

Council of Governors Meeting in public

PART A

Monday 28 November 2022

16.30-17.45
Microsoft Teams



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership November 2022

Members	
Jackie Smith	Trust Chair
Chris Barham	Public governor
Elizabeth Bowden	Public governor
Andrew Brown	Public governor
St John Brown	Stakeholder governor for League of Friends
Tim Butler	Public governor
Baljit Dheansa	Staff governor
Miriam Farley	Public governor
Anthony Fulford-Smith	Public governor
Janet Haite	Public governor
Oliver Harley	Public governor
Anita Hazari	Staff governor
Julie Holden	Stakeholder governor for EG Town Council
Bob Lanzer	Stakeholder governor for WS County Council
Raman Malhotra	Staff governor
Caroline Migo	Public governor
Roger Smith	Public governor
Ken Sim	Public governor
Alison Stewart	Public governor
Peter Ward Booth	Public governor
Thavamalar Yoganathan	Public governor
Invited attendees	
Clare Pirie	Director of communications and corporate affairs
Leonora May	Deputy company secretary (mins)
Gary Needle	Senior independent director
Kevin Gould	Non-executive director
Paul Dillon-Robinson	Non-executive director
Karen Norman	Non-executive director
Steve Jenkin	Chief executive

Annual declarations by governors 2022/23

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

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

	Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
Public governors							
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
Bowden, Elizabeth	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Brown, Andrew	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Butler, Tim	Innovation Visual Limited – Director Medical Stock Images Company Limited – Director Medical Artist Limited – Director 23 Clarence Square (Cheltenham) Management Limited - Director	Medical Stock Images Company Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. Medical Artist Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH.	Medical Stock Images Company Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. Medical Artist Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH.	NIL	NIL	NIL	NIL
Farley, Miriam	NIL	NIL	NIL	NIL	NIL	NIL	NIL (Husband previously worked for QVH but retired last year)
Fulford-Smith, Antony	Director property management company with single asset – woodland in Devon	NIL	NIL	NIL	NIL	I hold share options in companies with whom previously employed that supply medicines to the NHS (Abbvie and Ipsen)	Spouse is matron of Maxillofacial and Orthodontic outpatients department at QVH
Haite, Janet	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Harley, Oliver	NIL	Independent surgical private practice at McIndoe Centre/Horder Health	NIL	NIL	Independent surgical private practice at McIndoe Centre/Horder Health	Independent surgical private practice at McIndoe Centre/Horder Health	NIL
Migo, Caroline	NIL	NIL	Chair and Trustee of Restore Breast Cancer Reconstruction Charity	NIL	NIL	NIL	NIL
Sim, Ken	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Smith, Roger	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Stewart, Alison	NIL	NIL	NIL	NIL	Following my retirement, I retain a small partnership share, with a non-clinical role in an NHS general practice partnership in Tunbridge Wells, Kent.	NIL	My step daughter is an extended scope practitioner physiotherapist at QVH.
Ward Booth, Richard Peter	NIL	NIL	NIL	Vice Chair Uckfield League of Friends	NIL	NIL	NIL
Yoganathan, Thavamalar	Tresaanth Healthcare Services Limited- Director	NIL	NIL	NIL	NIL	NIL	Spouse is a Consultant Plastic Surgeon at QVH.

Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
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Staff governors							
Dheansa, Balj	Director of My Plastic Surgeon Ltd. This company manages my private practice in plastic and reconstructive surgery.	Director of My Plastic Surgeon Ltd. This company manages my private practice in plastic and reconstructive surgery. Although I do not intend to seek NHS work through my company it is possible that such work may be offered to me.	NIL	I am patron of Dan's Fund for Burns. The position is not one of authority as I have no voting powers.	NIL	NIL	My wife works in the NHS at a London Hospital in the field of neurosurgery
Hazari, Anita	NIL	Private practice LLP – but does not do any business with NHS/QVH	NIL	Chair ISB Plastic Surgery examinations at JCIE	NIL	NIL	NIL
Malhotra, Raman	Orbitofacial Clinic Limited- Director Palm Vision LLP- Director	Owner and Director of Orbitofacial Clinic Limited where outpatient clinics are carried out at the McIndoe Centre, Spire Gatwick Park Hospital and Harley Street Hospital. I do not receive NHS referrals.	NIL	NIL	NIL	NIL	NIL
Appointed governors							
Brown, St John	The London Orthopaedic Clinic Limited- Director STJB Advisory Limited- Director London Uroradiology LLP- Director	Lucida Medical Limited	NIL	League of Friends of QVH	NIL	NIL	NIL
Holden, Julie	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Lanzer, Bob	Director of Southeast Communities Rail Partnership CIC (Communities Interest Company)	NIL	NIL	NIL	Member of West Sussex County Council and Cabinet Member for Public Health and Wellbeing Member of Crawley Borough Council	NIL	NIL

Fit and proper persons declaration

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

Categories of person prevented from holding office							
	The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged.	The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland.	The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40).	The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it.	The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland.	The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment.	The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider.
Public governors							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Bowden, Elizabeth	NA	NA	NA	NA	NA	NA	NA
Brown, Andrew	NA	NA	NA	NA	NA	NA	NA
Butler, Tim	NA	NA	NA	NA	NA	NA	NA
Farley, Miriam	NA	NA	NA	NA	NA	NA	NA
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA
Haite, Janet	NA	NA	NA	NA	NA	NA	NA
Harley, Oliver	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Migo, Caroline	NA	NA	NA	NA	NA	NA	NA
Sim, Ken	NA	NA	NA	NA	NA	NA	NA
Smith, Roger	NA	NA	NA	NA	NA	NA	NA
Stewart, Alison	NA	NA	NA	NA	NA	NA	NA
Ward Booth, Richard Peter	NA	NA	NA	NA	NA	NA	NA
Yoganathan, Thavamalar	NA	NA	NA	NA	NA	NA	NA
Staff governors							
Dheansa, Balj	NA	NA	NA	NA	NA	NA	NA
Hazari, Anita	NA	NA	NA	NA	NA	NA	NA
Malhotra, Raman	NA	NA	NA	NA	NA	NA	NA
Appointed governors							
Brown, St John	NA	NA	NA	NA	NA	NA	NA
Holden, Julie	NA	NA	NA	NA	NA	NA	NA
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA

Meeting of the QVH Council of Governors

PART A

Monday 28 November 2022
16.30-17.45

Agenda: meeting session held in public				
Standing items				
Ref	Item	purpose	papers	Indicative time
53-22	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-	Verbal	16.30
54-22	Draft minutes of the Part A and Part B public meeting held on 18 July 2022 <i>Jackie Smith, Trust Chair</i>	Approval	9	16.32
55-22	Matters arising and actions pending from previous meetings <i>Jackie Smith, Trust Chair</i>	Review	20	16.34
Holding non-executive directors to account for the performance of the board of directors				
Ref	Item	purpose	papers	indicative time
56-22	Board of Directors overview <i>Jackie Smith, Trust Chair</i>	Information	Verbal	16.35
57-22	Finance and performance committee <i>Paul Dillon- Robinson, Committee Chair</i>	Information	21	16.40
58-22	Quality and governance committee <i>Karen Norman, Committee Chair</i>	Information	25	
59-22	Audit committee <i>Kevin Gould, Committee Chair</i>	Information	32	
60-22	Any other questions for non-executive directors <i>All members of Council of Governors</i>	Discussion	Verbal	16.55
Council business				
Ref	Item	purpose	papers	indicative time
61-22	Non-executive director and governor ways of working <i>Gary Needle, Senior independent director</i>	Discussion	34	17.05
62-22	Information governance requirements <i>Clare Pirie, Director of communication and corporate affairs</i>	Information	37	17.15

63-22	Governor steering group terms of reference <i>Chris Barham, lead governor</i> <i>Clare Pirie, Director of communication and corporate affairs</i>	<i>Approval</i>	40	17.17
64-22	Council of Governors Standing Orders <i>Clare Pirie, Director of communication and corporate affairs</i>	<i>Approval</i>	44	17.25
65-22	V10b of Trust Constitution <i>Clare Pirie, Director of communication and corporate affairs</i>	<i>Information</i>	58	17.30
Meeting closure				
Ref	Item	purpose	papers	indicative time
66-22	Any other business <i>By application to the Chair</i>	<i>Discussion</i>	<i>Verbal</i>	17.35
Questions				
Ref	Item	purpose	papers	indicative time
67-22	To receive any questions or comments from members of the foundation trust or members of the public <i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>	<i>Discussion</i>	<i>Verbal</i>	17.40
Date of next meeting				
Next meeting of the council of governors to be held in public				
9 January 2023 16.00				

Quoracy

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

Document:	Minutes DRAFT & UNCONFIRMED	
Meeting:	Council of Governors session in public (PART A) 3-4.30pm 18 July 2022 Via Microsoft Teams	
Present:	Jackie Smith (JS)	Trust Chair
	Chris Barham (CB)	Public governor (lead governor)
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor LoF
	Tim Butler (TB)	Public governor
	Balj Dheansa (BD)	Staff governor
	Janet Haite (JDH)	Public governor
	Oliver Harley (OH)	Public governor
	Miriam Farley (MF)	Public governor
	Bob Lanzer (BL)	Stakeholder governor WSCC (from item 34-22)
	Raman Malhotra (RM)	Staff governor
	Caroline Migo (CM)	Public governor
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	Public governor
	Alison Stewart (AS)	Public governor
	Peter Ward Booth (PWB)	Public governor
	Antony Fulford-Smith (AFS)	Public governor
	Thavamalar Yoganathan (TY)	Public governor
	In attendance:	Leonora May (LM)
Gary Needle (GN)		Senior Independent Director
Karen Norman (KN)		Non-executive director
Kevin Gould (KG)		Non-executive director
Steve Jenkin (SJ)		Chief Executive
Shane Morrison-McCabe (SMM)		Director of Operations
Tania Cubison (TC)		Medical Director
Apologies:	Anita Hazari (AH)	Staff governor
	Elizabeth Bowden (EB)	Public governor
	Julie Holden (JWH)	Stakeholder governor, EGTC
Did not attend:	None	
Members of the public:	Two members of the public	
Ref.	Item	
PART A Standing items		
30-22	Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed Council, attendees and members of the public. The Chair reminded all present that the meeting was being recorded. There were no additional declarations of interest made other than those already recorded on the register of interests. Apologies were received from AH and EB. The meeting was confirmed as quorate.	
31-22	Draft minutes of the public meeting held on 11 April 2022 Council agreed that the minutes of the public meeting held on 11 April 2022 were a true and accurate record of that meeting and approved them on that basis.	
33-22	Matters arising and actions pending from previous meetings There were none.	
Holding non-executive directors to account for the performance of the board		

<p>34-22</p>	<p>Executive overview</p> <p>SJ shared an executive overview with the Council. Highlights were as follows:</p> <ul style="list-style-type: none"> - Independent review recommendations- eight actions had been completed and four are ongoing - Options appraisal for potential merger- it is anticipated that the outcome from the options appraisal workshops will be presented to the Board at an extraordinary Board meeting during August 2022 - Trust Chair- Jackie Smith took over from Anita Donley as Trust Chair on 11 July 2022 - Director of finance and performance- the director of finance and performance is leaving the Trust at the end of September 2022. Work to recruit into the role is ongoing with interviews scheduled during the next two weeks - National cancer patient experience survey 2021- the 2021 survey is complete with a 55% response rate nationally and a 69% response rate for QVH cancer patients. QVH scored well compared to national results - Operational excellence- waiting lists and long waters remain in plan, performance is behind the national standard for the two week wait, 31 day waits and over 104 day waits for cancer. - 2022/23 financial plan- the April submission included a £2.64m deficit and will now break even due to inflation funding and required efficiencies. Risks associated with breaking even include elective recovery funding, covid costs and services for Kent. <p>[BL joined the meeting]</p> <p>In response to questions received from Council regarding the financial planning update, SJ provided the following clarification:</p> <ul style="list-style-type: none"> - Capital is allocated to the system by NHSE. QVH was able to negotiate an additional c.£7m over and above its usual allocation because of a need for this financial year. The Trust is pleased with the collaborative response from the system and in particular University Hospitals Sussex (UHSussex) to make this happen. UHSussex agreed that they would not need their full allocation of c.£58m this year- hence it was agreed that QVH could have additional capital - Work is ongoing to meet the £1.27m efficiencies required for 2022/23. The vacancy control panel is actively reviewing each of the 100 current vacancies to understand if they are required going forwards and there is a continued focus on theatre productivity. The Trust had made a saving of c.£60k on a new security contract for the year - QVH continues to work closely with ICS colleagues and cancer alliances. One challenge is the initial contract value Kent commissioners have put against the Trust's work and negotiations to address this are ongoing. The reduced contract value could lead to challenges around reduced activity and elective recovery funding. NHS Sussex are QVH's lead commissioners and Kent and Surrey will be known as associate commissioners <p>Council noted the executive overview.</p>
<p>35-22</p>	<p>Board of Directors</p> <p>GN gave a verbal update on the Board of Director's meeting which was held on 7 July 2022. He highlighted two key reports which were well received by the Board and provided good assurance regarding workforce and related challenges.</p> <p>The Guardian of safe working attended the meeting to present the annual guardian of safe working report to the Board. GN confirmed that the report indicated that there are no concerns related to the overall safety of QVH's junior doctor rotas and that the Trust remains a desirable place for junior doctor training and continues to attract good candidates.</p> <p>The Chief nurse presented the six monthly nursing workforce review report which provided the Board with assurance that despite workforce challenges, safe provision of care was maintained throughout the six month period. GN clarified that workforce challenges alluded to were common to most if not all NHS trusts.</p> <p>Council noted the Board of Director's update.</p>
<p>36-22</p>	<p>Finance and performance committee (F&PC)</p> <p>KG presented the finance and performance committee update to Council. The associated report was presented to the public Board at its meeting on 07 July 2022.</p>

	<p>The finance and performance committee had met on 27 June 2022 and highlights from the meeting were as follows:</p> <ul style="list-style-type: none"> - Operational performance- there had been a high level of referrals in some areas impacting on the Trust's operational performance - Deep dives- the committee completed deep dives on theatre utilisation and sleep - Workforce performance- work is ongoing to identify areas where vacancies are no longer required and remove them. Sickness absence has been a challenge <p>In response to a question received from a governor, SMM explained how the team were measuring theatre efficiency. She recognised that this is a complex area which is difficult to measure. Theatre utilisation is measured using average set times for procedures which are monitored to ensure that theatres are at maximum capacity. The team would continue to explore opportunities to make theatres more efficient including reducing late starts and optimising scheduling.</p> <p>Governors noted ongoing work related to reducing the vacancy factor and one governor asked how the Trust is monitoring where it might need more staff. The response was that resource gaps are identified during the business planning process and monthly performance reviews.</p> <p>One governor suggested that it may be useful if the Trust was able to confirm what percentage of QVH staffing costs were spent on clinical staff versus non-clinical staff so that the Trust can ensure that it has the correct balance. In response, Council was advised that this data is not available, although the Trust is able to split staffing costs by department.</p> <p>KG suspected that this data is not available however JS agreed to see if it is possible to get the split. Action JS.</p> <p>Council noted the finance and performance committee update.</p>
37-22	<p>Quality and governance committee (Q&GC) KN presented the quality and governance committee update to Council. The associated report was presented to the Board at its public meeting on 07 July 2022.</p> <p>KN reported that the committee approved the annual quality report 2021/22 at its extraordinary meeting on 27 June 2022 as per delegated authority from the Board. The annual quality report 2021/22 is available in full on the Trust's website.</p> <p>There has been an additional meeting since the committee report was presented to the Board at its public meeting on 07 July 2022. Highlights from the meeting were as follows:</p> <ul style="list-style-type: none"> - Compliance in practice- visits have restarted and that this assessment gave a compliance score of 92% which equates to a CQC score of outstanding or good - CQUIN indicators- these will cover staff flu vaccinations, recording of NEWS2 score, escalation time and response time for unplanned critical care admissions, cirrhosis and fibrosis tests for alcohol dependent patients and achieving high quality decision making conversations in specific specialised pathways to support recovery <p>Council noted the quality and governance committee update.</p>
38-22	<p>Audit committee KG presented the audit committee update to Council. The associated report was presented to the Board at its public meeting on 07 July 2022.</p> <p>The audit committee had met on 15 June 2022 and agreed to recommend the annual report and accounts 2021/22 to the Board for approval at its meeting that followed.</p> <p>In response to a question from a governor, KG confirmed that control enhancements alluded to in the head of internal audit opinion did not amount to any high risk issues raised during the year.</p> <p>Council noted the audit committee update.</p>
39-22	Any other questions for non-executive directors

	<p>A governor requested an update on progress and implementation of the Trust's information management and technology strategy and associated finance. In response, KG confirmed that the Trust will form a digital board, chaired by KG with the aim to drive transformation. A digital maturity assessment is underway and there is potential for the Trust to be able to negotiate some levelling up finance for the project. Council will receive a full update once the assessment is finalised and the digital board is in place.</p> <p>There were no further questions.</p>
Council business	
40-22	<p>Proposed amendment to the Constitution and agenda setting process</p> <p>LM presented the report to Council who were asked to approve the proposed changes to the Constitution which set out to remove the wording in section 25 which relates to the governor steering group, the rationale being that:</p> <ul style="list-style-type: none"> - Governor representatives who made up the group no longer exist - The agenda setting role of the group has been built into the lead governor role description as previously approved by Council - There are new mechanisms to promote effective understanding of Trust business and assurance regarding the work of the non-executive directors <p>LM highlighted that governors had indicated that they would like a dedicated agenda planning sub group. Council was asked to consider what form this group should take.</p> <p>Council did not agree to the proposal to remove the references to the governor steering group from the Constitution and individual governors expressed a view that it is a much valued and helpful mechanism for agenda planning and therefore it should remain. Governors expressed a view that it was not necessary to remove the governor steering group from the Constitution on the basis that governor representatives no longer existed and proposed that the membership and terms of reference of the group should be updated instead.</p> <p>Council agreed that:</p> <ul style="list-style-type: none"> - The wording related to the governor steering group in section 25 of the Constitution should not be removed, and - The governor steering group membership and terms of reference would be updated for consideration by Council ahead of its next meeting <p>Council was asked to discuss the approach to promoting effective understanding of Trust business and assurance regarding the work of the non-executive directors and provide some feedback on the informal small group meetings held between governors and non-executive directors during May and July.</p> <p>GN confirmed that the development of a standard mechanism for governors to uphold their statutory duty of holding the non-executive directors to account is a work in progress. There are currently three ways which governors can do this:</p> <ul style="list-style-type: none"> - Observe Board meetings - Ask questions to the non-executive directors - Attend informal non-executive director and governor meetings <p>To date, there had been two rounds of informal meetings and not all governors had been able to engage with them. Governors who had attended the informal sessions confirmed that they provided a valuable insight into the work of the non-executive directors. The Chair encouraged governors to attend and observe public Board meetings and expressed the view that this is an effective way for governors to witness the assurance sought.</p> <p>Council discussed the Trust's approach to face to face versus virtual and hybrid meetings. A public governor stated that he had submitted a question to the Board regarding hybrid meetings and that he thought that the response was disappointing in that it stated that the Trust does not currently have the technical capability to run virtual meetings and that it is being considered but did not give a timescale.</p> <p>A number of governors expressed the view that all future Board meetings and smaller meetings such as the informal non-executive director and governor meetings should be hybrid to allow governors to join virtually. A governor highlighted the importance of formal council of governor meetings being held</p>

	<p>in person where possible as this will be an important mechanism in building trust between the Board and Council.</p> <p>Council noted that the senior independent director and the lead governor were working on a performance framework as a tool for holding the non-executive directors to account for the performance of the Board. Individual governors stated that it would be useful for this document to set out how governors can separate non-executive performance from Board performance given that the Board is unitary.</p> <p>The Chair responded to a suggestion made by a governor that the non-executive directors were not 'truly independent'. She stated that she had witnessed them applying an appropriate level of scrutiny and challenge at meetings to ensure that assurance is obtained. The non-executive directors supported this statement and added that they often have different view from executive Board members and that they are encouraged to share them; this results in productive debate and good outcomes. This was supported by an executive Board member who stated that the challenge provided by the non-executive directors is valued.</p>
41-22	<p>Re-appointment of Paul Dillon-Robinson KS reported that it is the recommendation of the appointments committee that PDR's appointment as a non-executive director for QVH is extended for a further term of three years until 30 September 2025 and that the appointments committee were satisfied that PDR meets the criteria for reappointment as set within paragraph 34.4 of the Constitution.</p> <p>Council approved the extension of PDR's appointment as a non-executive director at QVH for a further term of three years until 30 September 2025.</p>
42-22	<p>Chair and NED appraisal process for 2021/22 KS reported that the appointments committee had received verbal assurance on the Chair and non-executive director appraisal process for 2021/22. The content of the appraisals is private and the only third party who will see a summary of the discussion is NHSE.</p> <p>The committee were assured that all appraisals had taken place in line with national guidance and that feedback on individual's performance was sought from Board colleagues and governors.</p> <p>KS passed on thanks to individual governors for their input into the appraisals.</p> <p>Council noted that Chair and non-executive director appraisals for 2021/22 had taken place in line with national guidance.</p>
43-22	<p>Chair and NED remuneration for 2022/23 KS reported that it is the recommendation of the appointments committee that the Chair's remuneration remains at £50k per annum and the non-executive directors remuneration remains at £15k per annum and that the appointments committee were satisfied that the current remuneration packages were in line with national guidance and appropriate for the size of the organisation and the challenges it faces.</p> <p>Council approved the Chair and non-executive director remuneration packages.</p>
Representing the interests of the members and the community	
44-22	<p>Assessment of the auditor's 2021/22 work and fees KG presented the annual assessment of the external auditor's work and fees.</p> <p>Council noted the contents of the report and agreed to retain KPMG as the Trust's external auditor for 2022/23.</p>
45-22	<p>FT membership strategy review LM presented the annual membership strategy review to Council, noting that the report set out the Trust's membership statistics and approach, an overview of which was presented to the members at the AGM/AMM earlier that day per statutory requirements.</p>

	<p>Governors had indicated that they would value some guidance related to their statutory duty to engage with members and members of the public and expressed the following views:</p> <ul style="list-style-type: none"> - That the Trust could improve member and public communication and engagement - That governors should be involved in developing outgoing questionnaires and be more proactive in engaging with the Trust's membership <p>A governor highlighted that the governors addendum to the current code of governance outlined ways in which governors can engage with members and members of the public and there was a suggestion that a working group be convened to consider the matter.</p> <p>Council noted that NHS Providers had been invited to the governor seminar on 27 July 2022 to deliver a session on governor engagement with members and members of the public.</p> <p>Council noted the contents of the report.</p>
Meeting closure	
46-22	<p>Any other business</p> <p>There was none.</p>
Questions	
47-22	<p>Questions or comments from members of the foundation trust of members of the public</p> <p>LM reported that following the last public CoG meeting, the Trust received and responded to a letter from Finola O'Niell. Finola O'Niell expressed support for much valued QVH specialist services for breast reconstruction and facial palsy patients, and set out her concerns about the potential merger.</p> <p>The letter from Finola O'Niell suggested that QVH's financial problems had been 'strongly reversed' through covid. The Trust response explained that the national financial regime put in place to support providers through the pandemic meant that no provider made a deficit. QVH however still has an underlying deficit; our costs without 'top up' support are higher than our income. The Trust continues to have an underlying deficit which cannot be easily addressed in our current form.</p> <p>The letter also made comments on the Trust's additional licence conditions and Finola O'Niell was directed to the regional office of NHS Improvement with regards to that matter.</p> <p>The letter and the Trust response have been shared with governors.</p> <p>A governor asked whether NHS Improvement had responded to the allegations of imposing unlawful license conditions upon the Trust. LM agreed that she would find out and feed back to governors outside of the meeting. Action LM.</p> <p>A governor asked why it is relevant to the Trust's financial position that it received 'top up' funds due to the national finance regime, given that it was received by all providers. In response, the Chair confirmed that the question will be addressed at a future seminar with a focus on the Trust's historical financial position.</p> <p>The Chair closed the meeting.</p>

Document:	Minutes DRAFT & UNCONFIRMED	
Meeting:	Council of Governors session in public (PART B) 4.30-5pm 18 July 2022 Via Microsoft Teams	
Present:	Jackie Smith (JS)	Trust Chair
	Chris Barham (CB)	Public governor (lead governor)
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor (LoF)
	Tim Butler (TB)	Public governor
	Balj Dheansa (BD)	Staff governor
	Janet Haite (JDH)	Public governor
	Oliver Harley (OH)	Public governor
	Miriam Farley (MF)	Public governor
	Bob Lanzer (BL)	Stakeholder governor WSCC
	Raman Malhotra (RM)	Staff governor
	Caroline Migo (CM)	Public governor
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	Public governor
	Alison Stewart (AS)	Public governor
	Peter Ward Booth (PWB)	Public governor
	Antony Fulford-Smith (AFS)	Public governor
	Thavamalar Yoganathan (TY)	Public governor
	In attendance:	Leonora May (LM)
Gary Needle (GN)		Senior Independent Director
Karen Norman (KN)		Non-executive director
Kevin Gould (KG)		Non-executive director
Steve Jenkin (SJ)		Chief Executive
Shane Morrison-McCabe (SMM)		Director of Operations
Tania Cubison (TC)		Medical Director
Apologies:	Anita Hazari (AH)	Staff governor
	Elizabeth Bowden (EB)	Public governor
	Julie Holden (JWH)	Stakeholder governor, EGTC
Did not attend:	None	
Members of the public:	Two members of the public	
Ref.	Item	
PART B Standing items		
48-22	Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed Council, attendees and members of the public. There were no additional declarations of interest made other than those already recorded on the register of interests. Apologies were received from AH and EB. The meeting was confirmed as quorate.	
Council business		
49-22	Update on transaction programme (possible merger with UHSx) SJ shared an update on the transaction programme for a possible merger with UHSussex, highlights of which were as follows: <ul style="list-style-type: none">- Programme governance- the first meeting of the transaction Programme Board took place on 21 June and the joint strategic oversight group will be stood down with assurance being provided via business as usual routes- Mobilising work streams- the people work stream has been split into human resources and organisational development to allow focus on cultural integration	

	<ul style="list-style-type: none"> - Risk reporting- an initial risk register has been created and reviewed by the Programme Board - NHSE approach- the revised transaction guidance is expected to be published in July and the proposed timescale for NHSE's review are in line with the indicative timeline for the transaction - Governor engagement- the transaction programme and communication and engagement plan were shared with QVH governors at a seminar on 27 June 2022 - Heads of terms- Heads of terms have been drafted and reviewed by the transaction Programme Board. These will be considered at the next QVH and UHSussex Board meetings - Timeline- the current timeline has a potential merger date of 01 April 2023. It was noted that this timeline is ambitious <p>In response to a question, SJ confirmed that it was not expected that QVH staff or patients would need to travel to Brighton or any other hospital site as a result of a merger with UHSussex. The UHSussex clinical operating model shows each of their sites operating as a hospital with its own hospital management team. This has been shared with QVH staff.</p> <p>The future of the adult inpatient burns service at QVH is dependent on specialised commissioners. A staff governor stated that any change to the burns service post-merger would amount to a change in service and would require a consultation.</p> <p>A number of governors raised concerns regarding the process to date related to the possible merger. They expressed that they felt as though there is 'mixed messages' and Trust is moving forward with a merger with UHSussex although the output from the refresh of the options appraisal has not been shared or approved by the Board.</p> <p>In response, SJ confirmed that the output of the options refresh process had not yet been agreed and that no decisions have been made regarding the preferred option, although work had started on the work streams and full business case as there is a huge amount of work to be completed. This is in line with the strategic case which was agreed by the Board in August 2021.</p> <p>One governor expressed the view that work on cultural alignment with UHSussex may not be a good use of resource given that there had been no decision to merge with UHSussex. In response, SJ confirmed that work on cultural alignment had commenced in response to concerns raised by QVH staff regarding the cultural differences between the organisations. This is a complex piece of work which will take time to complete, hence it is being started now.</p> <p>A governor asked if there is any way that fragile services such as paediatrics can be made non-fragile without a change in where the services are provided. TC said that clinical directors were working through challenges related to fragile services. She confirmed that QVH has a service level agreement in place for paediatricians but that the service provider's sites are prioritised. This is an ongoing risk which would be mitigated by being part of a larger organisation.</p> <p>Council requested that the relevant work stream assesses the impact a potential merger will have on the patient experience. Action SJ.</p> <p>In response to a question from a staff governor, SJ confirmed that the case for change agreed in October 2020 still stands.</p> <p>A governor raised the importance of Council having clarity regarding the process it will undertake and criteria it will apply in measuring and scrutinising the process completed by Board in moving forwards with a possible merger. There was a suggestion that a sub group of the council of governors could consider this. The Chair would consider how best to take this forward.</p> <p>Council noted the update on the transaction programme for a possible merger with UHSussex.</p>
50-22	<p>Update on council of governors seminars</p> <p>CB provided a verbal update on council of governor seminars. He reported that a seminar had taken place on 27 June 2022 and the two main items for discussion were the transaction programme for the possible merger and the draft communication and engagement plan.</p> <p>The options appraisal refresh process was presented to governors as part of the transaction programme update and this would be presented at a future public Board meeting.</p>

	<p>Governors were invited to input and provide feedback into the draft communication and engagement plan, per a recommendation from the independent review.</p> <p>The next seminar will be held on 27 July 2022 and there will be a session on equality diversity and inclusion, the role of governors in system working and transactions and the role of governors in member and public engagement.</p> <p>Council noted the verbal update.</p>
Meeting closure	
51-22	<p>Any other business</p> <p>There was none.</p>
Questions	
52-22	<p>Questions from members of the public</p> <p>Council received nine questions in advance of the meeting. LM read out the questions and responses which were as follows.</p> <p>Does the board still conclude that QVH is financially unsustainable in view of moving to surplus now and having addition funding streams coming from the two new modular theatres and the community diagnostics centre (CDC)?</p> <p>It remains the view of the board that QVH is financially unsustainable as a standalone trust.</p> <p>The national approach to funding NHS providers during the pandemic meant QVH was fully funded for costs. This, in effect, concealed the underlying deficit.</p> <p>We are currently in a transitional year with 'top up' support from the system. There is an expectation that all providers should break even in 2022/23 and QVH is forecasting achieving this with the 'top up' support. There remains considerable uncertainty around issues such as inflationary pressures and the criteria for allocation of elective recovery fund (ERF) money. Break-even also requires delivery of very challenging productivity and efficiency targets.</p> <p>The year 2023/24 is expected to be still more financially challenging.</p> <p>What is the anticipated income from the CDC and modular theatres?</p> <p>Funding has been agreed for the community diagnostic centre for the first half of the year only at this stage and is £650,000. There are of course also costs associated with this work; the difference between funds received and costs, ie the contribution to overheads, has not yet been defined.</p> <p>The two new theatres which opened on 11 July are replacements for older theatres which have closed. The new theatres will allow us to increase activity by about 140 procedures per month which would have an estimated value of £1.5m for the year. This additional activity will support delivery of elective recovery fund (ERF) funding which is related to achieving an activity level threshold.</p> <p>The community diagnostic centre and the new theatres are important developments for improving patient care at QVH.</p> <p>In view of the fact that any acquisition/merger has been cited not to be planned to change arrangements of services and sites re QVH services, how does the board suggest any merger can improve clinical support which are currently provided remotely by other trusts. ie if these other clinical specialties are not moving on site to provide onsite speciality support, their support will remain remote as it is via service line agreements, and therefore what is the additional clinical benefit a merger will provide to these service supports?</p>

This detail is being worked on through the clinical work stream of the transaction programme, and will be published as part of the business case for consideration by the boards of both QVH and UHSussex in due course.

What are the specific administrative roles QVH board feel a merger will advantage, in what way specifically are they lacking currently and have these roles had recruitment drives to fill them for QVH positions and if so when was the last recruitment drive for them.

QVH corporate back office functions are currently provided by very small teams or single individuals. Staff work very hard to mitigate some of the risks that arise from that, for example by regularly working outside their specialism and beyond their usual hours to cover the work of colleagues who are absent for training, annual leave or illness and when vacancies arise. This is an issue of scale rather than recruitment.

Way back in October 2020, when I first came across the idea of a potential merger with UHSussex, one of the criteria for a possible merger was the “fragility” of some of the services at QVH and I understand that it has also been mentioned at the Strategic Review. I would be very pleased to know which departments this refers to and their current status ie are they still fragile and in what way?

As a small specialist hospital, QVH has high quality, safe services but does not have the full range of clinical services that would be found in a large teaching or general hospital. Staff work very hard to mitigate some of the risks that arise from that, for example through protocols for the level of patient co-morbidities we can accept in patients requiring surgery. In small clinical and non-clinical services, where a team may consist of very few people, staff work above and beyond their usual hours when colleagues are absent and when vacancies arise. These factors combine to make services fragile; there is no list of fragile services.

I am also a little concerned that very little has been communicated to Trust members via your now online Newsletter - in fact nothing at all as far as I can see since the leaflet that you put out in October 2020 and which I only came across by accident. At the time when I brought this up I was informed it was because QVH did not have my email address - I used to receive the newsletter by post and I was never informed that this was going to stop. Whilst I can completely understand that email is a cheaper and more efficient way of communication in today’s world; notification of this would have been courteous, especially on such an important decision for patients and the general public (your patients past, present and future). Perhaps you could confirm whether or not Trust members were emailed this document and why no more communication has been received on the subject of a potential merger?

We hold an email address for almost half of our members. With a public membership of more than 7,500 the cost of printing and postage are significant, so we value to ability to communicate with members by email wherever possible.

The public newsletter QVH News is still printed and posted to those members for whom we do not have an email address. The last issue was mailed out in June 2021.

We will use email addresses where we have them, and post where we do not, to engage with members in the autumn about the potential merger.

As the Trust is now in a healthy state financially, I assume that this “reason” has now been negated.

This question was addressed earlier. It remains the view of the board that QVH is financially unsustainable as a standalone trust.

I also now see that questionnaires concerning the potential merger are to be “widely promoted” please could you clarify what this actually means ie which groups will receive these? I assume at least ALL Trust members, as I see that Member Communications will be a priority, so thank you.

	<p>The questionnaire will indeed be sent to all Trust members. It will also be available on the website.</p> <p>It also seems woeful that you are only now saying that your Website will have its own dedicated page which will host up to date information regarding the merger: I see that the word potential has been omitted, is this just an oversight?</p> <p>Our website is kept up to date with information about the potential merger. This is currently through the News section. We will be creating a separate page. We use the words 'potential merger' because we are preparing a full and detailed business case. The boards of QVH and UHSussex will consider this, and we currently expect decision making in late Spring 2023.</p> <p>The Chair closed the meeting.</p>
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Matters arising and actions pending from previous meetings of the Council of Governors - PUBLIC								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	July 2022	36-22	Staffing costs	See if it is possible to get the split between what percentage of QVH staffing costs are for clinical versus non-clinical staff.	JS	24 October 2022	The Trust does not make a distinction on our systems between clinical and non-clinical staff, and a number of staff are both patient-facing and have non-clinical duties as well. There is no recognised measure of 'the correct balance'. We equally value our non-clinical and clinical staff and encourage all teams to understand the contribution their work makes to patient care.	Closed
2	July 2022	47-22	License conditions	Find out if NHS Improvement have responded to the allegations of imposing unlawful license conditions upon the Trust and feed back to Council.	LM	24 October 2022	Finola was directed to the regional office of NHS Improvement regarding allegations of imposing unlawful license conditions upon the Trust and she was provided with contact details. NHS England have confirmed that to date, they have not subsequently received any correspondence from her.	Closed
3	July 2022	49-22	Potential merger	Ensure that the relevant work stream assesses the impact a potential merger will have on the patient experience.	SJ	24 October 2022	The Board agreed not to continue exploring a merger at its meeting on 1 September 2022.	Closed

Report to: Board of Directors
Meeting date: 1 September 2022
Reference no: 144-22
Report from: Paul Dillon-Robinson, Committee Chair
Report date: 19 August 2022

Financial, operational and workforce performance assurance

Introduction

The finance and performance committee met on 25th July and covered its standard topics on performance assurance as well as an update on business planning. The majority of the meeting was spent on operational matters and it was agreed that an August meeting would be called for more detailed analysis. Matters arising from this meeting will be raised at the Board .

Operational performance

The committee noted that there were some areas with higher levels of referrals (Sleep, MIU, Skin, etc.) than historically seen, but that there were ongoing concerns about delivery (covid, patient choice, leave, etc.). Whilst progress is being made on some waiting list time targets the overall size of the waiting list is growing and there are risks about the ability to deliver the agreed activity plan for the year, including the 52ww target reduction.

The committee agreed that there would be an August meeting to review projections for the rest of the year, including activity from the new modular theatres and independent sector. There was a need to understand the risks and dependencies in delivering this activity, as well as the implications for workforce and finances.

Further analysis of elective activity was requested, noting that the activity for day cases was above plan.

The committee also discussed the management of issues with the sterile services contract and the draft business case for the Community Diagnostic Centre.

Workforce performance

The committee focused on vacancy levels, sickness & absence, and appraisals.

It was noted that vacancy levels are within target, with the utilisation KPI including cover from bank and agency staff. Particular vacancies are in Sleep and Community Services, but the trust remains at risk from vacancies in individual posts. It was also noted the work being done on retention of staff.

An improvement in sickness absence levels was noted, although this might reverse with recent covid absences.

The committee questioned the target of 95% for appraisals, but were informed that this is the CQC expectation and performance reviews were looking to increase this level.

Financial performance

The trust reported a break-even position for the year to date and has submitted a revised plan for break-even at the year-end. The main risks are that: some contracts have not been signed and so there may be uncertainty about final requirement, under delivery of activity plan (see Operational performance above), system changes to ERF income, as well as agency and bank staff costs.

The trust continues to develop a programme to review efficiencies.

Business Planning

A final plan was submitted in June. Uncertainty remains about how Elective Recovery Funding will be allocated, which is leading to delays in contract agreement.

Some discussion was held about the risks for 2023/24 planning as discussions on allocations are commencing. The move from fixed contract values, to some form of aligned payment incentive contract poses risks to the trust.

Other

The committee continued to review corporate risks allocated to it, this meeting looking at Speech Language staffing and data security risks. Updates were also provided on IM&T, cyber security, data quality, staff survey, WDES/WRES data, Green plan and EDM.

A number of policies were agreed, with others being given a time extension with assurance that this was more for administrative purposes than any significant changes required. Concerns were noted that differential reimbursement (for higher polluting cars and staff categories) in the travel and subsistence policy appeared inconsistent, but it was noted that these are national rates. The matter has been escalated nationally.

Report to: Board Directors
Agenda item: 173-22
Date of meeting: 3 November 2022
Report from: Paul Dillon-Robinson, Non-executive director, Chair of Finance & Performance Committee
Report author: Paul Dillon-Robinson, Non-executive director, Chair of Finance & Performance Committee
Date of report: 25 October 2022
Appendices: N/A

Financial, operational and workforce performance assurance

Introduction

This report covers the meeting of the Finance & Performance Committee on 3 October 2022, reviewing performance information as at the end of August. Due to leave commitments the meeting was one week later than usual.

The Finance & Performance Committee meets monthly to review regular reports on financial, operational and workforce matters, as well as topics set out in an annual workplan.

Operational performance

The Trust is monitoring progress against its revised 52ww target for the 2022/23 year-end (244 as opposed to the original 140) and the committee explored issues around the increased demand on services (noted having an impact on the 2ww cancer performance and an increase in overall waiting list size), capacity (noted discussions with The McIndoe Centre and options for other theatre space) and staffing. Action plans, particularly within Plastics, were reviewed.

Given the national debate on productivity the committee discussed issues around theatre utilisation (including on the day cancellations) and various action plans in these areas. This included a challenge on the appropriateness of benchmarks.

Improvements in the Sleep service are behind plan, primarily due to difficulties in recruiting to the timescale originally envisaged, and the committee encouraged a realistic plan.

Workforce

The committee reviewed the workforce indicators and focussed on the sickness absence levels, which are historically high for QVH if not for the NHS overall. Whilst no specific underlying trends were identified, additional analysis on long and short-term sickness will be undertaken. There remain vacancies in a number of areas; workforce utilisation is static.

Following up on a previous discussion the committee considered how it could be assured on the effectiveness of the staff appraisal process. The action plan was reviewed and suggestions made on possible enhancements.

Financial

The Trust continues to benefit from the 2022/23 funding regime and is reporting a break-even position. Pay and non-pay remain broadly in line with trend. The overall

position, however, needs to be recognised in the light of the longer-term risk of financial sustainability and the unlikelihood of such generous funding continuing.

The committee discussed the costs of additional activity at the The McIndoe Centre and ongoing discussions with Horder management around this.

Capital expenditure was also reviewed, with discussions on the options if slippage in some spend should occur.

Other matters

The committee reviewed the IT Infrastructure business case, with the associated risk to delivery within this financial year. The need for the work was supported, but the board would need to make the final decision in the light of a fuller exposition of the mitigations available.

The committee also welcomed the positive report on the progress made in clinical coding and was pleased to leave this as a matter for reporting by exception in future. It received a number of further updates on matters including digital dictation, information governance, apprenticeship levy.

Assessment

The board can be assured that, whilst good progress is being made in the areas overseen. There remain short-term challenges and risks, as well as the longer-term concerns; management are aware of the issues.

Recommendation

The Board is asked to **NOTE** the matters raised above and discuss any issues that they feel appropriate

Report to: Board Directors
Agenda item: 136-22
Date of meeting: 1 September 2022
Report from: Karen Norman, Committee Chair
Report author: Karen Norman, Committee Chair
Leonora May, Deputy company secretary
Date of report: 22 August 2022
Appendices: None

Quality and governance committee assurance

Introduction

This purpose of this report is to provide the Board with assurance on matters considered and discussed at the quality and governance committee at its meetings on 04 July, 25 July (extraordinary annual reports meeting) and 22 August 2022.

04 July 2022

Commissioning for Quality and Innovation (CQUIN)

The committee received an update on the planned CQUINs for 2022/23 which were changed to reflect suitable measures more relevant for our specialist services within the Trust. The following indicators were identified as most relevant for QVH:

- Staff flu vaccinations
- Recording of NEWS2 score, escalation time and response time for unplanned critical care admissions
- Cirrhosis and fibrosis tests for alcohol dependent patients
- Achieving high quality Shared Decision Making (SDM) conversations in specialised pathways to support recovery

Compliance in practice visits (CIP's)

A full Compliance in Practice inspection had been undertaken based on CQC criteria. The Committee's attention was drawn to the following:

- A compliance score of 92% (rating 'Good') was achieved Trust-wide.
- The highest scoring department achieved 98% (rating 'Outstanding').
- The lowest scoring department achieved 88% (rating 'Good').
- A criterion identified for improvement was the limited display of patient experience data available in public areas across the Trust. This is being rectified.

Learning from Deaths Review

The annual Learning from Deaths report provided assurance in relation to QVH compliance with National Guidance on Learning from Deaths. The committee was assured that:

- There was no unwarranted variation in the number of deaths or within specialities included within the scope of the report
- Every death had an appropriate initial review
- A Structured Judgement review (SJR) was undertaken by as per Trust Policy
- None of the reviews/ SJRs during this time raised concerns or identified any lapses in care which required further formal Trust investigations
- The actions to address any learning points identified will be appropriately tracked to completion through the Trust's Governance process
- That QVH provides good quality, MDT led palliative care for patients with un-survivable burns injuries

- SJRs consistently identified that family involvement in shared decision making and communication between the MDT and family/loved ones was excellent

Quality Priorities

The committee approved the choice of Quality Priorities for 2022/23 which are informed by the views of the QVH governors, patient feedback and suggestions from staff across the organisation. These are patient safety, clinical effectiveness and patient experience.

Covid report

The Q&GC noted an increase in cases and assurance was taken from actions taken.

Clinical harm

Increasing waiting times across the NHS remained a major risk and gives rise for concern. The committee noted three reported cases of potential 'moderate' harm, with one categorised as a Serious Incident (SI), which is subject to further investigation.

25 July 2022 (extraordinary annual reports meeting)

Annual reports

The committee received the following annual reports.

- Patient safety annual report 2021/22
- Health and safety annual report 2021/22
- Infection prevention and control annual report 2021/22
- Clinical audit annual and quality improvement report 2021/22
- Research and development annual report 2021/22
- Safeguarding (adults and children) annual report 2021/22
- Patient experience annual report 2021/22
- Emergency preparedness, resilience and response annual report 2021/22
- Information governance annual report 2021/22
- Antimicrobial annual report 2021/22
- Appraisal and revalidation annual report 2021/22
- Guardian of safe working annual report 2021/22

Patient Safety Annual Report 2021/22

Assurance was given in respect to plans to further develop comparative data reporting and the committee noted work done on clinical harm reviews as a means of managing the risks associated with the significant rise in waiting lists. This was a priority corporate risk on the Board Assurance Framework and will be kept under review for ongoing assurance and risk management in 2022/23.

Health & Safety Annual Report 2021/22

Assurance was given with respect to plans to further develop comparative data reporting.

Infection Prevention & Control Annual Report 2021/22

Assurance was taken from the detailed evidence provided regarding our infection control rates, risks and management during the pandemic and additional assurance provided by the bi-monthly updates of compliance against the standards set out in the NHSE Infection prevention and control board assurance framework. Further assurance was given with respect to plans to strengthen compliance with antibiotic prescribing practices.

Clinical Audit Annual and Quality Improvement Report 2021/22

Assurance was taken with respect to the achievement of most objectives and evidence of strong clinical commitment from to auditing and improving. It is intended that future reports will show how audits undertaken support the QVH key strategic objectives and consideration given to pro-actively commissioning relevant strategic audits. Further information and assurance was sought on the progress and future plans for Getting It Right First Time (GIRFT), the national programme designed to improve the treatment and care of patients through in-depth review of services, benchmarking, and presenting a data-driven evidence base to support change.

Research & Development Annual Report 2021/22

Further assurance was requested about progress against the QVH Research and Innovation strategy objectives, and the research projects for which the QVH is a sponsor.

Emergency Preparedness, Resilience & Response Annual Report 2021/22

Q&GC noted the report, taking assurance on our response to, and management of, the covid pandemic. QVH attained substantial compliance in the EPRR peer review and assurance process for 2022, a movement from 'partial compliance' against standards in recent years. Q&GC commended the Chief Nurse for her role in leading on this.

Information Governance Annual Report 2021/22

The committee noted that the Trust achieved a 'Standards Exceeded' rating in the Data Security and Protection Toolkit, the outcome of the Clinical Coding Audit 2021 assessed as 'exceptional' and gaining the Cyber Essentials PLUS certification in May 2022.

Antimicrobial Annual Report 2021/22

Further assurance was sought regarding ongoing challenges in meeting compliance with antibiotic prescribing guidelines. A re-audit is planned to monitor progress.

22 August 2022

Clinical quality and patient safety

The committee noted an increase in the number of patient safety incidents reports during July 2022 and received assurance that there were no ongoing themes or additional causes for concern within the cases reviewed. Further assurance is forthcoming regarding any potential correlation with the annual influx of new staff at this time of year. One 'Never event' was recorded. Reassurance was given that this was under investigation and being managed appropriately. The majority of incidents were reported as 'no harm' or a 'near miss'.

The committee received an update on the progress and learning from a recent coroner's inquest, details of which are included within the regular quality and safety report to Board.

The committee noted the new CQC framework and that a CQC inspection is due. The Executive will prepare a statement of readiness for the next meeting.

Clinical harm

The committee received an update on potential harm which may have occurred as a result of increased waiting lists and treatment delays. Assurance was given that

further investigation is underway regarding the systems and processes for harm reviews and waiting list management to identify any areas for further improvement. A formal investigation is underway in response to a patient who was identified as having suffered severe harm. This has been declared as a serious incident and is being formally investigated.

Mutual aid patients from other trusts were not included within the data but the committee sought and received assurance that completed clinical harm reviews are being requested and completed for these patients. A national mutual aid plan is being developed.

Getting it right first time (GIRFT)

The committee noted that GIRFT methodology is being used in the Trust's clinical services review to ensure alignment with national standards. The medical director will schedule a GIRFT progress reports on priority specialisms into the committee work plan for this year for further assurance.

Medicines management and optimisation

The committee approved the medicines management and optimisation strategy. The importance of the Trust having provision to set up an effective e prescribing service was noted and the committee received assurance that additional funding is being sought for the provision of e prescribing and patient records. The Digital Board, a new subcommittee of the finance and performance committee will have oversight of this.

Other

- The cancer patient experience survey results are positive and demonstrate that the Trust provides good care to cancer patients
- The agreed CQUIN's had previously been reported to the Board. CCG9 Cirrhosis and fibrosis tests for alcohol dependent patients is no longer part of the Trust's CQUIN programme as it was identified as not being achievable at QVH. Assurance was given on good progress in quarter two on the remaining three priority CQUINs
- The committee noted the infection prevention and control board assurance framework and the changes to Covid guidance and requirements for staff and patients. The committee was assured that where guidance has changed the Trust has implemented necessary changes using an evidence based risk assessment process
- The committee noted that there is poor compliance with the Trust's antibiotic prescribing guidelines, which aim to deliver standards in line with the World Health Organisation's global action plan on antimicrobial resistance (AMR). The committee received reassurance that this risk was on the corporate risk register and was being managed appropriately. A task and finish group had been reinstated to further improve compliance
- The committee agreed that there is a need to improve the Trust's minor injuries unit site and the Board should consider this in the context of an estate strategy for the whole site
- The committee noted that there had been six out of hours surgery patients during the last two months and sought and received assurance that the team were working to provide confirmation regarding the reasons for this

Recommendation

The Board is asked to **note** the contents of the report, the assurance where given and the risks identified.

Report to: Board Directors
Agenda item: 166-22
Date of meeting: 3 November 2022
Report from: Karen Norman, Committee Chair
Report author: Karen Norman, Committee Chair
Leonora May, Deputy company secretary
Date of report: 24 October 2022
Appendices: None

Quality and governance committee assurance

Introduction

This purpose of this report is to provide the Board with assurance on matters considered and discussed at the quality and governance committee at its meeting on 24 October 2022.

Clinical quality and patient safety

There had been no serious incidents during August and September 2022. The data showed a peak of patient safety in incidents reported during July 2022 and a review of this has not confirmed any significant areas of concern.

The committee received an update on clinical harm reviews and noted that engagement has improved with the new process, and the output includes easier referrals and visibility for the risk team once a patient is identified. The team are working towards being able to complete clinical harm reviews on prosthetics patients, especially those waiting more than two years.

Good progress has been made against the 2022/23 quality priorities and the committee noted that the number of falls for this quarter was five, compared to 10 during the previous quarter.

CQC Preparedness

The committee received an update on the Trust's CQC preparedness program and the new regulatory framework. The 2019 CQC action plan has been completed but there remain areas of potential weakness for the sustainability of services on the site. Key weaknesses were noted as being the absence of a structured quality improvement program and clinical strategy (currently being developed) and not having a paediatrician on site 24/7, which amounts to non-compliance with national standards.

The implementation of patient safety incident response framework (PSIRF) was also a potential weakness and there is a requirement for resource to identify and analyse any implications of this for the Trust. A project manager will take ownership of this work with the support of the executive team.

Inpatient survey

The committee commended all staff for the positive results. For questions regarding nursing, care and treatment and leaving hospital, QVH was rated as top in the country. Scores had decreased in two areas regarding information provided to patients prior to operations and procedures. These scores are still above national average and work to improve patient information in this area had started.

Infection prevention and control

The committee noted a small increase in Covid-19 cases amongst Trust staff. Staff Covid booster and flu vaccination campaigns are live.

Two cases of clostridium difficile infection (CDI) have been identified. Compliance with the hand hygiene policy had improved to 100% in the latest audit.

Risk

The quality and governance committee and finance and performance committee are considering how they can complete effective deep dives on corporate risks and the quality and governance committee will discuss this in detail at its seminar on 28 November. The committee suggested that the three overarching risks included within the CEO report to Board and BAF's be added onto the corporate risk register to ensure effective scrutiny and oversight. The medical director will consider whether the vacant medical examiner post ought to be added to the corporate risk register until this is resolved.

Other

- The committee have requested an update against the objectives of the Research and innovation strategy at its next meeting
- The committee received the Q2 Guardian of Safe Working report. There were 21 exceptions reports for the quarter, with 17 left over from the previous quarter which amounted to a back log. The committee emphasised the need for timeliness with closing these in the future. For locum work, the Trust's own bank staff are being used rather than agency and there is a risk regarding tiring staff. Further consideration will be given to ways of monitoring this. Jennifer O'Neill has been appointed as the new Guardian of Safe Working and will take over from Joy Curran. The lack of time to have an effective handover for this role and others remains an issue.
- 219 Trust policies are in date, with 15 out of date - this is a much improved position from last year, although some had been out of date for some and this will be addressed.

Recommendation

The Board is asked to **note** the contents of the report, the assurance where given and the risks identified.

Report to: Board of Directors
Meeting date: 1 September 2022
Reference number: 146-22
Report from: Kevin Gould, Committee Chair
Author: Kevin Gould, Committee Chair
Appendices: N/A
Report date: 23 August 2022

Audit Committee report
Meeting held on 26 July 2022

1. The Committee received an update on the assurance framework for KSOs 1 and 2 from the Chief Nurse. This included details of the key risks, sources of assurance, including clinical audit, and potential gaps in assurance. The discussion included mitigation for fragile services, staffing levels and investigation processes. The Chair of the Quality and Governance Committee provided further insight and assurance.
2. The Committee approved the updated Standards of Business Conduct Policy.
3. RSM presented an update on the Internal Audit plan. One report had been completed since the previous meeting:
 - Temporary Staffing Page (Reasonable Assurance, no High priority actions)

The Committee approved a change in the plan to accommodate a requirement for all NHS trusts to have an internal audit to review processes in line with a recent HFMA publication.
4. The Committee received a report on the progress of Counter Fraud activity.
5. The Committee reviewed financial reports including details of waivers. There was a specific report on the waiver required for covid testing.

There were no other items requiring the attention of the Board.

Recommendation

The Board is asked to **note** the contents of the report.

Report to: Board of Directors
Meeting date: 3 November 2022
Reference number: 175-22
Report from: Kevin Gould, Chair
Author: Kevin Gould, Chair
Appendices: N/A
Report date: 26 October 2022

Audit Committee report
Meeting held on 14 September 2022

1. The Committee received an update on the assurance framework for KSOs 3 and 4 from the Chief Financial Officer and Director of Operations. The Committee noted that although the Trust is on track to achieve a year end breakeven position it is important to develop a thorough understanding of the underlying position, capacity and demand and other potential challenges and the assurance mechanisms supporting this. Regarding KSO 4, the Committee focused on challenges relating to waiting lists and increased demand, and on the availability, quality and use of data.
2. The Committee reviewed the draft financial statements for the QVH Charitable Fund and noted that the audit has commenced.
3. RSM presented an update on the Internal Audit plan. Two reports had been completed since the previous meeting:
 - COVID Recovery Planning (Substantial Assurance, no High priority actions)
 - Data Quality & Performance: Waiting List Management – (Reasonable Assurance, one High priority action)The Committee reviewed and discussed the outstanding management actions, noting the good progress that continues to be made.
4. The Committee received a report on the progress of Counter Fraud activity.
5. The Committee reviewed financial reports including details of waivers and invoices with no purchase order.
6. The Committee noted that the contract for external audit will need to be tendered for the financial year 2023/24 and agreed to start the process.

There were no other items requiring the attention of the Board.

Report to: Council of Governors
Agenda item: 61-22
Date of meeting: 28 November 2022
Report from: Gary Needle, Senior Independent Director
Date of report: 12 October 2022
Appendices: None

Non-executive directors (NEDs) and governors- accountability and effective working arrangements

Introduction

In the context of the additional license conditions imposed on the Trust by NHSE/I and the recommendations of the Independent Review carried out by Carnell Farrer, the Board and CoG agreed that a report should be brought to CoG clarifying the accountability of NEDs and setting out recommendations for more effective working relationships between NEDs and Governors.

Over recent months, governors have been invited to consider with NEDs how best to promote effective understanding of Trust business and the role that NEDs play in providing assurance to CoG on organisational strategy and performance. This paper incorporates the main thoughts and suggestions of both NEDs and Governors on how to improve working relationships.

Now that the potential merger with University Hospitals Sussex is off the agenda, the Board will wish to engage with the widest possible range of stakeholders, including CoG, to help to determine the best way forward for QVH.

Accountability

As individuals, NEDs are accountable to the Chair of the Board (who is also the Chair of CoG). The Chair has a responsibility to balance internal accountability to the CoG with external accountabilities to the Integrated Care Board and NHSE.

The Directors of the Board (Executive and Non-Executive) are collectively responsible for setting the strategic direction of the Trust and for ensuring effective oversight of operational performance.

NEDs provide constructive challenge, strategic guidance and offer specialist advice from an independent perspective and hold management to account.

The NEDs gain a broad overview of Trust business by participating in board meetings and a more detailed perspective by chairing Board Committees covering specific areas of business such as: Finance and Performance; Quality and Governance; Audit; Nominations and Remuneration. NEDs also undertake a range of lead roles at board level, for example, health and well-being and inclusion, as well as providing 1-1 support for Executive Directors through “buddying” arrangements.

In order to carry out their role effectively, NEDs seek assurance from a wide range of sources to satisfy themselves (or otherwise) that the Trust is heading in the right direction through development of the right strategies and delivery of the right plans.

Governors have a responsibility to represent the interests of the members of the Trust as a whole and the general public and to hold NEDs (individually and collectively) to account for the performance of the Board (including the Chair). The Lead Governor fulfills an important liaison role and is accountable to the CoG as a collective and to the Trust Chair.

In order to carry out their role effectively, Governors must seek assurance from NEDs about the performance of the Board as a whole and the degree to which NEDs perform effectively (individually and collectively) as members of the Board of Directors.

The CEO is accountable to the Chair of the Board and is responsible for enacting the agreed strategies and plans adopted by the Board of Directors. The other Executive Directors are accountable to the CEO. The CEO and other Executive Directors have no formal remit at CoG. They may however be invited to attend CoG meetings to provide important insights into areas of Trust business of particular interest to Governors.

Effective working arrangements between NEDs and governors

Whilst it will never be possible to please all of the people, all of the time, we should collectively seek to create and maintain an environment in which Governors, NEDs and staff of the Trust feel recognized, respected and included, especially when people hold opposing views.

In order to properly hold NEDs to account, Governors need sufficient context knowledge and opportunities to both meet with and ask questions of NEDs and to observe them working in practice.

Governors can derive context knowledge from a combination of: personal experience; feedback from Members and the general public; observing board meetings in person; keeping up-to-date with media publications and the Trust website and receiving briefings from the CEO and others at CoG meetings.

Governors can seek assurance about Board strategy and performance by asking questions of NEDs at the formal quarterly CoG meetings held in public and at any private meetings that may be convened.

Governors can reasonably expect that NEDs will be able to answer questions about why the board has made specific decisions. NEDs should be able to explain how they have sought assurance that a particular direction of travel or decision is the correct one and be able to articulate the key associated risks. In addition, NEDs may also be able to answer more detailed questions about policy and operations by virtue of their presence at Board Committees. It would not be reasonable to expect NEDs to carry the same knowledge or the same level of detail as Executive Directors, hence the importance of giving Governors the opportunity to hear from the CEO and other EDs directly as necessary. By and large, Governors would not be expected to request substantial amounts of detail in order to carry out their remit to hold NEDs to account for the performance of the Board and this should only be required in exceptional circumstances.

Over the past few months, NEDs and Governors have been experimenting with small, informal group meetings with open agendas, enabling the respective parties to share thoughts and exchange ideas across a wide range of business. These meetings have been found to be a good opportunity for NEDs to explain what they do

and how they do it. The feedback received is that these meetings have been very helpful and it is recommended that they should continue to be scheduled between the formal quarterly CoG meetings. There is a preference from most participants that these meetings should continue to be held face-to-face as this format affords the best opportunity for open and frank dialogue. It should be noted that the practice has been for these meetings to be held under “Chatham House rules” and no minutes are taken.

It is recommended that Governors take the opportunity to observe NEDs carrying out their scrutiny function at Board meetings held in public. Governors might wish to consider setting up a rota for this to enable all Governors to participate during the annual cycle of six meetings.

Compliance in Practice inspections offer a further opportunity for NEDs and Governors to work together and have the added advantage of being focused on direct engagement with frontline staff and inspection of facilities. It might be possible to create other opportunities for joint visits to wards and departments.

Following the Independent Review, some changes have already been implemented regarding the structure of CoG meetings. A common view expressed by governors is that they would like to use more time in formal CoG meetings to seek assurance from the NEDs and to hold them to account for the performance of the Board. This is entirely in accordance with the role of Governors and the agenda setting process should be able to take this into account. The NEDs are supportive of this and consider it important that this process should give more balanced coverage to the full range of key priorities and issues that are actively under consideration by the Board. On some occasions, CoG might wish to meetings for only the Governors and Chair or meetings for only Governors and NEDs (which should be open to all Governors and NEDs as appropriate).

In the small group discussions, the question has also arisen as to how Governors should account to the members who elected them and/or the stakeholders who nominated them. There are limited processes in place to deliver on these requirements at present. In the past, Governors have been active in arranging talks for local community groups. It is recommended that CoG gives further consideration to this matter.

Building trust takes time and in taking these issues forward, due attention must be given to the constraints on the availability of the people involved. QVH may be a small Trust but the governance requirements and burden of responsibility on NEDs is no different to other much larger Trusts. Similarly, Governors commonly have busy lives outside of their QVH remit. These limits on time must be respected in the interests of good governance and health and wellbeing. There should be a clear expectation of no more than four formal public CoG meetings per annum and a limited seminar/informal meetings program that is planned well in advance so that people have enough time to plan their attendance. Effective agenda planning through Governor Steering Group will be very important to ensure that the most important issues get sufficient airtime.

Recommendation

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

Report to: Council of Governors
Agenda item: 62-22
Date of meeting: 28 November 2022
Report from: Clare Pirie, Director of communications and corporate affairs
Report author: Leonora May, Deputy company secretary
Date of report: 7 October 2022
Appendix: None

Information governance training

Introduction

The Trust is committed to providing training and development for governors to enable them to carry out their role effectively, and likewise governors are expected to participate in such opportunities that have been identified as appropriate. This annual update contains the core information needed by governors.

Information Governance (IG) is a combination of legislation, policy, procedure and guidance that dictates how information should be handled by an organisation. This can apply to any information, including patient information, staff information and financial data.

IG issues affect all roles within the Trust; all staff including contractors and governors are required by the Department of Health, via the Data Security and Protection Toolkit to complete annual IG training.

This document looks at the following topics:

- Confidentiality and Caldicott Principles
- The General Data Protection Regulation (GDPR)
- Freedom of Information Act 2000 (FOI)
- Information Security

Summary

Governors are required to remain cognisant about information security, privacy and confidentiality whilst carrying out their duties. A summary of the key principles relevant to governors is set out below:

Information

For the purposes of information governance, this can be categorised as:

- Personal (name, date of birth, home address)
- Sensitive (ethnicity, disease, sexuality)
- Corporate (supplier contracts, meeting minutes, financial details)

Confidentiality

The Governor code of conduct 2016 requires compliance 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. (This does not, however, preclude governors from making a protected disclosure).

Confidentiality is defined as the right of the person to know that information given is not shared freely. Either within the Trust where there is no need, or between agencies. Generally, information can only be shared when there is consent. There are exceptions to this rule, when we receive a court order or the police request information under the prevention and detection of serious crime.

Each healthcare organisation has an appointed Caldicott Guardian. This is a senior person responsible for protecting the confidentiality of service user's information and enabling appropriate information- sharing. The Caldicott Guardian for our Trust is Nicky Reeves, Chief Nurse.

Caldicott principles

The Caldicott Report was a review commissioned due to increasing worries concerning the use of patient information in the NHS. Its findings were originally published in 1997, with follow up reports in 2012 and 2016. Key principles are:

- Requests for information must justify the **purpose**
- Patient identifiable information should not be used unless absolutely **necessary**; in such cases, only the minimum information required should be disclosed
- We should only use the bare **minimum** information to reduce identifiability
- Access to patient identifiable information should be on a strict **need-to-know** basis
- Everyone with access to patient identifiable information should be aware of their **responsibilities**, and understand and comply with the law
- The duty to share information can be as important as the duty to protect patient confidentiality.

The Caldicott principles mean that we should:

- Never discuss a service user in a public space or with our family or friends
- Never access data relating to a service user, family or friend unless you have a legitimate reason to do so in line with their care
- Never access your own data, as this is an abuse of your position. If you require copies / sight of your own information held by the Trust you may submit a Subject Access Request
- Never share passwords to systems or computers
- Don't leave personal information unattended
- If you find confidential papers, you should hand them to the company secretary

Any breaches of personal data or confidentiality could result in the Trust facing a large fine from the Information Commissioner's Office (ICO) of up to 4% of our annual turnover or £17 million, whichever is higher.

Data Protection Act 2018 (GDPR)

The Data Protection Act 2018 controls how your personal information is used by organisations, businesses or the government. This act is the UK's implementation of the General Data Protection Regulation (GDPR) and

requires information to be used fairly, lawfully and transparently. The Trust can be fined for breaches.

Staff and governors must bear in mind the Data Protection Act (2018) during the execution of duties, and its six principles, specifically principle 6 – Held Securely. This directly relates to how we hold data in any format for example, on paper or electronically.

The six principles state that information we hold should be:

1. Processed fairly and lawfully
2. Processed for a specific purpose
3. Adequate, relevant and not excessive
4. Accurate and up to date
5. Not kept longer than necessary
6. Held securely

Freedom of Information act 2000

This provides public access to information held by public authorities. Anyone anywhere in the world can ask any public authority about any non-personal information they hold by making a written request. The Trust has 20 days to respond to requests.

Exemptions do apply for non-disclosure of information, for example if the information is commercially sensitive or if the information requested is already in the public domain.

Potential threats to data security

These include social engineering, e-mail phishing and malware.

Email

Whilst stakeholder and public governors at QVH are not provided with an NHS email address, it is useful to be aware that before emailing any external parties, staff and volunteers are required to:

- Check whether it is acceptable to send personal information.
- Confirm the accuracy of the email addresses.
- Check that everyone on the copy list has a genuine 'need to know'.
- Use the minimum identifiable information

Recommendation

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

Report to: Council of Governors
Agenda item: 63-22
Date of meeting: 28 November 2022
Report from: Clare Pirie, Director of communication and corporate affairs
Report author: Leonora May, Deputy company secretary
Date of report: 12 October 2022
Appendices: Draft GSG terms of reference

Governor steering committee terms of reference

Introduction

The draft terms of reference are presented to the council of governors for approval following review and update.

Background

At its meeting on 18 July 2022, the council of governors agreed that the governor steering group terms of reference and membership should be updated for consideration at its next meeting.

The governor steering group met on 11 October 2022. The group considered the terms of reference and agreed to recommend them to the council of governors for approval at its meeting on 24 October 2022, subject to the name of the group being changed to the 'governor steering committee'. This change has been made.

Membership

The membership has been updated as the governor representative roles which previously made up the group no longer exist.

It is recommended the governors previously undertaking the roles of governor representatives that made up the membership of the group continue in their role of member of the group.

Recommendation

Council is asked to **approve** the governor steering committee terms of reference and membership.

Terms of reference	
Name of governance body	Governor Steering Committee (GSC)
Constitution	The governor steering committee ("the committee") is a committee of the council of governors established in accordance with paragraph 25 of the Trust's constitution and its authority is set out within these terms of reference. The committee is accountable to the council of governors.
Authority	<p>The committee is authorised by the council of governors to assist the council in carrying out its functions but the council of governors does not delegate any of its powers or functions to it.</p> <p>The committee is authorised by the council of governors to take action in respect of any activity within its terms of reference and has authority to form sub working groups to facilitate the work of the committee and support any recommendations it may make to the council of governors.</p>
Purpose	<ul style="list-style-type: none"> • To support the lead governor in gathering and sharing the views of all governors regarding planning agenda items for upcoming council of governor meetings and seminars • Identify areas for Council development • Support the work of the council of governors • Actively engage governors in discharging their statutory duties and adding value to the Trust
Duties	<ul style="list-style-type: none"> • The committee will work with and provide advice and support to the lead governor, Trust Chair and company secretariat regarding the planning of council of governor agendas for upcoming meetings • Provide input into council of governors meeting agendas • Provide input into the council of governors meeting work plan • Provide feedback on key governor issues which arise outside of formal council of governor meetings • Members of the committee will act as a representative for their constituency and proactively engage with their peers to gather views and ensure all views are considered in agenda planning • Provide feedback to help ensure that the council of governors works effectively and discharges its statutory duties in the best interests of members, patients and staff
Meetings	The committee will meet in advance of each quarterly meeting of the council of governors. The governor steering committee Chair may cancel, postpone or convene additional meetings as necessary for the committee to fulfil its purpose and discharge its duties.

Membership
<p>The lead governor will be Chair of the governor steering committee. In the absence of the lead governor, the remaining members present will elect another governor member present to Chair the meeting.</p> <p>Members</p> <ul style="list-style-type: none"> • Lead governor (Chair) • Trust Chair • Senior independent director • Up to four public governors • One stakeholder governor • One staff governor <p>Attendees</p> <ul style="list-style-type: none"> • Company secretary • Deputy company secretary • Any other individuals as the committee considers appropriate
Secretariat
<p>The Deputy company secretary will be secretary to the committee and shall provide administrative support and advice to the Chair and membership. The duties of the secretary shall include:</p> <ul style="list-style-type: none"> • Preparation of draft council of governor meeting agendas for discussion at the meeting • Organisation of meetings • Taking action notes and keeping a record of matters arising and issues to be carried forward • Advising the committee as required
Quorum
<p>For any meeting of the committee to proceed the Chair, secretary to the committee and two other governor members must be present.</p>
Attendance
<p>Members are expected to attend all meetings or to send apologies to the Chair and secretary to the committee at least five clear days* prior to each meeting.</p>
Papers
<p>Draft council of governor meeting agendas and the associated work plan shall be distributed to members at least five clear days prior to the meeting.</p>
Reporting
<p>The secretary to the committee will take action notes and the matters arising schedule will be updated and presented to the committee at its next meeting for review.</p> <p>The committee shall report to the council of governors as required.</p>
Review
<p>These terms of reference shall be reviewed by the committee annually or more frequently if necessary. The review process should include the company secretariat. The Council of Governors shall be required to approve all changes.</p>

The next scheduled review of these terms of reference will take place in October 2023.

*** Definitions**

- In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.

Report to: Council of Governors
Agenda item: 64-22
Date of meeting: 28 November 2022
Report from: Clare Pirie, Director of communications and corporate affairs
Report author: Leonora May, Deputy company secretary
Date of report: 14 October 2022
Appendices: Council of governor Standing Orders

Council of governor Standing Orders

Introduction

The council of governor Standing Orders should be reviewed as a minimum once every three years. The Standing Orders were last reviewed in 2019 and approved by Council at its meeting held in public on 14 October 2019.

The company secretariat has reviewed the Standing Orders and proposes some amendments for approval as described below and in the document.

Summary of proposed changes

Section 3: this section has been updated to include the role of the lead governor and of the governor steering committee in planning the agenda for council of governor meetings.

Section 15.5: this section has been updated to make clear that governors are required to complete their fit and proper person declarations at the beginning of each financial year.

Section 16.1: reference to 'him' when describing the Secretary has been changed to 'them' in line with house style.

Section 16.2: this section has been updated to remove the wording relating to charging non-members for copies of the register of interests.

Next steps

If Council approves the proposed changes, version 3 of the Standing Orders will come into effect immediately and be uploaded on the Trust's website.

Recommendation

Council is asked to **approve** the proposed amendments to the council of governor Standing Orders.

Standing Orders

Council of Governors Queen Victoria Hospital NHS Foundation Trust

Author: Clare Pirie, Director of communications and corporate affairs

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
Version	1	Approved by the Council of Governors at its meeting held in public on 20 October 2016
Version	2	Approved by the Council of Governors at its meeting held in public on 14 October 2019
<u>Version</u>	<u>3</u>	<u>Approved by the Council of Governors at its meeting held in public on 24 October 2022</u>

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

QVH NHS FT Council of Governors Standing Orders

For review October 202~~5~~²

FINAL & APPROVED October 20~~22~~¹⁹

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~~3.2~~ ~~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 and lead governor 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.

~~3.2~~—3.3 The Governor Steering Committee shall work with the Chair and Secretary to provide advice, support and input into the planning of Council of Governor agendas for upcoming meetings. Members of the committee shall act as representatives for their constituencies and proactively engage with their peers to gather views and ensure that they are considered in agenda planning. The Governor Steering Committee shall be chaired by the lead governor.

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:

QVH NHS FT Council of Governors Standing Orders

For review October 202~~5~~²

FINAL & APPROVED October 20~~22~~¹⁹

Page 9 of 13 |

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 at the beginning of each financial year 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 ~~the~~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
Agenda item: 65-22
Date of meeting: 28 November 2022
Report from: Clare Pirie, Director of communications and corporate affairs
Report author: Leonora May, Deputy company secretary
Date of report: 12 October 2022
Appendices: None

V10b of Trust Constitution

Introduction

This report serves to notify the council of governors that the Constitution will be updated to correct an administrative error to remove the text in section 21.15 and correct the numbering of sections 21.15- 22.

Background

On 21 February 2022, the council of governors (and the Trust Board on 3 March 2022) approved the following update to section 21.14 of V9 of the Trust's Constitution:

Section 21.14 will read:

If the Meeting Chair has a conflict of interest in relation to the business being discussed, then the Deputy Chair shall chair that part of the meeting. Should the Deputy Chair not be present then one of the other non-executive directors shall chair that part of the meeting.

When this change was made to section 21.14, a part of the old section 21.14 clause moved down to section 21.15 of the Constitution instead of being removed. This was an administrative error. The incorrect clause at 21.15 will be removed and subsequent numbering will be corrected.

V10b of the Trust Constitution will be published on the Trust's website following the council of governors meeting.

Recommendation

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

Council of Governors Meeting in public

PART B

Monday 28 November 2022

17.45-18.30
Microsoft Teams



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership November 2022

Members	
Jackie Smith	Trust Chair
Chris Barham	Public governor
Elizabeth Bowden	Public governor
Andrew Brown	Public governor
St John Brown	Stakeholder governor for League of Friends
Tim Butler	Public governor
Baljit Dheansa	Staff governor
Miriam Farley	Public governor
Anthony Fulford-Smith	Public governor
Janet Haite	Public governor
Oliver Harley	Public governor
Anita Hazari	Staff governor
Julie Holden	Stakeholder governor for EG Town Council
Bob Lanzer	Stakeholder governor for WS County Council
Raman Malhotra	Staff governor
Caroline Migo	Public governor
Roger Smith	Public governor
Ken Sim	Public governor
Alison Stewart	Public governor
Peter Ward Booth	Public governor
Thavamalar Yoganathan	Public governor
Invited attendees	
Clare Pirie	Director of communications and corporate affairs
Leonora May	Deputy company secretary (mins)
Gary Needle	Senior independent director
Kevin Gould	Non-executive director
Paul Dillon-Robinson	Non-executive director
Karen Norman	Non-executive director
Steve Jenkin	Chief executive

Annual declarations by governors 2022/23

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

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

	Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
Public governors							
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
Bowden, Elizabeth	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Brown, Andrew	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Butler, Tim	Innovation Visual Limited – Director Medical Stock Images Company Limited – Director Medical Artist Limited – Director 23 Clarence Square (Cheltenham) Management Limited - Director	Medical Stock Images Company Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. Medical Artist Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH.	Medical Stock Images Company Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. Medical Artist Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH.	NIL	NIL	NIL	NIL
Farley, Miriam	NIL	NIL	NIL	NIL	NIL	NIL	NIL (Husband previously worked for QVH but retired last year)
Fulford-Smith, Antony	Director property management company with single asset – woodland in Devon	NIL	NIL	NIL	NIL	I hold share options in companies with whom previously employed that supply medicines to the NHS (Abbvie and Ipsen)	Spouse is matron of Maxillofacial and Orthodontic outpatients department at QVH
Haite, Janet	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Harley, Oliver	NIL	Independent surgical private practice at McIndoe Centre/Horder Health	NIL	NIL	Independent surgical private practice at McIndoe Centre/Horder Health	Independent surgical private practice at McIndoe Centre/Horder Health	NIL
Migo, Caroline	NIL	NIL	Chair and Trustee of Restore Breast Cancer Reconstruction Charity	NIL	NIL	NIL	NIL
Sim, Ken	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Smith, Roger	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Stewart, Alison	NIL	NIL	NIL	NIL	Following my retirement, I retain a small partnership share, with a non-clinical role in an NHS general practice partnership in Tunbridge Wells, Kent.	NIL	My step daughter is an extended scope practitioner physiotherapist at QVH.
Ward Booth, Richard Peter	NIL	NIL	NIL	Vice Chair Uckfield League of Friends	NIL	NIL	NIL
Yoganathan, Thavamalar	Tresaanth Healthcare Services Limited- Director	NIL	NIL	NIL	NIL	NIL	Spouse is a Consultant Plastic Surgeon at QVH.

Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
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Staff governors							
Dheansa, Balj	Director of My Plastic Surgeon Ltd. This company manages my private practice in plastic and reconstructive surgery.	Director of My Plastic Surgeon Ltd. This company manages my private practice in plastic and reconstructive surgery. Although I do not intend to seek NHS work through my company it is possible that such work may be offered to me.	NIL	I am patron of Dan's Fund for Burns. The position is not one of authority as I have no voting powers.	NIL	NIL	My wife works in the NHS at a London Hospital in the field of neurosurgery
Hazari, Anita	NIL	Private practice LLP – but does not do any business with NHS/QVH	NIL	Chair ISB Plastic Surgery examinations at JCIE	NIL	NIL	NIL
Malhotra, Raman	Orbitofacial Clinic Limited- Director Palm Vision LLP- Director	Owner and Director of Orbitofacial Clinic Limited where outpatient clinics are carried out at the McIndoe Centre, Spire Gatwick Park Hospital and Harley Street Hospital. I do not receive NHS referrals.	NIL	NIL	NIL	NIL	NIL
Appointed governors							
Brown, St John	The London Orthopaedic Clinic Limited- Director STJB Advisory Limited- Director London Uroradiology LLP- Director	Lucida Medical Limited	NIL	League of Friends of QVH	NIL	NIL	NIL
Holden, Julie	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Lanzer, Bob	Director of Southeast Communities Rail Partnership CIC (Communities Interest Company)	NIL	NIL	NIL	Member of West Sussex County Council and Cabinet Member for Public Health and Wellbeing Member of Crawley Borough Council	NIL	NIL

Fit and proper persons declaration

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

Categories of person prevented from holding office							
	The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged.	The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland.	The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40).	The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it.	The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland.	The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment.	The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider.
Public governors							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Bowden, Elizabeth	NA	NA	NA	NA	NA	NA	NA
Brown, Andrew	NA	NA	NA	NA	NA	NA	NA
Butler, Tim	NA	NA	NA	NA	NA	NA	NA
Farley, Miriam	NA	NA	NA	NA	NA	NA	NA
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA
Haite, Janet	NA	NA	NA	NA	NA	NA	NA
Harley, Oliver	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Migo, Caroline	NA	NA	NA	NA	NA	NA	NA
Sim, Ken	NA	NA	NA	NA	NA	NA	NA
Smith, Roger	NA	NA	NA	NA	NA	NA	NA
Stewart, Alison	NA	NA	NA	NA	NA	NA	NA
Ward Booth, Richard Peter	NA	NA	NA	NA	NA	NA	NA
Yoganathan, Thavamalar	NA	NA	NA	NA	NA	NA	NA
Staff governors							
Dheansa, Balj	NA	NA	NA	NA	NA	NA	NA
Hazari, Anita	NA	NA	NA	NA	NA	NA	NA
Malhotra, Raman	NA	NA	NA	NA	NA	NA	NA
Appointed governors							
Brown, St John	NA	NA	NA	NA	NA	NA	NA
Holden, Julie	NA	NA	NA	NA	NA	NA	NA
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA

Meeting of the QVH Council of Governors

PART B

Monday 28 November 2022

17.45-18.30

Agenda: meeting session held in public				
Standing items				
Ref	Item	purpose	mode	Indicative time
68-22	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-	Verbal	17.45
Council business				
Ref	Item	purpose	papers	indicative time
69-22	Securing the long term future of QVH <i>Jackie Smith, Trust Chair</i>	Discussion	Verbal	17.47
70-22	Update from Council of Governors seminars <i>Chris Barham, lead governor</i>	Information / discussion	Verbal	18.05
71-22	Governors working group- public engagement <i>Antony Fulford-Smith, public governor</i>	Discussion/ approval	9	18.10
Meeting closure				
Ref	Item	purpose	papers	Indicative time
72-22	Any other business <i>By application to the Chair</i>	Discussion	Verbal	18.22
Questions				
Ref	Item	purpose	papers	indicative time
73-22	To receive any questions or comments from members of the foundation trust or members of the public <i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>	Discussion	Verbal	18.25
Date of next meeting				

Next meeting of the council of governors to be held in public	
9 January 2023 16.00	

Quoracy

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

Report to: Council of Governors
Agenda item: 71-22
Date of meeting: 28 November 2022
Report from: Antony Fulford-Smith, public governor
Report author: Leonora May, Deputy company secretary
Date of report: 21 November 2022
Appendices: Draft governor working group terms of reference

Governors working group- public engagement

Introduction

The draft terms of reference for the governors working group on public engagement are presented to the council of governors for approval.

Background

Following its seminar session on the governor role in member and public engagement on 27 July 2022, governors considered setting up a governor working group to develop ideas for governor engagement with the public, seeking support from the Trust to implement any actions to take forward.

The governor working group had its first meeting on 15 November 2022. The group considered the terms of reference and agreed to recommend them to the council of governors for approval at its meeting on 28 November 2022.

Recommendation

Council is asked to **approve** the governors working group terms of reference.

Terms of reference	
Name of governance body	
Governors working group- Public engagement	
Constitution	
<p>The working group (the group) is a 'sub-committee' of the Council of Governors. The working group will report any recommendations informally to CoG members and subsequently if agreed with the Governor Steering Committee to formal CoG meetings for ratification where appropriate.</p>	
Purpose	
<p>The purpose of the group is to propose ways in which Governors can strengthen engagement with both the formal public Membership of the Trust and the wider general public within the Trust's referral areas. Engagement is defined for this purpose as a two-way exchange relating to information about the services provided by the Trust and input on the current services and their future development.</p> <p>The establishment of the group at this time (October 2022) is driven by a desire to gain wider input on the future strategic direction of the Trust as well as to establish broader public engagement in general.</p>	
Meetings	
<p>The group is expected to meet monthly (virtually or in person) in the near term but less frequently (quarterly) once a process for ongoing engagement has been established</p>	
Membership	
<p>The membership of the group is not fixed and it is hoped to engage a small group of Governors and other expertise to facilitate engagement projects as required. A public governor will chair the group.</p> <p>Initially it is proposed that 3-4 public Governors with support from the company secretary or deputy company secretary should constitute the core members. To be quorate the chair or delegate and at least 2 other members of the committee should be in attendance.</p>	
Secretariat	
<p>The deputy company secretary or assistant will be asked to support meetings of the group to note proposals, actions and timelines.</p>	