

## Council of Governors

### MINUTES

of a meeting held on Wednesday 21<sup>st</sup> January 2009 at 5:30pm in the Blair Bell  
Lecture Theatre, Liverpool Women's Hospital

<b>Present:</b>	Mr K Morris	Chairman
	Mrs A Douglas	Deputy Chair/Governor, Scientists & Tech Staff
	Dr L Bricker	Governor, Doctors
	Mrs D Carter	Governor, Clinical Support Staff & Non Clinical Staff
	Ms A Parker	Governor, North Liverpool
	Ms M Williams	Governor, Central Liverpool
	Ms A James	Governor, Central Liverpool
	Ms M Day	Governor, Central Liverpool
	Mrs I Drakeley	Governor, South Liverpool
	Mrs M Kelly	Governor, Sefton
	Mr G McKeating	Governor, Sefton
	Mrs V Kehoe	Governor, Knowsley
	Mrs D Wood	Governor, Other Public
	Mrs A Banks	Governor, Other Public
	Mrs M Hogan	Appointed Governor

<b>In Attendance:</b>	Ms S Lorimer	Director of Finance
	Ms C Salden	Director of Service Development
	Ms E Saunders	Director of Corporate Affairs/Trust Secretary
	Mrs K Doherty	Director of Human Resources
	Mr D Renouf	Deputy Director of Finance
	Mrs A McCracken	Non Executive Director
	Mr D Carbery	Non Executive Director

<b>Minutes:</b>	Miss L Florensa	Senior Executive Assistant
-----------------	-----------------	----------------------------

#### 1. Apologies

	Mrs D Akeju	Governor, Midwives
	Mrs D Brown	Governor, Nurses
	Miss H Gavin	Governor, Clinical Support Staff & Non Clinical Staff
	Ms B McGrath	Governor, North Liverpool
	Mrs J Wooldridge	Governor, South Liverpool
	Dr P Grey	Appointed Governor
	Cllr J Aston	Appointed Governor
	Prof S Wray	Appointed Governor
	Cllr M Fielding	Appointed Governor
	Mrs K Thomson	Chief Executive

#### 2. Minutes of previous meeting held on 22<sup>nd</sup> October 2008

Minutes approved as an accurate record.

### **3. Matters Arising**

#### **3.1 Research for patient benefit - PGD consultation**

Mrs Douglas reported on the outcome of the consultation which was attended by public members and other governors. Written responses had also been received. One letter of concern regarding ethical issues had been received but the majority were in favour of the application. A response to the application is expected in March.

#### **3.2 Centre for Better Births**

Ms Lorimer updated the committee on the Centre for Better Births build. The preferred option to create the CBB as a self contained building would be more costly but would free up internal space for Big Push. More discussion is needed with the University regarding funding. Mr Renouf would pick up this item and keep the Council informed as appropriate.

#### **3.3 Private Patient Cap Consultation Outcome**

Mr Renouf said Monitor had agreed to go forward with option 2. Current arrangements with North West Fertility would not be impacted by this option and it would have minimal effect on Trust income. This would not impact on future plans e.g. plastics, private patient unit.

### **4. Board Report**

#### **4.1 Chairman's Report**

Mr K Morris informed the Council that the Trust was experiencing a degree of challenge in terms of the national targets. Ms Salden briefed the Council on why the Trust was currently on 'red' for 18 weeks, smoking and breastfeeding targets. Mrs Wood thought it unfortunate that the Trust be measured on the number of smokers and breastfeeding as you can not force people to make these choices and it would be better to be measured on programmes in place. Ms Salden would be looking into these scores more closely. Mrs Day asked about the Clostridium difficile figures. Ms Salden said that during 2007/08 11 cases were reported, of which three were community acquired and eight Trust acquired. The Trust target for this year is less than eight. Mr Renouf said the financial position remains strong, performing well on contracts and a successful outturn expected.

#### **4.2 Board of Directors' Business: November 2008 – January 2009**

Mr K Morris informed the Council of concern regarding the performance of one of the Trust's consultants. A Serious Untoward Incident panel has been established to review the matter and the GMC had been informed. The consultant has not practised since the issue became known. A full private briefing meeting would be arranged for the Council of Governors and other key stakeholders once more information from the review was known. No complaints had been received about the individual.

Mr K Morris updated the Council regarding the complaint made about Mr Roy Morris' conflicts of interest to the NHS Counter Fraud Service. The Trust had received a report from the investigating officer which stated that "no" evidence exists to pursue a case against Mr R Morris although the comment that was given to the press stated that there was "insufficient" evidence. The Trust had expressed their concern over this

matter with both the Daily Post and with the Head of the Counter Fraud Service. The Trust Board had agreed to end this issue with a closing letter to the Post.

### **4.3 Chief Executive's Report**

#### **4.3.1 Service Strategy update**

Ms Salden presented to the Council on progress against the 2008/09 operational plan and development of the 2009/10 clinical service strategy.

The Council agreed that a tour of the new IVF unit to view would be helpful as the build nears completion.

Mrs Wood asked how expensive the telephone and entertainment package for patients is. Ms Salden said they had looked at what is on offer and found an option as cheap and accessible as possible, which is currently cheaper than what other Trusts are offering. Exceptional cases would be part of the discussion when setting costs.

Mrs Day asked if the Big Push was part of the maternity strategy for the PCT. Ms Salden said that it is but the PCT strategy goes further into the service model and best practice. Ms James asked what out of these strategy points would impact on the smoking and breastfeeding targets. Ms Salden said developing the community service and maternity advice would target these areas but there are also plans which sit outside of this strategy that are working towards these targets. Mrs Kehoe said it would be useful to see the patient satisfaction cards that Anne Bridson collects.

Mr K Morris asked where signage and facilities issues sit within strategy plans. Ms Salden said that today's presentation is in relation to the clinical service strategy and that the overarching plan which covers all areas would be brought to the next Council meeting. Mrs Day queried why PGD wasn't included in the strategy. Mrs Douglas explained the PGD needs to go through a 2/3 year pilot first before becoming part of the strategy.

#### **4.3.2 Clinical Business Units: Progress Report**

Ms Saunders explained the Trust would be moving into Clinical Business Units (CBU's) to enable decision making closer to the patient and give directorates greater autonomy. Four workstream groups had been set up to work towards putting this into place. Emphasis is to educate staff on what this change means and realise a quicker response to issues.

Ms Doherty explained a change to the organisational structure is needed initially. The current 6 directorates would change to 4 which would be:

- Maternity services and imaging
- Neonatology and pharmacy
- Gynaecology and surgical support services
- RMU and Genetics

A number of vacancies for directorate managers would need to be filled to begin to make these structural changes. They would then move towards making a cultural change. The Branding Strategy has a role to play by focussing on attitude and behaviour. Full cultural change is expected over 3-4 years in terms

of a different way of working for all local directorate teams, the executive team, non-executives and the Board. Ms Doherty said they could set up a small meeting with the Board to discuss and invite representatives from the Council.

**Action: KD**

#### **4.3.3 Executive Director Appointments**

Mr K Morris informed the Council that this was Ms Lorimer's last meeting before taking up post as Director of Finance at Alder Hey and Ms Core would be leaving to go to Whiston Hospital. Mr K Morris wished both well for the future. Some re-alignment was taking place within the Executive team, Ms Salden would take forward CBU's and Ms Saunders would be taking forward marketing. Mr Renouf would be interim Director of Finance until the post was re-advertised in April and Mrs Christine Hedley would be interim Director of NMPQ, with the substantive post being advertised this week.

***Ms Salden left the meeting at this point.***

### **5. Council of Governors Business**

#### **5.1 Proposal for extension of External Auditors' contract**

Mr Renouf thanked Mrs Drakeley and Mrs Kehoe for their help. Given the performance of BakerTilly against the initial proposal it would be prudent to extend this contract for a further 2 years. **The Council ratified this request.**

#### **5.2 Public Engagement Committee & 5.3 Membership Strategy Committee**

Ms Williams undertook to report on the work of both Committees in Mrs Wooldridge's absence.

In terms of the proposed roadshows, venues in Knowsley are being investigated with a view to holding the first event in April or May.

Ms Williams reported on the outcome of the Big Push consultation exercise: 175 questionnaire responses had been received; general themes had been access to the hospital, care of older children, antenatal classes to include information to help after birth, refreshment facilities etc. Many positive comments were also received. These responses were correlated with the patient responses that Anne Bridson collects and found most themes are similar. Dr Bricker said they had appointed a lot of new midwives and reduced sickness however they say they are busy to patients, who presume this comment to mean that they are understaffed, the culture of staff comments cause some misconceptions. Mrs Day said comments about being pressured to breastfeed had been received and asked how properly are mum's shown to use bottles. Dr Bricker said due to Baby Friendly guidance they are not allowed to show parent groups how to bottle feed, it cannot be included in parent education.

Mrs Day reported that the FT Express was about to go to press.

***Ms James, Mr Carbery and Mr Morris left the meeting at this point. Mrs Douglas acted as interim chairperson.***

#### **5.4 Remuneration Committee**

Ms Saunders reported on the activities of the Remuneration Committee in Professor Wray's absence. It was becoming apparent that the Trust was drifting in terms of market rates of remuneration for the chairman's role and the senior independent director role following the publication of the latest NED pay survey by the FT Network. This had led to the Health Service Journal writing an article on pay rates which ranked the Trust among the bottom five in the country. Ms Doherty had presented a report on the full national picture to the Remuneration Committee. Mrs Day informed the Council on the discussion held. Mrs Day commented that the system for chair and senior appraising each other should be changed. Mrs Doherty agreed to action this for the coming appraisal round.

Ms Saunders asked the Council for its view on the proposal to uplift the remuneration of the Chairman and Senior Independent Director to better reflect the current market rate. Ms Saunders asked for a show of hands to indicate support.

**All indicated agreement with the recommendation.**

***Mrs Parker and Mrs McCracken left the meeting at this point. Mr Morris and Mr Carbery rejoined the meeting at this point.***

#### **5.5 Nominations Committee**

Mr K Morris presented the proposal to re-appoint Mr H Yeung and Mr R Morris as Non Executive Directors. He also provided the rationale for the proposed re-appointment of Mrs A McCracken although she has served over 2 terms and the rules state only 3 terms are allowed. The Nominations Committee recommended that the Council extend Mrs A McCracken's term of office by 12 months in order to maintain continuity within the Board whilst new executive directors are appointed.

**The Council approved the recommendation to:**

- **re-appoint Mr Hoi Yeung and Mr Roy Morris for three years and**
- **re-appoint Mrs Ann McCracken for 12 months**

***Mrs McCracken rejoined the meeting at this point.***

### **6. Trust Secretary Business**

#### **6.1 Healthcare Commission Briefing**

Ms Saunders said the Healthcare Commission would be renamed Care Quality Commission from 1<sup>st</sup> April 2009. Ms Saunders requested Governors to volunteer to help review the evidence compiled to support the HCC annual health check in March. A letter would be sent to request volunteers nearer to the time.

#### **6.2 Council of Governors Induction/Development Programme**

Ms Saunders reported back on the work of the group set up to consider Governor development needs. The group was keen to bring their ideas to the full Council before proceeding any further with this work. There is a Board Development budget available to use, and although a robust programme might be costly this is a requirement of Monitor as well as being of benefit to members of the Council. An induction pack is already given out to new members but is not the same as direct contact. Dr Bricker

asked why training can't be provided in-house. Ms Doherty said as Monitor evaluates the role of the Council critically they would lose independence if provided in-house training, and reiterated that this acts as part of development too. Ms Wood said the buddying system would be a good idea. Mr K Morris said they would be careful with costs. The programme would be tendered to three providers in accordance with Trust policy. Mrs Douglas said the Northwest Governors Forum is a good place to get information and find out what other governors do. Ms Doherty said they should specify a request for a resource pack to take something away from the training to utilise for new members.

**The recommendation was agreed to take the process to the next stage.**

### **6.3 Council of Governors News**

Mrs Douglas said the recent Northwest Governors Forum had been held at Salford, with an 'added value' theme. Mrs Drakeley said they had volunteered the Trust to host the November meeting. A group would need to be set up to plan the agenda. Mrs Drakeley and Mrs Kehoe asked for other volunteers to attend these meetings. Mrs Drakeley said this could be discussed in the strategy meeting. Suggested theme for November was 'reviewing the past'. Mrs Douglas said they would need to get some content information ready for the April northwest forum meeting.

## **7. Items for Information**

### **7.1 NHS Operating Framework 2009/10**

For information.

## **8. Any other business**

Ms Lorimer thanked the Council for their support as Director of Finance and Acting Chief Executive. The Council thanked Ms Lorimer.

No other business discussed.

## **9. Date and time of next meeting**

Wednesday 22<sup>nd</sup> April 2009 at 5.30pm in the Blair Bell Education Centre