

Item 3

Council of Governors (in Public)

**Minutes of the Meeting of the Council of Governors held on
Tuesday 16th September at 13:00
(Conference Room and via Microsoft Teams)**

Present:

Claudette Elliott	Vice-Chair
David Flory	Chair
Michelle Beaver	Staff Governor – Registered and Non Registered Nurses
Dr Jonathan Kendall	Staff Governor – Registered Medical Practitioners
Denis McAllister	Public Governor – Cheshire (MS Teams)
Ian Ferguson	Public Governor – Merseyside, Lead Governor
Ray Davis	Public Governor – Cheshire
Vivienne Carr	Public Governor - Cheshire
Kim Crowe	Public Governor – Merseyside
Dusty Rhodes	Public Governor – North Wales (MS Teams)
Dr Neil French	Nominated Governor – University of Liverpool (MS Teams)
Dorothy Price	Staff Governor – AHP, Technical and Scientific
Peter Humphrey	Public Governor – Merseyside
Margaret Roberts	Public Governor – North Wales
Wendy Caulfield	Nominated Governor – Friends of Robert Owen House (MS Teams)
Sharon Faulkner	Staff Governor – Registered and Non Registered Nurses
Elaine Holme	Public Governor – Merseyside (MS Teams)
Terence Comerford	Public Governor – Merseyside (MS Teams)
Michael Carney	Public Governor – Merseyside
Clare Sumner	Staff Governor – Registered and Non Registered Nurses
Catherine Collingwood	Public Governor - Cheshire
Lynsey Jackson	Staff Governor – Non-Clinical
Stephen Storey	Public Governor - Cheshire

In attendance:

James Sumner	Chief Executive
Ben Vinter	Director of Risk & Corporate Governance
Claudette Elliott	Non-Executive Director
Nick Brooks	Non-Executive Director
Jackie Bird	Non-Executive Director
Jonathan Mathews	Chief Operating Officer
Gill Donnelly	Communications and Membership Officer
Ruth Gaunt	Executive Office Manager (Minutes)

Apologies for absence:

Keith Wilson	Staff Governor – Non Clinical
Peter Wareham	Public Governor – North Wales
Richard McLean	Nominated Governor – Liverpool City Council

Opening Matters

The Council of Governors meeting was conducted using a hybrid approach where Governors could attend in person or via video conferencing to ensure ease of access. In order to conduct this meeting efficiently, the papers were produced as usual and in accordance with the business cycle and distributed on 9th September 2025 by e-mail and posted to those who had requested this.

A template was circulated in advance for each Governor to complete individually. This gave each participant the opportunity to record comments and questions as they reviewed each paper prior to the meeting. Responses were collated and those questions/comments were raised by the Chair or referred to the Governor to raise during the course of the meeting. This pre-work had been particularly helpful for virtual meetings and enabled the Council of Governors meeting to be conducted efficiently given the number of participants.

The Vice-Chair explained she was Chairing the meeting as she was in the meeting room as the Chair had been unavoidably detained elsewhere and so had dialled in. She invited Governors to make contributions during the course of the meeting. Governors attending virtually posed questions and made comments using the 'raise hand' or 'chat' functions on the video conferencing facility.

1.	Apologies for absence Noted above.	
2.	Declarations of interest relating to Agenda Items All meeting participants were asked to declare any interests in respect of items listed on the agenda. All participants confirmed that they had no interests to declare beyond those that may already be known and on Trust registers.	
3.	Minutes of the Council of Governors (CoG) held on 3rd June 2025 The Council of Governors agreed the minutes were an accurate reflection of the meeting and approved for the meeting held on 3 rd June 2025.	
4.	Action Log There were no actions to review on the action log.	
5.	Patient Story The Vice-Chair presented the patient story. The patient suffered a cardiac arrest and was saved by bystanders who administered CPR until paramedics arrived. After being treated in critical care and placed in a coma, the patient was transferred for further assessment. Due to a history of heart issues, a defibrillator was fitted and medication adjusted. The patient expressed deep gratitude for the care received at LHCH and emphasised the importance of CPR awareness and following post-op instructions. The patient now feel confident and supported by the life-saving device. The CoG noted the encouraging patient story that reflects excellent care.	
6.	Chair's Briefing – NEDs Walkabouts The Chair briefing was shared during the private part of the meeting. Ben Vinter, Director of Risk and Corporate Governance provided the annual update recording NEDs walkabouts and engagement with the Council of Governors. Ruth Gaunt will be working with UHLG colleagues to align	

	approaches from 1st October. The emphasis on NED walkabouts and CoG engagement will continue, reflecting the Board's commitment to staying connected with site activity. IF recommended Governors attend NEDs walkabouts, as they offer invaluable insight into operational realities and staff perspectives. They are especially useful during times of change, like integration, and help understand what staff are experiencing and hearing. The Council of Governors noted the update, and Governors were encouraged to join future walkabouts.	
7.	Chief Executive Report James Sumner, Chief Executive Officer provided the Chief Executive report and highlighted key areas of note. NHS England is becoming more directly controlled by the Department of Health and Social Care, reducing the autonomy of Integrated Care Boards (ICBs). Until recently, ICBs managed performance, contracts, and commissioning for organisations like LHCH, while regional NHS England teams mainly relayed national messages. This has now changed. A new "Model ICB" framework shifts ICBs towards long-term strategic commissioning focused on population outcomes, rather than day-to-day performance. They will also work more closely with local councils and support neighbourhood models, in line with the NHS 10-Year Plan. These changes are currently being phased in. Regional NHS teams are now taking on a stronger performance role. They are responsible for monitoring Trusts using national league tables and will intervene if performance is lacking. A new model region framework outlines these duties and reflects the shift in how regions operate. LHCH has been ranked 4th out of 134 specialist Trusts in the new national NHS league tables (NOF), an excellent result. Additionally, the Trust received a level 1 performance rating, meaning no intervention required. However, the financial outlook is more challenging. Cheshire and Merseyside is significantly overspent, despite already being overfunded, and will face reduced funding in the coming years. Specialist commissioning is also overspending, which poses a risk to complex tertiary services. As a result, the Trust has been rated medium financial risk. This is due to concerns about the maturity and deliverability of the current Cost Improvement Programme (CIP) and a year-end forecast that does not fully meet targets. Consequently, monthly meetings with PwC have been scheduled to support financial planning. There is optimism, though. The upcoming integration with Broadgreen offers opportunities for efficiency and cost savings, such as better use of space and resources. PwC will support this work post-October, helping to strengthen the Trust's financial position and mitigate medium-risk concerns. The performance dashboard shows that all key metrics are on track, with no major concerns. The main focus now is on delivering the CIP to move out of the medium financial risk category, which is seen as an unrealistic rating for the Trust.	

	Further updates will be shared during the Annual Members Meeting, including successes from the past year and the upcoming group integration in October, which will be discussed further with governors as the year progresses. IF raised concerns about whether this financial focus could impact operational performance or risk the Trust's outstanding status. JS responded that all CIP proposals undergo quality impact assessments with clinical leaders to safeguard patient care and staff wellbeing. While confident in internal processes, JS noted concerns about broader regional turnaround measures, which may lack the same checks. To mitigate this, the Trust is applying internal review process to regional initiatives. IF also asked whether the Trust could push back if CIP targets proved harmful. JS explained that financial targets must still be met, as agreed by the Board. However, there is confidence that efficiencies, particularly across sites like Broadgreen, can help achieve savings without compromising performance. TC questioned the rationale for reducing NHS funding in Cheshire and Merseyside, one of the most deprived regions in the UK. In response, JS explained that funding is already adjusted for deprivation, so other factors, like the high number of separate NHS organisations in Liverpool are driving up system costs. This fragmentation leads to inefficiencies and patient safety risks due to poor system integration. The proposed group model aims to address these issues by improving coordination, reducing duplication, and enhancing patient outcomes. RD asked what will happen to the surplus and will it have an impact on future budgets. JS explained that the organisation is still aiming to deliver a surplus this year, which would slightly improve its underlying financial position. However, there is uncertainty about what will happen to surplus cash held by Trusts, as PwC is reviewing balance sheets across the region. This may feel unfair to financially stable Trusts, but necessary given others are struggling to pay suppliers. Significant variation in financial performance across Cheshire and Merseyside highlights deeper systemic issues. The outcome of PwC's review, and what happens to surplus cash, remains unknown for now. IF asked if savings identified by PwC through integration effort, such as merging corporate services, are currently being treated as separate and are not yet factored into other financial planning or risk assessments. JS explained that a small portion of the estimated £20m savings from corporate services is included in current plans, mainly through vacancy assumptions. Even a 10% reduction would not cut current spend due to existing vacancies, but it will bring future financial benefits once fully implemented. The Council of Governors received the update.	
8.	Non-Executive Directors	
8.1	Committee Updates Non-Executive Directors who Chair each of the sub committees presented key updates, emerging trends and issues from the Strategic Oversight Framework (SOF).	
	<u>Audit Committee</u>	

	Jackie Bird introduced herself as a new Non-Executive Director, appointed in April. She explained that she was asked to chair the Audit Committee meeting in place of John Doyle, the Audit Committee Chair, who was unexpectedly unavailable. The Audit committee held on 8th July 2025 conducted its annual review of the Governance Manual, proposing changes in preparation for joining the UHLG. They were supported and will go to the Board for approval. A review of the Assurance Committee's effectiveness and subcommittee terms of reference confirmed they are working well, though further review is underway due to the group transition. Updates were received on cybersecurity, with assurance that four high-severity incidents between April and June were addressed appropriately. However, concern was raised over a 10% drop in closing incidents within 28 days, prompting a deeper review by the Risk Management Committee. The committee also confirmed ongoing compliance with the provider licence and received substantial assurance from internal audits on water and ventilation safety, patient safety incident reporting (PISA), and ESR/HR and payroll systems. <u>Charitable Funds Committee</u> Nick Brooks, Non-Executive Director presented on behalf of John Doyle, providing an update from the Charity Funds Committee held 29th July 2025. The charity raised £211k to 30th June being 36% higher than budget. Unrestricted reserves of £1.3m as at May 2025. In addition, the Marina Daglish Foundation has donated £138k buy a Limax Laser machine which will be used for thoracic surgery. The Charity supplier list was approved. The draft strategy document was presented. The document detailed the Charities mission, vision and values along with objectives, structure, governance arrangements. This was supported by individual strategies being Fundraising, Marketing, Operational, Risk, Effectiveness and Finance which included key performance indicators. The committee recognised that this work would need to be taken forward by UHLG given the integration agenda. The committee agreed to fund a reminiscence/rehabilitation interactive therapy activities (RITA) for use in the ITU for patients suffering from delirium at a cost of £8k. LJ reiterated that the RITA machine in ITU has been incredibly effective, it is exactly what is needed and has been extremely helpful for patients, who are clearly benefiting from it. IF questioned how the creation of the group will affect the charities and Trust's ability to identify and fundraise for projects. JS advised that there are currently no plans to change how the charity operates. Charitable funds will remain aligned to their respective organisations, donations to LHCH will stay with LHCH. While some Trusts have appointed a shared independent Chair for consistency, the charities themselves remain separate. No changes will occur unless there is a future change to the statutory structure of the organisations. SF asked if the process for applying for charitable funds had changed, previously, teams could access ring-fenced donations for their area. JM confirmed that the process for accessing charitable funds remains the same.	
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	Executives can approve smaller amounts, while larger requests go to the Charitable Funds Committee. <u>Quality Committee</u> Nick Brooks, Non-Executive Director summarised key messages from the SOF discussed at the Quality Committee on 8th July and highlighted key areas of note. Most key quality and safety performance indicators are strong. Notable improvements include a significant rise in patients receiving discharge summaries and consistent referrals of high-risk malnutrition cases to dietitians, previously underreported due to data issues. Complaints have dropped by 50% compared to last year, and all Friends and Family Test scores now range between 96–100%. Some areas still need attention. The VTE risk assessment metric had dipped but is now back on target. Radiology alert documentation remains at around 50% completion, though divisions are actively monitoring this, and a retrospective audit has found no major issues. The call-to-balloon time for heart attack treatment continues to fall short of the 95% target, largely due to delays outside the Trust's control, such as ambulance transfers. Despite this, recent improvements have been noted, and the metric remains a key focus. Divisional risk reviews showed a strong improvement, with 97% compliance, and incident reporting within 28 days was aligned with Audit Committee standards. Quality impact assessments linked to the CIP process raised no concerns. An update on the surgical site infection initiative highlighted ongoing audits and surveillance, with encouraging trends in reducing deep infections. Quality accounts were approved and published, outlining 6 priorities for the coming year. The Medication Safety Annual Report noted around 300 incidents annually, reflecting a strong reporting culture, with training focused on high-risk areas like IV infusions and insulin. An audit on Maple suite suggested second checks on IV therapy may not enhance safety but consume nurse time, potentially freeing up resources. The CQC's focus on missed medicines is being addressed with a pharmacy dashboard due by year-end. Resuscitation training has improved, with 84% of ward nurses now trained in intermediate life support. Quality risks confirmed that residual risks remain within the accepted appetite level. JS advised that radiological alert performance has improved significantly, rising from 80% to a validated 94%, with no patient harm reported. A new system is now in place, and a paper will be presented to the Board next week to formalise the resolution. Updated dashboards will ensure divisions receive accurate data, marking a positive development. PH noted that the VTE risk assessments are back in the therapeutic range which is an important and preventable measure of care, reducing morbidity and mortality. NB agreed that it is one that requires constant effort because changing staff and procedures. <u>People Committee</u>	
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	Jackie Bird, Non-Executive Director summarised key message from the SOF discussed at the People Committee on 16th June and highlighted key areas of note. Staff turnover has reduced to 7.9%, below the target of 10%, which is encouraging. However, this improvement is partly due to national financial pressures and vacancy controls, leading staff to feel more secure in their current roles. The rest of the performance data is outdated, with more current updates expected from JM during the meeting. JS reiterated that staff turnover is slowing across Cheshire and Merseyside due to widespread vacancy freezes, especially in clerical roles. With fewer job opportunities available within the NHS, employees have limited options to move between organisations. A deep dive into sickness and absence was postponed to September, where it showed a reduction in long-term musculoskeletal absences and a temporary spike in short-term absence, with no link to mandatory training. Equality, diversity, and inclusion efforts were progressing well, with strong assurance on national workforce reporting, disability, and gender pay gap metrics. Weekly meetings were in place to manage vacancy controls in line with the ICB workforce plan, though this added pressure internally. Concerns were raised about appraisal rates, just under 82% and mandatory training for bank staff, 66% in June, but by September, training compliance had improved to over 90%, following escalation and action to restrict shifts for untrained staff. While not yet meeting the standard, a plan and timescale are in place to reach full compliance. <u>Strategic Research & Innovation Committee</u> Manoj Kuduvalli, Medical Director provided an update from the Research and Innovation Committee held on 22nd July 2025. The LAASP research and innovation strategy is being developed led by the SIRO Lynn Greenhalgh, with active contributions from all Trusts within LAASP. LHCH will lead on the cardio-metabolic stream of this strategy. The 5 key themes for the strategy include using local data, early diagnostics, early treatments, population health improvement and investing in people and education. There has been continued engagement with all the Liverpool Universities to deliver this strategy. Next steps include creating a Research Finance Group to create the underpinnings of a suitable financial structure, meetings with research operational leads to develop a Target Operating Model and presenting the work to wider stakeholders before the model passes through several gateways including LAASP Corporate and Service Program Board, LAASP Joint Committee and a detailed review by PWC. Locally, the Research SOF presented at Board and the R&I Committee and has been well received. R&I will continue to have strong focus in the governance structures within the LHCH and Broadgreen Hospital Management Board. Given the current financial pressures from the ICB and related factors, IF inquired what effect might this have on both current and future funding for research and innovation. JS advised that NHS England has confirmed that research posts and	
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	funding are protected from national cost-cutting. However, there is a need for clearer insight into the financial contribution research makes to the organisation. With growing research activity and collaboration across 5 Trusts, there is strong potential to boost investment and re-establish Liverpool as a leading research centre. The next major BRC (Biomedical Research Centre) bid is likely within the coming year. Early discussions are exploring a potential joint bid between Manchester and Liverpool. The collaboration is seen as complementary rather than competitive and could align with the “Great North” model supported by both city mayors. <u>Integrated Performance Committee</u> Claudette Elliott provided an update from the Integrated Performance Committee held on 16th June 2025. The June committee meeting focused on waiting times, financial pressures, and achieving the CIP. PwC’s involvement is helping guide efforts. Assurance was gained from divisions working closely with finance, applying lessons from last year. Updated performance data is shared within the meeting papers and may provide more up to date positions. The Council of Governors received the update.	
8.2	Strategic Oversight Framework (SOF) Performance Dashboard Circulated for information. The SOF provides dashboards used to display performance against key drive and watch metrics. NEDs as Chairs of sub-committees examine, challenge and question performance and hold Executive Directors to account. Each sub-committee has their own dashboard which includes further measures. JM advised that as of the end of August, operational performance is strong. Long waits are decreasing, with only 54 patients waiting over a year, and efforts are underway to reduce this further by year-end. Elective activity is on track, though surgical activity is being closely managed due to financial impact. Diagnostic performance remains high, maintaining DMO1 compliance. MB questioned if the 54 individuals who have been waiting over a year, and whether they are waiting for diagnostic tests or for surgery. JM advised that as a tertiary service, there are complex and specialised elements involved. Last month, there were 4-5 patients waiting over 65 weeks, teams are actively managing that threshold, and no one is waiting beyond it. While that is progress, there are still around 400 patients waiting across Cheshire and Merseyside which shows there is more work to do. The total waiting list is managed as a single list, regardless of whether patients are from England, Wales, or the Isle of Man. CIP delivery is a key concern, with financial check-ins underway across divisions. Staff sickness is at 5%, slightly above target but within national benchmarks. Mandatory training is at around 95%, and appraisal completion is being prioritised. Research metrics are now included in performance reporting, showing positive trends. Overall, the organisation is maintaining high standards despite financial and operational pressures, with further details to be presented at the upcoming Board meeting.	

	Discussion took place regarding sickness. The sickness benchmark was raised nationally from 3.5% to 4.5%, and current levels are just above that. A deep dive revealed long-term absences and localised issues, but no major work-related causes, most were linked to personal factors like anxiety. The organisation is exploring better ways to support staff and help reduce sickness levels, with targeted interventions in high-risk areas. SF noted improvements with the new sickness policy and improved occupational health service. JS informed the group of an initiative that the team would like to expand across the group, placing Citizens Advice Bureau support on hospital sites. These services help patients, especially those attending emergency departments who often face non-medical issues driven by stress and life pressures. Public health data shows staff use these services as much as, if not more than, patients. This support can help reduce sickness absence caused by personal challenges unrelated to work. Although the cost is around £250k per centre, across 5 organisations this would be a modest investment. Even a 1% reduction in sickness would make it cost-effective. IF questioned if the performance dashboard will reflect the entire site or remain under LHCH. JM advised that work will take place over the next 3 months, to align oversight across both the Broadgreen and the LHCH sites. LHCH remains a statutory organisation, so the IPR and dashboard will continue under that entity, however JM will be accountable for both sites. From a CoG perspective, it should largely look the same. JS advised that a draft overall Group organisational chart is being submitted to the Joint Committee on Thursday. If approved, it will be ready to share more widely.	
9	Governor Issues	
9.1	Lead Governor Welcome & Feedback from Network/Engagement Ian Ferguson, Lead Governor highlighted recent involvement in NED recruitment, with further recruitment activity planned. The CoG will be kept informed. This Friday marks an event at the Quaker Meetinghouse in Liverpool, bringing together Governors from Cheshire and Merseyside Trusts. The session will feature speakers on NHS strategy, 10-year plan and public health, including Isla Wilson, Claire Duggan, Emma Stockwell, and Claire Baker. An update will be shared at the next meeting. The Council of Governors noted the update.	
9.2	LHCH Constitution Review Ben Vinter, Director of Risk and Corporate Governance presented the LHCH constitution review. A Foundation Trust constitution is a legal document that sets out the rules for how an NHS Foundation Trust operates, including its purpose, governance structure (like the Board of Directors and Council of Governors), membership and constituency details, and how it is accountable to the public. It acts as the Trust's internal rulebook, giving it the freedom to manage its services and finances independently while remaining accountable to local communities, staff, and patients As LHCH concludes its LAASP orientated integration activities to join UHLG from 1 October 2025 it is necessary to make amendments to the Trust Constitution in	

	order to support Group ways of working. It is important to note that the Constitution is an important document but also provides a framework for action rather than being prescriptive. This is no different from any other Foundation Trust and the document draws heavily on a now quite dated national model. BV highlighted key areas of change to include: • Introduction - included an introduction highlighting the move to a group model with Liverpool University Hospitals NHS Foundation Trust. • Powers - Included reference to the Health and Social Care Act 2012 and the Health and Care Act 2022. • Change to the minimum and maximum number of Non-Executive Directors and Executive Directors The Council of Governors approved the contents of the report.	
10	Board of Directors Information Sharing	
10.1	Finance Report Circulated for information only.	
10.2	Complaints Process Annual Report Circulated for information only.	
11	Working Groups	
11.1	Membership and Communications Sub Committee Dorothy Price provided an update. The Membership and Communications Sub-Committee met on 21st August 2025. An update was provided on behalf of LHCH Charity sharing charity income was 40%, above predicted at this point of the financial year. All key performance indicators within the Membership & Community Engagement Strategy were achieved year to date. There is a continued focus on attracting younger members, particularly through university engagement. A planned event on 30th September had to be rescheduled due to availability conflicts. The initiative not only supports membership growth but also offers potential recruitment opportunities for LHCH, especially among nursing students. LHCH Matters, issue 3 is scheduled for publication in the autumn of 2025 sharing news, developments, features and key health messages to members (public and staff) and the wider LHCH community. Progress against the LHCH Membership & Community Communications and Events Calendar was discussed for 2025/26. The Ladies' lunch took place on 5th September, focused on women and heart disease, with strong participation from across the organisation. The Christmas merchandise has arrived and will be on sale shortly. The photo competition had concluded. Over 200 entries had been received, 50 shortlisted entries displayed on the hospital corridor for the benefit of all. Feedback received had been positive with feedback received from patients to share how the photographs had improved their experience at the hospital.	

