

Board of Directors (in Public)

minutes

Minutes of the Board of Directors' meeting held on 5th March 2019

Present:	Neil Large	Chairman
	Jane Tomkinson	Chief Executive
	Nicholas Brooks	Non-Executive Director
	Jonathan Develing	Director of Strategic Partnerships
	Julian Farmer	Non-Executive Director/ Deputy Chair
	Mark Jones	Non-Executive Director
	Ken Morris	Non-Executive Director
	Sue Pemberton	Director of Nursing and Operations
	Raphael Perry	Medical Director / Deputy Chief Executive
	Marion Savill	Non-Executive Director/ Senior Independent Director
	Claire Wilson	Chief Finance Officer
In Attendance:	Mark Jackson	Director of Research and Innovation
	Lucy Lavan	Director of Corporate Affairs
	Joanne Twist	Director of Workforce and Service Improvement
	Helen Turner	Freedom to Speak Up Guardian (Item 2.1)
	Siôn Jones	Specialist Registrar (Item 2.4)
	Manoj Kuduvali	Associate Medical Director - Surgery (Item 2.4)
	Robin Wiggs	Assistant Director – Business Development (Item 3.1)
Apologies for absence :		
Observers: Governors / Staff/ Members of the Public:		

1.1 Apologies for absence

1.2 Declaration of interests relating to agenda items

1.3 Patient Story

1.4 Chair's Briefing

2 Patient Safety and Quality

Helen Turner, Freedom to Speak Up Guardian (FTSUG) was welcomed to the meeting. It was noted that there had been 14 concerns raised under Freedom to Speak Up during Quarter 3

and a total of 18 for the year to date. The increase for Quarter 3 was felt to be attributable to the increased awareness raising activity throughout October which was designated nationally as 'Freedom to Speak Up Month'. All concerns had been followed up and feedback provided where possible, to those who had raised concerns.

The second FTSU Summit was held on 22nd January 2019 and the review at this meeting had confirmed that there were no concerns about FTSU arrangements in place and strong evidence of an open and transparent safety culture. This forum had been utilised to triangulate FTSU data with data on harms, HALTs, staff experience and employee relations; and to inform content for the SOLE safety bulletin.

Work had continued to encourage people to resolve concerns where possible at a local level and the new leadership strategy and associated training plans would provide development for line managers in resolving staff concerns and in resilience, given the impact on line managers themselves when staff speak up and an investigation is instigated.

The Board noted the latest guidance and case reviews published by the National Guardian's Office against which reviews had been undertaken to identify any potential learning for LHCH.

Examples of learning and action taken were provided in respect of a concern raised in theatres, a concern raised by a junior doctor and a concern relating to culture and behaviour within a team.

Ongoing priorities would be to continue engagement with BAME and junior doctor groups as well as the hospital volunteers. The role and diversity of the FTSU champions would also be reviewed to ensure maximum value and effectiveness.

The Board noted the report and thanked Helen Turner for her work. Helen Turner left the meeting.

2.2

National Staff Survey 2018 Results

The Director of Workforce and Service Improvement delivered a powerpoint presentation to support her paper, setting out the key national headlines and comparative data showing LHCH's results across ten key themes, compared to the best, worst and average results for England. LHCH was ranked second place provider on the weighted combined score for staff recommending the organisation as a place to work or receive treatment.

The Board discussed the Workforce Race Equality Standards (WRES) results, noting that these indicators suggested that Black, Asian and Minority Ethnic (BAME) staff groups felt more discrimination and bullying than white staff groups. These results had worsened compared to the 2017 survey results and for

	<p>some indicators were now slightly worse than the median scores for acute specialist trusts. It was noted that two of the FTSU Champions were from BAME staff groups and that the FTSU Guardian attended the BAME Forum. It was agreed that there would be a renewed focus on the engagement and support of BAME staff going forward.</p>	JTw
	<p>It was noted that whilst the overall results were excellent there remained some pockets within the Trust where further engagement and improvement in staff experience needed to be targeted and this would be a focus for Divisional action planning.</p>	
	<p>The People Committee would receive assurance around further improvement work.</p>	JTw / MJo
2.3	<p>Learning from Deaths – Quarter 3 Dashboard</p> <p>The Medical Director presented the report, noting that there had been 44 deaths during Quarter 3, compared to 47 in the previous quarter (Q2, 2018/19). In Quarter 3, 43 of the deaths went through the mortality review process and there were no deaths in patients with an identified learning disability. There had been two deaths in such patients in the year to date (Quarters 1 and 2) and both had undergone review via the MRG process. It was determined that one of these deaths was considered avoidable and a full RCA was underway.</p> <p>The Board noted that the Trust was compliant with national guidance on learning from deaths. The Mortality Review Group process was now embedded but there was further improvement to be considered in relation to the process for patients with learning disabilities.</p> <p>The Board noted the report and Q3 dashboard.</p>	RAP
2.4	<p>High Risk MDT Audit</p> <p>Siôn Jones, Specialist Registrar, was welcomed to the meeting and presented his report on the impact and effectiveness of the High Risk Surgical MDT which was established in January 2018 to enable comprehensive review of all high risk urgent and elective cases, and a forum for discussion and consensus decision making for potentially difficult cases.</p> <p>The High Risk MDT audit had been introduced following investigation into a previous mortality outlier alert that had led the Surgical Division to test out whether or not surgery was being offered where there was limited chance of success.</p> <p>Manoj Kuduvalli summarised that the audit had demonstrated that use of the Euroscore alone was not a strong basis for bringing patients to the high risk MDT and that although the MDT had been in place for only a year, there were early indications that the correct interventions were being selected given the good survival rate data. The high risk MDT was one of a number of specialist MDTs and it was not yet known whether the impact of</p>	

the high risk MDT would have a positive impact on the Trust's overall mortality rate. He noted that the fact that approximately 11 clinical experts attended the high risk MDT gave confidence and assurance to the patient and family and ensured that the patient was fully informed of the likely risks and benefits before making a firm decision about the selection of the treatment. He added that the process was also very helpful to the surgeon in managing high risk patients with the backing and support of a strong MDT.

The Board discussed the logistics of involving other disciplines in the MDT process and the possibility of use of video conferencing for MDT meetings in the future.

It was noted that the audit work highlighted that LHCH was taking high risk referrals from other centres and it was questioned whether this could be contributing to an increased incidence of post-operative stroke. It was noted that the Board would receive a further report specifically on stroke, later in the meeting.

Siôn Jones was thanked for his very comprehensive analysis and it was confirmed that the Trust would look to publish this work in the future. Manoj Kuduvali cautioned that where an individual surgeon accepted high risk patients, this had the potential to skew their published outcomes. As a result of this there would be a move towards joint ownership of high risk patients from 1st April 2019.

The Board noted the report.

Siôn Jones and Manoj Kuduvali were thanked for their work and left the meeting.

2.5

Mortality Improvement Plan

The Director of Research and Innovation presented the revised Mortality Improvement Plan which incorporated learning arising from two significant mortality outlier alerts from Dr Foster in 2018, the GIRFT report for cardiothoracic surgery, and ongoing audits, including ICNARC.

Previously the same mortality target had been used in each of the Divisional dashboards and this had now been reviewed. The Mortality Improvement Group had agreed that where there was no risk prediction tool available, the target would be to keep performance at or below the raw mortality rates; as case-mix was becoming more complex, holding the raw rate steady would adequately demonstrate improvement.

The Director of Research and Innovation took the Board through each of the Divisional Action Plans and it was agreed that the Quality Committee would maintain oversight of progress.

The Board approved the Mortality Improvement Plan.

SP/NB

2.6 ***LHCH Monthly Staffing – December 2018 and January 2019****

The Board received and noted the reports on staffing levels by ward and care hours per patient day for December 2018 and January 2019.

2.7 ***Deprivation of Liberty (DoLs) Report – Quarter 3***

The Board noted the report.

3 **Strategy and Development**

3.1 **Assurance Update on Brexit**

Robin Wiggs, Assistant Director – Business Development, was welcomed to the meeting to update the Board on the current risk assessment of the implications for the Trust arising from the UK's exit from the European Union on 29th March 2019. It was noted that the parliamentary process was still unclear and the Board was taken through the national and local contingency planning processes to maintain supply of goods and services and retention of the Trust's 32 non-Irish EU staff. The Trust's EU Exit Contingency Planning Group continued to meet regularly to monitor operational readiness and a static risk score of 12 continued to feature on the corporate risk register.

The Board discussed the possible economic consequences and impact on public sector finances.

The Board noted the risk assessment and contingency plans in place.

3.2 **Development of LHCH Strategic Plan**

The Director of Strategic Partnerships outlined the proposed process and timetable for developing the Trust's new strategic plan which would be aligned to the NHS Long Term Plan and take account of the views of all key stakeholder groups.

The Board discussed the timing of external stakeholder engagement and noted that whilst this was purposely planned towards the end of the process in order to have a framework for discussion, it was noted that in practice, external stakeholders would be engaged throughout via the Trust's involvement and leadership within the wider system.

The timetable would ensure completion of a draft plan for review and approval by late Autumn and publication in December 2019.

The Board supported the timetable for development of the new strategic plan.

3.3 **Transition of ACHD service – Evaluation of Financial and Operational Impact**

The Medical Director presented a comprehensive report which evaluated the operational and financial impact of delivering the ACHD service since it had transferred from Manchester in August 2018.

JD

The report demonstrated good and safe care for the ACHD population but a need to improve access times and the MDT process.

The Chief Finance Officer advised that the financial impact of delivering the service was broadly in line with plan for 2018/19 after application of all pump priming monies. She advised that the risk sharing model agreed between the Liverpool Partners was not necessarily the best approach for 2019/20 and beyond given that the activity flows were not aligned to those assumed in the original business case, and the need to support Manchester in provision of the Level 2 service. She advised that the partnership was better served by funding each party in accordance with activity flows.

The Board discussed the assumptions in the draft operational plan which indicated a significant financial gap for the ACHD service in 2019/20. This was a prudent assessment and reflected the fact that activity flows were very different from those planned as at the time of preparing the business case it had been difficult to obtain the data needed from Manchester. This was recognised by NHS England and positive negotiations were proceeding with the aim to bridge the shortfall. Whilst a level of risk had always been acknowledged, the Trust would not compromise other services due to significant underfunding of ACHD and would actively seek commissioner support.

The Board noted that the transition phase was now complete and the next stage was to establish and embed governance to support the 'all age' network.

The Board noted the report and would note progress on the financial model via the financial planning and reporting process.

CW

4

4.1

Targets and Financial Performance

Board Dashboard - period ended 31st January 2019

The Director of Nursing and Operations presented the performance report, highlighting the impact of supply shortages of isotopes for PET scanning which had impacted on access to this service nationally.

It was noted that there had been slippage in the delivery of the capital schemes associated with provision of the new CT and MR scanners. Site development work being undertaken by the Royal Liverpool Hospital would disrupt the CT building work for an estimated period of 6-7 weeks.

The Chief Finance Officer advised that the plan was for the CT build to be complete in May and the MR build in July. The slippage meant that both schemes would now be operational by the end of August and that delivery of the equipment was dependent on completion of building work and any further delays could incur financial penalty. The impact of the delay, coupled

with further increased demand for diagnostic radiology had implications for the timeframe in which compliance with the national access target could be achieved.

The Director of Nursing and Operations explained that there had been an unprecedented rise in referrals over and above trajectories assumed in the business case and planned service developments in Medicine would add further to demand. The revised trajectory indicated that compliance was unlikely to be achieved before early 2020. Radiologists had been recruited but would not take up post until May / June 2019 and the Trust continued to rely on the goodwill of current staff to work excess hours and utilisation of outsourced support where possible. Patient safety remained the priority and the radiologists were actively triaging work to minimise delay in reporting.

The Board discussed the possibility of provider to provider referrals being redirected to another unit but it was noted that specialist cardiac imaging was not widely available at other units.

It was noted that the Executive Team would discuss the position further with NHS Improvement at the forthcoming quarterly review meeting.

JT

The Board went on to discuss the shift in staff absence from long term sickness to short term sickness and the apparent downward trend in GP referrals which was subject to a review of data quality.

The Board noted the report.

4.2 Strategic Objectives KPIs – Quarter 3

The Board noted good progress against the strategic objectives and the key milestones planned to be achieved in the remainder of the financial year.

5 Governance and Assurance

5.1 Ratification of Consultant Appointments

The Board ratified the following consultant appointment:

- Samir Srivastave – Consultant Cardiologist (Special interest – Cardiovascular Imaging)

5.2 Annual Review of Directors' Disclosures :

- Register of Interests**
- Independence Test**
- Fit and proper Persons**

The Board noted that all Directors had been formally requested to review their declarations of interest.

The Board reviewed the updated Register of Directors' interests and confirmed that there were no material conflicts with the business of the Trust.

The Board received evidence that all Non-executive directors (NED) had recently reviewed their self-declarations of NED independence and determined the continued independence of all NEDs.

The Board noted that Neil Large was in his tenth year of service as Chair and that careful consideration to his circumstances had been a key part of the recent re-appointment process. The Board determined that he continued to be independent based on (but not limited to) the following points:

- No material conflicts of interest;
- Clear boundaries maintained between professional and personal relationships;
- No involvement in Audit Committee or Board Assurance committees;
- No involvement in Operational Board, Executive or management forums.

The steady turnover of NEDs had brought independence and fresh perspective to the collective Board and there continued to be strong evidence of constructive challenge as evidenced in the Well Led review and ongoing documentation of Board meetings.

The Board received evidence that all Board Directors (voting and non-voting) had completed unqualified self-declarations in respect of the fit and proper persons criteria set out in Regulation 5 (Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and as required by the Trust's Fit and Proper Persons Policy.

It was noted that under new GDPR regulations, the Trust was required to notify directors in advance of its intention to disclose the remuneration of individual directors, invite them to see what was to be published and advise of their right to object under Article 21. The Chief Finance Officer would ensure compliance with this new requirement as part of the annual reporting process.

CW

5.3 Code of Governance : Compliance Review and Disclosure Statement 2018/19

The Board noted the report and approved the proposed disclosure (at Appendix 2) for the 2018/19 annual report.

5.4 Amendment to Liverpool Heart and Chest Hospital NHS Foundation Trust Constitution

The Director of Corporate Affairs presented the paper setting out a proposal to reduce the composition of the Council of Governors from 25 to 24 seats by removal of the Appointed Governor seat assigned to Knowsley Council. The rationale for change was the fact that Knowsley Council had been unable to nominate a representative and the seat had been vacant for a considerable time. Following discussions with Knowsley Council, it was confirmed that there was no prospect of a representative

being assigned and therefore the Board of Directors and Council of Governors were asked to consider removal of the seat. All legal requirements concerning the composition of the Council of Governors would continue to be met.

The Board considered the recommendation and confirmed that no further clarification of the proposal or rationale was required, before casting a vote.

There were 11 Directors (eligible to vote) present and voting and there was unanimous support for amending the constitution as set out in Section 4 of the Board paper; 11 votes in favour; 0 votes against.

The Board noted that the Council of Governors must also vote in favour of the amendments when the Council next met on 12th March 2019, in order for the amendments to take effect.

In broader discussion on the composition of appointed governors it was noted that inclusion of a seat for a University of Liverpool representative might be worthy of future consideration.

NL

5.5 **Going Concern Report**

The Chief Finance Officer presented the report, demonstrating the range of evidence used to assess the Trust's position as a Going Concern. The Board of Directors confirmed its reasonable expectation that the Trust had adequate resources to continue in operational existence for the foreseeable future; also that there were no material uncertainties that cast doubt on the Trust's ability to continue as going concern that required disclosure.

5.6 **Audit Committee Revised Terms of Reference**

The Board considered an addition to the duties and responsibilities of the Audit Committee, in respect of reviewing the adequacy and effectiveness of the policies and procedures in place to support high quality data for robust decision making and external reporting.

This was approved and the revised Terms of Reference adopted with immediate effect.

5.7 **Appointment of Senior independent Director (SID) and NED Lead for FTSU**

The Board considered recommendations for the roles of Senior Independent Director and NED Lead for Freedom to Speak Up (FTSU) in light of Marion Savill's impending retirement on 30th April 2019.

The Board approved the recommendation that Julian Farmer take on the role of Senior Independent Director (in addition to Deputy Chair) with effect from closure of the Council of Governors meeting on 12th March 2019, and subject to Council of Governors approval. This would enable Julian to support Governors in the annual appraisal of the Chair during April 2019.

It was agreed that Mark Jones would be the designated NED Lead for FTSU with effect from 1st May 2019.

5.8* Gender Pay Gap Disclosure*

The Board noted the report.

6 Board Assurance

6.1 BAF Key Issues Reports and Minutes from Assurance Committee Meetings:

6.1.1 Audit Committee

The Chair of the Audit Committee highlighted the need to re-focus through escalation to executives, the timely delivery of internal audit recommendations. He noted that the Audit Committee had undertaken a review of its effectiveness in 2018/19 and had agreed new areas of focus including data quality and the governance of partnership arrangements; also in light of public focus on the failings of external auditors, there would be a more rigorous annual evaluation of the audit service with feedback on this to the Council of Governors.

The Board noted the BAF Key issues Report.

The Chair noted that Tim Crowley, Director of Internal Audit would be retiring at the end of March 2019 and the Board acknowledged the valued support that Tim had provided to the Trust over many years in addition to the strong legacy he would leave for Mersey Internal Audit Agency.

The Board received the approved minutes of the meeting of the Audit Committee held on 9th October 2018.

6.1.2 Integrated Performance Committee

The Board noted the BAF Key issues Report.

The Board received the approved minutes of the meeting of the Integrated Performance Committee held on 29th October 2018.

6.1.3 Quality Committee

The Board noted the BAF Key issues Report.

The Board received the approved minutes of the meeting of the Audit Committee held on 29th October 2018.

7 Minutes of the Board of Directors Meeting held on 8th January 2019 (in public)

The minutes of the meeting of the Board of Directors held on 8th January 2019 (in public) were reviewed for accuracy and approved by the Board.

8 Action Log from Previous Meeting

The action log was reviewed and updated as follows:

Action 2: it was agreed that use of the HSMR (weekend)

	indicator was not a useful measure of mortality and considerable time had been spent investigating false alerts; therefore this indicator would be removed from the dashboard and the action closed.	SP
	Actions 3 - 5 – completed and closed.	
	Action 7 – Board business cycle to be updated to reflect change in timing for twice yearly review of CQC Insight data – the next review to be scheduled for May or July 2019. Action closed.	LL
	All actions not listed above would carry forward per the designated review dates.	
9	Legality of Board Documentation and Decisions Board members confirmed that the conduct of the meeting and decisions made by the Board, to the best of their knowledge, complied with the law. Board members confirmed they were satisfied with the format of the meeting.	
10	Date and Time of Next Meeting: Tuesday 30 th April 2019 at 9.00 am .	ALL
	The Board resolved to exclude the public at this point by reason of the private nature of business to follow.	