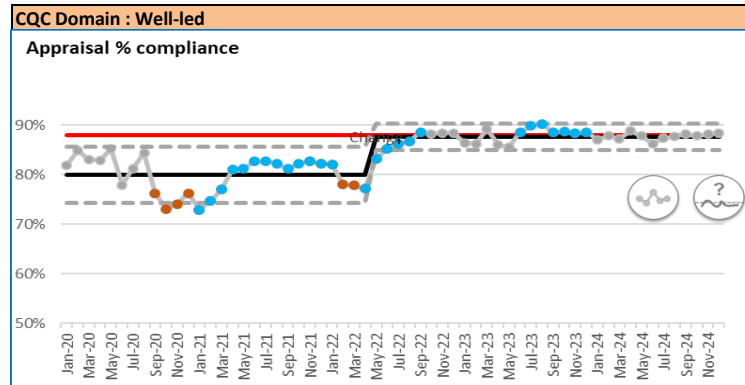
Dec-24
6.68%
Variance Type
Special cause variation - concerning
Threshold
≤5%
Assurance
Performance consistently fails to achieve the target



Dec-24
0.73%
Variance Type
Common cause variation
Threshold
≤0.83%
Assurance
Hit & miss target subject to random variation



Dec-24
91.62%
Variance Type
Common cause variation
Threshold
≥90%
Assurance
Performance consistently achieves the target



Dec-24
88.42%
Variance Type
Common cause variation
Threshold
≥88%
Assurance
Hit & miss target subject to random variation

Chief People Officer

Overall position commentary

Despite operational pressures and unprecedented demand for our urgent and emergency services the Trust's People KPIs for mandatory training, appraisal compliance and turnover are on target.

Sickness absence remains above target at 6.68% and an area of concern.

Sickness absence % in month rate

Narrative:

The Trust threshold for sickness absence is $\leq 5\%$. For December 2024 the indicator was 6.68% and demonstrates special cause variation - concerning.

The majority of absences relate to short term sickness (under 28 days). The top three reasons for absence in December are, Cold/Flu, Gastrointestinal problems and Chest/Respiratory problems.

Absence relating to Stress / Anxiety / Depression is not currently within the top three reasons, although this remains a key area of focus.

Focus remains on supporting the health and wellbeing of our workforce, as well as close management of absences in line with the revised Attendance Management Policy.

The local risk (397) score has been reviewed and increased from 12 to 15 and BAF risk increased from 3 to 4 (moving the overall risk to 12).

Actions:

Proactively Supporting Wellbeing

- Divisional identification of local actions to support the health and wellbeing of staff.
- Occupational Health December Winter Wellness: Promotion focused on maintaining a safe and healthy environment to reduce infectious illnesses.
- Winter Vaccination Programme continues via drop-in clinics, roaming vaccinators and dial-a-jab.
- Social Media push campaign promotion of self-referral to Occupational Health and Workforce Wellbeing Service.
- Social Media push campaign promotion of support available to staff regarding any work-related musculoskeletal issues.
- Safe Effective Quality Occupational Health Service (SEQOHS) Accreditation annual re-accreditation achieved for Occupational Health Department.

- Onsite presence and ongoing promotion of the Trust's EAP.
- Planning the February Wellbeing Surgery which will focus on reducing alcohol consumption.

Managing Absence

- Monitoring of the sickness absence KPI and associated actions are ongoing via Divisional Management, Divisional governance infrastructure and via Divisional Performance Reviews. Managers continue to be supported by HR.
- Return to Work Guidance updated for staff with respiratory infections (including Covid 19) approved at Clinical Advisory Group and published.
- Part-year review undertaken of the new Attendance Management Policy published 1 March 2024.
- Revised approach to local attendance management audits.
- Increased reporting on outcome of local attendance management audits both divisionally and to Workforce Steering Board.

Risks to position and/or actions:

The management of sickness absence is primarily management led as they are responsible for monitoring employee attendance addressing sickness absence and ensuring that the policy is applied consistently, supported by the HR team. Sickness is multifaceted and adversely impacted by a range of factors including vacancy levels, financial controls and staff morale / engagement. Effective attendance management is critical and contributes to productivity and patient care. The Trust continues to promote a positive attendance culture by investing in, and focusing on, employee health and wellbeing initiatives to help mitigate this risk by preventing ill-health and supporting people to balance work whilst minimising the impact of any ill-health symptoms, where possible. Benchmarking data shows that the Northwest has the highest sickness rate with sickness rising since May 2024. Similar challenges are being experienced at System Level.

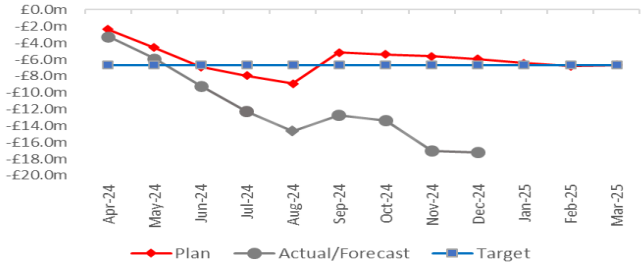
Managing attendance can also help control costs related to overtime, absenteeism and temporary staffing.

Work continues on the deliverables within the People Strategy with a number of workstreams that will support attendance across the Trust, this includes promotion of flexible working, which is available to all staff, transforming and modernising Occupational Health and Wellbeing Service in line with the Growing OH and Wellbeing together strategy as set out in the NHS People Plan to improve the health and wellbeing services for our people, to keep them safe and healthy and able to provide good care to our patients. This is part of our proactive culture of wellbeing across the trust.

Chief Finance Officer

CQC Domain : Use of Resources

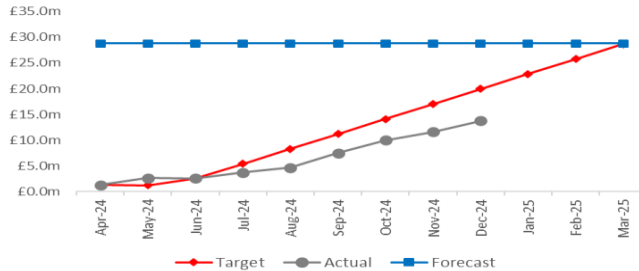
I&E Position



Dec-24
-£17.2m
Variance
Position worse than plan
Target
-£5.9m

CQC Domain : Use of Resources

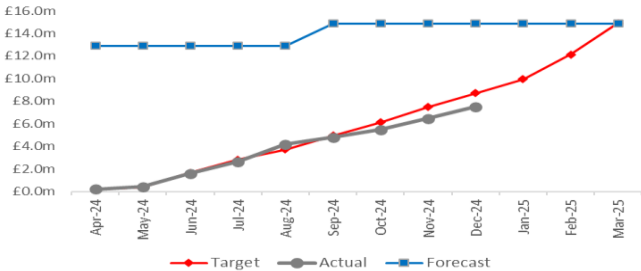
Cumulative CIP



Dec-24
£13.8m
Variance
Position worse than plan
Target
£19.9m

CQC Domain : Use of Resources

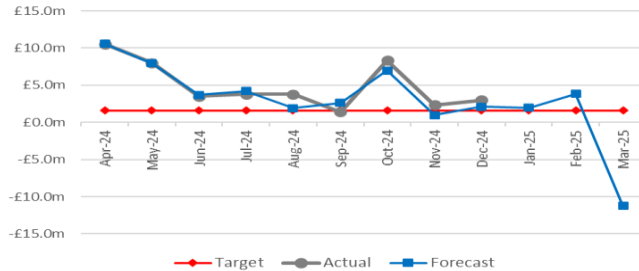
Capital Expenditure



Dec-24
£7.5m
Variance
Position better than plan
Target
£8.7m

CQC Domain : Use of Resources

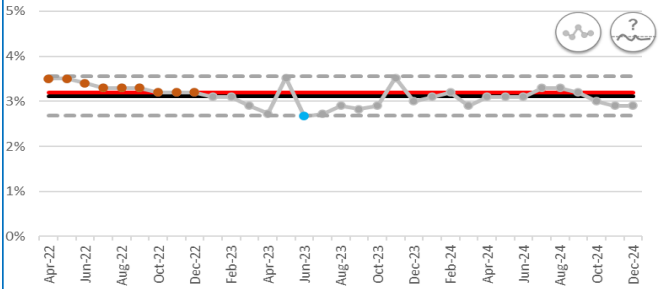
Cash Position



Dec-24
£3.0m
Variance
Position better than plan
Target
£1.6m

CQC Domain : Use of Resources

Agency spend



Dec-24
2.90%
Variance
Position better than threshold
Threshold
3.2%

Executive Summary

At the end of December, M9, the Trust is reporting a deficit of £17.2m, an adverse variance against plan of £11.3m.

The key drivers of this forecast variance and the internal risks to achievement of plan are:

- reduced income and additional expenditure associated with the Cyber Incident.
- the full delivery of the elective activity plan.
- the Cost Improvement Programme (CIP).
- maintaining expenditure on urgent care within planned levels.
- delivering planned integration benefits.













As a result, the Trust's unmitigated forecast is a deficit of £25.6m, an adverse variance to plan of £19.0m. The Trust has fully engaged with NHSE and C&M ICB to plan actions to reduce expenditure to mitigate against these risks. Full implementation of these agreed actions will reduce the unmitigated forecast deficit to £16.7m, an adverse variance to plan of £10.0m. This variance is consistent with the finance trajectory submitted by the Trust to NHSE, adjusted for the financial impact of the cyber incident.

The Trust continues to work with the ICB to identify the additional mitigation options necessary to achieve the plan.

The deficit is placing significant pressure on both the Trust's cash position and compliance with the Better Payment Practice Code (BPPC). NHSE has confirmed £3.5m of cash support in January 2025 and the Trust will apply for the remainder of the projected 24/25 cash requirement as part of the process for March 2025.

Management of risks against this plan alone do not deliver long-term financial sustainability. The significant financial improvement required for sustainability will be delivered through the medium-term finance strategy. Quarterly updates are provided to the Board on progression of the strategy and the underlying financial position.

The risk ratings for delivery of statutory targets in 2024/25 are:

Statutory Financial Targets	RAG (M9)	RAG (Forecast)	Section within this report / associated chart
Financial Stability			I&E Position
Agency Spend			I&E Position
Financial Sustainability			N/A (quarterly update)
Financial Efficiency			Cumulative CIP
Capital			Capital Expenditure
Cash			Cash Position

Note – Financial stability is an in-year measure of achievement of the (deficit) plan whereas financial sustainability reflects the longer-term financial position of the Trust and recovery of a break-even position.

I&E Position

Narrative:

The table below summarises this I&E position at M9:

Cost Type	Year to Date			Unmitigated Forecast		
	Plan	Actual	Variance	Plan	Forecast	Variance
Clinical Income from Patient Care Activities	£359.6m	£355.4m	£-4.2m	£478.4m	£468.0m	£-10.4m
Other Operating Income	£25.2m	£26.2m	£1.0m	£33.5m	£39.7m	£6.2m
Total Income	£384.8m	£381.6m	£-3.2m	£511.9m	£507.6m	£-4.2m
Employee Expenses	£-275.6m	£-277.9m	£-2.4m	£-367.9m	£-369.8m	£-1.8m
Operating Expenses	£-116.8m	£-117.3m	£-0.5m	£-154.4m	£-160.4m	£-6.0m
Non Operating Expenses	£-4.5m	£-3.6m	£0.9m	£-6.0m	£-5.1m	£0.9m
CIP	£6.1m	£0.0m	£-6.1m	£9.9m	£2.1m	£-7.8m
Total Expenditure	£-390.7m	£-398.8m	£-8.1m	£-518.5m	£-533.2m	£-14.7m
Unmitigated Forecast	£-5.9m	£-17.2m	£-11.3m	£-6.7m	£-25.6m	£-19.0m

The unmitigated forecast position is before Board approved actions which are intended to reduce the forecast deficit to £16.7m.

Key variances within the YTD position are:

Clinical Income – £4.2m adverse variance relates to underperformance against the value of the elective plan in Surgery and the impact of the Cyber Incident. This variance is net of the benefit realised by release of historic deferred income balances.

Employee Expenses - £2.4m adverse variance relates to the approved increase in nursing staff and the continued pressure on medical bank in ED.

Non-operating expenses – £0.9m favourable variance relates to PDC payments lower than plan.

Cost Improvement Programme – £6.1m adverse variance for recurrent CIP across clinical divisions. This is offset by non-recurrent underspends.

The Trust's agency costs were 1.5% of total pay costs in M7 and are 2.8% YTD. This is below the 2024/25 target of 3.2%.

Risks to position

The main risks to the I&E position are:

- The impact of the cyber incident.
- The Trust fails to fully deliver the Elective Activity plan.
- The Trust fails to fully deliver the recurrent Cost Improvement Programme.
- The Trust fails to manage urgent care expenditure within planned levels.

Actions:

- Maximising elective capacity and recovery.
- Full delivery of recurrent CIP schemes and identification of non-recurrent underspends.
- Urgent care improvement plan.
- Full delivery of agreed mitigation plan.

Cumulative CIP**Narrative:**

The Trust has transacted £18.6m of recurrent CIP at M9 which is £6.1m behind plan. The Trust has risk adjusted the CIP forecast to £20.6m, a shortfall against target of £8.2m.

The Trust does not classify non-recurrent underspends as CIP but the forecast under-delivery of CIP is fully mitigated by non-recurrent underspends.

Risks to position:

- That the gap between target and identified schemes is not reduced.
- That the momentum on delivery of schemes is not sustained.
- That the capacity of the Trust is not sufficient to deliver across all improvement agendas.

Actions:

- Continuation of the Productivity and Improvement Programme.
- Implementation of the Board approved mitigation plan which includes acceleration of enhanced controls over variable expenditure.

Elective Activity**Narrative:**

The Trust delivered elective activity to the value of £7m in M9 and £92.3m YTD, an adverse variance of £16.7m for the year. This is primarily driven by the impact of the Cyber Incident, underperformance in respect of the Cheshire and Merseyside Surgical Centre (CMSC), a shortfall of elective and day cases in Surgery and a lower case mix within the Surgery Division.

Risks to position:

- That the Trust fails to utilise the elective capacity in place.
- That the current case mix of cases continues.

Actions:

- Implementation of the Board approved mitigation plan which includes increased productivity of core elective capacity and reduced reliance on non-core support.

Capital Expenditure

Narrative:

Description	Approved Budget at M1	Revision to Budget M2	Revision to Budget M6	Revision to Budget M7	Revised Budget
CDEL					
Internally Generated	£12.870m				£12.870m
ICB/PDC/WCT	£6.284m	-£1.400m	£1.953m		£6.837m
Charity	£1.000m			-£1.000m	£0.000m
Confirmed CDEL	£20.154m	-£1.400m	£1.953m	-£1.000m	£19.707m
Total Funding for Capital	£20.154m	-£1.400m	£1.953m	-£1.000m	£19.707m
Capital Programme					
Estates, facilities and EBME	£5.000m				£5.000m
Heating and chilled water pipework replacement	£2.100m				£2.100m
Operational delivery	£2.750m				£2.750m
Medical Education	£0.080m				£0.080m
Transformation	£1.000m				£1.000m
Digital	£0.750m				£0.750m
UECUP	£6.010m				£6.010m
Charity	£1.000m			-£1.000m	£0.000m
Approved Capital Expenditure Budget	£18.690m			-£1.000m	£17.690m
Diagnostics Digital	£0.064m				£0.064m
LIMS - PDC	£1.400m	-£1.400m			£0.000m
RAAC	£0.000m		£1.953m		£1.953m
Confirmed PDC	£1.464m	-£1.400m	£1.953m	£0.000m	£2.017m
Total Anticipated Expenditure on Capital	£20.154m	-£1.400m	£1.953m	-£1.000m	£19.707m
Under/(Over) Commitment	£0.000m	£0.000m	£0.000m	£0.000m	£0.000m

Spend at M9 totals £7.5m which is £1.2m behind plan. The delays primarily relate to the Central Sterile Services Department (CSSD) and Interventional Radiology business cases that have now been approved. We do not anticipate any underspend at year end.

The level of capital available for equipment replacement and infrastructure update is very limited and could be committed many times over. As a consequence there is continued review of both schemes and prioritisation decisions. Monitoring of risks associated with delivery of capital schemes and the overall programme will continue to be reported through the Estates and Capital Committee.

Risks to position:

- That delays and increased costs of significant schemes, such as UECUP, result in the diversion of funding from equipment replacement and the update of infrastructure with a consequential impact on quality of care.

Actions:

- Estates and Capital Committee to continue to monitor progress and risks from capital projects.

Cash Position**Narrative:**

The cash balance at the end of M9 was £3m. Applications for cash support in November and December were both rejected and the Trust was only able to maintain a positive cash balance by delaying expenditure through BPPC performance (see below) and increasing income by rephasing contract payments.

The reduction in the cash balance is presenting challenges on a daily basis with a direct impact on the BPPC target by volume and value. The year-to-date position of bills paid within target stands at 73.6% which is 21.4% lower than the national target of 95%. In M9 the Trust was only able to pay 54.8% of invoices received within the timeframe required to achieve BPPC. This reduced performance is a direct consequence of the Trust managing its cash position.

The Trust need for deficit and working capital support continues and, following Board approval, applied for cash support from NHSE in advance of Q4. Whilst this initial request was rejected, we have received confirmation that partial support of £3.5m will be provided for January. This will enable the Trust to service creditors until March when further cash support will be required. The Trust continues to review options and impact should the request for support in March not be approved in full. This is the principal risk in respect of our financial position.

Risks to position:

- Management of the cash trajectory is impacting significantly on BPPC performance.
- Failure to achieve the full recurrent CIP plan would mean that the cash trajectory cannot be achieved.
- The low level of cash headroom that the Trust is working within increases the impact of any delayed payment of income due to the Trust.

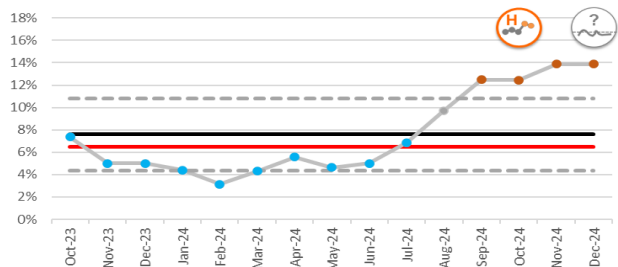
Actions:

- Continued daily monitoring and forecasting of the Trust cash position and PSPP performance.
- Monitoring and escalation of any aged debt delays.
- Discussions with ICB around mitigations for cash position and process for applying for cash support.
- Submission of request for additional cash support in March 2025.

Chief Information Officer

Operational Capacity

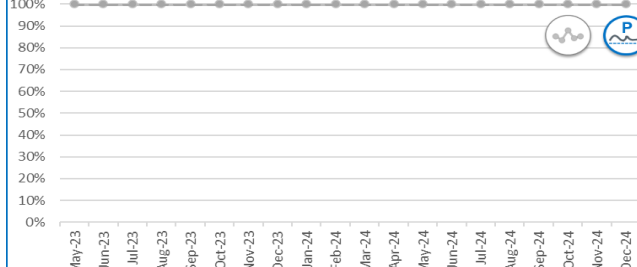
Staff Vacancy as % of workforce



Dec-24
13.9%
Variance Type
Special cause
variation - concerning
Threshold
<=6.5%
Assurance
Hit & miss target subject to random variation

Service responsiveness

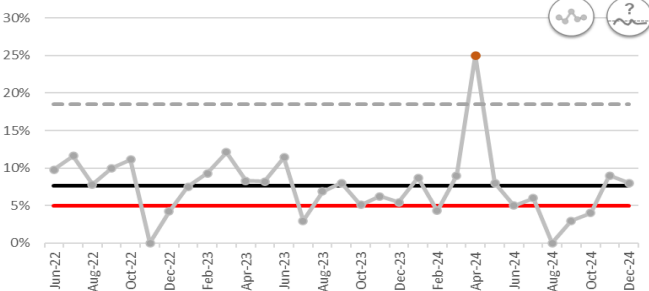
CareCERT alerts responded to within 72 hours



Dec-24
100%
Variance Type
Common cause
variation
Threshold
100%
Assurance
Performance consistently achieves the target

Service responsiveness

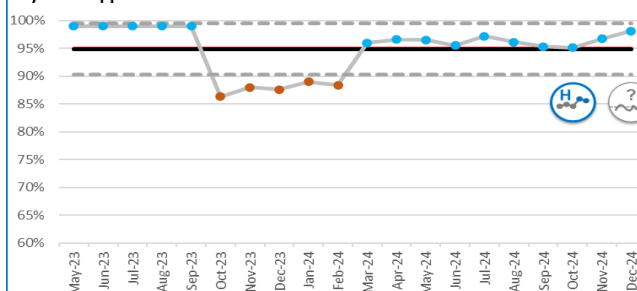
Service desk P2 - 4 hour calls closed outside SLA



Dec-24
8.0%
Variance Type
Common cause
variation
Threshold
<=5%
Assurance
Hit & miss target subject to random variation

Service responsiveness

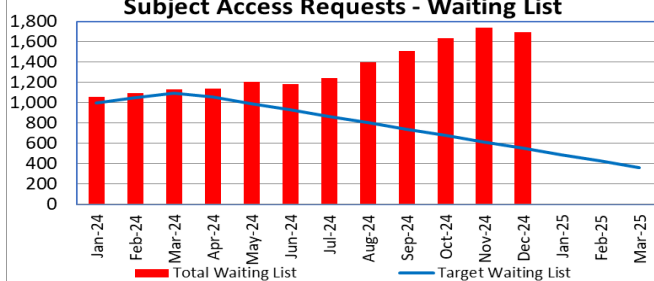
Cyber - Supported Servers



Dec-24
98.1%
Variance Type
Special cause
variation - improving
Threshold
>=95%
Assurance
Hit & miss target subject to random variation

Service responsiveness

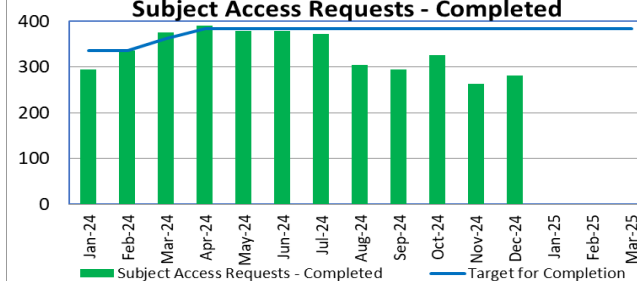
Subject Access Requests - Waiting List



Dec-24
1695
Variance
Total requests waiting worse than target
Threshold
738

Service responsiveness

Subject Access Requests - Completed



Dec-24
282
Variance
Completed requests worse than target
Target
384

Chief Information Officer

Overall position commentary

Strong performance is maintained in:

- CareCERT alerts at 100% - a key control for cyber-security.
- Cyber supported servers continue above the 95% threshold figure.
- P2 calls closed outside SLA – achieved target for December

Key areas for improvement are:

- Subject Access Requests (SARs) – completed requests were significantly below the trajectory, however numbers received in December were exceptionally low which resulted in a slight decrease in the overall backlog.
- Staff vacancies are currently at 13.9% of the workforce, which continues to impact the services provided. Prioritisation is key to maintaining confidence in the service and the morale of staff.

As part of the Cyber plan for 2025/26 the full suite of Cyber KPIs for board are being reviewed.

Service Responsiveness – Subject Access Requests

Narrative:

The organisation has experienced a year-on-year increase in volume and complexity of Subject Access Requests (SARs) totaling 41% since 2016. Change in legislation, increase in request numbers, the complexity of the requests and the evolving attitudes towards information rights have had a significant impact on the demand. This combination has led to a significant backlog of requests within the Access to Information department. As at January 2024 there was a backlog of circa 1,000 requests, with approximately 650 of those requests being outside of the regulatory 1 month response target.

The improvement trajectory for completing requests was 102 behind target in December with 282 being processed against a target of 384. Total requests waiting decreased slightly from 1736 in November to 1695 in December 2024. This was due to a decrease in requests for the month which is the usual trend around the period. We would expect figures to return to levels over and above the targeted trajectory within the recovery plan again during January and vacancies remaining in the department means that backlog figures are also likely to increase.

Actions:

- Implementation plan for new tracking software to help manage and streamline the process shows a go live date of early February 2025.
- Service Improvement team review will commence following introduction of the new database.
- Technical platform to be implemented allowing digital transfer of information to requestors which will improve productivity within the team.

Risks to position and/or actions:

- Risk posed by any further increase in demand
- Risk of further trajectory slippage depending on any personnel issues such as sickness, staff turnover
- Risk of not being able to appoint to established posts

Operational Capacity – Staff vacancy as a % of workforce.**Narrative:**

The last reporting period has seen a further increase in staff vacancies as a percentage of the workforce, rising to 13.9%. The increase is due to a number of staff departing to accept opportunities at a higher banding at other C&M organisations and the retirement of several long serving senior managers, particularly within the BI & Information department. There are some key areas of risk for the Trust in the areas of BI & Information, Development & Integration, Coding, Cyber Security, Access to Information, and more recently Clinical Analysis (with specialist knowledge of Laboratories)

The team continues to assess its workforce risks together with executive colleagues. Prioritisation of work is ongoing across the teams to ensure the reduced capacity we do have is focusing on the correct areas. Vacancies have been approved for the Business Intelligence Team and are currently being recruited to.

Actions:

- All departments across DHT have been risk assessed and proposals are being prioritised to address the high risk areas.
- Technical Cyber work is being managed by the Technical Infrastructure Team. The job description for the vacant Cyber Manager's post is being finalised and will be submitted to vacancy panel.
- Chief Technology Officer providing backup cover for Integration Team.
- Scoping work ongoing to understand the opportunity of collaboration with Community Trust in problem areas.
- Investigating Artificial Intelligence opportunities within the coding arena.

Risks to position and/or actions:

- Difficulties in recruiting the desired skill sets for vacated positions due to national skills shortages in those areas.
- Chief Technology Officer providing expert cover for Development & Integration is not sustainable.
- Prioritised vacancies are not approved at the exception process.
- Performance impacts across the department.

Council of Governors

Item 13

10 February 2025

Title	Trust Constitution Update
Area Lead	David McGovern, Director of Corporate Affairs
Author	James Jackson-Ellis, Corporate Governance Manager
Report for	Approval

Executive Summary and Report Recommendations

The purpose of this report is set out the proposed amendments to the Trust Constitution.

It is recommended that the Council of Governors:

- Approve the Trust Constitution; and
- Note the Trust Constitution also requires approval by the Board of Directors

Key Risks

This report relates to these key risks:

- BAF Risk 12 - Failure to work with local partners to address and reduce health inequalities across the Wirral population.

Contribution to Integrated Care System objectives (Triple Aim Duty):

Better health and wellbeing for everyone	Yes
Better quality of health services for all individuals	Yes
Sustainable use of NHS resources	Yes

Contribution to WUTH strategic objectives:

Outstanding Care: provide the best care and support	Yes
Compassionate workforce: be a great place to work	Yes
Continuous Improvement: maximise our potential to improve and deliver best value	Yes
Our partners: provide seamless care working with our partners	Yes
Digital future: be a digital pioneer and centre for excellence	Yes
Infrastructure: improve our infrastructure and how we use it.	Yes

Governance journey

Date	Forum	Report Title	Purpose/Decision
11 February 2025	Council of Governors	As above	As above

1	Narrative
1.1	<p>Following the Wirral System Review, the 100 Day Integration Plan has been developed and key programme area relates to Governance.</p> <p>In order to establish and embed effective governance arrangements to facilitate the integration between WUTH (Wirral University Teaching Hospital) and WCHC (Wirral Community Health and Social Care) there is requirement to update the Trust Constitution.</p> <p>The work to determine the most effective governance arrangements reflects the legal position:</p> <ul style="list-style-type: none"> • NHS Act permits NHSTs/FTs to agree arrangements for carrying out functions jointly 'with any other person'; and • From 2022, amendments to the NHS Act give greater freedom and more wide-ranging powers to NHST/FTs to collaborate with each other (and others e.g. Local Authorities) by inserting new delegation and joint committee powers (S65Z6 – joint committee / pooled fund) <p>The Constitution has been updated to reflect that WUTH may exercise joint working and joint committee powers under s.65Z6 of the NHS Act, including provisions to confirm that persons who are not (voting) Directors of the Trust may be members of a joint committee.</p> <p>The Constitution is appended to this report and the relevant changes are visible in track changes throughout section 3.</p> <p>In line with NHSE Collaboration Guidance functions central to the corporate governance of individual organisations' cannot be delegated, this includes the Accountable Officer, Audit Committee and Annual Report preparation.</p> <p>As set out in the Trust Constitution both the Council of Governors and Board of Directors are required to approve any change to the Trust Constitution. Following approval by the Council of Governors the Board of Directors will approve the amends at its next meeting on 5 March 2025. Upon approval the Trust Constitution will be updated on the Trust website.</p> <p>WCHC are in the process of updating their Constitution, this is anticipated to be completed in February.</p>

2	Implications
2.1	<p>Patients</p> <ul style="list-style-type: none"> • No implications
2.2	<p>People</p> <ul style="list-style-type: none"> • No implications
2.3	<p>Finance</p>

	<ul style="list-style-type: none">• No implications
2.4	Compliance <ul style="list-style-type: none">• No implications

**CONSTITUTION OF
WIRRAL UNIVERSITY TEACHING HOSPITAL
NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)**

This version of the constitution took effect on **TBD29.03.17**

Version ~~21.10~~

Constitution of Wirral University Teaching Hospital

NHS Foundation Trust

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1. **Name**

The name of the foundation trust is Wirral University Teaching Hospital NHS Foundation Trust (“the Foundation Trust”).

2. **Principal purpose**

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

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

2.3 The Foundation Trust may provide goods and services for any purpose related to:

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

2.3.2 The promotion and protection of public health.

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

3. **Powers**

3.1 The powers of the Foundation Trust are set out in the 2006 Act, updated in the Health and Social Care Act 2012 and Health and Care Act 2022.

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

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

3.4 The Trust may enter into arrangements for the carrying out, on such terms as the Trust considers appropriate, of any of its functions jointly with any other person.

3.5 The Trust may arrange for any of the functions exercisable by the Trust to be exercised by or jointly with any one or more of the following:

3.5.1 A relevant body;

- 3.5.2 A local authority within the meaning of section 2B of the 2006 Act;
- 3.5.3 A combined authority with the meaning of section 65Z5 of the 2006 Act.
- 3.6 The Trust may also enter into arrangements to carry out the functions of another relevant body, whether jointly or otherwise.
- 3.7 Where a function is exercisable by the Trust jointly with one or more of the other organisations mentioned at paragraph 3.5, those organisations and the Trust may:
- 3.7.1 Arrange for the function to be exercised by a joint committee of theirs;
- 3.7.2 Arrange for the Trust, one or more of those other organisations, or a joint committee of them, to establish and maintain a pooled fund in accordance with section 65Z6 of the 2006 Act
- 3.8 The Trust must exercise its functions effectively, efficiency and economically.
- 3.9 In making a decision about the exercise of its functions, the Trust must have regard to all likely effects of the decision in relation to:
- 3.9.1 The health and well-being of (including inequalities between) the people of England;
- 3.9.2 The quality of services provided to (including inequalities between benefits obtained by) individuals by or in pursuance of arrangements made by relevant bodies for or in connection with the prevention, diagnosis or treatment of illness, as part of the health service in England;
- 3.9.3 Efficiency and sustainability in relation to the use of resources by relevant bodies for the purposes of the health service in England.
- 3.10 In the exercise of its functions, the Trust must have regard to its duties under section 63B of the 2006 Act (complying with targets under section 1 of the Climate Change Act 2008 and section 5 of the Environment Act 2021, and to adapt any current or predicted impacts of climate change in the most recent report under section 56 of the Climate Change Act 2008).
- 3.11 For the purposes of this section, “relevant body” means NHSE, an integrated care board, an NHS Trust, a NHS foundation Trust (including the Trust) or such other body as may be prescribed under section 65Z5(2). “Relevant bodies” means two or more of these organisations as the context requires.

3.12 The arrangements under this paragraph 3 shall be in accordance with:

3.12.1 any applicable requirements imposed by the 2006 Act or regulations made under that Act;

3.12.2 any applicable statutory guidance that has been issued and;

3.12.3 otherwise on such terms as the Trust sees fit.

4. **Membership and constituencies**

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

4.1 a public constituency (Elected Governors); or

4.2 a staff constituency (Elected Governors).

4.3 stakeholder constituency (Appointed Governors)

Further provisions as to members are set out in Annex 9.

5. **Application for membership**

An individual who is eligible to become a member of the Foundation Trust may do so on application to the Foundation Trust.

6. **Public Constituency**

6.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Foundation Trust.

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

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

7. **Staff Constituency**

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

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

7.1.2 He has been continuously employed by the Foundation Trust under a contract of employment for at least 12 months.

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

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

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

Automatic membership by default – staff

7.5 An individual who is:

7.5.1 eligible to become a member of the Staff Constituency; and

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

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

8. **Restriction on membership**

- 8.1 An individual who is a member of a constituency, or of a class within a constituency, may not, while membership of that constituency or class continues, be a member of any other constituency or class.
- 8.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 8.3 The Company Secretary shall make the final decision about the constituency or class of a constituency of which an individual is eligible to be a member.
- 8.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Foundation Trust are set out in Annex 9.

9. **Council of Governors – composition**

- 9.1 The Foundation Trust is to have a Council of Governors, which shall comprise both Elected and Appointed Governors.
- 9.2 The composition of the Council of Governors is specified in Annex 3.
- 9.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

10. **Council of Governors – election of Governors**

- 10.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections, as may be varied from time to time
- 10.2 The Model Rules for Elections, as may be varied from time to time by the Department of Health, form part of this constitution and are attached at Annex 4.
- 10.3 A variation of the Model Rules by the Department of Health shall not constitute a variation of the terms of this constitution. For the avoidance of doubt, the Foundation Trust cannot amend the Model Rules.

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

11. **Council of Governors - tenure**

11.1 Subject to the provisions of Annex 5, an Elected Governor shall normally hold office for a period of 3 years commencing immediately after the Annual Members' meeting at which his election is announced.

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

11.3 An Elected Governor shall be eligible for re-election at the end of his term.

11.4 An Elected Governor may not hold office for more than nine consecutive years, and shall not be eligible for re-election if he has already held office for more than six consecutive years. An Elected Governor who has ceased to hold office in accordance with this paragraph shall, from then on, not be eligible for election.

11.5 Subject to the provisions of Annex 5, an appointed Governor shall normally hold office for a period of 3 years commencing immediately after the Annual Members' meeting at which his appointment is announced.

11.6 An Appointed Governor shall cease to hold office if the Appointing Organisation which appointed him terminates the appointment.

11.7 An Appointed Governor shall be eligible for re-appointment at the end of his term.

11.8 An Appointed Governor may not hold office for more than nine consecutive years, and shall not be eligible for re-appointment if he has already held office for more than six consecutive years. An Appointed Governor who has ceased to hold office in accordance with this paragraph shall, from then on, not be eligible for re-appointment.

11.9 For the purposes of these provisions concerning terms of office for Elected and Appointed Governors, –yearll means a period commencing immediately after the conclusion of the Annual Members' meeting, and ending at the conclusion of the next Annual Members' meeting.

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

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

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

12.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been

discharged in respect of it;

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

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

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

13. **Council of Governors – general duties**

13.1 The general duties of the Council of Governors are –

13.1.1 To hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors; and

13.1.2 To represent the interests of the members of the Foundation Trust as a whole and the interest of the public.

13.2 The Foundation Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as Governors.

14. **Council of Governors – meetings of Governors**

14.1 The Chair of the Foundation Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 22.1 below) or, in his absence, the Deputy Chair (appointed in accordance with the provisions of paragraph 23 below) or, in his or her absence, one of the non-executive Directors, shall preside at meetings of the Council of Governors. If the person presiding at any such meeting has a conflict of interest in relation to the business being discussed, the Lead Governor of the Council of Governors (appointed in accordance with the provisions of paragraph 4 of Annex 5) will chair that part of the meeting.

14.2 Meetings of the Council of Governors shall be open to members of the public unless the Council of Governors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds. Members of the public may be excluded from a meeting if they are interfering with or preventing the proper conduct of the meeting or for other special reasons.

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

more of the Directors to attend a meeting of the Council of Governors.

15. **Council of Governors – standing orders**

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 7.

16. **Council of Governors – referral to the Panel**

16.1 In this paragraph, –“the Panel” means a panel of persons appointed by NHSI to which a Governor of the Foundation Trust may refer a question as to whether the Foundation Trust has failed or is failing –

16.1.1 To act in accordance with its constitution; or

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

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

17. **Council of Governors - conflicts of interest of Governors**

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

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

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

19. **Council of Governors – further provision**

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

20. **Board of Directors – composition**

20.1 The Foundation Trust is to have a Board of Directors, which shall comprise both executive and non-executive Directors.

20.2 Subject to paragraph 20.3, the Board of Directors is to comprise:

20.2.1 a non-executive Chair;

20.2.2 not more than seven other non-executive Directors; and

20.2.3 not more than seven executive Directors,

- 20.3 At least half of the Board of Directors, excluding the non-executive Chair, shall at all times comprise non-executive Directors.
- 20.4 One of the executive Directors shall be the Chief Executive.
- 20.5 The Chief Executive shall be the Accounting Officer.
- 20.6 One of the executive Directors shall be the Director of Finance.
- 20.7 One of the executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).
- 20.8 One of the executive directors is to be a registered nurse or a registered midwife.

21. **Board of Directors – qualification for appointment as a non-executive Director**

A person may be appointed as a non-executive Director only if he is –

- 21.1 a member of the Public Constituency; and
- 21.2 not disqualified by virtue of paragraph 25 below or Annex 6.

22. **Board of Directors – appointment and removal of Chair and other non-executive directors**

- 22.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Foundation Trust and the other non-executive Directors.
- 22.2 Removal of the Chair or another non-executive Director shall require the approval of three-quarters of the members of the Council of Governors.
- 22.3 Further details as to the appointment and removal of the Chair and other non-executive Directors is set out in Annex 6.

23. **Board of Directors – appointment of Deputy Chair**

The Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive Directors as a Deputy Chair.

24. **Board of Directors - appointment and removal of the Chief Executive and other executive Directors**

- 24.1 The non-executive Directors shall appoint or remove the Chief Executive.
- 24.2 The appointment of the Chief Executive shall require the approval of

the Council of Governors.

24.3 A committee consisting of the Chair, the Chief Executive and other non-executive Directors shall appoint or remove the other executive Directors.

24.4 The Board of Directors may nominate one of the executive Directors to be the Deputy Chief Executive.

25. **Board of Directors – disqualification**

The following may not become or continue as a member of the Board of Directors:

25.1 a person who has been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence or charged with an offence that has not yet been disposed of.

25.2 a person who has been erased, removed or struck off a register of professionals maintained by a regulator of health or social care

25.3 a person who has been sentenced to imprisonment for three months or more within the last five years

25.4 a person who is an undischarged bankrupt or subject to a bankruptcy order or an interim bankruptcy order.

25.5 a person who has an undischarged arrangements with creditors

25.6 a person who have been included on any barring list preventing them from working with children or vulnerable adults.

25.7 a person who has any current NHS Counter Fraud and Security Management Service investigation following allegations made against them.

25.8 a person who has been investigated by the Police, or any other investigatory body resulting in their dismissal from employment.

25.9 a person who is currently the subject of any investigation or fitness to practice proceedings by any licensing or regulatory body in the UK or any other country?

25.10 a person who does not have the qualifications, skills and experience necessary for the position they hold on the Board.

25.11 a person who is not capable of undertaking the relevant position, after any reasonable adjustments under the Equality Act 2010.

25.12 a person who has been responsible for any misconduct or mismanagement in the course of any employment with a CQC registered provider

- 25.13 a person who is prohibited from holding the relevant position under any other law; eg under the Companies Act or the Charities Act.

Further provisions as to the circumstances in which an individual may not become or continue as a member of the Board of Directors are set out at Annex 6.

26. **Board of Directors – general duty**

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

27. **Board of Directors – standing orders**

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 8.

28. **Board of Directors - conflicts of interest of Directors**

- 28.1 The duties that a Director of the Foundation Trust has by virtue of being a Director include, in particular: -

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

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

- 28.2 The duty referred to in paragraph 28.1.1 is not infringed if:

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

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

- 28.3 The duty referred to in paragraph 28.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

- 28.4 In paragraph 28.1.2, ‘a third party’ means a person other than:

28.4.1 The Foundation Trust; or

28.4.2 A person acting on the Foundation Trust’s behalf.

- 28.5 The Standing Orders for the Board of Directors shall make provision for the disclosure of interests and arrangements for the exclusion of a Director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

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

29.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other non-executive Directors.

29.2 The Foundation Trust shall establish a committee of up to 4 non-executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive Directors.

30. **Registers**

The Foundation Trust shall have:

30.1 a register of members showing, in respect of each member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

30.2 a register of members of the Council of Governors;

30.3 a register of interests of Governors;

30.4 a register of Directors; and

30.5 a register of interests of the Directors.

31. **Admission to and removal from the registers**

The Company Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this constitution.

32. **Registers – inspection and copies**

32.1 The Foundation Trust shall make the registers specified in paragraph 30 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

32.2 The Foundation Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Foundation Trust, if the member so requests.

32.3 So far as the registers are required to be made available:

32.3.1 they are to be available for inspection free of charge at all reasonable times; and

32.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

32.4 If the person requesting a copy or extract is not a member of the Foundation Trust, the Foundation Trust may impose a reasonable

charge for doing so.

33. **Documents available for public inspection**

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

- 33.1.1 a copy of the current constitution;
- 33.1.2 a copy of the latest Annual Accounts and of any report of the Auditor on them; and
- 33.1.3 a copy of the latest Annual Report;
- 33.1.4 a copy of the latest information as to its forward planning;
and
- 33.1.5 a copy of the Foundation Trust's membership strategy.

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

- 33.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act;
- 33.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;
- 33.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act;
- 33.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;
- 33.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act;
- 33.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;
- 33.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;
- 33.2.8 a copy of any final report published under section 65I

(administrator's final report);

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

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

33.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy or extract.

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

34. **Auditor**

34.1 The Foundation Trust shall have an auditor.

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

35. **Audit committee**

The Foundation Trust shall establish a committee of non-executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

36. **Accounts**

36.1 The Foundation Trust must keep proper accounts and proper records in relation to the accounts.

36.2 NHSI may, with the approval of the Secretary of State, give directions to the Foundation Trust as to the content and form of its accounts.

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

36.4 The Foundation Trust shall prepare in respect of each Financial Year Annual Accounts in such form as NHSI may, with the approval of the Secretary of State, direct.

36.5 The functions of the Foundation Trust with respect to the preparation of the Annual Accounts shall be delegated to the Accounting Officer.

37. **Annual report, forward plans and non-NHS work**

37.1 The Foundation Trust shall prepare an Annual Report and send it to NHSI.

37.2 The Annual Report must include:

- 37.2.1 information on any steps taken by the Foundation Trust to secure that (taken as a whole) the actual membership of the Public Constituency (taking into account the need for those eligible for such membership to be representative of those to whom the Foundation Trust provides services) and of the classes of the Staff Constituency is representative of those eligible for such membership;
 - 37.2.2 information on the Foundation Trust's policy on pay, the work of the committee established pursuant to paragraph 29.2 and such other procedures as the Foundation Trust has on pay.
 - 37.2.3 information on the remuneration of Directors and expenses of Governors and Directors, to be disclosed in bands.
- 37.3 The Foundation Trust shall give information as to its forward planning in respect of each Financial Year to NHSI.
- 37.4 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 37.5 In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 37.6 Each forward plan must include information about:
 - 37.6.1 The activities other than the provision of goods and services for the purposes of the health service in England that the Foundation Trust proposes to carry on; and
 - 37.6.2 The income it expects to receive from doing so.
- 37.7 Where a forward plan contains a proposal that the Foundation Trust carry on an activity of the kind mentioned in paragraph 37.6.1, the Council of Governors must:
 - 37.7.1 Determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfillment by the Foundation Trust of its principal purpose or the performance of its other functions; and
 - 37.7.2 Notify the Directors of the Foundation Trust of its determination.
- 37.8 Where the Foundation Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England, it may implement the proposal only if more than half of the members of the Council of Governors voting approve its implementation.

38. **Meeting of Council of Governors to consider annual accounts and reports**

38.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

- 38.1.1 the annual accounts;
- 38.1.2 any report of the auditor on them; and
- 38.1.3 the annual report.

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

38.3 The Foundation Trust may combine a meeting of the Council of Governors with the Annual Members' Meeting for the purposes of paragraph 38.1.

39. **Instruments**

39.1 The Foundation Trust shall have a seal.

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

40. **Amendment of the Constitution**

40.1 The Foundation Trust may make amendments of its constitution only if:

- 40.1.1 More than half of the members of the Council of Governors of the Foundation Trust voting approve the amendments; and
- 40.1.2 More than half of the members of the Board of Directors of the Foundation Trust voting approve the amendments.

40.2 Amendments made under paragraph 40.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

40.3 Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Foundation Trust):

- 40.3.1 At least one member of the Council of Governors must attend the next Annual Members' meeting and present the amendment; and

40.3.2 The Foundation Trust must give the members an opportunity to vote on whether they approve the amendment.

40.4 If, in accordance with paragraph 40.3, more than half of the members voting approve the amendment to the constitution in relation to the powers or duties of the Council of Governors, the amendment continues to have effect. Otherwise, the amendment ceases to have effect and the Foundation Trust must take such steps as are necessary as a result.

40.5 Amendments by the Foundation Trust of its constitution are to be notified to Monitor. For the avoidance of doubt, NHSI's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

41. **Mergers**

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

42. **Significant transactions**

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

42.2 For the purposes of this paragraph:

42.2.1 "Transaction" may be either an investment or a disinvestment.

42.2.2 A transaction is "significant" if its value equates to 15% of either the Foundation trust's Gross Assets, Income or Gross Capital (inclusive of the transaction), calculated with reference to the Foundation Trust's opening Balance Sheet for the Financial Year in which approval is being sought.

42.2.3 If more half of the members of the Council of Governors voting at a meeting of the Council decline to approve a significant transaction or any part of it, the meeting must approve a Statement of Reasons for its rejection for the Board of Directors.

43. **Notice**

43.1 Unless otherwise stated, any notice required by this constitution to be given shall be given in writing or shall be given using electronic communications to an address for the time being notified for that purpose. –Addressll in relation to electronic communications includes any number or address used for the purposes of such communications

- 43.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be treated as delivered 72 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 72 hours after it was sent.

44. **Interpretation and definitions**

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006, as amended by the Health and Social Care Act 2012.

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

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

“the Accounting Officer”	means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;
“Appointed Governors”	means those Governors appointed by the appointing organisations;
“Appointing Organisations”	means those organisations named in this constitution who are entitled to appoint Governors;
“Company Secretary”	means the Company Secretary of the Foundation Trust or any other person appointed to perform the duties of the Company Secretary, including a joint, assistant or deputy Company Secretary;
“Constitution”	means this constitution and all annexes to it;
“Director”	means a member of the Board of Directors;
“Elected Governors”	means those Governors elected by the Public constituency and the classes of the Staff Constituency;
“Financial Year”	means: (a) the period beginning with the date on which the Foundation Trust is authorised and ending with the next 31 March; and (b) each successive period of twelve months beginning with 1 April;

“Local Authority Governor”	means a Governor appointed by one or more local authorities whose area includes the whole or part of an area for a public constituency of the Foundation Trust;
“NHSI”	means the body corporate known as NHS Improvement, as provided by Section 61 of the 2012 Act;
“Partner”	means, in relation to another person, a member of the same household living together as a family unit;
“Public Governor”	means a Governor elected by the members of one of the areas of the Public Constituency;
“Staff Governor”	means a Governor elected by the members of one of the classes of the Staff Constituency;
“the 2006 Act”	means the National Health Service Act 2006;
“the 2012 Act”	means the Health and Social Care Act 2012;
“Voluntary Organisation”	means a body, other than a public or local authority, the activities of which are not carried on for profit.

ANNEX 1 – THE PUBLIC CONSTITUENCY

(Paragraphs 6.1 and 6.3)

Bebington and Clatterbridge
Bidston and Claughton
Birkenhead, Tranmere and Rock Ferry
Bromborough and Eastham
Greasby, Frankby, Irby, Upton and Woodchurch
Heswall, Pensby and Thingwall
Leasowe, Moreton and Saughall Massie
Liscard and Seacombe
Neston, Little Neston, Parkgate, Riverside, Burton, Ness, Willaston and Thornton
New Brighton and Wallasey
North West and North Wales¹
Oxton and Prenton
West Wirral

The minimum number of members of each of the areas of the Public Constituency is to be four.

¹ This area of the Public Constituency comprises:

- the geographical area covered by the Betsi Cadwaladr University Local Health Board as set out in the Local Health Boards (Establishment and Dissolution) (Wales) Order 2009; and
- any other geographical area covered by the North West Strategic Health Authority, as set out in the Strategic Health Authorities (Establishment and Abolition) (England) Order 2006, which is not already included within any other area of the Public Constituency.

ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 7.3 and 7.4)

1. Registered medical practitioners and registered dentists
2. Registered nurses and registered midwives
3. Other healthcare professional staff
4. Other Trust staff

The minimum number of members of each class of the Staff Constituency is to be four.

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 9.2 and 9.3)

The Council of Governors of the Foundation Trust is to comprise:

- 1 thirteen Public Governors from the following areas of the Public Constituency:
 - 1.1 Bebington and Clatterbridge – one Public Governor;
 - 1.2 Bidston and Claughton – one Public Governor;
 - 1.3 Birkenhead, Tranmere and Rock Ferry – one Public Governor;
 - 1.4 Bromborough and Eastham – one Public Governor;
 - 1.5 Greasby, Frankby, Irby, Upton and Woodchurch – one Public Governor;
 - 1.6 Heswall, Pensby and Thingwall – one Public Governor;
 - 1.7 Leasowe, Moreton and Saughall Massie – one Public Governor;
 - 1.8 Liscard and Seacombe – one Public Governor;
 - 1.9 Neston, Little Neston, Parkgate, Riverside, Burton, Ness, Willaston and Thornton – one Public Governor;
 - 1.10 New Brighton and Wallasey – one Public Governor;
 - 1.11 North West and North Wales – one Public Governor;
 - 1.12 Oxtan and Prenton – one Public Governor; and
 - 1.13 West Wirral – one Public Governor.
- 2 five Staff Governors from the following classes:
 - 2.1 registered medical practitioners and registered dentists – one Staff Governor;
 - 2.2 registered nurses and registered midwives – two Staff Governors;
 - 2.3 other healthcare professional staff – one Staff Governor; and
 - 2.4 other Trust staff – one Staff Governor.
- 3 two Local Authority Governors to be appointed by Wirral Metropolitan Borough Council.

- 4 Two Governors to be appointed by:
 - 4.1 Liverpool University – one Partnership Governor;
 - 4.2 Wirral Third Sector Assembly – one Partnership Governor.

ANNEX 4 –THE MODEL RULES FOR ELECTIONS

(Paragraph 10.2)

Model Election Rules

Part 1 - Interpretation

1. Interpretation

Part 2 – Timetable for election

2. Timetable
3. Computation of time

Part 3 – Returning officer

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

Part 4 - Stages Common to Contested and Uncontested Elections

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

Part 5 – Contested elections

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

Action to be taken before the poll

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

The poll

26. Eligibility to vote
27. Voting by persons who require assistance
28. Spoilt ballot papers
29. Lost ballot papers
30. Issue of replacement ballot paper
31. Declaration of identity for replacement ballot papers

Procedure for receipt of envelopes

32. Receipt of voting documents
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Part 1 - Interpretation

1. Interpretation – (1) In these rules, unless the context otherwise requires -

–corporationll means the public benefit corporation subject to this constitution;

–electionll means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the board of governors;

–the regulatorll means the Independent Regulator for NHS foundation trusts; and

–the 2003 Actll means the Health and Social Care (Community Health and Standards) Act 2003.

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

Part 2 – Timetable for election

2. Timetable - The proceedings at an election shall be conducted in accordance with the following timetable.

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time - (1) In computing any period of time for the purposes of the timetable -

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

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

(2) In this rule, ~~bank holiday~~ means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

Part 3 – Returning officer

4. Returning officer – (1) Subject to rule 64, the returning officer for an election is to be appointed by the corporation.

(2) Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff – Subject to rule 64, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure - The corporation is to pay the returning officer –

- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
- (b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation – The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

Part 4 - Stages Common to Contested and Uncontested Elections

8. Notice of election – The returning officer is to publish a notice of the election stating –

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the board of governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers and the date and time by which they must be received by the returning officer,
- (f) the date and time by which any notice of withdrawal must be received by the returning officer
- (g) the contact details of the returning officer, and
- (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates – (1) Each candidate must nominate themselves on a single nomination paper.

(2) The returning officer-

- (a) is to supply any member of the corporation with a nomination paper, and
- (b) is to prepare a nomination paper for signature at the request of any member of the corporation,

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

10. Candidate's particulars – (1) The nomination paper must state the candidate's -

- (a) full name,
- (b) contact address in full, and

- (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests – The nomination paper must state –

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party,

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

12. Declaration of eligibility – The nomination paper must include a declaration made by the candidate–

- (a) that he or she is not prevented from being a member of the board of governors by paragraph 8 of Schedule 1 of the 2003 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate – The nomination paper must be signed and dated by the candidate, indicating that –

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

14. Decisions as to the validity of nomination – (1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer-

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination paper is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

(2) The returning officer is entitled to decide that a nomination paper is invalid only on one of the following grounds -

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

2. that the paper does not contain the candidate's particulars, as required by rule 10;
3. that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
4. that the paper does not include a declaration of eligibility as required by rule 12, or
5. that the paper is not signed and dated by the candidate, as required by rule 13.

(3) The returning officer is to examine each nomination paper as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

(4) Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.

(5) The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination paper.

15. Publication of statement of candidates – (1) The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

(2) The statement must show –

- (a) the name, contact address, and constituency or class within a constituency of each candidate standing, and
- (b) the declared interests of each candidate standing,

as given in their nomination paper.

(3) The statement must list the candidates standing for election in alphabetical order by surname.

(4) The returning officer must send a copy of the statement of candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

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

(1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) available for inspection by members of the public free of charge at all reasonable times.

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

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

18. Method of election – (1) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the board of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

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

(3) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be board of governors, then –

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

Part 5 – Contested elections

19. Poll to be taken by ballot – (1) The votes at the poll must be given by secret ballot.

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

20. The ballot paper – (1) The ballot of each voter is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

(2) Every ballot paper must specify –

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board of governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

- (e) instructions on how to vote,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

(3) Each ballot paper must have a unique identifier.

(4) Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public and patient constituencies) – (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each ballot paper.

(2) The declaration of identity is to include a declaration –

- (a) that the voter is the person to whom the ballot paper was addressed,
- (b) that the voter has not marked or returned any other voting paper in the election, and
- (c) for a member of the public or patient constituency, of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.

(3) The declaration of identity is to include space for –

- (a) the name of the voter, (b)
the address of the voter,
- (c) the voter's signature, and
- (d) the date that the declaration was made by the voter.

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

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

Action to be taken before the poll

22. List of eligible voters – (1) The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

(2) The list is to include, for each member, a mailing address where his or her ballot paper is to be sent.

23. Notice of poll - The returning officer is to publish a notice of the poll stating—

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the address for return of the ballot papers, and the date and time of the close of the poll,
- (g) the address and final dates for applications for replacement ballot papers, and
- (h) the contact details of the returning officer.

24. Issue of voting documents by returning officer – (1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following documents to each member of the corporation named in the list of eligible voters—

- (a) a ballot paper and ballot paper envelope,
- (b) a declaration of identity (if required),
- (c) information about each candidate standing for election, pursuant to rule 59 of these rules, and
- (d) a covering envelope.

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

25. Ballot paper envelope and covering envelope – (1) The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

(2) The covering envelope is to have –

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

(3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –

- (a) the completed declaration of identity if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

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

27. Voting by persons who require assistance – (1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

(2) Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

28. Spoilt ballot papers (1) – If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a –spoilt ballot paper), that voter may apply to the returning officer for a replacement ballot paper.

(2) On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

(3) The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she –

- (a) is satisfied as to the voter's identity, and
- (b) has ensured that the declaration of identity, if required, has not been returned.

(4) After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (–the list of spoilt ballot papers) –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

29. Lost ballot papers – (1) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.

(2) The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she –

- (a) is satisfied as to the voter's identity,
- (b) has no reason to doubt that the voter did not receive the original ballot paper, and
- (c) has ensured that the declaration of identity if required has not been returned.

(3) After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list (–the list of lost ballot papersII) –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the replacement ballot paper.

30. Issue of replacement ballot paper– (1) If a person applies for a replacement ballot paper under rule 28 or 29 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue a replacement ballot paper unless, in addition to the requirements imposed rule 28(3) or 29(2), he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

(2) After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list (–the list of tendered ballot papersII) –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the replacement ballot paper issued under this rule.

31. Declaration of identity for replacement ballot papers (public and patient constituencies) – (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.

(2) The declaration of identity is to include a declaration –

- (a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and
- (b) of the particulars of that member's qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.

(3) The declaration of identity is to include space for –

- (a) the name of the voter,
- (b) the address of the voter,
- (c) the voter's signature, and

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

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

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

Procedure for receipt of envelopes

32. Receipt of voting documents – (1) Where the returning officer receives a –

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

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

(2) The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, but must make arrangements to ensure that no person obtains or communicates information as to –

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

(3) The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33. Validity of ballot paper – (1) A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.

(2) Where the returning officer is satisfied that paragraph (1) has been fulfilled, he or she is to –

- (a) put the declaration of identity if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

(3) Where the returning officer is not satisfied that paragraph (1) has been fulfilled, he or she is to –

- (a) mark the ballot paper -disqualifiedll,

- (b) if there is a declaration of identity accompanying the ballot paper, mark it as —disqualifiedll and attach it the ballot paper,
- (c) record the unique identifier on the ballot paper in a list (the –list of disqualified documentsll); and
- (d) place the document or documents in a separate packet.

34. Declaration of identity but no ballot paper (public and patient constituency) – Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to –

- (a) mark the declaration of identity –disqualifiedll,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and
- (c) place the declaration of identity in a separate packet.

35. Sealing of packets – As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, the returning officer is to seal the packets containing–

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the declarations of identity if required,
- (c) the list of spoilt ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

Part 6 - Counting the votes

stv36. Interpretation of Part 6 – In Part 6 of these rules –

–continuing candidatell means any candidate not deemed to be elected, and not excluded,

–countll means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

–deemed to be electedll means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

–markll means a figure, an identifiable written word, or a mark such as –Xll,

–non-transferable votell means a ballot paper –

- (a) on which no second or subsequent preference is recorded for a continuing candidate, or
- (b) which is excluded by the returning officer under rule stv44(4) below,

–preferencell as used in the following contexts has the meaning assigned below–

- (a) –first preferencell means the figure –1ll or any mark or word which clearly indicates a first (or only) preference,
- (b) –next available preferencell means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and
- (c) in this context, a –second preferencell is shown by the figure –2ll or any mark or word which clearly indicates a second preference, and a third preference by the figure –3ll or any mark or word which clearly indicates a third preference, and so on,

–quotall means the number calculated in accordance with rule stv41 below,

–surplusll means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable papers from the candidate who has the surplus,

–stage of the countll means –

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

–transferable paperll means a ballot paper on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

–transferred votell means a vote derived from a ballot paper on which a second or subsequent preference is recorded for the candidate to whom that paper has been transferred, and

–transfer valuell means the value of a transferred vote calculated in accordance with paragraph (4) or (7) of rule stv42 below.

37. Arrangements for counting of the votes – The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

38. The count – (1) The returning officer is to –

- (a) count and record the number of ballot papers that have been returned, and
- (b) count the votes according to the provisions in this Part of the rules.

(2) The returning officer, while counting and recording the number of ballot papers and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper.

(3) The returning officer is to proceed continuously with counting the votes as far as is practicable.

Stv39. Rejected ballot papers – (1) Any ballot paper –

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure –111 standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words –one11, –two11, –three11 and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

(2) The returning officer is to endorse the word –rejected11 on any ballot paper which under this rule is not to be counted.

(3) The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of paragraph (1).

fpp39. Rejected ballot papers – (1) Any ballot paper –

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall, subject to paragraphs (2) and (3) below, be rejected and not counted.

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

(3) A ballot paper on which a vote is marked –

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

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

(4) The returning officer is to –

- (a) endorse the word ~~rejected~~ on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under paragraph (2) or (3) above, endorse the words ~~rejected in part~~ on the ballot paper and indicate which vote or votes have been counted.

(5) The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings –

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

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

stv40. First stage – (1) The returning officer is to sort the ballot papers into parcels according to the candidates for whom the first preference votes are given.

(2) The returning officer is to then count the number of first preference votes given on ballot papers for each candidate, and is to record those numbers.

(3) The returning officer is to also ascertain and record the number of valid ballot papers.

stv41. The quota – (1) The returning officer is to divide the number of valid ballot papers by a number exceeding by one the number of members to be elected.

(2) The result, increased by one, of the division under paragraph (1) above (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as –the quotal).

(3) At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in paragraphs (1) to (3) of rule stv44 has been complied with.

stv42. Transfer of votes – (1) Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot papers on which first preference votes are given for that candidate into sub-parcels so that they are grouped –

- (a) according to next available preference given on those papers for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

(2) The returning officer is to count the number of ballot papers in each parcel referred to in paragraph (1) above.

(3) The returning officer is, in accordance with this rule and rule stv43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (1)(a) to the candidate for whom the next available preference is given on those papers.

(4) The vote on each ballot paper transferred under paragraph (3) above shall be at a value (–the transfer valuell) which –

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot papers on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

(5) Where at the end of any stage of the count involving the transfer of ballot papers, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot papers in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped –

- (a) according to the next available preference given on those papers for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

(6) The returning officer is, in accordance with this rule and rule stv43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (5)(a) to the candidate for whom the next available preference is given on those papers.

- (7) The vote on each ballot paper transferred under paragraph (6) shall be at –
- (a) a transfer value calculated as set out in paragraph (4)(b) above, or
 - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

(8) Each transfer of a surplus constitutes a stage in the count.

(9) Subject to paragraph (10), the returning officer shall proceed to transfer transferable papers until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

(10) Transferable papers shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are –

- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
- (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

(11) This rule does not apply at an election where there is only one vacancy.

stv43. Supplementary provisions on transfer – (1) If, at any stage of the count, two or more candidates have surpluses, the transferable papers of the candidate with the highest surplus shall be transferred first, and if –

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable papers of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable papers of the candidate on whom the lot falls shall be transferred first.

(2) The returning officer shall, on each transfer of transferable papers under rule stv42 above –

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,

- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare—
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

(3) All ballot papers transferred under rule stv42 or stv44 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that paper or, as the case may be, all the papers in that sub-parcel.

(4) Where a ballot paper is so marked that it is unclear to the returning officer at any stage of the count under rule stv42 or stv44 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot paper as a non-transferable vote; and votes on a ballot paper shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

stv44. Exclusion of candidates – (1) If—

- (a) all transferable papers which under the provisions of rule stv42 above (including that rule as applied by paragraph (11) below) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule stv45 below, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where paragraph (12) below applies, the candidates with the then lowest votes).

(2) The returning officer shall sort all the ballot papers on which first preference votes are given for the candidate or candidates excluded under paragraph (1) above into two sub-parcels so that they are grouped as—

- (a) ballot papers on which a next available preference is given, and
- (b) ballot papers on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).

(3) The returning officer shall, in accordance with this rule and rule stv43 above, transfer each sub-parcel of ballot papers referred to in paragraph (2)(a) above to the candidate for whom the next available preference is given on those papers.

(4) The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

(5) If, subject to rule stv45 below, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable papers, if any, which had been transferred to any candidate excluded under paragraph (1) above into sub-parcels according to their transfer value.

(6) The returning officer shall transfer those papers in the sub-parcel of transferable papers with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those papers (thereby passing over candidates who are deemed to be elected or are excluded).

(7) The vote on each transferable paper transferred under paragraph (6) above shall be at the value at which that vote was received by the candidate excluded under paragraph (1) above.

(8) Any papers on which no next available preferences have been expressed shall be set aside as non-transferable votes.

(9) After the returning officer has completed the transfer of the ballot papers in the sub-parcel of ballot papers with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot papers with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under paragraph (1) above.

(10) The returning officer shall after each stage of the count completed under this rule—

- (a) record –
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
- (b) add that total to the previous total of votes recorded for each candidate and record the new total,
- (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
- (d) compare—
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

(11) If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with paragraphs (5) to (10) of rule stv42 and rule stv43.

(12) Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

(13) If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest—

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

stv45. Filling of last vacancies – (1) Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

(2) Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

(3) Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

stv46. Order of election of candidates – (1) The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule stv42(10) above.

(2) A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

(3) Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

(4) Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

fpp46. Equality of votes – Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

Part 7 – Final proceedings in contested and uncontested elections

fpp47. Declaration of result for contested elections – (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to –

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the board of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected–
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 4(4) of the 2003 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation; and
- (c) give public notice of the name of each candidate whom he or she has declared elected.

(2) The returning officer is to make –

- (a) the total number of votes given for each candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule fpp39(5),

available on request.

stv47. Declaration of result for contested elections – (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to—

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 4(4) of the 2003 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

(2) The returning officer is to make –

- (a) the number of first preference votes for each candidate whether elected or not,

- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule stv39(1),

available on request.

48. Declaration of result for uncontested elections – In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election –

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

Part 8 – Disposal of documents

49. Sealing up of documents relating to the poll – (1) On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets –

- (a) the counted ballot papers,
- (b) the ballot papers endorsed with –rejected in partll,
- (c) the rejected ballot papers, and
- (d) the statement of rejected ballot papers.

(2) The returning officer must not open the sealed packets of –

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the declarations of identity,
- (c) the list of spoilt ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

(3) The returning officer must endorse on each packet a description of –

- (a) its contents,

- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

50. Delivery of documents – Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the returning officer is to forward them to the chair of the corporation.

51. Forwarding of documents received after close of the poll – Where –

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

52. Retention and public inspection of documents – (1) The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the regulator, cause them to be destroyed.

(2) With the exception of the documents listed in rule 53(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

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

53. Application for inspection of certain documents relating to an election –

(1) The corporation may not allow the inspection of, or the opening of any sealed packet containing –

- (a) any rejected ballot papers, including ballot papers rejected in part,
- (b) any disqualified documents, or the list of disqualified documents,
- (c) any counted ballot papers,
- (d) any declarations of identity, or
- (e) the list of eligible voters,

by any person without the consent of the Regulator.

(2) A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

(3) The Regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

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

(4) On an application to inspect any of the documents listed in paragraph (1), –

- (a) in giving its consent, the regulator, and
- (b) and making the documents available for inspection, the corporation,

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

- (i) that his or her vote was given, and
- (ii) that the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

fpp54. Countermand or abandonment of poll on death of candidate – (1) If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to

- (a) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

(2) Where a new election is ordered under paragraph (1), no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

(3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (7) are to apply.

(4) The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 33 and 34, and is to make up separate sealed packets in accordance with rule 35.

(5) The returning officer is to –

- (a) count and record the number of ballot papers that have been received, and
- (b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

(6) The returning officer is to endorse on each packet a description of –

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

(7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning officer is to deliver them to the chairman of the corporation, and rules 52 and 53 are to apply.

stv54. Countermand or abandonment of poll on death of candidate – (1) If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to –

- (a) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballot papers which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot papers which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

(2) The ballot papers which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot papers pursuant to rule 49(1)(a).

Part 10 – Election expenses and publicity

Election expenses

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

56 Expenses and payments by candidates - A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to –

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of [£100].

57. Election expenses incurred by other persons – (1) No person may -

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

(2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 58 and 59.

Publicity

58. Publicity about election by the corporation – (1) The corporation may –

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

(2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 59, must be –

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and

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

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

59. Information about candidates for inclusion with voting documents - (1)

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

(2) The information must consist of –

- (a) a statement submitted by the candidate of no more than [250] words, [and]
- [(b) a photograph of the candidate.]

60. Meaning of “for the purposes of an election” - (1) In this Part, the phrase –for the purposes of an electionll means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase –for the purposes of a candidate’s electionll is to be construed accordingly.

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

Part 11 – Questioning elections and the consequence of irregularities

61. Application to question an election – (1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.

(2) An application may only be made once the outcome of the election has been declared by the returning officer.

(3) An application may only be made to the Regulator by -

- (a) a person who voted at the election or who claimed to have had the right to vote, or
- (b) a candidate, or a person claiming to have had a right to be elected at the election.

(4) The application must –

- (a) describe the alleged breach of the rules or electoral irregularity, and

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

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

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

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

(8) The determination by the person or persons nominated in accordance with Rule 61(7) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.

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

Part 12 – Miscellaneous

62. Secrecy – (1) The following persons –

- (a) the returning officer,
- (b) the returning officer's staff,

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

- (i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the candidate(s) for whom any member has voted.

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

(3) The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

63. Prohibition of disclosure of vote – No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

64. Disqualification – A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is –

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

65. Delay in postal service through industrial action or unforeseen event – If industrial action, or some other unforeseen event, results in a delay in –

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers and declarations of identity,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

ANNEX 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

(Paragraphs 11.1, 11.5, 12.3 and 19)

Elected Governors

1. A member of the Public Constituency may not vote at an election for a Public Governor unless within twenty-one days before they vote they have made a declaration in the form specified by the Company Secretary that they are qualified to vote as a member of the relevant area of the Public Constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

Appointed Governors

2. The Company Secretary, having consulted Wirral Metropolitan Borough Council, is to adopt a process for agreeing the appointment of Local Authority Governors with that local authority.
3. The other Appointed Governors are to be appointed by their respective Appointing Organisations, in accordance with a process agreed by that organisation with the Company Secretary.

Appointment of Lead Governor of the Council of Governors

4. The Council of Governors shall appoint one of the Governors to be Lead Governor of the Council of Governors, who shall hold office for a period of two years from their date of appointment.

Further provisions as to eligibility to be a Governor

5. Paragraphs 6 – 7 apply in addition to the grounds set out at paragraph 11 and 12 of the constitution.
6. A person may not be appointed as an Appointed Governor and, if already holding office as an Appointed Governor, will immediately cease to do so if, he is an Elected Governor or a candidate for election as an Elected Governor.
7. A person may not become a Governor (whether Appointed or Elected) of the Foundation Trust, and, if already holding such office, will immediately cease to do so, if:
 - 7.1 he is a Director of the Foundation Trust or a Governor or Director of an NHS body (unless he is appointed by an Appointing Organisation which is an NHS body);
 - 7.2 he is the spouse, Partner, parent or child of a member of the Board of Directors of the Foundation Trust;

- 7.3 he is a member of a local authority's Scrutiny Committee covering health matters;
- 7.4 he is an employee or appointed official of Local Healthwatch;
- 7.5 he has been previously removed as a Governor pursuant to paragraph 8 of this Annex 5.
- 7.6 being a member of the Public Constituency, he refuses to sign a declaration in the form specified by the Company Secretary of particulars of his qualification to vote as a member of the Foundation Trust, and that he is not prevented from being a member of the Council of Governors;
- 7.7 he is subject to a sex offender order;
- 7.8 he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body;
- 7.9 he is a person whose tenure of office as the Chair or as a member or Director of an NHS body has been terminated on the grounds that his appointment is not in the interests of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;
- 7.10 he is incapable by reason of mental disorder, illness or injury in managing and administering his property and/or affairs;
- 7.11 he has had his name removed from any list prepared under Parts 4, 5, 6 or 7 of the 2006 Act and has not subsequently had his name included in such a list;
- 7.12 he is a member of a class of the Staff Constituency and any professional registration relevant to his eligibility to continue to be a member of that class of the Staff Constituency has been suspended (by way of an imposition of a penalty) for a continuous period of more than six months; or
- 7.13 he is a Member of the UK Parliament.

8. Resignation, Removal and Disqualification of a Governor

Voluntary

- 8.1 A Governor may decide to resign from office by putting this in writing to the Chairman and/or the Company Secretary.
- 8.2 Resignation is effective upon receipt by the Chairman and/or the Company Secretary.
- 8.3 At the first Council of Governors' meeting following any such resignation, the Company Secretary shall ensure that an agenda item is proposed to formally communicate the departing Governor's resignation and to

discuss and agree how the vacancy created by the resignation may be filled, in accordance with paragraphs 9 – 11 of this Annex 5 of this Constitution.

Ineligibility

- 8.4 The eligibility requirements to become and to continue as a Governor are set out in paragraphs 6 and 7 of Annex 5 of this Constitution. Governors are personally responsible for ensuring that they continue to meet these requirements throughout their term in office.
- 8.5 The Governors' Code of Conduct has been updated to include the requirements of the Fit and Proper Persons Test as required by the Trust's Provider Licence.
- 8.6 A Governor must notify the Chairman or the Company Secretary within 5 days upon becoming aware of a circumstance which brings their eligibility to continue as a Governor into doubt.
- 8.7 The Chairman shall discuss any such notification with the Governor at the first available opportunity, following which:
- 8.8 the Governor may agree that he/she must step down from office, in which case he/she will provide written confirmation as such to the Chairman and, upon receipt of such notice, the process at paragraph 3 above applies; or if the Chairman considers the Governor ineligible to continue in post and if the Governor disagrees and considers that they are eligible to continue as a Governor, the process set out below at paragraphs 8.9 – 8.23 will apply.

Removal from office

- 8.9 The following individuals may present a proposal to the Council of Governors that a Governor should be removed from office:
- 8.10 The Chairman, Company Secretary or 5 Governors.
- 8.11 Any such proposal must be based on one or more of the following grounds:
 - 8.11.1 consistent and unjustifiable failure to attend 3 consecutive meetings of the Council of Governors without reasonable excuse
 - 8.11.2 an actual or potential conflict of interest which prevents or has prevented the Governor in the proper exercise of their duties,

- 8.11.3 breach of specific provisions of the Trust's Code of Conduct for Governors or otherwise actions which are incompatible with a values of the Trust
 - 8.11.4 refusal without reasonable cause to undertake any mandatory training which the Council of Governors requires all Governors to undertake
 - 8.11.5 failure to accept, sign and return the Code of Conduct for Governors'
- 8.12 Upon receipt of such a proposal, the Chairman together with the Company Secretary and the Lead Governor will be asked to investigate and identify whether the proposed grounds may be substantiated including undertaking interviews/discussions with the Governor in question, as appropriate.
- 8.13 Should the Chairman and/or the Company Secretary and the Lead Governor determine that there may be a case for removal, they must serve the Governor in question with written notice of:
- 8.13.1 The allegations against the Governor;
 - 8.13.2 The evidence on which such allegations are based (including copies of any such evidence were possible); and
 - 8.13.3 What action it is proposed that the Trust/Council of Governors shall take if the allegations are found to be proven.
- 8.14 The possible actions that may be taken pursuant to paragraph 8.13.3 are:
- 8.14.1 No further action necessary
 - 8.14.2 A letter of censure (explaining the breach and required behaviour going forwards),
- Or, if the Governor concerned has committed a serious breach of the code of conduct, or acted in a manner detrimental to the interests of the Foundation Trust and it is considered that it is not in the best interests of the Foundation Trust for them to continue as a Governor,
- 8.14.3 A letter outlining the recommendation to the Council of Governors for the removal from office
- 8.15 Upon receipt of such notice under 8.14.2 or 8.14.3, the Governor has 28 days to provide written representations as to:

- 8.15.1 which, if any, allegations he/she accepts or denies and, if the latter, his or her reasons together with supporting evidence;
 - 8.15.2 whether he/she agrees or disagrees with the proposed action and, if the latter, his or her reasons together with any applicable supporting evidence.
- 8.16 Upon receipt of a Governor's representations in accordance with paragraph 8.15, the Chairman with the Company Secretary shall have 28 days within which to serve the Governor with a response which may confirm that all/some allegations are upheld or that the proposed action is/are no longer being pursued by the Trust.
- 8.17 Following service of representations in accordance with paragraphs 8.15 and 8.16, where there is a dispute as to the allegations against a Governor and the proposed action is for removal, an independent assessor agreeable to both the Trust and Governor should be requested to consider the evidence and determine whether the proposed removal is reasonable or otherwise.
- 8.18 The independent assessor will be sought from a panel of Chairpersons and Company Secretaries in the North West. The independent assessors decision will be final.
- 8.19 Following service of representations in accordance with paragraph 8.15 and any report from an independent assessor appointed in accordance with paragraph 8.18, the following documents will be presented to the Council of Governors:
- 8.19.1 Notice in accordance with paragraph 8.13;
 - 8.19.2 Representations received in accordance with paragraph 8.15;
 - 8.19.3 Response received in accordance with paragraph 8.16; and
 - 8.19.4 Any report received in accordance with paragraph 8.18.
- 8.20 Whereupon the Council of Governors will decide whether the Governor should be removed by a resolution approved by not less than three-quarters of the remaining Governors present and voting.
- 8.21 The vote in these circumstances will be by secret ballot and for purposes of clarity the Chairman will be included and have a casting vote as required. The outcome of the vote will be applied with immediate effect.
- 8.23 A Governor whose tenure of office is terminated under paragraph above shall not be eligible to be re-appointed by the Trust.

Communication

- 8.24 Upon effective resignation by a Governor or a Council of Governors' final decision to remove a Governor, the Trust will arrange for members and the Board of Directors to be advised of the resignation/removal by the Chairman with the Company Secretary.

Vacancies amongst Governors

9. Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.
10. Where the vacancy arises amongst the Appointed Governors, the Company Secretary shall request that the Appointing Organisation appoints a replacement to hold office for the remainder of the term of office.
11. Where the vacancy arises amongst the Elected Governors, the Council of Governors shall be at liberty either:
- 11.1 to call an election within three months to fill the seat for the remainder of that term of office; or
- 11.2 to invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election for any unexpired period of the term of office. Should that candidate decline, the Council of Governors shall be at liberty to approach each of the remaining next highest polling candidates in order until the seat is filled in accordance with this paragraph, failing which the options referred to in paragraphs 11.1 and 11.3 of this Annex shall be available to the Council of Governors; or
- 11.3 if the unexpired period of the term of office is less than six months, to leave the seat vacant until the next elections are held.

ANNEX 6 - ADDITIONAL PROVISIONS – BOARD OF DIRECTORS

(Paragraphs 21.2, 22.3 and 25)

Appointment and Removal of Chair and other Non-executive Directors

1. Non-executive Directors are to be appointed by the Council of Governors using the following procedure.
 - 1.1 The Council of Governors will maintain a policy for the composition of the non-executive Directors which takes account of the membership strategy, and which they shall review from time to time and not less than every three years.
 - 1.2 The Board of Directors may work with an external organisation recognised as expert at appointments to identify the skills and experience required for non-executive Directors.
 - 1.3 Appropriate candidates will be identified by a Nominations Committee through a process of open competition, which takes account of the policy maintained by the Council of Governors and the skills and experience required, referred to in paragraphs 1.1 and 1.2 above.
 - 1.4 The Nominations Committee will comprise the Chair of the Foundation Trust (or, when a Chair is being appointed, the Deputy Chair unless they are standing for appointment, in which case another non-executive Director), three elected Public Governors, one elected Staff Governor and one Appointed Governor. The Nominations Committee will be advised by an independent assessor, who may be a chair of another Foundation Trust. The Chief Executive will be entitled to attend meetings of the Nominations Committee unless the Committee decides otherwise and the Committee shall take into account the Chief Executive's views.
2. The removal of the Chair or another non-executive Director shall be in accordance with the following procedures.
 - 2.1 Any proposal for removal must be proposed by a Governor and seconded by not less than ten Governors including at least two Elected Governors and two Appointed Governors.
 - 2.2 Written reasons for the proposal shall be provided to the non-executive Director in question, who shall be given the opportunity to respond to such reasons.
 - 2.3 In making any decision to remove a non-executive Director, the Council of Governors shall take into account the annual appraisal carried out by the Chair.
 - 2.4 If any proposal to remove a non-executive Director is not approved at a meeting of the Council of Governors, no further proposal can be put

forward to remove such non-executive Director based upon the same reasons within twelve (12) months of that meeting.

Further provisions as to disqualification of Directors

3. Paragraph 4 of this Annex applies in addition to the grounds set out at paragraph 25 of the constitution.
4. A person may not become or continue as a Director of the Foundation Trust if:
 - 4.1 he is a member of the Council of Governors or a Governor or Director of an NHS body;
 - 4.2 he is an employee or appointed official of Local Healthwatch;
 - 4.3 he is the spouse, Partner, parent or child of a member of the Board of Directors of the Foundation Trust;
 - 4.4 he is a member of a local authority's Scrutiny Committee covering health matters;
 - 4.5 he is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
 - 4.6 he is a person whose tenure of office as a Chair or as a member or Director of an NHS body has been terminated on the grounds that his appointment is not in the interests of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;
 - 4.7 he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body;
 - 4.8 in the case of a non-executive Director, he has refused without reasonable cause to fulfill any training requirement established by the Board of Directors; or
 - 4.9 he has refused to sign and deliver to the Company Secretary a statement in the form required by the Board of Directors confirming acceptance of the Code of Conduct for Directors.
 - 4.10 he fails to disclose any direct or indirect pecuniary or non-pecuniary interest required to be disclosed under this constitution and is required to permanently vacate his office by a majority of the remaining Directors and (in the case of a non-executive Director) by three quarters of the Council of Governors.

Expenses

5. The Foundation Trust may reimburse executive Directors travelling and other costs and expenses incurred in carrying out their duties at such rates as the remuneration committee of non-executive Directors decides. These are to be disclosed in the annual report.

ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

(Paragraph 15)

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Interpretation

- 1.1. Save as permitted by law, the Chair of the Foundation Trust shall be the final authority on the interpretation of Standing Orders (on which he shall be advised by the Chief Executive and Director of Finance).
- 1.2. Any expression to which a meaning is given in the National Health Service Act 2006 shall have the same meaning in this interpretation and in addition:

"Board" shall mean the Chair of the Foundation Trust and non-executive Directors, appointed by the Council of Governors, and the Executive Directors appointed by the Remuneration and Appointments Committee of the Board.

"Chair" is the person appointed by the Council of Governors in accordance with paragraph 22 of this constitution. The expression –the Chairll shall be deemed to include the non-executive Director appointed by the Council of Governors to take on the Chair’s duties if the Chair is absent or is otherwise unavailable (the Deputy Chair) and any other non-executive Director appointed to take on the duties of Chair in the absence of the Deputy Chair. The expression –the Chairll shall also, for the purpose of these Standing Orders, be deemed to include the Lead Governor for so long as the Lead Governor chairs a meeting of the Council in accordance with standing order 3.3 of these Standing Orders.

"Chief Executive" shall mean the chief officer of the Foundation Trust.

"Committee" shall mean a committee appointed by the Council of Governors.

"Committee members" shall be persons formally appointed by the Council of Governors to sit on or to chair specific committees.

"Company Secretary" shall mean the person appointed by the Board to ensure the Foundation Trust complies with relevant legislation and to establish procedures for the sound governance of the Foundation Trust.

"Director" shall mean a person appointed to the Board of Directors in accordance with the Foundation Trust’s constitution and includes the Chair of the Foundation Trust.

"Foundation Trust" means the Wirral University Teaching Hospital NHS Foundation Trust.

"Lead Governor" means the person appointed by the Council of Governors in accordance with Annex 5 paragraph 4 of the constitution to be Lead Governor of the Council of Governors.

"Motion" means a formal proposition to be discussed and voted on during the course of a meeting.

"Officer" means an employee of the Foundation Trust.

2. General Information

- 2.1. The purpose of the Council of Governors Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all Council meetings and associated deliberations. The Council shall at all times seek to comply with the Foundation Trust's Code of Conduct for Governors.
- 2.2. All business shall be conducted in the name of the Foundation Trust.
- 2.3. The Board of Directors shall appoint Foundation Trustees to administer separately charitable funds received by the Foundation Trust and for which they are accountable to the Charity Commission.
- 2.4. A Governor who has acted honestly and in good faith will not have to meet out of his own personal resources any personal civil liability which is incurred in the execution or purported execution of his functions as a Governor save where the Governor has acted recklessly. Any costs arising in this way will be met by the Foundation Trust. The Foundation Trust may purchase and maintain insurance against this liability for the benefit of members of the Council of Governors.

3. Composition of the Council of Governors

- 3.1. The composition of the Council of Governors shall be in accordance with paragraph 9 and Annex 3 of the Foundation Trust's Constitution.
- 3.2. **Appointment and Removal of the Chair, Deputy Chair and Lead Governor of the Council of Governors** - These appointments shall be made by the Governors in accordance with paragraphs 22 and 23 and Annex 5 paragraph 4 of the Foundation Trust's constitution.
- 3.3. **Duties of Deputy Chair and Lead Governor** – For the purpose of these Standing Orders and meetings of the Council of Governors, where the Chair of the Foundation Trust has died or has otherwise ceased to hold office or where he has been unable to perform his duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Deputy Chair of the Foundation Trust or, in the event that the Deputy Chair has died or has otherwise ceased to hold office or where he has been unable to perform his duties as Deputy Chair owing to illness, absence from England and Wales or any other cause, to the non-executive Director appointed to take on the duties of Chair in the absence of the Deputy Chair. If the person presiding at any meeting of the Council of Governors has a conflict of interest in relation to the business being discussed, the Lead Governor appointed by the Council of Governors will chair that part of the meeting.

4. Meetings of the Council of Governors

4.1. Meetings held in Public

- 4.1.1 As stipulated by paragraph 14.2 of the constitution, meetings of the Council of Governors shall be open to members of the public unless the Council of Governors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds.
- 4.1.2 However, the Chair may exclude any member of the public from the meeting of the Council if he considers that he is interfering with or preventing proper conduct of the meeting or for other special reasons pursuant to paragraph 14.2 of the constitution.
- 4.1.3 Meetings of the Council of Governors shall be held at least three times in each financial year at such times and places that the Council of Governors may determine.
- 4.1.4 Without prejudice to the power of paragraph 14.3 of the constitution to require one or more Directors of the Foundation Trust to attend a meeting of the Council of Governors so that it may obtain information about the Foundation Trust's performance of its functions or the Directors' performance of their duties (and decide whether to propose a vote on the Foundation Trust's or Directors' performance), the Council may invite the Chief Executive, other appropriate Directors or other officers of the Foundation Trust to attend any meeting of the Council to enable Governors to raise questions about the Foundation Trust's affairs. The Council may also invite a representative of the auditor or any of the other Foundation Trust's advisors, to attend a meeting of the Council.

4.2 Calling Meetings

- 4.2.1 Notwithstanding standing order 4.1.3 above, the Company Secretary or the Chair may call a meeting of the Council of Governors at any time.
- 4.2.2 Ten Governors (including at least two Elected Governors and two Appointed Governors) may call a meeting of the Council of Governors at any time by giving written notice to the Company Secretary specifying the business to be carried out. On receipt of such a request by ten Governors, the Company Secretary shall send a written notice to all Governors and shall, save in the case of emergencies or the need to conduct urgent business, call a meeting on at least fourteen but not more than twenty-eight days' notice to discuss the specified business. If the Company Secretary

fails to call such a meeting, then the ten Governors shall call such a meeting.

4.3 Notice of Meetings

4.3.1 Before each meeting of the Council of Governors, a written notice of the meeting, specifying the date and place of the meeting, shall be delivered by the Company Secretary to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least fourteen clear days before the meeting. Lack of service of the notice on any Governor shall not affect the validity of a meeting, subject to paragraph 4.3.4 below. Notice of the meeting shall also be published on the Foundation Trust's website.

4.3.2 Notwithstanding the above requirement for notice, the Company Secretary or the Chair may waive notice in the case of emergencies or in the case of the need to conduct urgent business.

4.3.3 In the case of a meeting called by the Company Secretary at the request of ten Governors or in the case of a meeting called by ten Governors in default of the Company Secretary, no business shall be transacted at the meeting other than that specified in the notice.

4.3.4 Subject to paragraph 4.3.2, failure to serve notice on more than three quarters of Governors will invalidate any meeting. A notice will be presumed to have been served 72 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 72 hours after it was sent.

4.4 Setting the Agenda

4.4.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council and shall be addressed prior to any other business being conducted.

4.4.2 Save for in the case of a meeting called by the Company Secretary at the request of ten Governors and in the case of a meeting called by ten Governors, a Governor desiring a matter to be included on an agenda shall make his request in writing to the Company Secretary at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Company Secretary or the Chair.

4.4.3 The Company Secretary shall make arrangements to ensure that the final agenda and any supporting papers for the meeting, following the receipt of any requests in accordance with 4.4.2

above, are delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him/her at least five clear days before the meeting. For the avoidance of doubt, the final agenda and/or supporting papers may be delivered using electronic communications in accordance with paragraph 43.1 of the constitution.

4.5 Chair of Meeting

At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting or the Council of Governors is meeting to appoint or remove the Chair or decide his remuneration and allowances and other terms and conditions of office, the Deputy Chair shall preside. If the Deputy Chair is absent from the meeting, or the Council of Governors is meeting to appoint or remove the Deputy Chair or decide his remuneration and allowances and other terms and conditions of office, the Non-Executive Director appointed to take on the duties of Chair in the absence of the Deputy Chair shall preside. If the person presiding at any meeting of the Council of Governors has a conflict of interest in relation to the business being discussed, the Lead Governor appointed by the Council of Governors will chair that part of the meeting.

4.6 Notices of Motions

4.6.1 A Governor of the Foundation Trust desiring to move or amend a motion shall send a written notice thereof at least two clear days before the meeting to the Company Secretary, who shall insert this in the agenda for the meeting. All notices so received are subject to the notice given being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to section 4.3.3 of these Standing Orders.

4.6.2 A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

4.6.3 Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Governors who gave it and also the signature of four other Governors. When any such motion has been disposed of by the Assembly it shall not be competent for any Governor, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if he considers it appropriate.

4.6.4 The mover of a motion shall have a right of reply at the close of

any discussion on the motion or any amendment thereto.

4.6.5 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

- (a) An amendment to the motion.
- (b) The adjournment of the discussion or the meeting.
- (c) The appointment of an ad hoc committee to deal with a specific item of business.
- (d) That the meeting proceed to the next business.
- (e) That the motion be now put.

Such a motion, if seconded, shall be disposed of before the motion, which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

In the case of motions under (d) and (e), to ensure objectivity, motions may only be put by a Governor who has not previously taken part in the debate.

4.7 Attendance at Meetings

4.7.1 The Council of Governors may in exceptional circumstances agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

4.7.2 Governors who are unable to attend a meeting should advise the Company Secretary in advance of the meeting so that their apologies may be submitted.

4.8 Chair's Ruling

Statements of Governors made at meetings of the Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.9 Voting

4.9.1 Decisions at meetings shall be determined by a majority of the votes of the Governors present and voting, save that the removal of the Chair or another Non-Executive Director from office shall require the approval of three-quarters of the members of the Council of Governors. In the case of any equality of votes, the person presiding shall have a second or casting vote. However,

no resolution shall be passed if it is opposed by all of the Public Governors present.

- 4.9.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 4.9.3 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 4.9.4 If a Governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.9.5 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.9.6 An Elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Company Secretary of the particulars of their qualification to vote as a member of the Foundation Trust and that they are not prevented from being a member of the Foundation Trust. An Elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors and every agenda for meetings of the Council of Governors shall draw this to the attention of the Governors.
- 4.9.7 The result of any vote shall be included in the minutes of the meeting and the minutes will be conclusive evidence of the result of the vote.

4.10 Suspension of Standing Orders

- 4.10.1 Except where this would contravene any statutory provision or a direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of members of the Council are present and that a majority of those present vote in favour of suspension.
- 4.10.2 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 4.10.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.
- 4.10.4 No formal business may be transacted while Standing Orders are

suspended.

4.10.5 The Foundation Trust's Audit Committee shall review every decision to suspend Standing Orders.

4.11 Variation and Amendment of Standing Orders

These Standing Orders may be amended in accordance with the provisions of paragraph 38 of the Foundation Trust's constitution only if

4.11.1 notice of a motion to amend the Standing Orders has been given; and

4.11.2 the variation/amendment proposed does not contravene a statutory provision or a direction made by the Secretary of State

4.12 Record of Attendance

The names of the Governors present at the meeting shall be recorded in the minutes.

4.13 Minutes

4.13.1 The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.

4.13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.13.3 Minutes shall be circulated in accordance with the Governors' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded in accordance with standing order 4.1.1 of these Standing Orders.

4.14 Quorum

4.14.1 No business shall be transacted at a meeting of the Council of Governors unless at least eight Governors, including not less than five Public Governors are present.

4.14.2 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determine and notice

of the adjourned meeting shall be circulated to members of the Council of Governors. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Governors present during the meeting is to be a quorum.

4.14.3 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5. Arrangements for the Exercise of Functions by Delegation

- 5.1 **Emergency Powers** - The powers which the Council of Governors has retained to itself within these Standing Orders may in an emergency be exercised by the Chair after having consulted at least five elected Governors. The exercise of such powers by the Chair shall be reported to the next formal meeting of the Council for ratification.
- 5.2 **Delegation of duties** – The Council of Governors may delegate duties to an individual Governor, committee or sub-committee but only under a clear remit approved by the Council.
- 5.3 **Delegation of powers** - The Council may not delegate any of its powers to an individual Governor, committee or sub-committee.
- 5.4 **Committees** – The Council of Governors may appoint committees consisting of its members, Directors and other persons to assist it in carrying out its functions. The Council may, through the Company Secretary, request that advisors assist it or any committee it appoints in carrying out their duties. These Standing Orders shall, so far as they are applicable, apply, with appropriate alteration, to meetings of any committees established by the Council.
- 5.5 Each such committee shall have such terms of reference and be subject to such conditions, as the Council shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders. The Council shall approve the membership of all committees that it formally constitutes and shall determine the Chair of each such committee.

6. Confidentiality

A member of the Council of Governors or any committee appointed by the Council shall not disclose a matter dealt with by, or brought before, the Council of Governors or the committee as the case may be, without its permission, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee resolves that it is confidential.

7. Declaration of Interests and Register of Interests

7.1 Declaration of Interests

Governors are required to comply with the Foundation Trust's Standards of Business Conduct and to declare interests that are relevant and material to the Council. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.

7.1.1 Interests regarded as "relevant and material" include any of the following, held by a Governor, or the spouse or Partner of a Governor:

- a. Directorships, including non-executive Directorships, held in private companies or PLCs (with the exception of those of dormant companies).
- b. Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS
- c. Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS
- d. A position of authority in a charity or Voluntary Organisation in the field of health and social care.
- e. Any connection with a voluntary or other organization contracting for NHS service
- f. private practice
- g. other employment including agency/locum cover for another organization other than WUTH
- h. care provided to patients where their care is funded by the NHS but the income is not received by the Trust

7.1.2 Interests which shall not be treated as -relevant and material are:

- a. Shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange.
- b. An employment contract with the Foundation Trust held by a Staff Governor.
- c. An employment contract with a local authority held by a Local Authority Governor.

d. An employment contract with or other position of authority within an Appointing Organisation held by an Appointed Governor.

7.1.3 If a Governor has any doubt about the relevance of an interest, he should discuss it with the Chair who shall advise him whether or not to disclose the interest.

7.1.4 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes and entered on a Register of Interests of Governors to be maintained by the Company Secretary. Any changes in interests should be declared at the next Council meeting following the change occurring.

7.1.5 During the course of a Council meeting, if a conflict of interest is established, the Governor concerned shall withdraw from the meeting and play no part in the relevant discussion or decision. He shall not be entitled to vote on the issue in respect of which the conflict of interest has been established (and if by inadvertence they do remain and vote, their vote shall not be counted).

7.1.6 Any Governor who fails to disclose any interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Governors in accordance with Annex 5 of the constitution.

7.2 Register of Interests

7.2.1 The Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Governors.

7.2.2 Details of the Register will be kept up to date and reviewed annually.

7.2.3 The Register will be available to the public.

8. Compliance - Other Matters

8.1 All Governors shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Foundation Trust.

8.2 All Governors shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Foundation Trust.

8.3 All Governors shall comply with the Foundation Trust's Code of Conduct for Governors as amended from time to time.

8.4 All Governors must behave in accordance with the seven Nolan principles of behaviour in Public Life: -

Selflessness;

Integrity;

Objectivity;

Accountability;

Openness;

Honesty, and

Leadership.

9. Resolution of Disputes with Board of Directors

9.1. Should a dispute arise between the Council and the Board of Directors, then the disputes resolution procedure set out below shall be followed.

9.2. The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.

9.3. Failing resolution under 9.2 above, then the Board or the Council, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.

9.4. The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board or Council as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

9.5. The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 9.2 above shall be repeated.

9.6. If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 9.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as

the case may be, there is no prospect of a resolution (partial or otherwise) then he shall advise the Council and Board accordingly.

- 9.7. On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 9.8. On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.
- 9.9. Nothing in this procedure shall prevent the Council, if it so desires, from informing NHSI that, in the Council's opinion, the Board has not responded constructively to concerns of the Council that the Foundation Trust is not meeting the terms of its constitution or failed to comply with the NHS Act 2006.

10. Validity of actions

No defect or deficiency in the appointment or composition of the Council of Governors shall affect the validity of any action taken by the Council of Governors.

11. Council Performance

The Chair shall, at least annually, lead a performance assessment process for the Council to enable the Council to review its roles, structure and composition, and procedures, taking into account emerging best practice.

ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

(Paragraph 27)

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1. Interpretation

- 1.1. Save as permitted by law, the Chair of the Foundation Trust shall be the final authority on the interpretation of Standing Orders (on which s/he shall be advised by the Chief Executive and Director of Finance).
- 1.2. Any expression to which a meaning is given in the National Health Services Act 2006 shall have the same meaning in this interpretation and in addition:

"Accounting Officer" shall be the Officer responsible and accountable for funds entrusted to the Foundation Trust. He shall be responsible for ensuring the proper stewardship of public funds and assets. For this Foundation Trust it shall be the Chief Executive.

"Board" shall mean the Chair of the Foundation Trust and non-executive Directors, appointed by the Council of Governors, and the executive Directors appointed by the Appointments Committee of the Board.

"Budget" shall mean a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Foundation Trust.

"Chair" is the person appointed by the Council of Governors in accordance with paragraph 22 of the Constitution. The expression –the Chairll shall be deemed to include the Deputy Chair or otherwise a non-executive Director appointed by the Board to preside for the time being over its meetings.

"Chief Executive" shall mean the chief officer of the Foundation Trust.

"Committee" shall mean a committee appointed by the Board.

"Committee members" shall be persons formally appointed by the Board of Directors to sit on or to chair specific committees.

"Company Secretary" shall mean the person appointed by the Board of Directors to ensure the Foundation Trust complies with relevant legislation and to establish procedures for the sound governance of the Foundation Trust.

"Director" shall mean a person appointed to the Board of Directors in accordance with the Foundation Trust's Constitution and includes the Chair.

"Foundation Trust" means the Wirral University Teaching Hospital NHS Foundation Trust.

"Motion" means a formal proposition to be discussed and voted on during the course of a meeting.

"Nominated Officer" means an Officer charged with the responsibility for discharging specific tasks within Standing Orders.

"Officer" means an employee of the Foundation Trust.

2. General Information

- 2.1. The purpose of the Board Standing Orders is to ensure that the highest standards of corporate governance are achieved in the Board and throughout the organisation. The Board shall at all times seek to comply with the Foundation Trust's Code of Conduct for Directors.
- 2.2. All business shall be conducted in the name of the Foundation Trust.
- 2.3. The Directors shall appoint Foundation Trustees to administer separately charitable funds received by the Foundation Trust and for which they are accountable to the Charity Commission.
- 2.4. A Director who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Director save where the Director has acted recklessly. Any costs arising in this way will be met by the Foundation Trust. The Foundation Trust may purchase and maintain insurance against this liability for the benefit of members of the Board.

3. Composition of the Board

- 3.1. The composition of the Board shall be in accordance with paragraph 20 of the Foundation Trust's constitution.
- 3.2. **Appointment and Removal of the Chair and Non-Executive Directors** - The Chair and non-executive Directors are appointed/removed by the Council of Governors in accordance with the Foundation Trust's Constitution.
- 3.3. **Appointment and Removal of the Executive Directors** – The Appointments Committee of the Board (excluding the Chief Executive) shall appoint the Chief Executive (which appointment shall be approved by the Council of Governors). The Remuneration and Appointments Committee of the Board (inclusive of the Chief Executive) shall appoint or remove the other executive Directors.

- 3.4. **Appointment and Removal of Deputy Chair** – For the purpose of enabling the proceedings of the Foundation Trust to be conducted in the absence of the Chair, the Council of Governors of the Foundation Trust will appoint one of the non-executive Directors to be the Deputy Chair.
- 3.5. **Powers of Deputy Chair** - Where the Chair of the Foundation Trust has died or has otherwise ceased to hold office or where he has been unable to perform his duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair shall, so long as there is no Chair able to perform his duties, be taken to include references to the Deputy Chair or, in the event that the Deputy Chair has died or has otherwise ceased to hold office or where he has been unable to perform his duties as Deputy Chair owing to illness, absence from England and Wales or any other cause, to the non-executive Director appointed to take on duties of Chair in the absence of the Deputy Chair.
- 3.6. **Joint Directors** - Where more than one person is appointed jointly to a post in the Foundation Trust which qualifies the holder for executive Directorship or in relation to which an executive Director is to be appointed, those persons shall become appointed as an executive Director jointly, and shall count as one person.
- 3.7. Non-executive Directors may seek external advice or appoint an external advisor on any material matter of concern provided the decision to do so is a collective one by the majority of non-executive Directors.

4. Meetings of the Board

4.1. Meetings held in Public

- 4.1.1. Meetings of the Board must be open to the public, unless the Board in its absolute discretion decides otherwise in relation to all or part of such meetings for reasons of commercial confidentiality or on other proper grounds.
- 4.1.2. The Chair may exclude any member of the public from the meeting of the Board if he considers that he is interfering with or preventing proper conduct of the meeting.
- 4.1.3. Meetings of the Board shall be held at least three times in each financial year at such times and places that the Board may determine.
- 4.1.4. The Board shall arrange for an annual public meeting to be held within 9 months of the end of each financial year. The registers and documents set out in paragraphs 30 and 33 of this constitution shall be available for inspection at the meeting subject to the provisions of paragraph 32.2 of the constitution.

4.2. **Calling Meetings**

- 4.2.1. Notwithstanding paragraph 4.1.3 above, the Company Secretary or the Chair may call a meeting of the Board at any time.
- 4.2.2. Four Directors may call a meeting of the Board at any time by giving written notice to the Company Secretary specifying the business to be carried out. On receipt of such a request by four Directors, the Company Secretary shall send a written notice to all Directors and shall, save in the case of emergencies or the need to conduct urgent business, call a meeting on at least fourteen but not more than twenty-eight days' notice to discuss the specified business. If the Company Secretary fails to call such a meeting, then the four Directors shall call such a meeting.

4.3. **Notice of Meetings**

- 4.3.1. Before each meeting of the Board, a written notice of the meeting, specifying the date and place of the meeting, shall be delivered by the Company Secretary to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him/her at least fourteen clear days before the meeting. Lack of service of the notice on any Director shall not affect the validity of a meeting, subject to paragraph 4.3.4 below. Notice of the meeting shall also be published on the Foundation Trust's website.
- 4.3.2. Notwithstanding the above requirement for notice, the Company Secretary or the Chair may waive notice in the case of emergencies or in the case of the need to conduct urgent business or on written receipt of the agreement of at least two-thirds of Directors (executive and non-executive Directors taken together) but to include a minimum of two executive Directors and two non-executive Directors.
- 4.3.3. In the case of a meeting called by the Company Secretary at the request of four Directors or in the case of a meeting called by four Directors in default of the Company Secretary, no business shall be transacted at the meeting other than that specified in the notice.
- 4.3.4. Subject to paragraph 4.3.2, failure to serve such a notice on more than three Directors will invalidate the meeting. A notice will be presumed to have been served 72 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 72 hours after it was sent.

4.4. **Setting the Agenda**

- 4.4.1. The Board may determine that certain matters shall appear on every agenda for a meeting of the Board and shall be addressed prior to any other business being conducted.
- 4.4.2. Save for in the case of a meeting called by the Company Secretary at the request of four Directors and in the case of a meeting called by four Directors, a Director desiring a matter to be included on an agenda shall make her request in writing to the Company Secretary at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Company Secretary or the Chair.
- 4.4.3. The Company Secretary shall make arrangements to ensure that the final agenda and any supporting papers for the meeting, following the receipt of any requests in accordance with 4.4.2 above, are delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him/her at least five clear days before the meeting. Copies of the final agenda must be delivered or sent to the Council of Governors at the same time. For the avoidance of doubt, the final agenda and/or supporting papers may be delivered using electronic communications in accordance with paragraph 43.1 of the constitution.

4.5. **Chair of Meeting**

At any meeting of the Board, the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair appointed by the Council of Governors to take on the Chair's duties shall preside. Otherwise, such non-executive Director as the Directors present shall choose shall preside.

4.6. **Notices of Motions**

- 4.6.1. A Director of the Foundation Trust desiring to move or amend a motion shall send a written notice thereof at least two clear days before the meeting to the Company Secretary, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to paragraph 4.3.3 above.
- 4.6.2. A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

- 4.6.3. Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Directors who gave it and also the signature of four other Directors. When any such motion has been disposed of by the Board it shall not be competent for any Director, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if s/he considers it appropriate.
- 4.6.4. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.6.5. When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:
- (a) An amendment to the motion.
 - (b) The adjournment of the discussion or the meeting.
 - (c) The appointment of an ad hoc committee to deal with a specific item of business.
 - (d) That the meeting proceed to the next business.
 - (e) That the motion be now put.

Such a motion, if seconded, shall be disposed of before the motion, which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

In the case of motions under (d) and (e), to ensure objectivity, motions may only be put by a Director who has not previously taken part in the debate.

4.7. **Attendance at Meetings**

- 4.7.1. The Board of Directors may in exceptional circumstances agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 4.7.2. Directors who are unable to attend a meeting should advise the Company Secretary in advance of the meeting so that their apologies may be submitted.

4.8. **Chair's Ruling**

Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the

Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.9. **Voting**

4.9.1. Decisions at meetings shall be determined by a majority of the votes of the Directors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote. However, no resolution shall be passed if it is opposed by all of the Non-Executive Directors present or by all of the Executive Directors present.

4.9.2. All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

4.9.3. If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

4.9.4. If a Director so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).

4.9.5. In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.

4.9.6. An Officer who has been appointed formally by the Board to act up for an executive Director during a period of incapacity or temporarily to fill an executive Director vacancy, shall be entitled to exercise the voting rights of the executive Director. An Officer attending the Board to represent an executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

4.10. **Joint Directors**

Where an executive Director post is shared by more than one person:

- (a) each person shall be entitled to attend meetings of the Board;
- (b) in the case of agreement between them, they shall be eligible to have one vote between them;
- (c) in the case of disagreement between them, no vote should be cast;
- (d) the presence of those persons shall count as one person.

4.11. **Suspension of Standing Orders**

4.11.1. Except where this would contravene any statutory provision or direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including two executive Directors and two non-executive Directors, and that a majority of those present vote in favour of suspension.

4.11.2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

4.11.3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.

4.11.4. No formal business may be transacted while Standing Orders are suspended.

4.11.5. The Audit Committee shall review every decision to suspend Standing Orders.

4.12. **Variation and Amendment of Standing Orders**

4.12.1. These Standing Orders may be amended in accordance with the provisions of paragraph 40 of the Foundation Trust's constitution only if:

4.12.2. notice of a motion to amend the Standing Orders has been given; and

4.12.3. no fewer than two-thirds of the number of members of the Board approve the variation/amendment; and

4.12.4. the variation/amendment proposed does not contravene a statutory provision or a direction made by the Secretary of State.

4.13. **Record of Attendance**

The names of the Directors present at the meeting shall be recorded in the minutes.

4.14. **Minutes**

4.14.1. The minutes of the proceedings of a meeting shall be drawn up and maintained as a permanent record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.

4.14.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.14.3. Unapproved minutes shall be circulated to the Council of Governors as soon as practicable after each meeting of the Board. Once agreed, minutes shall be circulated in accordance with Directors' wishes. The minutes shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of standing order 4.1 of these Standing Orders.

4.15. Quorum

4.15.1. No business shall be transacted at a meeting of the Board unless at least six Directors are present including at least three executive Directors (one of whom must be the Chief Executive or another executive Director nominated by the Chief Executive) and at least three non-executive Directors (one of whom must be the Chair or the Deputy Chair).

4.15.2. An Officer in attendance for an executive Director but without formal acting up status may not count towards the quorum.

4.15.3. If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board determine and notice of the adjourned meeting shall be circulated to members of the Board. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Directors present during the meeting is to be a quorum.

4.15.4. If a Director has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest s/he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5. Arrangements for the Exercise of Functions by Delegation

5.1. Subject to the requirements of any statutory provision or any direction made by the Secretary of State, the Board may make arrangements for the exercise, on behalf of the Foundation Trust, of any of its functions by a committee or sub-committee, or by a Director or an Officer of the Foundation Trust in each case subject to such restrictions and conditions as the Board thinks fit.

- 5.2. **Emergency Powers** - The powers which the Board has retained to itself within these Standing Orders may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two non-executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board for ratification.
- 5.3. **Delegation to Committees** - The Board shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board.
- 5.4. **Delegation to Officers** - Those functions of the Foundation Trust, which have not been retained as reserved by the Board or delegated to one of its Committees, shall be exercised on behalf of the Board by the Chief Executive. He shall determine which functions he will perform personally and shall nominate Officers to undertake remaining functions but still retain accountability for these to the Board.
- 5.5. The Chief Executive shall prepare a Scheme of Delegation identifying his proposals that shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board as indicated above.
- 5.6. Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the executive Directors to provide information and advise the Board in accordance with any statutory requirements.

6. Committees

6.1. Appointment of Committees

- 6.1.1. The Board may appoint committees of the Board, consisting wholly or partly of Directors of the Foundation Trust or wholly of persons who are not Directors of the Foundation Trust.
- 6.1.2. A committee so appointed may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors of the Foundation Trust) or wholly of persons who are not members of the committee (whether or not they include Directors of the Foundation Trust).
- 6.1.3. The Standing Orders of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board.

- 6.1.4. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board) as the Board shall decide from time to time following reviews of the terms of reference, powers and conditions. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 6.1.5. Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board.
- 6.1.6. The Board shall approve the appointments to each of the committees that it has formally constituted. Where the Board determines that persons, who are neither Directors nor Officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board.
- 6.1.7. Where the Foundation Trust is required to appoint persons to a committee, which is to operate independently of the Foundation Trust, such appointment shall be approved by the Board.

6.2. **Confidentiality**

- 6.2.1. A member of the Board shall not disclose a matter dealt with by, or brought before, the Board without its permission.
- 6.2.2. A member of a committee of the Board shall not disclose any matter dealt with by, or brought before, the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee shall resolve that it is confidential.

7. **Declaration of Interests and Register of Interests**

7.1. **Declaration of Interests**

- 7.1.1. Directors are required to comply with the Foundation Trust's Standards of Business Conduct and to declare the nature and extent of any actual or potential interest and/or any direct or indirect interest (including but not limited to those set out below) held by a Director, their Spouse or Partner, or a family member (or any member of the Partner's family). All Directors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 7.1.2. The following interests must be declared if held by a Director, or the spouse or Partner of a Director:
 - a) Directorships, including non-executive Directorships, held in private companies or PLCs (with the exception of those of dormant companies).
 - b. Ownership or part-ownership of private companies,

businesses or consultancies likely or possibly seeking to do business with the NHS

- c. Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS
- d. A position of authority in a charity or Voluntary Organisation in the field of health and social care.
- e. Any connection with a voluntary or other organization contracting for NHS service
- f. private practice
- g. other employment including agency/locum cover for another organization other than WUTH
- h. care provided to patients where their care is funded by the NHS but the income is not received by the Trust

7.1.3. These Standing Orders do not require a declaration of interest of which a Director is not aware or where the Director is not aware of the transaction or arrangement in question.

7.1.4. A Director need not declare an interest:

- a) If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- b) If, or to the extent that, the Directors are already aware of it;
- c) If, or to the extent that, it concerns the terms of the Director's appointment that have been or are to be considered:
 - i. By a meeting of the Board of Directors; or
 - ii. By a committee of the Directors appointed for the purpose under the constitution.

7.1.5. If Directors have any doubt about the relevance of an interest, this should be discussed with the Chair.

7.1.6. At the time Directors' interests are declared, they should be recorded in the Board minutes and entered on a Register of Interests of Directors to be maintained by the Company Secretary. Any changes in interests should be declared at the next Board meeting following the change occurring.

7.1.7. Board members' Directorships of companies likely or possibly seeking to do business with the Foundation Trust should be published in the Foundation Trust's annual report.

7.1.8. During the course of a Board meeting, if a conflict of interest is established in accordance with this Standing Order, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. He shall not be entitled to vote on the issue in respect of which the conflict of interest has been established (and if by inadvertence they do remain and vote, their vote shall not be counted).

7.1.9. Any Director who fails to disclose any interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Directors and (in the case of a Non-Executive Director) by three quarters of the Council of Governors) in accordance with Annex 6.

7.2. Register of Interests

7.2.1. The Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Directors. In particular the Register will include details of all Directorships and other interests that have been declared by both executive and non-executive Directors.

7.2.2. Details of the Register will be kept up to date and reviewed annually.

7.2.3. The Register will be available to the public.

8. Disability of Directors in Proceedings on Account of Pecuniary Interest

8.1. Subject to the following provisions of this Standing Order, if the Chair or a Director of the Foundation Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

8.2. The Board shall exclude the Chair or a Director from a meeting of the Board while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.

8.3. The Board, as it may think fit, may remove any disability imposed by this Standing Order in any case in which it appears to the Board that, in the interests of the National Health Service, the disability shall be removed. Such action shall have the support of at least two-thirds of the Directors present at the meeting (including two executive and two non-executive Directors).

8.4. Any remuneration, compensation or allowances payable to a Director of the Foundation Trust by virtue of paragraph 11 of Schedule 4 to the NHS Act 2006 shall not be treated as a pecuniary interest for the purpose of this Standing Order.

8.5. For the purpose of this Standing Order the Chair or a Director shall be treated, subject to paragraphs 8.3 and 8.6, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- (a) he, or his nominee is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; **or**
- (b) he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and

in the case of persons living together the interest of one Partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

8.6. The Chair or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- (a) of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body;
- (b) of an interest in any company, body or person with which he is connected as mentioned above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

8.7. Where the Chair or a Director:

- (a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
- (b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- (c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

this Standing Order shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to her duty to disclose his/her interest.

8.8. This Standing Order applies to a committee or sub-committee of the Board as it applies to the Board and applies to any member of any such committee or sub-committee (whether or not he is also a Director of the Foundation Trust) as it applies to a Director of the Foundation Trust.

9. Compliance - Other Matters

- 9.1. All Directors of the Foundation Trust shall comply with the Standards of Business Conduct set by the Board for the guidance of all staff employed by the Foundation Trust.
- 9.2. All Directors of the Foundation Trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board.
- 9.3. All Directors shall comply with the Foundation Trust's Code of Conduct for Directors as amended from time to time
- 9.4. All Directors must behave in accordance with the seven Nolan principles of behaviour in Public Life: -

Selflessness;

Integrity;

Objectivity;

Accountability;

Openness;

Honesty; and

Leadership.

10. Resolution of Disputes with Council of Governors

- 10.1. Should a dispute arise between the Board of Directors and the Council of Governors, then the disputes resolution procedure set out below shall be followed.
- 10.2. The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 10.3. Failing resolution under 10.2 above, then the Board or the Council, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 10.4. The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and

agenda paper at the next formal meeting of the Board or Council as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

- 10.5. The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 10.2 above shall be repeated.
- 10.6. If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 10.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then he shall advise the Council and Board accordingly.
- 10.7. On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 10.8. On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.
- 10.9. Nothing in this procedure shall prevent the Council, if it so desires, from informing Monitor that, in the Council's opinion, the Board has not responded constructively to concerns of the Council that the Foundation Trust is not meeting the terms of its constitution or failed to comply with the NHS Act 2006.

11. Notification to the Council of Governors

The Board shall notify the Council of Governors of any major changes in the circumstances of the Foundation Trust, which have made or could lead to a substantial change to its financial well-being, healthcare delivery performance, or reputation and standing.

12. Validity of actions

No defect or deficiency in the appointment or composition of the Board of Directors shall affect the validity of any action taken by the Board of Directors.

13. Board Performance

The Chair shall, at least annually, lead a performance assessment process for the Board. This process should act as the basis for determining individual and collective professional development programs for Directors.

ANNEX 9 – ADDITIONAL PROVISIONS – MEMBERS

(Paragraphs 4 and 8.4)

1. ELIGIBILITY FOR AND DISQUALIFICATION FROM MEMBERSHIP

An individual shall not be eligible for Membership of the Trust if:

- 1.1.1 he is under 11 years of age;
- 1.1.2 within the last five years they have been involved as a perpetrator in a serious incident of violence at any of the Foundation Trust's hospitals or facilities or against any of the Foundation Trust's employees or other persons who exercise functions for the purposes of the Foundation Trust, or against any registered volunteer;
- 1.1.3 he fails or ceases to fulfill the criteria for Membership of any of the constituencies;
- 1.1.4 he was formerly employed by the Trust and was dismissed for gross misconduct;
- 1.1.5 he was formerly employed by the Trust and in the preceding two years was lawfully dismissed other than by reason of redundancy;
- 1.1.6 he is included on the registers of Schedule 1 Offenders pursuant to the Sexual Offences Act 2003 (as amended) and/or the Children & Young Person's Acts 1933 to 1969 (as amended) and their conviction is not spent under the Rehabilitation of Offenders Act 1974; or
- 1.1.7 he has been identified as a vexatious complainant in the reasonable opinion of the Trust or has been excluded from treatment at any of the Trust's Hospitals due to unacceptable behaviour. The eligibility for membership in such cases shall take into account the views of the Council of Governors.

2. TERMINATION OF MEMBERSHIP

- 2.1 A member shall cease to be a member if:
 - 2.1.1 he resigns by notice to the Company Secretary or Membership Manager;
 - 2.1.2 he dies;

- 2.1.3 he is expelled from membership under this Constitution;
 - 2.1.4 he ceases to be entitled under this constitution to be a member of the Public Constituency or of any of the classes of the Staff Constituency;
 - 2.1.5 it appears to the Company Secretary or Membership Manager that he no longer wishes to be a member of the Foundation Trust, and after enquiries made in accordance with a process approved by the Council of Governors, he fails to demonstrate that he wishes to continue to be a member of the Foundation Trust.
- 2.2 A member may be expelled by a resolution approved by not less than two-thirds of the Governors present and voting at a General Meeting. The following procedure is to be adopted.
- 2.2.1 Any member may complain to the Company Secretary that another member has acted in a way detrimental to the interests of the Foundation Trust.
 - 2.2.2 If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:
 - 2.2.2.1 dismiss the complaint and take no further action; or
 - 2.2.2.2 for a period not exceeding twelve months suspend the rights of the member complained of to attend members' meetings and vote under this constitution;
 - 2.2.2.3 arrange for a resolution to expel the member complained of to be considered at the next meeting of the Council of Governors.
 - 2.2.3 If a resolution to expel a member is to be considered at a meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
 - 2.2.4 At the meeting the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.
 - 2.2.5 If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.

- 2.3 A person expelled from membership will cease to be a member upon the declaration by the Chair of the meeting that the resolution to expel them is carried.
- 2.4 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the Council of Governors present and voting at a meeting of the Council of Governors.

3. **MEMBERS' MEETINGS**

- 3.1 The Foundation Trust is to hold a members' meeting (called the Annual Members' meeting) within nine months of the end of each financial year.
- 3.2 All members' meetings other than annual meetings are called special members' meetings.
- 3.3 Members' meetings are open to the public. The Council of Governors may invite representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the Foundation Trust to attend a members' meeting.
- 3.4 All members' meetings are to be convened by the Company Secretary by order of the Council of Governors.
- 3.5 The Council of Governors may decide where a members' meeting is to be held and may also for the benefit of members:
 - 3.5.1 arrange for the annual members' meeting to be held in different venues each year; and
 - 3.5.2 make provisions for a members' meeting to be held at different venues simultaneously or at different times. In making such provision the Council of Governors shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out below.
- 3.6 At the Annual Members' meeting:
 - 3.6.1 the Board of Directors shall present to the members:
 - 3.6.1.1 the annual accounts;
 - 3.6.1.2 any report of the auditor on the annual accounts;
 - 3.6.1.3 the annual report; and
 - 3.6.1.4 forward planning information for the next Financial Year

- 3.6.2 the Council of Governors shall present to the members a report on:
 - 3.6.2.1 steps taken to secure that (taken as a whole) the actual membership of the Public Constituency and of the classes of the Staff Constituency is representative of those eligible for such membership;
 - 3.6.2.2 the progress of the membership strategy; and
 - 3.6.2.3 any proposed changes to the policy for the composition of the Council of Governors
- 3.6.3 the results of any election, appointment of any Appointed Governors and the appointment of any non-executive Directors will be announced.
- 3.7 Notice of a members' meeting is to be given:
 - 3.7.1 by notice to all members;
 - 3.7.2 by notice on the Foundation Trust's website
 at least 14 clear days before the date of the meeting.
- 3.8 The notice must:
 - 3.8.1 be given to the Council of Governors and the Board of Directors, and to the auditor;
 - 3.8.2 state whether the meeting is an annual or special members' meeting;
 - 3.8.3 give the time, date and place of the meeting; and
 - 3.8.4 indicate the business to be dealt with at the meeting.
- 3.9 Before a members' meeting can do business there must be a quorum present. Except where this constitution says otherwise a quorum is one member present from each of the Foundation Trust's constituencies as defined under section 4 membership and constituencies.
- 3.10 The Foundation Trust may make arrangements for members to vote by post, or by using electronic communications.
- 3.11 It is the responsibility of the Council of Governors, the Chair of the meeting and the Company Secretary to ensure that at any members' meeting:
 - 3.11.1 the issues to be decided are clearly explained; and

- 3.11.2 sufficient information is provided to members to enable rational discussion to take place.
- 3.12 The Chair of the Foundation Trust, or in their absence the Deputy Chair of the Board of Directors, or in their absence the Lead Governor of the Council of Governors, shall act as chair at all members' meetings of the Foundation Trust. If neither the Chair nor the Deputy Chair of the Board of Directors nor the Lead Governor of the Council of Governors is present, the members of the Council of Governors present shall elect one of their number to be Chair and if there is only one Governor present and willing to act they shall be chair.
- 3.13 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.
- 3.14 A resolution put to the vote at a members' meeting shall be decided upon by a poll.
- 3.15 Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the Chair of the meeting is to have a second and casting vote.
- 3.16 The result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

7. OTHER DISPUTES

- 7.1 Where an individual is held by the Foundation Trust to be ineligible and/or disqualified from Membership of the Foundation Trust and disputes the Foundation Trust's decision in this respect, the matter shall be referred to the Company Secretary (or such other officer of the Trust as the Chief Executive may nominate) as soon as reasonably practicable thereafter.
- 7.1.1 The Company Secretary (or the nominated representative) shall:
- 7.1.1.1 review the original decision having regard to any representations made by the individual concerned and such other material, if any,

as the Company Secretary considers appropriate;

7.1.1.2 then either confirm the original decision or make some other decision as appropriate based on the evidence which she has considered; and

7.1.1.3 communicate the decision and the reasons for it in writing to the individual concerned as soon as reasonably practicable.

7.1.2 If the Member is aggrieved of the decision of the Company Secretary pursuant to paragraph 7.1.1 above, he may appeal in writing to the Council of Governors within 14 days of the Company Secretary's decision. The Council of Governors' decision is to be final

Constitution

Version Control

Document History

Date	Version	Changes
1/7/07	Vers 1.0	Final version on date of authorisation
1/12/08	Vers 1.1	Nominations Committee Membership, Insurance arrangements
5/5/09	Vers 1.2	Authority to approve Constitutional amendments passed from Members to Governors.
24/05/10	Vers 1.3	Constitution amendments approved by Assembly of Governors – removal of appendices to Governor and Board of Directors Standing Orders and other amendments.
16/04/12	Vers 1.4	Constitution amendments approved by Assembly of Governors – changes to tenure of Governor to 9 years maximum
27/09/12	Vers. 1.5	Constitution amendments approved by Council of Governors - Changes to title of Assembly and relevant changes re Private Patient Cap
28/11/12	Vers 1.6/1.7	Constitution amendments approved by Board of Directors – changes following review by joint working group (including changes to reflect the Health and Social Care Act 2012, the staff and members constituencies and the composition of the Council of Governors)
12/12/12	Vers 1.6/1.7	Constitution amendments approved by Council of Governors – changes following review by joint working group (including changes to reflect the Health and Social Care Act 2012, the staff and members constituencies and the composition of the Council of Governors)
08/01/13	Vers 1.6/1.7	Constitution amendments approved by the Members – changes following review by joint working group requiring members approval (changes to the staff and members constituencies and changes to the composition of the Council of Governors)
13/6/13	Vers 1.8	Constitution amendments approved by BoD (29.5.13) and CoG (12.6.13) following recommendation by Joint Working Group (inclusion of definition of significant transactions and deletion of two Governor seats appointed by FT Partnership Steering Group)
	Vers 1.9	Constitution amended to include the procedure for removal and disqualification of a Governor under Annex 5. Approved February 15
	Vers 1.10	Constitution amended to align with the Fit and Proper Persons Test, the Standards for Business Conduct Policy and the change from Monitor to NHSI
<u>TBD</u>	<u>Vers 2</u>	<u>Section 3 amended to reflect greater powers for The Trust to enter into arrangements for the carrying out, on such terms as the Trust considers appropriate, of any of its functions jointly with any other person.</u>

Effective Dates (with details of Monitor approval where applicable)

Date	Version	Name	Title
1/7/07	Vers 1.0	Monitor	Independent Regulator
1/12/08	Vers 1.1	Monitor	Independent Regulator
5/5/09	Vers 1.2	Monitor	Independent Regulator
29/10/10	Vers 1.3	Monitor	Independent Regulator
16/04/12	Vers 1.4	Monitor	Independent Regulator
09/10/12	Vers 1.5	Monitor	Independent Regulator
22/01/13	Vers 1.6	Monitor	Independent Regulator

01/04/13	Vers 1.7	N/A	N/A
13/06/13	Vers 1.8	N/A	N/A

Note: from 1 April 2013 Monitor's functions do not include a power or duty to approve amendments to the constitution.

Distribution

Date	Version	Distribution
1/7/07	Vers 1.0	Website / Intranet / Membership Office / Board / Governors / On demand
1/12/08	Vers 1.1	Website / Intranet / Membership Office / Board / Governors / On demand
5/5/09	Vers 1.2	Website / Intranet / Membership Office / Board / Governors / On demand
29/10/10	Vers 1.3	Website / Intranet / Membership Office / Board / Governors / On demand
16/04/12	Vers 1.4	Website / Intranet / Membership Office / Board / Governors / On demand
09/10/12	Vers 1.5	Website / Intranet / Membership Office / On Demand
22/01/13	Vers 1.6	Website / Intranet / Membership Office / On Demand
22/4/13	Vers 1.7	Monitor / Website / Intranet / Membership Office / On Demand
3/7/13	Vers 1.8	Monitor / Website / Intranet / Membership Office / On Demand
02/15	Vers 1.9	Monitor/website/intranet/Membership Office/On Demand
29.03.17	Vers 1.10	NHSI/Website/intranet/Membership Office/On Demand
<u>TBD</u>	<u>Vers 2</u>	<u>Website</u>

Document Owner	Company Secretary
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Review Date

Review Date

Meeting	Board of Directors in Public
Date	Wednesday 2 October 2024
Location	Hybrid

Members present:

SI	Steve Igoe	SID & Deputy Chair (Meeting Chair)
CC	Chris Clarkson	Non-Executive Director
LD	Lesley Davies	Non-Executive Director
RM	Dr Rajan Madhok	Non-Executive Director
JH	Janelle Holmes	Chief Executive
NS	Dr Nikki Stevenson	Medical Director & Deputy Chief Executive
DS	Debs Smith	Chief People Officer
MS	Matthew Swanborough	Chief Strategy Officer
MC	Mark Chidgey	Chief Finance Officer

In attendance:

DM	David McGovern	Director of Corporate Affairs
JJE	James Jackson-Ellis	Corporate Governance Officer
CM	Chris Mason	Chief Information Officer
JC	Jo Chwalko	Director of Integration and Delivery
JL	Jo Lavery	Divisional Director of Nursing & Midwifery (Women's and Children's Division) – item 9.4
SH	Sheila Hillhouse	Lead Public Governor
TC	Tony Cragg	Public Governor

Apologies:

DH	Sir David Henshaw	Non-Executive Director & Chair
SR	Dr Steve Ryan	Non-Executive Director
SL	Sue Lorimer	Non-Executive Director
HK	Hayley Kendall	Chief Operating Officer

Agenda Item	Minutes	Action
1	Welcome and Apologies for Absence SI welcomed everyone to the meeting and explained DH was unwell and as Deputy Chair he would chair the meeting. Apologies are noted above.	
2	Declarations of Interest No interests were declared and no interests in relation to the agenda items were declared.	

3	<p>Minutes of Previous Meeting</p> <p>The minutes of the previous meeting held on the 4 September were APPROVED as an accurate record.</p>	
4	<p>Action Log</p> <p>SI requested further information be provided in relation to how end of life patients can access the numerous end of life services.</p> <p>The Board NOTED the action log.</p>	Jo Chwalko
5	<p>Staff Story</p> <p>The Board received a video story from a selection of staff at the Trust who had undertaken an apprenticeship. The video story described their positive experience of completing an apprenticeship whilst working and the encouragement they received from the Trust.</p> <p>DS explained there had been a misconception that apprenticeships were only suitable for school leavers and reiterated this was not the case.</p> <p>DS added apprenticeships were also a good mechanism for training and developing staff, however a key challenge was to back fill job roles for those undertaking an apprenticeship.</p> <p>LD highlighted there was an option to pay a small one off fee to allow staff to use certain post nominals upon completing an apprenticeship which they could use on their CV.</p> <p>The Board NOTED the video story.</p>	
6	<p>Chairs Business and Strategic Issues</p> <p>SI explained the Chair had not provided any discussion points to raise for this meeting.</p>	
7	<p>Chief Executive Officer's Report</p> <p>JH highlighted in August there were no Patient Safety Incident Investigations opened under the Patient Safety Incident Response Framework and one Reporting of Injuries, Diseases and Dangerous Occurrences were reported to the Health and Safety Executive.</p> <p>JH updated members on the Wirral System Review, highlighting phase 2 of the report had been released and a detailed update would be provided in Private Board.</p> <p>JH added the Trust was informed in August that it was one of five Trusts in Cheshire and Merseyside to be classified as Tier 1 for</p>	

unscheduled care. This related to the number of patients waiting more than 12 hours in ED for admission. JH added support would be provided by the Emergency Care Improvement Support Team (ECSIT) before the winter.

JH stated the Trust was in the process of implementing a number of actions to support the delivery of the agreed financial plan following an external Cheshire and Merseyside ICS review of all providers. JH added the Trust was exploring with PWC and the ICB options for additional support.

JH explained in line with guidance from the Joint Committee on Vaccination and Immunisation (JCVI) from mid-September all those pregnant will be offered the Pertussis vaccine and the RSV vaccine from 28 weeks.

JH referenced that the Wirral Research and Innovation Centre had launched at Clatterbridge on 12 September. JH stated this was a positive achievement and would support the Trust further in delivering the research and innovation agenda.

JH highlighted the Darzi Review, an independent investigation of NHS in England, had been published and a detailed report would be presented later in the meeting.

JH summarised the recent meeting of the Cheshire and Merseyside Acute and Specialist Trust Board (CMAST) on 6 September, noting a key area of discussion was CMAST Annual Plan which outlined the main achievements for 2023/24 and priority areas for 2024/25. JH added during the meeting there was also an update on the system financial position and the measures to increase greater financial grip and control.

LD queried about the key achievements from a CMAST perspective during 2023/24.

JH stated the delivery of the elective recovery programme, which was a key collaboration of system partners to reduce the overall waiting list and winning the HSJ award for Provider Collaboration of the Year.

LD commented these successes would be good to communicate with members of the public and stated greater visibility of those would be welcomed.

JH stated successes were regularly communicated in the news bulletin and on social media. JH agreed to feed this back to the next CMAST meeting about the publication of good news stories with members of the public.

The Board **NOTED** the report.

<p>8</p>	<p>Lord Darzi Independent Investigation of the NHS</p> <p>MS provided a summary of the report, indicating in early September the Darzi Review, an independent investigation of NHS in England, was published after being commissioned by the Secretary of State for Health and Social Care in July.</p> <p>MS highlighted the review undertook a rapid investigation of the state of the NHS, assessing patient access, quality of care and the overall performance of the health system.</p> <p>MS added the report includes detailed findings and the key drivers of performance as well as a number of themes on how to repair the NHS.</p> <p>Members discussed the report and acknowledged the findings and conclusions would be used to form the next NHS 10 Year Plan, due for publication in 2025.</p> <p>The Board NOTED the Lord Darzi Independent investigation of the NHS in England Report.</p>	
<p>9</p>	<p>Board Assurance Reports</p> <p>9.1) Chief Finance Officer Report</p> <p>MC reported at the end of August (month 5) the Trust was reporting a deficit of £14.7m, an adverse variance against plan of £5.0m. MC added there was significant risk to the Trust delivering the agreed annual deficit of £16.3m which is being managed through an NHSE process supported by PWC.</p> <p>MC set out the key drivers of this forecasted variance and the internal risks to achievement, including full delivery of elective activity, CIP, maintaining expenditure on urgent care within planned levels and delivering planned integration benefits.</p> <p>MC highlighted the Trust remained fully engaged with the NHSE and ICB finance review to plan actions to reduce expenditure to mitigate against these risks, noting full implementation of these actions would reduce the unmitigated forecast deficit to £23.3m</p> <p>MC provided an update on the statutory key financial risks for month 5, noting the RAG rating for each, highlighting that financial stability, agency spend, financial sustainability and financial efficiency was rated red, and capital was green.</p> <p>MC stated cash RAG rating was amber, explaining that the Trust would receive deficit funding of £9.668m and that this would be reflected in a revised plan submitted to NHSE.</p>	

LD queried about the risk relating to the elective activity plan and how much of this risk was associated with the utilisation of the Cheshire and Merseyside Surgical Centre (CMSC).

MC stated CMSC was a factor and explained a recovery and mitigation plan would be discussed at the next Finance Business Performance Committee to consider if changes needed to be made to the finance and activity plan of CMSC.

LD suggested also focusing on the administrative aspect of CMSC to improve productivity and efficiency.

JH agreed and stated the Chief Operating Officer was leading on the multi-year admin and clerical transformation programme which would support the delivery of Trust wide efficiencies.

SI commented there was a risk as the Trust approached mid-year any mitigation implemented would have a reduced effect on the financial position.

MC agreed and highlighted the Executive Directors continued to balance the requirement for additional mitigation against maintaining performance and quality.

The Board:

- **NOTED** the report.
- **NOTED** that full implementation of agreed mitigations will significantly but not fully mitigate financial risk.
- **NOTED** that the Trust has submitted a request for additional cash support in Q3 (October to December 2024).
- **NOTED** that the Trust is exceeding the agency cap both in month 5 and cumulatively.

9.2) Chief Operating Officer Report

NS highlighted in August the Trust attained an overall performance of 94.91% against plan for outpatients and an overall performance of 92.10 against plan for elective admissions. NS added the Trust underachieved plan for both outpatient new appointments and elective inpatients, with an overachievement on day cases and set out the reasons for underachievement.

NS summarised referral to treatment standard, noting there was a requirement to have no patients waiting over 65 weeks by September but at the end of August the Trust had 12 patients who had breached the 65 weeks. NS added the Trust continues to support other Trusts across the region by offering mutual aid.

NS explained the cancer performance against the trajectory, noting the Trust met the faster diagnosis standard for July at 79%.1 above

the standard of 75% and continued to maintain progress for 62 day treatment/waiters and 104 day long waiters.

NS reported the DM01 performance standard was 96.1% in July and highlighted there were challenges regarding increases for endoscopy and Dexa scanning.

NS reported in August type 1 unscheduled care performance was 43.83% and remains a significant challenge. NS stated the Trust with Wirral Place system partners have agreed four workstreams to improve performance. NS added the review carried out by Aqua would be shared with the Finance Business Performance Committee in October.

NS stated ambulance handover performance continues to be a high priority for improvement and in August performance was back in line with other Trusts in Cheshire and Merseyside.

NS reported the number of patients not meeting the criteria to reside at the hospital remained low, however, the demand for patients attending the ED with mental health conditions remained at lower levels than previously.

The Board **NOTED** the report.

9.3) Integrated Performance Report

NS highlighted the number of patients recruited to NIHR studied remained below Trust trajectory and the Research and Innovation Team continued to have a strong focus on improving the position.

SI queried about the Research and Innovation Strategy KPIs and if these could be shared with the Board to understand overall performance.

NS stated KPIs were in place and work remained ongoing to ensure the KPIs were well defined. NS agreed to provide Board with greater visibility of performance against those KPIs.

SW reported there had been a reduction of C Diff on the previous month and this was encouraging. SW added there had been good engagement from high prevalence wards with best practice being shared from wards with lower cases. SW explained following a mattress audit 50 mattress had been replaced.

SW highlighted the number of 1 level informal concerns was above threshold and the number of formal complaints received was in line with Trust target.

DS explained mandatory training compliance continues to be achieved at 93%. Sickness absence remains above target at 6.17% and is an area of concern. The top three reasons for absence for

Dr Nikki
Stevenson

August are stress/anxiety/depression, gastrointestinal problems and cough, cold & flu.

DS added staff turnover has exceeded Trust target at 1.53%, however this is due to the planned turnover of junior doctors during the summer period. DS indicated appraisal compliance has improved but remains below compliance by 0.28%. Divisional trajectories are in place to achieve Trust target.

CM reported the staff vacancy as a percentage of workforce had increased to 9.7% following two members of staff leaving and this had resource implications for the Digital Healthcare Team. CM added there was skills shortage across IT and one way forward may involve collaboration opportunities across other NHS providers to pool together resource.

CM highlighted the Service Improvement Team had been asked to carry out a review of processes to identify opportunities for efficiencies in relation to Subject Access Requests (SARs).

CC queried if there were any trends emerging from SARs.

CM stated a new database was being implemented to provide a greater analysis of trends, but the requests continued to be driven by topics discussed in local or national press.

Members discussed the workforce challenges within the Digital Healthcare Team, and it was agreed as this was a regional problem as well, to consider raising at the next CMAST meeting.

The Board **NOTED** the report.

9.4) Monthly Maternity and Neonatal Services Report

JL provided the perinatal clinical surveillance data linked to quality and safety of maternity services and highlighted there were no areas of concern to raise for August. JL added there were no Patient Safety Investigation Incidents (PSII's) declared in August for maternity services.

JL gave an update on MIS Year 6, summarising current progress and the compliance status to date for each of the ten Safety Action Standards.

JL also gave an update on Saving Babies Lives, noting the Trust achieved 97% compliance against the 6 elements based on evidence submitted in August 2024.

JL highlighted the Trust was first assessed in May 2023 for the Family Integrated Care accreditation (Fi-Care) and achieved green status. JL added re-assessment was undertaken in August and the Trust maintained the green status.

	<p>Members thanked JL for their continued hard work.</p> <p>The Board:</p> <ul style="list-style-type: none"> • NOTED the report. • NOTED the Perinatal Clinical Surveillance Assurance report. • NOTED the achievement of the NNU Fi-Care accreditation. • NOTED the progress of the Trust's position with Maternity Incentive Scheme and Saving Babies Lives v3. • NOTED the contents of the National Review of Maternity Services in England 2022-2024; and • NOTED the Maternity Claims scorecard 	
<p>10</p>	<p>Organ Donation Annual Report</p> <p>NS provided an overview of the report, highlighting organ donation activity is monitored via the Potential Donor Audit through NHS Blood and Transplant and overseen locally by the Organ Donation Committee which is chaired by SR.</p> <p>NS explained organ donation takes place mainly within the Intensive Care Unit or Emergency Department. NS added 15 patients received an organ donation transplant during 2023/24 and there were 2 missed potential donations.</p> <p>NS added the Clinical Lead for Organ Donation was in the process of recruiting an ED clinician to join the Organ Donation Committee to champion donation in ED.</p> <p>The Board NOTED the report.</p>	
<p>11</p>	<p>Complaints Annual Report</p> <p>NS provided a summary of the report, indicating during 2023/24 the Trust logged 201 formal complaints – a decrease of 16% on 2022/23 and the Trust also logged 2190 level 1 concerns – a decrease of 1% on 2022/23.</p> <p>NS reported most formal complaints often involved more than one Division, with Acute receiving the most complaints followed by Medicine. NS added 'Communication' was an aspect of 63% of compliant cases, followed by 'Treatment and Procedure' at 53%.</p> <p>NS explained a key positive was that formal complaints comprised only 0.02% of patient contacts.</p> <p>NS stated response times to formal complaints in some instances was unsatisfactory, taking on average 60 working days against a performance metric of 40 working days.</p>	

	<p>CC queried if the 40 working day performance metric was realistic and if it was right to have this metric if it was not being achieved.</p> <p>NS stated the reason for the delay was due to the time taken for Divisions to provide full, detailed, and evidenced responses. NS added the Patient Experience Team regularly kept individuals up to date on the progress of their complaint.</p> <p>JH suggested reviewing this performance metric and to move towards a timescale based on the complexity of the complaint.</p> <p>NS agreed to consider if the 40 working day performance metric remained suitable and provide an update on the outcome at the next Board meeting.</p> <p>RM queried about the involvement of Healthwatch in Trust activity.</p> <p>NS stated Healthwatch were involved in some areas of the Trust activity. NS added Healthwatch were previously invited to observe Quality Committee prior to the pandemic but agreed to extend an invitation to future meetings.</p> <p>The Board NOTED the report.</p>	<p>Dr Nikki Stevenson</p> <p>Dr Nikki Stevenson</p>
<p>12</p>	<p>Safeguarding Annual Report</p> <p>SW provided an overview of the report, summarising the national and local context for safeguarding and the current Trust position. SW added the Trust continued to meet its statutory obligations and national safeguarding standards.</p> <p>SW highlighted the various safeguarding activity undertaken including progress made against the objectives set out in the 2023/23 Safeguarding Annual Report.</p> <p>SW explained the Trust safeguarding priorities for 2024/25, noting this included the roll out of the Oliver McGowan mandatory training which had already launched and had a good completion rate.</p> <p>LD queried about the safeguards in place for human trafficking.</p> <p>SW stated this was a key component of the Protecting Vulnerable People mandatory training.</p> <p>The Board NOTED the report.</p>	
<p>13</p>	<p>Managing Conflicts of Interest Update</p> <p>DM summarised the report, explaining 1550 staff were within the categories outlined in the Trust policy, and 1147 of those have completed their annual declaration for this financial year.</p>	

	<p>DM highlighted this equaled 74% of those required and compared to the position at this time last year of 57%. DM added best practice is considered 85% and the Corporate Governance Team aim to achieve this by March 2025.</p> <p>The Board NOTED the report.</p>	
14	<p>Fit and Proper Persons Policy</p> <p>DM reported the Trust fully adopted the new Fit and Proper Persons Test framework in September 2023 and had implemented this by March 2024.</p> <p>DM added all annual assessments against the new framework had been conducted for the required job roles and the Trust's policy continues to be fit for purpose.</p> <p>LD queried if social media checks had been carried out for those requiring one as part of the framework.</p> <p>DM stated social media checks had been completed and no concerns had been raised.</p> <p>The Board NOTED the policy.</p>	
15	<p>Cheshire and Merseyside Acute and Specialist Trusts Provider Collaborative (CMAST) Joint Working Agreement and Committee in Common Refresh</p> <p>DM explained the CMAST Joint Working Agreement and Committee in Common terms of reference had been refreshed following a review and all relevant Trusts had been asked to endorse the updated documents.</p> <p>The Board ENDORSED and agreed the updated CMAST Joint Working Agreement and Committee in Common terms of reference as set out.</p>	
16	<p>Committee Chairs Reports</p> <p>16.1) Audit and Risk Committee</p> <p>SI stated the Committee discussed the Financial Assurance Report and requested further assurance on the controls in place to reduce pharmacy stock losses.</p> <p>SI explained the Committee received the Annual Auditor's Report which highlighted an unqualified opinion had been issued on the Trust's financial statements and that the accounts' consolidated schedules were consistent with the audited financial statements.</p>	

SI reported the Committee received three internal audit reports, two were of substantial assurance and one moderate assurance opinions. SI added the Committee were provided with the Audit Tracker and noted good progress continued to be made embedding audit recommendations.

The Board **NOTED** the report.

16.2) People Committee

LD explained there were numerous workstreams as part of the People Strategy which were intended to deliver positive outcomes. Committee looked forward to seeing the impact of this work to ensure it was making the intended difference.

LD stated Committee were updated on the rise in race related employee relations cases following the recent civil unrest during the summer. LD added the relevant HR team were monitoring these and any future related cases closely.

LD highlighted the Committee discussed the Safe Staffing Report, noting the ward based nursing acuity review was overdue by 12 months. LD set out the reasons for the delay and indicated the Chief Nurse expected the results of the review to be ready for December at the earliest.

The Board **NOTED** the report.

16.3) Research and Innovation Committee

NS stated she and Chair had given apologies for this Committee meeting and SR, the meeting Chair, was not present to provide an update on the meeting.

The Board **NOTED** the report.

16.4) Quality Committee

SW reported the Committee discussed the ongoing concerns regarding C Diff and the focussed work of the Infection Prevention and Control Team to reduce cases within the hospital. SW added good progress had been made to focus on C Diff rates in the community through the work of the Wirral Place Quality Performance Group, noting a four pillar plan was being developed with Wirral system partners.

SW explained a recent national quality audit report showed the Trust was achieving lower reported delirium screening rates than expected. SW added this continued to be monitored and plans were in place to address this.

	<p>SW highlighted there remained three overdue risks on the Care Quality Commission action plan and Committee requested further assurance on the residual risks for each.</p> <p>The Board NOTED the report.</p>	
17	<p>Questions from Governors and Public</p> <p>SH queried about the BBC News article regarding the North West Ambulance Service (NWAS) paramedic concerns about the delays in ambulance handovers.</p> <p>DS stated at the time this media enquiry had not provided the complete detail to allow the Trust to respond fully. DS added the Trust was developing its winter plan and this would be accompanied by a comms plan.</p> <p>NS explained the Trust aimed to release ambulance crews as soon as possible to ensure patients were cared for within the Trust. This resulted in corridor care which was considered lower risk than unattended patients in the community.</p> <p>NS added the Trust also had a good relationship with NWAS and representatives from both organisations were scheduled to meet in due course.</p>	
18	<p>Meeting Review</p> <p>No comments were made.</p>	
19	<p>Any other Business</p> <p>No other business was raised.</p>	

Meeting	Board of Directors in Public
Date	Wednesday 6 November 2024
Location	Hybrid

Members present:

DH	Sir David Henshaw	Non-Executive Director & Chair
SI	Steve Igoe	SID & Deputy Chair
SR	Dr Steve Ryan	Non-Executive Director
SL	Sue Lorimer	Non-Executive Director
CC	Chris Clarkson	Non-Executive Director
LD	Lesley Davies	Non-Executive Director
JH	Janelle Holmes	Chief Executive
NS	Dr Nikki Stevenson	Medical Director & Deputy Chief Executive
DS	Debs Smith	Chief People Officer
MS	Matthew Swanborough	Chief Strategy Officer
MC	Mark Chidgey	Chief Finance Officer
HK	Hayley Kendall	Chief Operating Officer
SW	Sam Westwell	Chief Nurse

In attendance:

DM	David McGovern	Director of Corporate Affairs
JJE	James Jackson-Ellis	Corporate Governance Officer
JC	Jo Chwalko	Director of Integration and Delivery
JL	Jo Lavery	Divisional Director of Nursing & Midwifery (Women's and Children's Division) – item 8.4
RT	Robert Thompson	Public Governor
TC	Tony Cragg	Public Governor
PB	Philippa Boston	Staff Governor

Apologies:

RM	Dr Rajan Madhok	Non-Executive Director
CM	Chris Mason	Chief Information Officer
SH	Sheila Hillhouse	Lead Public Governor
MP	Manoj Purohit	Public Governor

Agenda Item	Minutes	Action
1	Welcome and Apologies for Absence DH welcomed everyone to the meeting. Apologies are noted above.	
2	Declarations of Interest	

	No interests were declared and no interests in relation to the agenda items were declared.	
3	<p>Minutes of Previous Meeting</p> <p>The minutes of the previous meeting held on the 2 October were APPROVED as an accurate record.</p>	
4	<p>Action Log</p> <p>The Board NOTED the action log.</p>	
5	<p>Patient Story</p> <p>The Board received a video story from a patient who had received a prostate cancer diagnosis. The video story described his experience of treatment and the exceptional clinical care provided. The story also identified areas of learning and improvement.</p> <p>SW stated learning had been identified in order to improve the experience in ED and to ensure the prompt dispensing of medicine when discharging patients.</p> <p>HK agreed and stated this cancer pathway had experienced significant challenges, however improvements continued to be made to enhance this pathway.</p> <p>SL queried about challenges relating to sharing patient data between Trusts.</p> <p>HK stated patient data for elective activity was shared but not for non-elective care and this was a national challenge.</p> <p>Members acknowledged there was an excellent level of care provided and requested the Board's thanks be passed onto the relevant teams.</p> <p>The Board NOTED the video story.</p>	
6	<p>Chairs Business and Strategic Issues</p> <p>DH provided an update on recent matters and highlighted the immediate recommendations arising from the Wirral System Review were in the process of being approved.</p> <p>The Board NOTED the update.</p>	
7	<p>Chief Executive Officer's Report</p> <p>JH reported in September there were no Patient Safety Incident Investigations opened under the Patient Safety Incident Response Framework and one Reporting of Injuries, Diseases and Dangerous Occurrences were reported to the Health and Safety Executive.</p>	

JH highlighted in September the Trust facilitated a visit from Matthew Patrick, MP for Wirral West and a visit from Chris Hopson, NHS England Chief Strategy Officer in October.

JH referenced the launch of Change NHS, the national engagement exercise launched in October to develop the next 10 year Health Plan for the NHS.

JH explained Emma James had won the RCN Impact Award and congratulated Emma on the award.

JH stated in October the first Multicultural Staff Network event took place at Birkenhead Rugby Club and was attended by over 100 staff members to celebrate the range of nationalities and cultural traditions.

JH summarised the recent meeting of the Cheshire and Merseyside Acute and Specialist Trust Board (CMAST) on 4 October and the Wirral Place Based Partnership Board on 17 October.

DH queried about the Trust's position in relation to ambulance handovers.

HK stated the Trust had experienced the highest level of ambulance conveyance increases in the region as well as one of the highest nationally and the Trust was also in the bottom quartile for ambulance handover times.

HK added the Emergency Care Improvement Support Team (ECIST) had initiated a number of pilots with a goal to decrease demand to the ED by 20%.

DH also queried about the Trust's approach to providing corridor care in light of the views from CQC and NHSE.

NS highlighted corridor care was a national issue and there were likely to be no additional winter mitigations available by NHSE. NS added the Trust was committed to providing good quality care and patient experience to patients in the corridor instead of in ambulances where it was safer. NS explained the greatest risk was delaying ambulance handovers when these were needed in the community.

HK reported that NWAS were now providing incident feedback to each organisation and in terms of Wirral there had been 1 category 2 incident fed back to the Trust. HK added Monday and Thursday were the days where the Trust had the longest handover delays but other days there was good performance noted.

	<p>LD queried if there was any data available to share with system partners on the type of patients attending ED.</p> <p>JH stated no data was currently available from primary care partners but as part of the integration with WCHC this would become available.</p> <p>HK agreed to provide the winter plan to the next Board meeting and include opportunities for joint working with WCHC.</p> <p>The Board NOTED the report.</p>	Hayley Kendall
8	<p>Board Assurance Reports</p> <p>8.1) Chief Finance Officer Report</p> <p>MC reported at the end of September, month 6, the Trust was reporting a deficit of £12.5m against the year to date plan of £5.7m, an adverse variance of £6.7m.</p> <p>MC added the Board had approved a mitigation plan to reduce run-rate in the second half of the year (H2 - October to March) and the Executive Directors were working within NHSE processes, as supported by PWC to identify further mitigations.</p> <p>MC set out the key drivers of this forecasted variance and the internal risks to achievement, including full delivery of elective activity, CIP, maintaining expenditure on urgent care within planned levels and delivering planned integration benefits.</p> <p>MC reported the outturn adverse variance to plan is forecast to be in a range between £7m and £20.3m and set out the reasoning for these two scenarios.</p> <p>MC provided an update on the statutory key financial risks for month 6, noting the RAG rating for each, highlighting that financial stability and financial sustainability were red, agency spend, financial efficiency and cash were amber, and capital was green.</p> <p>SL queried about the capital programme and if the Trust would be able to deliver the planned budget.</p> <p>MC stated the Trust was on trajectory to deliver the capital programme and explained there was a 3 year programme which provided flexibility to bring forward and delay any capital projects if required.</p> <p>The Board:</p> <ul style="list-style-type: none"> • NOTED the report; • NOTED the risks to delivery of statutory targets including the planned deficit of £6.7m; 	

- **NOTED** that full implementation of agreed mitigations will significantly but not fully mitigate financial risk;
- **NOTED** that the Trust has submitted a request for additional cash support in Q3 (October to December 2024);
- **NOTED** that the Trust is now back in line with agency target of 3.2%; and
- **APPROVED** the increase in the capital budget from £18.754m to £20.707m in recognition of approved RAAC funding.

8.2) Chief Operating Officer Report

HK highlighted in September the Trust attained an overall performance of 99.04% against plan for outpatients and an overall performance of 92.74% against plan for elective admissions. HK added the Trust underachieved plan for both outpatient new appointments and elective inpatients/day cases and set out the specific reasons for this.

HK summarised the referral to treatment standard, noting the requirement to have no patients waiting over 65 weeks by September and the Trust had 178 patients waiting and gave an overview of the reasons for delay. This was in line with the agreed trajectory with the elective recovery workstream.

HK explained the cancer performance against the trajectory, noting the Trust did not meet the faster diagnosis standard for August at 74.4% below the standard of 75% but was assured that future months would demonstrate compliance.

HK reported the DM01 performance standard was 96% at the end of September, achieving above the 95% standard by March 2025.

HK reported in September type 1 unscheduled care performance was 44.73% and remains below the planned improvement trajectory. HK added the ECIST were providing support prior to winter and several pilots would be launched over the coming months to improve the position.

HK reported the number of patients not meeting the criteria to reside at the hospital remained above the trajectory and the demand for patients attending the ED with mental health conditions was high and experienced lengthy delays for mental health beds.

LD queried about 78 week wait breaches for gynaecology and colorectal and the reason for this.

HK explained during COVID gynaecology was adversely impacted across all organisations and this has led to a significant increase in the backlog of patients waiting for treatment, and the service had also experienced significant increases in demand. HK added

another NHS Trust had offered to accept mutual aid patients and this had been welcomed. HK reported colorectal delays were due to pathway challenges and changes were being made to improve this.

SR queried about the mental health challenges and if ECIST had provided any recommendations for improvement.

HK stated this was outside of the scope of ECIST and the Chief Nurse was leading on a mental health transformation programme.

JH agreed and added it remained important to manage patients with mental health challenges in the community setting rather than attending ED, where necessary, for their own safety.

The Board **NOTED** the report.

8.3) Integrated Performance Report

NS stated the number of patients recruited to NIHR studies remained below trajectory and improvement was envisioned in the medium term, however the team remained focussed on good quality research and commercial studies.

SW highlighted the number of C Diff cases in month exceeded the threshold and summarised the various improvement projects underway to reduce the number of cases.

SW reported there was 1 category 3 hospital acquired pressure ulcer in month against a target of 0.

SW explained the friends and family test for ED had reduced from 80% to 71% in month and outpatients reduced to 93.1%. Maternity and inpatients exceeded the 95% target.

SW stated in month the Trust received its largest number of complaints and concerns for the past 18 months. SW added the Concerns and Complaints Policy was being relaunched and included a stronger emphasis on a single Divisional investigator to coordinate responses.

SR queried about the limited number of toilets on each ward and the potential risk of increased infections.

SW added the number of toilets on each ward were limited to ward configuration and toilets were cleaned regularly to avoid any cross infections of C Diff.

DH queried about the involvement of WCHC in reducing C Diff in the community.

SW stated as part of the C Diff strategic plan WCHC focussed on reducing C Diff in the care home/nursing home setting.

DH also queried about the outpatients' department and the progress so far to transform the ways of working.

HK stated the space within the outpatients' department was not being used effectively and a project was within the productivity workstream to use the space more flexibly. HK added, subject to changes within the patient portal, it was anticipated there would be greater flexibility in the department from quarter 4.

DS reported mandatory training and appraisal compliance were on target despite operational pressures. Turnover remains above compliance and is in line with seasonal trends.

DS added sickness absence remains above target at 6.32% and is a concern. DS explained the employee assistance programme was being relaunched and there remained a strong focus on encouraging staff to get their COVID/flu jab. A review of the Attendance Management Policy would take place and it was expected some learning would be identified.

MC highlighted staff vacancies within Digital Healthcare were at 12.5% which has impacted significantly on operational capacity. 2 posts were being submitted as vacancy freeze exceptions. MC added the Service Improvement Team had been asked to review the SARs processes to identify efficiencies.

The Board **NOTED** the report.

8.4) Monthly Maternity and Neonatal Services Report

JL provided the perinatal clinical surveillance data linked to quality and safety of maternity services and highlighted there were no areas of concern to raise for September.

JL added there were no Patient Safety Investigation Incidents (PSII's), or Newborn Safety Incidents (MNSI) declared in September for maternity services.

SR stated as Maternity Safety Champion he was aware of the pressures facing nurses and midwives in maternity services. SR added staff have been complimentary about the Divisional leadership.

SL queried about the pay arrangements for the neonatal consultant.

JL stated the CNST money had been used for this during the year and was recurrent.

	<p>The Board:</p> <ul style="list-style-type: none"> • NOTED the report; and • NOTED the Perinatal Clinical Surveillance Assurance report. <p>8.5) Board Assurance Framework (BAF)</p> <p>DM summarised the key changes to the BAF, noting no changes had been made to the risk scores since the BAF was last provided to Board in September.</p> <p>DM highlighted an internal audit review of risk maturity had been completed and the report was being drafted.</p> <p>The Board NOTED the current version of the BAF.</p>	
<p>9</p>	<p>Emergency Preparedness Resilience and Response (EPRR)</p> <p>9.1) 2023/24 Annual Report</p> <p>HK explained the Trust is required to have an Accountable Emergency Officer, supported by the Emergency Preparedness Officer along with the appropriate emergency planning meeting structure.</p> <p>HK added all of the mandated emergency plans to respond to a major incident are in place and published on the Trust intranet.</p> <p>HK gave an overview of the report, summarising performance for the EPRR Annual Core Standards, exercise outcomes including communications exercises and externally managed events.</p> <p>The Board NOTED the report.</p> <p>9.2) 2024/25 Core Standards</p> <p>HK explained all Trusts were required to undertake an annual assessment of their Core Standards for EPRR and for 2024/25 the Trust was 'partially compliant' with full compliance of 52 of the 62 standards.</p> <p>HK added an action plan has been developed to ensure that the Trust continue to evolve and improve its position for emergency preparedness. Regular updates will be provided through the Executive Assurance Risk Committee.</p> <p>The Board NOTED the self-assessment and the action plan developed to act on the areas highlighted for improvement.</p>	
<p>10</p>	<p>Committee Chairs Reports</p> <p>10.1) Finance Business Performance Committee</p>	

	<p>SL stated the Committee met on 11 October and recommended a number of business cases for approval to the Board. SL added Committee received a presentation on the finance risk and mitigation plan and were provided with good assurance and the steps being taken to improve the Trust's financial position through enhanced controls.</p> <p>The Board NOTED the report.</p>	
11	<p>Questions from Governors and Public</p> <p>No questions were raised.</p>	
12	<p>Meeting Review</p> <p>Members discussed the continued challenges and acknowledged a number of these required solutions driven by the system, however the Trust continued to focus on robust patient safety and quality despite the challenges.</p>	
13	<p>Any other Business</p> <p>No other business was raised.</p>	

(The meeting closed at 10:30)

Meeting	Board of Directors in Public
Date	Wednesday 4 December 2024
Location	Hybrid

Members present:

DH	Sir David Henshaw	Non-Executive Director & Chair
SI	Steve Igoe	SID & Deputy Chair
SR	Dr Steve Ryan	Non-Executive Director
CC	Chris Clarkson	Non-Executive Director
JH	Janelle Holmes	Chief Executive
NS	Dr Nikki Stevenson	Medical Director & Deputy Chief Executive
DS	Debs Smith	Chief People Officer
MS	Matthew Swanborough	Chief Strategy Officer
MC	Mark Chidgey	Chief Finance Officer
HK	Hayley Kendall	Chief Operating Officer
JR	Julie Roy	Deputy Chief Nurse (deputising for SW)

In attendance:

DM	David McGovern	Director of Corporate Affairs
JC	Jo Chwalko	Director of Integration and Delivery
CM	Chris Mason	Chief Information Officer
JJE	James Jackson-Ellis	Corporate Governance Officer
JL	Jo Lavery	Divisional Director of Nursing & Midwifery (Women's and Children's Division) – item 8.4
RM	Dr Ranj Mehra	Deputy Medical Director – item 8.5
JTG	Jay Turner-Gardner	Interim Director - Infection Prevention and Control – item 9
CG	Dr Chris Green	Director of Pharmacy and Medicines Optimisation – item 10
SH	Sheila Hillhouse	Lead Public Governor
TC	Tony Cragg	Public Governor

Apologies:

SW	Sam Westwell	Chief Nurse
SL	Sue Lorimer	Non-Executive Director
LD	Lesley Davies	Non-Executive Director

Agenda Item	Minutes	Action
1	Welcome and Apologies for Absence DH welcomed everyone to the meeting. Apologies are noted above.	
2	Declarations of Interest	

	No interests were declared and no interests in relation to the agenda items were declared.	
3	<p>Minutes of Previous Meeting</p> <p>The minutes of the previous meeting held on the 6 November were APPROVED as an accurate record.</p>	
4	<p>Action Log</p> <p>The Board NOTED the action log.</p>	
5	<p>Patient Story</p> <p>The Board received a video story from a husband, who was the carer to his wife. The video story described their experience of attending ED following his wife suffering from a fall at home.</p> <p>Members acknowledged the patient and her husband had received good care and a positive experience in ED. Members thanked the staff for their continued hard work in ED.</p> <p>The Board NOTED the video story.</p>	
6	<p>Chairs Business and Strategic Issues</p> <p>DH provided an update on recent matters and highlighted he had joined a WUTH and WCHC Governor meet and greet in November following his appointment as Joint Chair of both Trusts. DH added Governors had fed back it was a good opportunity and a positive meeting.</p> <p>DH stated the integration between WUTH and WCHC was progressing well and engagement with primary care was a key focus.</p> <p>DH added the support provided by WCHC during the recent cyber security incident had been positively received and thanked the relevant teams for their help.</p> <p>The Board NOTED the update.</p>	
7	<p>Chief Executive Officer's Report</p> <p>JH reported in October there was one Patient Safety Incident Investigation opened under the Patient Safety Incident Response Framework and one Reporting of Injuries, Diseases and Dangerous Occurrences were reported to the Health and Safety Executive.</p> <p>JH stated on Tuesday 26 November the Trust declared a major incident following a targeted cyber security issue, following suspicious activity on the Trust's systems. JH added the Trust</p>	

	<p>continued to respond to the incident and was working closely with the relevant organisations to resolve the incident.</p> <p>JH referenced the Care Quality Commission (CQC) Report of Urgent and Emergency Care Services had been published following the inspection in March 2024. JH indicated the Trust had been rated as 'Good' in three out of five domains.</p> <p>JH updated on the implementation of Martha's Rule, indicating the Trust was already a pilot site and from 1 October wards 14 and 38 had been testing component 2, which ensures patients, their relatives or staff members can contact the critical care outreach team 24/7 if they have concerns that a patient is clinically deteriorating or getting worse.</p> <p>JH explained the Trust had been re-accredited with the Navajo Charter Mark, which recognises the efforts the Trust has made in trying to improve services and support for LGBTIQ+ staff and patients.</p> <p>JH highlighted Joe Clarkson, a Junior Doctor at the Trust, had been awarded the first CEO Star Award. Joe was presented with the award by the CEO and Medical Director for his efforts in saving a life while off duty.</p> <p>JH summarised the recent meetings of the Cheshire and Merseyside Acute and Specialist Trust Board (CMAST) on 1 November and the Wirral Place Based Partnership Board on 21 November.</p> <p>The Board NOTED the report.</p>	
<p>8</p>	<p>Board Assurance Reports</p> <p>8.1) Chief Finance Officer Report</p> <p>MC reported during October the Trust received a non-recurrent deficit support allocation of £9.7m and as a result of this the Trust's plan was resubmitted as a £6.7m deficit.</p> <p>MC stated at the end of October, month 7 the Trust was reporting a deficit of £13.2m, an adverse variance against plan of £7.4m.</p> <p>MC set out the key drivers of this forecasted variance, noting these were full delivery of elective activity, CIP, maintaining expenditure on urgent care within planned levels and delivering planned integration benefits.</p> <p>MC explained the Trust's unmitigated forecast was a deficit of £6.4m, an adverse variance to plan of £19.8 and the Trust was continuing to reduce expenditure to mitigate against these risks. MC added full implementation of the actions would reduce the</p>	

unmitigated forecast deficit to £13.6m, an adverse variance to plan of £7.0m

MC indicated the deficit position continued to place significant pressure on both the Trust's cash position and compliance with the Public Sector Payment Policy (PSPP).

MC provided an update on the statutory key financial risks for month 7, noting the RAG rating for each, highlighting that financial stability and financial sustainability were red, financial efficiency and cash were amber, agency spend and capital was green.

MC highlighted this position was prior to the recent cyber security incident and it was anticipated there would be a further deterioration to plan due to lost income from activity.

Members discussed the financial position and challenges, including the decisions made to remain committed to provide robust patient safety and quality of care.

SI noted CIP was behind plan and queried about the non-recurrent CIP risk for 2025/26.

MC stated any gap would become a cost pressure for 2025/26 and indicated over the last 2 years the Trust had delivered recurrent savings of circa £50m.

SR queried about the planning for the elective activity case mix for 2025/26.

HK reported the case mix was being reviewed to understand the variance for this year and this would also inform the plan for 2025/26.

Members discussed the underperformance in respect of the Cheshire and Merseyside Surgical Centre, noting the original business was unlikely to be achieved due to lower than planned referrals from Trusts in the region, despite the available capacity and because of this the business case had been reset.

The Board:

- **NOTED** the report;
- **NOTED** that full implementation of agreed mitigations will significantly but not fully mitigate financial risk;
- **NOTED** that the Trust has submitted a cash support request in Q3 and will be submitting an additional request in Q4 (January to March 2025); and
- **NOTED** that this report pre-dates the current cyber-incident and therefore the financial impact will be included within future reports.

8.2) Chief Operating Officer Report

HK highlighted in October the Trust attained an overall performance of 96.6% against plan for outpatients and an overall performance of 91.5% against plan for elective admissions. HK added the Trust underachieved plan for both outpatient new appointments and elective inpatients/day cases and set out the reasons for this.

HK summarised the referral to treatment standard and the requirement to have no patients waiting over 65 weeks by September. HK indicated 1 patient had been waiting 104+ weeks and this had been resolved, 11 patients had been waiting 78+ weeks and 135 patients had been waiting 65+ weeks. HK explained the key drivers for each of the breaches, noting the majority had been due to patient choice or reduced capacity within gynaecology.

HK explained the cancer performance against the trajectory, noting the Trust did meet the faster diagnosis standard for September with performance at 76.58%.

HK reported the DM01 performance standard was 95.9% at the end of October, achieving above the 95% standard by March 2025.

HK highlighted in October type 1 unscheduled care performance was 44.69% and continues to remain below the planned improvement trajectory. HK added this was due to high walk in and ambulance conveyances, however several pilots to reduce this had already started to improve the position.

HK stated the number of patients not meeting the criteria to reside remained above the trajectory and the demand for patients attending the ED with mental health conditions was high and experienced delays. HK added work with Wirral system partners remained ongoing to reduce these pressures on the hospital.

SR queried about the increase in outpatient procedures and if this was driven by better recording of appointments or transformation.

HK stated this was due to better reporting facilitated by transformation.

The Board **NOTED** the report.

8.3) Integrated Performance Report

JR highlighted C Diff remains above the target of 6 per month with 15 incidences in October and there was 1 category 3 hospital acquired pressure ulcer in October against a target of 0.

JR stated the Friends and Family Test for ED and outpatients was below target with maternity and inpatients exceeding the target threshold.

JR added the number of level 1 concerns raised exceeded the target threshold as well as the number of level 2 formal complaints.

JR explained RN and CSW fill rates had now been added to the report with RN and CSW days below the threshold and nights exceed the threshold for both RN and CSWs.

SR referenced the 4 pillar Wirral C Diff strategic plan and queried if data was available in relation to the level of C Diff in the community.

JR stated this was a challenge for Wirral Place partners to record, but work was ongoing to improve this as part of the strategic plan.

DS highlighted mandatory training compliance continues to be achieved and turnover has reduced by 0.41% following the spike in August and seasonal trend.

DS explained appraisal has dipped below compliance by 0.29% and there was a trajectory in place for Corporate teams to achieve target.

DS reported sickness absence continues to remain above target at 6.61% and is an ongoing area of concern. DS set out the main drivers of sickness absence, noting this remains driven by short term and common cold/flu.

DH queried about sickness absence and what other mechanisms could be put in place to reduce this.

DS stated there were sufficient preventive measures in place, however further work was required to manage sickness absence when it occurred including triggers and return to work interviews. DS added the 6 month review of the new Attendance Management Policy would be carried out this month following a delay last month.

DH requested an update be provided at the next meeting following the review of the Attendance Management Policy.

CM reported the staff vacancy as a percentage of the workforce remained at 12.5% and this continued to impact on service delivery. CM added a case had been approved to recruit a position in business intelligence as this had been identified as a key area of risk for Trust.

CM explained the subject access request waiting list continued to increase and a new database was being implemented to track

these more easily. CM added the Service Improvement Team would carry out a review of processes once the new database was installed.

DH queried about the use of apprenticeships within the Digital Healthcare Team as mechanism for providing additional resource.

CM stated there were a number of apprenticeships already within the team, explaining apprentices generally started in the help desk team and progressed into other IT specialities within the team.

The Board **NOTED** the report.

8.4) Quarterly Maternity and Neonatal Services Report

JL provided the perinatal clinical surveillance data linked to quality and safety of maternity services and highlighted there were no areas of concern to raise for October.

JL stated there were no Patient Safety Investigation Incidents (PSIIs) declared for Maternity Services or Neonatal Services in October. JL added to date there were four Maternity and Newborn Safety Investigations (MNSI).

JL gave an update on Maternity Incentive Scheme (MIS) Year 6 and summarised the progress to date in regard to delivering the 10 safety action standards. JL noted this would be presented to Quality Committee and Board in January with LNMS colleagues present.

JL explained the position in relation to Saving Babies Lives, noting the Trust achieved 96% compliance against the 6 elements based on evidence submitted in June 2024. JL added Q2 evidence had been submitted and was under review by the LMNS.

JL referenced the Ockenden gap analysis and the 15 immediate and essential actions, noting the Trust remained in the same RAG rated position as fully compliant.

JL reported progress against the recommendations of the three year delivery plan for maternity and neonatal services and the CQC national review of maternity services in England, noting the Trust was in a strong position in relation to these.

JL updated on progress regarding implementing a Continuity of Carer Model, indicating the preferred option ensures the Trust continues with the current maternity continuity of carer model with teams supporting women with enhanced needs as the national directive.

JL highlighted the NHSE visit on 23 October by the North West Chief Midwifery Officer, who had provided positive feedback on the Trust's Maternity and Neonatal Services.

SR stated as Maternity Safety Champion he regularly attended Maternity Services meetings and was assured of the rigor of reporting. SR added he recently visited the Seacombe Birthing Centre which had been a positive visit with visible signs of strong leadership.

Members thanked JL and the team for their continued hard work.

The Board:

- **NOTED** the report;
- **NOTED** the Perinatal Clinical Surveillance Assurance report;
- **NOTED** the position of Patient Safety Incident Investigations (PSSI's) & Maternity and Newborn Safety Incidents (MNSI);
- **NOTED** the progress of the Trust's position with Maternity Incentive Scheme and Saving Babies Lives v3;
- **NOTED** the update on the NHSE three-year delivery plan for maternity and neonates incorporating Ockenden and East Kent 'Reading the Signals';
- **ENDORSED** option 2 of the Maternity Continuity of Carer Model options appraisal, which continues with current maternity continuity of carer teams supporting women/birthing people with enhanced needs as the national directive;
- **NOTED** the CQC national report and WUTH's response to include a review via a gap analysis;
- **NOTED** the outcome of the NHSE annual review

8.5) Learning from Deaths Report Q1 2024/25

RM summarised the report, highlighting the Trust's Hospital Standardised Mortality Ratio (HSMR) and Summary Hospital Level Mortality Indicator (SHMI) continued to be within the expected range of mortality data for the reporting period.

RM explained from early 2025 HSMR will be changing to HSMR+ and it was anticipated this new model would increase the ratio by 8 points but will remain within expected range. RM added the main driver of this was the removal of palliative care coding.

RM explained from September the Medical Examiner began examining deaths in the community as well and there had been changes to the death certificate process implemented across England and Wales.

SR stated the report had been discussed at the Quality Committee in November which provided good assurance and commented

	<p>there was also a strong amount of external scrutiny by the medical examiner and Telstra Health.</p> <p>NS stated she and RM met quarterly with the Coroner who continued to remain satisfied with the Trust's processes.</p> <p>The Board NOTED the mortality indicators, ongoing Medical Examiner input and ongoing scrutiny of mortality through the Mortality Review Group.</p>	
9	<p>Infection Prevention and Control 2023/24 Annual Report</p> <p>JTG provided an overview of the report summarising the activity undertaken during the year, noting the number of COVID, C Diff and Norovirus outbreaks.</p> <p>JTG added the Trust was one of the 21 Trusts out of the 24 in the North West who had breached their annual objective for C Diff. JTG explained the various cleaning services, training activities and audits undertaken.</p> <p>JTG added an infection prevention and control plan had been developed for 2024/25 to focus on priority areas in the Trust and Wirral system partners.</p> <p>SR stated the report had been discussed at the Quality Committee in November and commented the Board were aware of the contributory factors to the level of C Diff cases, including the lack of isolation facilities and high bed occupancy.</p> <p>SR also commented the integration with WCHC should further support the reduction of community and healthcare associated C Diff cases.</p> <p>NS agreed and added the Trust had an action plan to reduce C Diff cases within the hospital and this remained a priority to embed actions as part of business as usual.</p> <p>DH suggested both the WUTH and WCHC infection prevention and control teams present the 4 pillar Wirral C Diff strategic plan at a future Board Seminar.</p> <p>The Board NOTED the report.</p>	Sam Westwell
10	<p>Accountable Officer Controlled Drugs 2023/24 Annual Report</p> <p>CG gave an overview of the report, highlighting there were 298 incidents involving controlled drugs during 2023/24 compared to 211 reported the previous year. CG stated 279 incidents were reported as no harm or near miss with 19 incidents classified as low harm.</p>	

	<p>CG highlighted the Trust is noted by the regional Controlled Drug Local Intelligence Network (CDLIN) to be a high number, low harm reporter indicative of an open reporting culture.</p> <p>CG set out the four recommendations for 2024/25 to continue to support improvements in compliance with legislation, patient experience and safety, and monitoring of usage trends to highlight potential diversion.</p> <p>SR stated the Annual Report had been discussed in detail at the Quality Committee in November and Committee was pleased to hear the Trust was a high number, low harm reporter, indicating a transparent reporting culture.</p> <p>SI agreed and added CG presented at the Audit and Risk Committee in November and provided good assurance on the processes in place to reduce pharmacy stock losses.</p> <p>The Board NOTED the report and APPROVED the recommendations.</p>	
<p>11</p>	<p>WUTH Charity Annual Report and Accounts 2023/24</p> <p>MC provided an overview of the Annual Report and Accounts, highlighting the various fundraising activity undertaken in year for the Tiny Stars appeal, noting this included the Arrowe Park Abseil, Wirral Winter Ball and other fundraising events.</p> <p>MC added the Charity relies upon donations and legacies as its main source of income and the total income for 2023/24 was £383k, compared to £303k in 2022/23.</p> <p>MC stated the accounts had been subject to external audit and no material issues had been identified.</p> <p>The Board NOTED the Annual Report and Accounts 2023/24.</p>	
<p>12</p>	<p>Annual Review of Standing Financial Instructions (SFIs)</p> <p>MC presented the SFIs for approval, noting key changes related to the removal of the retrospective requisitions process, the inclusion of a breaches process and changes to threshold values including delegation limits.</p> <p>MC added any requisition that was now raised after receipt of goods and services was now deemed to be a breach of SFIs.</p> <p>SI stated the review of SFIs had been discussed at the Audit and Risk Committee in November and the proposed changes were recommended to the Board for approval.</p> <p>The Board APPROVED the Standing Financial Instructions.</p>	

<p>13</p>	<p>Annual Review of Committee Terms of References</p> <p>DM presented the Board Assurance Committee Terms of Reference for approval, noting in line with good governance practice an annual refresh had been undertaken and any changes were highlighted in the appended documents.</p> <p>NS commented about the Quality Committee Terms of Reference, specifically the attendance of all Executive Directors and suggested this be reviewed due to the competing pressures of Directors.</p> <p>DM agreed to consider the Executive Directors' attendance at Quality Committee and how this can be achieved, with the updated Terms of Reference provided to the next meeting for approval.</p> <p>The Board APPROVED the Terms of References with the exception of Quality Committee.</p>	<p>David McGovern</p>
<p>14</p>	<p>Committee Chairs Reports</p> <p>14.1) Estates and Capital Committee</p> <p>SI indicated the Committee were provided with good assurance in relation to the delivery of statutory estates compliance, reactive maintenance, and cleaning standards. SI added the Committee also received a standalone Health and Safety update which explained the highest number of non-clinical incidents related to violence and aggression against staff.</p> <p>SI highlighted the Committee received a presentation on the NHSE Premises Assurance Model (PAM) submission for 2024 and this demonstrated significant improvement across the Estates and Facilities functions over the past 3 years.</p> <p>SI explained the Committee also received a series of standing reports on capital programme delivery progress and the UEUCP programme.</p> <p>14.2) Quality Committee</p> <p>SR reported the Committee were provided with an update on the C Diff and acknowledged a strategic plan consisting of 4 pillars of action had been agreed between the Trust and Wirral Place partners which would be overseen by the Wirral Health Protection Board.</p> <p>SR stated children with special education needs and difficulties continued to experience delays due to pathway issues and work was ongoing with Wirral Place partners to improve this pathway.</p> <p>SR highlighted a high number of children and young people had been admitted to the paediatric ward and it remained a challenge</p>	

	<p>due to the built environment on the ward to provide a good patient experience and safe care.</p> <p>14.3) Audit and Risk Committee</p> <p>SI stated Committee had received a presentation from the Director of Pharmacy & Medicines Optimisation following a request to provide assurance in relation to pharmacy stock losses. SI added the Committee were provided with good assurance that sufficient processes were in place to reduce this.</p> <p>SI added the Committee received a deep dive into the Trust's EPRR processes as well as an update from the Chief Information Officer in regard to the annual Digital Maturity Assessment.</p> <p>SI highlighted the Committee received a range of standing reports on procurement, financial assurance which provided good assurance on the financial controls in place. SI added the internal audits also provided three internal audit reports and good progress continued to be made in embedded audit recommendations.</p> <p>14.4) Charitable Funds Committee</p> <p>SR highlighted the Committee received an update on the plans for the redevelopment of the Neonatal Unit and were pleased to see a preferred option had been selected following engagement from clinical teams.</p> <p>SR stated the Committee also received an update on a range of potential fundraising opportunities and options to engage with fund-holders.</p> <p>SR explained the Committee had been made aware that the League of Friends for Arrowse Park had given a donation to the Charity following the closure of their shop on the ground floor.</p> <p>The Board NOTED the reports.</p>	
<p>15</p>	<p>Questions from Governors and Public</p> <p>TC commented that the Governor get together in November with WCHC Governors had been positive and looked forward to building relationships further.</p> <p>SH queried about the publication of the CQC report of Urgent and Emergency Care Services and how ED staff felt about the findings.</p> <p>NS stated ED staff were pleased with the good ratings and feedback had been provided to the Divisional Directors with areas for improvement and an action plan was being developed to address any recommendations. NS added the Trust had held robust discussions with the CQC on the narrative of the report,</p>	

	<p>specifically in relation to corridor care, recognising this was a national issue.</p> <p>SH also queried about the integration with WCHC and how staff also felt about this.</p> <p>JH highlighted she and the WCHC Executives had been undertaking walkabouts at WCHC and feedback from clinical teams had been positive. JH added corporate teams had voiced some concerns and these were being addressed proactively.</p>	
16	<p>Meeting Review</p> <p>No comments were made.</p>	
17	<p>Any other Business</p> <p>No other business was raised.</p>	

(The meeting closed at 10:45)