

Item 3a

Council of Governors (in Private)

minutes

Tuesday 3rd March 2020
LHCH Conference Room

Present:

Neil Large
Lynne Addison
Peter Brandon
Lynn Trayer Dowell
Joan Burgen
Dorothy Burgess
Wendy Caulfield
Terence Comerford
Charlie Cowburn
Dr Rebecca Dobson
Sharon Faulkner
Elaine Holme
Allan Pemberton
Ruth Rogers
Dusty Rhodes
Lindsey Van Der Westhuizen
Peter Wareham
Trevor Wooding
Rachel Glynn Williams

Chair
Public Governor – Rest of England and Wales
Public Governor - Cheshire
Staff Governor – Registered and Non Registered Nurses
Public Governor – North Wales
Public Governor - Merseyside
Nominated Governor – Friends of Robert Owen House
Public Governor - Merseyside
Staff Governor – Registered and Non Registered Nurses
Staff Governor – Registered Medical Practitioners
Staff Governor – Registered and Non Registered Nurses
Public Governor - Merseyside
Public Governor – Cheshire
Public Governor - Merseyside
Public Governor – North Wales
Public Governor - Cheshire

Public Governor – North Wales
Senior Governor/Public Governor - Merseyside
Public Governor - Merseyside

In attendance:

Gill Donnelly
Julian Farmer
Lucy Lavan

Membership & Communications Officer (Minutes)
Deputy Chair/Senior Independent Director
Director of Corporate Affairs

Apologies for absence:

Mark Allen
Cllr Sharon Connor
Sharon Hindley
Ian Jones
Dorothy Price

Public Governor - Cheshire
Nominated Governor – Liverpool City Council
Staff Governor – Non Clinical
Nominated Governor - LJMU
Staff Governor-Allied Health Professionals, Technical & Scientific
Nominated Governor – University of Liverpool

Hollie Swann

1. Apologies for absence

Noted above.

2. Declaration of Interests Relating to Agenda Items

The Chair asked the Council of Governors if they had any interests to declare. The Chair advised that he had an interest in Item 6 and would leave the meeting for this item. Julian Farmer, Deputy Chair/Senior Independent Director would take the Chair for Item 6.

3. Minutes of the Private Meeting of Council of Governors held on 3rd December 2019

The Council of Governors approved the minutes and confirmed that these were an accurate record of the meeting held.

4. Action Log

Action 1 – open

Action 2 - open

Action 3 – closed

Action 4 – closed

5. Chair's Briefing

Nothing to note.

6. Process for Chair's Appraisal

Neil Large left the meeting.

The Director of Corporate Affairs presented the paper outlining the process and timeframe for evaluating the performance of the Chair and NEDs 2019/20. It was explained that there was a need to review the process for the annual appraisal of the Chair following publication of the guidance document 'Framework for Conducting Annual Appraisals of NHS Provider Chairs'. This involved feedback from external stakeholders and use of standardised documentation.

It was highlighted that a task group comprising the Deputy Chair/Senior Independent Director, Director of Corporate Affairs, the Senior Governor and a Public Governor had met on 11th February 2020 and recommended some changes in the process which were detailed in Section 3 of the report. It was noted the process for NED appraisals would remain unchanged for 2019/20 but there would be new documentation to support evidence of review, self-evaluation and personal development planning. The Chair would consider use of wider stakeholder feedback to inform NED appraisals from 2020/21 onwards.

It was noted that a copy of the Chair's appraisal report would need to be sent to NHSI Chair and Chief Operating Officer.

The Council of Governors confirmed their support for the process outlined and recommended documentation and for the Senior Independent Director to progress with the 2019/20 appraisal, providing a summary report to the Council of Governors on 3rd June 2020.

JF

It was explained that the tailored assessment template for Governors to inform the Chair's appraisal would be re-circulated following the meeting and should be returned to Trevor Wooding, Senior Governor.

All

The Council of Governors noted the report and approved the recommendations.

Neil Large returned to the meeting.

7. Market Testing of External Auditors

Julian Farmer, Deputy Chair informed the Council of Governors that the current contract with Grant Thornton, the Trust's external auditor would end on 30th September 2020 and that the timing of a market-testing exercise needed to be considered. Options were to proceed to market testing or to extend the existing contract for one or two years. It was explained that there were a number of risks associated with either action. Audit rules were more rigorous as the industry was under more scrutiny and there was also a risk that choice could be limited as many of the large audit firms no longer bid for NHS statutory audit work as this was significantly less profitable than their consultancy offering.

Following consideration of this the Council of Governors agreed the preferred action would be to approach Grant Thornton to re-negotiate at this time. A market-testing exercise could be considered again at a later date if necessary. The Audit Committee would lead with this piece of work and an update provided to the Council of Governors at the next meeting on 2nd June 2020 and the appointment in place for approval by 22nd September 2020.

LL/JF

8. Receipt of Summary Report of Board of Directors meeting held in private on: 26th November 2019 and 28th January 2020

The Council of Governors noted the report.

9. Evaluation of the Meeting

Nothing to note.

10. Date and Time of Next Meeting:

Tuesday 2nd June 2020 (following the Council of Governors meeting in public).