

Meeting of the Council of Governors

Thursday 20 October 2016

Session in public at 15.00

Dove Suite
The Ark
Mount Lane
Turners Hill
West Sussex
RH10 4RA



Meeting of the private session of the Council of Governors
Thursday 20 October 2016 at 15:00
Dove Suite, The Ark, Mount Lane, Turners Hill, RH10 4RA

Agenda: meeting session held in public				
No.	Item	Purpose	Time	Page
Standing items				
54-16	Welcome, apologies, declarations of interest and eligibility <i>Beryl Hobson, Chair</i>		15:00	-
55-16	Draft minutes of the meetings held on 25 July 2016 (for approval) <i>Beryl Hobson, Chair</i>	<i>Approval</i>	15:05	1
56-16	Matters arising and actions pending from previous meeting <i>Beryl Hobson, Chair</i>	<i>Review</i>	15:10	-
Know your trust				
57-16	Clinical presentation: Sleep Disorder Unit <i>Dr Peter Venn, Consultant Anaesthetist</i>	<i>Information</i>	15:15	-
Council business				
Annual review of governance arrangements for Council of Governors				
58-16	Board level governance: engagement with governors <i>Clare Pirie, Head of communications and corporate affairs</i>	<i>Approval</i>	15:35	7
59-16	Appointment of lead governors and representative roles 2016-17 <i>Clare Pirie, Head of communications and corporate affairs</i>	<i>Approval</i>	15:40	11
60-16	Approval of Standing Orders <i>Clare Pirie, Head of communications and corporate affairs</i>	<i>Approval</i>	15:55	17
61-16	Approval of Code of Conduct <i>Clare Pirie, Head of communications and corporate affairs</i>	<i>Approval</i>	16:00	30
62-16	QVH Standards of Business conduct policy <i>Clare Pirie, Head of communications and corporate affairs</i>	<i>Information</i>	16:05	37

63-16	Appointment of trust external auditors <i>Lester Porter, Senior Independent Director and Chair of Audit committee, and Glynn Roche, Governor representative to the Audit committee</i>	<i>Approval</i>	16:10	57
Holding non-executive directors to account for the performance of the board of directors				
64-16	Financial and performance committee <i>John Thornton, Non-Executive Director and committee Chair; Clare Stafford, Director of Finance and John Belsey, committee governor representative</i>	<i>Discussion</i>	16:20	-
65-16	Quality and governance committee <i>Ginny Colwell, committee Chair, Jo Thomas Director of Nursing and Tony Martin, committee governor representative</i>	<i>Discussion</i>	16:30	-
66-16	Executive overview <i>Richard Tyler, Chief Executive and executive team</i>	<i>Discussion</i>	16:40	60
Representing the interests of members and the public				
67-16	Quality Account indicators 2017/18 <i>Jo Thomas, Director of Nursing</i>	<i>Discussion</i>	17:00	-
Any other business				
68-16	By application to the Chair <i>Beryl Hobson, Chair</i>	<i>Discussion</i>	17:10	-
Questions				
69-16	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 Hilary.Saunders@qvh.nhs.uk clearly marked "Questions for the board of directors". 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>Beryl Hobson, Chair</i>	<i>Discussion</i>	17:15	-

Dates of the next meetings	
Business meetings of the council of governors to be held in public	
2016/17 Thursday 19 January 2017	2017/18 Monday 10 April 2017 Monday 31 July 2017 Monday 16 October 2017 Monday 15 January 2018

Document:	Minutes (draft & unconfirmed)	
Meeting:	Council of Governors (session in public) 25 July 2016, 15:00 – 17:00, The Meridian Hall, East Court, College Lane, East Grinstead RH19 3LT (Please note that some items were taken out of agenda order to facilitate the discussion)	
Present:	Beryl Hobson (BH)	Chair
	Brian Beesley (BB)	Public governor
	Wendy Burkhill-Prior (WB-P)	Public governor
	Jenny Cunnington (JC)	Public governor
	John Dabell (JD)	Public governor
	Robert Dudgeon (RD)	Public governor
	Angela Glynn (AG)	Public governor
	Chris Halloway (CH)	Public governor
	John Harold (JH)	Public governor
	Anne Higgins (AH)	Public governor
	Tony Martin (TM)	Public governor
	Gillian Santi (GS)	Public governor
	Michael Shaw (MS)	Public governor
	Peter Shore (PS)	Public governor
	Peter Wickenden (PW)	Public governor
	Andrew Robertson (AR)	Stakeholder governor
	Norman Webster (NW)	Stakeholder governor
	Mansoor Rashid (MR)	Staff governor (part)
In attendance	Ginny Colwell (GC)	Non-executive director
	Ian Playford (IP)	Non-executive director
	Lester Porter (LP)	Senior Independent director
	John Thornton (JT)	Non-executive director
	Steve Fenlon (SF)	Medical director
	Sharon Jones (SJ)	Operations director
	Jo Thomas (JMT)	Director of Nursing
	Richard Tyler (RT)	Chief Executive
	Clare Pirie (CP)	Head of Corporate Affairs
	Hilary Saunders (HS)	Deputy Company Secretary
Apologies:	Liz Bennett (LB)	Stakeholder governor
	Chris Orman (CO)	Vice Chair and public governor
	Glynn Roche (GR)	Public governor
	Shona Smith (SS)	Staff governor
	Julie Mockford (JM)	Staff governor
WELCOME		
38-16	Welcome, apologies and declarations of interest and eligibility BH opened the meeting and welcomed new governors PS and WB-P, recently appointed to Council. BH then congratulated RD who had been successfully re-elected for a second term. Whilst MC had also been elected for a second term, he had subsequently stood down for personal reasons. BH then welcomed the Executive team members, in particular CP who had recently joined the Trust as the new Head of Communications and Corporate Affairs. BH explained that the HoCA role would take a greater lead in Trust communications and reputation in the future, and that HS, working as part of the communications and corporate affairs team, would continue to support CoG.	

	BH went on to advise that NW had been re-elected as East Grinstead Town Council representative on the QVH Governor Council. Finally, the Chair noted that this would be SF's last meeting as Medical Director and wished him well in the future. There were no new declarations of interest or eligibility.
39-16	Draft minutes of the meeting held on 21 April 2016 The minutes of the meeting held on 21 April 2016 were APPROVED as a correct record.
40-16	Update on Chief Executive and Medical Director appointment BH advised the executive team that Council had expressed regret at the departure of the CEO and Medical Director but wished them both well in the future In respect of the Medical Director vacancy, BH reported that several strong candidates would be attending interviews scheduled for later this week. TM was representing governors on the stakeholder panel, and Council would be apprised of the outcome once a decision had been made. Gatenby-Sanderson had been appointed as the search agency for the Chief Executive role. Plans were underway to finalise interview dates. The two-day process would be similar to those held previously and include the opportunity for all to attend candidate presentations. In addition there would be stakeholder panels and the interview panel comprising NEDs, lead governor and an external assessor; There were no further questions and Council NOTED the contents of the update.
41-16	Matters arising and actions pending from previous meetings • LP advised he would include an update on the External Auditor appointment under item 48-16. • BH confirmed she would ensure guidance on the circulation of hard copy papers would be included in the next edition of the Governor Monthly Update.
42-16	Approval of reappointment of John Thornton as non-executive director JT left the meeting. AH reported that a paper had been presented to the Appointments' committee last month setting out a proposal to re-appoint John Thornton as non-executive director for a further term of three years. The committee noted JT's outstanding performance over the last three years and had agreed unanimously to recommend he be reappointed with effect from 1 October 2016. There were no further questions and Council APPROVED the recommendation to reappoint JT for a further three-year term. JT returned to the meeting and was advised of the decision by the Chair.
43-16	Chair and non-executive directors appraisal and remuneration process AH advised that the Appointments committee had met to receive feedback on the Chair and NED appraisal process. She went on to describe the process, which had been refined this year to incorporate feedback from key stakeholders including executive and non-executive directors, and governors. Performance had been assessed against values,

	strategic input, holding executives to account, chairing of meetings, and internal and external relationships. AH assured Council that both Chair and NEDs clearly embodied the Trust values and scored highly in this respect. In addition, all had performed strongly in relation to strategy and in holding executives to account. The Appointments committee had also received a report considering the non-executive directors' remuneration levels. This included a comparison of the Trust's current remuneration with that of other NHS foundation trusts using data collated annually by NHS Providers, and indicated that QVH remuneration remained comparable with the average for the sector as a whole. Accordingly, the committee was recommending that remuneration for the Chair and NEDs should not change this year. In addition, in making this recommendation, the committee had been mindful that QVH Agenda for Change (AfC) staff had received only modest annual pay increases since 2013, and had also taken into consideration the current economic climate within the NHS as a whole. There were no further questions and the Council: • NOTED the contents of the update, and • APPROVED the recommendation that remuneration for the Chair and NEDs should not change this year.
44-16	Approval of Appointments' Committee Terms of Reference (ToRs) The revised terms of reference for the Appointments Committee were recommended by AH for approval. There were no comments and the TORs were APPROVED by Council.
45-16	Executive overview RT introduced the Executive overview and began by explaining how the Five Year Forward View (5YFV) would impact on the NHS both financially and strategically. Key points included: • The new planning environment had been designed to bridge the current £30bn funding gap. • The Trust stood to benefit from an element of the Sustainability and Transformation Fund should it deliver its revised control total. Funding would be assigned to support cash balances this year and would not contribute to the bottom line. • As part of the new place-based delivery, QVH was part of the Surrey and East Sussex footprint, specifically A23 north. • The current status of the Sustainability and Transformation Plan (STP). Plans were moving at fast pace, with governance and engagement methodology still under development. <u>Patient Experience</u> JMT presented an update on performance under Key Strategic Objective (KSO) 1, Outstanding patient experience. Highlights included: • The CQC action plan had been completed and reviewed by CQC lead inspector with good progress noted; • The 2015 national inpatient cancer survey (published in July 2016) was a strong validation of patient services. Good patient experience had been sustained and in some areas improved. JMT noted the low response rate (65%) and assured Council that the Trust continued to work to improve this. Governors were invited to contact the Trust if they wished to see survey results in greater detail. Concerns were raised in respect of patient food scores. However, JMT reminded Council that the survey was from 2015

and with the improvements introduced over the last year, many results were out of date.

- Results of the June friends and family survey showed that 98% of patients would recommend QVH.
- The Quality account was now published and governors were asked to note the new improved format and provide feedback if appropriate.

World class clinical services

SF presented a quarterly update on KSO2 and asked governors to note the following:

- Steady progress was being made in respect of the CQC action plan;
- The Trust continued to develop clinical governance procedures, whilst monitoring the expectations of NHSI
- QVH was working collaboratively with Blond McIndoe Research Foundation to deliver research and innovation in a tight financial climate;
- The Trust employed both the medical education resource and external resources to ensure the delivery of high class multi-professional training;
- Effective job planning continued to ensure we were able to match our workforce with demand, and
- With the rejection by junior doctors of the revised contract, the Trust was taking action to prepare for possible further industrial action. Work was underway to implement the new contract during the next quarter.

Operational Excellence

SJ provided assurance in her presentation of the Trust's performance against 18-week referral to treatment and cancer targets. Relevant and detailed data had been extracted and presented in the governors' report. SJ went on to describe the robust processes in place to mitigate against breaches but explained that the Trust was still susceptible to the penalties following late referrals from its spoke sites. The rules regarding breaches would be changing in the next quarter and should benefit the Trust in this respect. In the meantime, QVH would continue to offer support to those neighbouring trusts who were struggling to manage large waiting lists.

Financial sustainability

CS expanded on RT's earlier briefing in respect of the Trust's revised control total of £2.2m. She explained that the figure included a £900k allocation from the Sustainability and Transformation Fund, i.e. an increase of £350k, although a number of criteria would have to be met to access the fund. Other updates in respect of finance included details of underlying performance, the cost improvement and productivity programme (CIPP) and the capital plan.

CS went on to remind Council of the existing risk assessment framework used by the regulator to highlight concerns in relation to finance and governance (two of the conditions of the Trust's FT licence). Under the current system, the Trust had maintained a Financial Sustainability Risk Rating (FSRR) of 4. However, NHSI was currently in the process of developing a single oversight framework which would create a single approach for assessing performance for both FTs and non-FTs. The new framework would incorporate the current themes quality, finance and operational performance and introduce two additional categories of strategic change and leadership capability

Organisational excellence

BH introduced GO who had joined the Trust recently as interim Director of Human Resources and Organisational Development. GO went on to report on the following key areas:

- Further to the Medical Director's update, GO confirmed that the first of our trainee

	doctors would go on to the new junior doctors' contract in late 2016. Work was continuing on assessing the cost of implementation and revising junior doctors' rosters. Consultant John Boorman had recently been appointed Guardian of safe working; • In order to determine future workforce needs and align these to business planning, all services were completing workforce plans for the next 18 months. Consultant job plans were subject to annual review and would also change where needed to align to the needs of the Trust; • To ensure a fair and transparent process, aligned to the needs of the Trust, a retirement planning policy had been introduced recently. At the same time, detailed planning was underway to address the apprenticeship levy and support young people in the NHS, and • Other developments included increased mandatory training compliance, raising the requirement to 95%, and reviewing and improving e-solutions to improve workforce efficiency and intelligence. The Chair thanked the executive team for the very comprehensive update, which was NOTED by Council.
46-16	Financial and performance committee (F&PC) As JB was not present at today's meeting, the F&PC assurance update would be presented by JT and CS. The key points included: • A reminder that part of the committee's remit was to scrutinise data in advance of board meetings, taking a 'deep dive' into any areas of concern which provided the whole board with much greater assurance. • Operations targets continued to be challenging but the quality of data from the operations team had greatly improved in the last year and was useful in flagging up impending issues in a timely manner, and delivery plans were implemented in a speedy manner. • Quality of data from the HR teams was also steadily improving. Sickness levels were good, but concerns remained on retention of staff which had a knock-on effect on recruitment. • After a robust discussion, the committee had agreed on behalf of the board to accept the revised national control total; • The cost improvement programme was progressing well. • The 'market place' was changing and the Trust had to adapt to ensure it continued to be efficient and cost effective. There were no further comments and Council NOTED the content of the update.
47-16	Quality and governance committee (Q&GC) GC reported that the Q&GC was currently undertaking a review of its own effectiveness. The outcomes would be reported to the Audit committee and board in due course. Other highlights included: • A summary of recent incidents relating to infection control and the processes used to monitor and escalate concerns. • Improvements had been made to the water quality in theatres. • A revised and robust annual safeguarding report had been presented by the recently appointed safeguarding team ; • The corporate risk register was being revised to enable the committee to focus on high risk areas. The proposal was to categorise risks as 'high' or 'mitigated' and manage accordingly.

	Leading on from the whistleblowing directive, the 'Freedom to Speak up' initiative was gathering momentum and the board would be considering its response at its meeting in September. There were no further comments and Council NOTED the content of the update.
48-16	Assessment of Auditors' work and fees 2015/16 <u>Internal Audit</u> LP reminded the Council of recent performance issues in respect of the Trust's internal auditors, Mazars. However, following key changes in personnel and a marked improvement in performance, the Trust would be continuing with the contract for this financial year. LP thanked the Director of Finance for the additional scrutiny and performance management she had carried out in recent months. <u>External Audit performance</u> LP reported that KPMG had given a satisfactory performance this year. He would have hoped for a more holistic approach, to include areas such as the Board Assurance Framework, rather focusing on audit. On the whole, though, he was satisfied with progress and noted further recent improvement (following personnel changes) which had resulted in enhanced information flows and a more proactive style. <u>External Audit contract</u> Earlier in the year, Council had been apprised of the Trust's expectation to appoint new external auditors in 2016, but also of its concern not to change both internal and external auditors in quick succession. As a consequence of the improvement in performance of Mazars, the Trust could now proceed with tendering for new External Auditors. LP described the process currently underway for the appointment. The Audit committee would meet in September to make a recommendation, which should be brought before Council for approval in October. LP noted that the current contract was due to end on 31 August, and the new one not scheduled for approval until the October. He went on to ask Council to agree a three-month extension on the current contract, to mitigate any risk in the interim. After brief discussion, this recommendation was APPROVED by Council. Council sought and received clarification that: - Current auditors (KPMG) were eligible to tender for the new contract. - The new contract would be for an initial three-year period and take effect from the date of approval. There were no further comments and Council NOTED the contents of the update.
49-16	Any other business PW raised a question regarding staffing levels of volunteers at the Main Entrance Helpdesk. It was agreed a response would be provided in the Governor Log. MS thanked the Trust for a very informative discussion.
50-16	Questions from the public There were none.

Chair: Date:

Report to: Council of Governors
Meeting date: 20 October 2016
Reference no: 58-16
Report from: Clare Pirie, Head of Corporate Affairs
Report author: Hilary Saunders, Deputy Company Secretary
Report date: 11 October 2016

Council of Governors: Board-level governance engagement

1. Purpose

- 1.1. The principles of engagement between governor representatives and the Trust's board-level structures and mechanisms are now due for review.

2. Background

- 2.1. QVH has a long-standing practice of appointing a nominated representative of the Council of Governors, to join the Board as an ex officio, non-voting member. This practice was subsequently extended to establish governor representatives to the main sub-committees of the Board, who are elected to the role by the Council of Governors. (The outcome of this year's elections and a review of the process adopted, is the subject of a separate report to be will presented later in the agenda).

3. Recommendations and next steps

- 3.1. This document is reviewed by the Council of Governors and Board of Directors annually or more frequently if necessary. The Council of Governors is requested to **APPROVE** the latest review of the board-level engagement document. Subject to approval the principles of board-level engagement will be adopted with immediate effect.

Board-level governance: engagement with governors

1. Status

- 1.1. The principles of engagement between governor representatives and the Trust's board-level structures and mechanisms were agreed by both the Council of Governors and Board of Directors in 2015, and are now due for their review.

2. Background

- 2.1. QVH has a long-standing practice of appointing a nominated representative of the Council of Governors, to join the Board as an ex officio, non-voting member. This practice was subsequently extended to establish governor representatives to the main sub-committees of the Board, who are elected to the role by the Council of Governors. (The outcome of this year's elections and a review of the process followed is subject to a separate report which will be presented later on at this meeting).
- 2.2. The role of governor representatives, pioneered by QVH, is appreciated by the Trust as an established and effective means of open and honest engagement between governors and the Board.
- 2.3. Since the Health and Social Care Act 2012, the governor representative roles have become particularly significant as they play an important part in governors' duty to hold non-executive directors (NEDs) to account for the performance of the Board.
- 2.4. The roles foster closer working relationships between governors and NEDs and provide more opportunities for governors to see NEDs at work on a regular basis. As a result, governors are better able to appraise the performance of the NEDs and hold them to account.

3. Guiding principles of engagement

- 3.1. All governor representative positions are available by invitation of the Board of Directors and are not defined or protected by statute. Neither are they defined in the NHS FT *Code of Governance* (with the exception of the Lead Governor role) nor the Trust's constitution, (with the exception of the Lead Governor and Vice Chair roles).
- 3.2. The Trust is committed to its governor representative model but will continue to review its effectiveness in the context of routine annual effectiveness reviews, periodic independent reviews as required by the NHS Improvement *Well-Led Framework for Governance Reviews* or any other circumstances that make it necessary to do so.
- 3.3. Governor representatives to the Board of Directors and its sub-committees are invited to act as partners in debate and challenge but do not share the duties, powers and liabilities of directors.
- 3.4. Governor representatives must observe and maintain confidentiality as directed by the Board of Directors. This will include information that may not be disclosed to other

governors and/or to trust staff, foundation trust members and members of the public and press. Advice and support regarding confidentiality can be sought at any time from the Trust Chair/sub-committee chair(s) and corporate affairs team.

- 3.5. Governor representative roles are a significant commitment for individual governors who volunteer their time and expertise. Therefore:
- 3.5.1. The Chair should consider, when requested, opportunities for governors to share roles, establish deputies and shadow one-another as a means to share responsibilities and plan for succession.
 - 3.5.2. The Council of Governors should support individual governors to fulfil their duties as representatives and encourage all governors to understand and engage with the representative roles and consider themselves for nomination.
 - 3.5.3. Governors who nominate themselves for governor representative roles should be able to commit to prepare for and attend routine meetings and to engage with fellow governors to represent them and provide feedback.
 - 3.5.4. When requesting additional support from governor representatives, the Trust Chair, chairs of sub-committees, the executive team and corporate affairs team should be mindful of the significant commitments inherent in the role and keep additional requests clear and focused.
 - 3.5.5. Methods to help representatives to feedback to governor colleagues will be facilitated by the corporate affairs team and include less formal methods such as the 'Governor Monthly Update' bulletin and formal methods such as reports to Council meetings.

4. Engagement with the Board: principles for governor representatives

- 4.1. Governor representatives are expected to engage with the Board according to the following principles:
- By committing to the role for the appointed term and attending as many routine meetings of the Board/sub-committee as possible.
 - Actively engaging in debate and challenge.
 - Acting professionally, collaboratively and in a way which is consistent with the Trust's values and the Council of Governors' code of conduct.

5. Engagement with the Council: principles for governor representatives

- 5.1. Governor representatives are expected to engage with the Council according to the following principles:
- By representing the interests of the Council of Governors and members of the Trust faithfully and proportionately
 - Feeding back to governor colleagues openly, honestly and regularly to:
 - o Inform them of important decisions and developments.
 - o Complete the loop of information on matters governors have raised with them as their representatives.
 - o Share observations about the effectiveness of the Board and its sub-committees and the performance of the non-executive directors and the Board in order to inform the Council's statutory duties.

6. Engagement with governor representatives: principles for the Board

- 6.1. The Board of Directors, particularly the Chair and non-executive directors, is expected to engage with governor representatives according to the following principles:
- By engaging openly and honestly.
 - Chairing meetings and / or participating in them in ways which are inclusive of and respectful to lay representatives.
 - Including governor representatives in all aspects of Board/committee work including Board/committee development and informal or seminar meetings. Exclusion of the governor representative should be by exception.
 - Encouraging and supporting governor representatives to share feedback with the Council on the effectiveness of the Board and its sub-committees and the performance of non-executive directors.

7. Review

- 7.1. This document shall be reviewed by the Council of Governors and Board of Directors annually or more frequently if necessary. The next scheduled review will take place in October 2017.

Recommendation

The Council of Governors is requested to **APPROVE** the latest review of the board-level engagement document

Report to: Council of Governors
Meeting date: 20 October 2016
Reference no: 59-16
Report from: Clare Pirie, Head of Corporate Affairs
Report author: Hilary Saunders, Deputy Company Secretary
Report date: 11 October 2016

Board level engagement: appointment of Lead governors and representatives

1. Purpose

- 1.1. The purpose of this report is to ratify results of the lead governor and governor representative elections which took place in September 2016 in line with the current process.
- 1.2. The unusually high number of governors completing their final term in June 2017 has exposed difficulties with the timing of this year's appointments process. Therefore, this paper will set out options to address any outstanding vacancies.
- 1.3. This is the first year since the new process was adopted by Council in March 2014 that this impact has been noted and reflects the uneven pattern of governor start dates. Therefore, options to refine the current process will be an agenda item at the January Council of Governors meeting.

2. Background

- 2.1. QVH has a long-standing practice of appointing nominated representatives of the Council of Governors, to join the Board and its sub-committees as ex officio, non-voting members.
- 2.2. In March 2014 Council accepted unanimously a proposal to amend the time of year at which it identifies new Committee members and holders of key governor roles from March to September. The rationale behind this decision was to enable newly appointed governors to partake in a more active role earlier in their first term, rather than having to wait for almost 15 months. The revised process is described in this report.

3. Recommendations and next steps

- 3.1. The Chair will confirm the results of the 2016/17 lead governor/representative elections at today's meeting, after which time Council is requested to:
 - **NOTE** the process undertaken in respect of this year's elections;
 - **APPROVE** the elected candidates for lead governor/representative roles for 2016/17
 - **AGREE** a preferred option for addressing outstanding vacancies
 - **NOTE** that options to refine the current process will be an agenda item at the January Council of Governors meeting.

Appointment of lead governors and representative roles 2016-17

1. Introduction

- 1.1. Elections for the appointment of lead governors and representatives for 2016/17 took place in September and results are due for ratification at the October Council of Governors meeting.
- 1.2. Subject to ratification, representatives and leads will take up their roles with immediate effect for a period of 12 months.
- 1.3. The unusually high number of governors completing their final term in June 2017 has exposed difficulties with the timing of this year's appointments process, impacting detrimentally on the number of governors eligible to stand in the current elections.
- 1.4. This is the first year since the new process was adopted by Council in March 2014 that this impact has been noted and reflects the uneven pattern of governor start dates.
- 1.5. At its meeting on 20 October, Council will be asked to consider options for ways in which current vacancies for lead governor and representative roles can be addressed.

2. Background

- 2.1. QVH has a practice of appointing nominated representatives of the Council of Governors to join the Board and its main sub-committees as ex officio, non-voting members.
- 2.2. The governor representative roles are now an established and effective means of open and honest engagement between governors and the Board.
- 2.3. Since the Health and Social Care Act 2012, the governor representative roles have become particularly significant as they play an important part in governors' duty to hold non-executive directors (NEDs) to account for the performance of the board.
- 2.4. In March 2014 Council accepted unanimously a proposal to amend the time of year when it selects new committee members and holders of key governor roles from March to September. The rationale behind this decision was to enable newly appointed governors to undertake a more active role in the appointments process earlier in their first term.

3. Guiding principles behind the current process

- 3.1. All governor representative positions are available by invitation of the Board of Directors and are not defined or protected by statute.

3.2. On an annual basis governors are invited to put forward self-nominations for the following roles:

- a) Vice-chair of the Council of Governors (this role also acts as chair of the Governor Steering Group, but is independent of any other governor representative role)
- b) Chair of the Council of Governors' Appointments committee
- c) Governor representative to the Board of Directors
- d) Governor representative to the Board of Directors' Finance and performance sub-committee
- e) Governor representative to the Board of Directors' Quality and governance sub-committee
- f) Governor representative to the QVH Charity committee
- g) Governor representative to the Audit committee.
- h) Stakeholder Governor member of the Governor Steering Group
- i) Staff Governor member of the Governor Steering Group
- j) Membership of the Council of Governors' Appointments committee

3.3. Elections take place in September each year to enable newly appointed governors an opportunity to be engaged in the process. Results are subsequently ratified at the October Council of Governors meeting, with representatives and leads taking up their roles immediately afterwards.

3.4. Appointments are for a 12 month period, from the date of ratification. If a governor is due to step down within that 12 month term, then he/she is ineligible to stand. However, if a governor's first term is due to end during this period and he/she intends to stand for re-election to Council, he/she is still eligible to nominate him/herself for one of these roles.

3.5. Although newly elected/appointed governors are not usually considered for the lead governor roles, (as described under 3.2, a – i) the Chair retains authority to overrule this principle under certain circumstances.

3.6. Newly elected/appointed governors are eligible to stand as committee members;

3.7. The following governor roles are entitled to membership of the Governor Steering Group

- Vice-chairperson of the Council of Governors;
- Governor representative to the Board of Directors;
- Governor representatives to the sub-committees of the Board of Directors, including Audit, Finance and Performance, Quality and Governance and Charity Committee;
- Nominated staff governor, as elected by the Council of Governors, and
- Nominated stakeholder governor, as elected by the Council of Governors

3.8. There are no formal prerequisites for any of the roles described, other than a time commitment. No technical ability is required. A governor is there to ensure that the NEDs are fulfilling their roles, not to duplicate their functions. A NED's performance can

be assessed by observing the culture and dynamic of a meeting and the level of engagement with those around the table.

3.9. Whilst a number of other roles are fulfilled by governors on committees and groups at other levels of the Trust's governance structure, these are not subject to the same process.

4. Options for addressing the current vacancies

4.1 The following vacancies¹ remain after the nomination process.

- Governor Representative to the Finance and performance committee
- Membership of the Appointments committee (four vacancies).

4.2 In order to manage these vacancies, Council is asked to consider the following options for each vacancy:

- Carry a vacancy until the next annual election process
- Run a further election process
- Invite governors leaving in June 2017 to remain in current roles where there are vacancies

4.3 The option to hold a ballot during the CoG meeting has been discounted as this would exclude those unable to attend the meeting on 20 October.

4.3 Council is asked to consider whether addressing these options in the order as set out in **Appendix A**, ensures a process that is fair and of maximum benefit to the Trust, and if so to agree a proposal for each of the vacancies:

5. For future consideration

As part of its annual review of the effectiveness of the Council in January, governors will be asked to consider ways in which the current process could be refined and improved for future years.

6. Next steps

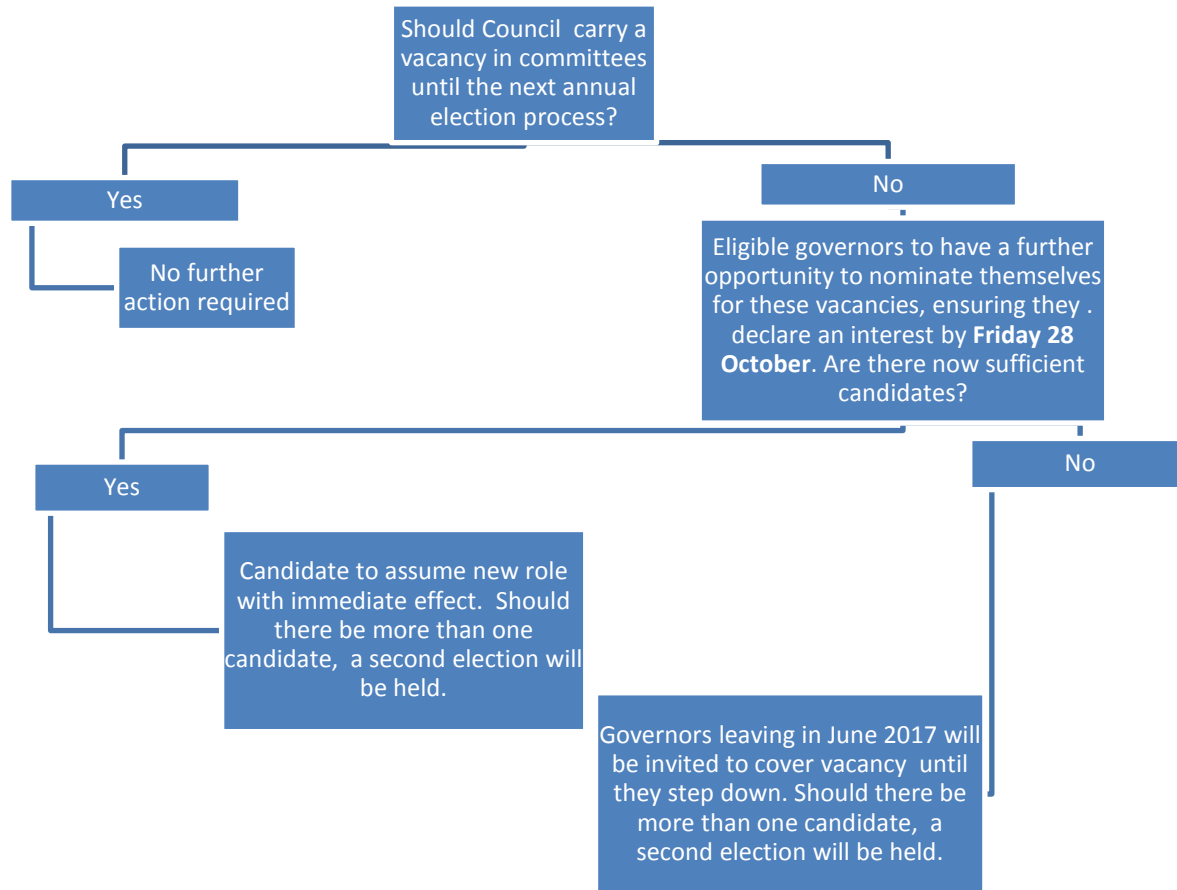
The Deputy Company Secretary will contact governors during the week following the Council meeting to confirm the outcome of the discussions and advise what, if any, action needs to be taken.

Recommendation

The Chair will confirm the results of the 2016/17 lead governor/representative elections at today's meeting, after which time Council is requested to:

¹ It has been agreed that the Vice Chair role will be covered by the governor representative to the Board, as in the previous year.

- **NOTE** the process undertaken in respect of this year's elections;
- **APPROVE** the elected candidates for lead governor/representative roles for 2016/17
- **AGREE** a preferred option for addressing outstanding vacancies
- **NOTE** that options to refine the current process will be an agenda item at the January Council of Governors meeting.



Meeting date: 20 October 2016
Reference number: 60-16
Report from: Clare Pirie, Head of Communications and Corporate Affairs
Author: Clare Pirie, Head of Communications and Corporate Affairs, and
Hilary Saunders, Deputy Company Secretary
Report date: 11 October 2016
Appendices: Draft standing orders

STANDING ORDERS FOR THE COUNCIL OF GOVERNORS

Purpose

1. The purpose of this paper is to propose a set of revised Standing Orders for approval which will ensure that Council has up to date constitutional rules and procedures to regulate the proper conduct of its business.

Background

2. Standing Orders describe basic rules and procedures to be adhered to by Governors and, aligned to the Trust's Constitution, form part of a comprehensive framework for the functions of the Council.
3. All governors should be aware of the existence of the Standing Orders and QVH Constitution and, where necessary, be familiar with the detailed provisions.
4. Following last year's Board governance review and approval of new terms of reference for sub-committees to the Board, the Trust's standing orders, standing financial instructions and reservation of powers/scheme of delegation were reviewed and approved by the Board of Directors in April 2016. At the time of this review it was agreed that the Trust should develop two separate sets of Standing Orders; one to apply to the Board of Directors and one tailored specifically to the Council of Governors.
5. The current Board of Directors' Standing Orders (April 2016) are no longer merged with those of the Council of Governors and now apply exclusively to the Board.
6. Accordingly an additional set of Standing Orders has now been developed for use by Council and is recommended for approval.

Key issues (proposals)

7. These Standing Orders include the ability to effect exceptional, urgent business through a written motion with the consent of the Chair (section 9) and the addition of the Fit and Proper Persons Test in Declarations of Interests (section 15).
8. These Standing Orders now apply exclusively to the Council of Governors and are no longer merged with those of the Board of Directors.
9. QVH Council of Governors will be expected to conduct its business in accordance with the Standing Orders.

Recommendation

The Board is requested to **APPROVE** the Standing Orders for use by the Council of Governors.

Standing Orders

Council of Governors Queen Victoria Hospital NHS Foundation Trust

Author: Clare Pirie, head of corporate affairs and communications

Approved: Council of Governors

Review: In conjunction with the Constitution, but as a minimum every three years

Document control sheet

Document title		QVH Council of Governors Standing Orders
Draft version	1	For approval by the Council of Governors at its meeting held in public on 20 October 2016

INTRODUCTION

Queen Victoria Hospital NHS Foundation Trust (the Trust) is a Public Benefit Corporation under the National Health Service Act, 2006 (the 2006 Act) which was established to provide goods and services for the purpose of the health service in England. A Public Benefit Corporation is a body corporate which is constituted in accordance with Schedule 7 of the 2006 Act.

The Council of Governors adopts these Standing Orders in order to make further provisions for the regulation of the practice and procedure to be followed at its meetings in matters not already provided for in the Constitution in that regard.

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1. INTERPRETATION

In these Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning in these Standing Orders. For ease of reference certain words and expressions defined in the Constitution appear below with their definitions:

Word or expression	Meaning
"The 2006 Act"	the National Health Service Act 2006(as amended);
"The 2012 Act"	the Health and Social Care Act 2012
"Constitution"	the Constitution for the time being of the Foundation Trust;
"Board of Directors"	the Board of Directors as constituted in accordance with the Constitution;
"Clear Day"	a day of the week not including a Saturday, Sunday or public holiday;
"Standing Orders"	these Standing Orders of the Council of Governors and as may be amended from time to time;
"Chair"	the person appointed in accordance with the Constitution to ensure that the Board of Directors and Council of Governors successfully discharge their overall responsibilities for the Foundation Trust as a whole. The expression "the Chair" shall include the Deputy Chair or any other Non-Executive Director appointed if the Chair or Deputy Chair is absent or is otherwise unavailable;
"Chief Executive"	the Chief Executive and Accounting Officer of the Foundation Trust;
"Council of Governors"	the Council of Governors as constituted in accordance with the Constitution;
"Director"	a member of the Board of Directors whether they be an "Executive Director" or a "Non-Executive Director" (as the case may be) as those terms are defined in the Constitution;
"Governor"	a member of the Council of Governors;
"Licence"	means the licence granted to the Foundation Trust under Section 88 of the 2012 Act

“Monitor”	the body corporate known as Monitor, as provided by Section 61 Of the 2012 Act; which in April 2016 became part of NHS Improvement;
“Motion”	a formal proposal to be discussed and voted on during the course of a meeting;
“NHS Improvement”	the operational name for the organisation that is responsible for overseeing foundation trusts, NHS trusts and independent providers of NHS-funded care. NHS Improvement is responsible for the functions provided until April 2016 by Monitor;
“Officer”	an employee of the Trust;
"Register of Interests"	the register of Governors interests declared from time to time and maintained by the Secretary;
“Secretary”	means the Secretary of the Foundation Trust as defined in the Constitution
“Foundation Trust”	means The Queen Victoria Hospital NHS Foundation Trust and has the same meaning as in the Constitution;
“Deputy Chair”	means the Deputy Chair of the Foundation Trust appointed in accordance with Paragraph 36 of the Constitution.

2. THE COUNCIL OF GOVERNORS

Roles and Responsibilities

2.1 The role of the Council of Governors is to function as representatives of the members of the Foundation Trust. The general duties of the Council of Governors are to hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors and to represent the interests of the members of the Foundation Trust as a whole and the interests of the public.

2.2 The Council of Governors cannot delegate any of its powers but can appoint advisory committees to support it in its work.

3. MEETINGS OF THE COUNCIL OF GOVERNORS

Setting the Agenda

3.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.

Agenda

3.2 A governor desiring a matter to be included on an agenda for a meeting of the Council of Governors shall specify the question or issue to be included in writing to the Chair or Secretary at least three Clear Days before notice of the meeting is given. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than three Clear Days before the notice is given may be included on the agenda at the discretion of the Chair. In order to facilitate the appropriate and timely receipt of any such question or issue the Chair of each meeting of the Council of Governors shall at each meeting advise those present and include in the minutes of such meeting details of the date of issue of the notice of the subsequent meeting.

4. PETITIONS

4.1 Where a petition has been received by the Foundation Trust, the Chair shall include the petition as an item for the agenda for the next meeting of the Council of Governors.

4.2 A petition must be received a minimum of five Clear Days before the meeting so it may be included in the agenda papers.

5. NOTICES OF MOTION

5.1 Any Governor desiring to move or amend a motion shall send a written notice thereof to the Chair or Secretary, in sufficient time to enable its inclusion in the agenda for the next following meeting of the Council of Governors, and the Chair or Secretary shall insert in the agenda for the meeting all notices so received. This Paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to the Chair's discretion.

6. WITHDRAWAL OF MOTIONS OR AMENDMENTS

6.1 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

7. MOTION TO RESCIND A RESOLUTION

7.1 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing, shall bear the signature of the Governor who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Council of Governors, a motion to the same effect shall not be proposed within six months other than by the Chair.

8. MOTIONS

8.1 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

8.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

8.2.1 an amendment to the motion;

8.2.2 the adjournment of the discussion or the meeting;

8.2.3 that the meeting proceed to the next business;

8.2.4 that the motion be now put;

8.2.5 that members of the public be excluded in accordance with paragraph 21.1 of the Constitution

8.2.6 no amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

9. WRITTEN MOTIONS

9.1 In urgent situations and with the consent of the Chair, business may be effected by a written motion to deal with business otherwise required to be conducted at a meeting of the Council of Governors.

9.2 If all members of the Council of Governors have been notified of the proposal and a simple majority of the member of the Council of Governors entitled to attend and vote at a meeting of the Council of Governors confirms acceptance of the written motion either in writing or electronically within five Clear Days of despatch then the motion will be deemed to have been resolved, notwithstanding that the Governors have not gathered in one place.

9.3 The effective date of the resolution shall be the date that the last confirmation is received by the Secretary and, until that date a member of the Council of Governors who has previously indicated acceptance can withdraw and the motion shall fail.

9.4 Once the resolution is passed, a copy certified by the Secretary shall be recorded in the minutes of the next ensuing meeting where it shall be signed by the person presiding at it.

10. CHAIR'S RULING

10.1 Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall prevail and be observed at the meeting.

10.2 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Council of Governors' Standing Orders (on which she or he shall be advised by the Secretary).

11. MINUTES

11.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where, once agreed, and if appropriate as amended, they shall be signed by the person presiding at it as a true record.

11.2 No discussion shall take place upon the subject matter of the minutes except upon their accuracy or where the Chair considers discussion appropriate.

11.3 Without prejudice to the provisions of the Constitution of the circulation of meeting papers, minutes of meetings will be taken and circulated in accordance with wishes of the Council of Governors.

12. SUSPENSION OF COUNCIL OF GOVERNORS' STANDING ORDERS

12.1 Except where this would contravene any law or regulation (to which the Foundation Trust or the Council of Governors' is subject), or the Licence or the Constitution, any one or more of the Council of Governors Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors' are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.

12.2 A decision to suspend Council of Governors' Standing Orders and the reason for such decision shall be recorded in the minutes of the meeting.

12.3 A separate record of matters discussed during the suspension of Council of Governors' Standing Orders shall be made and shall be available to the Governors.

12.4 No formal business may be transacted while Council of Governors' Standing Orders are suspended.

13. VARIATION AND AMENDMENT OF STANDING ORDERS

13.1 These Council of Governors' Standing Orders shall be varied or amended only:

13.1.1 if the variation or amendment proposed does not contravene the law or regulation to which the Foundation Trust or the Council of Governors' is subject, or the Licence or the Constitution; and

13.1.2 if a notice of motion under Standing Order 5 has been given; and

13.1.3 if at least two-thirds of the Governors are present; and provided that

13.1.4 no fewer than half the Governors present and entitled to vote, vote in favour of the variation or amendment.

14. RECORD OF ATTENDANCE

14.1 The names of the Governors present at the meeting shall be recorded in the minutes.

15. DECLARATIONS OF INTERESTS

Declaration of interests and conflicts of interest

15.1 Provisions of the Constitution on conflicts of interests shall apply as if they were expressly set out as part of these Standing Orders.

15.2 If a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and on or before such consideration and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if he has declared a pecuniary interest or other relevant and material interest, he shall not take part in the consideration or discussion of the matter. For the purpose of these Council of Governors' Standing Orders "relevant and material" interests shall have the same meaning as stated in Annex 8 of the Constitution:

15.3 Any travelling or other expenses or allowances payable to a Governor in accordance with the Constitution or these Standing Orders shall not be treated as a pecuniary or relevant and material interest.

Fit and proper persons test

15.4 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 an executive director or equivalent, a non-executive director or a governor of the trust under given circumstances known as the "fit and proper person test".

15.5 In accordance with its fit and proper person requirements policy, the Trust requires Governors to declare on appointment and thereafter annually that they remain a fit and proper person to be appointed as a Governor.

15.6 If Governors have any doubt about the regulations or declarations, this should be discussed with the Secretary or Chair.

15.7 The consequences of false, inaccurate, or incomplete information by individuals subject to the Regulations may be their removal from office, pending the outcome of an investigation.

16. REGISTER OF INTERESTS

16.1 The Secretary shall record any declarations of interest made in a Register of Interests kept by him in accordance with the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

16.2 The Register will be available for inspection by members of the public free of charge at all reasonable times. A person who requests it is to be provided with a copy or

extract from the register. If the person requesting a copy or extract is not a member of the Trust then a charge may be made for doing so.

17. STANDARDS OF BUSINESS CONDUCT

17.1 In relation to their conduct as a Governor of the Trust, each Governor must comply with the codes of conduct or requirements set out in these Council of Governors' Standing Orders, the Licence and Constitution for the time being and otherwise as implemented by the Foundation Trust plus, in general terms the principles outlined in relation to standards of business conduct for NHS staff as may apply from time to time. In particular, the Foundation Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.

17.2 A Governor shall not solicit for any person any appointment in the Foundation Trust.

18. REMUNERATION

18.1 Governors are not to receive remuneration but may receive reimbursement of expenses.

19. PAYMENT OF EXPENSES TO GOVERNORS

19.1 The Foundation Trust may pay travelling and other expenses to Governors for attendance at general meetings of the Governors, or any other business authorised by the Secretary as being under the auspices of the Council of Governors.

19.2 Mileage claims will be reimbursed at the prevalent Inland Revenue Allowable Mileage Rate. Car parking and standard public transport fares will be reimbursed at the cost incurred subject to Trust policies.

19.3 Any other expenses relating to business may be reimbursed but will require the prior authorisation of the Secretary.

19.4 Expenses will be authorised and reimbursed through the Secretary's office at such rates as the Foundation Trust decides on receipt of a completed and signed expenses form provided by the Secretary.

19.5 A summary of expenses paid to Governors shall be published in the Annual Report.

20. RESOLUTION OF DISPUTES

Resolution of disputes between the Board of Directors and the Council of Governors

Subject to any provision in that regard in the Constitution, all disputes or conflicts between the Board of Directors and the Council of Governors shall be communicated,

managed and resolved in accordance with the Constitution or in the absence of any provision in that regard in the Constitution, then in accordance with any written protocols that may be agreed by the Board of Directors and the Council of Governors.

21. MISCELLANEOUS

Review of Standing Orders

21.1 These Standing Orders shall be reviewed regularly and at least every 3 years, by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

Confidentiality

21.2 A Governor shall not disclose any matter or business of the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

Conflict of Terms

21.3 For the avoidance of doubt in the event of any conflict between the terms or with regard to the interpretation of these Council of Governors' Standing Orders and the terms of the Foundation Trust's Licence or the Foundation Trust's Constitution the terms and interpretation of the Foundation Trust Licence and the Constitution shall prevail at all times.

Contact details for governors

21.4 It shall be the responsibility of each Governor to ensure that the Secretary has accurate and up to date details of his or her full address, email address, telephone and if appropriate mobile telephone numbers. Notices or other communications sent to such addresses or numbers pursuant to these Council of Governors' Standing Orders shall be deemed to have been validly given.

Timely consideration of matters

21.5 The Council of Governors shall always give due and proper and timely consideration to matters referred to the Council of Governors by the Trust or the Board of Directors whether regarding the business or forward planning of the Trust or otherwise.

Collective and individual responsibility of the governors

21.6 In conducting the business and affairs of the Council of Governors the Governors for the time being both individually and collectively undertake to observe these and all future Council of Governors' Standing Orders, the Authorisation and the Trust Constitution for the time being effective.

Report to: Council of Governors
Meeting date: 20 October 2016
Reference no: 61-16
Report from: Clare Pirie, Head of Corporate Affairs
Report author: Hilary Saunders, Deputy Company Secretary
Report date: 11 October 2016

Council of Governors Code of Conduct

1. Purpose

- 1.1. The purpose of this report is to refresh the existing code of conduct which provides clear guidance on the standards of conduct and behaviour expected of all governors. The Code, in conjunction with the Standards of Business Conduct policy, the Trust's Constitution and the Council of Governor Standing Orders form part of the framework designed to promote the highest possible standards of conduct and behaviour within the Trust. The code applies at all times when governors are carrying out the business of the Trust or representing the Trust.

2. Background

- 2.1. A version of this code was last approved by Council in 2015.
- 2.2. The latest version has been updated in line with revised guidance published by NHS Providers (The Foundations of Good Governance: A compendium of Good Practice 2015)
- 2.3. This version also reflects the Trust's current strategic objectives and the Fit and Proper Person Test requirements.

3. Recommendations and next steps

- 3.1. The Council of Governors is asked to **APPROVE** the revised Code of Conduct.
- 3.2. Subject to approval the Code of Conduct will be recommended for adoption with immediate effect.

COUNCIL OF GOVERNORS

CODE OF CONDUCT

1. Purpose

- 1.1. The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all governors.
- 1.2. The code, with the code of conduct for directors and employees and the NHS constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the Trust.
- 1.3. The code applies at all times when governors are carrying out the business of the Trust or representing the Trust.
- 1.4. Public service values must be at the heart of the Trust's operations. High standards of corporate and personal conduct, based on recognition that patients come first, are central.

2. Principles of public life

- 2.1. The principles underpinning this code of conduct are drawn from the 'Seven Principles of Public Life' are as follows:

2.1.1. **Selflessness**

Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.

2.1.2. **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

2.1.3. **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

2.1.4. **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

2.1.5. **Openness**

Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

2.1.6.Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

2.1.7.Leadership

Holders of public office should promote and support these principles by leadership and example.

3. Corporate vision and values

3.1. When conducting business on behalf of the Trust, governors will take account of the Trust's vision as set out through the following statements.

3.1.1.Purpose: *We provide specialist reconstructive surgery and expert rehabilitation services for the South of England, together with healthcare services for our local population.*

3.1.2.Mission: *We aim to be a national and international reference centre for reconstructive surgery, therapy, and rehabilitation services, and to be recognised locally for the high quality of our local healthcare services.*

3.1.3.Vision: *Through a fully resourced and expert team of leading clinical specialists, we will be a centre of excellence for our specialist reconstructive and rehabilitation services, which we will offer through a network of facilities across the South of England, centred on East Grinstead. We will continue to provide and extend direct access to the healthcare services we offer to our local population.*

3.2. Governors will familiarise themselves with and take account of the key strategic objectives (KSOs) for the Trust, which are to deliver excellence in the following areas:

3.2.1. Outstanding patient experience

We will put the patient at the heart of safe, compassionate, competent care provided by well-led teams in an environment that meets the needs of patients and their families,

3.2.2. World class clinical services

We provide a portfolio of world-class services that are evidenced by clinical and patient outcomes and underpinned by our reputation for high quality education and training and innovative research and development.

3.2.3. Operational excellence

We provide streamlined services that ensure our patients are offered choice and are treated in a timely manner.

3.2.4. Financial sustainability

We maximise existing resources to offer cost-effective and efficient care whilst looking for opportunities to grow and develop our services.

3.2.5. Organisational excellence

We seem to maintain and develop a strong professional and caring culture through clear standards, high expectations and exemplary leadership.

- 3.3. Governors should undertake to understand and reflect the culture of the organisation by adhering to the values adopted for Trust staff, directors, volunteers and governors; 'humanity', 'continuous improvement of care' and 'pride', all of which are underpinned by 'quality'.

4. Directors' duties and liabilities and the Council of Governors

- 4.1. The role of the Council of Governors is to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors and represent the interests of the Trust as a whole and the interests of the public.
- 4.2. The role is set out in detail in the constitution, standing orders, the NHS Foundation Trust Code of Governance and is further addressed in Monitor's guide for NHS foundation trust governors.
- 4.3. In carrying out its work the Council of Governors needs to take account of and respect the statutory duties and liabilities of the Board of Directors.

5. Confidentiality

- 5.1. Governors must comply with the Trusts' confidentiality policies and procedures. Governors must not disclose any confidential information, except in specified lawful circumstances, and must not seek to prevent a person from gaining access to information to which they are legally entitled.
- 5.2. Nothing said in this code precludes governors from making a protected disclosure within the meaning of the Public Disclosure Act 1998. The Head of Corporate Affairs should be consulted for guidance.

6. Fit and proper person Test

- 6.1. It is a condition of the Trust's licence that each governor serving on the Council of Governors is a 'fit and proper person'. A person may not continue as a member of the Council if they are:
- 6.1.1. A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged,
 - 6.1.2. A person who has made a composition or arrangements with, or granted a trust deed for, his creditors and has not been discharged in respect of it,
 - 6.1.3. A person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her,
 - 6.1.4. Subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986,

Governors must certify on appointment, and each year, that they are/remain a fit and proper person, if circumstances change so that a governor can no longer be regarded as a fit and proper person or if it comes to light that a governor is not a fit and proper person they are suspended from being a governor with immediate effect pending confirmation and any appeal. Where it is confirmed that a governor is no longer a fit and proper person their membership of the Council of Governors is terminated in accordance with the constitution.

7. Register of interests

- 7.1. Governors are required to register all relevant interests on the Trust's register of interests in accordance with the constitution.
- 7.2. A pro-forma must be completed annually and returned to the company secretary.
- 7.3. It is the responsibility of each governor to update the register entry if their interests change.

8. Conflicts of interest

- 8.1. Governors have a responsibility to avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Trust.
- 8.2. Governors must not accept a benefit from or offer a benefit to a third party by reason of being a governor or for doing (or not doing) anything in that capacity.
- 8.3. Governors must declare the nature and extent of any interest at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or

incomplete, a further declaration must be made. It is then for the chair to advise whether it is necessary for the governor to refrain from participating in the discussion of the item or withdraw from the meeting. Failure to comply is likely to constitute a breach of this code.

9. Meetings

- 9.1. Governors have a responsibility to attend Council of Governor meetings. When this is not possible apologies should be submitted to the Trust's company secretary in advance of the meeting.
- 9.2. Persistent absence from Council of Governors' meetings without good reason may be grounds for removal from the Council of Governors.

10. Personal conduct

- 10.1. Governors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Trust into disrepute.
- 10.2. Specifically governors must treat others with respect; not breach the equality enactments and not bully any person.
- 10.3. Governors must not seek to use their position improperly to confer disadvantage on any person and must comply with the Trust's rules on the use of its resources.
- 10.4. Finally, governors must have regard to advice provided by the Chair and company secretary pursuant to their statutory duties.

11. Training and development

- 11.1. Queen Victoria Hospital NHS Foundation Trust is committed to providing appropriate training and development opportunities for governors to enable them to carry out their role effectively.
- 11.2. Governors are expected to undertake to participate in training and development opportunities that have been identified as appropriate for them.

12. Undertaking and compliance

- 12.1. Governors are required to give an undertaking that they will comply with the provisions of this code.
- 12.2. Failure to comply with the code may result in disciplinary action in accordance with agreed procedure.

13. Review and revision of the code

- 13.1. Led by the company secretary, this code will be subject to periodical review by the Council of Governors.
- 13.2. Final approval of the code and any amendments or revisions will be the responsibility of the full Council of Governors.

*SOURCE: NHS Providers: The Foundations of Good Governance: a compendium of good practice
(revised 2015)*

Report to: Council of Governors
Meeting date: 20 October 2016
Reference no: 62-16
Report from: Clare Pirie, Head of Corporate Affairs
Report author: Hilary Saunders, Deputy Company Secretary
Report date: 11 October 2016

Standards of Business Conduct and Behaviour Policy

1. Purpose

- 1.1. The purpose of this report is to provide governors with details of the Trust's Standards of Business Conduct and Behaviour policy.

2. Background

- 2.1. An overview of the policy was included in the July edition of Governor Monthly Update, shortly after its formal ratification.

3. Key points

- 3.1. This policy applies to all governors and it is important for each individual to ensure that he/she is on the right side of the law and cognisant of NHS guidance and QVH rules. In particular you are asked to note that:
- 3.1.1. It is good practice to formally declare the offer of any gift in relation to your role at QVH. You should not accept any gift which might have a value of over £50 and you must formally declare the offer of any high value gift on the Trust's gift register.
 - 3.1.2. Gifts from a pharmaceutical company should be declared if worth over £6.
 - 3.1.3. Governors should only accept hospitality, for example working lunches/dinners, if it is at the level which might be provided by the NHS.
 - 3.1.4. Governors should avoid situations where they are personally entertained by those who are seeking or may seek something from the NHS.
 - 3.1.5. Commercial sponsorship, including funding the costs of meetings, equipment, training, research, must be approved by the relevant Director and/or Director of Finance.
 - 3.1.6. Governors should think very carefully about receiving a high value gift or favour (such as the loan of a holiday home) from anybody associated with the Trust. Always formally declare the situation if you sit on a panel for promotion, appointment, pay review, awards etc.
 - 3.1.7. In all of this we should be polite to colleagues, suppliers and patients, but it is essential that you avoid any situation where you could be accused or suspected of acting improperly.
- 3.2. The policy, in conjunction with the Governors Code of Conduct, the Trust's Constitution and the Council of Governor Standing Orders form part of the framework designed to promote the

Queen Victoria Hospital NHS Foundation Trust
Meeting of the Council of Governors: 20 October 2016
Standards of Business Conduct

highest possible standards of conduct and behaviour within the Trust. The code applies at all times when governors are carrying out the business of the Trust or representing the Trust.

4. Recommendations and next steps

- 4.1. The Council of Governors is asked to **NOTE** the Standards of Business Conduct policy

STANDARDS OF BUSINESS CONDUCT AND BEHAVIOUR POLICY

CLASSIFICATION	Corporate
TRUST POLICY NUMBER	TBC
APPROVING COMMITTEE	Finance & Performance Committee
RATIFYING COMMITTEE	Finance & Performance Committee
DATE RATIFIED	21 July 2016
DATE FOR REVIEW	21 July 2019
DISTRIBUTION	All staff
RELATED POLICIES	See below
DIRECTOR LEAD	Chief Executive
AUTHOR	Head of Corporate Affairs
EQUALITY and HUMAN RIGHTS IMPACT ANALYSIS	QVH 21 2014
CONSULTATION	JCNC
THIS DOCUMENT REPLACES	CP.2013.2

RELATED POLICIES, CODES AND GUIDANCE
Standing Orders, Standing Financial Instructions and the Scheme of Delegation
The Code of Conduct for NHS Managers
Whistleblowing Policy
Counter-Fraud Policy
Professional Codes of Conduct
"Commercial Sponsorship – Ethical Standards for the NHS" (DoH Guidance)
Association of British Pharmaceutical Industries (ABPI) Code of Practice
Chartered Institute of Purchasing and Supply Ethical Code
Terms and Conditions – Consultants (England) 2003
Code of Conduct for Private Practice – Guidance for NHS Medical Staff
The Fraud Act 2007
The Data Protection Act and Caldicott Guardian Principles
Information Governance Policy and principles

Confidentiality Undertaking for Commercial Consultants
Medicines Management Policy for the Promotion of Medicines
The Bribery Act 2010
Trust Disciplinary Policy and procedures

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GENERAL STATEMENT OF POLICY

To comply with the Trust's Standards of Business Conduct and Behaviour Policy, employees should maintain high standards of conduct at all times. All employees and any others carrying out any of the Trust's business in any other capacity other than that of employee are expected to ensure that public confidence in their integrity is not harmed in any way.

This policy reinforces a range of national guidance relating to the conduct of business within the Trust and underpins the Trust's Constitution, Standing Orders and Standing Financial Instructions. It consolidates existing laws, regulations, conditions of service and guidance from a variety of sources. The policy applies to all Trust employees, including Executive Directors, all Non-Executive Directors, Governors and, all those who undertake work, for the benefit of the Trust, on a contract for services basis or under any other arrangement. It supersedes any previous agreement that any individual or corporate body may be working to in relation to private patients. Any new arrangements which may be inconsistent with this policy must be discussed and agreed with the Chief Executive before they are acted upon.

1 PURPOSE

- 1.1 The purpose of this policy is to assist all employees, Non-Executive Directors and those who undertake work for the Trust on a contract for services or any other basis within the Trust, to understand their responsibilities in relation to standards of business conduct and behaviour that apply within the Trust. Above all, it is emphasised that this policy is for the protection of the Trust, its staff and all those acting in connection with the business of the Trust against accusations or suspicion.

2 SCOPE

- 2.1 The policy reproduces points of principle which have applied in the NHS for many years, but it also deals with challenges that now face NHS Trusts in the more commercially oriented environment in which they operate. It explains obligations resulting from particular legal, operational and service requirements which apply to all employees and those who work on behalf of the Trust in various capacities. It explains how staff and all those to whom the policy applies are expected to deal with any conflicts of interest, confidential matters, gifts, offers of hospitality and sponsorship and the relationship between NHS work, private practice and fee paying services.
- 2.2 Employees must follow these requirements and it is important that employees understand that any deliberate breach will be viewed as a serious disciplinary matter, which could lead to dismissal and prosecution for a criminal offence.
- 2.3 The contents are limited to deal with specific issues. However, other acts of misconduct not covered within this policy will be appropriately dealt with through disciplinary procedures.
- 2.4 For the avoidance of doubt, any part of this policy which is expressed to apply to Trust staff/employees shall, in so far as it is appropriate to do so, be deemed to apply to all other persons or parties (beyond the Trust's staff/employees) to whom the application of this policy is extended. In those circumstances, the policy shall be interpreted with sufficient flexibility in order to achieve its stated purpose.
- 2.5 In addition, this policy shall be deemed to include the Trust's Code of Behaviour as there is significant evidence¹ to support the theory that behaviours are critical to NHS organisations achieving and sustaining high quality care and sound financial

¹ Bevington, Sanders, Bird, Dixon & Buggins 2005

management.

- 2.6 The Medicines Management Policy for the Promotion of Medicines must be read in conjunction with this policy.

3 STANDARDS

- 3.1 The NHS is proud of its high standards of business conduct and is concerned that they should be maintained. The Trust's employees and all those persons to whom this policy applies have an important part to play in ensuring that those high standards are maintained.
- 3.2 Staff and all other persons to whom this policy applies are expected to give the highest possible level of service to the public. Where it is part of an employee's or such other persons' duties to provide advice to the Trust's employees and Board Members, Board of Directors and/or Council of Governors they will do so with impartiality. It is expected that, through agreed procedures and, without fear of recrimination, employees will bring to the attention of their line manager, any impropriety or breach of procedure in line with the Raising Concerns (Whistleblowing) Policy.
- 3.3 If, for any reason, it is not felt appropriate for a member of staff to express their concern to their line manager, the member of staff should be able to inform either the Head of Corporate Affairs, the Director of Finance, Internal Auditors or the Director of Human Resources and Organisational Development. The Local Counter Fraud Officer (LCFO) is also available for staff to express any concerns they may have in confidence. All expressions of concern will be treated confidentially and staff will not be penalised in any way in line with the Raising Concerns (Whistleblowing) Policy.

4 CODE OF BEHAVIOUR

- 4.1 Good integrated governance has been defined as "the systems, processes and behaviours by which trusts lead, direct and control their functions in order to achieve organisational objectives, safety and quality of service and which they relate to patients and carers, the wider community and partner organisations".² Behaviour is important not only for patients and the wider community but also in relation to our colleagues. As stated earlier, there is also evidence that behaviours are critical to a NHS Trust's ability to achieve and sustain the delivery of high quality care and sound financial management.
- 4.2 With this in mind, and for the avoidance of all doubt about the Trust's expectations concerning standards of business conduct and behaviour under this policy, there is attached, at Appendix 1, a Code of Behaviour which complements the Vision and Core Values of the Trust.

5 DISCLOSURE OF INFORMATION AND CONFIDENTIALITY

- 5.1 Statutory requirements ensure that certain types of information be made available to members of the Board of Directors and Council of Governors, auditors, NHS departments, service users and the public. In addition, the Trust also has guidance on relations with the public and the media, which includes guidance on information which can be regarded as open. Staff and all those persons to whom this policy applies must ensure that they are aware of this guidance and they must act

² The Integrated Governance Handbook

accordingly. If staff are in any doubt, they must consult their immediate supervisor. No confidential information should be released to anyone without proper authorisation. If in doubt, staff should seek advice from the Caldicott Guardian and/or the lead for Information Governance.

- 5.2 External consultants (individuals or corporate bodies) will be required to sign the Trust's 'Confidentiality Undertaking for Commercial Consultants' document.
- 5.3 Committee papers will be regarded as confidential unless there is a statutory or other compelling public interest for them not to be treated as such. The contents of confidential papers must not be released without the consent of the Chief Executive or their nominated deputy.
- 5.4 Staff and all those persons to whom this policy applies who obtain any information in the course of employment or other service to the Trust, must not use such information for personal gain or benefit, nor should they pass on such information to others who might use it in such a way. In addition, official positions previously or currently held by any person must not be abused to obtain preferential rates for private deals.
- 5.5 Where information is covered by any statutory provisions, such as the Freedom of Information Act or the Data Protection Act, these must also be adhered to and the Trust's policies in that regard must be adhered to.
- 5.6 Disclosure & Barring Service (DBS) checks will be undertaken on all appropriate staff, as defined within DBS and NHS guidance. With agreement from staff side groups, retrospective checks may also be undertaken, but only if the member of staff falls within the criteria indicated by NHS guidance.

6 DECLARATIONS/CONFLICT OF INTERESTS INCLUDING PERSONAL BUSINESS INTERESTS

- 6.1 Whilst the off-duty hours of employees or other persons covered by this policy are their own concern, all employees and others covered by this policy should ensure that their private interests do not come before their job or duty to the Trust and they should not put themselves in a position where their private interests conflict with their job duty to the Trust.
- 6.2 Employees and all other persons covered by this policy must declare, to the Head of Corporate Affairs, any interest that they, their immediate family, partner or close associate may have in a contract, or other similar matter under consideration by the Trust. Such declarations must be made as soon as this interest is known and at any meeting where this association may compromise the outcome.
- 6.3 If a member of staff is involved in the tendering process and is dealing with contractors, they must be clear on the separation of client and contractor roles. Managers who have both a client and contractor responsibility must be aware of the need for accountability and openness that is expected of them in those circumstances, bearing in mind the need for them to avoid, as much as possible, placing themselves in situations where their duty to the Trust is reasonably likely to come into conflict with their personal interests.
- 6.4 Those privy to confidential information on tenders or costs, for either internal or external contractors, must not disclose that information to any unauthorised party or organisation.
- 6.5 Similarly, employees or any other persons covered by this policy must also declare, to the Head of Corporate Affairs, any shareholding that they, or their immediate family,

partner or close associate may have in a company in the pharmaceutical or medical devices sector as soon as it is known and at any meeting where this association may compromise the outcome of such meeting or their duty to the Trust. Employees and all other persons covered by this policy should also declare any shareholding in a company that may provide other products or services to the Trust no matter how few shares or how small an interest they may have in that company.

- 6.6 Members of staff (including all Executive and Non-Executive Directors and Governors) must declare an interest if there is an item on the agenda of a meeting within the Trust where there is potential for either a pecuniary or non-pecuniary advantage to that staff member, Executive Director, Non-Executive Director or Governor. At the discretion of the Chairman of the meeting the member of staff, Executive Director, Non-Executive Director or Governor (as the case may be) may be required to leave the room during discussion of that item and have no input into the decision making process around that issue.
- 6.7 All staff who are in contact with suppliers and contractors including external consultants and in particular those who are budget holders or who are authorised to sign purchase orders or place contracts for goods, materials or services, will be specifically requested by the Trust to declare that they have no conflicts of interest on a yearly basis.

7 ADDITIONAL EMPLOYMENT OR PRIVATE PRACTICE, OUTSIDE THE TRUST

- 7.1 It is essential that all staff notify their manager if they work elsewhere or take up further work whilst an employee of the Trust. The Trust will be responsible for judging whether there may be a potential conflict of interest or whether it may be detrimental to their NHS work because of excessive working hours (the European Working Time Directive refers).
- 7.2 If staff do undertake additional employment or private practice, they must not use the Trust's facilities, time, accommodation, premises, vehicles, equipment and consumables in connection with this work. Nor must they order goods and services through the Trust's procurement processes. The use of the telephone for private use will only be permitted in very exceptional circumstances and in accordance with Trust procedures and provided that such use is disclosed and paid for.
- 7.3 Regarding private practice, appropriate employees must apply the terms of the Consultant Contract 2003, concerning Doctors' engagement in private practice.
- 7.4 The Code of Conduct for Private Practice – Guidance for NHS Medical Staff highlights what is expected and an extract is attached at Appendix 2.
- 7.5 For the avoidance of doubt, attached at Appendix 3 is a longer extract from the Terms and Conditions – Consultants (England) 2003.

8 OTHER EMPLOYEE MATTERS INCLUDING APPOINTMENTS

- 8.1 Appointments to any position of service to the Trust may only be made on the basis of merit. It would be unlawful for appointments based on anything other than the ability of the candidate to undertake the duties of the post to be made. In order to avoid any possible accusation of bias, persons who are related to, or have a close personal relationship with an applicant should have no involvement in the appointments process. Similarly, they must not canvass on behalf of the applicant.
- 8.2 All employees and persons to whom this policy applies must ensure that NHS resources are protected from fraud and corruption and that any incident of this kind is

reported to the NHS Counter Fraud Services (Code of Conduct for NHS Managers).

9 CORRUPTION

- 9.1 Under the Bribery Act 2010, it is a serious offence for staff, or anyone to whom this policy applies, to receive, give, offer, or promise any financial (or other) advantage as a reward for:
- i. improperly performing (or with a view to inducing the improper performance of) a function or activity;
 - ii. or, where it is believed that the acceptance of such an advantage would, itself, constitute the improper performance of a relevant function or activity.
- 9.2 Prosecutions under the Bribery Act 2010 may be brought against individual members of staff and/or against the Trust as a whole.

10 GIFTS (also see section 4.1 of the Medicines Management Policy)

- 10.1 Staff should ensure that they do not place themselves in a position where they become or appear to be involved in any situation where their personal interest would conflict or come into conflict with their duties to the Trust. They must not, either directly or indirectly, accept a gift, reward or benefit from any member of the public or any organisation with whom they are brought into contact by reason of their duties other than:
- i) Gifts worth less than £50 from, e.g. grateful patients or relatives, subject to the provisions of paragraph 10.2 below
 - ii) Gifts with an estimated value of £6 or less if from a pharmaceutical company – see the Medicines Management Policy which refers to the Association of British Pharmaceutical Industry's Code of Practice
 - iii) Gifts of a promotional nature, e.g. calendars, diaries and other similar articles which do not imply an obligation and
 - iv) Gifts of a value in line with above limits on the conclusion of any courtesy visit to a factory or firm of a sort normally given by that firm.

Any other gifts offered or delivered should be returned with a polite and courteous explanation for the refusal to accept them.

10.2 Registration of the offer and / or acceptance of gifts

- i. **Gifts with an estimated value of £25 or less**
Where a staff member accepts a small token of gratitude from patients or their families which are estimated to have cost the donor/have a value of no more than £25, it is not mandatory to formally declare the receipt of the gift on the Trust's gift register but this is encouraged.
- ii. **Gifts with an estimated value of between £25 and £50**
However, if the token of gratitude / gift from patients and /or their families which is estimated to have cost the donor/have a value of between £25 and £50, receipt of the gift must be formally declared on the Trust's gift register. This should be done in writing to the Head of Corporate Affairs within two weeks of accepting the gift.
- iii. **Gifts with an estimated value of £50 or more**
Any gift estimated to have cost the donor/have a value of more than £50 should

be politely declined and returned. It is mandatory to declare formally the offer of a high value gift on the Trust's Gift Register. This should be done in writing to the Head of Corporate Affairs within two weeks of receipt of the offer.

- 10.3 If several small gifts worth a total of £100 or more are received from the same (or closely related) source over a 12 month period, a record of such items should be kept, and the items entered into the Hospitality, Gifts and Sponsorship Registers kept by the Head of Corporate Affairs.
- 10.4 Staff must refuse any gift, favour or hospitality that might be interpreted now or in the future as an attempt to obtain preferential consideration.
- 10.5 It is wise to err on the side of caution. A gift, which is clearly expensive, should raise a question, even if it otherwise falls within one of the categories mentioned above. If in doubt, seek the advice of the Head of Corporate Affairs but in any case, staff cannot "over declare" concerns they may have. The guiding principle should be "when in doubt, opt out".
- 10.6 Staff should bear in mind that there are some key situations in which they can have significant influence over the remuneration, advancement or preferment of their colleagues. For example, they may sit on an internal appointment or promotion panel, or they may make recommendations for the allocation of Clinical Excellence Awards. In such circumstances, staff should think very carefully about giving or receiving gifts or favours (a favour might be the loan of a holiday home or some other preferential arrangement). For the protection of all concerned, staff should avoid placing themselves under undue suspicion of conflicted interest when in a position to make decisions that materially affect a colleague by declaring to the Head of Corporate Affairs or to the appropriate senior manager any significant gift, favour, or obligation. For avoidance of doubt, the guidance in paragraph 10.2 and 10.5 should be followed regarding value of gifts and declarations.
- 10.7 The best safeguard against impropriety or suspicion of impropriety is complete openness.

11 HOSPITALITY (also see section 4.2 of the Medicines Management Policy)

- 11.1 Staff should ensure that when they accept hospitality during the course of business, it should be justified and appropriate and one which an NHS employer might reasonably provide to employees.
- 11.2 The criteria which determines whether they should accept hospitality from firms or other organisations include:
 - i) Whether the invitation comes from a firm likely to benefit from the goodwill of the Trust or from a charity or organisation which does not have the same kind of vested interest in the outcome
 - ii) Whether the firm is seeking a contract or one has already been awarded
 - iii) Whether the visit is genuinely instructive or constitutes more of a social function
 - iv) The scale and location of the hospitality, and whether it falls within working hours
 - v) The frequency of the hospitality
 - vi) Whether it is directed just at one member of staff or a group

- 11.3 Generally, working lunches/dinners will fall within this guidance but there may be occasions when the hospitality offered appears generous or exclusive. The level of hospitality must be appropriate and not out of proportion to the occasion and the costs involved must not exceed that level which the recipients would normally adopt when paying for themselves or that which could be reciprocated by the NHS. It should not extend beyond those whose role makes it appropriate for them to attend the meeting.
- 11.4 All hospitality accepted should be properly authorised by the line manager and recorded in writing via the Head of Corporate Affairs.
- 11.5 Similarly offers of hospitality refused should be recorded. The offers should be courteously but firmly refused and the firm notified of the Trust's procedures and standards.
- 11.6 As a general rule, staff should avoid situations where they are personally entertained by those who want or are likely to want something from them or the Trust.

12 SPONSORSHIP – GIVING AND RECEIVING

- 12.1 Where an outside organisation wishes to sponsor or is being asked to sponsor a Trust activity, the basic conventions concerning acceptance of gifts or hospitality apply. Particular care must be taken when dealing with suppliers or contractors or potential suppliers or contractors.
- 12.2 Where the Trust wishes to sponsor an activity neither members of staff nor their partners, spouse or relative, must benefit from such sponsorship in a direct way without there being full disclosure to the Head of Corporate Affairs in advance of any such interest and appropriate advice sought. Similarly, where the Trust (through sponsorship grant aid, financial or other means), gives support in the community, staff must ensure that impartial advice is sought and that there is no conflict of interest involved.
- 12.3 As a general rule, sponsorship deals will be at a corporate rather than individual level and must be approved by the relevant Director before they are entered into. The relevant Director and/or Director of Finance will confirm where any sponsorship funding should be held.
- 12.4 Commercial sponsorship is defined as:
- “Funding from an external source, including funding of all or part of the costs of a member of staff, NHS research, training, pharmaceuticals, equipment, meeting rooms, costs associated with meetings, meals, gifts, hospitality, hotel and transport costs (including trips abroad), provision of free services (speakers), buildings or premises”*
- 12.5 Where such collaborative partnerships involve a pharmaceutical company then the proposed arrangements must comply fully with the Trust's Medicines Management Policy for the Promotion of Medicines.

13 TRAINING AND IMPLEMENTATION

- 13.1 Training on the policy will be delivered to all staff as part of corporate induction. The policy will be available on the trust's intranet site (Qnet)..

14 COMPLIANCE

- 14.1 Concerns about compliance with this policy should be brought to the attention of your line manager. In the event that it is not appropriate to raise the issue with a line manager, the matter should be referred to the Head of Corporate Affairs, the Chief Executive, the Trust Chair or the Chairman of the Audit Committee.

15 CONCLUSION

- 15.1 It is not possible to prepare a Standards of Business Conduct and Behaviour Policy that will enable staff to resolve every situation they may face. However this policy does establish broad principles which are essential if confidence in the integrity of the Trust and its employees is to be maintained.
- 15.2 Any breach of this policy will be viewed as a serious disciplinary matter which could render staff liable for dismissal and/or in some cases, prosecution.
- 15.3 If any member of staff has doubts or queries concerning standards of business conduct and behaviour, they are urged to seek clarification from either their line manager or the Head of Corporate Affairs.

16 EQUALITY

- 16.1 This policy and protocol will be equality impact analysed in accordance with the Trust's Policy for the Development and Management of Procedural Documents, the results of which are published on our public website and monitored by the Equality and Diversity team.

17 REVIEW

- 17.1 This policy will be reviewed in three years' time. An earlier review may be required in response to exceptional circumstances, organisational change or relevant changes in legislation or guidance.

QUEEN VICTORIA HOSPITAL NHS FOUNDATION TRUST

CODE OF BEHAVIOUR

- Mutual trust and respect; honesty
- Determination, tolerance and sensitivity:
 - o Rigorous and challenging questioning, tempered by respect
 - o Demanding and persistent rather than attacking, crushing or dismissive
- Tolerant of diverse points of view:
 - o Avoid giving offence – ready to apologise
 - o Avoid taking offence – stay open to discussion
- Group Support:
 - o Sensitive to colleagues' need for support when challenging or being challenged
 - o Group ensures no one becomes isolated in expressing their view. All ideas treated with respect
- Confidentiality:
 - o Candid not secret. No gossip, or gossip is shared and aired
- Meetings specific
 - o Commitment to: attending, reading briefings, arriving on time and participating wholeheartedly. Iron out strong differences beforehand
 - o Making the most of time
 - o Support the chair, colleagues and guests in making best use of time to maximise scope and variety of viewpoints heard
 - o Time is well used and individual points are relevant and short
 - o Allow time for review of performance of each session; did we use our resources well; who else should have been here?

March 2007 updated 2014

SOURCE – BASED ON:

Common Purpose 2002

The Integrated Governance Handbook – February 2006 Department of Health

Extract from

**CODE OF CONDUCT FOR PRIVATE PRACTICE –
GUIDANCE FOR NHS MEDICAL STAFF**

- 4.1 Medical practitioners may only see patients privately within NHS facilities with the explicit agreement of the responsible NHS body. It is for NHS bodies to decide which, if any, of their facilities, staff and equipment may be used in the provision of private patient services, and to what extent. It is also their responsibility to ensure that any such private patient services do not interfere with the organisation's obligations to NHS patients.
- 4.2 Medical practitioners who practice privately within NHS facilities must comply with the responsible NHS body's policies and procedures for private practice. The NHS body should consult with such doctors when adopting or reviewing such policies.

Use of NHS Facilities

- 4.3 NHS staff may not use NHS facilities for the provision of private services without the agreement of their NHS employer. This applies whether private services are carried out in their own time, in annual or unpaid leave, or – subject to the criteria in paragraph 3.16 – alongside NHS duties.
- 4.4 Where the employer has agreed that a medical practitioner may use NHS facilities for the provision of private services:
 - i) The employer will determine and make such charges for the use of its services, accommodation or facilities as it considers reasonable
 - ii) Any charge will be collected by the employer, either from the patient or a relevant third party
 - iii) A charge will take full account of any diagnostic procedures used, the cost of any laboratory staff that have been involved and the cost of any NHS equipment that might have been used.
- 4.5 Except in emergencies, practitioners should not initiate private patient services which involve the use of NHS staff or facilities unless an undertaking to pay for those facilities has been obtained from (or on behalf of) the patient, in accordance with the NHS body's procedures.
- 4.6 Subject to 3.14 above, private patients should normally be seen separately from scheduled NHS patients. Under no circumstances should a practitioner cancel an NHS patient's appointment to make way for a private patient.
- 4.7 Further guidance about the use of NHS resources and facilities and the costs that should be employed for the use of NHS resources can be found in the "green book".

Use of NHS Staff

- 4.8 If NHS staff are asked to assist a medical practitioner in providing private services, or to provide private services on behalf of a medical practitioner, it is the practitioner's responsibility to ensure that other staff are aware that the patient or service user, on whose behalf the service is being provided, has private status.

Identification of Private Patients

- 4.9 Medical practitioners practising privately within NHS facilities must comply with the NHS body's policies and procedures for private practice. This includes a personal obligation on any medical practitioner responsible for admitting a private patient (usually a consultant) to NHS facilities to ensure, in accordance with local procedures, that they identify that patient as private and that the responsible manager is aware of that patient's status.

Extract from

TERMS AND CONDITIONS – CONSULTANTS (ENGLAND) 2003**Schedule 9 Provisions Governing the Relationship Between NHS Work, Private Practice and Fee Paying Services**

- 1 This Schedule should be read in conjunction with the Code of Conduct for Private Practice which sets out standards of best practice governing the relationship between NHS work, private practice and fee paying services.
- 2 The consultant is responsible for ensuring that the provision of Private Professional Services or Fee Paying Services for other organisations does not:
 - Result in the detriment of NHS patients or services
 - Diminish the public resources that are available for the NHS

Disclosure of Information about Private Commitment

- 3 The consultant will inform his or her clinical manager of any regular commitments in respect of Private Professional Services or Fee Paying Services. This information will include the planned location, timing and broad type of work involved.
- 4 The consultant will disclose this information at least annually as part of the Job Plan Review. The consultant will provide information in advance about any significant changes to this information.

Scheduling of Work and Job Planning

- 5 Where there would otherwise be a conflict or potential conflict of interest, NHS commitments must take precedence over private work. Subject to paragraphs 10 and 11 below, the consultant is responsible for ensuring that private commitments do not conflict with Programmed Activities.
- 6 Regular private commitments must be noted in the Job Plan.
- 7 Circumstances may also arise in which a consultant needs to provide emergency treatment for private patients during time when he or she is scheduled to be undertaking Programmed Activities. The consultant will make alternative arrangements to provide cover if emergency work of this kind regularly impacts on the delivery of Programmed Activities.
- 8 The consultant should ensure that there are arrangements in place, such that there can be no significant risk of private commitments disrupting NHS commitments, e.g. by causing NHS activities to begin late or to be cancelled. In particular where a consultant is providing private services that are likely to result in the occurrence of emergency work, he or she should ensure that there is sufficient time before the scheduled start of Programmed Activities for such emergency work to be carried out.
- 9 Where the employing organisation has proposed a change to the scheduling of a consultant's NHS work, it will allow the consultant a reasonable period in line with Schedule 6, paragraph 2 to rearrange any private commitments. The employing organisation will take into account any abiding commitments that the consultant

may have entered into (e.g. leases). Should a consultant wish to reschedule private commitments to a time that would conflict with Programmed Activities, he or she should raise the matter with the clinical manager at the earliest opportunity.

Scheduling Private Commitments Whilst On-Call

- 10 The consultant will comply with the provisions in Schedule 8, paragraph 5 of these Terms and Conditions.
- 11 In addition, where a consultant is asked to provide emergency cover for a colleague at short notice and the consultant has previously arranged private commitments at the same time, the consultant should only agree to do so if those commitments would not prevent him or her returning to the relevant NHS site at short notice to attend an emergency. If the consultant is unable to provide cover at short notice it will be the employing organisation's responsibility to make alternative arrangements.

Use of NHS Facilities and Staff

- 12 Except with the employing organisation's prior agreement, a consultant may not use NHS facilities or NHS staff for the provision of Private Professional Services or Fee Paying Services for other organisations.
- 13 The employing organisation has discretion to allow the use of its facilities and will make it clear which facilities a consultant is permitted to use for private purposes and to what extent.
- 14 Should a consultant, with the employing organisation's permission, undertake Private Professional Services or Fee Paying Services in any of the employing organisation's facilities, the consultant should observe the relevant provisions in the Code of Conduct for Private Practice.
- 15 Where a patient pays privately for a procedure that takes place in the employing organisation's facilities, that procedure should take place at a time that does not impact on normal services for NHS patients. Except in emergencies, such procedures should occur only where the patient has given a signed undertaking to pay any charges (or an undertaking has been given on the patient's behalf) in accordance with the employing organisation's procedures.
- 16 Private patients should normally be seen separately from scheduled NHS patients. Only in unforeseen and clinically justified circumstances should a consultant cancel or delay an NHS patient's treatment to make way for his or her private patient.
- 17 Where the employing organisation agrees that NHS staff may assist a consultant in providing Private Professional Services, or provide private services on the consultant's behalf, it is the consultant's responsibility to ensure that these staff are aware that the patient has private status.
- 18 The consultant has an obligation to ensure, in accordance with the employing organisation's procedures, that any patient whom the consultant admits to the employing organisation's facilities is identified as private and that the responsible manager is aware of that patient's status.
- 19 The consultant will comply with the employing organisation's policies and procedures for private practice.

Patient Enquiries about Private Treatment

- 20 Where, in the course of his or her duties, a consultant is approached by a patient and asked about the provision of Private Professional Services, the consultant may provide only such standard advice as has been agreed with the employing organisation for such circumstances.
- 21 The consultant will not during the course of his or her Programmed Activities make arrangements to provide Private Professional Services, nor ask any other member of staff to make such arrangements on his or her behalf, unless the patient is to be treated as a private patient of the employing organisation.
- 22 In the course of his/her Programmed Activities, a consultant should not initiate discussions about providing Private Professional Services for NHS patients, nor should the consultant ask other staff to initiate such discussions on his or her behalf.
- 23 Where a NHS patient seeks information about the availability, or waiting times, for NHS services and/or Private Professional Services, the consultant is responsible for ensuring that any information he or she provides, or arranges for other staff to provide on his or her behalf is accurate and up-to-date.

Promoting Improve Patient Access to NHS Care

- 24 Subject to clinical considerations, the consultant is expected to contribute as fully as possible to reducing waiting times and improving access and choice for NHS patients. This should include ensuring that patients are given the opportunity to be treated by other NHS colleagues or by other providers where this will reduce their waiting time and facilitate the transfer of such patients.

Increasing NHS Capacity

- 25 The consultant will make all reasonable efforts to support initiatives to increase NHS capacity, including the appointment of additional medical staff and changes to ways of working.

Schedule 11 Principles Governing Receipt of Additional Fees

- 1 In the case of the following services, the consultant will not be paid an additional fee, or – if paid a fee – the consultant must remit the fee to the employing organisation:
 - Any work in relation to the consultant's Contractual and Consequential Services
 - Duties which are included in the consultant's Job Plan, including any additional Programmed Activities which have been agreed with the employing organisation
 - Fee paying work for other organisations carried out during the consultant's Programmed Activities, unless the work involves minimal disruption and the employing organisation agrees that the work can be done in NHS time without the employer collecting the fee
 - Domiciliary consultations carried out during the consultant's Programmed Activities
 - Lectures and teaching during the course of the consultant's clinical duties
 - Lectures and teaching that are not part of the consultant's clinical duties, but are undertaken during the consultant's Programmed Activities

This list is not exhaustive and as a general principle, work undertaken during Programmed Activities will not attract additional fees.

2 Services for which the consultant can retain any fee that is paid:

- Fee Paying Services carried out in the consultant's own time, or during annual or unpaid leave
- Fee Paying Services carried out during the consultant's Programmed Activities that involve minimal disruption to NHS work and which the employing organisation agrees can be done in NHS time without the employer collecting the fee
- Domiciliary consultations undertaken in the consultant's own time though it is expected that such consultations will normally be scheduled as part of Programmed Activities
- Private Professional Services undertaken in the employing organisation's facilities and with the employing organisation's agreement during the consultant's own time or during annual or unpaid leave
- Private professional Services undertaken in other facilities during the consultant's own time, or during annual or unpaid leave
- Lectures and teaching that are not part of the consultant's clinical duties and are undertaken in the consultant's own time or during annual or unpaid leave.

This list is not exhaustive but as a general principle the consultant is entitled to the fees for work done in his or her own time, or during annual or unpaid leave.

And only for a visit to the patient's home at the request of a general practitioner and normally in his or her company to advise on the diagnosis or treatment of a patient who on medical grounds cannot attend hospital.

Meeting date: 20 October 2016
Reference number: 63-16
Report from: Lester Porter, Non-Executive Director and Chair of Audit Committee
Authors: Hilary Saunders, Deputy Company Secretary, and
Jason McIntyre, Deputy Director of Finance
Report date: 10 October 2016
Appendices: NA

APPOINTMENT OF THE TRUST'S EXTERNAL AUDITOR

Purpose

1. The purpose of this report is to provide a recommendation from the Audit committee to the Council of Governors (COG) with respect to the appointment of the external auditors for the Trust for a three year reporting period commencing 2016/17.

Background

2. It is a legal requirement for every NHS trust to have an external auditor in place.
3. The main duties of that external auditor are set out by the Local Audit and Accountability Act (2014) which states that auditor must, by examination of the accounts or otherwise:
 - a) Be satisfied that the accounts present a true and fair view, and comply with any legislative requirements that apply to them;
 - b) That proper practices have been observed in the preparation of the accounts, and
 - c) That the trust has made proper arrangements for securing economy, efficiency and effectiveness in their use of resources.
4. NHS foundation trusts are independent from central government and have greater controls over decisions on the services they deliver. However, they remain part of the NHS and are accountable to their members and the public through the Council of Governors.
5. The external auditor plays an important role in this accountability structure, reporting to governors their independent opinion on the foundation trust's accounts and quality report. This is why the Council of Governors has a statutory responsibility for the appointment of the external auditor and they are supported in this task by the Audit Committee.
6. The end of the contract term for the Trust's existing auditors (KPMG) on 31 August 2016 triggered the new appointment process. At its meeting on 25 July, Council agreed for an extension of KPMG's current contract to ensure the Trust would have in place an external auditor until the procurement process for a new appointment was complete.
7. At the same meeting on 25 July, Council was also updated as to the process the Trust intended to follow for appointing a new auditor and the timetable by which it was anticipated an appointment would be made.

Procurement process

8. External audit services were procured via a mini competition using the East of England Framework. The framework agreement provides a compliant route to market to procure statutory audit services. There were eight suppliers of external audit services within the framework.
9. All suppliers were asked to submit a detailed tender response against the Trust's evaluation criteria which covered the following:-
 - Understanding of the requirement;
 - Approach to design and delivery of services;
 - Quality assurance and measurement of outcomes;
 - Commercial (Whole life costs and Value for Money)
10. Tenderers were also invited to present to the Trust so the panel could further understand the quality of their proposal and team. The tender response and the presentation formed the basis of the evaluation. The evaluation criterion was weighted 60% quality and 30% commercial.
11. Three of the eight suppliers submitted bids and presented them to the evaluation panel. The scoring of the bids is detailed in the table below.

Table 1 – Tender evaluation scoring

Tenderer	Quality score	Commercial Score	Total score
KPMG	52	40	92
PWC	44	34	78
Grant Thornton	47	39	86

12. The scores for quality were very close. All bidders evidenced the ability to complete services requirements from a technical perspective. The main areas of difference were in how the bidders would work with the Trust and the confidence the panel had in the audit team and continuity of staff.
13. KPMG submitted the lowest fixed price per annum over the initial three-year contract period. This was based on 107 audit days of which 10 were Partner grade. PWC included 93 audit days of which 6 were at Partner grade, whilst Grant Thornton proposed 104 audit days with 12 at Partner level. However, both PWC and Grant Thornton proposed significantly higher costs for additional days that may be required across the range of grades.
14. KPMG's scores represented the best value for money and highest rank for quality. As such, KPMG are the preferred bidder.

15. The Trust would like to award a three year contract to KPMG at an annual cost of £64,110 including VAT. The contract will be on standard NHS Conditions of Contract and will support an optional extension for a further period of two years. The anticipated contract commencement date will be 1st November 2016 with an expiry of the initial term in three years' time. There is also an option to extend for two further years to 31 October 2021.
16. The Governor Representative to the Audit committee was apprised of developments throughout the process by the Audit Chair.

Recommendation

The Council of Governors is requested to:

- **APPROVE** the appointment of KPMG as the Trust's external auditor; and
- **APPROVE** the terms of engagement for the appointment as described above.

Executive overview

Council of Governors 20 October 2016

Chief Executive and Executive Team



Patient experience

CQC

- Significant progress made on CQC Action Plan. Plan is to complete actions by end of December. Local CQC manager has reviewed progress on action plan to date.

Patient Experience

- 2015 national inpatient survey showed QVH as one of the top performers nationally and best in South of England.
- 2015 national cancer inpatient survey showed the trust being rated very highly. Areas where the trust scored less well related mainly to elements of service not provided at QVH.
- **Friends and Family Test**
- 98% of patient would recommend QVH in the September 2016 FFT survey (39% response rate); 94% of outpatients would recommend us (16% response rate); 96% of MIU patients would recommend us (26% response rate).
- Patients have been surveyed and a further improvement on the choice and quality of food was noted.

Quality Account

- Quality Account published, content and format has improved and external plaudits received.
- Q1 milestones achieved.



World class clinical services

Safety

- Human Factors training & National Safety Standards for Interventional Procedures
- Greater provision of out of hours consultant medical cover
- Multidisciplinary education and simulation programmes to improve outcomes through effective team working
- Continued development of electronic patient records

Clinical Effectiveness

- CQC action plan continues to be refined, particularly around sustainability of ITU
- Continue to develop clinical governance procedures and pathways
- Programme of assessment against NICE guidelines.
- Greater contributions to national audit programmes, allowing benchmarking of QVH outcomes.
- Develop greater research ties with local and regional networks.

Performance

- Ensure effective use of our consultant workforce by team job planning, using new IT provision
- Work to introduce new junior doctor contract for April 2017.



Operational Excellence

Year to Date 18 week RTT Performance

- The STP trajectory for QVH is 92.01% each month, for Q2 there is a 1% variance – therefore to meet the trajectory we need to achieve a minimum of 91.01%;
- In Q3 there is a 0.5% Tolerance;
- Currently for Q2 (July, August) we are reporting 90.83% - September is still being validated at the time of writing;
- Currently, YTD, we are at 91.56% (April – August)

Year to date cancer performance

Below is the Trusts performance for July 2016. August is currently being validated. National cancer reporting is always a month behind.

Month	Target	Standard	Total	Breaches	Performance
July	2WW GP referral to first seen (urg. susp. cancer)	93%	203	9	95.6%
July	62 day GP referral to first treatment	85%	26	2.5	90.4%
July	62 day Consultant upgrade to first treatment	85% (local)	2	0	100%
July	31 day Decision to first treatment	96%	56	1	98.2%
July	31 day Decision to subsq treatment (surgery)	94%	35	4	88.6%



Financial sustainability – M5 YTD position

Financial Performance	2016-17	Year to Date 2016-17		
Income and Expenditure	Annual Plan £k	Actual £k	Budget £k	Variance (Favourable/ (Adverse))
Patient Activity Income	63,082	25,873	26,327	(454)
Other Income	4,407	2,311	2,112	199
Pay	(42,565)	(17,778)	(17,746)	(31)
Non Pay	(18,721)	(8,167)	(8,017)	(150)
<i>Operational EBITDA</i>	6,202	2,239	2,676	(437)
Financing	(4,275)	(1,777)	(1,781)	4
Total Surplus / (Deficit)	1,927	462	895	(433)
Adjustment - donated Depn.	(288)	(120)	(120)	-
NHSI Contol total	2,215	582	1,015	(433)

- Underlying performance** – income – volume & casemix & sustainability and transformation funding ; non-pay – EME; pay – M5 deterioration against trend
- Cost Improvement and Productivity Programme (CIPP)** – 100% achievement
- Capital** – 20% behind plan. Business cases for backlog maintenance now approved and procurement exercises underway.
- Of note** – Single Oversight Framework finalised and applicable from 01/10/2016; new planning guidance issued – number of significant changes – timetable, multi-year, new tariff, control totals

Organisational Excellence

Junior doctors contract

- The first of our trainee doctors go on to the new contract now February 2017
- Assessing the cost of implementation and revising junior doctors rosters
- Providing support and training for Clinical and Education supervisors
- New Director of Medical Education appointed

Business Planning

- The annual cycle of business planning has begun to align finance, workforce and activity

Medical and Dental

- Consultant job plans subject to annual review and change where needed
- Successful plastics recruitment event, three posts offered

Corporate and operational best practice

- Bid for external funding successful to support the design and delivery of range of leadership and management development programmes, including clinical leadership
- Launch revised appraisal process and toolkit with extensive training programme
- Increase mandatory training compliance requirement to 95%, phased approach
- Detailed planning underway to address introduction of the apprenticeship levy, broaden development opportunities and support young people entering the NHS
- Reviewing and improving e-solutions to improve workforce efficiency and intelligence
- 2016 NHS annual staff survey underway

