MINUTES OF THE MEETING OF THE
Board of Directors

Date: Wednesday, 21 March 2018  Time: 12.45p.m.
Venue: Princess Royal Suite 2, Princess Royal Stand, Aintree Racecourse, Ormskirk Road, Liverpool, L9 5AS

Name                Job Title (Division/ Organisation*) *if not Mersey Care

Present:
Joe Rafferty        Chief Executive*
Beatrice Fraenkel  Chairman*
Gaynor Hales       Non Executive Director
Nick Williams       Non Executive Director
Pam Williams        Non Executive Director*
Neil Smith          Executive Director of Finance / Deputy Chief Executive*
Elaine Darbyshire  Executive Director of Communications & Corporate Governance
David Fearnley      Medical Director*
Mark Hindle         Executive Director of Operations
Amanda Oates        Executive Director of Workforce*
Louise Edwards      Director of Strategy

In Attendance:
Andy Meadows        Trust Secretary
Amanda Gregory      Staffside Representative
Steve Morgan        Director of Patient Safety
Ashley Crossland    Corporate Governance Assistant (Minutes)

Apologies Received:
Cath Green          Non Executive Director
Gerry O’Keeffe      Non Executive Director*
Matt Birch          Non Executive Director
Trish Bennett       Director of Integration*

ISSUES CONSIDERED

2018

A1 WELCOME

1. Mrs Fraenkel welcomed all those present, including members of the public gallery, to the meeting.

B1 APOLOGIES FOR ABSENCE

2. The apologies for absence received for this meeting are detailed above.

B2 DECLARATIONS OF INTEREST

3. The report supporting Item C1 at the Board of Directors on 25 October 2017 noted that, in light of the Interim Management Agreement to provide support to Liverpool
Community Health NHS Trust (LCH), the members of Mersey Care’s Board highlighted with * in the list of those present on page 1 above have a conflict of interest recognised by the Board of Directors in respect of items relating to LCH / the LCH transaction, as they are now also members of LCH’s Board.

B3 MINUTES OF THE MEETING HELD ON 31 JANUARY 2018

a) MINUTES
4. The minutes of the previous meeting held on 31 January 2018 were accepted as an accurate record.

b) ACTION LOG
5. Mr Meadows explained that the action log had been fully reviewed and updated, with a log of outstanding and on-going actions being presented to the Board of Directors’.

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<td>• Approve the minutes of the previous meeting.</td>
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B4 MATTERS ARISING
7. There were no matters arising.

B5 CHIEF EXECUTIVE REPORT
8. Mr Rafferty presented his Chief Executive’s report which provided updates on key issues of interest / information arising since the last Board of Directors’ meeting as follows:
   a) NHS Workforce Race Equality: A Case for Diverse Board
   b) Review of Children and Young People’s Mental Health Services
   c) Employee Engagement, Sickness Absence and Agency Spend in NHS Organisations
   d) CQC Introduces New Combined Rating for Trusts’ Quality and Use Of Resources
   e) King’s Fund Updates on NHS Performance
   f) Healthy Child Programme 0 to 19: Health Visitor and School Nurse Commissioning
   g) Non Executive Director Vacancy
   h) Changes to the Executive Team’s Portfolios.

9. Mr Rafferty acknowledged the resignation of Dr Robert Beardall as a Non Executive Director of the Trust, noting thanks for his valuable contribution to the Board.
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<td>• Note the Chief Executive’s report.</td>
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**C1 GOVERNANCE OF QUALITY REPORT**

11. Dr Fearnley provided the Board with a summary of the key issues discussed at the recent Quality Assurance Committee held in March 2018.

12. Dr Fearnley summarised the following key issues of the report, as the following:

   a) the Trust had achieved its Duty of Candour (DoC) standards for the reporting period, explaining that since April 2017 there had been 46 incidents which met DoC criteria, of which 13 remained open whilst awaiting the completion of the incident review;

   b) in relation to the deaths reported within the period of January and February 2018, 100% of those within scope had been reviewed in accordance with National guidance, with no cases of poor care identified as part of the process;

   c) as part of a joint working across local trusts to agree an overarching management process for complaints, it was agreed that concerns that could be resolved quickly should now be addressed and logged by the Patient Advice and Liaison Team, with only more complex cases requiring formal investigation being managed as a complaint;

   d) concerns had been raised that out of 93 teams that were required to complete the fundamental standards self-assessment only 67 teams were undertaking this work, reasons for this were considered including the relevance of some of the standards to some teams. It was confirmed that there was to be a review of the fundamental standards process which would include the arrangements in place to oversee and support teams completing these processes;

   e) the positive progress made by all Divisions in responding to the findings of the March 2017 CQC Inspection was recognised by the Committee. It was reported that good progress had been made in all areas with the exception of one high risk area regarding dysphasia in the Older Person / Complex Care wards. This issue would be reviewed and action plan amended to address the outstanding areas, which would include appropriate staff attending specialised training;

   f) it was recognised that following the implementation of the Trust’s Smoke Free Policy there had been some risks created which included the increased risk of fire occurring and damage to the ward environment, due to service users smoking in the ward area when previously they used to smoke outside;

   g) it was recognised that, although a backlog remained, improvements had been made to reduce the delays in GPs receiving letters following outpatient appointments and therefore the risk rating had been reduced from 16 to 12;

   h) the Quality Assurance Committee had been pleased to note that the new model for monitoring the implementation of NICE guidance had considerably improved the Trusts’ adherence in this area;
i) all clinical audits were completed in line with agreed timescales, with an associated improved reporting to the Quality Assurance committee focusing on the outcomes achieved.

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<td>• Discuss the report.</td>
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<td>• Identify any Changes required to the high level Quality Dashboard.</td>
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<td>• Identify any further assurances it requires.</td>
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Further actions required:

• None identified.

C2 EXECUTIVE PERFORMANCE REPORT

14. Mr Smith explained that due to the early timing of the meeting, the data required to produce the Executive Performance Report had not been available, although there were no current issues to report.

15. Mr Smith confirmed that the report would be made available to members of the Board before the end of March 2018.

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Further actions required:

• None identified.

C3 KIRKUP ACTION PLAN (STANDING ITEM)

17. Mrs Oates provided the Board of Directors with an update on Mersey Care’s response to the Report of the Liverpool Community Health Independent Review chaired by Dr Bill Kirkup for their consideration and deliberation.

18. Mrs Oates confirmed that an updated version of the Action Plan had been presented to the Quality Assurance Committee on 14 March 2018, resulting in the addition of a progress column to the Plan, with Mrs Hales providing the rationale behind this. Mrs Hales referred to the Quality Assurance Workshop, which was to be held, explaining that this aimed to ensure consistency in the work being completed and ensure improve reporting of assurances to the Committee. Mrs Darbyshire concurred, adding that the findings of the Kirkup Review had the potential to impact on all aspects of the Trust’s service delivery, which would require consideration and incorporation within all workstreams for the considerable future. Mrs Fraenkel noted that a number of actions had already been completed, stressing the importance of this.

19. Mr Hindle referred to the Trust’s sub-contract to provide mental health services at HMP Liverpool via Spectrum Healthcare, detailing the issues which had been uncovered as part of the preparation work and confirming the progress which had been made thus far. Mr Hindle noted his insistence that the bid for the contract contained all the relevant elements to ensure the Trust provided a good quality of service, in particular
the Trust priorities relating to the Zero Suicide Initiative, which would be constantly monitored.

20. Mrs Fraenkel confirmed that the Liverpool Community Services Transition Sub-Committee was to be established, which would sit beneath the Quality Assurance Committee in order to further gain assurance on the quality of care and the delivery of the Post Transaction Implementation Plan for those services acquired from Liverpool Community Healthcare NHS Trust (LCH). Mrs Fraenkel confirmed that Mr O’Keeffe would act as the Chair of the sub-committee, with Mrs Hales also being a member in order to provide strong links with the Quality Assurance Committee.

21. **Recommendations approved by the Board**, namely:
- Note and consider the latest version of the Draft Action Plan;
- Approve the establishment of, and terms of reference for the Liverpool Community Service Transition Sub Committee.

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<td>Note and consider the latest version of the Draft Action Plan; Approve the establishment of, and terms of reference for the Liverpool Community Service Transition Sub Committee.</td>
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**Further actions required:**
- None identified.

### C4 2018/19 COST IMPROVEMENT PLANS (CIPs)

22. Dr Fearnley delivered the additional level of detail required in order to provide assurance regarding the impact on quality of the Cost Improvement Plans (CIPs), seeking approval for the CIPs 2018/19.

23. Dr Fearnley confirmed that the 2018/19 CIPs had been presented in summary to the Quality Assurance Committee (QAC) held on 14 March 2018; however the QAC was not able to approve the plans as the level of detail presented was not deemed sufficient to provide the assurance required regarding the impact on quality.

24. Dr Fearnley explained that the 2018/19 corporate and non-clinical CIP target was £4.000m and as of the end of January 2018, plans of £2.565m have been identified. Of these, plans of £2.107m have been quality impact assessed by the Medical Director and the Executive Director of Nursing. Dr Fearnley confirmed that all CIPs were currently green, with the exception of two amber and one red, adding that an outline of how these would be mitigated against was contained within the detailed CIP and quality impact assessment forms.

25. Dr Fearnley referred to cost pressures, which had been identified as part of the 2018/19 budget setting, totalled £3.113m and as of 31 January 2018 CIP and mitigation plans of £2.173m had been identified. Dr Fearnley confirmed that the CIP totalled £1.384m and had been quality impact assessed by the Medical Director and the Executive Director of Nursing.

26. Dr Fearnley noted the array of challenges faced during the current financial year in relation to the delivery of CIPs, adding that detailed information would continue to be provided to the Quality Assurance Committee throughout the year, as and when
necessary. Mrs Hales welcomed this and explained that the approach now being used would aim to bring back focus.

27. Mrs Gregory referred to administration teams throughout the Trust, noting the immense pressure being placed upon them as a direct result of CIP delivery, highlighting the need that this was acknowledged. Dr Fearnley thanked Mrs Gregory, stating that this had been a useful observation and agreed that the impact and consequences on staff were vitally important.

28. In response to Mrs Williams, Mr Hindle confirmed that the £1m deficit created by the under-delivery of CIPs within the Local Services Division during the current financial year had been incorporated into the plans for 2018/19, acknowledging the hard work undertaken so far by staff within the Division in order to reduce the deficit.

29. **Recommendations approved by the Board.** namely:
   - Note that all the CIP plans presented in this paper have been quality impact assessed by the Medical Director and the Executive Director of Nursing.
   - Note that where a CIP plan has been risk rated amber or red from either a finance or quality perspective, the detailed CIP plan and quality impact assessment form has been included for information.
   - Note that all the clinical CIP plan quality impact assessment forms have been included for information.
   - Approve the 2018/19 Corporate CIP plans of £2.107m presented in this paper.
   - Approve the 2018/19 Divisional CIP plans of £1.384m presented in this paper.

   **Further actions required:**
   - None identified.

D1 FINANCIAL REPORTING

a) BUDGET BOOK 2018/19

30. Mr Smith presented the 2018/19 Budget Book to the Board of Directors’, noting that at this stage Liverpool Community Health NHS Trust (LCH) had been excluded, with a combined Budget Book to be presented during April 2018 once the Transaction had been completed.

31. Mr Smith confirmed that the Trusts control total had been set at £3.919m, with additional funding plans of £14.570m being included within the financial plans and therefore providing a total Trust income figure of £276.8m. Mr Smith explained that statutory and previously committed cost pressures of £12.079m had been identified, resulting in a surplus of £7.926m; however total organisational risks of £6.975m had been identified which, if realised, would reduce the surplus to £0.951m and consequently mitigation plans were being developed. These were Red, Amber, Green (RAG) rated and at least £2.968m must be implemented in order to ensure delivery of the control total. Corporate CIPs of £2.565m had also been identified against a target of £4.0m.
32. Mr Smith stressed the requirement to focus on the identified issues from very early within 2018/19 financial year in order to implement any necessary mitigations, affirming that the Performance, Investment and Finance Committee would oversee the provision.

33. Mrs Hales requested that the recommendations of the report were updated to include the necessary completion of the quality impact assessments. Mr Smith concurred, adding that in terms of the impact of the Liverpool Community Health transaction, further information was required from NHSI before any decisions could be made. Mr Meadows confirmed that he would update the recommendations to reflect the monitoring of the CIP process from a Quality Assurance Committee perspective.

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<td>Recommendations approved by the Board, namely: • Approve the 2018/19 Budget Book • Note the action for the Performance, Finance and Investment Committee to monitor implementation of mitigation plans to ensure delivery of the control total.</td>
<td>A Meadows</td>
<td>Mar-18</td>
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Further actions required: • Report recommendations to be updated in order to reflect the monitoring of the CIP process from a Quality Assurance Committee perspective.

b) CAPITAL PLAN

35. Mr Smith presented the Capital Programme 2018/19 to the Board of Directors' in order to obtain their approval, noting the consistency between the Programme and the Estates Framework, which was approved by the Board during November 2016. Mr Smith explained that the Capital Programme currently excluded Liverpool Community Health NHS Trust (LCH).

36. Mr Smith noted that the total value of capital investment for the 2018/19 financial period was £49.066m, noting a revision to the Programme following the HM Treasury approval of the Medium Secure Unit (MSU) and an updated spend profile, adding that work on the MSU was due to commence on 24 April 2018.

37. Mr Smith confirmed that the schemes were to be funded from depreciation, cash surplus, loans, public dividend capital and disposal, adding that the latest planning guidance issued by the NHSi indicated there was restricted capital funding available for 2018/19 and where external funding was required for new strategic capital schemes, approval of the Cheshire and Merseyside Sustainability and Transformation Partnership (STP) would be required.

38. Mrs Gregory referred to the Liverpool 2 project, emphasising that certain staff groups were keen to be provided with a progress update in relation to this due to the dated conditions of their current base premises, which Mrs Darbyshire and Mr Hindle noted, agreeing that further work was required in relation to staff engagement on estates issues, with Mrs Darbyshire confirming that she would give some thought to this. Mrs Darbyshire stated that the Estates Strategy required a refresh, with the proposed integration with LCH also needing consideration.
### Action Lead Timescale Status

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<th>E Darbyshire</th>
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<td>• Approve the proposed Capital Programme for 2018/19.</td>
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<td>• Thought to be given to staff engagement methods in relation to estates issues.</td>
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### E1 ANNUAL NHS STAFF SURVEY RESULTS

40. Mrs Oates provided the Board of Directors’ with a high level overview of the key findings of the annual NHS Staff Survey (2017).

41. Mrs Oates requested that paragraphs 35 to 52, inclusive, of the report were withdrawn due to an accuracy issue, adding that a refreshed version would be presented to the May 2018 meeting of the Board. As a result, Mrs Oates asked that the recommendations of the current report were amended.

42. Mrs Oates confirmed that the survey response rate by Trust staff had been 60%, which was considered high, adding that the responses were benchmarked against other mental health and learning disability trusts as its comparator group. Mrs Oates explained that Mersey Care remained within the threshold for an average overall staff engagement score. The Trust’s score has remained relatively static; however it should be noted that the national average had increased again this year.

43. Mrs Oates confirmed that there had been three areas, in which a statistical improvement had been recorded, with a further 29 remaining static; however there had been no areas of deterioration recorded. Mrs Oates confirmed that the results could be further interrogated once a more accurate Divisional picture had been calculated.

44. In response to Mrs Hales, Mrs Oates explained that further work was required to identify whether certain issues were Trust-wide or Divisional, adding that the use of the PACE appraisal system could be a catalyst for removing the personal conversation between staff and their managers and affirmed that the impact on this was currently being discussed.

45. Mrs Gregory referred to instances of physical violence against staff, explaining that a number of staff to whom this had happened required appropriate support. Mrs Oates emphasised the importance of the continued implementation of the Just and Learning Culture in order to aid and address such issues. Mr Rafferty referred to the classification of violence against staff, with Mrs Oates confirming this was an issue which was to be explored and criteria to be set in order to ensure consistency and appropriate levels of support were in place for staff experiencing such incidents.

46. Mrs Oates confirmed that further discussions relating to workforce issues would take place at the next Board of Directors’ development session.
### E2 SERVICE USER AND CARER CONSULTATION

48. Mrs Darbyshire provided a brief update in relation to a report, which was to be brought to the September meeting of the Board, which had arisen from the feedback received in relation to incomplete dialogues between members of the Board and their deputies when communicating with service user / carer representatives of the Trust.

49. Mrs Darbyshire confirmed that a number of actions had been put into place, including an audit of how service user / carer representatives were involved across the Trust and evidence of how their views and experiences had been acted upon. Mrs Darbyshire highlighted the importance of the authenticity of this information and consideration had to be given to the needs of the Trust against the expectation of the service user / carer representatives, adding that a 4-tier model would be the product of the current piece of work, ensuring a fully-authenticated process.

### F1 LIVERPOOL COMMUNITY HEALTH APPLICATION

51. Mr Smith outlined the background, process and rationale for the acquisition of Liverpool Community Health NHS Trust (LCH) by Mersey Care NHS Foundation Trust (Mersey Care) and asked the Board of Directors' to agree to progress a joint application to NHS Improvement for the acquisition, subject to the receipt of a satisfactory risk rating from NHS Improvement.

52. Mr Smith explained that in accordance with NHS Improvement (NHSi) guidance, in order for them to give their approval to the acquisition (both the requisite statutory approval and the approval of the acquisition as a significant transaction) Mersey Care’s Council of Governors were responsible for satisfying themselves that the Board of Directors had:
   a) been thorough and comprehensive in reaching its proposal that it had undertaken proper due diligence;
   b) agreed the required funding with all parties;
   c) obtained and considered the interests of trust members and the public as part of the decision-making process.
53. Mrs Fraenkel drew attention to the additional recommendation, which had been included following a decision received in relation to the additional funding as requested by the Trust arising from the Kirkup Recommendations and as a result Mr Meadows provided a definition of “conditional approval” in order to ensure complete clarity prior to the updated recommendations being considered.

54. Mr Rafferty confirmed that there would be an on-going conversation between the Trust and NHSi in order to ensure a smooth transition, confirming that the Trust had undertaken all the necessary preparatory work and was currently in a favourable position for the Transaction to proceed.

55. The Board of Directors’ agreed unanimously with the recommendations.

56. The Board of Directors are asked to:

1) approve, subject to the receipt and consideration of a satisfactory risk rating from NHS Improvement, the acquisition of Liverpool Community Health NHS Trust

2) recommend to the Council of Governors that they support the joint application, to acquire Liverpool Community Health NHS Foundation Trust, for submission to NHS Improvement.

3) Having taken account of the risk rating and the Kirkup Review, the Board of Directors’ is asked to conditionally approve the acquisition of Liverpool Community Health NHS Trust, subject to the Board of Directors’ agreeing with NHS Improvement, no later than 12 noon on 27 March 2018, post-transaction support funding of an amount no less that £4.5m in year one (2018/19), no less than £2.4m in year two (2019/20) and agreement for a gateway review to discuss year three (2020/21) funding.

This in effect will mean that the Board of Directors:

a) conditionally approved the making of a joint application with Liverpool Community Health NHS Trust to NHS Improvement in accordance with section 56(A)(1) of the National Health Service Act 2006 to obtain consent from NHS Improvement for the transaction; and

b) in making such conditional approval the Board of Directors is satisfied that all prescribed processes for such transaction has been completed

c) Subject to the outcome and satisfactory completion of negotiations with NHS Improvement in the opinion of the Board of Directors;

It is anticipated that NHS Improvement will be sending their risk rating in writing and that a verbal update will be provided to the Board at its meeting.

• In the event that the Board approves this resolution, the Council of Governors will subsequently be asked on 21 March 2018, to conditionally approve the acquisition based on a separate resolution relevant to its role in the approvals process.

Further actions required:

• None identified.
OPERATIONAL PLAN

57. Mrs Edwards presented the Operational Plan 2018/19 to the Board of Directors’ for their consideration and approval.

58. Mrs Edwards explained that the Operational Plan 2017/19 originally approved by the Board in March 2017 had been refreshed, with refined deliverables in order to ensure that the Trust responds to the strategic challenges it faced, continuing to make progress in delivering perfect care. Mrs Edwards added that although the strategic objectives remained unchanged, additional focus had been applied with specified actions and measurable goals now clearly identified in order to support performance monitoring and improvement.

59. Mrs Edwards affirmed that engagement sessions with the Service User and Carer Assembly and the Council of Governors’ had supported the refreshed Plan.

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<td>• Approve the Operational Plan 2018/19</td>
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BOARD GOVERNANCE

61. Mr Meadows proposed a series of amendments to a range of Board governance documents as follows:

   a) the annual review of documentation required in line with good governance practice;

   b) the changes to Executive Team portfolios as result of the departure of Ray Walker (Executive Director of Nursing with effect from 28 February 2018) and the pending departure of Mark Hindle (Executive Director of Operations with effect from 30 June 2018);

   c) the proposed acquisition of Liverpool Community Health NHS Trust (LCH) with effect from 1 April 2018;

   d) to update the Trust’s Fit and Proper Persons arrangements for directors in light of new guidance issued by the Care Quality Commission (CQC); and

   e) receive a range of annual notifications in respect of declared interests, gifts, hospitality and the use of the Trust’s seal.

62. Mr Meadows explained that, in light of the above, a number of changes had been made to the Scheme of Reservation & Delegation of Powers, including changes to terms of reference for Board Committees and the Standards for Business Conduct and asked that the Board approved the annual cycles of business for the Board and its committees.
63. Mr Meadows confirmed that due to changes issued by the CQC relating to Fit and Proper Person guidance for directors, all direct reports to the Executive Team would now be subject to this.

64. Mr Meadows described the proposed process for the update of Trust policies should the acquisition of LCH take place.

65. Dr Fearnley agreed that he would converse with Mr Meadows in order to amend Appendix C of the report (Audit Committee Annual Cycle of Business 2018/19).

66. **Action**

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<td>• consider and approve the proposed amendments to the:</td>
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<td>o Scheme of Reservation and Delegation of Powers (Appendix A);</td>
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<td>o Standards of Business Conduct (paragraph 5);</td>
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<td>o annual cycles of business for the Board and the Board Committees (Appendices B to F);</td>
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<td>• provide the Trust Secretary with delegated authority to make the necessary minor changes to Mersey Care policies and ‘adopt’ relevant LCH policies (paragraphs 6 to 10);</td>
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<td>• note the proposal for the well-led and board skills review;</td>
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<td>• consider and approve the proposed changes in respect of the Fit and Proper Persons guidance;</td>
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<td>• note the register of interest, gifts, hospitality and the use of the Seal.</td>
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<td>• In addition, should the acquisition of LCH not proceed on 1 April 2018, to provide the Trust Secretary with delegated authority to enact these changes outlined above that are <strong>not</strong> dependent upon the LCH acquisition – amending documents as necessary and then reporting on these delegated activities to the next Board meeting.</td>
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<td>• Dr Fearnley to converse with Mr Meadows in order to amend Appendix C of the report</td>
<td>D Fearnley / A Meadows</td>
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<td>Due Apr-18</td>
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**G2 CHANGES TO THE CONSTITUTION**

67. Mr Meadows requested that the Board of Directors’ considered a range of recommended changes to the Trust’s Constitution in light of the proposed acquisition of Liverpool Community Health NHS Trust (LCH), along with a number of further amendments, which he suggested were made to the document.

68. Mr Meadows explained that should Mersey Care apply to acquire LCH, the Trust would be required to review the Constitution in order to ensure the membership constituencies and Council of Governors’ would reflect the membership of the expanded Trust. Mr Meadows confirmed that a reference group consisting of representatives of the Council of Governors’ had taken place and as a result a number of changes had been proposed, which were summarised for consideration and approval within the report.
69. **Recommendations approved by the Board, namely:**

- subject to the outcome of discussions around the proposal to acquire LCH, to consider the contents of this paper and approve the changes to the Trust’s Constitution outlined in paragraphs 5 to 13 of this paper;
- to consider and approve the changes to the Trust’s Constitution outlined in paragraph 14 of this paper.

**Further actions required:**

- None identified.

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**G3 BOARD ASSURANCE FRAMEWORK**

70. Dr Fearnley presented the Board Assurance Framework for the Board’s consideration and approval, providing assurance that the strategically significant risks were being actively managed.

71. Dr Fearnley confirmed that the BAF currently consisted of 17 strategic risks, with ten identified and approved by the Board, four escalated from the Local Services Division, one escalated from the South Sefton Community Services Division and two project/programme risks.

72. In relation to the fire safety risk, Mr Hindle confirmed that all the relevant fire doors had been assessed and replaced as necessary.

73. Mr Hindle confirmed that the urgent maintenance issues at Park Lodge had been addressed, although it remained a concern and monitoring of this was on-going.

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74. **Recommendations approved by the Board, namely:**

- Note the escalated Local Divisional risks (paragraph 7).
- Note the escalated South Sefton Community Services Division risk (paragraph 8).
- Note the escalated programme risks (paragraph 10).

**Further actions required:**

- None identified.

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**H1 BOARD COMMITTEE MINUTES (INCLUDING CHAIRS REPORTS)**

a) **AUDIT COMMITTEE (FEB-18)**

75. The Board of Directors noted the minutes and chairs reports of the Audit Committee.

b) **EXECUTIVE COMMITTEE (JAN-18, FEB-18)**

76. The Board of Directors noted the minutes and chair’s reports of the Executive Committee.
c) QUALITY ASSURANCE COMMITTEE (JAN-18)

77. The Board of Directors noted the minutes and chair’s report of the Quality Assurance Committee.

d) PERFORMANCE, INVESTMENT AND FINANCE COMMITTEE (FEB-18)

78. The Board of Directors noted the minutes and chair’s report of the Performance, Investment and Finance Committee.

e) COUNCIL OF GOVERNORS’ (JAN-18)

79. The Board of Directors noted the minutes and chair’s report of the Council of Governors’.

80. | Action | Lead | Timescale | Status |
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<td>Recommendations approved by the Board, namely:</td>
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<td>• Note the contents of these Committee minutes and the accompanying reports from the respective Chairs.</td>
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H2 CHAIRMAN’S REPORT

81. Mrs Fraenkel formally noted her thanks to Dr Robert Beardall, who had recently resigned as Non-Executive Director of the Trust due to career commitments; wishing Dr Beardall all the best for the future.

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<td>Recommendations approved by the Board, namely:</td>
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<td>• Note the verbal update provided.</td>
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I1 SA31 – MAJOR INCIDENT PLAN (CONSENT ITEM)

83. | Action | Lead | Timescale | Status |
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<td>Recommendations approved by the Board, namely:</td>
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<td>• Approve and ratify version 5 of the Mersey Care Foundation Trust Major Incident Plan.</td>
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<td>• None identified.</td>
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J1 ANY OTHER BUSINESS

a) MAY 2018 BOARD MEETING

84. Mr Meadows confirmed that the submission date of the Trust Annual Accounts was 29 May 2018, which was one day prior to the arranged May Board of Directors’ meeting.
being held and as a result Mr Meadows confirmed the intention to hold a virtual Board of Directors’ one week in advance, emphasising the requirement for the virtual Board to be quorate.

85. Mr Meadows clarified that the Board of Directors’ set for 30 May 2018 would continue to take place as planned.

b) GENDER PAY GAP

86. Mrs Oates confirmed that work had now commenced in relation to identifying and addressing the gender pay gap, which following a piece of work had proved evident within the Trust.

87. Mrs Oates assured the Board that work would continue, with the development of an action plan in order to address the gap, with a further report identifying the specific issues to be presented to a future Board of Directors’.

88. The meeting closed.