

Compliance with NHS Foundation Trust Code of Governance

Wirral Community Health and Care NHS Foundation Trust has applied the principles of the NHS Foundation Trust Code of Governance on a comply or explain basis. The NHS Foundation Trust Code of Governance, most recently revised in July 2014, is based on the principles of the UK Corporate Governance Code issued in 2012.

The Board of Directors and the Council of Governors are committed to the principles of best practice and good corporate governance as detailed in the NHS Foundation Trust Code of Governance. The Board reviews metrics in relation to regulatory and contractual requirements and additional internal performance targets/standards of the Trust. To review the performance and effectiveness of the Trust, several arrangements are in place including governance structures, policies and processes to ensure compliance with the code.

These arrangements are set out in documents and processes that include;

- The constitution of the NHS Foundation Trust
- Standing orders for the Board of Directors and Council of Governors setting out the roles and responsibilities of each
- Code of Conduct for the Board of Directors and Council of Governors
- Schemes of delegation and matters reserved to the Board
- Established role of Senior Independent Director
- Standing Financial Instructions
- Terms of Reference for the Board of Directors and its sub-committees and the Council of Governors and its sub-groups
- Board of Directors and Council of Governors Register of Interests
- Fit and Proper Persons declarations by Executive, Non-Executive Directors and Associate Director
- Performance appraisal process for all Executive and Non-Executive Directors
- Speaking Up Policy and identified Freedom To Speak Up Guardian
- Robust Audit Committee arrangements in place
- Governor-led appointments process for external auditor
- Non-Executive Director meetings established pre-Board of Directors
- Anti-Fraud work plan and bribery policy
- Compliance with the NHS Counter Fraud Authority Standards
- High quality reports to the Board of Directors and Council of Governors appropriate to their respective functions and relevant to the decisions being made
- Regular attendance by Directors at Council of Governor meetings
- Attendance records for Directors and Governors at key meetings
- Annual NHS Provider License self-certification
- Bi-monthly Board of Directors Informal Board Sessions

For 2020-21 the Trust also established emergency governance arrangements and a local command structure to respond to the national incident declared in response to the COVID-19 pandemic.

Where applicable the Trust complies with all provisions of the Code of Governance issued by Monitor in July 2014. The Trust also recognises that systems and processes continue to embed, and work is continually on-going with the Council of Governors and Board of Directors to review this.

Governance arrangements

The basic governance structure of all NHS Foundation Trusts includes;

- Public and staff membership
- Council of Governors
- Board of Directors

Membership and constituencies

The Trust's governance structure, including membership constituencies, is set out in Wirral Community Health & Care NHS Foundation Trust Constitution published at www.wchc.nhs.uk and in the NHS Foundation Trust directory at www.gov.uk/government/publications/nhs-foundation-trust-directory.

The Trust has two constituencies;

- Staff constituency and,
- Public constituency

All members of the organisation are members of one of these constituencies. The public constituencies include;

- Wallasey
- Birkenhead
- Wirral West
- Wirral South & Neston
- The Rest of England (*acknowledging that the Trust provides services beyond its Wirral constituency boundaries, most notably in Cheshire East*)

The Trust has set out clear eligibility criteria for public and staff membership of the organisation accessible on our public website. The Trust uses an electronic database to record and report on membership numbers.

At the end of 2020-21, the Trust had 7,778 members split as follows across the two constituencies;

- 6,092 public members
- 1,716 staff members

An analysis of the Trust's membership population demonstrates that it is broadly representative across the Foundation Trust constituencies but when analysing the demographic profile of members a focus on recruitment with all those aged 30-50 years, men across all ages and specific ethnic groups, will form the basis of the plan for new membership campaigns in the coming financial year.

During 2020-21, the 'Your Voice' group met virtually on 5 occasions with membership including both public members of the Trust and governors. Due to the COVID-19 pandemic and the declared NHS Level 4 incident, the focus of the meetings was on the Trust's response and support to the local communities we serve, providing an opportunity for members to ask questions and understand the response of services and staff across the Trust.

The Your Voice Group aims to reflect the communities the Trust serves. It is made up of:

- Public members of the Trust
- Public governors
- Trust staff including the Director of Corporate Affairs who chairs the group

The agreed terms of reference of the group include the following;

- To improve the experience of patients and service users receiving care from the Trust
- To share patient, service user and public feedback intelligence with the group including compliments, concerns and learning from complaints and the Trust's position in relation to the national Friends and Family (FFT) score
- To report to the group on the patient and service user experience aspects of the Trust's annual quality goals
- To input into the development of new quality goals (following governor input)
- To contribute and share views on service redesign and key projects
- To develop and implement the Trust's Membership Strategy
- To provide feedback to governors to represent the views of the public

The Council of Governors

Governors are the direct representatives of staff, stakeholders, members and the public interests and form an integral part of the governance structure that exists in all NHS Foundation Trusts.

The principal role of the Council of Governors is to appoint the Non-Executive Directors to the Trust Board of Directors. Additionally, the governors hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and to represent the interests of members and the wider public.

Other statutory aspects of the Council of Governors, as set out in the Foundation Trust Constitution include;

- Approving the appointment of the Chief Executive
- Appointing and removing the Chairman and other Non-Executive Directors
- Setting the remuneration of the Chairman and other Non-Executive Directors
- Appointing and removing the external auditor
- Contributing to the forward plans of the organisation
- Receiving the Annual Accounts, Auditors Report and Annual Report

- Reviewing the membership and public engagement strategy
- When appropriate, making recommendations and/or approving revisions to the Foundation Trust constitution

The Council of Governors has not exercised their power under paragraph 10C of schedule 7 of the NHS Act 2006 during 2020-21, to require one or more directors to attend a meeting to obtain information about the Trust's performance of its functions or the directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance).

In October 2020 the Trust held governor elections following the end of terms of office and vacant seats of 2 public governors and 1 staff governor. The elections were run independently by UK Engage and in accordance with the Model Election Rules as included in the Foundation Trust Constitution.

Constituency and class	Number of seats
Public - Wirral West	1
Public - Wallasey	1
Staff	1

The election results were as follows;

Constituency	Candidates	Opposed or Unopposed	Elected
Public Governors			
*Wirral West	Lynn Collins	Opposed	Yes
**Wallasey	Gary Kelly-Hartley	Unopposed	Yes
Staff Governors			
***Trust staff	Jan Hegarty	Opposed	Yes

**For Wirral West Constituency the number of eligible voters was 1,049. The votes cast were 125. The vote was for one candidate. The turnout was 11.92% and of the total number of 125 valid votes counted, Lynn Collins had the highest number (53) and was duly elected.*

***For Wallasey Constituency Gary Kelly-Hartley was unopposed and therefore duly elected.*

****For staff governor the number of eligible voters was 1,734. The votes cast were 147. The vote was for one candidate. The turnout was 8.48% and the total number of 147 valid votes counted, Jan Hegarty had the highest number (78) and was duly elected.*

The composition of the Council of Governors

The Council of Governors comprises 20 governors;

- 11 elected governors representing the five public constituencies of Birkenhead, Wallasey, Wirral West, Wirral South & Neston and Rest of England
- 3 staff governors representing the one staff constituency
- Six appointed governors representing the views from partner organisations (see below).

The Trust currently has one vacancy for a public governor in the Wallasey constituency and one vacancy for an appointed governor.

The following table provides the detail of the public and staff governors during 2020-21.

Name	Constituency	Term of Office (End date)	2019 election status
Public Elected Governors			
Bill Wyllie	Wallasey	3 years (2021)	
Gary Kelly-Hartley	Wallasey	3 years (2023)	Newly elected
Irene Cooke	Birkenhead	3 years (2021)	
Ian Jones	Birkenhead	3 years (2021)	
Fahim Syed	Birkenhead	3 years (2022)	
Veronica Morris	Wirral West	3 years (2022)	
Lynn Collins	Wirral West	3 years (2023)	Newly elected
Veronica Cuthbert	Wirral South & Neston	3 years (2022)	
Kevin Sharkey	Wirral South & Neston	3 years (2021)	
Jan Gidman	Rest of England	3 years (2022)	
Staff Elected Governors			
George Taylor	Staff Governor	3 years (2022)	
Jan Hegarty	Staff Governor	3 years (2023)	Newly elected
Fiona Davies	Staff Governor	3 years (2021)	
Appointed Governors			
Paul Edwards	NHS Wirral CCG		
Eve Collins	University of Chester		
Karen Prior	HealthWatch Wirral		
Brian Simpson	Magenta Living		
Julie Webster	Wirral Borough Council		
Vacancy			

Council of Governors Meetings

During 2020-21, the Council of Governors met formally, albeit virtually, on 4 occasions;

- 18 May 2020
- 28 July 2020
- 22 September 2020
- 25 January 2021

Four informal development days were also held as follows;

- 20 April 2020
- 7 July 2020
- 24 November 2020
- 29 March 2021

The Trust's Annual Members Meeting took place on 30 September 2020.

The following table summarises governor attendance at each formal meeting of the Council of Governors.

		Possible meetings	Meetings attended
Public Elected Governors			
Lynn Collins	Public Governor, Wirral West (Deputy Governor)	4	4
Irene Cooke	Public Governor, Birkenhead	4	4
Ronnie Morris	Public Governor, Wirral West	4	4
Ian Jones	Public Governor, Birkenhead	4	3
Fahim Syed	Public Governor, Birkenhead	4	3
Kevin Sharkey	Public Governor, Wirral South/Neston	4	3
Veronica Cuthbert	Public Governor, Wirral South/Neston	4	4
Gary Kelly-Hartley	Public Governor, Wallasey	1	1
Bill Wyllie	Public Governor, Wallasey (Lead Governor)	4	3
*Paul Ivan	Public Governor, Wallasey	3	1
Jan Gidman	Rest of England	4	3
Veronica Morris	Public Governor, Wirral West	4	4
Staff Elected Governors			
Fiona Davies	Staff Governor	4	3
George Taylor	Staff Governor	4	1
Jan Hegarty	Staff Governor	1	1
*Fiona Fleming	Staff Governor	3	1
Appointed Governors			
Paul Edwards	Appointed Governor, NHS Wirral CCG	4	0
Eve Collins	Appointed Governor, University of Chester	4	1
Karen Prior	Appointed Governor, HealthWatch Wirral	4	2
Brian Simpson	Appointed Governor, Magenta Living	4	2

Julie Webster	Appointed Governor, Wirral Borough Council	4	0
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*Term of office ended October 2020.

Council of Governors' Register of Interests

All governors are required to complete an eligibility form, to comply with the Council of Governors Code of Conduct and declare any interests that may result in a potential conflict of interest in their role as Governor of Wirral Community Health and Care NHS Foundation Trust.

Any member wanting to communicate with the Council of Governors can do so by using the following contact details or the e-mail address wchc.governors.nhs.net

Director of Corporate Affairs
Wirral Community Health and Care NHS Foundation Trust
St Catherine's Health Centre
Derby Road
Birkenhead
CH42 0LQ

Council of Governors Subgroups

The Council of Governors has established a Remuneration & Nomination sub-group that meets to discuss the formal aspects of the Non-Executive Directors role including remuneration, terms of office and annual performance evaluation.

The membership of the group and the meetings held during 2020-21 are described in the Remuneration Report.

A quarterly Governor Quality Forum has also been established to provide assurance to the Council of Governors on the quality of the services delivered by the Trust, and their management within the Trust's governance structure. The forum is chaired by a public governor and terms of reference are in place. The Chair of the Trust's Quality & Safety Committee, together with the Chief Nurse and Deputy Chief Nurse attend the forum to provide updates and seek the views of governors.

During the Trust's response to COVID-19 the Governor Quality Forum was temporarily suspended however regular communication was maintained with the Council of Governors through written communication (i.e. blogs, update e-newsletters) and virtual meetings with updates provided on the Trust's activity across the health & care system to support the response to the pandemic.

In the absence of the forum meetings the Chair of the Quality & Safety Committee held briefing meetings with the Chair of the Governor Quality Forum (following each meeting of the committee) to provide an update on the areas of focus of the committee. The Chair of the forum provided updates to the full Council of Governors.

Training and development for governors

During 2020-21 governors have participated in a number of development sessions online which have covered several discussion topics. These sessions predominantly focused on the Trust's on-going response to COVID-19, the reset and recovery of Trust services and the emerging NHS reforms. These sessions also provided an opportunity to reflect on achievements, looked ahead to future priorities and revisited the key duties of the governor role.

Following the public and staff elections, all new governors were invited to an induction session prior to attending their first formal Council of Governors meeting. A formal induction, planned in partnership between the Trust and public governors, was held with new governors in January 2021 with existing governors in attendance to share their experience and knowledge.

During 2020-21 informal meetings between governors and the Chair have been suspended as all engagement work has been virtual. However, the Chair, Non-Executive Directors and Directors have remained in contact with the Council of Governors and specifically the Lead and Deputy Lead Governors.

The Board of Directors' relationship with the Council of Governors and members

Members of the Board of Directors are keen to understand the view of governors and members about the Trust.

The emergency governance arrangements established determined that *“Council of Governor formal meetings, sub-groups and development days will be delayed until later in the year. The Chair and the Director of Corporate Affairs will keep the governors informed as required, communicating predominantly with the Lead Governor”*.

As highlighted in the table below during 2020-21 attendance at formal Council of Governor meetings was focused with Executive Directors attending by exception and according to the meeting agendas.

This was in response to the emergency governance arrangements established which were shared with the Council of Governors in April/May 2020. These arrangements outlined the principles of Board assurance and governance the Trust would follow with an overall streamlined approach to existing governance adopted, including Council of Governor meetings.

		Possible meetings	Meetings attended
Board Member			
Michael Brown	Chairman	4	4
Karen Howell	Chief Executive Officer	4	4
Brian Simmons	Non-Executive Director	4	3
Beverley Jordan	Non-Executive Director	4	4
Chris Bentley	Non-Executive Director	4	3
Gerald Meehan	Non-Executive Director	4	2
Anthony Bennett	Chief Strategy Officer	4	2
Mark Greatrex	Chief Finance Officer/Interim Chief Executive Officer	4	3
Val McGee	Chief Operating Officer	4	1
Jo Shepherd	Director of Human Resources & Organisational Development	4	0
Dr Nick Cross	Medical Director	4	0
Alison Hughes	Director of Corporate Affairs	4	4
Paula Simpson	Chief Nurse	4	1

Under emergency governance arrangements, governor subgroups were temporarily suspended but regular contact was maintained with governors, including the Chair of the Governor Quality Forum and all were encouraged to attend virtual public Board of Directors meetings to observe decision-making processes.

The Lead Governor provides a report to every meeting of the Board of Directors and all governors have access to Directors of the Trust.

The Board of Directors and Council of Governors recognise the importance of having a clear policy detailing how disagreements between the two bodies will be resolved, aligned to the scheme of reservation and delegation of powers and the Code of Conduct for both bodies.

The Board of Directors

The Board of Directors operates as a corporate decision-making body considering the key strategic issues facing the Trust in carrying out its statutory and other functions. It is a unitary Board with collective responsibility for all aspects of performance of Wirral Community Health and Care NHS Foundation Trust; the Board of Directors is legally accountable for the services provided by the Trust.

The Board of Directors is also responsible for establishing the values and standards of conduct for the Trust and its staff in accordance with NHS values and accepted standards of behaviour in public life (The Nolan principles).

The Board has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers are set out in the Matters Reserved to the Board and Scheme of Delegation within the Corporate Governance Manual.

The arrangements in place for the discharge of statutory functions have been checked for any irregularities and are legally compliant.

The names of Board members, who served during the reporting period, and their biographical details, are included in the Directors' report.

In response to the COVID-19 pandemic, the Trust established a local command structure at pace with local decision-making capability maintained through the development of emergency governance arrangements, approved by the Board of Directors in April 2020.

These emergency governance arrangements were tested, at the request of the Board of Directors, by Internal Audit with **Substantial Assurance** given.

The arrangements confirmed that *“Board meetings would take place at regular intervals at such times and places as the Board may determine (bi-monthly) with agendas focused on URGENT business only. The Board will not meet in public for the foreseeable future and members will meet virtually”*.

The Board of Directors did meet in formal session on seven occasions during 2020-21.

The Board meeting in April 2020 was cancelled but an additional meeting took place on 6 May 2020, and the planned forward work programme for the Board continued thereafter.

The local command structure established was aligned with local NHS and Local Authority partners allowing effective system collaboration and response. The structure included a Tactical Command Group reporting to a Strategic Command Group, chaired by the Chief Executive Officer and a series of specialist cells including workforce and clinical.

Whilst some Trust meetings were temporarily suspended the process for emergency approvals was clearly set out in the emergency governance arrangements as follows;

All matters for approval were either;

- Deferred if not urgent or,
- Circulated to Board/Committee members via e-mail for approval, whilst allowing sufficient time for review/response or,
- Discussed via telephone/digital technology with the decision recorded by the Director of Corporate Affairs or
- Discussed between the Chief Executive or nominated Executive Director with the Board/Committee Chair for Chair's Action

In these circumstances the quorum was determined as 1 Executive Director and 1 Non-Executive Director

All matters for information or assurance were either;

- Put on hold until further notice or,
- Circulated via e-mail

For 'ad hoc/exceptional' items agreed by the Executive Directors as requiring a decision by the Board were;

- Circulated to Board/Committee members via e-mail for approval, whilst allowing enough time for review/response or,
- Discussed via telephone/digital technology with the decision recorded by the Director of Corporate Affairs
- Discussed between the Chief Executive or nominated Executive Director with the Board/Committee Chair for Chair's Action

In these circumstances the quorum was determined as 1 Executive Director and 2 Non-Executive Directors (owing to the ad hoc/exceptional nature of items).

A weekly Non-Executive Directors assurance meeting with the Chief Executive Officer, Chief Finance Officer and Director of Corporate Affairs was established to report on the impact of the measures being taken in response to COVID-19 and the management of the Level 4 incident. The agenda was focused on;

- Operational SitRep (based on Command Structure)
- Workforce/Staffing SitRep
- Finance SitRep
- Patient Safety
- Governance
- Risks

According to the standing orders of the Trust and as detailed in the emergency governance arrangements, the Chairman may call a meeting of the Board at any time and one-third or

more members of the Board may request a meeting in writing to the Chairman. This provision was not enacted during 2020-21.

Explanatory notes:

The table below shows the attendance record for each Board member under the emergency governance arrangements reflecting that some committees of the Board were temporarily suspended.

The Quality & Safety Committee continued to meet on a bi-monthly schedule as reflected below with attendance determined according to the agenda.

The attendance at the weekly Non-Executive Director assurance meeting is detailed in the subsequent table.

Apr 20 - Mar 21	Board of Directors	Remuneration	Audit	Quality & Safety	Finance & Performance	Education & Workforce
Number of meetings	7	2	6	7	1	0
Chair/Non-Executive						
Michael Brown (Chairman)	7	2				
Chris Bentley	6	2	6	7	1	
Gerald Meehan	6	2	6	7	1	
Brian Simmons	7	2	6	7	1	
Beverley Jordan	7	2	6	7	1	
Executive Directors & Directors						
*Karen Howell	4		3			
Paula Simpson	6			7	1	
Alison Hughes	6	2	6	7	1	
*Mark Greatrex	7		5		1	
Jo Shepherd	7	2		2		
Val McGee	6			4	1	
Anthony Bennett	6					
Dr Nick Cross	6			6	1	

**Karen Howell, Chief Executive was absent from the Trust from October 2020 - April 2021 due to a secondment to the National team. Mark Greatrex, Deputy Chief Executive and Chief Financial Officer was interim Chief Executive during this period.*

Weekly NED assurance meetings												
	Apr	May	June	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar
Number of weekly meetings	4	4	4	4	4	4	5	4	1	4	4	5
Attendance												
Michael Brown (Chairman)	4	4	4	4	4	4	5	4	1	4	4	5
Chris Bentley	4	4	4	2	4	2	5	4	1	4	4	
Gerald Meehan	4	4	4	4	4	4	5	4	1	4	4	4
Brian Simmons	4	3	4	3	4	4	5	4	1	4	4	4
Beverley Jordan	4	4	4	4	4	4	5	4	1	4	4	5
Karen Howell	4	3	4	4	3	3	5	4	1	4	4	4
Alison Hughes	4	4	4	3	3	4	4	4	1	4	4	4

Weekly NED assurance meetings												
Mark Greatrex	4	4	3	3	2	3	4	4	1	4	4	5

The Board is of sufficient size, and the balance of skills and experience is appropriate for the requirements of the business and the future direction of the Trust; arrangements are in place to ensure appropriate review of the Board’s balance, completeness and appropriateness to the requirements of the Trust.

The names and voting status of members of the Board are described in the Directors Report.

All Executive and Non-Executive Directors undergo annual performance evaluation and appraisal with the Chief Executive and Chairman respectively. The Chairman also meets with all voting members of the Board to discuss their progress, contribution and objectives.

In 2019-20 the Trust undertook a proactive developmental review of leadership and governance using the well-led framework. The methodology for the review was based on guidance issued by NHS Improvement, which is wholly shared with the CQC assessment of the well-led question, and as such included a focus on integrated quality, operational and financial governance.

The scope of the review covered all eight key lines of enquiry (KLOEs), with an in-depth focus on the areas of well-led that the CQC identified as requiring improvement during the inspection in 2018 and a focus on the functionality of the revised governance arrangements.

The review was completed during Quarter 2 – Quarter 3 of 2019-20 led by a team comprising the Deputy Chair, the Director of Corporate Affairs and Head of Corporate Governance. The findings and initial conclusions were collated by the review team and presented to the Board of Directors at an informal board session in December 2019. In March 2020 the members of the Board considered the areas for further development and any areas for further review to agree an action plan for tracking and regular reporting. This process was paused due to the COVID-19 pandemic and will be reviewed in Quarter 2, 2021-22.

Committees of the Board

As described above, during 2020-21 and in response to the NHS national emergency response to COVID-19, the Trust operated under emergency governance arrangements. As such, the Terms of Reference, quorum and membership of existing sub-committees of the Board were suspended temporarily and COVID-19 specific arrangements established.

The Finance & Performance Committee and the Education & Workforce Committee were temporarily suspended with any specific approvals or exceptional items managed as set out in the emergency governance arrangements.

The Quality & Safety Committee continued to meet according to its bi-monthly schedule and the supporting quality governance framework remained in place across the Trust to ensure continued oversight and scrutiny on all matters associated with the quality and safety of services. The Trust’s Audit Committee also continued to meet according to its annual work plan.

The Chairs of both Committees continued to provide reports to the Board of Directors on their areas of focus.

The table below provides detail on committee chairmanship and membership under extant governance arrangements.

Sub-Committees of the Board - Chairmanship and Membership

Committee	Non-Executive Director(s)	Director(s)
Audit Committee	Brian Simmons (Chair) Beverley Jordan Chris Bentley Gerald Meehan	By invitation <i>(not formal members)</i>
Finance & Performance Committee <i>(suspended under emergency governance)</i>	Beverley Jordan (Chair) Chris Bentley Gerald Meehan	Chief Finance Officer Director of Nursing Chief Operating Officer
Quality & Safety Committee	Chris Bentley (Chair) Gerald Meehan Beverley Jordan	Director of Nursing Medical Director Director of HR & OD Chief Operating Officer Chief Finance Officer
Education & Workforce Committee <i>(suspended under emergency governance)</i>	Gerald Meehan (Chair) Beverley Jordan Chris Bentley	Director of HR & OD Director of Nursing Medical Director Chief Operating Officer
Remuneration Committee	Michael Brown (Chair) Beverley Jordan Brian Simmons Chris Bentley Gerald Meehan	By invitation <i>(not formal members)</i>

Sub-Committees of the Board - Duties and accountabilities

As part of the Trust's governance arrangements, the chair of each Committee presents a report on the matters considered and any decisions taken at its meetings at the next meeting of the Trust Board, with full minutes provided once approved.

The table below provides an overview of the duties and accountabilities of each committee of the Board. The primary role of each is to provide assurance to the Board on the areas of responsibility.

Committee	Duties and accountabilities
Quality & Safety	<p>Approving and monitoring implementation of the quality strategy.</p> <p>Reviewing the annual clinical audit plan.</p> <p>Reporting to Board on all aspects of quality, governance and compliance.</p> <p>Receiving assurance that the Trust meets all relevant statutory/regulatory obligations in relation to quality, clinical governance and compliance.</p> <p>Advising the Board of all significant risks, areas for development and exceptional good practice, ensuring lessons are learned and shared.</p> <p>Reviewing instances where the statutory Duty of Candour requirements are applied.</p> <p>NOTE: Mechanisms that ensure treatment is safe, effective, well-led, responsive and caring include the work of governance groups which feed the Board via this Committee.</p>
Finance & Performance	<p>Monitoring the financial and contractual/ commissioning performance of the Trust against objectives/targets, including capital and estates and IM&T. Ensuring appropriate governance after Foundation Trust authorisation.</p>
Education & Workforce	<p>Co-ordinating, developing, prioritising, monitoring, reviewing and overseeing implementation of workforce, organisational development and learning and development plans and monitoring effectiveness.</p>
Remuneration & Terms of Service	<p>Deciding the appropriate remuneration and terms of service for the Chief Executive, all on the Very Senior Manager pay scale/other managers on local pay.</p>

Audit	<p>Ensuring an effective internal audit function that meets Public Sector Internal Audit Standards. Reviewing findings/ensuring implementation.</p> <p>Scrutinising the risks and controls which affect the Trust's business and assuring adequate governance arrangements are in place and being followed.</p> <p>Receiving regular reports on the work/findings of the internal and external auditors and local counter fraud team.</p> <p>Receiving assurances from the clinical audit function. Approving the Trust's annual quality account. Receiving the annual report and accounts Approving the annual clinical audit plan.</p>
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The Audit Committee

The Audit Committee provides an independent and objective review of the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisation's activities (clinical and non-clinical), that support the achievement of the organisation's objectives.

The Committee meets its responsibilities through requesting assurances from management and by receiving reports from the internal auditors, the external auditors and other specialists and advisors.

The Committee also recognises the quality of the discussion, the scrutiny applied, and the assurances given at the sub-committees of the Board (predominantly the Quality & Safety Committee during 2020-21) and the Non-Executive Director assurance meeting established under emergency governance arrangements, which in turn have provided significant assurance and where necessary timely and appropriate escalation of risks and issues to the Audit Committee.

During 2020-21, the Committee had oversight of all matters in accordance with its Terms of Reference whilst also supporting the emergency governance arrangements established.

The Trust's Non-Executive Directors (with the exception of the Chairman) are members of the Audit Committee. Their attendance during 2020-21 is included in the table above.

The Audit Committee met its responsibilities as set out in its terms of reference during 2020-21 and reported this to the Board of Directors in the Audit Committee Annual Report received in June 2021.

This included;

- Reviewing all risk and control-related disclosure statements together with the Head of Internal Audit statement and External Audit Opinion.
- Reviewing the Board Assurance Framework at each of its meetings noting the work of the individual sub-committees in monitoring organisational risks
- Reviewing the 2019-20 Annual Report and Accounts before submission

- Reviewing the External Auditors Audit Findings Report, and management response to it
- Receiving regular updates on the procedures and policies in place for all work related to fraud and corruption
- Reviewing the work and the implementation of findings from the Internal Auditor through the Audit Tracker Tool
- Approving the Internal Audit Annual Plan for 2020-21
- Receiving and approving the Clinical Audit Annual Programme for 2020-21
- Reviewing arrangements by which staff can raise issues (noting the work of the Quality & Safety Committee in relation to Raising Concerns/Freedom To Speak Up)
- Receiving regular updates in relation to Local Security Management
- Approving the revised Risk Management Policy and receiving regular oversight of all organisational risks through the Trust Information Gateway risk dashboard
- Approving the revised Policy for Policy Management and associated documents
- Receiving the Trust-wide policy schedule for progress reporting and monitoring

During 2020-21 the Audit Committee did not consider any significant issues in relation to financial statements, operations or compliance.

The Trust has not engaged the external auditor for non-audit work during 2019-20.

The audit fees are disclosed in note 4 of the financial statements, and the value of external audit services for the reporting period was £63,000 plus VAT. It is worth noting that assurance work on Quality Reports has ceased in accordance with national guidance in light of COVID-19, and no limited assurance opinions are expected to be issued in 2020-21.

The role of Internal Audit

The internal audit function for the Trust is provided by Mersey Internal Audit Agency (MIAA) who work closely with the Audit Committee to develop and agree an Annual Internal Audit Plan.

The plan fully complies with the Public Sector Internal Audit Standards and the HfMA Audit Committee Handbook and is based on a comprehensive risk assessment aligned to the organisation's strategic objectives.

The impact of COVID-19 required regular review of the internal audit risk assessment and plan for 2020-21. As part of this assessment the following was considered;

- How the organisation implemented NHSE/I guidance, issued to support the COVID-19 response, whilst still discharging its stewardship responsibilities
- Any revisions to the organisation's strategic priorities
- A review of areas for internal audit focus
- Independent assurance requirements on how COVID-19 costs were captured and claimed across a range of areas
- Mandated review requirements and audits which from a professional internal audit perspective were pre-requisite to ensuring sufficient coverage for a robust Head of Internal Audit Opinion

Therefore, review coverage was focused on;

- The organisation's Assurance Framework
- Core and mandated reviews, including follow up; and
- A range of individual risk-based assurance reviews (see table below)

Review Title	Assurance Level
Key Financial Controls	Substantial
Risk Management	Substantial
Emergency governance arrangements	Substantial
Service Review of Community Nursing	Substantial
COVID-19 expenditure	Substantial
Mobile Computing	Limited
Cyber Security	Pending completion

There was limited coverage of the quality and workforce areas highlighted in risk assessments. These areas will be considered as part of the 2021-22 risk assessment and planning process.

The overall Head of Internal Audit (HOIA) opinion for 2020-21 provided **Substantial Assurance**.

NHS Oversight Framework

NHS England and Improvement's Oversight Framework provides the framework for overseeing providers and identifying potential support needs. The framework looks at five themes;

- Quality of care
- Finance and use of resources
- Operational performance
- Strategic change
- Leadership and improvement capability (well-led)

Based on information from these themes, providers are segmented from 1 to 4, where '4' reflects providers receiving the most support, and '1' reflects providers with maximum autonomy. A foundation trust will only be in segments 3 or 4 where it has been found to be in breach or suspected breach of its license.

Segmentation

Following the publication of the CQC inspection report and the overall rating of Requires Improvement, the Trust moved from segment 1 to segment 2 in 2018-19. The Trust was disappointed with this technical change but as the issues raised by the CQC have been addressed the Trust has been ensuring regular updates to all regulators to provide assurance on progress.

This segmentation information is the latest available information for the Trust as ratings were not issued in 2020-21, and this was the Trust's position as at 31 March 2021. Current segmentation information for NHS trusts and foundation trusts is published on NHS Improvement website.

The Trust is reviewing the requirements of the new NHS System Oversight Framework issued in June 2021.

Due to the pandemic assessments under the Use of Resources rating were suspended. However, the Trust maintained strong cash levels and good liquidity during the year. The Use of Resources criteria are being revised nationally for 2021-22.

Statement of the Chief Executive's responsibilities as the Accounting Officer of Wirral Community Health and Care NHS Foundation Trust

The NHS Act 2006 states that the Chief Executive is the Accounting Officer of the NHS Foundation Trust. The relevant responsibilities of the accounting officer, including their responsibility for the propriety and regularity of public finances for which they are answerable, and for the keeping of proper accounts, are set out in the *NHS Foundation Trust Accounting Officer Memorandum* issued by NHS Improvement.

NHS Improvement, in exercise of the powers conferred on Monitor by the NHS Act 2006, has given Accounts Directions which require Wirral Community Health and Care NHS Foundation Trust to prepare for each financial year a statement of accounts in the form and on the basis required by those Directions. The accounts are prepared on an accruals basis and must give a true and fair view of the state of affairs of Wirral Community Health and Care NHS Foundation Trust and of its income and expenditure, other items of comprehensive income and cash flows for the financial year.

In preparing the accounts and overseeing the use of public funds, the Accounting Officer is required to comply with the requirements of the Department of Health and Social Care Group Accounting Manual and in particular to:

- observe the Accounts Direction issued by NHS Improvement, including the relevant accounting and disclosure requirements, and apply suitable accounting policies on a consistent basis
- make judgements and estimates on a reasonable basis
- state whether applicable accounting standards as set out in the *NHS Foundation Trust Annual Reporting Manual* (and the *Department of Health and Social Care Group Accounting Manual*) have been followed, and disclose and explain any material departures in the financial statements
- ensure that the use of public funds complies with the relevant legislation, delegated authorities and guidance
- confirm that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for patients, regulators and stakeholders to assess the NHS Foundations Trust's performance, business model and strategy and
- prepare the financial statements on a going concern basis and disclose any material uncertainties over going concern.

The Accounting Officer is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the NHS Foundation Trust and to enable them to ensure that the accounts comply with requirements outlined in the above-mentioned Act. The Accounting Officer is also responsible for safeguarding the assets of the NHS foundation trust and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

As far as I am aware, there is no relevant audit information of which the Foundation Trust's auditors are unaware, and I have taken all the steps that I ought to have taken to make myself aware of any relevant audit information and to establish that the entity's auditors are aware of that information.

To the best of my knowledge and belief, I have properly discharged the responsibilities set out in the *NHS Foundation Trust Accounting Officer Memorandum*.

A handwritten signature in black ink, appearing to read 'Karen Howell', written in a cursive style.

Karen Howell
Chief Executive

21 October 2021