

Minutes of Council of Governors Meeting

At 14:00 on Tuesday 22 June 2021

Via Video Conferencing

Present	<p>Andrea Campbell, Non-Executive Director and Deputy Chair (Chair)</p> <p>Mike Maier, Chairman</p> <p>Brian Crouch, Service User Carer Governor (Lead Governor)</p> <p>Richard Agar, Wirral Public Governor</p> <p>Kevin Bradburne, Cheshire West & Chester Public Governor</p> <p>David Bull, Service User/ Carer Governor</p> <p>Gus Cairns, Service User/ Carer Governor</p> <p>Ken Edwards, Staff Governor</p> <p>Gareth Gould, Cheshire West & Cheshire Council Appointed Governor</p> <p>Lisa Hulmes, Staff Governor</p> <p>Phil Jarrold, Service User/ Carer Governor</p> <p>Elaine Marsh, Service User/ Carer Governor</p> <p>Rob Robertson, Service User/ Carer Governor</p> <p>Tim Seabrooke, Service User/ Carer Governor</p> <p>Iain Stewart, Partnership Governors</p> <p>Rob Walker, East Cheshire Public Governor</p> <p>Chris French, Appointed Governor</p>
In attendance	<p>Sheena Cumiskey, Chief Executive</p> <p>Rebecca Burke-Sharples, Non-Executive Director</p> <p>Suzanne Edwards, Director of Operations</p> <p>David Harris, Director of People and Organisational Development</p> <p>Elizabeth Harrison, Non-Executive Director</p> <p>Tim Welch, Director of Business and Value</p> <p>Suzanne Christopher, Head of Corporate Affairs</p> <p>Samantha Scholes, Governance Officer (minutes)</p>
Apologies	<p>Deepak Angihotri, Staff Governor</p> <p>Peter Ashley-Mudie, Service User Carer Governor</p> <p>Sean Boyle, Appointed Governor</p> <p>Andy Corkhill, Partnership Governor</p> <p>Beverley Greenwood, Service User/ Carer Governor</p> <p>Ferguson McQuarrie, Service User/ Carer Governor</p> <p>Helen Nellist, Public Governor</p> <p>Alice Smith, Service User Carer/ Governor</p> <p>Paul Taylor, Out of Area Public Governor</p> <p>Gill Thompson, Staff Governor</p> <p>Jennette Wilne, Staff Governor</p>

Ref	Title of item	Action
	Meeting governance	
21/22/1	<p>Welcome, apologies and quoracy</p> <p>The Deputy Chair welcomed all Governors to the meeting and stated that she would be chairing on this occasion to comply with the Trust Constitution that the deputy chair is required to Chair the Council of Governors meeting at least once a year.</p> <p>Attendees were encouraged to raise a hand if they wished to ask a question, rather than utilise the chat box. This would allow questions to be responded to accordingly. If an answer was not available, a response would be provided outside of the meeting.</p>	

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	Apologies were noted as above. The meeting was confirmed to be quorate.	
21/22/2	<p>Declarations of interest. G Gould as Councillor for Chester and West Cheshire Council declared that Grant Thornton, Trust Auditors also sat on the Council Pension Fund.</p>	
21/22/3	<p>Meeting Guidelines The meeting guidelines were noted.</p>	
21/22/4	<p>Minutes of the previous meeting The minutes of the meeting held on the 10th March 2021 were reviewed and agreed as an accurate record.</p>	
21/22/5	<p>Matters arising & action points All action points were reviewed and the Council agreed to closed them as all had been fulfilled.</p>	
21/22/6	<p>Business Cycle: 2021/22</p> <p>S Christopher identified that review of policies and constitution work was on hold as the Membership & Development sub-committee had not met for some time, in line with Guidance issued by NHSE/I. This work would be progressed as soon as possible.</p> <p>The business cycle for 2021/22 was noted.</p>	
Trust Updates		
21/22/7	<p>Chair's Announcements</p> <p>Vaccination centre move to Ellesmere Port The Deputy Chair was pleased to report that the Mass Vaccination Centre had moved from Chester Racecourse to Ellesmere Port Civic Hall and its first day of operation was 21 June. The move came as part of phase 2 of the COVID-19 vaccination programme in Cheshire West. The Trust was working closely with health partners to support local areas and ensure equitable uptake of vaccines. The site has extensive transport links and will provide an accessible, convenient location for people to get their vaccine when they are invited to do so.</p> <p>Pop up vaccination clinics Over the past week the Trust had very positive news coverage both on radio and TV in response to our pop-up vaccination clinics. Suzanne Edwards, Director of Operations, appeared on Dee Radio 106 last week to promote the excellent work of the pop-up vaccination clinics and to encourage people in Cheshire to attend if they met the eligibility criteria.</p> <p>New text messaging service launched for Cheshire and Merseyside Cheshire and Merseyside Health and Care Partnership had teamed up with mental health charity 'Shout 85258' to provide a free text messaging service in the region. The service aimed to support the existing mental health crisis lines in operation from CWP, Mersey Care and Alder Hey.</p> <p>Shout 85258 was a free, confidential, 24/7 text message support service for anyone feeling overwhelmed or was struggling to cope. The service was staffed by trained volunteers who will work with individuals to take the next steps towards feeling better.</p>	

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	<p>Learning Disability Week 2021 For many people with a learning disability and their families, getting creative had been a way to stay connected and positive through the challenges of last year. For learning Disability Week 2021 (14-20 June) we celebrated that art and creativity by sharing a number of things our learning disability colleagues and service users had been doing lately, including the launch of a bereavement and grief guide to support children with severe learning disabilities and a number of creative MS Teams backgrounds designed by people who accessed our services. These can be found on our Twitter account @cwpnhs under the hashtag #LDWeek2021</p> <p>The Council of Governors noted the update.</p>	
21/22/8	<p>Chief Executive Announcements</p> <p>S Cumiskey introduced herself and stated her pronouns were 'she and hers'.</p> <p>She outlined the design framework on the recently received ICS guidance and how it applied locally. In Cheshire & Merseyside (C&M) the ICS would encompass the whole of the population and the nine CCGs would cease to exist as entities and be replaced by the ICS on 1 April 2022. All functions would transfer from the CCGs into the ICS who would be responsible for these.</p> <p>It would also be responsible regionally for issues such as the People Plan and funding flows would be in two parts both statutory and include the framework. This would be a Partnership Board and bring together all partners required to truly improve outcomes for the people of C&M and have a population health approach.</p> <p>She added that the nine Places would be co-terminus with local authority boundaries. It would connect with people and their communities and the local authority, third sector etc. would come alongside people to help them be the best they can and focus in different way and carefully consider how to make a difference to the lives of people and their outcomes. A lot of work would happen in each of the places to understand the framework of what is required and how they would come together. The guidance was permissive about how things need to be done with the importance on Places determining how it works to be most effective. Local people would make local decisions.</p> <p>Provider Collaboratives were already in place and the Trust was already part of the Lead Provider Collaborative which had delegation of specialised commissioning from NHSE. Both the NHS and the independent sector would come together to provide care and manage the budget to provide this. This enabled a different approach for secure leads (led by Mersey Care, known as Prospect), complex community or inpatient care (led by CWP) and for people with complex eating disorders (led by Cheshire and Wirral and NW England).</p> <p>Providers would come together to look at C&M standardisation of care with good pathways to reduce variation including workforce and how care would be organised across a wider population. The Trust was part of wider collaboration across C&M and worked into Places along with the local authority, acute trusts, third sector etc. She concluded that she would continue to update the Council on progress and how this was taken forwards with a more detailed presentation at a future CoG.</p>	

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	<p>R Walker asked how quantifiable outcomes would be relayed to the public in a simple to understand manner. S Cumiskey responded that this was an ongoing piece of work with the local Health Care Partnership (HCP) currently setting out plans to improve and consider how this was developed and measured and a similar process was taking place across all nine Places. CWP as part of the Lead Provider Collaborative (LPC) had deep involvement of lived experience including Children and Young People (CYP) and Adult Eating Disorders (AED) and was working alongside them to develop outcome measures.</p> <p>The Deputy Chair added that the difference seen would be evidenced in what would happen in local care community groups which are being developed in each Primary Care Network.</p> <p>E Marsh queried the standardisation of services and asked how this may affect management structures. She suggested that continuity of staffing may be a challenge and asked how staff felt about this. S Cumiskey agreed that it would be a big change and a workstream of the development of the ICS was to come alongside those staff and work with them and ensure knowledge and expertise was maintained. The finer detail was not available as this was work in progress.</p> <p>The Council of Governors noted the update.</p>	
21/22/9	<p>Lead Governor Update</p> <p>B Crouch, Lead Governor introduced himself and detailed that some amendment to the Council of Governors had occurred since the last meeting.</p> <p>He welcomed Chris French as a Partnership Governor from the University of Liverpool. Unfortunately, a number of Governors had recently chosen to leave the Council due to unforeseen personal circumstances, including Martin Curran, Staff Governor, Roy Cartlidge, Public Governor East Cheshire and Anne Farrell, Public Governor for Wirral. B Crouch wished them all well and thanked them, particularly Anne for the support she had given him over the last few years as Deputy Lead Governor.</p> <p>At today's meeting, and in future sessions a number of the items would be led by NED colleagues. He encouraged Governors to ask questions by way of assurance and to direct these to NED colleagues wherever possible.</p> <p>The Deputy Chair added her thanks to the outgoing governors and noted the support A Farrell had given.</p> <p>The Council of Governors noted the updates.</p>	
	<p>Reports from Council of Governors Sub-committees and feedback on governor activity</p>	
21/22/10	<p>Minutes of Membership and Development Sub committee No meetings held since last Council of Governors</p> <p>Minutes of Scrutiny Sub Committee No meetings held since last Council of Governors</p> <p>Minutes of Council of Governors Nominations & Remuneration Committee – 22nd March 2021 & 9th June 2021</p>	

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	<p>M Maier, Chair stated that the committee had considered activity undertaken by NEDs, NED tenures and the proposal to extend the term of Rebecca Burke-Sharples and carefully considered the Chair's Recruitment process, all of which formed part of this Council of Governors agenda.</p> <p>The Council of Governors noted the update.</p>	
21/22/11	<p>Financial Regime / Operational Planning – 21/22 – Update</p> <p>T Welch, Director of Business and Value presented an update to the Council regarding the financial regime; summarising the processes for 2020/21 and outlining the plans for the start of 2021/22.</p> <p>Governors were invited to ask questions of the Non-Executive Directors regarding the processes to date and the forward plans.</p> <p>T Welch went on to consider the audit process for 2020/21, reminding the Council of governors of the Trust's External Auditors, Grant Thornton. Further to this years audit process being finalised, Grant Thornton would attend the Council of Governors to present the findings. E Jenner as Chair of the Audit Committee assured the Council that the audit findings to date were assuring.</p> <p>C French asked how NEDs worked with Execs to look beyond the coming 12 months to successfully commission and assure continuity of services. T Welch responded that resources were considered annually. Mental Health Investment and Service Development monies were recurrent and therefore the future could be planned for with some certainty. A spending review was taking place which it was anticipated would see arrangements conclude later in this year.</p> <p>The Deputy Chair added that under the framework of the ICSs the new system would be able to ensure continuity for services and less non-recurrent spending should occur which was a helpful development.</p> <p>The Council of Governors noted the update.</p>	
21/22/12	<p>COVID 19 Update</p> <p>S Edwards introduced the item.</p> <p>Dr Alam provided an update regarding the staff vaccination programme and assurance regarding any potential risks relating to staff who had not yet received the vaccination.</p> <p>It was noted that community infections rates continue to rise. The Trust would continue with its efforts to ensure all possible staff are vaccinated and alongside that continue the lateral flow testing processes of staff undertaking the tests twice a week.</p> <p>It was also noted that the Government were planning an inquiry into the COVID-19 pandemic response. Assurance was provided that the Trust had already started preparations in respect of this.</p> <p>Governors were appraised of the use of Emergency Powers in accordance with the Trust constitution to agree the opening of the Mass Vaccination site in Chester and its later move to the Civic Centre in Ellesmere Port. Both decisions were later ratified at the next available</p>	

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	<p>Board of Directors meetings. Non-Executive colleagues confirmed that in both cases, appropriate steps were taken to ensure assurance was received.</p> <p>R Walker queried the impact working from home had had on the Trust's financial and carbon footprint. S Edwards confirmed that mileage claims had reduced along with a decrease in the number of premises being used. The use of virtual meetings and blended training had contributed to that.</p> <p>K Edwards queried the safety of staff and patients if some staff had not yet received their vaccination. S Edwards confirmed that regular communication was maintained with staff and a variety of support was being offered both at a general level and individual level. Booking systems were being utilised and rates monitored with clear targets. At present 92.5% of staff across Trust had received their first vaccination. The remaining 3% were either pregnant or had medical reasons. A health and wellbeing blended approach was being taken and would continue to be provided. E Harrison assured the Governors that the NEDs had explored this area in detail with Executive Colleagues. She also acknowledged the huge amount of work that had taken place within the Trust.</p> <p>The Trust would continue to provide support and opportunities for vaccination. For staff who had not been vaccinated, measures had been implemented including individual risk assessments. Lateral Flow Tests were undertaken twice weekly and were available from various sites and infection prevention control measures continue to be implemented. She added that the plan was continually being reviewed and assured the Council of its efficacy.</p> <p>Governors also commented on the well-being of staff, the available resources to staff the vaccination clinics, and the timeliness of recruitment processes. S Edwards confirmed that CWP continued to work with partners to ensure staff were recruited and able to volunteer from a number of host organisations.</p> <p>P Jarrold commented on the impact of COVID to effectively communicate with Service Users and the Public. There was a real lack of understanding on ICS and Provider Collaboratives etc which may impact on their care and that clarity was needed sooner rather than later. It was noted that the future landscape is unclear and information would be shared with Governors at future Council sessions. However, assurance was provided that the aim is to enhance the experience of service users through joint working and collaboration.</p> <p>The Council of Governors noted the update.</p>	
The Chair and Deputy Chair left the meeting		
21/22/13	<p>Chair's Recruitment</p> <p>B Crouch assumed the role of Chair and introduced the item as M Maier and A Campbell left the meeting.</p> <p>R Burke-Sharples introduced herself as the Senior Independent Director and outlined her role in supporting the Governors in the process to appoint a new Chairperson as an independent advisor.</p> <p>She thanked members of the Nominations & Remuneration Committee who had met on 9 June 2021. At their meeting, they considered the</p>	

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	<p>process to be followed for the appointment of a new Chair and considered a number of search agencies that could support that process.</p> <p>R Burke-Sharples reminded the Council that M Maier had been in post as Chair since 2016 and had also been a NED prior to that. At a previous meeting, CoG had agreed a smooth transition from the outgoing Chair to the new Chair, with M Maier's final year being one of a transition.</p> <p>The importance of making the right appointment was stressed to the Council, with this being a significant responsibility of the Council to appoint the Trust's Chair. The responsibility to lead this process is devolved by the Council to the Nominations & Remuneration Committee.</p> <p>The Nomination and Remuneration Committee members proposed the appointment of the recruitment firm Gatenby Sanderson. Gatenby Sanderson had previously undertaken the process of delivering a number of successful appointments for the Trust.</p> <p>Key attributes of a new Chair were also being sought from members of the Nomination and Remuneration Committee as well as members of the Board of Directors.</p> <p>The paper provided to the Council included a proposed timetable for the process, which would be undertaken during the summer period and conclude in September. The preferred candidate would be proposed to the Council of Governors at your meeting in September 2021.</p> <p>R Burke-Sharples reiterated that her role, alongside the Chief Executive, would be to offer support and advice to the process. In addition to this, an independent chair would also be invited to be part of the formal interview panel to ensure the process was fair and equitable for all candidates. R Burke-Sharples assured the Council that she would not be applying for the role and would remain entirely independent.</p> <p>B Crouch thanked R Burke-Sharples and stated he was happy with the considered process.</p> <p>C French commented that the process was clear. He confirmed that he had had experience of Gatenby Sanderson within his own work and assured the Council of their skills and professionalism. He sought assurance from committee members regarding their selection.</p> <p>K Edwards confirmed as a member of the Nomination & Remuneration Committee that the choice of provider was broad and varied. He confirmed that he felt the process to consider providers was fair and equal. All members had similar ideas and had come to the same conclusion.</p> <p>R Robertson, also as a committee member, added that he had been involved with the committee when appointing the existing Chair. He considered it would be helpful for Governors to better understand the work of the committee.</p> <p>S Christopher confirmed that a session to discuss each of the sub-committees of the Council of Governors was being planned and would include the Nomination and Remuneration committee.</p> <p>The Council of Governors approved the recommendations.</p>	

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The Deputy Chair returned to the meeting		
21/22/14	<p>Chair's Appraisal</p> <p>R Burke-Sharples detailed the requirement from NHSEI to undertake the appraisal of the Chair in a relatively short time frame since the last appraisal (concluded December 2020). This would allow Chair's appraisals to fall in line with end of year processes.</p> <p>She detailed the appraisal process, the progress against the Chair's objectives set at the last appraisal, the strengths and opportunities identified and the new objectives as part of the Chair's transitional year.</p> <p>She outlined that the refresh of the Trust's Strategy had demonstrated how the Chair had driven the development and culture of the Trust and also of the Unitary Board. R Burke-Sharples gave a summary of the chairs performance and the feedback that was provided by key stakeholders who contributed to this assessment. These skills and attributes would also inform the requirements in the recruitment of the new Chair.</p> <p>R Burke-Sharples reflected personally and stated that M Maier is one of the finest Chairs she had had the privilege to work with. He is both self-deprecating with a strong leadership style as evidenced through his work with the Board.</p> <p>B Crouch added that he had always found M Maier direct, open, honest and trustworthy. He makes himself available when needed and it is a pleasure working with him.</p> <p>P Ashley-Mudie endorsed R Burke-Sharples comments, stating that he had been with the Trust for a while and that M Maier is the best Chair and has a lovely way.</p> <p>The Council of Governors noted the presentation.</p>	
M Maier returned to the meeting R Burke-Sharples left the meeting		
21/22/15	<p>Non-Executive Director – NED Extension</p> <p>The Deputy Chair introduced the item to consider a one-year extension for NED Rebecca Burke Sharples. R Burke-Sharples had indicated her willingness to remain in post subject to approval by the Council of Governors.</p> <p>This matter had recently been considered by the Nomination and Remuneration Committee of the Council of Governors who had carefully considered R Burke-Sharples continued independence in this role and a number of factors to support a one year extension. The Deputy Chair stated that the independence of all NEDs was a serious matter and it was important that they remained so.</p> <p>The Nomination and Remuneration Committee had concluded that R Burke-Sharples satisfied the criteria of independence and recommended a second and final years extension.</p> <p>The Council of Governors approved the extension.</p>	
R Burke-Sharples returned to the meeting		
21/22/16	Annual Election Planning	

Ref	Title of item	Action
	<p>S Christopher outlined the plan which had commenced with inviting quotes from organisations to assist with the process. The timetable would be defined in conjunction with the appointed organisation and this would be shared with the Council as soon as this was finalised. Both members of the Membership and Development Sub-Committee and the Council would be kept informed of development.</p> <p>All Governors whose tenure was due to end would be contacted to advise if they wished to reapply to the role.</p> <p>The Council of Governors noted the update.</p>	
21/22/17	<p>Review of Register of Conflicts of Interest for Governors</p> <p>The Deputy Chair presented the item and thanked Governors for their declarations which were included on the Trust's website as required.</p> <p>The Council of Governors noted the update.</p>	
NED activity Feedback		
21/22/18	<p>Individual NED Update</p> <p>E Harrison, NED introduced herself to the Council and outlined her experience and background.</p> <p>E Harrison outlined her career to date, working in a variety of organisations, including the Housing Association. Although her knowledge of the NHS was limited when applying for this role, there were commonalities between the work she had been involved in and the work that the Trust supports.</p> <p>Since joining the Trust on 1 October 2020, in the midst of the pandemic, she had learned huge amounts. She thanked her mentor, Paul Bowen, and the other NEDs for their support. Her induction had been tailored to her own needs and provided a wealth of information that she could explore at her own pace and according to her interest. She had also participated in the NHS Providers NED induction.</p> <p>Opportunities for shadowing had been provided including Quality Committee, Consultant Interviews and Independent Review Panels. She had chaired a HR Appeal panel and would do so again shortly.</p> <p>She added that on her first day she had met with colleagues to consider the Trust's strategy which was a pivotal opportunity and she thanked D Harris and A Sivananthan for helping her understand the nuances.</p> <p>She had joined Audit Committee to ensure value for money was being scrutinised along with the efficiency of process, doing the right thing safely and making the best use of available resources.</p> <p>There had been challenges which had included not meeting any of the Council of Governors and other colleagues apart from virtually and she hoped that it would be possible to do so face to face soon.</p> <p>She wanted to achieve getting out to visit services and look at their challenges and successes, including how geography was playing a role in this and to help people live their lives in the best way they can.</p> <p>The Deputy Chair thanked E Harrison and stated on behalf of all her NED colleagues that she had been a great addition to team and brought invaluable skills and challenge.</p>	

Ref	Title of item	Action
	The Council of Governors noted the update.	
	Governor Questions and feedback	
21/22/19	Governors Question Time No questions had been received prior to the Council of Governors meeting.	
21/22/20	Governor Shared Learning, Training / Governor Forums None.	
21/22/21	Imagining the Future (ITF) Community Transformation programme S Cumiskey outlined the context of the presentation, which was a refresh of the Trust's strategy, known as Imagining the Future (ITF). The eight strategic objectives had been refreshed and were detailed in the paper and she shared that the next piece of work would be to engage with partners to further develop and deliver the plans. Partners would include Governors, Service Users and communities who would help to inform the strategy which would be finalised in December 2021. Additionally, the Integrated Care System (ICS) which would be in place from 1 April 2022 would influence the direction of travel. The Deputy Chair asked the Council to consider what one thing would make the most difference to make the strategy real and alive locally and relevant for people who need services. G Cairns requested that local partner Chairs be included in the engagement process. K Edwards stated that he would welcome a close examination of skills mapping for staff to which S Edwards agreed this would be appropriate and partner organisations would do the same. T Seabrook requested that information on the ICS be posted on the Governor's Forum for discussion. The Council of Governors noted the update.	SS
	Closing Business	
21/22/22	Any other business None	
21/22/23	Review risk impact of items discussed None	
21/22/24	Evaluation of meeting effectiveness The meeting was considered effective.	
21/22/25	Review the effectiveness of today's meeting https://www.smartsurvey.co.uk/s/meetingeffectivenesssurvey/	
CLOSE		
Date, time and venue of the next meeting: – venue TBC		