

Subject: Joint Board of Directors and Council of Governors
Development Day, 5th November 2019
Date of meeting: Tuesday 3rd December 2019
Prepared by: Gill Donnelly, Communications and Membership Officer and
Lucy Lavan, Director of Corporate Affairs
Presented by: Lucy Lavan, Director of Corporate Affairs

1.0 Executive Summary

This paper documents the work undertaken by Governors on 5.11.19 to:

- Evaluate the effectiveness of the Council of Governors in 2019;
- Ensure that the structures and working arrangements in place to support the effective operation of the Council of Governors are fit for purpose and use Governor skills to best effect;
- Set objectives for the Council of Governors for 2020;
- Consider with the Board of Directors the work underway to develop a new 5 year strategy for LHCH, including strategic objectives and alignment to the Trust's vision 'to be the best'.

The discussions throughout the day concluded that the Council of Governors had met its objectives for 2019. New objectives for 2020 were considered and Governors took opportunity to engage with the Board around the development of the Trust's long term strategy and strategic objectives. A summary of the day's work and recommendations for approval are set out below.

2.0 Background

The annual Joint Council of Governors and Board of Directors Development Day was held on 5th November 2019. The morning session was for Governors only, with the Board Directors joining for the afternoon session. 14 (out of 25) Governors attended the day. (Attendance list attached at Appendix 1).

The objectives for the day were agreed and the session began with an 'ice-breaker' exercise which provided opportunity for governors to get to know each other. The remainder of the day was then structured around the objectives as listed in 1.0 above, with a summary of the discussions and actions documented below.

3.0 Summary of Themes Discussed

3.1 Annual Evaluation of the Collective Performance of the Council of Governors 2019

Governors discussed progress against the 2019 objectives and agreed these had been met, noting that the papers prepared for Council meetings including the quarterly performance report were helpful in enabling Governors to track progress throughout the year. A summary of the governors' assessment of what worked well and what could work better was described in respect of each 2019 objective:

- **To engage effectively with the process for transformational change, maintaining an understanding of the wider systems work and consequential governance implications for LHCH**

Governors confirmed that they had felt engaged and updated in the process of transformational change via a range of methods including both the formal Council of Governors meetings and informal Chair's Lunch Meetings. It was noted that a recent strategy workshop had been held prior to the last Council of Governors meeting. It was agreed the Council of Governors would welcome as much information as possible going forward including both verbal and written updates to help to further develop their understanding.

It was added that regular updates at Council of Governors and Chairs Lunch meetings would continue to update on key changes within Board of Directors and key personnel. **(GD to track updates via corporate communications).**

- **To hold the Non Executives to account for the performance of the Board of Directors**

Governors felt that there was strong openness and candour between the Council of Governors and the Board of Directors.

It was noted that annual induction day was scheduled for 11.11.19 and would be valuable in explaining the role of the governor and in exploring further the ways in which the duty to 'hold to account' might be fulfilled. The session was particularly for newer governors however all governors were welcome to attend as a refresher. Going forward it was considered it would be helpful to schedule the induction day before the joint development session. **(GD to action).**

It was noted that Governors were always welcome to attend to observe Board of Directors meetings held in public. There was a discussion around the expectation for governors when they attend Board of Directors meetings. It was clarified that Governors attendance provided an opportunity to observe the NEDs in action and to see the way the Board of Directors operates. It was requested that seating arrangements for Governors at this meetings be considered to enable full view of the Board of Directors. **(NL to see what is feasible).**

It was discussed that Sue Hodgkinson, Interim Director of People & Culture would attend the Council of Governors private session to outline confidentially the review of the Human Resources function and the plans going forward. **(LL)**

It was discussed that there were a number of opportunities for the Council of Governors to hold the Non Executive Directors to account for performance of the Board. For example, Non Executive Directors provide regular updates on the work for the relevant assurance committees and attend the development groups held prior to the quarterly Council of Governors meetings. This was in addition to the annual joint development session. It was noted that the Council of Governors would be keen for this to continue as it is.

It was discussed that the role of a governor is often challenging and in particular understanding the boundaries between holding the Board of Directors to account strategically and operational management.

The Council of Governors confirmed they were happy overall with the level of information provided and felt this provided a good overview of what is required for the Council of Governors to successfully hold to account.

- **To ensure effective succession plans are in place for NEDs and the Council of Governors**

It was noted that the Council of Governors had approved the re-appointment of the Chairman and appointment of two Non-Executive Directors during 2019.

It was highlighted that succession plans were in place for Chair and NEDs and this had been approved by the Council of Governors on 23.9.19. It was noted the Nominations and Remuneration Committee (NEDs) had met earlier that day and had been looking at the new framework following guidance received by NHS Providers.

It was added that new staff governors had been elected in 2019 and the induction process ongoing.

- **To monitor and ensure delivery of the Membership and Engagement Strategy through Membership and Communications Sub Committee**

The remit of the Membership and Communications Sub Committee was discussed and governors who attended felt that this worked well. It was also noted that the rich programme of community events had been very rewarding this year and had helped to deliver key health messages in a number of communities across the Trust's catchment area. Lucy Lavan, Director of Corporate Affairs thanked governors for their involvement in these events which had been extremely valuable.

Planning had commenced for the events calendar for 2020 and it was hoped this would be just as successful in terms of sharing key health messages with members and the public. This will be monitored via Membership and Communications Sub Committee. (RR/LL/GD)

- **To successfully induct and integrate new Governors**

It was discussed that the induction received by new governors was comprehensive and that this has now been embedded and functions as 'business as usual'. Therefore it was felt this should not be a specific key objective for the Council of

Governors going forward. However, it was agreed that a buddy system should be introduced to enable new governors to have the support of existing governors if this is needed. Governors were asked to indicate if they were willing to be a 'buddy' on the skills audit circulated to enable Gill Donnelly to introduce a link as part of the induction process. **(ALL/GD)**

3.2 Ensure that Governors are equipped for their role

Lucy Lavan, Director of Corporate Affairs highlighted the current infrastructure of Council of Governors. There was extensive discussion around the existing format of the Interest Groups and the topics of the existing three groups considered (Quality, Patient Experience and Finance & Performance). It was concluded that the Quality and Patient Experience groups would merge. The Finance & Performance group would remain and there would be a new Research & Innovation group which would be led by Dr Margarita Perez Casal. The Groups would in future be referred to as 'Development Groups and high level terms of reference would be drafted to clarify remit and how these would work. (Appendix 2).

It was agreed that governors would drive the content they wish to acquire from development group, with a governor on each group taking the lead in coordinating key topics / questions from other group members and informing the exec lead what issues should be discussed. There would be a slot at the end of the session where governors could request further or different information sets for the next meeting. Where appropriate the executive lead could invite a colleague or subject expert to attend or to lead the group in their place depending on the subject matter. **(ALL)**

Governors were asked to notify Gill Donnelly via completion of the skills audit if they would like to be placed on a specific development group.

It was emphasised that whilst the governor role was not to be confused with operational responsibility, governors must feel that they have the freedom to speak up to the Chair or Lucy Lavan, Director of Corporate Affairs if they have any concerns.

Governors also highlighted that the regional and national opportunities e.g. MIAA, North West Governors Forum and NHS Providers Governor Focus Conference were extremely valuable and ideal for benchmarking with other trusts. Newer governors were encouraged to attend these events when possible. It was noted that if governors do attend any development session, they should share their learning with the rest of the Council of Governors after the event. **(ALL)**

On the whole Governors felt the communication that they received from the Trust was very clear and easy to follow and they valued the range of opportunities to support them in carrying out their role, including hospital walkabouts.

Neil Large, Chairman provided a presentation on national background to NHS Plan which highlighted:

- Changing expectations, new innovative practices and ageing population
- Increasing pressure on NHS in terms of cost

- New services to improve outcomes by 2028- early diagnosis, reduction of waiting lists for operations, investment in mental health and research and Innovation.

It was agreed that the slides would be circulated after the meeting for governor information. **(GD)**

3.3 2020 Council of Governor Objectives

From discussions on the day the following objectives are proposed for 2020:

- i) **To hold the Non-Executive Directors to account for the performance of the Board of Directors**
 - Seek assurance in relation to maintaining CQC standards and subsequent action plans along with financial sustainability and staff health and wellbeing.
 - Ensure governors receive the right information to enable them to hold to account effectively.
 - Re-launch Development Groups which provide Governors with further opportunity to hold to account. NEDs to continue to play an active role in these groups.
- ii) **To ensure effective succession plans are in place for Chairman and Non Executive Directors**
 - The Nominations and Remuneration Committee (NEDs) will play an important role in the implementation of the Board Succession Plan in 2020, making recommendations to the Council of Governors.
- iii) **To engage effectively with the process for transformational change, maintaining an understanding of the wider systems work and consequential governance implications for LHCH**

-To engage effectively with the Board of Directors in developing and delivering the strategic plans that are aligned to wider systems work and business development opportunities, with service changes underpinned by a clear evidence base and benefits for patients.
- iv) **To review and refresh the Membership and Engagement Strategy through Membership and Communications Sub Committee**
 - Review and refresh the Membership and Engagement Strategy in readiness for Council of Governors meeting on 2nd June 2020.
 - Ensure delivery of the Membership and Communications Committee's Recruitment and Engagement Plan 2020/2021.
 - Continue to deliver a calendar of health awareness events within our membership communities - Merseyside, Cheshire, North Wales and Rest of England and Wales. Health events will support the Trust's strategic objective to deliver excellent, compassionate, and safe care for our patients and population. In addition to highlighting key health prevention messages across patient and public population.
 - Monitor public membership to ensure that the number of members does not fall under the minimum base target of 8,500 public members and to

ensure the membership remains representative of the Trust's patient population.

3.4 Strategic Planning Session with the Board of Directors

The Board Directors joined the governors and discussion. The Chair opened the session and a patient story was shared which highlighted the experience of a patient who had been fitted with an ICD and experienced first-hand the necessity in having this life saving device fitted.

Jane Tomkinson, welcomed governors to the strategy session and invited thoughts and ideas which would help shape the future strategy.

Jonathan Develing led the 'Developing our Strategy' session and explained the Trust had carried out a large piece of work internally, engaging staff and governors with our future plans and external engagement with commissioners. He discussed a key aim of NHS Long Term Plan is to help people live longer, healthier lives and noted cardiovascular and cardiorespiratory care is seen as a key priority of this plan which is closely aligned to the core work of LHCH. Key themes highlighted from the recent strategy workshop with Council of Governors on 23rd September 2019 were shared and a real emphasis of extending our LHCH role and influence was noted e.g. prevention, improving population health and sharing learning, expertise and education.

The six key themes for Strategic Objectives 2020 developed from recent workshops and programme of engagement included:

1. Delivering Outstanding Care
2. Advancing Quality and Outcomes
3. Increasing Value
4. Developing People
5. Leading through Collaboration
6. Improving our Population Health

The mission statement underpinned by objectives was proposed as 'Excellent, compassionate and safe care for our patients and population' and our vision to continue to be 'the best'.

Governors were asked to consider in their groups the context of each of the six objectives and sub categories that were proposed within each objective. Feedback on each of the objectives was given. Governors confirmed their support for the plans and the strategic intent presented. Jonathan Develing, Director of Strategic Partnerships thanked Governors for their input in helping to shape the strategy. A revised and further refined set of strategic objectives would be shared with Council of Governors in due course. **(JD)**

Neil Large, Chair closed the session thanking governors for attending the event and sharing their thoughts on both sessions during the course of the day. He also thanked the Directors for joining the session and for providing governors with the opportunity to shape the Trust's strategic objectives.

Jane Tomkinson, CEO summarised the ambitions and challenges associated with the forward plans and thanked governors and members for their ongoing support in driving these forward.

Jonathan Develing, Director of Strategic Partnerships added that the Liverpool Heart and Chest Strategy 'Patients and Populations' was a long term plan based on intent and would be further tested with external stakeholders. The objectives would then be firmed up and prioritised.

4.0 Recommendation

The Council of Governors is asked to note to contents of the report, actions identified and to approve the 2020 objectives (section 3.3).

Joint CoG and BoD Development Day 5.11.19

In Attendance :

Governors - public :

Mark Allen, Public Governor – Cheshire
Peter Brandon, Public Governor - Cheshire
Joan Burgen, Public Governor – North Wales
Dorothy Burgess, Public Governor – Merseyside
Elaine Holme, Public Governor – Merseyside
Allan Pemberton, Public Governor - Cheshire
Dusty Rhodes, Public Governor – North Wales
Ruth Rogers, Public Governor - Merseyside
Hollie Swann, Nominated Governor – University of Liverpool
Trevor Wooding, Senior Governor

Governors – staff:

Dr Rebecca Dobson, Staff Governor – Registered Medical Practitioners
Sharon Faulkner, Staff Governor – Registered & Non Registered Nurses
Sharon Hindley, Staff Governor – Non Clinical
Lynn Trayer Dowell, Staff Governor – Registered and Non Registered Nurses

Neil Large – Chairman
Lucy Lavan – Director of Corporate Affairs
Gill Donnelly – Membership and Communications Officer

Apologies:

Apologies – Lynne Addison, John Black, Wendy Caulfield, Charlie Cowburn, Dot Price, Matt Greene, Rachel Glynn Williams, Lindsey Van Der Westhuizen, Ron Smith, Ian Jones, Cllr Sharon Connor

Directors (PM only):

Jane Tomkinson, CEO
Dr Raphael Perry, Deputy CEO/Medical Director
Marga Perez Casal, Director of Research & Innovation
Dr Raphael Perry, Medical Director
Sue Hodgkinson, Director of People & Culture
Hayley Kendall, Chief Operating Officer
Sue Pemberton, Director of Nursing & Operations
Jonathan Develing, Director of Strategic Partnerships

Julian Farmer, Deputy Chair
Nick Brooks, NED
Bob Burgoyne, NED
Mark Jones, NED
Karen O'Hagan, NED

Apologies : Claire Wilson, Chief Finance Officer

Development Groups Purpose, Roles and Responsibilities

Purpose

To provide an opportunity for the Council of Governors to:

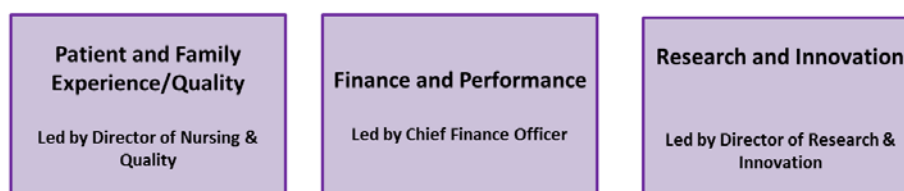
- Receive information from Executive Leads on an informal basis on relevant topic areas selected by governors
- Equip Governors with relevant information to enable them to ask insightful questions at Council of Governor meetings
- Facilitate and triangulate discussion between Executive Leads, Non Executive Directors and Governors.
- Request additional or different information at the next session and if required with input from another executive or subject matter expert.

All of the above will support governors in their duty to hold the non-executive directors to account for the performance of the Board.

Roles and Responsibilities

- Governors on each group will nominate a lead at the start of the session whose role is to ensure that Governors receive the answers and information that they need. At the end of the session, the governor will summarise and confirm any actions / new topic areas for discussion at the next meeting. The Governor leading the group will also feedback at the Council of Governors meeting.
- Executive Leads will provide relevant and topical information and facilitate governor requests for further information or discussion on specific topic areas.

Council of Governor Development Groups



All supported by most appropriate Non Executive Director
(by topic)