

Bundle Council of Governors (public) 16 September 2024

Agenda attachments

A – front cover public

C – register September 2024

B – membership

D – Agenda Public CoG 16 September 2024 FINAL

33.24 Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy
Jackie Smith, Trust Chair

34.24 Draft minutes of the public meeting held on 15 July 2024
Jackie Smith, Trust Chair
Approval

34–24 Minutes– CoG– 15 July 2024 DRAFT V2

35.24 Matters arising and actions pending from previous meetings
Jackie Smith, Trust Chair
Review

35–24 PUBLIC Matters arising Sept 2024

36.24 Update from Trust Chair
Jackie Smith, Trust Chair
Information

36–24 Chair's report

37.24 Update from Chief Executive Officer
James Lowell, Chief Executive Officer
Information

37–24 CEO report

38.24 Update from Lead Governor and Deputy Lead Governor (verbal)
Chris Barham, Lead governor
Janet Hall, deputy Lead governor
Information

39.24 Non-Executive Director succession planning
Ken Sim, Appointments committee Chair
Leonora May, Company Secretary
Approval

39–24 Non-executive director succession planning

39–24.1 NED JD and person spec V3

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40.24 Update from Governor Working Group for Public Engagement (verbal)
Janet Hall, deputy Lead governor (interim Chair for group)
Information

41.24 Foundation Trust membership strategy review
Leonora May, Company Secretary
Review

41–24 FT membership strategy review

42.24 Assessment of auditor's work and fees 2023/24
Paul Dillon-Robinson, Audit and risk committee Chair
Information

42–24 Assessment of auditor's work and fees 2023–24

43.24 Non-executive director assurance
All Non-executive directors
Assurance

43–24 NED assurance report

44.24 Questions for Non-executive directors (verbal)
All Non-executive directors
Discussion

45.24 Any other business
By application to the Chair
Discussion

46.24 To receive any questions or comments from members of the foundation trust or members of the public

We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.

Council of Governors Meeting in public

Monday 16 September 2024

14.00-16.00

Education Centre, QVH



Annual declarations by governors 2024/25

As established by section 22 of the Trust's Constitution, if a governor of the Trust has a relevant and material interest, or a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose the nature and extent of that interest to the members of the Council of Governors as soon as he/she becomes aware of it.

To facilitate this duty, governors are asked on appointment to the Trust and thereafter at the beginning of each financial year, to complete a form to declare any interests or to confirm that the governor has no interests to declare (a 'nil return'). Governors must request to update any declaration if circumstances change materially. By completing and signing the declaration form governors confirm their awareness of any facts or circumstances which conflict or may conflict with the interests of QVH NHS Foundation Trust. All declarations of interest and nil returns are kept on file by the Trust and recorded in the following register of interests which is maintained by the Company Secretary.

	Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
Public governors							
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
Hall, Janet	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Holland, Denise	Secretary and director of Temple West Mgmt Ltd Director of Ashdown Drive Ltd	NIL	NIL	NIL	NIL	NIL	NIL
Searle, Julia	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sim, Ken	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Smith, Roger	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Squire, Jonathan	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Fulford-Smith, Antony	NIL	NIL	NIL	Chair of Trustees of Hammerwood and Holtie Hall- providing hall facilities for social and recreational use	NIL	NIL	My wife is a bank nurse at QVH
Green, Richard	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Harold, John	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Porter, David	Since 2010 I have been a director of DFP Market Services Limited, a management consultancy. The company has no connection with the NHS or QVH I am a Trustee/ director of Peredur Centre for the Arts. The Charity has no connection with the NHS or QVH	NIL	NIL	NIL	NIL	NIL	NIL

	Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
Staff governors							
Davis, Jo	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Gavin, Niamh							
Parrish, Chris	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Appointed governors							
Lanzer, Bob	Director of Southeast Communities Rail Partnership CIC (Communities Interest Company)	NIL	NIL	NIL	Member of West Sussex County Council and Cabinet Member for Public Health and Wellbeing Member of the Sussex Health and Care Assembly	NIL	NIL
Skinner, Linda	LVS GR consultancy Limited- 100% ownership	NIL	NIL	NIL	NIL	NIL	NIL

Fit and proper persons declaration

As established by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("the regulations"), QVH has a duty not to appoint a person or allow a person to continue to be a governor of the trust under given circumstances known as the "fit and proper person test". By completing and signing an annual declaration form, QVH governors confirm their awareness of any facts or circumstances which prevent them from holding office as a governors of QVH NHS Foundation Trust.

Categories of person prevented from holding office							
	The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged.	The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland.	The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40).	The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it.	The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland.	The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment.	The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider.
Public governors							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Hall, Janet	NA	NA	NA	NA	NA	NA	NA
Holland, Denise	NA	NA	NA	NA	NA	NA	NA
Searle, Julia	NA	NA	NA	NA	NA	NA	NA
Sim, Ken	NA	NA	NA	NA	NA	NA	NA
Smith, Roger	NA	NA	NA	NA	NA	NA	NA
Squire, Jonathan	NA	NA	NA	NA	NA	NA	NA
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA
Green, Richard	NA	NA	NA	NA	NA	NA	NA
Harold, John	NA	NA	NA	NA	NA	NA	NA
Porter, David	NA	NA	NA	NA	NA	NA	NA
Staff governors							
Davis, Jo	NA	NA	NA	NA	NA	NA	NA
Gavin, Niamh							
Parrish, Chris	NA	NA	NA	NA	NA	NA	NA
Appointed governors							
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA
Skinner, Linda	NA	NA	NA	NA	NA	NA	NA

Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership September 2024

Members	
Jackie Smith	Trust Chair
Chris Barham	Public governor
Jo Davis	Staff governor
Antony Fulford-Smith	Public governor
Niamh Gavin	Staff governor
Richard Green	Public governor
Janet Hall	Public governor
John Harold	Public governor
Denise Holland	Public governor
Bob Lanzer	Stakeholder governor for WS County Council
Chris Parrish	Staff governor
David Porter	Public governor
Julia Searle	Public governor
Ken Sim	Public governor
Linda Skinner	Stakeholder governor for League of Friends
Roger Smith	Public governor
Jonathan Squire	Public governor
Invited attendees	
Paul Dillon-Robinson	Non-executive director
Karen Norman	Senior independent director
Peter O'Donnell	Non-executive director
Shaun O'Leary	Non-executive director
Russell Hobby	Non-executive director
James Lowell	Chief executive officer
Abigail Jago	Chief strategy officer
Maria Wheeler	Chief finance officer
Jane Dickon	Interim Chief nursing officer
Tania Cubison	Medical director
Helen Edmunds	Chief people officer
Kirsten Timmins	Chief operating officer
Leonora May	Company secretary (minutes)

Meeting of the QVH Council of Governors
Monday 16 September 2024
14.00-16.00

Agenda: meeting session held in public		
Standing items		
Ref	Item	purpose
33-24	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-
34-24	Draft minutes of the public meeting held on 15 July 2024 <i>Jackie Smith, Trust Chair</i>	Approval
35-24	Matters arising and actions pending from previous meetings <i>Jackie Smith, Trust Chair</i>	Review
Council business		
36-24	Update from Trust Chair <i>Jackie Smith, Trust Chair</i>	Information
37-24	Update from Chief Executive Officer <i>James Lowell, Chief Executive Officer</i>	Information
38-24	Update from Lead Governor and Deputy Lead Governor (verbal) <i>Chris Barham, Lead governor</i> <i>Janet Hall, deputy Lead governor</i>	Information
39-24	Non-Executive Director succession planning <i>Ken Sim, Appointments committee Chair</i> <i>Leonora May, Company Secretary</i>	Approval
Representing the interests of the members and members of public		
40-24	Update from Governor Working Group for Public Engagement (verbal) <i>Janet Hall, deputy Lead governor (interim Chair for group)</i>	Information
41-24	Foundation Trust membership strategy review <i>Leonora May, Company Secretary</i>	Review
42-24	Assessment of auditor's work and fees 2023/24 <i>Paul Dillon-Robinson, Audit and risk committee Chair</i>	Information
Holding non-executive directors to account for the performance of the board of directors		

43-24	Non-executive director assurance <i>All Non-executive directors</i>	<i>Assurance</i>
44-24	Questions for Non-executive directors (verbal) <i>All Non-executive directors</i>	<i>Discussion</i>
Meeting closure		
45-24	Any other business <i>By application to the Chair</i>	<i>Discussion</i>
Questions		
46-24	To receive any questions or comments from members of the foundation trust or members of the public <i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>	<i>Discussion</i>
Date of next meeting		
Next meeting of the council of governors to be held in public		
27 January 2025		

Quoracy

Any meeting of the Council of Governors requires a quorum of at least half of the total number of Governors to be present, with a majority of those present being Public Governors. No business shall be carried out at a meeting which is not quorate.

Document:	Minutes DRAFT & UNCONFIRMED		
Meeting:	Council of Governors session in public 14.00-16.00 , 15 July 2024 Education Centre, QVH		
Present:	Jackie Smith (JS)	Trust Chair (meeting Chair)	
	Chris Barham (CB)	Public governor (lead governor)	
	Janet Hall (JH)	Public governor (deputy lead governor)	
	Bob Lanzer (BL)	Stakeholder governor for WSCC (on MS Teams)	
	Ken Sim (KS)	Public governor	
	Roger Smith (RS)	Public governor (on MS Teams)	
	Louise Thompson (LT)	Public governor	
	Linda Skinner (LS)	Stakeholder governor LoF	
	Jo Davis (JD)	Staff governor	
	Niamh Gavin (NG)	Staff governor	
	Chris Parrish (CP)	Staff governor	
	Denise Holland (DH)	Public governor	
	Jonathan Squire (JSQ)	Public governor `	
	In attendance:	Leonora May (LM)	Company secretary (minutes)
Paul Dillon-Robinson (PDR)		Non-executive director	
Peter O'Donnell (POD)		Non-executive director	
Shaun O'Leary (SOL)		Non-executive director	
Russell Hobby (RH)		Non-executive director	
Karen Norman (KN)		Non-executive director	
James Lowell (JL)		Chief executive officer	
Maria Wheeler (MW)		Chief finance officer	
Jane Dickson (JD)		Interim Chief nursing officer	
Abigail Jago (AJ)		Chief strategy officer	
Kirsten Timmins (KT)		Chief operating officer	
Helen Edmunds (HE)		Chief people officer	
Apologies:		Tania Cubison (TC)	Chief medical officer
Did not attend:		Julie Holden (JWH)	Stakeholder governor for EGTC
	Julia Searle (JSe)	Public governor	
Members of the public:	Three members of staff, four members of public		
Ref.	Item		
Standing items			
18-24	Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present, including JD to her first Council of Governors meeting. The Chair reminded all present that the meeting was a meeting in public and not a public meeting, therefore members of the public were invited to observe the meeting but not to participate in discussions. Apologies were received from TC and the meeting was declared as being quorate. The Chair invited declarations of interest. JL declared that he has been appointed as the senior responsible officer for the South East Imaging Network. KN declared that she has been appointed as a Non-executive director for the South East Coast Ambulance Service NHS FT. There were no governor declarations of interest other than those recorded on the register of interests.		
19-24	Draft minutes of the public meeting held on 22 April 2024 Council agreed that the draft minutes of the public meeting held on 22 April 2024 were a true and accurate record of that meeting and approved them on that basis.		

20-24	Matters arising and actions pending from previous meetings <u>70-23 (Invite Kent and Surrey ICB representatives to provide update at future CoG meeting)</u> Options are being explored for an update from Surrey Heartlands ICS. There were no further pending actions and Council noted the update.
Council business	
21-24	Update from Trust Chair JS presented the report to Council, highlighting that the format for the Non-executive director assurance reports to Council has been changed to ensure that the information is easily digestible and that following a recent Board effectiveness review, the quality and length of papers remains a focus for the Board. She reported that the Strategic development committee continues to oversee the development of the strategy and that there will be another meeting next week. Council noted the updates.
22-24	Update from Chief executive officer JL presented the report to Council highlighting that: - Operational performance has been good- the Trust has reached its fastest cancer diagnostic performance in March 2024 and the current focus is on eliminating patients waits for more than 78 and 65 weeks by September 2024, with a focus on those waiting 52 weeks waiting well. The trust has treated more than 100 patients from across Sussex that have chosen to be treated at QVH and QVH continues to play a key role in supporting system pressures - The Trust broke even in 2023/24 and delivered a small surplus back to NHS Sussex - The current Chief Nursing Officer is retiring in September 2024 and JD has taken over today as the interim Chief Nursing Officer. This role is out to substantive recruitment. JL thanked NR for all of her work - TC's term as the Chief Medical Officer will come to an end shortly and Tamara Everington will join the Trust as Chief Medical Officer in October 2024. JL thanked TC for all of her support to the Trust - The Chair of NHS Providers, Julian Hartley, recently visited the Trust and provided some positive feedback - The timeline for the publication of the Trust's strategy had been pushed back to November 2024 due to the general election being called and the pre-election rules which impact foundation trusts In response to a question from a governor, JL confirmed that the new Chief Medical Officer role is a full time position. Council noted the updates.
23-24	Update from Lead governor and deputy lead governor CB and JH provided the following updates: - They continue to meet regularly with the Trust Chair which is helpful - Informal Council meetings continue to be valuable for information flow and relationship building - A development day was held with governors on 1 May 2024 which was valuable for governors and for the Non-executive directors who attended - CB and JH continue to join the Trust Chair on service visits. They encouraged other governors to join the Non-executive directors on their service visits - CB and JH extended a welcome on behalf of Council to four new public governors who will join the Council of Governors from 5 August 2024 - Correspondence from the national lead governors association indicates that other trusts are having difficulty in recruiting governors - Governors were invited to attend the QVH Star awards event for staff on 12 July 2024. CB and JH attended and reported that staff had shown great appreciation for their teams - JH had recently attended the NHS Providers Governor focus conference. She reported on some showcases by other trusts which included governor pledges and buddy systems. Council was invited to consider whether these should be implemented at QVH and provide feedback to JH. It was agreed that designated buddies would be helpful for new governors as part of their induction to the Council

	Council noted the updates.
24-24	Trust Chair and Non-executive director appraisal process 2023/24 KS presented the report to Council who noted the contents of the report, and agreed that the remuneration of the Non-executive directors should remain at £15k per annum and the remuneration of the Trust Chair should remain at £52,500 per annum, and that this should be revisited once the expected updated pay guidance is received from NHS England.
25-24	Governor election process and timeline LM presented the report to Council, reporting that an election had been held recently to fill vacant public governor posts and that a decision was taken to pause the pre-election events due to the general election being called and the restrictions placed on foundation trusts during the pre-election period. Four eligible candidates were elected uncontested but vacancies remain. LM proposed that a further election is called to fill vacant public governor vacancies, setting out the timeline as included within the report. She highlighted that once all new governors are in post, a further development day for governors with NHS providers will be arranged. Council agreed the importance of increased diversity of governors being a priority for the next round of elections as well as potential representation from service users. Council approved a governor election to fill the vacant public governor posts from Monday 9 December 2024.
26-24	Code of conduct for governors LM presented the report to Council which sought approval of the Code of conduct for governors and the process for the management of breaches of the Code of conduct for governors. LM reported that all Foundation Trust's should have a Code of conduct for governors. QVH does have one but it has not been updated since 2016 and is no longer fit for purpose. The independent review by Carnall Farrar recommended that the Trust update its code to include the seven Nolan principles and a process to be followed if breached. A version of the Code was taken to Council for approval in April 2022 and it was not approved for various reasons. The feedback given by Council at the time has been taken into account and this version has been developed this with feedback and with input from current governors. Governors who were in post in April 2022 agreed that the Code of conduct for governors as presented is significantly improved. Council: - Approved the Code of conduct for governors, and - Approved the process for the management of breaches of the Code of conduct for governors as set out within the annex
27-24	Constitution updates LM presented the report to Council which sought approval of changes to the Trust's constitution. She reported that the proposed changes seek to ensure that the Trust's Constitution is in line with best practice and the model constitution for NHS foundation trusts. She highlighted the main changes which seek to ensure that governors cannot stand for re-election if they have been previously removed or suspended and that the Trust Chair has express provision to call a meeting and to suspend a governor. A governor asked about whether reference should be made to the deputy lead governor role within the constitution. Council approved the changes to the Trust's constitution, noting that the Board will also be asked to approve these at its next meeting, subject to the addition of reference to the deputy lead governor role in S26. ACTION LM
Representing the interests of the members and members of public	
Update from Governor working group on public engagement	

28-24	LT provided a verbal update on the work of the governor working group for public engagement. She reported that: - The group had developed a presentation which included an update on the Trust's strategy and information about the role of a governor. AJ and LT had attended the Turners Hill Parish Council meeting recently to share the presentation which was well received - Due to the general election and pre-election period rules, other engagement events have been postponed. There has been a lot of progress made but there is still lots to do to strengthen engagement - LT would like to step down as the Chair for this group A governor asked whether a banner could be put up on the roundabout at the top of East Grinstead to promote the governor elections. In response, AJ confirmed that this has been discussed with the communications team and is being considered. In response to a question from a member of the Board, LT shared her reflections regarding what could be done to improve the effectiveness of the group. Her suggestions included better join up with the Trust's internal Patient experience group and governors being notified of Trust led events in advance so that they can be involved and increase external engagement. JS expressed thanks to LT for all of the work completed during her time as Chair of this group. Council noted the update.
Holding the non-executive directors to account for the performance of the Board of Directors	
29-24	Non-executive director assurance JS presented the report to Council, highlighting that the format of Non-executive director assurance reporting has been improved following the discussion at the Governor development day in May 2024. She explained that the report includes high level updates from Board sub-committee meetings and that each Non-executive director will in turn talk about their areas of focus and other activities during the period. JS shared that her focus continues to be on ensuring that the strategy is delivered in November 2024 with confidence that continued engagement has been central in its development. She highlighted the importance of ensuring that the strategy is recognised as different but a good fit for QVH and clear about the difference is will make for patients. She is concerned about the changing external environment and the system's difficult financial position. The Trust continues to maintain a good relationship with NHS Sussex, RH shared his areas of focus and concern. He is also focussed on ensuring the delivery of the strategy and has growing confidence in the work being delivered in this area. He is focussed on people and culture and the expertise that he can provide in this area specifically relating to values, transparency and willingness to speak up and challenge. He is concerned about the quality of procurement and contracting and value for money obtained from suppliers. He explained that some good work is being done in these areas and he is looking forward to seeing the outputs from this. KN explained that she is a member of the Strategic development committee, a member of the Quality and safety committee and the Chair of the Charity committee. Her areas of focus and concern include workforce in relation to delivery of the strategy- skills and capabilities and the ability to recruit professionals, the moral injury agenda and harm to patients and staff as staff are working under pressure, clinical harm for long waiting patients and the clinical harm review process and culture. POD set out his areas of focus and concern. He reported his areas of focus as being building strong working relationships with the executive team, ensuring delivery against the Trust's operational and financial plans including delivery of efficiencies to ensure that QVH can play a key role for NHS Sussex, delivery of key strategic projects, ensuring that the Trust is managing waiting lists well, and improvements in the Trust's culture. He reported that he is concerned that the Trust's culture is not fully understood. SOL set out his areas of focus and concern. He is focussed on building a greater understanding of the impact that organisational change is having on staff and culture, building the understanding that the

	organisation has of its current culture and the organisation becoming more forward focussed. He is concerned about the current state of the estate and its potentially limiting factors. Council considered and discussed the updates as follows: - A Governor asked if the Non-executive directors are comfortable that there is adequate resourcing within the Trust to be able to meet the strategic ambitions of the Trust. In response, JS stated that currently, the Non-executive directors are comfortable that there is adequate resourcing and that interim appointments within the executive team had previously impacted this position. Recent substantive executive appointments have strengthened the position. The Nomination and remuneration committee have responsibility for approving all executive appointments, following robust conversations about the roles and proposals - In response to a question about adequate staffing to support initiatives such as weekend services, JL confirmed that work to ensure staff rotas are filled to the appropriate capacity is in progress, and the Trust has the second highest nurse to patient ratio in the country. There are some issues with capacity and capability in certain teams and a review of deployment of staff will be important in addressing this - A governor highlighted the importance of long term staff members being involved with the development of the Trust's culture, recognising that this will be key in the strategy development and implementation. The Non-executive directors recognised culture as being one of the biggest risks for the strategy, the importance of continued engagement with clinical teams and the importance of the Chief Nursing Officer and Chief Medical Officer leading in this area - A governor highlighted the importance of the estates strategy effectively ensuring the future proofing of the estate to ensure that the infrastructure can support the delivery of the Trust's plans. A view was sought from the Non-executive directors about how well managed the estate currently is and how big the gap is between where it is and where it needs to be for the future. In response, POD confirmed that he is assured that the capability of the estates team has improved with new senior staff appointments and that there is some confidence that plans are in place to improve the current estate. It is recognised that a full hospital rebuild would be beneficial but the strategy cannot rely on this. POD recognised that the current estate does limit what the Trust can deliver. JL confirmed that QVH will need to demonstrate to the system that it is worth investing in over the next ten years - A governor asked if the Non-executive directors are assured that the right staff are supporting high value contracts. PDR confirmed that there is an action plan following the contract management internal audit which is being implemented and that he is assured that key staff with expertise in contract management are being appointed. MW confirmed that the Head of procurement role is filled and that this will increase the effectiveness of contract management - A governor asked about the Trust's historical financial deficit position, what has changed and what will stop the Trust moving back into this position in the future. PDR confirmed that the regime moved from payment by results to block funding which was of benefit to the Trust but there is a continued need to deliver against targets and support the system - In response to a question regarding delivery of the electronic patient records, JS confirmed that there was a robust Board discussion about this at the beginning of the year. POD confirmed that he has increased confidence regarding delivery due to the new project management function and the new Chief digital information officer being in post who has led this work for other trusts. He confirmed that the delivery plan will be presented to the Finance and performance committee at its next meeting and it is an ongoing area for monitoring by the committee. Council noted the update.
30-24	Questions for non-executive directors [this item was taken with 29-24]
Meeting closure	
31-24	Any other business There was no further business and the Chair closed the meeting.
Questions	
32-24	Questions or comments from members of the foundation trust or members of the public There were none.

Matters arising and actions pending from previous meetings of the Council of Governors - PUBLIC								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	October 2023	70-23	ICS update	Invite Kent and Surrey ICB representatives to provide a strategy update at future CoG meetings	LM	22 April 2024	January 2024: Kent ICB invited to April CoG meeting to provide Kent ICB update. Surrey ICB date to be confirmed April 2024: Surrey ICB date to be confirmed. Verbal update at meeting September 2024: Surrey unable to attend future scheduled CoG meetings- other options to be considered	Pending
2	July 2024	27-24	Constitution updates	LM to add reference to deputy lead governor role into Constitution	LM	12 September 2024	September 2024: Included in the version for Board approval on 12 September 2024	Closed

Report to: Council of Governors
Agenda item: 36-24
Date of meeting: 16 September 2024
Report from: Jackie Smith, Trust Chair
Report author: Jackie Smith, Trust Chair
Date of report: 5 September 2024
Appendices: None

Chair's report

Council of Governors

During August, governor working groups were held with the Finance and Performance, Quality and safety committee and Strategic development committee Chairs, executive leads and governors.

I continue to meet regularly with our lead governor and deputy lead governor to discuss key issues.

I am really pleased that we have welcomed Antony, John, David and Richard to the Council of Governors as public governors from 5 August 2024. We are holding another election for our remaining 9 public governor vacancies from 17 September 2024. Julie Holden is leaving the Council of Governors in September and I'd like to take this opportunity to thank her for all of her support to the Trust in her role as stakeholder governor for East Grinstead Town Council.

The Board signed off the [Annual report and accounts 2023/24](#) in June which is testament to the hard work of everyone who works at QVH. I was pleased to thank the governors for the oversight and challenge during the year, and Board members, old and new, for their dedication to ensure we do the very best for our patients and staff.

This year's Annual General Meeting (AGM) is being held on 16 September 2024. Our AGM will include a review of 2023/24 including our [Annual report and accounts](#) and a presentation from the Trust's external auditor regarding [their findings for 2023/24](#). There will also be an opportunity to hear about the development of the Trust's forward strategy ahead of publication in November 2024.

Board of Directors

We will shortly be going out to recruitment for a clinical Non-executive director and two associate Non-executive directors.

During August 2024, the Board completed a maturity and skills assessment in order to gain a shared understanding of gaps, strengths and opportunities for development to support succession planning and recruitment. High level findings indicated a need for associate Non-executive directors to support succession planning and specific skills gaps related to information management technology and cyber and property and estates. These are important gaps to be addressed with upcoming recruitment.

Service visits

Since the last Board meeting the non-executive directors have visited a number of teams including estates, pharmacy, research, burns, charity and corneo. I have continued visiting services with the lead and deputy lead governor. The main challenge raised by staff continues to be the estate and environment.

These visits have been completed as part of our ongoing work to connect Board members throughout the organisation, getting to know staff from across the Trust and collecting soft intelligence. Specific issues raised by staff are followed up with executives or escalated through other routes as appropriate. I am pleased to say that governors have joined the Non-executive directors on service visits to get to know more about the Trust and its services and to help in their role of holding the Non-executive directors to account for the performance of the Board.

Other activities

I continue to meet regularly with the Chair of NHS Sussex. An NHS Sussex committee in common meeting was held in July 2024 where system leaders are working collaboratively to improve population health outcomes, reduce health inequalities and enhance the productivity of the NHS services in Sussex. A system leader's development session is planned for 11 September 2024.

Recommendation

Council is asked to **note** the contents of the report.

Report to: Council of Governors
Agenda item: 37-24
Date of meeting: 16 September 2024
Report from: James Lowell, Chief Executive Officer
Report author: Michelle Baillie, Associate Director of Communications,
Engagement and Charity
Date of report: 6 September 2024

Chief Executive's report

Operational performance

We are continuing to do well in a number of our operational performance domains, for example achieving for the last three months 95% against the DM01 diagnostic waiting time target. But we know there is more that we can do. We have established a work programme to address theatre utilisation and patient flow to help us improve productivity, and are continuing to focus on the Faster Diagnostic Standards. As part of supporting the system to provide equality of access to services and reduce long waiting patients, we have received over 150 patients who have chosen to be transferred to QVH from the NHS Sussex system.

Financial performance

As a Trust we are in a positive financial position as we head into Q2 of the new financial year. We broke even at month 3 and are continuing to look at how we can make the best use of our resources whilst maintaining the delivery of high quality care to our patients.

QVH tops national surveys

At the end of last month we received the fantastic news that our patients have rated their overall experience of care at our hospital as the best in the country. The results of the latest Care Quality Commission Adult Inpatient Survey showed that across the 49 questions we received the highest scores and an overall positive rating of 84%.

These results came in the same month that the latest NHS National Cancer Patient Experience Survey showed our patients receiving Cancer treatment rated help from our ward staff as the best in the country. In response to the statement the "Patient was always able to discuss worries and fears with hospital staff" 86% of our patients said they could, the highest score received by any Trust.

To achieve results like these takes a whole team effort and an immense amount of dedication. Everyone at QVH, whether in a clinical or non-clinical role, should be rightly proud of the recognition that we have received from the people that matter most to us, our patients.

Strategy update

We have been working with staff across the organisation to review and refresh the Trust's vision and values and to develop a QVH behavioural framework to support the implementation of our values. Alongside this, we have developed a new set of Trust Key Strategic Objectives (KSO). We are planning a vision and values launch event this month and a sincere thanks to the significant numbers of staff that have taken part in this work.

Our strategy development work is ongoing and we continue to work collaboratively with our commissioners and wider stakeholders to develop both our clinical and enabling strategies.

Committee in Common

We are working with other system leaders across Sussex to help improve the health outcomes of our local populations, reduce health inequalities and enhance the productivity of the NHS services. A Committee in Common has been established to lead the work and met in July, which myself and Jackie, our Chair, attended. A system leader's development session is planned for next month and we will share future updates on the role QVH is playing in supporting the NHS Sussex Improving Lives Together strategy.

Investing in diagnostics

With 90% of patients needing imaging at some point in their diagnosis or treatment, state-of-the-art diagnostic equipment is essential. Our new CT Scanner, an investment of around £750,000 will help us increase our capacity by around 20% and form an important part of our Community Diagnostic Centre service, providing greater access for patients who need a scan to support a decision to determine the care they need.



There has been a consistent increase in the number of patients nationally needing diagnostic services and diagnostics is a priority for Sussex as part of the shared delivery plan, looking to increase capacity and reduce waiting times. The scanner, which replaces our first CT which was opened in 2018 with kind support of the League of Friends (Bob Marchant, the League's President helped us cut the official opening ribbon), will help us to not only reduce our waiting lists but support other providers across Sussex, Surrey and Kent to reduce theirs.

Celebrating our Stars

In July I had the pleasure of hosting our QVH Star Awards alongside Jackie, our Chair. It was an opportunity to celebrate the amazing work that takes place at our hospital and the wonderful people who we work with.



We talk about the exceptional commitment and dedication of our colleagues and on the night we recognised colleagues who had achieved 25 years NHS long-service and above which totalled an incredible 850 years! We also celebrated colleagues who have gained educational and vocational achievements, as well as the winners of the peer and patient nominated awards. A huge thank you to our QVH Charity for supporting the event which is definitely a highlight in our year, and to Chris and Janet for attending and representing our Council of Governors.

Service visits

One of the commitments I made when I first joined QVH a year ago this month was to spend time with colleagues in teams across our organisation, listening, learning and observing. I appreciate how open colleagues have been to me joining them, allowing me to ask questions and also to respond to any comments or concerns they have on anything relating to QVH.

What has come across through each visit I have done, and I am sure it is the same with other executive colleagues, is how proud teams are of what they do and the difference they make. We have many challenges ahead of us as an organisation, including a number of issues with our estate and development of our Electronic Patient Record (EPR) system, but we also have one of the most supportive and committed workforces in the country.

As an executive team we will be continuing to increase our visits to teams as well as supporting the ongoing rollout of continuous improvement methodology throughout our organisation.

Celebrating 80 years of our Canadian Wing

On 28 August 1944 our Canadian Wing was handed to the Royal Canadian Air Force by the Corps of Royal Canadian Engineers who had built it. And at the end of World War Two it was gifted to us. To mark its 80th anniversary we held a special celebration to recognise the achievements of Canadian Wing and the outstanding care our staff have provided since its creation.



I was honoured to be part of the event where we were joined by Captain Chris Peschke, Naval Adviser for Canadian Defence, Mims Davies, our local MP, Steve Ody, East Grinstead Mayor as well as staff, patients, and military personnel. To mark the occasion we planted a Canadian Maple Tree at the front of our hospital to signify the enduring bond between the Canadian Armed Forces, its people and QVH. A huge thank you to everyone involved in the event, especially our patients who spoke.

Our estate

Whilst celebrating the heritage of our site, we are also aware that our estate continues to present us with a number of challenges. The Board are receiving regular updates regarding any issues arising and as always our focus remains on providing the best environment we can for patients and staff.

Social media trends

Whilst social media can be a quick and effective way of communicating and keeping on top of the latest news, it can also be a dark place for misinformation. In July, with the

support of our Melanoma experts, we were quick to provide advice against a social media trend which suggested not using sunscreen and instead expose your skin to the sun as a health boost or even intentionally burning their skin to 'heal' acne. Advice like this is dangerous and has the potential to increase your risk of developing skin Cancer in later life I'm pleased to say that following our media statement TikTok confirmed they had removed all content relating to the craze.

Recommendation

The Council of Governors is asked to NOTE the contents of the report.

Report to: Council of governors
Agenda item: 39-24
Date of meeting: 16 September 2024
Report from: Ken Sim, Appointments committee Chair
Leonora May, Company secretary
Report author: Leonora May, Company secretary
Date of report: August 2024
Appendices: Appendix one: NED job description and person spec
Appendix two: ANED job description and person spec

Non-executive director succession planning

Introduction

This report seeks approval from Council to recruit one clinical Non-executive director in succession of Karen Norman and two Associate Non-executive directors.

At its meeting on 20 August 2024, the Appointments committee **agreed to recommend** to the Council of Governors that it agrees to the recruitment of one clinical non-executive director in succession of Karen Norman and two associate non-executive directors, **agreed** the outline timeline for the recruitment and **approved** the appointment of the recommended recruitment agency, the job descriptions and person specifications, and the interview arrangements. The job descriptions and person specifications have been included with this report for information.

Background

Karen Norman's second and final term as a QVH non-executive director ends in April 2025 after serving six years in the role which is the maximum term.

Karen Norman is the Trust's clinical non-executive director, senior independent director and the non-executive wellbeing lead for the Trust. The Trust Chair will make recommendations regarding which non-executive director will take over the roles of senior independent director and the non-executive wellbeing lead before the end of Karen Norman's term.

It is proposed that two associate non-executive director roles are established to support non-executive director succession planning, Board diversity and achieving a balance of Board skills. These roles are aimed at attracting potential non-executive director candidates who do not yet have sufficient Board level experience but have the ability and potential to succeed. There is a development component to the opportunity, and the Board will support the successful candidates to build their personal and professional capability and bridge knowledge gaps. They will have an opportunity to learn about the challenges and opportunities associated with being a non-executive director in the NHS and an opportunity to progress into non-executive director roles should vacancies arise. Interested associate non-executive directors would need to apply and compete in an open recruitment and selection process.

Diverse Boards support good decision making and it is important that QVH's Board better represents the diversity of the populations that the Trust serves, therefore the recruitment process will encourage people from different ethnic minorities, ages and people with lived experience of a disability to put themselves forward.

The associate non-executive directors will not be officers of the Trust or voting members of the Board and so will not have the same associated liabilities as non-executive directors or be members of the Nomination and remuneration committee, instead they will have the ability to learn and influence as they do so that they can operate as members of the Board but without the same degree of accountability. The associate non-executive directors will have exposure to all Board level discussions and will make a contribution to the work of the Board.

Recommendation

Council is asked to **agree** to recruit one clinical Non-executive director in succession of Karen Norman and two Associate Non-executive directors.

Job Description

Title:	Non-Executive Director
Responsible to:	Trust Chair
Accountable to:	Council of Governors
Location:	East Grinstead, West Sussex
Term:	3 years (renewable subject to performance appraisal)
Commitment:	minimum 4-5 days per month
Remuneration:	£15k pa

Role summary

- To work alongside the Chair, executive and non-executive directors of Queen Victoria Hospital NHS Foundation Trust as an equal member of the unitary Board of Directors.
- To set the strategy and direction of the trust, monitoring the delivery of those plans and ensuring the maintenance of the appropriate arrangements for promoting standards of governance, behaviour and financial stewardship.
- To engage with the stakeholders within and beyond the organisation, building a productive dialogue, building understanding and supporting continuous improvement.
- To engage with the Council of Governors with regard to its duty to hold the non-executive directors, individually and collectively to account for the performance of the Board of Directors.

Principal duties of the Board of Directors

- Patient experience: ensuring that all QVH patients can expect and receive the highest quality of compassionate care and clinical outcomes.
- Strategy: formulating the strategic vision and direction for the organisation, defining the Trust's strategic objectives and priorities.
- Performance: Ensuring high levels of performance by holding the organisation to account for the delivery of the strategy; by being accountable for ensuring the organisation operates effectively and with openness, transparency and candour and by seeking assurance that systems of control are robust and reliable.
- Governance: conducting business and making decisions in accordance with the highest standards of public service and with due regard to patients, staff and the communities served by the Trust.



- Culture: Shaping a healthy culture for the board and the organisation, that supports staff and enables innovations and improvement.

Principal responsibilities of a non-executive director

- To ensure that the Board of Directors complies with its legal, regulatory and financial governance requirements and obligations.
- To bring independent oversight and objective challenge to the work of the Board and the performance of the Trust, based on your professional experience and personal judgement.
- To be a source of advice (particularly in your area of special expertise and interest) to the Chair, Chief Executive and executive directors and to contribute to the annual performance appraisal of the Chair.
- To be an active participant in Board committees, chairing a committee where appropriate; the Chair agrees with each NED which committees they attend.
- To be responsible for the appointment, remuneration and, if necessary, removal of the Chief Executive and executive directors and to contribute to the annual performance appraisal of the Chair.
- To be accountable to the Council of Governors, individually and collectively, for the performance of the Board of Directors.



Person specification

Experience

- Board level or senior experience in a significant sized enterprise; perhaps a listed company, or a public sector body, mutual or charitable trust;
- A background in [TBC depd on outcome of Board skills]

Skills

- The ability to question, probe and challenge constructively across all areas of the business based on clear thinking and analysis.
- Ability to analyse complex information and navigate effectively through a demanding and rapidly changing environment.
- Excellent interpersonal, communication and team working skills.

Knowledge

- An understanding of and commitment to the NHS, with a solid grasp of the current challenges it faces.
- First-hand knowledge of the scope and boundaries of the role of a Non-Executive Director, good corporate governance and the Nolan principles of public life.
- Working knowledge of the main components of a complex organisation or business including: strategic planning, financial budgeting, quality assurance and performance and risk management.

Attributes

- High level of personal and business integrity.
- A supportive and constructive manner.
- A personal commitment to ongoing learning and development.

Desirable characteristics

- An understanding of the health needs of the local population in Kent, Surrey and Sussex and around East Grinstead.



Time commitment and residence requirement

- The time commitment needed to fulfil this role is a minimum of 4-5 days each month. It is the responsibility of each Non-Executive Director to ensure that they can make sufficient time available to discharge their responsibilities efficiently, and prior to taking the appointment the successful candidate should inform the Chair of any other time commitments.
- Able to become and/or remain during the term of office a member of the Queen Victoria Hospital NHS Foundation Trust as set out in the trust's constitution. This means living in Kent, Surrey, Sussex or the London Boroughs of Croydon, Kingston, Merton, Richmond, Sutton, Bexley, Bromley, Greenwich, Lambeth, Lewisham, Southwark and Wandsworth,



Job Description

Title:	Associate Non-Executive Director
Responsible to:	Trust Chair
Accountable to:	Trust Chair
Location:	East Grinstead, West Sussex
Term:	3 years (renewable subject to performance appraisal)
Commitment:	minimum 2-3 days per month
Remuneration:	£8k pa

Purpose of the role

The Associate Non-Executive (ANED) role is used in the NHS to support Board succession, diversity and achieving a balance of Board level skills.

The ANED role is a step up role aimed to attract potential NED candidates who do not yet have sufficient Board level experience but have the ability and potential to succeed. There is a developmental component to this opportunity and the Board will support the successful candidate to build their personal and professional capability.

ANEDs are not officers of the Trust or voting Board members and do not have the associated rights or liabilities. They do have full exposure to Board level discussions and make a contribution to Board work. You will have an opportunity to learn firsthand about the challenges and opportunities of being a NED in the NHS today.

Principal responsibilities of an Associate non-executive director

- Prepare for, attend, and contribute to Board meetings, sub-committee meetings as agreed with the Chair, Council of Governors meetings and Board development activities
- Attend the Annual Members meeting and formal and informal governor meetings
- Participate in Trust visits and occasional external stakeholder meetings
- Participate in annual review and appraisal of own performance with the Trust Chair
- When asked to do so, help to develop strategies and act as critical friend in connection with issues relevant to your own skills, expertise and experience
- Be a visible presence on site



- Maintain confidentiality about all sensitive/ confidential information received
- Act and behave in accordance with the Trust's policies and procedures
- Comply with the fit and proper persons regulations
- To support the Board in complying with its legal, regulatory and financial governance requirements and obligations
- To bring independent oversight and objective challenge to the work of the Board and the performance of the Trust, based on your professional experience and personal judgement
- To be a source of advice (particularly in your area of special expertise and interest) to the Chair, Chief Executive and executive directors



Person specification

Experience

- Middle to senior management level experience in the private, public or voluntary sector
- Robust understanding of the principles and practice of good governance

Skills

- The ability to question, probe and challenge constructively across all areas of the business based on clear thinking and analysis.
- Ability to analyse complex information and navigate effectively through a demanding and rapidly changing environment.
- Good communication and listening skills displaying curiosity and an interest in learning and professional development

Knowledge

- An understanding of and commitment to the NHS, with a solid grasp of the current challenges it faces.
- First-hand knowledge of the scope and boundaries of the role of a Non-Executive Director, good corporate governance and the Nolan principles of public life.
- Working knowledge of the main components of a complex organisation or business including: strategic planning, financial budgeting, quality assurance and performance and risk management.

Attributes

- High level of personal and business integrity.
- A supportive and constructive manner.

Time commitment and residence requirement

- The time commitment needed to fulfil this role is a minimum of 2-3 days each month. It is the responsibility of each ANED to ensure that they can make sufficient time available to discharge their responsibilities efficiently, and prior to taking the appointment the successful candidate should inform the Chair of any other time commitments.
- Able to become and/or remain during the term of office a member of the Queen Victoria Hospital NHS Foundation Trust as set out in the trust's constitution. This means living in Kent, Surrey, Sussex or the London Boroughs of Croydon, Kingston, Merton, Richmond, Sutton, Bexley, Bromley, Greenwich, Lambeth, Lewisham, Southwark and Wandsworth





Report to: Council of Governors
Agenda item: 41-24
Date of meeting: 16 September 2024
Report from: Leonora May, Company Secretary
Report author: Ellie Simpkin, Governance Manager
Date of report: 5 September 2024
Appendices: None

Membership strategy review

Introduction

It is a statutory requirement that the membership engagement strategy for an NHS foundation trust (FT) should be reviewed annually.

This report aims to show that our membership engagement is relevant and appropriate for the size of the Trust, and that we continue to consider opportunities for enhancing current practice.

Background

One of the principles of the NHS foundation trust model was to strengthen local ownership of, and responsibility for, hospital services. Patients in areas served by an FT who had an interest in their local hospital were invited to register as members of the organisation.

Membership is free, and members are able to:

- vote for in elections for the Council of Governors
- stand for election to the Council of Governors
- receive regular information about what we are doing

Since becoming a foundation trust in 2004, we have built a strong public membership of over 7000 people. All QVH staff who are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months are enrolled as members of the staff constituency.

Foundation trusts are no longer required or expected to grow their membership.

We encourage our patients, their families and carers, stakeholders, ex-employees and interested members of public to sign up to our public membership as a way to help keep our local communities informed, hear first-hand experiences of the care we provide, and help us make decisions about how we develop services that patients and carers really need. We do this working within the context that we are the smallest acute trust in the country, without the resources for a dedicated membership function.

Membership requirements

In order to become a public member, the person must reside in Kent, Surrey, East Sussex, West Sussex or South London. If a person applies for membership but does not reside in one of these areas, they will become an affiliate member which means that they will receive news from the Trust but are not able to stand for election for a governor role, nor vote in elections.

All QVH staff who are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months are eligible to become a staff member and are automatically enrolled as members of the staff constituency.

An individual who is a member of either the public or staff constituency shall not be a member of the other constituency. If an individual satisfies the criteria for membership of the staff constituency then they shall not become a member of the public constituency.

A membership which is representative of those eligible for membership

QVH Constitution states that:

- *The Trust shall at all times strive to ensure that, taken as a whole, its actual membership of the public constituency is representative of those eligible for membership of the foundation trust, and*
- *the area set out for the public constituency shall have regard to the need for those eligible for such membership to be representative of those to whom the Trust provides services.*

Our public membership is drawn from Kent, Surrey, East Sussex, West Sussex and South London as set out in our Constitution.

Analysis of public membership

At present we have c. 7270 public members, a decrease of c. 110 members since July 2023. As in previous years, while individuals have left and joined the total number has remained fairly stable. The minimum number of public members is 200 as set out within Annex one of the Constitution.

Figures shown below are for public members who have provided information related to their age, gender and ethnicity. Please note that these fields on the application form are not mandatory which means that some public members have not provided this information.

Age	No. of public members	% of membership	% of constituency population
22-29	50	0.7	10.1
30-39	177	2.4	14.3
40-49	306	4.2	13.6
50-59	589	8.1	13.6
60-74	1,487	20.5	14.7
75+	1,848	25.4	8.9
Not stated	2,811	38.7	-
Total	7,271	100	100

Gender	No. of public members	% of membership	% of constituency population
Male	2,844	39.1	48.5
Female	3,789	52.1	51.5
Not stated	638	8.8	-
Total	7,271	100	100

Ethnicity	No. of public members	% of membership	% of constituency population
White - English, Welsh, Scottish, Northern Irish, British	3,381	46.5	67.5
White - Irish	40	0.6	1.2
White - Gypsy or Irish Traveller	3	0.0	0.4
White - Other	137	1.9	8.5
Mixed - White and Black Caribbean	4	0.1	1.1
Mixed - White and Black African	5	0.1	0.6
Mixed - White and Asian	13	0.2	1.2
Mixed - Other Mixed	10	0.1	1.3
Asian or Asian British - Indian	51	0.7	2.7
Asian or Asian British - Pakistani	8	0.1	1.2
Asian or Asian British - Bangladeshi	4	0.1	0.6
Asian or Asian British - Chinese	13	0.2	1.1
Asian or Asian British - Other Asian	22	0.3	2.4
Black or Black British - African	23	0.3	4.4
Black or Black British - Caribbean	6	0.1	2.2
Black or Black British - Other Black	3	0.0	1.0
Other Ethnic Group - Arab	2	0.0	0.0
Any Other Ethnic Group	8	0.1	2.5
Not stated	3,538	48.7	-
Total	7,271	100	100

Membership promotion

The Trust recognises that its public constituency is not directly representative of those eligible for membership as demonstrated within the above tables.

The Trust will continue to promote and support the benefits of membership as follows:

- We will continue to promote the benefits of membership such as early notification of events where members can learn more about our services and advance notification of forthcoming media coverage
- Use opportunities to promote membership to patients and members of the public who contact the Trust with positive feedback
- Promotion of membership through information in areas such as outpatients (use of information screens) to encourage patients to consider membership and understand its benefits
- Promotion of membership through the QVH website membership page and news stories

Membership engagement

Communication

We encourage as many existing and prospective members as possible to provide their email address. We currently have email addresses for 42% of our public members. All new members now enrolling via the Trust website are required to provide an email address as part of the process. Members who do not have (or do not wish to provide) an email address continue to be valued and we aim to engage with them as much as possible using other media and events.

Since July 2023, we have emailed members on six occasions which has included invitations to our AGM, announcement of our national inpatient survey results, an invitation to provide feedback to inform our strategy development, promotion of governor elections and an invitation to submit nominations for our outstanding patient experience award. This is an increase from last year, where we emailed members on five occasions.

We are always mindful not to overuse email communication as this may lead to 'engagement fatigue' with members asking to be removed from the database. The average 'opens' shown on our database for emails sent is 50%.

Governor working group for public engagement

The Governor working group for public engagement continues to support engagement with the public membership and the wider general public. The group has supported the Trust with public engagement on the development of its future strategy and has visited local Parish council meetings to promote the Trust's membership and the role of the governors.

Recommendation

The Council of Governors is asked to **note** the contents of this report.

Report to: Council of Governors
Meeting date: 16 September 2024
Agenda item: 42-24
Report from: Paul Dillon-Robinson, Audit & risk committee chair
Report author: Paul Dillon-Robinson, Audit & risk committee chair
Report date: 4 September 2024
Appendices: none

Assessment of external auditors work and fees 2023/24

Introduction

One of the statutory duties of the Council of governors is to approve the appointment of the external auditor. In October 2023, the Council approved the appointment of Azets as the Trust's external auditor.

This report provides a review of the 2023/24 audit to members of the Council.

2023/24 external audit

The Audit & Risk Committee was satisfied with the overall quality of output and performance of Azets as our external audit provider.

The committee was pleased to note feedback from the Chief Finance Officer that it has been a positive experience working with Azets for the first time.

The committee was also pleased to see the benefits of very detailed planning, which helped build up a clear understanding of the external audit needs and timeline. There was also early engagement around their Value for Money work and sharing of their initial considerations. The most significant issue arising from the audit, with regards to the valuation of land, was discussed in good time and agreement on the change in accounting treatment agreed.

The fees for the audit were considered reasonable. No additional services were provided by Azets.

Recommendation

Council is asked to **NOTE** the contents of this report.

Report to: Council of governors
Agenda item: 43-24
Date of meeting: 15 July 2024
Report from: All Non-executive directors
Report author: Leonora May, Company Secretary
Ellie Simpkin, Governance Manager
Date of report: 8 July 2024
Appendices: None

Non-executive director assurance

Purpose and introduction

The purpose of this report is to assist the Council of Governors in seeking assurance and holding the Non-executive directors to account for the performance of the Board. This paper contains high level updates from Board sub-committee meetings held during August and September 2024. The Non-executive directors will each provide a verbal update regarding other activities at the meeting, especially where their particular focus and any areas of concern are.

Key highlights during the period

The Board will next be meeting on 12 September 2024. A verbal update on the key matters considered will be provided at the meeting.

Strategic development committee assurance

Date of meetings: 28 May 2024, 24 July 2024 and 21 August 2024

Chair: Jackie Smith

Members: Karen Norman, Shaun O'Leary

ALERT (matters that the committee brought to the Board's attention)

- The committee reviewed the draft revised Trust vision and values, requesting that further consideration is given to how the 'delivering excellence' element of the vision statement will be measured and the importance of embedding the values across the organisation.
- The overall timeline for the delivery of the strategy is on track, however, there are some specific challenges relating to the development of the Estates and Research and Innovation enabling strategies.

ASSURE (matters that the committee brought to the Board's attention)

- Delivery of the engagement commitments is on track.
- The outcome of the committee's annual effectiveness review was positive. The role of the committee beyond the publication of the strategy will be considered later in the year.

ADVISE (matters that the committee presented to the Board for information)

- Excellent progress has been made on the on the development of the clinical strategy; the approach has been well considered, based on patient outcomes and financial assessments.
- The committee has recommend the Health Inequalities Strategy and the Anchor Strategy to the Board for approval.
- Trust's vision, values and key strategic objectives were recommended to the Board for approval.
- The committee supports the Trust's behavioural framework. The importance of creating a mature organisation which is equipped to deal with challenges and a culture in which staff are able to speak up is recognised.
- The overall look and feel of strategy document has been reviewed. A summary version of the strategy accessible to patients will be developed.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- There were risks arising from the commencement of the pre-election period for the general election which impacted on the Trust's ability to continue with external engagement and the strategy approval timescales.
- There is recognition of the external landscape and the risks and opportunities for the Trust which may emerge.
- The BAFs for key strategic risks 04 and 08 has been reviewed and the committee was assured that that good progress is being made.

Audit and risk committee assurance

Date of meeting: 4 September 2024

Chair: Paul Dillon-Robinson

Members: Russell Hobby, Peter O'Donnell

ALERT (matters that the committee brought to the Board's attention)

- Progress is being made with the development of Trust's Risk Management Framework and Board Assurance Framework. Risk management and assurance must be embedded within the culture of the organisation.
- The importance of maintaining financial grip and control measures and ensuring that they are operating effectively was stressed.

ASSURE (matters that the committee brought to the Board's attention)

- The revised governance structure will address some of the remaining recommendations arising from the Trust's Well Led review and strengthen ward to board governance.
- The internal audit of the Trust's planned waited list received a partial assurance opinion, however, management have positively engaged with work and the recommendations arising from the review are almost fully implemented.
- The number and value of contract waivers approved has decreased since June 2024. The Head of Procurement is leading on a programme of work to improve procurement and contract management across the Trust and the committee will continue to monitor the impact of the actions.
- The External Auditor's annual report for 2023/24 has confirmed that the external audit opinion on the 2023/24 financial statements was an unqualified opinion.
- The internal audit review of the Trust's self-assessment against the Data Security Protection Toolkit has resulted in a substantial assurance outcome.

ADVISE (matters that the committee presented to the Board for information)

- The risk management framework and risk appetite policy have been reviewed by the committee and recommended to the Board for approval.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The development of system-wide risks is being overseen by the NHS Sussex Committee in Common.

Quality and safety committee assurance

Date of meeting: 27 August 2024

Chair: Shaun O'Leary

Members: Karen Norman, Paul Dillon-Robinson

ALERT (matters that the committee brought to the Board's attention)

- The clinical negligence claims settled by the Trust between 1 April 2019 and 31 March 2024 have been reviewed. Supervision when undertaking procedures has been identified as an area for improvement and the committee will be seeking further assurance on the action being taken to address this.
- The Trust has undertaken a provider assurance review in response to the National NHS Infected Blood Inquiry. Of the 11 recommendations relevant to QVH, the organisation has been rated as assured for seven, partly assured for three and not assured for one. Plans are in place to address the areas of partial and non-assurance.

ASSURE (matters that the committee brought to the Board's attention)

- Clinical negligence claims have been triangulated with other forms of feedback from patients and relatives and DATIX reports. There is no statistical significance in terms of claims per service when aligned with activity levels.
- The Learning from Patient Safety Events (LfPSE) framework has been implemented and is becoming embedded within the Trust with good reporting levels being maintained.
- A review of the Trust's waiting list management processes has been undertaken. The clinical harm process is being revised and the committee will be reviewing the impact of the work and the lessons learnt at a seminar session later in the year.
- The bi-annual review of safe staffing and nursing workforce has been carried out and the committee is assured of the safe staffing levels within inpatient areas, in line with national guidance.
- The milestones for the delivery of the Trust's chosen Quality Priorities for 2024/25 were achieved.
- The results of the committee's annual effectiveness review were positive, recognising that the challenges brought about by what has been a significant period of change in the executive leadership team.

ADVISE (matters that the committee presented to the Board for information)

- At its next seminar session the committee will be receiving an update on the changes to the corporate governance structures and consider the influence of the triumvirate leadership on shaping patient safety and quality assurance.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee supported the rescoring BAF 01 (patient services) to better recognise the inherent risk due to the nature of the work and the mitigations which are currently in place.

Finance and performance committee assurance

Date of meeting: 27 August 2024

Chair: Peter O'Donnell

Members: Russell Hobby, Jackie Smith

ALERT (matters that the committee brought to the Board's attention)

- The Trust will not meet its target of achieving zero patients waiting over 65 weeks by the end of September 2024 due to the impact of industrial action, availability of anaesthetists as well as a number of patients being on complex care pathways. The Trust is supporting the Sussex system by taking on some additional long waiting patients. The committee has been reassured that all patients have been reviewed by the Chief Medical Officer for clinical harm.
- There are challenges in cancer performance due to a seasonal increase in skin cancer referrals and patient complexity for head and neck cancer.
- Progress is being made in line with expectations to address the fire safety matters across the site, review asbestos compliance and address the presence of Reinforced Aerated Autoclaved Concrete (RAAC), however, new areas of risk due to the condition of the estate are still being identified. The committee has requested that a comprehensive plan and budget to address the issues, along with a breakdown of the areas yet to be assessed.
- Concerns were raised by the committee over the Trust's capacity to deliver on all major projects alongside other critical priorities and operational delivery and it has been suggested that the executive team review resources and priorities.
- A plan to reduce agency spend is being developed. The committee will receive an update at its next meeting on the controls which are being put in place.
- The Sussex ICB financial position for month three was significantly behind plan

ASSURE (matters that the committee brought to the Board's attention)

- There is a new ambition to increase the proportion of cancers diagnosed at stage 1 and 2 by 2028. The Trust has exceeded the 80% stage completeness in the dataset submissions for 2023.
- The implementation of the action plan arising from the review of waiting list management processes will be an ongoing area for oversight for the committee.
- Staff sickness and mandatory and statutory training compliance remain positive. There has been a reduction in time to hire.
- There has been an improvement in appraisal rates in August 2024.
- The Trust's library & knowledge service has received a positive report following its recent inspection by NHS England.
- The Trust is maintaining its break-even position in month and forecast for year end and efficiency targets are being delivered.

ADVISE (matters that the committee presented to the Board for information)

- The committee has reviewed the draft People and Culture Strategy and recommended it to the Board for approval.
- The proposed site locations for the new build QVH Community Diagnostic Centre have been considered.
- The committee made recommendations to the Board for the approval of the award of the sterile services contract and the CPAP respiratory therapy services contract.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee agreed that the current score for BAF 03 (physical infrastructure) should be reviewed as it was thought that it did not reflect the mitigating actions which are being undertaken.
- The risks to the organisation due to the condition of the estate, the mitigations in place and the further planned actions.
- Risks due to weaknesses in contract management remain a concern for the committee.
- The ability to deliver against major project milestones has been highlighted by the committee as risk for the Trust.

Recommendation

Council is asked to **note** the contents of the report and is invited to ask questions to the Non-executive directors regarding Non-executive director activities since the last meeting.