

**COUNCIL OF GOVERNORS ‘VIRTUAL’ MEETING**

**(Public Agenda)**

**Monday, 20th July 2020**

**1.30pm – 3.30pm**

**Due to the ongoing impact of the COVID-19 National & Local Emergency / Restrictions and supporting Guidance from NHSE/I on 28th March 2020 *(‘Reducing burden and releasing capacity at NHS providers and commissioners to manage the COVID-19 pandemic’), and, associated updated Guidance regarding Provider Trusts’ Meeting & Governance arrangements (released on 6th July 2020),* the meeting was held ‘virtually’ and not in Public**

**NOTES OF MEETING**

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| **PRESENT (‘Virtually’):** | |
| Kathy Cowell | Presiding Chair – Group Chairman |
| **Governors – Public Constituency: -** | |
| Ivy Ashworth-Crees | Rest of Greater Manchester |
| Dr Ronald Catlow | Rest of Greater Manchester |
| Margaret Clarke | Trafford |
| Clifford Clinkard | Rest of Greater Manchester |
| Janet Heron | Manchester |
| Dr Michael Kelly | Manchester |
| Paula King | Rest of Greater Manchester |
| Sheila Otty | Rest of England & Wales |
| Colin Potts | Rest of Greater Manchester |
| Jane Reader | Trafford |
| Sue Rowlands | Manchester |
| Chris Templar | Eastern Cheshire |
| Christine Turner | Rest of England & Wales |
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| **Governors – Staff Constituency: -** | |
| Esther Akinwunmi | Other Clinical |
| Jacky Edwards | Nursing & Midwifery |
| Geraldine Thompson | Acting Lead & Staff Governor (Other Clinical) |
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| **Governors – Nominated Partner Organisations: -** | |
| Cllr Chris Boyes | Trafford Borough Council |
| Dr Shruti Garg | Manchester University |
| Rev Charles Kwaku-Odoi | Caribbean & African Health Network |
| Bethan Rogers | Youth Forum |
| Circle Steele | Manchester BME Network |
| Cllr James Wilson | Manchester City Council |
| **IN ATTENDANCE (‘Virtually’):** | |
| Professor Dame Susan Bailey | Group Non-Executive Director |
| Dr Ivan Benett | Group Non-Executive Director |
| Peter Blythin | Group Executive Director of Workforce and Corporate Business |
| Julia Bridgewater | Group Chief Operating Officer |
| Barry Clare | Group Deputy Chairman/Non-Executive Director |
| Caroline Davidson | Director of Strategy |
| Jenny Ehrhardt | Group Chief Finance Officer |
| Luke Georghiou | Group Non-Executive Director |
| Nic Gower | Group Non-Executive Director |
| Gill Heaton | Group Deputy Chief Executive |
| Alwyn Hughes | Director of Corporate Services/Trust Board Secretary |
| Professor Cheryl Lenney | Group Chief Nurse |
| Chris McLoughlin | Group Senior Independent Director/Non-Executive Director |
| Karen Murray | Partner – Mazars (External Auditor) |
| Trevor Rees | Group Non-Executive Director |
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| **NOTES PREPARED BY:** | |
| Donna Beddows | Foundation Trust Membership Manager |
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| **APOLOGIES:** | |
| **Governors:** | |
| Jayne Bessant | Lead & Public Governor (Manchester) |
| John Cooper | Staff - Nursing & Midwifery |
| Ann Kerrigan | Public - Manchester |
| Rachel Koutsavakis | Staff - Non-Clinical & Support |
| Graham Watkins | Nominated - Volunteer Services |
| Lisa Watson | Public - Manchester |
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| **Group Non-Executive Directors:** | |
| John Amaechi | Group Non-Executive Director |
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| **Agenda Item 1: Welcome to the Meeting of the MFT Council of Governors** | | |
| The Group Chairman (Kathy Cowell) opened the meeting by thanking all present for participating in the Council of Governors’ ‘Virtual’ Teleconferencing Meeting. | | |
| **Decision:**  **Noted** | **Action by:**  **N/A** | **Date:**  **N/A** |

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| **Agenda Item 2: To Receive Apologies for Absence** | | |
| The Group Chairman (Kathy Cowell) informed attendees of the following apologies received:  **Governors**  Jayne Bessant - Lead & Public Governor (Manchester)  John Cooper - Staff Governor (Nursing & Midwifery)  Ann Kerrigan – Public Governor (Manchester)  Rachel Koutsavakis - Staff Governor (Non-Clinical & Support)  Graham Watkins – Nominated Governor (Volunteer Services)  Lisa Watson – Public Governor (Manchester).  **Non-Executive Directors**  John Amaechi - Group Non-Executive Director. | | |
| **Decision:**  **Noted** | **Action by:**  **N/A** | **Date:**  **N/A** |

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| **Agenda Item 3: Declarations of Interest** | | |
| The Group Chairman (Kathy Cowell) invited Governors to forward any declarations of interest. In response, no declarations of interest were received. | | |
| **Decision:**  **Noted** | **Action by:**  **N/A** | **Date:**  **N/A** |

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| **Agenda Item 4: Group Executive Directors’ Reports - MFT Response to the ongoing National Emergency** | | |
| Key information in relation to each item presented made available to Governors (in preparation of the meeting), via the ‘*Council of Governors’ Public Meeting Presentation Pack (20th July 2020)*’.  **4.1) COVID-19 National Emergency – General Update, Performance and Recovery**  Julia Bridgewater, Group Chief Operating Officer, presented key information in relation to ‘COVID-19 National Emergency’ and specifically provided a ‘General Update including ‘Performance’ and ‘Recovery’ with key information being highlighted in relation to ‘Robust Governance Framework across North West, Greater Manchester and MFT’, ‘current COVID-19 position’, ‘high level risks’, ‘infection prevention & control (IPC)’, ‘test & trace’, ‘recovery programme work-streams’, ‘performance against urgent care pathways’, ‘discharge & flow’, ‘challenges re; elective pathways’, ‘cancer activity’, ‘waiting times/lists for out-patients, diagnostics and electives’, ‘recovery programme’, ‘virtual out-patients, advice and guidance’, ‘urgent care model in development’ and ‘long-term conditions work-stream’.  Associated Questions Raised by Governors:  Clarification was sought as to whether ‘out-of-area’ (OOA) referrals were being accepted/increased as part of the Trust’s recovery programme. In response, and whilst the Trust is introducing a phased recovery programme which include accepting out of area referrals, these will still be based on clinical priority/need.  **COVID-19 National Emergency – Quality & Safety**  Professor Cheryl Lenney, Group Chief Nurse presented a ‘Quality and Safety update’ in relation to the ‘*COVID-19 National Emergency*’ with key information being highlighted in relation to ‘Quality & Safety Governance during the pandemic’ and ‘Governance and oversight’.  Associated Questions Raised by Governors:  Clarification was sought as to what is classed as a COVID-19 hospital acquired infection/outbreak. In response, patients who receive a positive COVID-19 test result on or after day eight of admission are considered to have a probable or definite hospital onset COVID-19 infection. An outbreak is declared in an area if 2 or more cases of Hospital onset covid-19 infection occur in a ward or department within a 14-day period.  **4.2a) COVID-19 National Emergency – Workforce and BAME**  Peter Blythin, Group Executive Director of Workforce & Corporate Business presented a ‘Workforce and BAME update’ in relation to the ‘COVID-19 National Emergency’ with key information being highlighted in relation to ‘COVID-19 workforce priority impact areas’ and ‘supporting BAME colleagues’. The suggestion was made that as part of the forthcoming Governor Summer Development Session (18th August 2020), a ‘workforce’ overview would be provided to Governors.  Associated Questions Raised by Governors:  Clarification was sought as to how the Trust’s COVID-19 Risk Assessment process supports BAME colleagues. In response, the risk assessment process enables all staff to be identified who fall within the COVID-19 high risk profile groups and, in turn, enables appropriate reasonable adjustments to be made to their work environment alongside providing psychological support. Of note, a recent staff survey revealed that MFT staff felt assured and that the process was deemed to be very helpful.    **4.2b) Update on North Manchester General Hospital**  Peter Blythin, Group Executive Director of Workforce & Corporate Business presented an update’ in relation to ‘North Manchester General Hospital’ with key information being highlighted in relation to ‘NMGH operating as part of MFT’, ‘MFT support to NMGH through COVID-19 challenges’, ‘work to complete the transaction’, ‘PAHT Board’, ‘refresh of North Manchester proposition’ and ‘redevelopment of NMGH’.    Associated Questions Raised by Governors:  Clarification was sought as to whether there was any evidence, to date, that the NMGH was benefitting from the new ‘Management Agreement’ arrangements. In response, it was explained that during the ongoing and challenging COVID-19 National Emergency, several key beneficial factors were evident as a result of the ‘Management Agreement’ (which commenced on 1st April 2020) with examples cited such as rapid ‘mutual aid’ between MFT sites (inc. NMGH), workforce flexibility and co-operation (anaesthetists, laboratory staff etc) between sites (e.g. CCUs), and, implementation and maintenance of robust infection prevention and control measures across all sites (inc NMGH). It was also reported that NMGH’s Maternity Services continued to receive support from SMH and staff vacancy rates had decreased coupled with increased staff engagement. Attention was drawn that over the coming months, a more detailed review will be undertaken to highlight the overall ‘benefits realisation’ for both patients and staff.  Clarification was sought as to whether historic financial challenges associated with the NCA (inc. NMGH) will be a ‘legacy challenge’ for MFT going forward. In response, further dedicated NMGH Briefing Sessions would be provided to all Governors over the coming months and will include key stages and updated information (including further insight on the financial framework).  **4.3) COVID-19 National Emergency – GM Level 4 Incident Framework**  Caroline Davidson, Director of Strategy presented an overview of the ‘GM Level 4 Incident Framework in relation to the ‘COVID-19 National Emergency’ with key information being highlighted in relation to ‘National Level 4 Incident declared’, ‘NHSI/E North West Hospital/Out of Hospital Cells’, ‘GM Hospital Cell and GM Gold Command’ ‘From Escalation to Recovery’ and ‘Health Inequalities’.  Associated Questions Raised by Governors:  Clarification was sought as to whether the ‘Recovery Plans’ included measures to accommodate a further second wave of the COVID-19 pandemic. In response, assurance was provided that the planning framework adopted was sensitive to both ‘best’ and ‘worst-case’ scenarios (inc. future waves of COVID-19) with data/intelligence/modelling trajectories being taken from a variety of sources to help inform decision-making/plans going forward.  Further information was sought in relation to the current research programmes underway both nationally and locally to develop COVID-19 vaccines. In response, an overview of this programme of work would be provided to Governors at a future meeting of the Council of Governors.  Further information was sought in relation to the national test and trace system and current key GM areas that were experiencing higher rates of COVID-19 infections (e.g. Oldham and Rochdale). In response, key opportunities and current challenges facing the national test and trace programme were highlighted. Of note, the Trust has implemented a robust staff testing programme with current data highlighting that in COVID-19 dedicated treatment areas (e.g. CCU), where staff adhere to strict PPE requirements (includes the wearing of full PPE kits throughout shifts), the COVID-19 staff infection rates were not at a level of concern. | | |
| **Decision:**  **‘Workforce’ overview to be provided to Governors as part of the forthcoming Governor Summer Development Session**    **Update on current COVID-19 research programmes (inc. development of vaccines)** | **Action by:**  **Peter Blythin**  **Dr Iain McLean** | **Date:**  **18th August 2020**  **Council of Governors, 24th November 2020.** |

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| **Agenda Item 5.1: To Approve the Minutes of the Council of Governors ‘Virtual’  Meeting on 15th May 2020** | | |
| The minutes of the Council of Governors ‘Virtual Meeting held on 15th May 2020 were approved as being an accurate record. | | |
| **Agenda Item 5.2: Matters Arising from Previous Minutes (15th May 2020)** | | |
| The Group Chairman (Kathy Cowell) informed Governors that all matters arising from the previous minutes had been progressed or deferred due to the current COVID-19 pandemic. | | |
| **Decision:**  **Noted** | **Action by:**  **N/A** | **Date:**  **N/A** |

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| **Agenda Item 6: Group Chairman’s Report** | | |
| The Group Chairman (Kathy Cowell) provided a verbal report with the following points being highlighted:   * The recent distribution of the July Chairman’s Bulletin was highlighted to Governors which included an overview of both COVID-19 and Non-COVID related activities that have been undertaken across MFT. * The near completion of the City Labs 2.0 construction project was highlighted to Governors which is planned to fully complete over the next few months. * An overview of the progress made in relation to the construction of MFT’s helipad facilities was provide to Governors and specifically the air tunnel which was recently erected and which is felt to be an exemplar of the engineering expertise that has gone into this project. | | |
| **Decision:**  **Noted** | **Action by:**  **N/A** | **Date:**  **N/A** |

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| **Agenda Item 7: Lead Governor’s Report** | | |
| Geraldine Thompson, Acting Lead & Staff Governor provided a verbal Lead Governor Report on behalf of Jayne Bessant (Lead Governor) with Geraldine forwarding well-wishes on behalf of the Council of Governors to Jayne.  The following points were highlighted:   * The 2020 Governor election process formally commenced on 17th July 2020 with notification being sent to qualifying members (including Governors) alongside key information being available on the Trust’s Governor ‘Election’ webpage. Encouragement was given to Governors, who term of office is ending at the forthcoming Annual Members’ Meeting (AMM - 22nd September 2020), to consider standing again for re-election. In keeping with the Model Election Rules, candidates must complete a ‘Candidate Nomination Form’ which is available via the election company’s website (Civica Election Services (CES) - <http://www.cesvotes.com/mft2020> or by contacting CES directly. The results of the elections alongside new nominations received will be formally announced at the aforementioned AMM. * As previously highlighted to Governors at the previous Council of Governors ‘Virtual’ Meeting (15th May 2020), in light of the current, ongoing COVID-19 National Emergency, a decision around the format of the aforementioned AMM will be taken over the coming weeks to determine the format of the meeting however, given NHSI/E’s recent updated guidance (6th July 2020), it is likely that this will be via electronic media. * The Annual Group Chairman/NED Appraisal process was recently completed with the associated recommendations from the Governor Appraisal Panel (Council of Governors’ Nominations Committee) being discussed under the private part of this meeting. * Governors were reminded that a further Chairman/Governor ‘Virtual’ Surgery is to be held in   August 2020 alongside arrangements being made for the previously planned Governor Summer Development Session with details being sent out to Governors over the coming weeks. However, in keeping with the aforementioned NHSI/E recent guidance (July 2020), it is likely that these sessions will also be held virtually. | | |
| **Decision:**  **Details of the forthcoming Chairman/Governor Surgery and Governor Summer Development Session to be sent to Governors** | **Action by:**  **Alwyn Hughes/**  **Donna Beddows** | **Date:**  **Early August 2020** |

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| **Agenda Item 8: Governance** | | |
| **8.1) To receive the MFT Annual Report and Accounts (1st April 2020 to 31st March 2021)   including the External Auditor’s Report to the Council of Governors**  Alwyn Hughes, Director of Corporate Services/Trust Secretary invited Governors to formally receive the Annual Report and Accounts (2019/20) including the External Auditor’s Report (Mazars). Of note, and despite the significant additional challenges experienced by the Trust in relation to the ongoing COVID-19 National Emergency, the Trust has managed to successfully completed/submit the aforementioned Annual Report and Accounts in keeping with the original NHSE/I timetable (this is despite NHSI/E enabling Trusts to defer submission dates to later this year, if required).  Attention was drawn that in order for Governors to review the Annual Report and Accounts in more detail, as part of the forthcoming Governor Summer Development Session (18th August 2020), a more detailed overview will be scheduled and will include representatives from Mazars (External Auditor) being in attendance in order to provide Governors with more detailed, independent information around the External Auditor Report. Of note, in keeping with the latest NHSI/E directives, the submission of the MFT Quality Report was deferred from the early Summer to later in the year, with an overview being provided to Governors at a future Governor Winter Development Session (December 2020).  ***ANNUAL ACCOUNTS***  Jenny Ehrhardt, Acting Group Chief Finance Officer sign-posted Governors to the accounts section of the report highlighting that the Trust’s year-end financial position resulted in an improved position to that originally planned (£700k). Thanks and appreciation were forwarded to the Finance Team and External Auditors for all the hard work in submitting these financial accounts within the original timescales and despite the ongoing COVID19 National Emergency.  ***EXTERNAL AUDITOR REPORTS***  Karen Murray, Partner – Mazars (External Auditor) sign-posted Governors to the ‘Annual Audit Letter’ which provides key information/findings in relation to the External Audit opinions for the Trust’s ‘Financial Statements’ and ‘Value for Money’.  The ‘Financial Statements’ for year ending 31st March 2020 were issued with an *‘*unqualified audit opinion*’* (i.e. a ‘positive opinion’), with accounts being true and fair, with the Auditors being satisfied that there were no significant matters to report. In addition, the ‘Value for Money’ was also issued with an ‘unqualified audit opinion’ with no matters to report in respect of the Trust’s arrangements to secure economy, efficiency and effectiveness in its use of resources for the year ending 31st March 2020.  On behalf of the Council of Governors, the Group Chairman (Kathy Cowell) forwarded thanks and appreciation to Jenny Ehrhardt (Group Chief Finance Officer) and Karen Murray (Partner – Mazars External Auditors) and their associated teams for the outstanding work undertaken and in return, ‘unqualified opinions’ received in relation to the 2019/20 Financial Statements which was cited as being an incredible feat in light of the unprecedented challenges being experienced as a result of the ongoing COVID-19 National Emergency.  As previously highlighted, a more detailed overview of the Annual Report/Accounts and associated External Auditor Report (Annual Audit Letter), will be provided to Governors at the scheduled Governors’ Summer Development Session (August 2020).    **8.2) To receive a status update re; MFT Annual Plan 2020/21 and discuss Next Steps**  Due to technical difficulties encountered by the Trust Officer (Caroline Davidson) when attempting to join the Council of Governors’ meeting via MS Teams, key information was circulated separately to Governors (via e-mail). Any residual questions & answers would be captured at later meetings of the Governors (inc. the next formal meeting in November 2020).  **8.3) Lead Governor Election Process 2020**  Alwyn Hughes, Director of Corporate Service/Trust Secretary informed the Council of Governors that in keeping with MFT’s Constitution (October 2017), the Lead Governor annual election process will commence in keeping with our forthcoming Annual Members’ Meeting (22nd September 2020) with Governors being formally notified of the process starting (via e-mail) with associated Lead Governor nominations being sought. The results will be formally announced at the next Council of Governors’ Meeting scheduled for 24th November 2020.  **8.4) To Receive and Note the Council of Governors Declaration of Interest Register –   2020/21**  Alwyn Hughes, Director of Corporate Service/Trust Secretary invited Governors to review the Governors’ Declaration of Interest Register (2020/21) which captures declarations received from Governors recently. Thanks and appreciation were forwarded to Governors for completing their declarations in a timely manner, with attention being drawn that the register will be published on MFT’s website shortly.  The request was made to Governors that if any changes occur, throughout the year, to forward an associated, updated declaration form/information to Donna Beddows (Foundation Trust Membership Manager). | | |
| **Decision:**  **Update in relation to the MFT Annual Plan 2020/21 to be Governors (via e-mail), outside of the meeting** | **Action by:**  **Caroline Davidson/ Alwyn Hughes** | **Date: July 2020** |

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| **Date and Time of Next Meeting** |
| **Please note that as a result of the ongoing COVID-19 Pandemic, the other remaining 2020 meeting arrangements are currently under review:**  **Tuesday, 24th November 2020 at 1.30pm – 4.00pm**  To be confirmed - Ground Floor Meeting Room, Nowgen Centre, Oxford Road Campus (refreshments available at 1.15pm) |