

Bundle Council of Governors (public) 7 April 2025

Agenda attachments

00 A – front cover public

00 B – membership

00 C – register Apr 2025

00 D – Agenda Public CoG 7 April 2025 FINAL

- 1.25 Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy
Jackie Smith, Trust Chair
- 2.25 Draft minutes of the public meeting held on 27 January 2025
Jackie Smith, Trust Chair
Approval
2–25 Minutes– PUBLIC CoG– 27 January 2025 DRAFT V1
- 3.25 Matters arising and actions pending from previous meetings
Jackie Smith, Trust Chair
Review
3–25 PUBLIC Matters arising Apr 2025
- 4.25 Update from Trust Chair
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4–25 Chair's report
- 5.25 Update from Chief Executive Officer
Abigail Jago, acting Chief Executive Officer
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5–25 CEO's report
- 6.25 Update from Lead Governor and Deputy Lead Governor (verbal)
Chris Barham, Lead governor
Janet Hall, deputy Lead governor
Information
- 7.25 Non-executive director assurance
All Non-executive directors
Assurance
7–25 NED assurance report
- 8.25 Questions for Non-executive directors (verbal)
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- 9.25 Update from Governor Working Group for Public Engagement (verbal)
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Information
- 10.25 Council of Governors effectiveness review
Leonora May, Company Secretary
Discussion
10–25 Council of Governors effectiveness review
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- 11.25 Council of Governors sub-committee and working group membership
Leonora May, Company Secretary
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11–25 Sub-committee and working group membership
- 12.25 Appointments committee terms of reference
Leonora May, Company Secretary
Ken Sim, Appointments committee Chair
Approval
12–25 Appointments committee ToR
12–25.1 AC ToRs 2025–26 DRAFT V1
- 13.25 Trust Chair second term and salary
Ken Sim, Appointments committee Chair
Karen Norman, Senior independent director
Russel Hobby, Senior independent director designate
Leonora May, Company Secretary
Approval

13–25 Chair reappointment and salary

14.25 Any other business

By application to the Chair

Discussion

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

We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.mayl@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.

Discussion

Council of Governors Meeting in public

Monday 7 April 2025

14.00-16.00

**Meridian Hall, East Court, College Lane, East
Grinstead, West Sussex RH19 3LT**



Queen Victoria Hospital NHS Foundation Trust Council of Governors Membership April 2025

Members	
Jackie Smith	Trust Chair
Michele Augousti	Public governor
Chris Barham	Public governor
Colin Fry	Public governor
Antony Fulford-Smith	Public governor
Niamh Gavin	Staff governor
Richard Green	Public governor
Janet Hall	Public governor
John Harold	Public governor
Felicity Hatch	Public governor
Denise Holland	Public governor
Liz James	Public governor
Bob Lanzer	Stakeholder governor for WS County Council
Julie Mockford	Stakeholder governor for EG Town Council
Chris Parrish	Staff governor
David Porter	Public governor
Charlie Robinson	Public governor
Rodabe Rudin	Public governor
Ken Sim	Public governor
Linda Skinner	Stakeholder governor for League of Friends
Roger Smith	Public governor
Jonathan Squire	Public governor
Jennifer Tite	Public governor
Graham True	Staff governor
Invited attendees	
Paul Dillon-Robinson	Non-executive director
Karen Norman	Senior independent director
Peter O'Donnell	Non-executive director
Shaun O'Leary	Non-executive director
Jo Emmanuel	Non-executive director
Russell Hobby	Non-executive director
Aleema Shivji	Associate Non-executive director
Vivek Chaudhri	Associate Non-executive director
Abigail Jago	Acting Chief executive officer and Chief strategy officer
Jon Bell	Interim Chief finance officer
Edmund Tabay	Chief nursing officer
Tamara Everington	Chief medical officer
Helen Edmunds	Chief people officer
Kirsten Timmins	Chief operating officer
Jane Dickson	Interim deputy Chief executive officer
Leonora May	Company secretary (minutes)

Annual declarations by governors 2025/26

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							
Augousti, Michele	Director of Reach Business Consultants Ltd Non-executive director for Sussex Chamber of Commerce	NIL	NIL	NIL	NIL	NIL	NIL
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
Fry, Colin	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Hall, Janet	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Holland, Denise	Secretary and director of Temple West Mgmt Ltd Director of Ashdown Drive Ltd	NIL	NIL	NIL	NIL	NIL	NIL
James, Liz	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sim, Ken	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Smith, Roger	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Squire, Jonathan	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Fulford-Smith, Antony	NIL	NIL	NIL	Chair of Trustees of Hammerwood and Holtye Hall- providing hall facilities for social and recreational use	NIL	NIL	My wife is a bank nurse at QVH
Green, Richard	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Harold, John	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Hatch, Felicity	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Porter, David	Since 2010 I have been a director of DFP Market Services Limited, a management consultancy. The company has no connection with the NHS or QVH I am a Trustee/ director of Peredur Centre for the Arts. The Charity has no connection with the NHS or QVH	NIL	NIL	NIL	NIL	NIL	NIL
Robinson, Charlie	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Rudin, Rodabe	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Tite, Jennifer	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

Fit and proper persons declaration

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

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

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.
True, Graham	NA	NA	NA	NA	NA	NA	NA
Appointed governors							
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA
Skinner, Linda	NA	NA	NA	NA	NA	NA	NA
Mockford, Julie	NA	NA	NA	NA	NA	NA	NA

Meeting of the QVH Council of Governors
Monday 7 April 2025
14.00-16.00

Agenda: meeting session held in public		
Standing items		
Ref	Item	purpose
1-25	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-
2-25	Draft minutes of the public meeting held on 27 January 2025 <i>Jackie Smith, Trust Chair</i>	<i>Approval</i>
3-25	Matters arising and actions pending from previous meetings <i>Jackie Smith, Trust Chair</i>	<i>Review</i>
4-25	Update from Trust Chair <i>Jackie Smith, Trust Chair</i>	<i>Information</i>
5-25	Update from Chief Executive Officer <i>Abigail Jago, acting Chief Executive Officer</i>	<i>Information</i>
6-25	Update from Lead Governor and Deputy Lead Governor (verbal) <i>Chris Barham, Lead governor</i> <i>Janet Hall, deputy Lead governor</i>	<i>Information</i>
Holding non-executive directors to account for the performance of the board of directors		
7-25	Non-executive director assurance <i>All Non-executive directors</i>	<i>Assurance</i>
8-25	Questions for Non-executive directors (verbal) <i>All Non-executive directors</i>	<i>Discussion</i>
Representing the interests of the members and members of public		
9-25	Update from Governor Working Group for Public Engagement (verbal) <i>John Harold, Public Governor and working group Chair</i>	<i>Information</i>
Council business		
10-25	Council of Governors effectiveness review <i>Leonora May, Company Secretary</i>	<i>Discussion</i>
11-25	Council of Governors sub-committee and working group membership <i>Leonora May, Company Secretary</i>	<i>Information</i>

12-25	Appointments committee terms of reference <i>Leonora May, Company Secretary</i> <i>Ken Sim, Appointments committee Chair</i>	<i>Approval</i>
13-25	Trust Chair second term and salary <i>Ken Sim, Appointments committee Chair</i> <i>Karen Norman, Senior independent director</i> <i>Russel Hobby, Senior independent director designate</i> <i>Leonora May, Company Secretary</i>	<i>Approval</i>
Meeting closure		
14-25	Any other business <i>By application to the Chair</i>	<i>Discussion</i>
Questions		
15-25	To receive any questions or comments from members of the foundation trust or members of the public <i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>	<i>Discussion</i>
Date of next meeting		
Next meeting of the council of governors to be held in public		
21 July 2025		

Quoracy

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

Document:	Minutes DRAFT	
Meeting:	Council of Governors session in public 14.00-16.00 , 27 January 2025 Meridian Hall, East Court, East Grinstead	
Present:	Jackie Smith (JS)	Trust Chair (meeting Chair)
	Michele Augousti (MA)	Public governor
	Chris Barham (CB)	Public governor (lead governor)
	Antony Fulford-Smith (AFS)	Public governor
	Richard Green (RG)	Public governor
	Janet Hall (JH)	Public governor (deputy lead governor)
	John Harold (JHa)	Public governor
	Felicity Hatch (FH)	Public governor
	Denise Holland (DH)	Public governor
	Liz James (LJ)	Public governor
	Bob Lanzer (BL)	Stakeholder governor for WSCC
	Julie Mockford (JM)	Stakeholder governor for EGTC
	Chris Parrish (CP)	Staff governor
	David Porter (DP)	Public governor
	Charlie Robinson (CR)	Public governor
	Rodabe Rubin (RR)	Public governor
	Ken Sim (KS)	Public governor
	Linda Skinner (LS)	Stakeholder governor for LoF
	Roger Smith (RS)	Public governor
	Jonathan Squire (JSq)	Public governor
In attendance:	Leonora May (LM)	Company secretary (minutes)
	Paul Dillon-Robinson (PDR)	Non-executive director
	Peter O'Donnell (POD)	Non-executive director
	Shaun O'Leary (SOL)	Non-executive director
	Russell Hobby (RH)	Non-executive director
	Karen Norman (KN)	Non-executive director
	Abigail Jago (AJ)	Acting Chief executive officer
	Tamara Everington (TE)	Chief medical officer
	Jon Bell (JB)	Interim Chief finance officer
	Jane Dickson (JD)	Interim Chief nursing officer
	Kirsten Timmins (KT)	Chief operating officer (from item 43-24)
	Helen Edmunds (HE)	Chief people officer
	Aleema Shivji (AS)	Associate Non-executive director
	Vivek Chaudhri (VC)	Associate Non-executive director
Apologies:	Colin Fry (CF)	Public governor
	Niamh Gavin (NG)	Staff governor
	Jennifer Tite (JT)	Public governor
	James Lowell (JL)	Chief executive officer
Did not attend:	None	
Members of the public:	Three members of staff	
Ref.	Item	
55-25	Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present, including CR, FH, LJ, MA, RR and JM to their first public Council of Governors meeting since being elected/appointed as governors. The Chair also welcomed JB, AS and VC to their first Council of Governors meeting. The Chair reminded all present that the meeting was a meeting in public and not a public meeting, therefore members of the public were invited to observe the meeting but not to participate in discussions. Governor apologies were received from JT, NG and CF and the meeting was declared as being quorate. Board apologies were received from JL and AJ was acting Chief executive officer.	

	<p>There were no governor declarations of interest other than those already recorded on the register of interests; LM confirmed that declarations have now been received from all governors.</p>
56-25	<p>Draft minutes of the public meeting held on 16 September 2024 Ref minute 38-24, it was agreed that the word 'additional' should be inserted before the words 'licence conditions'. Council noted that JS wrote to NHS England in December 2024 to suggest that the additional licence conditions are removed given that the relationship between the Board and the Council of Governors has much improved.</p> <p>Subject to the above amendment being made, Council agreed that the draft minutes of the public meeting held on 16 September 2024 were a true and accurate record of that meeting and approved them on that basis.</p>
57-25	<p>Matters arising and actions pending from previous meetings <u>70-23 (Invite Kent and Surrey ICB representatives to provide update at future CoG meeting</u> Options are being explored for an update from Surrey Heartlands ICS.</p> <p>There were no further pending actions and Council noted the update.</p>
58-25	<p>Update from Trust Chair JS presented the report to Council. She welcomed new governors and thanked Jo Davis who stood down from her staff governor role in November 2024. She highlighted key challenges for the Board as being finance, waiting times, culture and progress made against major projects.</p> <p>Council noted the updates.</p>
59-25	<p>Update from Chief executive officer AJ presented the report to Council highlighting that:</p> <ul style="list-style-type: none"> - The Trust's long waiting position is challenged and there are a number of drivers for this - The Trust's year end breakeven position is at risk and the Trust's financial position in future years is likely to be challenged too given the material changes to the financial regime for 2025/26. The planning guidance for 2025/26 is likely to be published tomorrow - There is a need for an increased focus on the Trust's electronic patient records (EPR) project to support the Trust's ambition to move away from paper processes - There have been ongoing discussions regarding the QVH and Bognor community diagnostic centres (CDC's) to ensure that the right capacity is in place to deliver on the projects for the benefit of patients. The Board has acknowledged a challenge regarding the delivery of both <p>Council discussed the updates as follows.</p> <p>A governor asked AJ to expand on what is meant by 'cultural issues' as referenced within the report. In response, AJ explained that QVH has pockets of different cultures, some of which are positive but some negative. The Trust developed a new behaviours framework to set the benchmark of what good looks like and the development of the organisation's culture is a priority, although there is still much to do. AJ is encouraged by increasing numbers of staff speaking about behaviour which they find to be unacceptable. A governor cautioned against behavioural issues potentially having an impact on patient satisfaction in the future.</p> <p>AJ gave a further detailed update regarding the CDC projects and resources in response to a question. She explained that the resource requirements, particularly for the Bognor CDC, are being reviewed. There are some complexities related to the Bognor CDC which are yet to be fully understood and are being worked through. It is currently unclear whether the Trust is able to deliver both and there is ambiguity around what is required and what had previously been agreed. AJ agreed to give a further update at the next meeting. ACTION AJ</p> <p>Discussion was had regarding the EPR project and a governor asked why and how such variation with the finances had occurred. KT explained that the funding received from the national team was not as expected; some came as revenue which caused cost pressure, and the timing of when it was received</p>

	<p>did not align with the timeline. The team are exploring rephrasing the programme to bring down the costs.</p> <p>Council noted the updates.</p>
60-25	<p>Update from Lead governor and deputy lead governor CB and JH provided the following updates:</p> <ul style="list-style-type: none"> - Welcome to the new public governors and stakeholder governor - They extended thanks to all governors who attended the January Board meeting. Governors welcome the opportunity for the lead governor to ask questions at the end of the meeting - The lead and deputy lead governor continue to have regular meetings with the Trust Chair to discuss key issues - Governors remain of the view that it would be valuable for governors to be able to attend and observe Board sub-committee meetings - Governors continue to attend service visits with the Non-executive directors - They extended thanks to all governors who recently took part in stakeholder panels for the Chief nursing officer and clinical NED roles and also the interview for the clinical NED and associate NED roles - The Trust Chair had previously notified the lead and deputy lead governor that she would not stand for a second term, however she has now confirmed that she would be willing to serve part of a second term - They thanked the staff governors for speaking up about an issue regarding compliance which resulted in an independent investigation and learning <p>Council noted the updates.</p>
61-25	<p>Non-executive director recruitment (verbal) LM provided the following verbal update on Non-executive director recruitment. The Trust Chair recruitment would not start in February; the Trust Chair notified the Board last week that she would be willing to serve part of a second term. PDR will complete his second and final term as a Non-executive director in September 2025.</p> <p>The Appointments committee will meet in February 2025 to start the recruitment process for PDR's successor and to seek agreement for a second term for the Trust Chair. The Council of Governors will receive an update at its next meeting.</p> <p>Council noted the update.</p>
62-25	<p>Approach to filling vacancies on Council of Governor sub-committees LM presented the report to Council. She reported that there are a number of vacancies on the Council of Governor sub-committees and working groups that should be filled now that the recent elections are complete. For the statutory sub-committees it was proposed that the Company secretary email out to all governors seeking self-nominations for the roles; if more self-nominations are received than roles available, nomination statements will be sought and governors will be asked to vote.</p> <p>LM explained that the membership of the Governor working group for public engagement is not limited so the same process will not apply. The Company secretary will email out to seek volunteers to join the group.</p> <p>A different approach for attendance at Governor working groups aligned to Board sub-committees was proposed as set out within the report. Council considered this approach but agreed a closed membership of up to six governors per working group as a way forward as suggested by a committee Chair. Council noted that this will allow for meaningful discussions and continuity.</p> <p>Council agreed the approach to filling vacancies on the statutory sub-committees as set out within the report.</p>
63-25	<p>Governor steering committee terms of reference CB presented the terms of reference to Council, highlighting that the Governor steering committee have reviewed them and agreed to recommend them for approval. The changes made relate to update job titles and dates of review.</p>

	Council approved the terms of reference.
64-25	<p>Council of Governor vacancies</p> <p>LM presented the report to council which set out the proposed approach for managing Council of Governor vacancies. She reported that there is one staff governor vacancy as Jo Davis stood down from the role in November 2024. As there are three staff governor roles, it is proposed that the Trust seeks to fill the vacancy by the next highest polling candidate from the most recent staff governor election for the remainder of the term per the Trust's Constitution.</p> <p>LM reported that there are three public governor vacancies. Of these, the Trust sought to fill two in the recent public governor elections. One public governor recently stood down. It was proposed that the vacancies are held until the next public governor election which will be in early 2026.</p> <p>Council considered the proposal and agreed that it will be important to increase promotion of public governor roles in the lead up to the next election to ensure that the roles are filled. One governor suggested an election for the remainder of the term for the vacant staff governor role. LM explained that this would be costly and time consuming and it was agreed that it would be appropriate in this circumstance to approach the next highest polling candidate from the most recent election.</p> <p>Council:</p> <ul style="list-style-type: none"> - Agreed to hold three public governor vacancies until the next scheduled public governor election - Agreed to fill the staff governor vacancy by approaching the next highest polling candidate from the most recent staff governor election
65-25	<p>Update from Governor working group on public engagement</p> <p>JHa provided Council with a verbal update on the work of the Governor working group for public engagement. He reported that the group has developed a presentation about the hospital to share with members of the public to support engagement activities. The presentation includes an overview of the hospital's history to the present date, its services, the strategy and the future and takes around 30 minutes to present. The presentation includes speaker notes for governors. JHa and AJ had recently presented to the local Rotary club and the feedback was positive.</p> <p>JHa explained that the presentation could be developed further with a schedule of presentations annually to various groups including parish and district councils and other local groups.</p> <p>JH confirmed that she and RR are due to present to the local Parish Council in Outward in April 2025. And JM highlighted an opportunity to do the same for East Grinstead Town Council.</p> <p>LM agreed to share the presentation with governors. ACTION LM</p> <p>Council noted the update, thanking JHa and other members of the group for their work.</p>
66-25	<p>Non-executive director assurance</p> <p>The Non-executive directors presented the assurance report as read and each provided a verbal update of their activities and particular areas of focus.</p> <p>[KT joined the meeting]</p> <p>POD reported that there is limited assurance regarding the EPR project with key challenges. The Finance and performance committee will review the revised business case when available. The committee continues to have oversight of the QVH CDC and has challenged whether the Trust has the capacity to deliver what is required for the Bognor CDC. The waiting list is growing and patients are waiting longer; the committee have requested strengthened forecasting in this area and have referred to the Quality and safety committee to seek further assurance on clinical prioritisation of patients who are waiting including communication with patients. The committee has welcomed increased transparency regarding the Trust's finances. It has come to light that the Trust was using non recurrent items to establish its breakeven position which is unsustainable long term. JB and the team are keeping the committee up to date with planning for 2025/26; early indications are challenging from a financial and operational perspective.</p>

PDR thanked RG for his engagement related to the Audit and risk committee. He reported that it has come to the committee's attention that there are issues related to compliance with the Trust's governing documents and that an extraordinary Audit and risk committee meeting was held in November 2024 with the full Board to consider the issues. The committee will receive an action plan at its meeting in February 2025 and will seek to have full assurance regarding mitigating actions before the end of the financial year. The committee's key priority will continue to be on strengthening the internal control environment and value for money arrangements. PDR reported that the clinical audit programme and process has much improved.

SOL reported that the roll out of the patient safety incident response framework (PSIRF) is a conceptual change for the Trust and wider NHS and the Chief nursing officer recently alerted the committee to concerns that the current process at QVH could be sped up with more staff needing to be trained. He highlighted a correction to the Quality and safety assurance report; under 'assurance' the words 'further and avoidable' should be removed as no harm has been found.

RH reported his key area of concern as being culture and weaknesses in behaviour and governance which are thought to be linked. He noted that the Trust provides high quality patient care and cautioned that although the Trust's culture may not be currently having an impact on patient care, it could at any given opportunity amount to a disaster which would disrupt the work of the hospital. He is also focussed on the ever changing external NHS environment and the importance of prioritisation against this as well as flexibility and agility to enable the Trust to seize external opportunities. JS concurred with this and reiterated the challenges faced by NHS Sussex, specifically related to finance and waiting lists.

KN also reported her key area of concern as culture. She explained that the way that staff behave with one another must be treated as just as important as patient satisfaction. She highlighted the importance of staff being listened to when they raise concerns with action being taken.

Council considered and discussed the updates as follows:

- A governor requested an update on the Trust's position with capital spend for 2024/25. JB explained that the Trust is behind plan and that options are being explored to ensure that the capital is utilised including medical equipment and digital solutions. The revised capital plan will be agreed with the Finance and performance committee Chair and approval will be sought by the Board
- A governor suggested that the Trust taking on additional patients from wider waiting lists may have an adverse impact on the Trust's year end financial position. In response, POD shared the view that the Trust is right to take on additional patients and that the key issue is the Trust's inability to forecast to ensure 'no surprises'
- A governor asked whether enough focus is being put into the delivery of the Trust's strategy and whether the Trust is being diverted by short term pressures. In response, JS suggested that the current issues should have been foreseen. The financial regime for 2025/26 is a risk for the Trust and the focus should be on getting back on track with the fundamentals including operations and finance so that the Trust can focus on strategy delivery. POD highlighted the Trust's breakeven position as a fundamental cornerstone for the strategy and the need for the Trust to relook at the strategy through a different financial lens
- A governor shared some feedback from visits he had accompanied the NEDs on recently. He explained that although staff seem to welcome the strategy, they do not seem to understand what it means for them and their specific departments. AJ thanked the governor for the feedback and shared that the strategy year one priorities for 2025/26 will include operational level detail down to service level which will provide clarity about impact for specific departments
- A governor asked how the Trust is learning from others regarding waiting list and financial management. In response, JS shared that there is increasing collaboration and shared learning across NHS Sussex but that the Trust must continue to look outside of Sussex
- In response to a suggestion from a governor, JB confirmed that there will be specific groups in place to work through the cost improvement plan for 2025/26. He provided some further detail on the Trust's financial position, confirming that next year's position will be more challenging as there will be less balance sheet items available to mitigate the year end position
- In response to a question from a governor, JS confirmed that governance is the Board's responsibility and that each Board member has a responsibility to read and understand the

	<p>Trust's governing documents. It is the Board's responsibility to ensure that non-compliance is addressed. JS thought that the issues are a symptom of QVH being a small organisation and a culture of informality which has been present for a long time. LM thought that the Trust's new governance structure will help to address the culture of informality as there are now structure in place to strengthen executive oversight of all areas, escalation and for staff to be held to account for compliance. This work followed the well led review undertaken by Deloitte</p> <ul style="list-style-type: none"> - LS highlighted the importance of the Trust's relationship with the League of Friends and ensuring that the funds are utilised for the benefit of patients and staff. JS confirmed that the Board acknowledges the need to engage more effectively with the League of Friends and that this has not been done well in the past - A governor sought a view from the Chair regarding how effective governors currently are in their role. JS thought that the Council is operating extremely effectively in comparison to others she had worked with previously supported by opportunities for holding the NEDs to account for the performance of the Board. She thought that the Council of Governors governance is working as well as it can. CB concurred, confirming that relationships is good as well as the information at the disposal of Council <p>Council noted the update.</p>
67-25	<p>Questions for non-executive directors [this item was taken with item 66-25]</p>
68-25	<p>Any other business There was no further business and the Chair closed the meeting.</p>
69-25	<p>Questions or comments from members of the foundation trust of members of the public There were none.</p>

Matters arising and actions pending from previous meetings of the Council of Governors - PUBLIC								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	October 2023	70-23	ICS update	Invite Kent and Surrey ICB representatives to provide a strategy update at future CoG meetings	CEO	22 April 2024	January 2024: Kent ICB invited to April CoG meeting to provide Kent ICB update. Surrey ICB date to be confirmed April 2024: Surrey ICB date to be confirmed. Verbal update at meeting September 2024: Surrey unable to attend future scheduled CoG meetings- other options to be considered	Pending
2	January 2025	59-25	CEO report	Provide the Council of Governors with a further update on the Community diagnostic centre (CDC) at the next meeting	CEO	7 April 2025	April 2025: Update regarding QVH CDC included within CEO report.	Closed
3	January 2025	65-25	Update from governor working group for public engagement	Share community presentation with all governors	LM	7 April 2025	April 2025: The presentation has been shared with all governors	Closed

Report to: Council of governors
Agenda item: 4-25
Date of meeting: 7 April 2025
Report from: Jackie Smith, Trust Chair
Report author: Jackie Smith, Trust Chair
Date of report: 28 March 2025
Appendices: None

Chair's report

Council of Governors

During January and February, governor working groups were held with the Finance and Performance and Quality and safety committee Chairs, executive leads and governors. During March, the first formal governor working group for the Audit and risk committee was held.

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

During March 2025, we held an all-day training and development day for all of our governors, following the first event held in May 2024 which was welcomed by governors in supporting them to discharge statutory responsibilities. The Council of Governors has completed its annual review of effectiveness.

I am pleased to welcome Graham True to his first Council of Governors meeting as our new staff governor.

Chris Barham has notified me of his intent to not seek another term as our Lead governor and this will be Chris's last Council of Governors meeting as the Lead governor as he will end his term in the role on 30 June 2025. I would like to extend my thanks and thanks on behalf of the Council of Governors and the Board for all that he has done for the Trust during his time as our Lead governor. Chris will remain in his role of public governor until the end of his term as a public governor in 2026. We will start the process to elect our next lead governor in the coming months.

Board of Directors

Key concern areas for the Board include the Trust's financial position and the challenging cost improvement programme for 2025/26, operational challenges and progress made against major projects.

This will be Karen Norman's last Council of Governors meeting and I would like to extend my thanks and thanks on behalf of the whole Board for all that she has done for the Trust during her six year tenure as Non-executive director and more recently the senior independent director. Russell Hobby will take over from Karen as senior independent director.

We are currently out to recruitment for a Non-executive director with recent and relevant financial experience who will Chair our Audit and risk committee in succession of Paul Dillon-Robinson whose second and final term as a Non-executive director ends in September 2025.

The membership and Chairing arrangements of the Board sub-committees are being reviewed in light of these Board personnel changes and the proposed establishment of the People committee.

Our Chief executive officer, James Lowell, left the Trust during February 2025 to take up a secondment opportunity as Chief Delivery Officer at NHS Hampshire and Isle of Wight Integrated Care Board for six months. During this time, Abigail Jago will be the acting Chief executive officer. I would like to express thanks on behalf of the Board to James for everything he has done for our organisation and the communities we serve during his time in the role, and to Abigail for stepping into the acting Chief Executive role.

During March 2025, the Board is completing its annual effectiveness review, the outcome of which will be discussed by the Board at its meeting in May 2025.

Other activities

I continue to meet regularly with the Chair of NHS Sussex and engage with NHSE. We have recently discussed the potential removal of the Trust's additional licence conditions, given that the relationship between the Board and Council of Governors has much improved.

Non-executive colleagues have recently visited the outpatients department, the radiology department and the site practitioners. I am pleased to say that governors are increasingly taking up the offer to join Non-executive directors on service visits.

The Strategic development committee last met in December 2024 following the publication of the organisational strategy. The Board will consider the future of the committee at its meeting in May 2025.

Recommendation

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

Report to: Council of Governors
Agenda item: 5-25
Date of meeting: 7 April 2025
Report from: Abigail Jago, Acting Chief Executive Officer
Report author: Diane Talbot, Business manager to CEO
Date of report: 31 March 2025
Appendices: None

Chief executive officer (CEO) report

National update

Since the last Council of Governors meeting the Trust has received the national operational planning and contracting guidance for 2025/26. This guidance sets out the expectations of the NHS for the year ahead. We are utilising the national guidance, Integrated Care System priorities and the QVH strategy to develop our business plans and to inform our improvement focus.

The national guidance sets out a significant shift in the funding regime which will impact providers across the NHS. A key impact for QVH is the change to the funding of planned care that will limit the levels of income that can be generated through the NHS. It also highlights the need to significantly reduce corporate costs in NHS providers (corporate services support the delivery of healthcare to patients and our staff such as finance, human resources, estates and communications). These will be key areas of focus this year.

In March, the Government announced a transition programme to bring NHS England and the Department for Health and Social Care (DHSC) together under a new way of working. This will include the abolishment of NHS England (NHSE). It has also been announced that Integrated Care Boards (ICBs) will be required to reduce their costs by 50%. These changes mark one of the most significant shifts to the healthcare system in recent years and there is therefore associated uncertainty.

Operational Performance

Focus continues on reducing waiting times across Sussex with an improving position for the number of patients waiting over 65 weeks. QVH was expecting to have a cohort of approximately 50 patients in this cohort which has now reduced to 30. This includes specialist breast reconstruction surgery. QVH continues to deliver the national standards for minor injuries waiting times and the time from referral to diagnosis for patients on a suspected cancer pathway (known as FDS - faster diagnosis standard).

Financial Performance

The 2025/26 financial position of the Trust continues to present some difficult challenges. All NHS organisations will need to increase their efficiency and reduce their costs – in Sussex every organisation must deliver a minimum 5% cost saving and achieve their waiting list performance targets.

We are currently forecasting that we will break even at the end of this financial year subject to resolution of an income risk that we are working with commissioners to resolve. We have needed to use some one off benefits to achieve this and will be starting next year with a £4.5million underlying deficit. We will be receiving some additional funding from the Sussex Integrated Care Board but will need to deliver an ambitious cost improvement programme. This will include reviewing non clinical and

support services, temporary staffing, any areas where our services cost more than other trusts, the way we buy things and increasing our efficiency in outpatients.

QVH wins award

QVH recently won the 'Most Effective Contribution to Clinical Redesign', award at the HSJ Partnership Awards 2025 and was shortlisted for 'Best Contribution to Improving the Efficiency of NHS Services', both in recognition of our collaboration with med-tech company Feedback Medical in regard to Clinical Diagnostic Centre pathways.

Staff survey

The NHS staff survey has recently been published. The headline results that took place in October and November 2025 are:

- 93% would recommend the care the Trust provides to family or friends
- 88.7% of people said care is the Trust's top priority
- 73% would recommend the Trust as a place to work.

A key area for improvement is experiences of staff who declare a disability. The results highlight there is a gap in the experience colleagues with a disability have at work compared to those without. This matter is something we must address and will be working with colleagues to do so. We have also seen a fall in staffing feeling comfortable in speaking up which we are addressing as a priority.

Overall our results are similar to last year. We have seen key improvements in this year's survey around colleagues feeling encouraged by their immediate manager, having a better work life balance and teams meeting more often to discuss their effectiveness. The results also showed colleagues felt supported to develop their potential and had a strong personal attachment to their team

East Grinstead Community Diagnostic Centre (CDC)

Following feedback from Mid Sussex District Council to our pre-planning application, we have submitted our full planning application for our Community Diagnostic Centre (CDC). We are already working with a number of local GP practices to offer a range of diagnostic tests and investigations for their patients but a dedicated facility will allow us to do more and we have national funding to build one.

The planned CDC build will be located on the front lawn, outside the Jubilee Building, with the entrance coming from Gate 2. The remaining lawn, at Gate 1 end, will be enhanced and landscaped to provide a space for patients, visitors and staff to enjoy. If planning is agreed we hope to start building in August.

New Staff Governor

Welcome to New Staff Governor Graham True who replaces Jo Davis. Thanks to Jo for her considerable contributions.

Strategy update

The development of the strategy implementation priorities for the year ahead is underway. These will be reflected in the annual operating plan and will be aligned to resourcing capabilities. Work is near completion in regard to the easy read version of the strategy. This is being developed through a patient, volunteer and staff focus group.

Fire notice update

The fire Enforcement notice issued on 1 February 2024 was lifted following a final review with West Sussex Fire & Rescue Service (WSFRS) on 30 January 2025. Fire safety remains a priority to ensure compliance. WSFRS will visit again within 12 months.

Organisational culture

Organisational culture is a key priority and there is an increased focus upon staff speaking up in relation to their experience at work and where they have experienced poor behaviours between staff and across teams. Learning from investigations is being embedded to support future processes. Listening sessions continue with staff, led and supported by the wellbeing and organisational development team, with 1:1 and team development interventions taking place.

Recommendation

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

Report to: Council of governors
Agenda item: 7-25
Date of meeting: 07 April 2025
Report from: All Non-executive directors
Report author: Leonora May, Company Secretary
Ellie Simpkin, Governance Manager
Date of report: 28 March 2025
Appendices: None

Non-executive director assurance

Purpose and introduction

The purpose of this report is to assist the Council of Governors in seeking assurance and holding the Non-executive directors to account for the performance of the Board. This paper contains high level updates from Board sub-committee meetings held during February 2025. The Non-executive directors will each provide a verbal update regarding other activities at the meeting, especially where their particular focus and any areas of concern are.

Key highlights during the period

At its meeting on 6 March 2025, the Board focussed on the Trust's most significant issues and risks which included:

- Planning for 2025/26
- The Trust's financial position
- Operational challenges
- Challenges related to strategic projects
- Organisational culture

Audit and risk committee assurance

Date of meeting: 19 February 2025 (extraordinary meeting) and 26 March 2025
(verbal update to be provided at the meeting)

Chair: Paul Dillon-Robinson

Members: Russell Hobby, Peter O'Donnell

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

- The Trust's external auditor, Azets, provided the committee with its plan for the audit of the Trust's Annual Report and Accounts for 2024/25 and assessment of Value for Money (VfM) arrangements
- As discussed by the committee at its meeting in November 2024, it has become apparent that there have been issues with the Trust's internal control framework and it is likely that the Trust's Annual Governance Statement (AGS) 2024/25 will conclude that there have been significant internal control weaknesses. This year, an assurance survey is being introduced, for completion by all executive directors, to ensure transparency for any currently unknown issues and will further inform the AGS. The committee has stressed the importance of the Trust being open and transparent in its AGS, while presenting a clear picture of the actions being taken to address matters.

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

- The committee received an update on the work being undertaken to strengthen the controls in place, and thereby provide assurance relating to the effective operation of controls within finance, procurement and workforce. Action taken includes weekly meetings of the Workforce Control Panel, budget holder training and the establishment of a Financial Controls Review group, chaired by the Chief Finance Officer. A review of the Trust's Standing Financial Instructions and Scheme of Delegations, are due to be completed in the forthcoming months. The committee has highlighted the importance of accountability and noted the cultural shift which is needed to ensure that good governance practices are embedded across the organisation.

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

- No matters raised

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- No matters raised

Quality and safety committee assurance

Date of meeting: 25 February 2025

Chair: Shaun O'Leary

Members: Karen Norman, Paul Dillon-Robinson

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

- The Committee has acknowledged continued risk of non-compliance with Mental Capacity Act (MCA) across key clinical areas. A task & finish group is reviewing training delivery, compliance tracking, and process integration. Despite policy updates, this remains an active risk for the organisation
- A risk has been added to the Organisational Risk Register, highlighting the lack of a strategic agreement with a mental health provider. This may result in patients experiencing a mental health crisis not receiving timely support, leading to potentially inappropriate transfers and delays in intervention. The Executive Team is exploring options, including the development of a Service Level Agreement (SLA) with external providers
- A Health & Safety scoping exercise has identified gaps in policy implementation and compliance monitoring. There is currently no formal Health & Safety strategy and a lack of Key Performance Indicators (KPIs) to measure progress. Work is underway to develop a structured approach to governance, staff training, and reporting mechanisms

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

- The Committee reviewed progress on Quality Priorities 2024/25 (quarter 3). Patient Safety (Continuous Improvement) is rated Green, with progress in Yellow Belt training rollout and development of the A3 Key Strategic Objectives framework. Clinical Effectiveness is rated Amber/Red, as ethnicity data capture targets have not been met, though smoking cessation compliance remains high. Patient Experience is rated Amber/Red, with delays in infrastructure improvements, such as handrails, and ongoing work to improve patient feedback mechanisms.
- The month nine Integrated Quality & Performance Report (IQPR) confirmed that the Trust remains compliant with core quality and safety standards. Concerns persist regarding patient waiting times and delays in diagnostic services, which require ongoing scrutiny.
- The Emergency Preparedness, Resilience & Response (EPRR) Annual Report has confirmed compliance with NHS England's core standards. Further development is needed in business continuity planning and staff training on emergency response protocols.
- The Committee received assurance on National Safety Standards for Invasive Procedures (NATSSIPS) implementation, confirming progress in standardising safety measures for invasive procedures. Training uptake has improved and compliance monitoring continues to be strengthened.

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

- The Annual Assurance Report to the Audit & risk committee was endorsed, highlighting improvements in governance, key risks requiring ongoing oversight and the need for continued focus on clinical effectiveness.
- Workforce shortages in the Sleep Service continue to impact service delivery. Interim staffing solutions, including cross-team support, are being explored while permanent recruitment progresses.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The Mental Capacity Act compliance
- Lack of strategic agreement with a mental health provider
- Health & Safety compliance gaps
- Medical engagement in EPR implementation
- Workforce challenges in Sleep Service

Finance and performance committee assurance

Date of meeting: 24 February 2025

Chair: Peter O'Donnell

Members: Russell Hobby, Jackie Smith

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

- The committee is supportive of the business case for the East Grinstead Community Diagnostic Centre (CDC), however, further work is needed in order for the Board to be fully assured as to the quality and robustness of the plan and ensure transparency on the risks. Queries were raised by the committee over activity planning and how any slippage will be managed and there needs to be further articulation of the value for money considerations.
- There has been detailed consideration of the proposed revised approach to the Electronic Patient Record (EPR) programme which sees the Trust move from a phased to a consolidated implementation. The committee is supportive of the move to a consolidated approach, however, further work was needed on the presentation of the financial case and benefits. Questions were asked on the staff training plan, engagement with clinical teams and the business continuity plans for 'go live'. The committee has also asked for 'lessons learned' to be conducted, given the changes to the original business case. It was suggested that the revised business case outlines the quality assurance process undertaken by the NHS Frontline Digitisation Team.
- There has been an anticipated increase in the number of patients waiting over 52 weeks with the prioritisation of cancer patients, challenges within breast and skin services, and the transfers from other Trusts across Sussex impacting performance. The Trust is predicting that it will not achieve the target of zero patients waiting over 65 weeks for treatment by 31 March 2025.
- Cancer performance is meeting the Faster Diagnosis Standard and the 62 day target for 2024/25, however, there has been increase in the number of patients waiting over 62 days and 104 days with late referrals from tertiary providers continuing to impact.
- Diagnostics (DMO1) performance in month nine was 89.1% against target of 95% due to staffing challenges in sleep services.
- The Trust continues to meet its break-even plan but this has required the release of £2.1m of non-recurrent benefits. There continues to be a number of risk to achieving a yearend breakeven position which are being managed.
- The team believe they will utilise the capital funding budget 2024/25 in full but there was still work to do to achieve this.
- Work continues to deliver the improvements to the estates critical infrastructure, however, the remains a number of risks including the electrical infrastructure, boilers and fire safety. The team is seeking additional funding opportunities, where available.

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

- The committee has received details on the risk to patients, staff and assets arising from the Local Security Management Services action plan and the mitigating actions. The committee was reassured that a new door access system and CCTV system is being procured which is planned to be in place by August 2025.
- Following satisfactory compliance, the Fire Enforcement Notice which the Trust received in February 2024 has been lifted which is a significant achievement for the Trust.
- There continues to be a focus on the development of the culture of the Trust; the Cultural Transformation Steering Group meets for first time in February 2025. There has been an increase in employee relations cases resulting from people speaking up about poor behaviours which indicates that there is emerging trust in the organisations ability to appropriately respond to staff concerns.
- The Trust continues to meet the urgent care 4-hour standard in its minor injuries unit and the Faster Diagnosis Standard was met in month eight.
- Agency spend has reduced for the third consecutive month but it remains above the cap year to date.
- Financial and operational forecasting is improving but some processes are very manual and there are capacity challenges in our business intelligence team.

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

- The committee recommend to Board the retrospective approval of the Trust's Premises Assurance Model (PAM) for 2024. The PAM, which helps the trusts make informed decisions about the development of their estates and facilities services, has been completed more rigorously than in previous years and improved processes are now in place for the completion of future PAM returns in line with national timescales. The committee has asked for an update in six months' time to provide assurance that there is oversight and ownership from the relevant service areas.
- The committee has considered the Trust's Annual Equalities report 2023/24 which expands on the previously reported and considered Workforce Race Equality Standard (WRES), Workforce Disability Equality Standard (WDES) and pay reports for the Trust. Bullying and Harassment amongst those from a Black and Ethnic Minority (BME) background or who have a disability remains a key concern.
- The current milestone and resource plan for Trust's current major projects has been reviewed. There is work in progress to prioritise projects and resources, aligning with the operational planning for 2025/26 and the QVH strategy.
- Initial scoping for the outpatient continuous improvement programme has been undertaken. The proposed areas of focus include utilisation of outpatient clinic space, standardising clinic templates and reducing missed appointment rates. The Trust is being supported by the South East NHS Improvement Support Team. Improving outpatient performance will help support the delivering of targets as set out in the 2025/26 planning guidance.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee has reviewed the relevant organisational risks. The highest scoring risks are related to compliance with the Trust's governing documents (risk 14) and the Trust breaking even in 2025/26 (risk 137) which both currently score 16.

Recommendation

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

Report to: Council of governors
Agenda item: 10-25
Date of meeting: 7 April 2025
Report from: Jackie Smith, Trust Chair
Leonora May, Company secretary
Report author: Leonora May, Company secretary
Date of report: 27 March 2025
Appendices: Appendix one: Survey results

Council of Governors effectiveness review

Introduction

Members of the Council of Governors were asked to complete a survey on its effectiveness during March 2025. This report sets out the outcome of the review with proposed actions for discussion and agreement.

Background

The review of effectiveness of the Council of Governors on a regular basis is good practice and is recommended by the Code of governance for NHS provider trusts which states that led by the Chair, Councils of Governors should periodically assess their collective performance including how it has discharged its statutory duties. Most trusts tend to undertake this review on an annual basis. The results of an evaluation should inform the creation of an action plan for the Council of Governors to ensure that steps are taken to address any issues that arise from the review.

There were a total of 13 questions in the survey. For 10 of those questions, governors were asked to mark a statement against a five point agreement scale which ranged from strongly disagree to strongly agree, which agree or strongly agree being the ideal score for each question. Governors were also invited to provide comments to supplement their responses and there were additional questions regarding training opportunities, areas for improvement and things to celebrate. The responses to the five point scale statements are included in full at appendix one to this report.

Survey results

There was a good response to the survey, with a total of 20 governors completing it. The results of this survey were largely positive, with some areas for improvement identified.

Areas of positive feedback

- Governors agreed that Council of Governor meetings are effectively Chaired
- Governors agreed that the secretariat support to the Council of Governors is good
- Generally, governors agreed that the Chair and Non-executive directors effectively engage with the Council of Governors
- Generally, governors feel supported in their role
- Generally, governors agree that the quality of papers submitted to the Council of Governors is good
- Governors agreed that behaviours demonstrated by governors are in line with the Trust's values and the seven Nolan principles (selflessness, integrity, objectivity, accountability, openness, honesty, leadership)

Areas of mixed feedback

- Not all governors agreed that there ample opportunities to hold the Non-executive directors to account for the performance of the Board (one governor strongly disagreed, three disagreed and 9 neither agreed nor disagreed). Comments suggest that governors feel governor attendance at Board sub-committee meetings should be reinstated as a means of holding the NEDs to account
- Not all governors are assured by the Non-executive led reports to the Council of Governors (one governor disagreed and 10 neither agreed nor disagreed). Comments suggest that governors feel governor attendance at Board sub-committee meetings should be reinstated as a means of holding the NEDs to account
- Not all governors thought that the induction programme was effective (one governor disagreed and eight neither agreed nor disagreed, this is in comparison to seven governors disagreeing in the previous survey). Since the survey was sent out, a governor development day has been held with NHS Providers
- Not all governors feel able to fully contribute to discussions in meetings without inhibition. Comments suggest that governors would welcome more opportunities to meet the Non-executive directors without the executive team present

Additional insight from the comments provided by governors

- A number of governors are of the opinion that attending Board sub-committee meetings would be beneficial as a means of holding the NEDs to account for the performance of the Board
- A number of governors requested training on NHS finances
- Governors would welcome more opportunities to pose questions to the NEDs
- Sometimes the use of acronyms can make Board discussions and Board and Council of Governor reports difficult to digest
- In person meetings are welcomed
- Governors would find an organisational chart useful to better understand the governance of the Trust
- There has been huge improvement in relationships between the Board and Council of Governors and this is continuing
- Governors would welcome more opportunities to meet the Non-executive directors without the executive team present. Comments suggested this could be inhibitive
- Governors have welcomed the development day with NHS Providers
- A number of governors suggested that a buddy system for new governors would be useful
- Social evenings are welcomed by governors

Suggested action plan

<u>Question/ theme</u>	<u>Comments and proposed action</u>
Not all governors agreed that there are ample opportunities for the governors to effectively hold the NEDs to account for the performance of the Board and governors are of the opinion that attending Board sub-committee	Following the imposition of the Trust's additional licence conditions, governor attendance at sub-committee meetings was stopped in line with the recommendation from the independent review undertaken by Carnall Farrar

meetings would be beneficial as a means of holding the NEDs to account for the performance of the Board	<p>which stated that 'to ensure that roles of governors are clear, governor representatives on sub-committees of the Board should cease in line with best practice'. The Board accepted this recommendation in 2022.</p> <p>It is proposed that the Board will further consider this position when the additional licence conditions are lifted, taking into consideration previous advice, best practice and current circumstances.</p>
Governors would welcome more opportunities to meet the Non-executive directors without the executive team present	It is proposed that executive directors will not attend informal CoG meetings going forward unless by exception. This will allow an opportunity for governors to meet with NEDs without the executive team present and provide an additional opportunity for governors to ask NEDs questions in line with the comments provided that suggest this would be welcome
A number of governors requested training on NHS finances	<p>NHS Providers provided an overview of NHS finances at the governor development day in March 2025.</p> <p>It is proposed that to supplement this, the Council of Governors receive a presentation on QVH's financial position at its next meeting</p>
A number of governors suggested that a buddy system for new governors would be useful	It is proposed that a buddy system is introduced for new governors with the support of the lead and deputy lead governor
Governors would find an organisational chart useful to better understand the governance of the Trust	Company secretary to circulate organisational structure chart to governors for information

Since the last review, actions implemented include:

- NED assurance reports being supplemented by a verbal update from each NED
- Governors are joining the NEDs on service visits
- Two development days have been arranged with NHS Providers
- A new induction programme has been developed
- Informal CoG meetings have been established
- Social events have continued

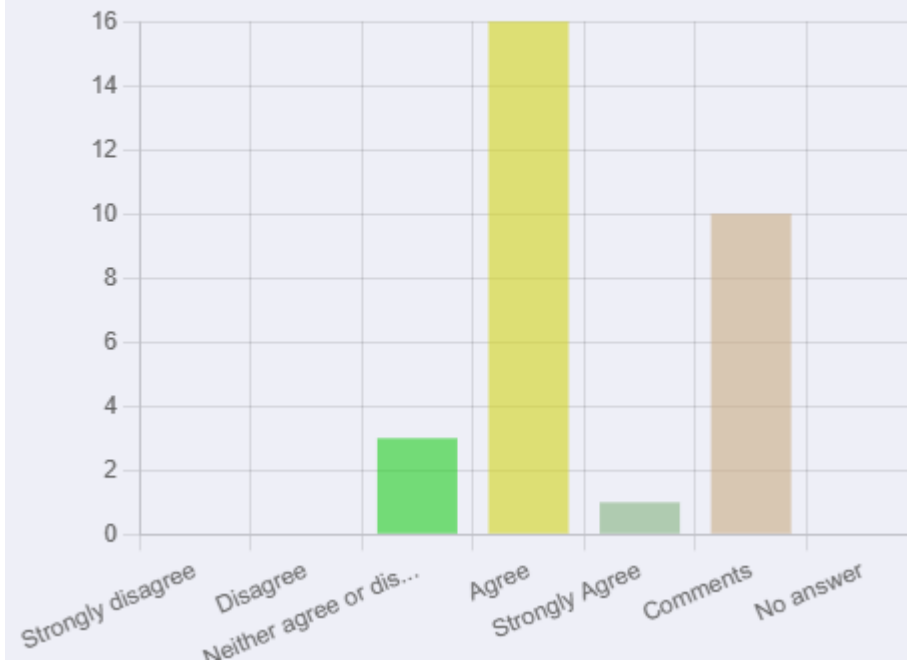
Recommendation

Council is asked to:

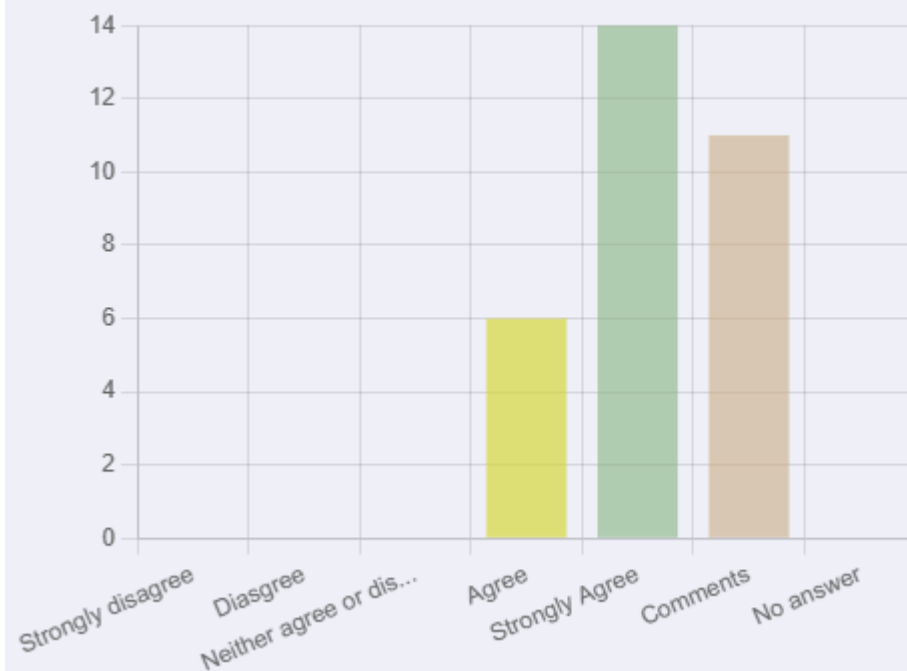
- **Note** the contents of the report
- **Agree** to the contents of the action plan, and discuss and agree any further recommended action

Appendix one: survey responses

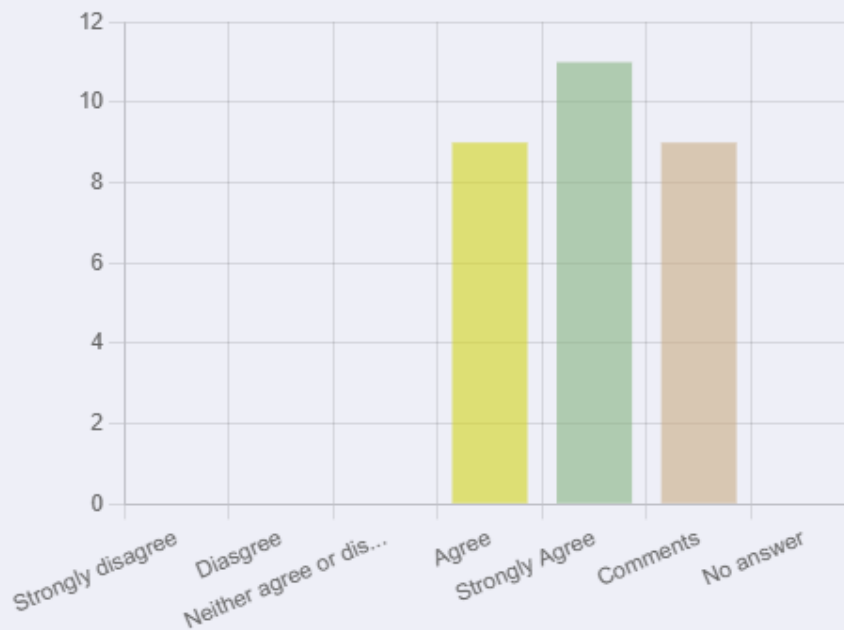
The quality of papers submitted to the Council of Governors is good



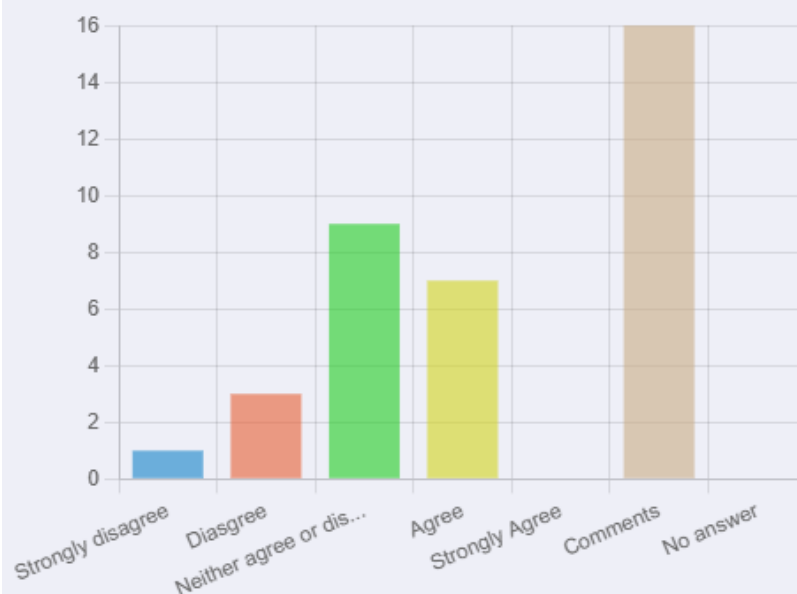
Council of Governor meetings are effectively Chaired



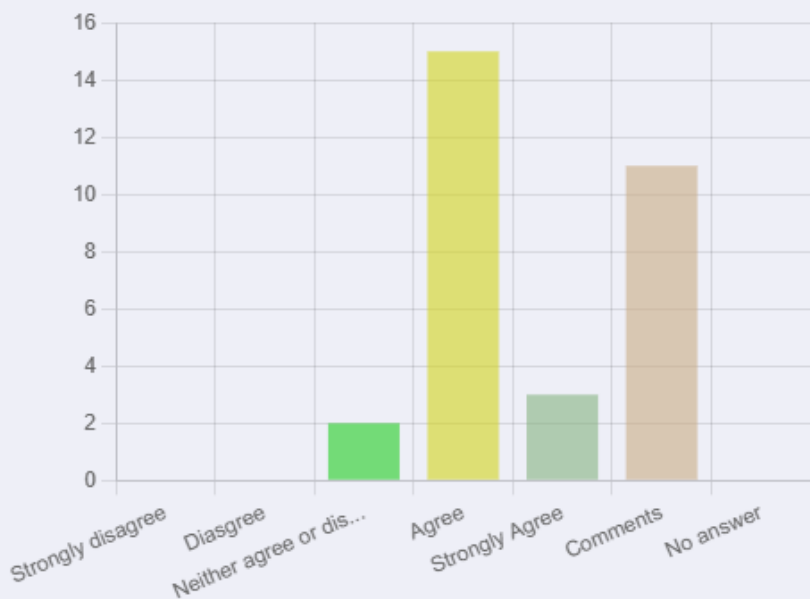
The Secretariat support to the Council of Governors is good



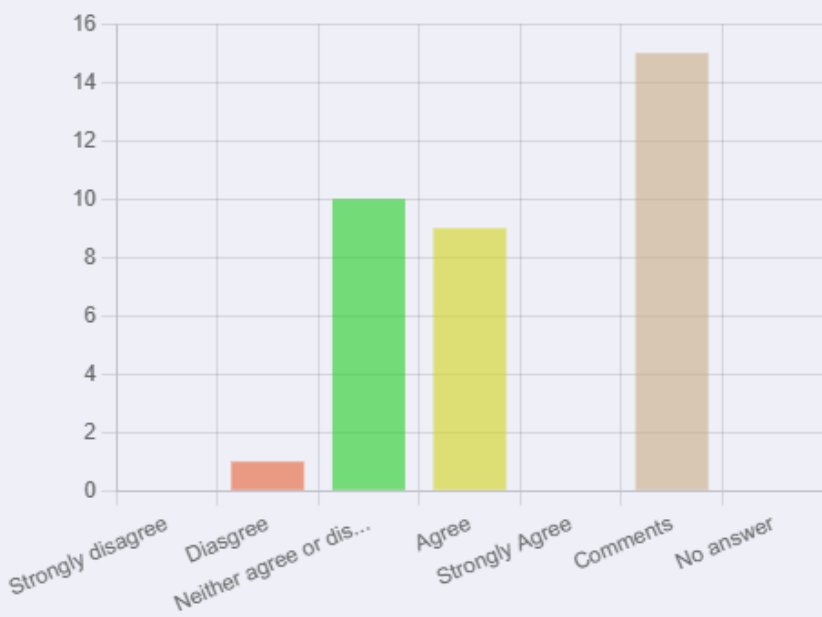
To what extent do you agree that there are ample opportunities to hold the Non-executive directors to account for the performance of the Board?



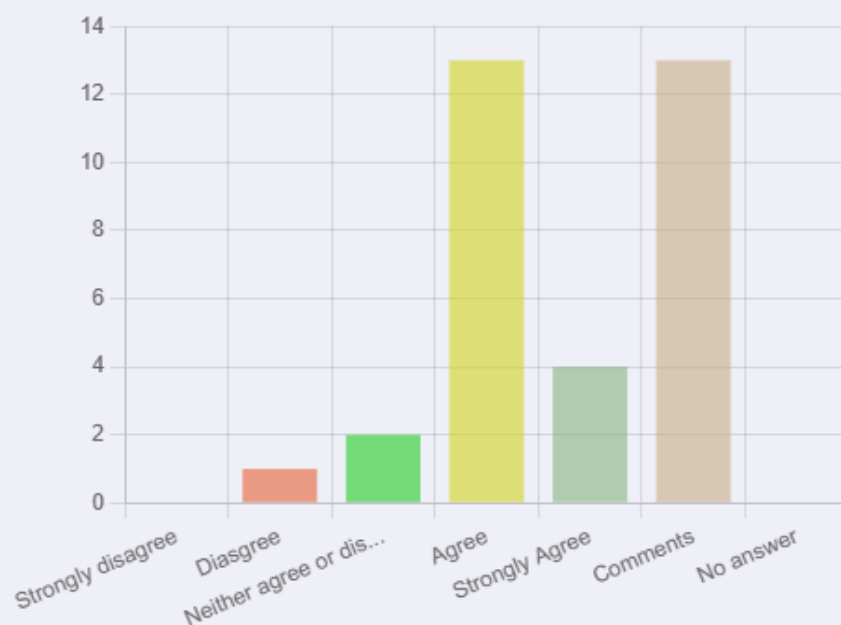
The Chair and Non-executive directors effectively engage with the Council of Governors



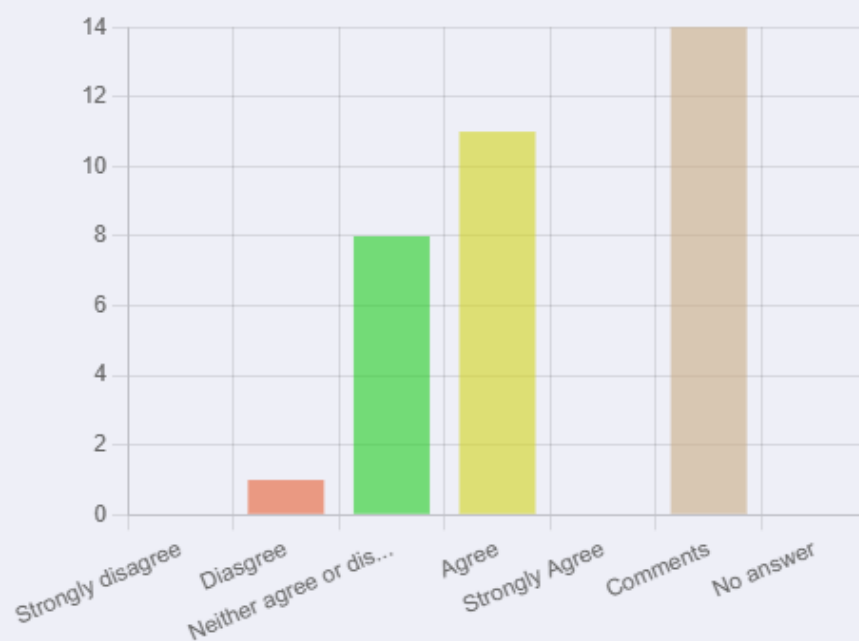
I am assured by the NED led committee reports to the Council of Governors



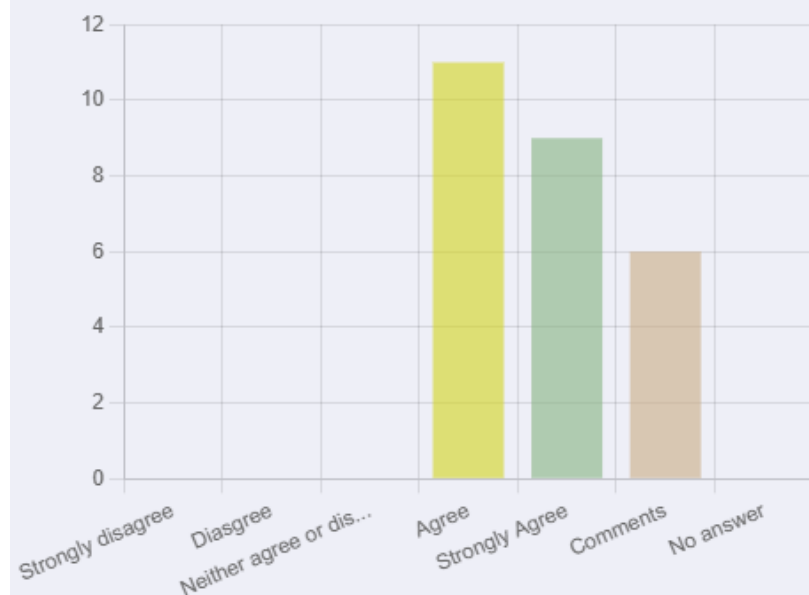
I feel supported in my role; I have access to advice, support and training



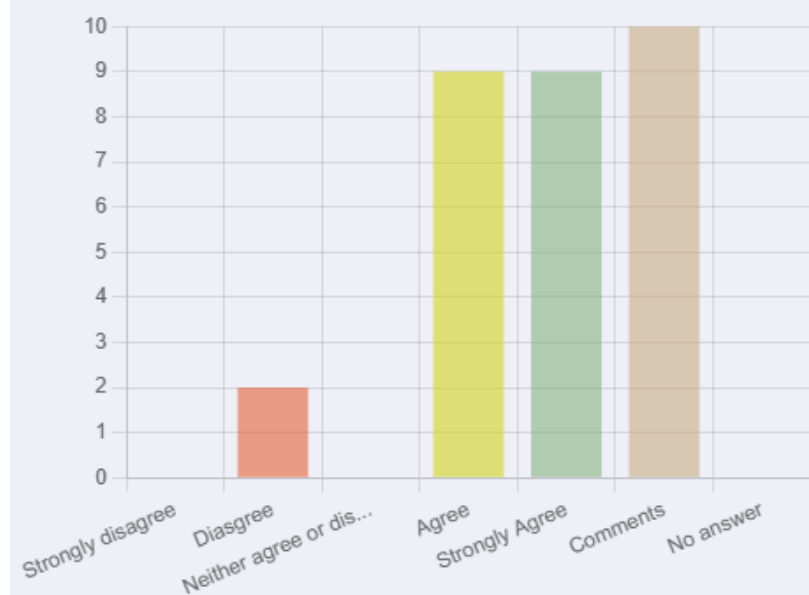
The Council of Governors induction programme is effective



Behaviours demonstrated by CoG members are in line with our Trust Values and the seven Nolan principles [selflessness, integrity, objectivity, accountability, openness, honesty, leadership]



I feel able to fully contribute to discussions in Council meetings without inhibition



Report to: Council of governors
Agenda item: 11-25
Date of meeting: 7 April 2025
Report from: Leonora May, Company Secretary
Report author: Leonora May, Company Secretary
Date of report: 31 March 2025
Appendices: None

Sub-committee and working group membership

Introduction

At its meeting on 27 January 2025, the Council of Governors agreed that the vacancies on its sub-committees and working groups should be filled following a number of new governors joining the Council of Governors. Governors were invited to put themselves forward to fill the vacant roles.

This report sets out the new membership of each of the Council of Governors sub-committees and working groups.

Membership

The membership of each group is set out below for information. Council should note that:

- There remains one vacancy on the Governor steering committee
- The membership of the Governor working group for public engagement remains open and all governors are invited to participate in public engagement activities
- There is one vacancy on the Governor working group for the Finance and performance committee
- There is now a governor working group for the Audit and risk committee. There are three vacancies on this working group

Governor steering committee

Membership	
Lead governor (meeting Chair)	Chris Barham
Deputy lead governor	Janet Hall
Stakeholder governor	Julie Mockford
Staff governor	Niamh Gavin
Public governor	Roger Smith
Public governor	John Harold
Public governor	Richard Green
Public governor	Vacant

Appointments committee

Membership	
Meeting Chair	Ken Sim
Lead governor	Chris Barham
Deputy lead governor	Janet Hall
Governor (any constituency)	Linda Skinner
Governor (any constituency)	Chris Parrish
Governor (any constituency)	John Harold
Governor (any constituency)	Richard Green
Governor (any constituency)	Roger Smith

Governor working group for public engagement

Membership	
Meeting Chair	John Harold
Governor (any constituency)	Janet Hall
Governor (any constituency)	Denise Holland
Governor (any constituency)	David Porter
Governor (any constituency)	Felicity Hatch
Governor (any constituency)	Julie Mockford
Governor (any constituency)	Richard Green

Governor working group for Finance and performance committee

1. Chris Barham (lead governor)
2. Jonathan Squire (public governor)
3. Richard Green (public governor)
4. Antony Fulford-Smith (public governor)
5. John Harold (public governor)

Governor working group for Quality and safety committee

1. Chris Barham (lead governor)
2. Janet Hall (deputy lead governor)
3. Roger Smith (public governor)
4. Ken Sim (public governor)
5. Richard Green (public governor)
6. Antony Fulford-Smith (public governor)

Governor working group for Strategic development committee

1. Chris Barham (lead governor)
2. Niamh Gavin (staff governor)
3. Bob Lanzer (stakeholder governor)
4. Denise Holland (public governor)
5. Richard Green (public governor)
6. Rodabe Rudin (public governor)
7. Linda Skinner (stakeholder governor)
8. Janet Hall (deputy lead governor)

Governor working group for Audit and risk committee

1. Richard Green (public governor)
2. David Porter (public governor)
3. Chris Parrish (staff governor)

Recommendation

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

Report to: Council of governors
Agenda item: 12-25
Date of meeting: 7 April 2025
Report from: Ken Sim, Appointments committee Chair
Report author: Leonora May, Company secretary
Date of report: March 2025
Appendices: Appendix one- draft Appointments committee terms of reference

Appointments committee terms of reference

Summary

The Appointments committee terms of reference are reviewed by the committee annually.

The Appointments committee reviewed the proposed changes to its terms of reference at its meeting on 18 February 2025 and agreed to recommend them to the Council of Governors for approval.

The proposed changes are in relation to changes and references to job titles to ensure that these are up to date and the addition of the Deputy lead governor to the membership of the committee. The changes are visible in the terms of reference which are included at appendix one.

Recommendation

The Council of Governors is asked to approve the Appointments committee terms of reference.

Terms of reference	
Name of governance body	Appointments committee of the Council of Governors
Constitution	The Appointments committee is assigned by the Council of Governors to assist it in carrying out its functions. However, Council may not delegate any of its powers or functions to it. The Appointments committee may appoint its own working groups as appropriate.
Accountability	The Appointments committee is accountable to the Council of Governors for its performance and effectiveness.
Authority	The Appointments committee of the Council of Governors will operate within the requirements of the Constitution, the Standing Orders adopted by the Council of Governors and these terms of reference.
Purpose	<p>The role of the Committee is to:</p> <ol style="list-style-type: none"> 1. Conduct the appointment processes for the Foundation Trust (FT) Chair and non-executive directors, making recommendations in this regard to the Council of Governors. 2. Consider the composition and skills mix of the non-executive element of the Board of Directors and, in so doing, receive information regarding non-executive director appraisals (including that of the FT Chair) and take a view on succession planning. 3. Review at least once a year the remuneration and terms and conditions of the FT Chair and non-executive directors, making recommendations in this regard to the Council of Governors.
Duties and responsibilities	<p>1. General</p> <p>The Committee will:</p> <ol style="list-style-type: none"> a. ensure a regular review of the skills, knowledge and experience required of non-executive directors and make recommendations to the Council of Governors with regard to any changes considered necessary. b. give full consideration to succession planning for all non-executive directors in the course of the Board's work, taking into account the challenges and opportunities facing the trust, and the skills and expertise likely to be required on the Board of Directors in the future. c. review annually the performance of the non-executive directors, including the FT Chair, by taking the lead in agreeing a process for determining the performance evaluations. The Senior Independent Director (SID) will invite all governors to contribute written comments and then consult with the Lead Governor before carrying out the performance review of the FT Chair. The Council of Governors will, through its Appointments Committee, receive a report from the FT Chair regarding performance reviews of the non-executive directors, (the FT Chair having carried out these performance reviews). The

Council of Governors will, through its Appointments Committee, receive a report from the Senior Independent Director regarding the performance review of the FT Chair, the output of which will be shared with NHS England in line with national guidance. Confirmation that performance reviews have been completed, together with a summary of the outcome, will be reported to the Council of Governors.

2. Selection and Appointment

The Committee will:

- a. be responsible for selecting and nominating candidates to fill non-executive director vacancies, (including the FT Chair), as and when they arise for appointment by the Council of Governors;
- b. before any appointment is made by the Council of Governors, evaluate the balance of skills, knowledge and experience of the non-executive directors and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- c. In identifying suitable candidates, the Committee will:
 - use open advertising or the services of external advisers to facilitate the search;
 - create selection panels to carry out individual appointment processes, including the review of applications and interviewing of candidates. The panels will, for the appointment of non-executive directors, include the FT Chair, and for the appointment of the FT Chair, will include an independent assessor. In line with the Monitor (now NHS England) guidance '*Your statutory duties*' there should be a majority of governors on the interview panel.
 - consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position, and take into account the views of the Board of Directors as to the skills, experience and attributes required for each position,
- d. consider recommending for re-appointment by the Council of Governors any non-executive director nearing the end of their initial term in office and do so in accordance with the provisions of the Constitution in that regard.
- e. ensure that on appointment to the Board of Directors, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings, and that all non-executive directors have confirmed that they have the time to serve. Terms and conditions of appointment should be made available for public inspection.
- f. ensure the full range of eligibility checks have been performed and satisfactory references provided before any offer of appointment is finalised;

3. Terms and Conditions

The Committee will

- a. make recommendations to the Council of Governors about the terms and conditions of appointment and terms of office for the FT Chair and non-executive directors;

- b. make recommendations to the Council of Governors about the remuneration and allowances of the FT Chair and non-executive directors, bearing in mind appropriate external benchmarking, the economic and financial climate, trust performance and any proposals for executive pay reviews. External professional advisers should be consulted to market-test the remuneration levels of the Chair and other non-executive directors at least once every three years and when any material change to the remuneration of a non-executive is proposed;

4. Other Duties

The Committee will:

- a. ensure the FT's annual report provides sufficient information about the Committee's role and duties, and the process by which it fulfils those duties;
- b. have access to sufficient resources in order to carry out its duties, including access to the trust secretariat for assistance as required;
- c. give due consideration to laws and regulations, and the provisions of *the Code of governance for NHS provider trusts*;
- d. oversee any investigation of activities which are within its Terms of Reference, and
- e. at least once a year, review its Terms of Reference, to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Council of Governors for approval.

Chairing

The Appointments Committee will be chaired by a member of the Council of Governors, appointed by Council for this purpose.

In the event that the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of the meeting, a member of the Committee will be nominated by the Chair to deputise on his/her behalf.

Secretariat

The ~~Deputy~~ Company Secretary will be the secretary to the Appointments Committee. The duties of the secretary will include but not be limited to:

- providing administrative support and advice to the Chair and membership;
- preparation of the draft agenda for agreement with the Chair;
- organisation of meeting arrangements, facilities and attendance;
- collation and distribution of meeting papers;
- taking the minutes of meetings, including recording the names of those present and in attendance, and keeping a record of matters arising and issues to be carried forward;
- ascertaining at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly, and
- maintaining the Appointments Committee's work programme.

Membership

Members with voting rights

Membership of the Committee will be elected from the members of the Council of Governors. Officers and directors of the Trust may, on invitation by the Committee,

attend any of its meetings as advisers, but will not be eligible to vote on any matters which the Committee will be responsible for deciding on.

The Committee will comprise between five and eight governors, including the Chair of the Committee ~~and~~, the Lead Governor and the deputy Lead Governor.

The Council of Governors will appoint the Chair of the Committee. The terms of office for the Chair of the Committee will be for one year, with the option for the incumbent to stand again. Any Committee member dissatisfied with the performance of the Committee Chair will follow the procedure as laid down in the Constitution with this regard.

The ~~Director of Communications and Corporate Affairs and/or Deputy Company Secretary Company Secretary~~ will attend all meetings of the Committee, and other executive directors or advisers may be invited to attend in an advisory capacity. Such officers attending may, at the discretion of the Committee Chair be required to leave any part of the Committee's meetings.

Members conflicted on any aspect of an agenda presented to the Committee, such as succession planning for a non-executive director vacancy or the Chair's position will declare their conflict and withdraw from discussions.

In attendance with no voting rights

The following posts are invited to attend meetings of the Appointments' Committee but will not be members or have voting rights:

- The Trust Chair
- The Senior Independent Director
- ~~The Director of Communications and Corporate Affairs~~
- ~~The Deputy Company Secretary~~ The Company Secretary

Quorum

Three members present will form a quorum for any of the Committee's meetings

Attendance

Members are expected to attend all meetings or to send apologies at least five clear days* prior to each meeting.

Frequency of meetings

The Committee will meet at least four times each year, and at other times as the Committee Chair and members may agree.

Papers

Papers to be distributed to members and those in attendance at least three working days in advance of the meeting.

Reporting

The Committee will report to the Council of Governors

The Committee Chair will report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee will make whatever recommendations to the Council of Governors it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will ensure that a statement is made in the annual report about its activities, including the process used to make appointments and explain if external advice or open advertising has not been used.

The Committee will make available upon request, in a format they deem appropriate, information regarding the attendance of all members at Committee meetings.

The Committee Chair will attend the annual members' meeting and be prepared to respond to any members' questions on the Committee's activities.

Review

These terms of reference will be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.

The Committee's next scheduled review of these terms of reference will take place in ~~December 2024 for approval by the Council in January 2025~~early 2026 for approval by the Council in April 2026.

***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: 13-25
Date of meeting: 7 April 2025
Report from: Ken Sim, Appointments committee Chair
Karen Norman, Senior independent director (SID)
Russell Hobby, SID designate
Report author: Leonora May, Company secretary
Date of report: 28 March 2025
Appendices: None

Trust Chair second term and salary

Introduction

At its meeting on 18 February 2025, the Appointments committee agreed to recommend to the Council of Governors that it approves the reappointment of Jackie Smith, Trust Chair, for a second term with a 5% remuneration uplift.

Background

Jackie Smith was appointed as the Trust Chair from 11 July 2022 for a term of three years until 10 July 2025. The initial salary for the role was £50,000. A 5% uplift was agreed by the Council of Governors in 2023 to £52,500, recognising the considerable commitment to the role and the challenges faced by the organisation.

Criteria for reappointment for a second term

Paragraph 34.4 of the Trust's Constitution provides that "An existing Non-Executive Director, nearing the end of his/her term, shall be considered for a further term of office, subject to the following criteria..."

1. Satisfactory appraisal

Feedback from appraisals since her appointment (the last one being 2024), including from the Council of Governors, demonstrate that Jackie has been very effective in her performance, delivering objectives.

2. Demonstration of continued commitment to the role

Since her appointment in July 2022, Jackie has shown immense commitment to the role. She is contracted to spend at least two days per week on Trust business, but in reality has spent at least four days per week on Trust business since her appointment. This and the outcome of her appraisals are sufficient demonstration of her continued commitment to the role.

3. Willingness to complete a further term of office

Jackie Smith has confirmed to the Council of Governors and Company Secretary that she would be willing to serve a second term. It should be noted that Jackie is unlikely to serve the full second term, and has committed to serving notice ahead of standing down.

4. Has not served for more than 6 years

Jackie will have served for a term of three years when her first term of office ends, therefore, she is not precluded by Paragraph 34.2 of the Constitution from serving for another three years.

Salary

The Trust Chair's current salary is £52,500. The remuneration structure for Chairs of NHS trusts is set by NHS England (see national rates below). In foundation trusts the Council of Governors decides the remuneration for the role in the context of guidance issued in November 2019 as described below.

The appointments committee terms of reference state that the committee is expected to "review regularly the remuneration and terms and conditions of the FT Chair and Non-Executive Directors, making recommendations in this regard to the Council of Governors".

This review is in the context of inflation and cost of living increases, and the Agenda for Change uplift of salaries for most NHS staff of 5% during 2024.

National guidance

In November 2019 NHS Improvement published a remuneration structure for Chairs in both foundation and non-foundation trusts. It is intended that remuneration for Chairs should be based on organisation size (turnover) with a range to allow for the relative complexity of the role (eg leading a challenged organisation) and the skills and experience of the Chair.

QVH would be in group 1, small trusts (turnover <£200m) with the range of chair remuneration given as:

- Lower quartile £40,000
- Median £43,000
- Upper quartile £45,100

There has been no uplift to these figures since the guidance was published in 2019.

This approach was designed to address some longstanding issues associated with significant disparities between the remuneration of chairs and non-executive directors of NHS trusts and NHS foundation trusts, and in the levels of remuneration in the foundation trust sector.

The guidance document states that the principal aims were to:

- establish greater transparency, consistency and alignment in remuneration across provider trusts
- maintain proportionality in remuneration and avoid unnecessary future escalation
- effectively respond to current challenges associated with the attraction, recruitment and retention of chairs and non-executive directors, particularly within NHS trusts.

Foundation trusts retain the prerogative to operate outside of the framework; circumstances may arise that require special consideration of particular terms and conditions for Chairs or NEDs and foundation trusts will be expected to explain their rationale for any divergence from the structure.

The Code of Governance for NHS provider trusts sets out guiding principles that should be taken into account by the Appointments Committee:

- "Levels of remuneration should be sufficient to attract, retain and motivate directors of quality, and with the skills and experience required to lead the NHS foundation trust successfully, and collaborate effectively with system

partners. Trust's should avoid paying more than is necessary for this purpose..." (paragraph E1.1)

- "Levels of remuneration of the chairperson and non-executive directors should reflect the NHSE Chair and non-executive remuneration structure"

National comparative data

NHS Providers carry out an annual survey of remuneration. The 2023/24 data shows that:

During 2023/24, the median basic remuneration for Chairs was £50,000. Basic remuneration was higher for acute trusts than for other trusts. The average working pattern for Chairs was 2.7 days per week.

Rationale

The committee is asked to consider whether circumstances have arisen for special consideration related to an increase in remuneration. The Trust would need to explain its reasons for divergence from the structure, being:

- The QVH Chair is contracted to spend two days per week on Trust business but in reality has been spending four days each week; the time commitment is considerable and above the national average
- QVH is a small Trust but its challenges are significant and it is complex in terms of external landscape, services and infrastructure
- In the past it has not been easy to recruit experienced Chairs. Jackie has a particular set of skills and regulatory background which are desirable for the Trust
- Absence of an updated pay structure since 2019
- Cost of living increases and agenda for change pay uplift for NHS staff of 5% in 2024

Recommendation

The Council of Governors is asked to:

- Approve the reappointment of the Trust Chair for a second term with a 5% salary uplift from £52,500 to £55,125, recognising the considerable time commitment to the role and the challenges faced by the organisation.