Queen Victoria Hospital NHS
NHS Foundation Trust

Meeting of the Council of Governors

Thursday 19 January 2017

Session in public at 15.00

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

Queen Victoria Hospital NHS
NHS Foundation Trust

Meeting of the public session of the Council of Governors
Thursday 19 January 2017 at 15:00
Dove Suite, The Ark, Mount Lane, Turners Hill, RH10 4RA

Agenda: meeting session held in public				
No.	**Item**	**Purpose**	**Time**	**Page**
Standing items				
01-17	**Welcome, apologies, declarations of interest and eligibility** *Beryl Hobson, Chair*		15:00	-
02-17	**Draft minutes of the meetings held on 20 October 2016 (for approval)** *Beryl Hobson, Chair*	*Approval*	15:05	1
03-17	**Matters arising and actions pending from previous meeting** *Beryl Hobson, Chair*	*Review*	15:10	8
Know your trust				
04-17	**Clinical presentation: Safeguarding** *Natalie Jones, Safeguarding Lead*	*Information*	15:15	-
Council business				
05-17	**Annual review of effectiveness of Council of Governors** *Clare Pirie, Head of communications and corporate affairs*	*Review*	15:30	10
06-17	**Process for appointment of lead governors and representative roles** *Clare Pirie, Head of communications and corporate affairs*	*Review*	15:50	26
07-17	**Review of Lead governor and vice chair roles** *Clare Pirie, Head of communications and corporate affairs*	*Approval*	16:00	29
08-17	**Annual review of GSG Terms of Reference** *Clare Pirie, Head of communications and corporate affairs*	*Approval*	16:10	33
09-17	**Quality performance indicators for 2016/17.** *Jo Thomas, Director of Nursing*	*Approval*	16:15	-
Holding non-executive directors to account for the performance of the board of directors				
10-17	**Executive overview, including Sustainability and Transformation Plan** *Steve Jenkin, Chief Executive and executive team*	*Discussion*	16:30	37
11-17	**Financial and performance committee** *Feedback provided by John Thornton, Non-Executive Director and committee Chair; Clare Stafford, Director of Finance and John Harold, committee governor representative*	*Discussion*	17:00	-
12-17	**Quality and governance committee** *Feedback provided by Ginny Colwell, committee Chair, Jo Thomas Director of Nursing and Tony Martin, governor representative*	*Discussion*	17:10	-

13-17	**Any other questions for non-executive directors** *All members of Council of Governors*	*Discussion*	17:20	-
Representing the interests of members and the public				
14-17	**Annual planning for 2017-18** *Steve Jenkin, Chief Executive and Clare Stafford, Director of Finance*	*Review*	17:30	-
Any other business				
15-17	**By application to the Chair** *Beryl Hobson, Chair*	*Discussion*	17:45	-
Questions				
16-17	**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 Hilary.Saunders@gvh.nhs.uk 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.* *Beryl Hobson, Chair*	*Discussion*	17:50	-

Dates of the next meetings

Business meetings of the council of governors to be held in public

2017/18
Monday 10 April 2017
Monday 31 July 2017
Monday 16 October 2017
Monday 15 January 2018

Document:	**Minutes (draft & unconfirmed)**	
Meeting:	**Council of Governors (session in public)** **20 October 2016, 15:00 – 17:00, The Dove Suite, The Ark, Turners Hill, West Sussex RH10 4RA** *For the purposes of accuracy, please note that item 66 was taken ahead of items 64 and 65.*	
Present:	Beryl Hobson (BH)	Chair
	Brian Beesley (BB)	Public governor
	Wendy Burkhill-Prior (WB-P)	Public governor
	Jenny Cunnington (JC)	Public governor
	John Dabell (JD)	Public governor
	Robert Dudgeon (RD)	Public governor
	Angela Glynn (AG)	Public governor
	Chris Halloway (CH)	Public governor
	John Harold (JH)	Public governor
	Anne Higgins (AH)	Public governor
	Glynn Roche (GR)	Public governor
	Chris Orman (CO)	Vice Chair and public governor
	Gillian Santi (GS)	Public governor
	Peter Shore (PS)	Public governor
	Peter Wickenden (PW)	Public governor
	Norman Webster (NW)	Stakeholder governor
	Julie Mockford (JM)	Staff governor
	Mansoor Rashid (MR)	Staff governor
	Shona Smith (SS)	Staff governor
In attendance	Ginny Colwell (GC)	Non-executive director
	Ian Playford (IP)	Non-executive director
	Lester Porter (LP)	Senior Independent director
	John Thornton (JT)	Non-executive director
	Sharon Jones (SLJ)	Operations director
	Jo Thomas (JMT)	Director of Nursing
	Richard Tyler (RT)	Chief Executive
	Ed Pickles (EP)	Medical Director
	Clare Pirie (CP)	Head of Corporate Affairs
	Hilary Saunders (HS)	Deputy Company Secretary
	Peter Venn (PJV)	Consultant, Sleep Disorder Unit [57-16]
Apologies:	Liz Bennett (LB)	Stakeholder governor
	Jenny Cunnington (JC)	Public governor
	Andrew Robertson (AR)	Stakeholder governor
	Michael Shaw (MS)	Public governor
	Tony Martin (TM)	Public governor

WELCOME

54-16 Welcome, apologies and declarations of interest and eligibility

The Chair opened the meeting and welcomed Ed Pickles, the Trust's recently appointed Medical Director and Steven Jenkin, Chief Executive designate who would be taking up his new role on 14 November.

The Chair went on to thank Ian Playford who was attending his final Council meeting before leaving at the end of the month. The Appointments' committee would be meeting the following week to discuss the process for appointing his replacement.

This was also Richard Tyler's final Council meeting before his departure on 11 November,

	and CO as lead governor, would make a formal tribute on behalf of Council later in the meeting. Apologies were noted as above. There were no new declarations of interest.
55-16	**Draft minutes of the meeting held on 25 July 2016** The minutes of the meeting held on 25 July 2016 were **APPROVED** as a correct record.
56-16	**Matters arising and actions pending from previous meetings** Council noted that there were no matters arising or actions pending from previous meetings.
57-16	**Clinical presentation: Sleep Disorder Unit** Dr Peter Venn (PJV), Head of the Sleep Disorder Unit (SDU) had been invited to today's meeting to advise Council on the work carried out by the Unit. He began by describing the origins of the department and how it had grown to become the high quality service it was today. Whilst the service supported patients with sleep apnoea and narcolepsy, there was also irrefutable evidence that treatment improved outcomes for patients with type-2 diabetes, cardiovascular, stroke and Parkinson's. Whilst there were challenges in recruiting suitably qualified staff to the department, PJV described some of the ways in which the Trust managed to maintain staffing levels, through lateral thinking and new initiatives. Members of Council went on to ask PJV questions about the public's levels of awareness of the service. He cited examples of how this was promoted, both formally and informally, across much of the South East. SLJ explained the service was still subject to targets, even though the SDU was not part of a clinical pathway. The Trust had challenged this inconsistency with the Regulator but to no avail to date. CO queried how long commissioners would be prepared to fund this service in view of current financial constraints. PJV referred back to his earlier comments on patient outcomes and asserted that it made clear economic sense to continue to provide a service which was evidencing such a positive impact on general healthcare, particularly in the case of middle-aged and elderly patients. BH thanked PJV for attending today and providing Council with such an informative insight into the work of the SDU.
58-16	**Board level governance: engagement with governors** CP presented the Board level governance engagement protocol which was due for annual review. She asked Council to note in particular the following: The requirement for Governors representatives to: • Observe and maintain confidentiality as directed by the Board (3.4); • Attend as many routine meetings of the Board/sub-committee as possible; • Feedback to their colleagues after each meeting. CO concurred this hasn't been done well in the past, but feedback through GMU was slowly starting to improve. In response to queries regarding wording of item 5.1, the Chief Executive explained that governors wouldn't necessarily have the technical ability to 'report back' on Board

	effectiveness, and the phrase 'share observations' was more appropriate to the governor role. There were no further comments and the document was **APPROVED** by Council of Governors.
59-16	**Appointment of lead governors and representative roles 2016/17** The Chair opened by thanking those governors who were today stepping down from their respective roles, and noted the importance of their work in carrying out their statutory duty to hold the NEDs to account. CP went on to present a report on the results of this year's governor representative elections which had taken place last month. She noted that the unusually high number of governors completing their final term in June 2017 had exposed difficulties with the timing of this year's appointments process. During today's discussion, therefore, governors would be asked to consider ways in which outstanding vacancies could be addressed. In the meantime, governors were asked to note that options to refine the current process would be an agenda item at the January Council of Governors meeting. Following detailed discussion regarding the process undertaken for this year's elections, which included proposals to address outstanding vacancies, Council agreed the following: • That the Trust would seek further nominations for the vacant F&PC GovRep role. • That AH should be co-opted onto the Appointments' Committee. (This was in consideration of the forthcoming NED recruitment process, and of AH's experience in this area). The Committee would be asked to approve this decision at its meeting the following week, when it would also ratify the appointment of the new Chair; • Terms of Reference of the Appointments' Committee would be revised to reduce the number of places available. In the meantime, Council was satisfied that the present membership was adequate for its purposes, and the Trust would not be instructed to seek nomination for additional members; • That, as in previous years, the role of Governor Representative to the Board of Directors would be combined with that of the Vice-Chair to the Council of Governors. In the meantime, results to date were confirmed as follows:

Role	**Elected lead/representative**	
Vice-Chair to the Council of Governors	John Belsey	
Governor Representative to the BoD Finance and performance (F&P) sub-committee	TBA[1]	
Governor Representative to the BoD Quality and governance sub-committee	Tony Martin	
Governor Representative to the QVH Charity committee	John Harold	
Governor Representative to the Audit committee	Glynn Roche	
Chair of the Council of Governors' Appointments' committee	Angela Glynn	
Members of the Council of Governors' Appointments' committee	Tony Martin Peter Shore Anne Higgins	Robert Dudgeon Chris Halloway Julie Mockford
Stakeholder Governor member of the Governor Steering Group	Liz Bennett	
Staff Governor member of the Governor Steering Group	Julie Mockford	

[1] Following a subsequent election this is now confirmed as John Harold

	There were no further questions and in conclusion Council: • **NOTED** the process undertaken in respect of this year's elections; • **APPROVED** the elected candidates for lead governor/representative roles for 2016/17 • **AGREED** the preferred option for addressing outstanding vacancies; • **NOTED** that options to refine the current process will be an agenda item at the January Council of Governors meeting.
60-16	**Approval of Standing Orders** CP explained that in line with best practice, the current Board of Directors' Standing Orders (April 2016) had been separated from those of the Council of Governors. Accordingly an additional set of Standing Orders had now been developed for use by Council to ensure governors had up to date constitutional rules and procedures to regulate the proper conduct of its business. Council was asked to note in particular that these Standing Orders now included the option to effect exceptional, urgent business through a written motion with the consent of the Chair, and also the addition of the Fit and Proper Persons Test under Declarations of Interests. There were no further significant changes. After brief discussion, the Standing Orders were **APPROVED** for use by the Council of Governors.
61-16	**Approval of Code of Conduct** CP explained that the existing code of conduct, provided clear guidance on the standards of conduct and behaviour expected of all governors. However this had now been refreshed in line with revised guidance published by NHS Providers (The Foundations of Good Governance: A compendium of Good Practice 2015). It also reflected the Trust's current strategic objectives and the Fit and Proper Person Test requirements. Governors were reminded that: • In conjunction with the Standards of Business Conduct policy, the Trust's Constitution and the Council of Governor Standing Orders, the Code formed part of the framework designed to promote the highest possible standards of conduct and behaviour within the Trust; • The Code applies at all times when governors are carrying out the business of the Trust or representing the Trust. PS queried the wording of item 10.2 *'Specifically governors must treat others with respect, not breach the equality enactments and not bully any person;'* After a brief discussion, governors agreed to provide CP with any suggestions for alternative wording by the end of the following week. These would be reviewed by GO as interim Director of HR and if necessary a revised proposal circulated to governors via mail as soon as reasonably practical. **[Action: CP]** Notwithstanding the potential for a small amendment in respect of item 10.2, the Code was **APPROVED** by Council for immediate adoption.
62-16	**QVH Standards of Business conduct policy** An overview of the Standards of Business Conduct policy had been included in the July edition of the Governor Monthly Update. The purpose of this report therefore was for Council to formally receive details of the policy which applied equally to governors as well as the Board and all employees of the Trust.

	There were no further comments and Council **NOTED** the content of the policy.
63-16	**Appointment of trust external auditors** As Chair of Audit, LP presented a report to Council providing a recommendation from the committee for the appointment of the Trust's external auditors. This would be for a three-year reporting period commencing 2016/17. As governor representative to the Audit committee, GR described his engagement in the process which had been undertaken to reach today's recommendation. In summary, KPMG's scores had represented the best value for money and highest rank for quality, and as a result were the preferred bidder. In preparing his recommendation to Council, LP had been mindful of the threat to independence whereby an auditor is familiar through long association with an organisation and its management. However, in making its decision, the Committee had taken into account the regular rotation of directors and managers at KPMG, the rotation of members of the Audit Committee and also the Trust's Senior Management Team during KPMG's current tenure. Accordingly, the Committee was assured that any risks posed by the reappointment of KPMG had been mitigated. There were no further questions and the Council of Governors: • **APPROVED** the appointment of KPMG as the Trust's external auditor; and • **APPROVED** the terms of engagement for the appointment as described within the report.
66-16	**Executive overview** RT introduced the Executive overview presentation which had previously been circulated to Governors. He opened by giving an update on the current Sustainability and Transformation Plans (STP). He noted that although there was still limited detail and the project was not without its challenges, the STP had improved communications across organisations. On the whole, QVH stood to benefit from potential future collaborative work, including the development of its Burns service with BSUH. • JMT continued by updating Council on progress within patient experience, the CQC action plan and the Quality Account, with all Q1 milestones achieved. • As newly appointed medical director, EP went on to describe how medical staff were working hard to support the work of the STP and provided updates in respect of safety, clinical effectiveness and performance including an update on the new junior doctor contract. • SLJ reported positively on performance targets including year-to-date 18-week RTT and cancer performance. The new Electronic Document Management system would be rolled out gradually with effect from 31 October. • CS explained that the Month 5 data presented today had now been superseded by Month 6, but was still looking positive. The control total had been achieved which would enable the Trust to access the Sustainability and Transformation funding (STF). Cost Improvement Plans had achieved 100% delivery to date. Although there had been some slippage with the Capital Plan, CS was confident this would be addressed assuming approval of a series of business cases for backlog maintenance work. The Single Oversight Framework had now replaced the Risk Assessment Framework with the Trust accorded Segment 1 (the highest achievable rating). The timetable for the two-year planning process had been brought forward which was stretching already severely limited resources. • GO continued by reporting on developments within the Trust's workforce. Consultant anaesthetist Chet Patel had recently been appointed Director of Medical Education.

	The recent Plastics recruitment drive had been very successful, attracting high quality candidates and resulting in five job offers being made. There had been a dip in compliance rates for appraisals and statutory and mandatory training, which was attributed to the number of staff whose compliance had expired simultaneously following last year's drive to improve rates prior to the CQC inspection. GO reported that a new appraisal process had been launched, and managers had been charged with improving compliance rates for statutory and mandatory training in their areas. RT concluded the presentation by reminding governors that very few Councils across the UK would be in receipt of such a positive report, which was testament to the work of the executive team.
64-16	**Financial and performance committee (F&PC)** JT reported on the recent work of the Finance and Performance committee and underlined the complexity of the work and the pressure placed on the management team in order to realise current results, further exacerbated by the overlay of the STP, and he commended SLJ and CS on their achievements. Overall, QVH was in a good position having accessed the STF for both operations and finance. An annual review of the Finance and performance committee would take place in November, with results reported to the Board in January. JEB concurred that both SLJ and CS were fundamental to the Trust's success noting also that IP and JT did a sterling job in holding them to account. He reminded Council that he was stepping down from the Committee to take up the role as GovRep to the Board. This had resulted in a vacancy on the Committee, and he urged governors to reconsider their position to avoid missing out on a great opportunity to see the NEDs at work. There were no further comments and Council **NOTED** the content of the update.
65-16	**Quality and governance committee (Q&GC)** It was noted that governor representative to the committee, Tony Martin, had sent his apologies for today's meeting. In the meantime, GC reported on the following: • The great progress made in respect of the NHS Protect security action plan and GC commended work undertaken by JMT and CS; • One Serious Incident (SI) which had been reported in September. A root cause analysis (RCA) was underway, with a detailed review to be undertaken by the Clinical Governance Group; • The Quality and Governance committee is considering a new approach to its current arrangements. In alternate months selected members of the committee would look in detail at a directorate, service line or clinical department, scrutinising its clinical governance and practice in detail, using a format based on CQC criteria. There were no further comments and Council **NOTED** the content of the update.
67-16	**Quality Account indicators 2017/18** JMT advised governors that they would shortly be invited to select a quality initiative or metric for external audit, and were asked to liaise directly with JEB (lead governor) over what they would like to see audited. JEB would pass any suggestions back to JMT to be fed into the overall process. Governors would be notified next week, via email, of the details and timescales. **[Action: ALL]**
68-16	**Any other business** RD raised concerns in respect of CoG meeting finish times, citing difficulties some governors may experience if travelling home in the dark after a meeting. After a brief

	discussion, the following were highlighted as matters for consideration: • Earlier meeting times might affect attendance by those governors who still worked in paid employment; • Changes could impact on the ability of members of the Executive team to attend Council meetings; • Reduced options for meeting venues which would be available earlier in the day. Council noted that the only meeting currently concluding after dark was the quarterly meeting held in January. After brief discussion, it was agreed that the Trust would request feedback from governors to ascertain a preference, although noting it would not be possible to implement any changes in the current financial year **[Action: CP]** On behalf of Council, CO thanked RT for his leadership of the Trust over the last three and a half years. In particular, he highlighted the following achievements: • Developing a strong executive team; • The clear reports and updates to Board and Council which better enabled governors in their statutory role to hold the NEDs to account; • RT's support in the expansion of the governor representative structure and roles, and • Clarity and purpose set out in the current key strategic objectives. RT thanked CO for his comments and in return commended Council for the way in which they held the NEDs to account. Whilst proud of the Trust's heritage, RT was also confident in its future and he concluded by saying that it had been both a privilege and a pleasure to lead QVH, which was a unique organisation with very special people.
69-16	**Questions from the public** There were none.

Chair: ..... Date: .....

Matters arising and actions pending from previous meetings of the Council of Governors						
No.	**Reference**	**Action**	**Owner**	**Action due**	**Latest update**	**Status**
20 October 2016						
1.	**61-16**	Suggestions to be provided by Council for alternative wording of item 10.2 of the Governor Code of Conduct *'specifically governors must treat others with respect, not breach the equality enactments and not bully any person'*	**CP**	Jan 2017	**10 01 17** The Trust sought feedback from other members of Council, but did not receive any responses. In the meantime, and as also agreed at the meeting, Geraldine Opreshko was asked to review and advise accordingly. In response, Geraldine recommended the following amendment which is aligned to values and ethics described within the Trust's recruitment documentation: *'The Trust recognises the diversity of the local community and those in its employ. Its aim is to provide a safe environment free from discrimination and a place where all individuals are treated fairly, with dignity and appropriately to their need. The Trust recognises that equality impacts on all aspects of its day to day operations and has produced an Equality Policy Statement to reflect this. All Governors are required to uphold the principles of this policy.'* This wording has now been incorporated into the current Code.	**Complete**
2.	**67-16**	Governor suggestions for quality performance indicators to be incorporated by Lead governor and fed back to the Director of Nursing	**JMT**	Jan 2017	**10 01 17** Action complete and update will be provided by JMT at January CoG	**Complete**
3.	**68-17**	Review of timings of CoG meetings during winter months. Trust to seek views and feedback	**HS**	January 2017	**10 01 17** In the November edition of GMU, Governors were asked to confirm their preference. As well as considering travelling in the dark,	**Complete**

Matters arising and actions pending from previous meetings of the Council of Governors						
No.	**Reference**	**Action**	**Owner**	**Action due**	**Latest update**	**Status**
					Council was also asked to take into account that earlier meetings could impact on the ability of governors in paid employment to attend and noting that any changes could also impact on the options for meeting venues. At the time of the deadline (9 December) no responses had been received. It is assumed therefore that the majority of governors are satisfied with the current scheduling arrangements	

Report to:	Council of Governors
Meeting date:	19 January 2017
Reference no:	05-17
Report from:	Clare Pirie, Head of Corporate Affairs
Report author:	Clare Pirie, Head of Corporate Affairs, and Hilary Saunders, Deputy Company Secretary
Report date:	14 December 2016

Annual review of effectiveness of Council of Governors

1. Purpose

The purpose of this paper is to support the Council of Governors in considering its collective performance.

2. Background

One of the provisions of the FT Code of Governance (B.6.5) is that the Council of Governors, led by the Chair, should periodically assess its collective performance, taking into account emerging best practice, as described under the Monitor publication 'Your statutory duties: A reference guide for NHS Foundation Trust Governors'.

Evidence for the impact and effectiveness of the Council of Governors and areas for possible improvement are set out in this report.

3. Recommendation

The Council of Governors is asked to:

- **REVIEW** the contents of the report
- **AGREE** the proposed additional actions to further enhance the impact and effectiveness of the Council of Governors.

Council of Governors Effectiveness review 2017

Introduction

1. One of the provisions of the FT Code of Governance (B.6.5) is that the Council of Governors, led by the Chair, should periodically assess their collective performance, taking into account emerging best practice, as described under the Monitor publication *'Your statutory duties: A reference guide for NHS Foundation Trust Governors'.*

2. The purpose of this paper is to support the Council of Governors in considering their collective performance.

3. Evidence for the impact and effectiveness of the Council of Governors and areas for possible improvement are set out in sections 10-21 of this paper, under the headings of the three main responsibilities of the Council of Governors:
   - Holding the non-executive directors individually and collectively to account for the performance of the Board of Directors;
   - Communicating with their member constituencies and the public and transmitting their views to the Board of Directors, and
   - Contributing to the development of forward plans of NHS Foundation Trusts.

4. Governors have recently participated in a governance and capability self-assessment survey. This paper summarises the findings of that survey.

Recommendation

5. The Council of Governors is asked to agree the proposed additional actions to further enhance the impact and effectiveness of the Council of Governors.

Board governance and capability review – self assessment

6. In September 2016 Board members and all governors were invited to participate in a process of self-assessment. The questions covered how well the Board is setting direction for the organisation; capability and culture; process and structure; whether the Board receives appropriate, robust and timely information and how well this supports the leadership of the Trust. Board members and 12 governors responded. The questions are listed in Appendix B.

7. Whilst primarily designed to gauge Board performance the emerging themes are also useful in considering the performance of the Council of Governors.

8. Overall the self-assessment was positive, with high levels of 'very satisfied' or 'satisfied'. There was no response of 'very dissatisfied' to any question.

9. The few 'dissatisfied' responses and the 'not sure' responses pointed to the following themes:
    - Understanding and assurance - there were relatively high level of 'not sure'. Whilst this was not confined to governor responses it was clear that governors felt less confident in responding to many of the questions.
    - Managing transition of Board members – recognition that QVH will have had a change of CEO, medical director, two NEDs in the course of a year.
    - Staff development, communication, empowerment – this is being addressed through work by the Director of HR and the Head of Communications and Corporate Affairs, to make sure that the trust is taking relevant action and that Board members and governors are aware and assured around this.
    - Governors holding NEDs to account – in responding to *Governors are trained and supported in holding non-executive directors to account* there were positive comments about the relationship with the Board and nine governors were satisfied or very satisfied, but one governor was dissatisfied and two were not sure. This issue is addressed further below.

Holding the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors

10. At QVH we have continued to develop our range of 'governor representative' roles which allow selected governors to become ex-officio and non-voting members of the Board, its sub-committees and other groups within the corporate governance structures. Governor Representatives are selected by their peers each year so that representation and the associated development opportunities pass between governors. The process develops strong and direct engagement between governors and the board, especially NEDs. Benchmarking with other foundations trust in the UK show that this is a unique model with many governors having unprecedented access to information and members of the board.

11. The table below from the Monitor publication *'Your statutory duties: A reference guide for NHS Foundation Trust Governors'* sets out examples of activities that governors might undertake in seeking to hold the non-executive directors to account. The document is clear that it is not intended to set out "best" or even "good" practice, and that the approach will be decided at a local level. The right column on the table below evidences that governors at QVH currently hold NEDs to account in all the ways suggested for consideration.

To hold the non-executives individually to account:	
a) Receive performance information for the chair and other Non-Executive Directors as part of a rigorous performance appraisal process as well as to inform decisions on remuneration terms for the chair and the other Non-Executive Directors.	<u>Appraisals</u> The Chair's appraisal was conducted by the Chair of the Appointments Committee and the Senior Independent Director. During the private session of the CoG meeting on 25 July, the Chair of the Appointments Committee (Anne Higgins) confirmed that the Appointments Committee had met to receive feedback on the Chair and NED appraisal process. She described the process, which incorporated feedback from key stakeholders including executive and non-executive directors, and governors. Performance

	had been assessed against values, strategic input, holding executives to account, chairing of meetings, and internal and external relationships. AH assured Council that both Chair and NEDs clearly embodied the Trust values and scored highly in this respect. In addition, all had performed strongly in relation to strategy and in holding executives to account. <u>Remuneration</u> At the same meeting on 25 July, CoG was advised that the Appointments committee had considered the non-executive directors' remuneration levels. This included a comparison of the Trust's current remuneration with that of other NHS foundation trusts using data collated annually by NHS Providers, and indicated that QVH remuneration remained comparable with the average for the sector as a whole. Therefore, the committee recommended that remuneration for the Chair and NEDs should not change this year (noting that this was not an indication of performance). This recommendation was approved by CoG in the public session of their meeting. <u>Approval of a further term of office</u> The Chair of the Appointments' Committee reported that the committee had considered a proposal to re-appoint John Thornton as Non-Executive Director for a further term of three years. The committee noted JT's outstanding performance over the last three years and agreed unanimously to recommend to Council that he be reappointed with effect from 1 October 2016. Council went on to approve the recommendation in the public session of their meeting.
b) Observe the contributions of the Non-Executive Directors at board meetings and during meetings with governors.	Governors have a standing invitation to attend Board meetings and there are regularly two or three Governors in attendance. The lead governor participates in Board meetings as a non-voting member and is able to give the Council of Governors a personal perspective on the contributions of the NEDs.
To hold the Non-Executive Directors collectively to account:	
a) Receive the quality report and accounts and question the non-executives on their content.	The quality report and accounts were received by CoG at the AGM on 25 July 2016. Feedback on the quality account was provided by the Trust's external auditors, KPMG, and also the Director of Nursing. Governors questioned the non-executives, and discussion included clarification of the limited assurance opinions issued in respect of the 18-week referral to treatment indicator and the 62-day cancer waits, with assurance provided that concerns related to system design and data accuracy, not patient care.

b) Ask about the CQC's judgments on the quality of care provided by the trust.	On 20 April 2016, governors were sent an email from the CEO advising them of the outcome of the inspection. At the CoG meeting the next day (21 April) the results of the CQC inspection were highlighted.
c) Receive in-year information updates from the Board of directors and question the non-executives on their content, including the performance of the trust against the goals of the forward plan.	Non-Executive Board members attend the four Council of Governors meetings each year, giving updates on current work and feedback from committees. This is in addition to an update on operational issues from the executive team.
d) Invite the chief executive or other executive and Non-Executive Directors to attend council of governors meetings as appropriate and use these opportunities to ask them questions.	Both executive and Non-Executive Board members attend Council of Governors meetings, and governors make use of the opportunities to ask them questions. In addition, all governors receive a bespoke monthly newsletter, *Governors' Monthly Update*, which provides information on governance, patient engagement and assurance, membership engagement, training and development. The newsletter also includes a 'log' which enables governors to raise questions and seek additional information and assurance between formal Council meetings. This also includes questions that are asked face to face in the less formal conversations before and after meetings. More information is made available between full Council meetings in the Chief Executive's report to the Board, Board agendas, public Board papers and approved Board minutes. The Trust regularly emails governors with any matters of interest and provides links to relevant information on the public website.
e) Engage with the Non-Executive Directors to share concerns, such as by way of joint meetings between the Council of Governors and Non-Executive Directors.	Governors are able to share concerns and ask questions of NEDs at the Council of Governors. The range of 'governor representative' roles allow governors to join the Board, its sub-committees and other groups within the corporate governance structures. The process develops strong and direct engagement between governors and the Board, especially NEDs. In addition, less formal opportunities to engage with the Chair and individual NEDs are provided through the small group meetings organised by the Chair.
f) Receive information on proposed significant transactions, mergers,	There have been no proposed significant transactions, mergers, acquisitions, separations or dissolutions in the past 12 months.

acquisitions, separations or dissolutions and question the non-executives on the Board's decision- making processes, and then, if satisfied, approve the proposal.	The development of our burns service was discussed in detail at the CoG meeting on 14 January 2016, and followed up in an email sent to all governors dated 19 January 2016.
g) Receive information on documents relating to non-NHS income, in particular any proposal to increase the proportion of the trust's income earned from non-NHS work by 5% a year or more, and question the non-executives on the Board's decision-making processes; then, if satisfied, approve the proposal.	QVH does not have significant non-NHS income. The governor representative to the Charity Committee is able to feedback on discussion and decisions taken there.

12. Proposed actions

- To ensure that all governors feel confident that they understand their role in holding NEDs to account, a further workshop/training session will be planned in 2017. This is in addition to the induction training provided for new governors, recognising that governors may benefit from revisiting this element of their role after some time in post.
- Governor Representative Elections: Whilst the election process for Governor Representative roles works well in itself, it is proposed that the timetable for elections should be moved to ensure the most experienced governors can still stand as Governor Representatives during their final term. This is the subject of a separate paper.
- Governor Representatives will be reminded that their responsibilities include regularly providing a written summary for the *Governors' Monthly Update* of the meetings they have attended. This is an important part of supporting and enabling fellow governors in their role.

Communicating with their member constituencies and the public and transmitting their views to the Board of Directors

13. QVH does not elect members on a geographical constituency basis; all governors share the responsibility for communicating with the public. Staff governors have a specific additional responsibility to communicate with staff.

14. In 2016, the Board reviewed QVH's membership base and extended eligibility for membership to the 12 south London boroughs as well as the previous geography of Kent, Surrey and East and West Sussex. This review was aligned to the requirement for a public membership profile that most fairly enfranchises the people who are the recipients of a Foundation Trust's services, and increased the total proportion of QVH patients eligible for membership from 94% to 98%.

15. Following on from the work of a small group of governors, the Trust commissioned professional support to make telephone calls to existing members with the aim of increasing the number of members with whom we can communicate by email. This work has increased the proportion of member email addresses the trust holds from below 20% to the current figure of 46%. In addition to raising the proportion of member email addresses, the Trust has also significantly improved the accuracy and quality of the membership data held on our secure database.

16. A small group of governors developed a presentation which they use to provide information on the work of the Trust and its services to clubs, societies or groups within the local community. All governors are invited to participate in this initiative. To date in 2016/17 a presentation has been made to Crawley Down WI. Since the introduction of this initiative in 2014, presentations have been made to: 4Sight Haywards Heath, Pembury & Tunbridge Wells NRAS Group, EG Meridian Probus Group, Hayward's Heath & District Arthritis Care, Burgess Hill Round Table (2014/15), Hartfield/Medway WI, Oxted Probus Group, NRSA Medway Rheumatoid Arthritis Support Group (2015/16).

17. The Trust's bi-annual membership newsletter, 'QVH News', includes a 'Governor' page, which over the last year has featured:

    - A biography of one of the newly appointed governors;
    - Details of the Trust's AGM;
    - The continual push to improve the FT's membership database, (including obtaining email addresses);
    - An explanation of changes to public membership boundaries;
    - Confirmation of public governor appointments, following the uncontested election.

18. Proposed actions

    - Local accountability/ AGM: the Trust plans to re-launch the AGM/AMM in 2017 to improve engagement with members of the local community. Governors will be invited to participate in this as an opportunity to engage with members of the public.
    - Members' events: we are looking at what 'added value' may be received from being a member. At the moment members for whom we hold an email address are notified of imminent significant media coverage and we get a very positive response to this. In 2017 we will look at members' events such as lectures from clinicians. Governors will be invited to attend and to use this as an opportunity to connect with members.

Contributing to the development of forward plans of NHS Foundation Trusts

19. The Council of Governors receives regular presentations by the Chief Executive and Executive team, providing an overview of the national and local position. These lead to an informed discussion of forward plans.

20. The governor representative model means selected governors join the Board and its sub-committees where they have the opportunity to contribute further to the forward plans.

21. Proposed actions

- The Sustainability Transformation Plan is an important part of our current environment and the Council of Governors will be kept informed about what this means for QVH.

Conclusion

22. From the above evidence it is clear that the Council of Governors fulfils its duties across the three requirements:
    - Holding the non-executive directors individually and collectively to account for the performance of the Board of Directors;
    - Communicating with their member constituencies and the public and transmitting their views to the Board of Directors, and
    - Contributing to the development of forward plans of NHS Foundation Trusts.

23. This paper has also identified the following actions which could support and enhance the performance of the Council of Governors:
    - To ensure that all governors feel confident that they understand their role in holding NEDs to account, a further workshop/training session will be planned in 2017. This is in addition to the induction training provided for new governors, recognising that governors may benefit from revisiting this element of their role after some time in post.
    - Governor Representative Elections: Whilst the election process for Governor Representative roles works well in itself, it is proposed that the timetable for elections should be moved to ensure the most experienced governors can still stand as Governor Representatives during their final term. This is the subject of a separate paper.
    - Governor Representatives will be reminded that their responsibilities include regularly providing a written summary for the *Governors' Monthly Update* of the meetings they have attended. This is an important part of supporting and enabling fellow governors in their role.
    - Local accountability/ AGM: the Trust plans to re-launch the AGM/AMM in 2017 to improve engagement with members of the local community. Governors will be invited to participate in this as an opportunity to engage with members of the public.
    - Members' events: we are looking at what 'added value' may be received from being a member. At the moment members for whom we hold an email address are notified of imminent significant media coverage and we get a very positive response to this. In 2017 we will look at members' events such as lectures from clinicians. Governors will be invited to attend and to use this as an opportunity to connect with members.
    - The Sustainability Transformation Plan is an important part of our current environment and the Council of Governors will be kept informed about what this means for QVH.

Appendices:

- **Appendix A –** an extract from ***Monitor – 'Your statutory duties:*** *A reference guide for NHS foundation trust governors'*
- **Appendix B -** Board governance and capability review self-assessment questions

Chapter 4: General duties of the council of governors

The 2006 Act, as amended, specifies that it is the duty of the council of governors to hold the non-executive directors individually and collectively to account for the performance of the board of directors. While the board is a unitary body which takes collective responsibility for the performance of the trust, the governors' role in assurance should take place primarily through the non-executive directors. It is also the duty of the council of governors to represent the interests of NHS foundation trust members and the public.

This represents a change from Monitor's 2010 Code of Governance*. The next iteration of the* Code of Governance *will be updated accordingly.*

This chapter covers:

- *the legal requirements;*
- *what it means to hold the non-executive directors to account;*
- *what it means to represent the interests of members and of the public; and*
- *what the board of directors should do to support governors in these duties.*

4.1 Holding the non-executive directors to account

What are the legal requirements?
The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors.

The meaning of "holding the non-executive directors to account" is not described in legislation, which means there is no one "right way" to hold the non-executive directors to account. This may reasonably lead to a variety of interpretations by different councils of governors and boards of directors – this chapter aims to help guide their interpretations.

What does it mean to hold the non-executive directors to account?
The key principles guiding governors' understanding of what it means to hold the non-executive directors to account are shown in Table 2 (see page 27). It also lists the related statutory duties of governors and directors, and suggested methods that governors can use to hold non-executive directors to account.

In summary, "holding the non-executive directors to account" requires governors to scrutinise how well the board is working, challenge the board in respect of its effectiveness, and ask the board to demonstrate that it has sufficient quality assurance in respect of the overall performance of the trust. This is likely to involve questioning non-executive directors about the performance of the board and of the trust and making sure to represent the interests of the trust's members and of the public in doing so. In performing this duty, governors should keep in mind that the board of directors continues to bear ultimate responsibility for the trust's strategic planning and performance.

Table 2: Key principles guiding governors' understanding of what it means and how to hold the non-executive directors to account, and related statutory duties

Key principles

1. The overall responsibility for running an NHS foundation trust lies with the board of directors.
2. The council of governors is the collective body through which the directors explain and justify their actions, and the council should not seek to become involved in running the trust.
3. Governors must act in the best interests of the NHS foundation trust and should adhere to its values and code of conduct.
4. Directors are responsible and accountable for the performance of the foundation trust; governors do not take on this responsibility or accountability. This is reflected in the fact that directors are paid while governors are volunteers.

Undertaking the statutory duties

This document is not intended to set out "best" or even "good" practice, which will become clearer over time. The following are examples of activities that governors might undertake in seeking to hold the non-executive directors to account, but the approach will be decided at a local level.

- Governors are responsible for appointing the chair and other non-executive directors and may also remove them in the event of unsatisfactory performance.
- Governors have the power to appoint or remove the auditor.
- Directors must take account of governors' views when setting the strategy for the trust, giving governors the opportunity to feed in the views of trust members and the public and to question the non-executive directors if these views do not appear to be reflected in the strategy. However, governors should understand there may be valid reasons why member views cannot always be acted upon. Governors and non-executive directors should have enough time to discuss these matters so governors can be satisfied with board decision-making processes.
- Governors have the right to receive the annual report and accounts of the trust, and can use these as the basis for their questioning of non-executive directors and assessing the performance of the board in terms of the delivery of the trust's goals against the forward plan.

Governors may also find it helpful to undertake some of the following activities

To hold the non-executives individually to account:

a) Receive performance information for the chair and other non-executive directors as part of a rigorous performance appraisal process as well as to inform decisions on remuneration terms for the chair and the other non-executive directors.

b) Observe the contributions of the non-executive directors at board meetings and during meetings with governors.

To hold the non-executive directors collectively to account:

a) Receive the quality report and accounts and question the non-executives on their content. Ask about the CQC's judgements on the quality of care provided by the trust.

b) Receive in-year information updates from the board of directors and question the non-executives on their content, including the performance of the trust against the goals of the forward plan.

c) Invite the chief executive or other executive and non-executive directors to attend council of governors meetings as appropriate and use these opportunities to ask them questions.

d) Engage with the non-executive directors to share concerns, such as by way of joint meetings between the council of governors and non-executive directors.

e) Receive information on proposed significant transactions, mergers, acquisitions, separations or dissolutions and question the non-executives on the board's decision-making processes, and then, if satisfied, approve the proposal.

f) Receive information on documents relating to non-NHS income, in particular any proposal to increase the proportion of the trust's income earned from non-NHS work by 5% a year or more, and question the non-executives on the board's decision-making processes; then, if satisfied, approve the proposal.

Additional means by which governors can hold non-executive directors to account

Only to be used after all other methods of communication between the directors and governors have been exhausted.

a) Put questions to the Panel for Advising Governors where the circumstances meet the requirements in the 2006 Act, as amended (see page 24 for details of the Panel).

b) As a last resort, engage in a dialogue with Monitor through the lead governor.

General considerations

Holding the non-executive directors to account for the performance of the board does not mean the governors should question every decision or every plan. The role of governors in "holding to account" is one of assurance of the performance of the board. Governors should therefore assess what they believe are the key areas of concern and provide appropriate challenge, particularly if they feel due process is not being followed, the interests of the members and of the public are not being appropriately represented, or the trust is at risk of breaching the conditions of its licence or of failing to deliver on the goals in the forward plan.

Governors may not always agree with the decisions taken by the directors. On the other hand, directors do not always have to adhere to the governors' preferences. However, the board of directors, as a whole, does have to give due consideration to the views of the governors, especially in relation to matters which concern the interests of the members of the NHS foundation trust and the public.

Governors' liability
The 2006 Act, as amended, does not make explicit reference to governors' liability. Governors' duty to "hold the non-executive directors, individually and collectively, to account for the performance of the board of directors" does not mean that governors are responsible for decisions taken by the board of directors on behalf of the NHS foundation trust. Assuming the governors have acted in good faith and in accordance with their duties as set out in the Act (and proper process has been followed), the potential for liability should be negligible. As additional comfort, governors may have the benefit of an indemnity and/or insurance from the trust. While there is no legal requirement for trusts to provide an indemnity or insurance for governors to cover their service on the council of governors, where an indemnity or insurance policy is given, it is likely to be detailed in the trust's constitution. Please see page 64 for details on this topic in relation to governors' role in approving significant transactions, mergers, acquisitions, separations and dissolutions.

Deciding on a process
The governors and directors should agree a regular process for holding the non-executive directors to account for the performance of the board effectively throughout the year. This process should specify:

- what information governors require from the directors, the format of the information and the timescale within which it should be provided;
- the forums at which governors will have the opportunity to question directors;
- what steps to take should the governors be dissatisfied with responses they receive from one, or more, of the non-executive directors; and
- when governors should use their power to require directors to attend a governors' meeting.

The board of directors is likely to start by giving an account of the work it has done in directing the NHS foundation trust to ensure the trust delivers high-quality services. This account will provide governors with a basis for asking informed questions.

The purposes of this process are:

1. to provide governors with a degree of assurance on the performance of the board; and
2. to allow the board of directors to ensure governors have the right level and value of assurance available to them.

The process requires ongoing interaction and partnership between councils of governors and boards of directors.

Information exchange
Directors should ensure that governors are provided with sufficient information on the board's performance, and that the information is available in appropriate formats.

The board should ensure governors have opportunities to meet with directors and non-executive directors so that governors can raise questions about the board's performance. It should also provide governors with evidence that their views and the interests of the

members of the NHS foundation trust and the public have been taken into account in formulating the forward plan.

4.2 Representing the interests of trust members and the public

What are the legal requirements?
Under the 2006 Act, as amended, governors have a duty to represent the interests of the members of the NHS foundation trust and the public. However, the meaning of this is not defined in legislation. This means there is no one "right way" to fulfil this duty, which may lead to a variety of interpretations by different councils of governors.

What does it mean to represent the interests of members and the public?
Table 3 lists the key principles that will inform how governors decide to fulfil this duty and suggests some methods that governors may wish to employ. Governors will, of course, need to engage regularly with the NHS foundation trust's members and the public in order to represent their interests effectively. Further information on member engagement can be found in the Monitor publication *Current practice in NHS foundation trust member recruitment and engagement*.

Table 3: Key principles to inform how governors decide to represent the interests of members and the public and some suggested methods

Key principles
1. Governors should seek the views of members and the public on material issues or changes being discussed by the trust. 2. Governors should feed back to members and the public information about the trust, its vision, performance and material strategic proposals made by the trust board. 3. Governors should try to make sure when they are communicating with directors of the trust that they represent the interests of members and the public rather than just their own personal views.
Possible methods for governors to seek the views of members and the public and feed information back to them
This document is not intended to set out "best" or even "good" practice, which will become clearer over time. The following are examples of activities that governors might undertake in gaining the views of members and the public but the approach will be decided at a local level. a) Governor drop-in days where members and the public can come in to meet with governors. b) A governors' and members' section of the trust website to share information. c) Member days where members and the public are invited to the trust for a day and governors take time to speak to them. d) Surveys of members (with help provided from the trust to administer where necessary).

General considerations
Governors have a general duty to represent the interests of members and the public and this includes representing their views in relation to potential:

- significant transactions;
- mergers;
- acquisitions;
- separations and dissolutions of the trust; and
- increases to non-NHS income.

Governors should therefore interact regularly with the members of the trust and the public to ensure they understand their views, and to make sure that they clearly communicate to them information on trust performance and planning. However, governors should take care to disclose only those matters which the trust considers non-confidential**.**

Deciding on a process
Governors should establish a process for interacting with members and the public and recording their views on key topics.

Governors should also ensure that members and the public know when and where they are able to communicate with governors for this purpose. How the trust and governors organise this process is at their discretion.

Ideas for feeding back views to directors might include having a regular monthly or quarterly report, presentations at council meetings or a regular meeting of the membership committee, if this exists, to discuss feedback. Again, it is at the discretion of the trust and governors to choose what works best locally. Governors should remember that they have a duty to represent the public as well as members of the trust; it may be helpful to work with other local public representatives such as local Healthwatch to do this.

What the board of directors will need to do to support governors
The board of directors can greatly assist governors in performing their duty to represent the interests of members and the public. The board should help to arrange opportunities for governors to meet with members of the trust and the public; it will also need to support governors in their work to understand the interests of the public, and of people using the trust services, their carers and families.

When governors represent the views of members and the public to the board, the directors should record these views and consider them in formulating trust strategy and assessing trust performance in related areas.

Appendix B

Board governance and capability review self-assessment questions
Respondents were able to make free text comments and asked to select *very satisfied, satisfied, dissatisfied, very dissatisfied, not sure*.

1. **Strategy and planning**
   How satisfied are you that:
   - QVH has a credible strategy to provide high quality, sustainable services to patients.
   - QVH has a robust plan to deliver its strategy.
   - I understand the challenges to achieving the strategy, including relevant local health economy factors.
   - QVH has a clear statement of vision and values, driven by quality and safety.
   - Staff know and understand the vision, values and strategic goals.
   - There is an effective process in place to identify, understand, monitor and address current and future risks.
   - Service developments and efficiency changes are shaped with input from clinicians to understand their impact on the quality of care.
   - Financial pressures are managed so that they do not compromise the quality of care.

2. **Capability and culture**
   How satisfied are you that:
   - The board has the skills and capability to lead the organisation.
   - The board shapes an open, transparent and quality-focused culture.
   - There is a culture of collective responsibility between teams and services.
   - Challenges to poor practice made by board and committee members are delivered, received and acted on positively.
   - Board members spend time developing the relationship with the governors.
   - Governors are trained and supported in holding non-executive directors to account.
   - The leadership actively promotes staff empowerment to drive improvement.
   - There is a culture where the benefit of raising concerns is valued.
   - The board supports continuous learning and development across the organisation.
   - Information and analysis are used proactively to identify opportunities to drive improvement in care.
   - Staff have objectives focused on improvement and learning.

3. **Process and structures**
   How satisfied are you that:
   - The board and other levels of governance within the organisation function effectively and interact with each other appropriately.
   - The board shows a good balance between challenge and support.
   - Board sub-committees have a stable, regularly attending membership and operate within their terms of reference.
   - The council of governors are actively involved in holding the non-executive directors to account for their work at the board.
   - Structures and systems of accountability are clearly set out, understood and effective.
   - Quality receives sufficient coverage in board meetings and in other relevant meetings below board level.

   - Performance issues are escalated to the relevant committees and the board through clear structures and processes.
   - Clinical and internal audit processes function well and have a positive impact in relation to quality governance, with clear evidence of action to resolve concerns.

- The board actively engages patients, staff, governors and other key stakeholders on quality, operational and financial performance.
- Information on people's experience is reported and reviewed alongside other performance data.
- Staff who raise concerns are supported; concerns are investigated in a sensitive and confidential manner, and lessons are shared and acted on.
- QVH is transparent, collaborative and open with all relevant stakeholders about performance.
- Stakeholders can find out easily how and why the board has made key decisions.

4. Measurement

How satisfied are you that:

- Information on organisational and operational performance is analysed and challenged.
- Reporting supports effective decision-making.
- The impact on all areas of the organisation is understood before decisions are made.
- The board can measure the impact of the organisation's strategy through the use of agreed key performance indicators.
- Performance information is used to hold management and staff to account.
- The information used in reporting is reliable and accurate.
- The information used in reporting is timely and relevant.

Report to:	Council of Governors
Meeting date:	19 January 2017
Reference no:	06-17
Report from:	Clare Pirie, Head of Corporate Affairs
Report author:	Clare Pirie, Head of Corporate Affairs, and Hilary Saunders, Deputy Company Secretary
Report date:	11 January 2017

Process for the appointment of lead governors and representative roles

1. Purpose

The purpose of this paper is to support the Council of Governors in agreeing a recommended option to refine the appointment of lead governor and representative roles.

2. Background

2.1 In March 2014 Council accepted unanimously a proposal to amend the time of year when it selects new committee members and holders of key governor roles from March to September. The rationale behind this decision was to enable newly appointed governors to undertake a more active role in the appointments process earlier in their first term.

2.2 Elections for the appointment of lead governors and representatives for 2016/17 took place in September, with results ratified at the meeting in October 2016.

2.3 The unusually high number of governors completing their final term in June 2017 exposed difficulties with the timing of the 2016 appointments process, impacting detrimentally on the number of governors eligible to stand in the current elections.

2.4 This was the first time since the new process was adopted by Council in March 2014 that this impact was felt, and reflected the uneven pattern of governor start dates.

2.5 At its meeting on 20 October, Council proposed to review the current election process to ensure it is suitably aligned to supporting them in their role to hold NEDs to account for the performance of the Board.

3. Recommendation

Council is asked to:

- **REVIEW** the proposed options to refine the current process;
- **AGREE** the recommended option and move the timetable of elections from September to July with effect from 2017, to be implemented prior to the next round of governor representative elections.

Review of process for appointment of lead governors and representative roles

1. Introduction

1.1. QVH has a practice of appointing nominated representatives of the Council of Governors to join the Board and its main sub-committees as ex officio, non-voting members. The governor representative roles are now an established and effective means of open and honest engagement between governors and the Board, and since the Health and Social Care Act 2012, these roles have become particularly significant as they play an important part in governors' duty to hold non-executive directors (NEDs) to account for the performance of the board.

2. Background

2.1. In March 2014 Council accepted unanimously a proposal to amend the time of year when it selects new committee members and holders of key governor roles from March to September. The rationale behind this decision was to enable newly appointed governors to undertake a more active role in the appointments process earlier in their first term.

2.2. Elections for the appointment of lead governors and representatives for 2016/17 took place in September, with results ratified at the meeting in October 2016.

2.3. The unusually high number of governors completing their final term in June 2017 exposed difficulties with the timing of the 2016 appointments process, impacting detrimentally on the number of governors eligible to stand in the current elections.

2.4. This was the first time since the new process was adopted by Council in March 2014 that this impact was felt, and reflected the uneven pattern of governor start dates.

2.5. At its meeting on 20 October, Council proposed to review the current election process to ensure it is suitably aligned to supporting them in their role to hold NEDs to account for the performance of the Board.

3. Election principles

3.1. On an annual basis governors are invited to put forward self-nominations for the governor representative roles.

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

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

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

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

4. Options

Governors are asked to consider the following three options in respect of the current process, and make a recommendation for implementation by the Trust.

4.1. **Recommended option:** Move the timetable of elections from September to July with effect from 2017. This would enable experienced lead governors to remain in post until their final term comes to an end. It would also mean new governors need to serve a full year of their first term before standing for one of these roles. (The key rationale behind the original changes was a concern about this raised by newly appointed governors.)

4.2. Retain the current timetable for the election process, and alter eligibility criteria so that those governors coming to the end of their tenure can stand for roles. This would enable experienced governors to undertake in key roles until they complete their final term. This is not the recommended option, as it would mean there could be a period of three months in any year where Council could be without representation on the Board or at specific sub-committees. This would adversely impact on current methods which enable Council to gain assurance and to hold NEDs to account for the performance of the Board.

4.3. Retain the status quo, with governors recognising that a similar situation could recur once every three years as 6-8 governors come to the end of their final terms simultaneously. This is not the recommended option as the Council of Governors has recently expressed concerns about experienced governors stepping down from lead roles during their final year. Whilst it would ensure new governors were eligible for committee membership earlier in their term, it would require proactive engagement by eligible members to ensure all vacancies were filled;

5. Recommendation

Council is asked to:

- **AGREE** the recommended option and move the timetable of elections from September to July with effect from 2017, to be implemented prior to the next round of governor representative elections.

Report to:	Council of Governors
Meeting date:	19 January 2017
Reference no:	07-17
Report from:	Clare Pirie, Head of Corporate Affairs
Report author:	Clare Pirie, Head of Corporate Affairs, and Hilary Saunders, Deputy Company Secretary
Report date:	11 January 2017

Review of lead governor and vice chair roles

1. Purpose

In recent years the QVH roles of lead governor and vice chair to the council of governors have been held by a single governor. The purpose of this paper is to put forward a proposal that these roles are now formally merged.

2. Background

2.1 The FT Code of Governance recommends that all foundation trusts should have a lead governor who can be a point of contact for the regulator in the unlikely event that it would be inappropriate for the regulator to contact the Chair. The lead governor would also be the point of contact for any governor wishing to raise concerns about the Chair to the regulator.

2.2 This role of the lead governor is optional, with foundation trusts permitted to choose whether to appoint to this role or not. QVH chose to adopt this recommendation when it became a foundation trust in 2004. It has further enhanced the role over the years by inviting the lead governor to attend all Board of Director meetings as Council's representative on the Board.

2.3 At the same time as establishing the Lead Governor role, the Trust introduced the role of Vice-Chair. In recent years however it has become common practice for the roles of Vice Chair and Lead Governor to be carried out by the same governor. This governor has also been the point of contact for the regulator in the unlikely event that it would be inappropriate for the regulator to contact the Chair (see 2.1).

3. Recommendation

Council is asked to:

- **APPROVE** the proposal to merge the current roles of Lead governor/representative and Vice-Chair to better facilitate governor time and resources;
- **APPROVE** the attached job description

Board-level governance: Lead governor and Vice Chair roles

1. Introduction

1.1 This paper proposes that the QVH roles of lead governor and vice chair to the council of governors are merged. In recent years these two roles have been held by a single governor.

1.2 The paper sets out the recommendation that trusts have a lead governor as described in the FT *Code of Governance*, and explains the significant additional contribution which QVH governors bring to this role under the arrangements agreed at QVH.

2. FT Code of Governance – lead governor as point of contact for regulator

2.1. The FT *Code of Governance* recommends that all foundation trusts should have a lead governor who can be a point of contact for the regulator in the unlikely event that it would be inappropriate for the regulator to contact the Chair. The lead governor would also be the point of contact for any governor wishing to raise concerns about the Chair to the regulator.

2.2. When foundation trusts came into being, it was made clear by the regulator (Monitor) that this role was not intended to 'lead' the governors. Governors are reminded that it is the Council as a whole (not an individual governor) that has responsibilities and powers in statute.

2.3. This role of the lead governor is optional, with foundation trusts permitted to choose whether to appoint to this role or not.

3. QVH role - lead governor attending and participating in Board meetings

3.1. QVH chose to adopt this recommendation when it became a foundation trust in 2004. It has further enhanced the role over the years by inviting the lead governor to attend all Board of Director meetings as Council's representative on the Board.

3.2. Additional duties include

- 3.2.1. Acting as the link between the Board of Directors and the Council of Governors;
- 3.2.2. Promoting effective communication and decision making;
- 3.2.3. Working with the Chair, head of corporate affairs and deputy company secretary in developing Council's governance arrangements;
- 3.2.4. Providing feedback in respect of the annual report and accounts, and
- 3.2.5. Actively protecting and enhancing QVH's reputation.

3.3. The Lead Governor role has become established as an effective means by which governors and the Board of Directors are able to engage openly and honestly.

4. QVH role - vice chair of council of governors

4.1. At the same time as establishing the Lead Governor role, the Trust introduced the role of Vice-Chair. This role is not defined in the NHS FT *Code of Governance*.

4.2. Duties at QVH include:

- 4.2.1. Supporting development of the QVH constitutional arrangements;
- 4.2.2. Providing advice to individual governors and to the Chair as required
- 4.2.3. Chairing Council meetings in the event that neither Chair nor Deputy Chair (Senior Independent Director) are available;

4.2.4. Chairing Governors' Steering Group meetings
4.2.5. Working with the Chair, head of corporate affairs and deputy company secretary to develop Council governance arrangements
4.2.6. Providing a statement on the annual report and accounts, and
4.2.7. Actively protecting and enhancing QVH's reputation

5. Recent practice

5.1 In recent years it has become common practice for the roles of Vice Chair and Lead Governor to be carried out by the same governor. This governor has also been the point of contact for the regulator in the unlikely event that it would be inappropriate for the regulator to contact the Chair (see 2.1).

5.2 Neither the Vice Chair nor the Governor Representative to the Board is permitted to stand as governor representative to any of the other main sub-committees to the Board.

6 Proposal

6.1 Since the Health and Social Care Act 2012, the governor representative roles at QVH have become particularly significant as they play an important part in governors' duty to hold non-executive directors (NEDs) to account for the performance of the board.

6.2 In order to maximise governor resources and availability, and in light of the similarity of both roles in question, it is proposed that the roles of Lead Governor and Vice Chair to Council of Governors be formally merged.

6.3 It is proposed that we will continue to ask governors to put themselves forward for the lead governor role. The Chair will speak to any governors who put themselves forward and make a recommendation to the Council of Governors. The appointment will stand for a period of 12-months with effect from the date of ratification by the Council of Governors.

6.4 If this proposal meets with the approval of Council, the Trust's constitution will be amended to reflect to the changes.

6.5 A draft job description for the proposed role is attached (Appendix A) for approval

Recommendation

Council is asked to:

- **APPROVE** the proposal to merge the current roles of Lead governor/representative and Vice-Chair to better facilitate governor time and resources;
- **APPROVE** the attached job description

Queen Victoria Hospital NHS
NHS Foundation Trust

ROLE PROFILE AND PERSON SPECIFICATION

TITLE:	**Lead governor**
ACOUNTABLE TO:	**The Council of Governors**

PURPOSE

To facilitate communication and decision making at a strategic level ensuring integrated and effective governance. Key elements of the role involve:

- Point of contact for the regulator (Monitor, working as NHS Improvement) in the event that it would be inappropriate for the regulator to contact the Chair; point of contact for any governor wishing to raise concerns about the Chair to the regulator;
- Attending all Board of Director meetings as Council of Governor's representative on the Board;
- Acting as the link between the Board of Directors and the Council of Governors;
- Promoting effective communication and decision making;
- Providing advice to individual governors and to the Chair as required;
- Chairing Council meetings in the event that neither Chair nor Deputy Chair (SID) are available;
- Chairing Governors' Steering Group meetings;
- Working with the Chair, head of corporate affairs and the deputy company secretary to develop Coun governance arrangements, including development of any QVH constitutional amendments;
- Providing a statement on the annual report and accounts, and
- Actively protecting and enhancing QVH's reputation.

NB:

- This is an ex-officio non-voting member on the Board of Directors.
- Attendance by a governor at the Board of Directors, or any of its sub-committees is not an entitlement but at the Board's discretion.

	Essential	Desirable
Qualifications and knowledge		• Good knowledge and understanding of the principles of corporate governance • Understanding of the principles of the NHS
Skills, special aptitudes Experience	Good presentation and communication skills Experience of fostering strong working relationships	• Ability to chair meetings in public as appropriate • Board level/Trustee experience • Leadership of a team
Interpersonal skills	Commitment to the role Tactful and diplomatic Team player	• Good listener • Confident • Flexible • Self sufficient • Computer literate

TERMS OF APPOINTMENT

This position is reviewed annually. Each year when governor elections to Committees are held, governors are also invited to nominate themselves to be considered for this role. Nominations are reviewed in consultation with the Chair and Board of Directors and a recommendation is made to the Council of Governors.

This role description will be reviewed annually.

Report to:	Council of Governors
Meeting date:	19 January 2017
Reference no:	08-17
Report from:	Clare Pirie, Head of Corporate Affairs
Report author:	Clare Pirie, Head of Corporate Affairs, and Hilary Saunders, Deputy Company Secretary
Report date:	11 January 2017

Review of Governor Steering Group Terms of Reference

1. Purpose

As part of its annual effectiveness review, the Council of Governors is asked to review and approve the terms of reference of its Governor Steering Group
.

2. Key changes

2.1 Key changes to the ToRs include:

2.1.1 To ensure consistency, the Chair of the Appointments' Committee is now included on the list of members with voting rights;

2.1.2 The SID post has been removed from membership. As the GSG is now responsible for setting Council agendas it is more appropriate that the Chair is in attendance.

2.1.3 The first sentence under **'Reporting'** has been removed. However, governors will be reminded to submit ideas for agenda items (via GMU) in the month immediately preceding a GSG meeting.

3. Recommendation

Council is asked to:

- **REVIEW** the Terms of Reference contained within this report
- **APPROVE** the latest Terms of Reference for the next twelve months

Terms of reference

Name of governance body

Governor Steering Group (GSG)

Constitution

The Governor Steering Group ("the group") is a standing and permanent sub-committee of the Council of Governors established in accordance with paragraph 25 of the Trust's constitution.

Accountability

The group is accountable to the Council of Governors for its performance and effectiveness in accordance with these terms of reference.

Authority

The group is authorised by the Council of Governors to form working groups to facilitate the work of the group, and to support any recommendations they may make to the Council of Governors.

Purpose

The purpose of the group is to:

- Support and facilitate the work of the Council of Governors and make recommendations to it on any aspects of its work
- Facilitate communication between the Council of Governors and the Board of Directors
- Provide advice and support to the Trust Chair, Chief Executive and the company secretarial team
- Initiate appropriate reviews and reports on matters within the remit of the Council of Governors
- Actively engage governors in adding value to the Trust.

Responsibilities and duties

Responsibilities

On behalf of the Council of Governors, the group shall be responsible for:

- Supporting the work of the Council of Governors in order that it might better fulfil its statutory duties, particularly:
    - Holding the Trust's Non-Executive Directors to account for the performance of the Board of Directors
    - Representing the interests of members and the public
- Developing and maintaining close and effective working relationships with the Trust Chair, company secretarial team and Senior Independent Director.

Duties

The group has a duty to consult with and represent the interests of governors and members to:

- Set the agenda for Council of Governors meetings held in public
- Influence the agenda and planning of the annual general meeting and annual members' meeting
- Identity themes and objectives for governor forum meetings.

Reviewed by Governor Steering Group (GSG) at its meeting on 15 12 16
Awaiting approval by COG January 2017

Meetings

Meetings of the group shall be formal, compliant with the relevant codes of conduct and action notes will be recorded.

The group will meet quarterly in advance of each ordinary meeting of the council of governors. The group Chair may cancel, postpone or convene additional meetings as necessary for the group to fulfil its purpose and discharge its duties.

Chairmanship

The group shall be chaired by the vice-chair of the Council of Governors.

If the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the group shall be chaired by the Trust Chair.

Secretariat

The Deputy Company Secretary shall be the secretary to the group and shall provide administrative support and advice to the Chair and membership. The duties of the secretary shall include but not be limited to:

- Preparation of the draft agenda for agreement with the Chair.
- Organisation of meeting arrangements, facilities and attendance
- Collation and distribution of meeting papers
- Taking action notes and keeping a record of matters arising and issues to be carried forward
- Maintaining the group's work programme.

Membership

Members with voting rights

The following governor roles are entitled to membership of the group and shall have full voting rights:

- The Trust Chair, as Chair of the Council of Governors
- Vice-Chair of the Council of Governors
- Governor representative to the Board of Directors
- Governor representative to the sub-committees of the Board of Directors, as elected by the Council of Governors, including:
    - Audit
    - Finance and Performance
    - Quality and Governance
    - Charity Committee
    - Appointments' Committee
- Nominated staff governor, as elected by the Council of Governors
- Nominated stakeholder governor, as elected by the Council of Governors

In attendance with no voting rights

The following posts are invited to attend meetings of the group but shall not be members or have voting rights:

- ~~Senior Independent Director~~
- The secretary to the committee (for the purposed described above)
- Head of Communications and Corporate Affairs
- Any other individuals as it considers appropriate and as the need arises.

Reviewed by Governor Steering Group (GSG) at its meeting on 15 12 16
Awaiting approval by COG January 2017

Quorum
For any meeting of the group to proceed the Chair or Vice-Chair of the Council of Governors must be present along with two other governor representatives.
Attendance
Members and attendees are expected to attend all meetings or to send apologies to the Chair and committee secretary at least one clear day* prior to each meeting.
Papers
Meeting papers shall be distributed to members and individuals invited to attend at least five clear days prior to the meeting.
Reporting
~~Action notes of the group's meetings shall be recorded formally and a draft shall be agreed with the Chair and circulated to the Council of Governors within two weeks of the meeting.~~ Action notes shall be approved formally by the group at its next meeting. The group shall report to the Council of Governors as required.
Review
These terms of reference shall be reviewed by the group annually or more frequently if necessary. The review process should include the company secretarial team. The Council of Governors shall be required to approve all changes. The next scheduled review of these terms of reference will take place in December ~~2016~~ 2017 in parallel with the next annual review of the effectiveness of the Council of Governors.
*** Definitions**
• In accordance with the trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.

Reviewed by Governor Steering Group (GSG) at its meeting on 15 12 16
Awaiting approval by COG January 2017

Queen Victoria Hospital NHS
NHS Foundation Trust

STPs

Council of Governors

19 January 2017

Background

……..“We will be asking every health and care system to come together, to create its ambitious local blueprint for accelerating its implementation of the Forward View and achieving financial sustainability. ***Sustainability and Transformation Plans are about the holistic pursuit of the triple aim****.” (taken from NHS England Board Paper 17/12/15).*

1. Improve the health and wellbeing of the local population.
2. Improve the quality of local health and care services.
3. Deliver financial stability in the local health and care system.

Context

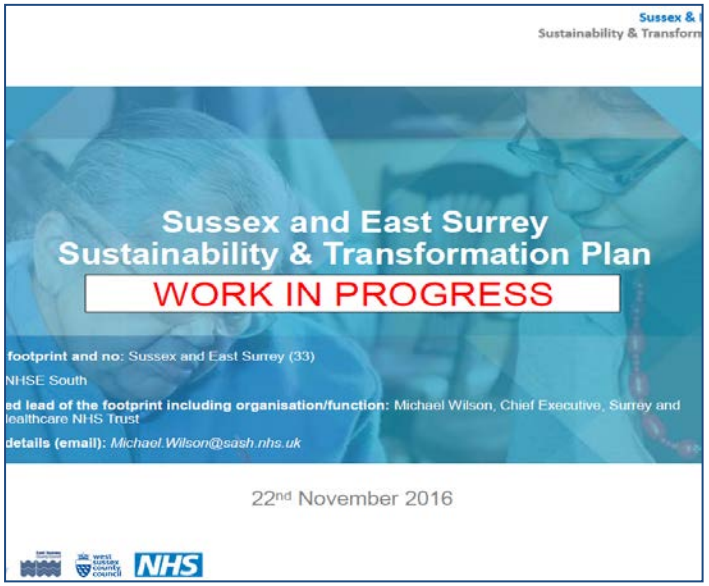
- The pressures facing local services are significant and growing, and the timescales available to develop these plans have been extremely tight.
- The start of the STP process was characterised by a high level of intervention from NHS England and NHS Improvement in defining geographical boundaries for the plans and identifying STP leaders.
- The original purpose of STPs was to support local areas to improve care quality and efficiency of services, develop new models of care, and prioritise prevention and public health.
- The emphasis from national NHS bodies has shifted over time to focus more heavily on how STPs can bring the NHS into financial balance quickly.
- Little or no real clinical engagement.

Case for Change

- **Health & Wellbeing Gap** – older population, longer life expectancy, complex needs (prevalence of dementia, some areas of severe deprivation, high numbers of looked after children)
- **Quality Gap** – quality of care is inconsistent, although most people who use local services report positive experiences – but pressures on services, timeliness, communication, cancellations, waiting times, cancer outcomes, access to GP appointments, delayed transfers of care, demand on urgent care.
- **Financial Gap** - across Sussex and East Surrey Health and Social Care there is a budget of £4bn; without change an anticipated shortfall in budgets of £865m, compared to what we think people will need, by 2020/21. Additionally three organisations in the area under special measures or regulatory action.

Sussex & E Surrey STP (23 organisations serving 1.7m)

- Submitted in October
- Published 25 November
- Still work in progress
- Aspirations for longer term transformation & delivery will be driven by 3 ‘places’
- Winter pressures in A & E and RTT, and for Cancer
- Financial challenges esp BSUH, also ESHT, SECAmb & 2 CCGs
- Beds!



Priorities - Years 1-2

Whole system

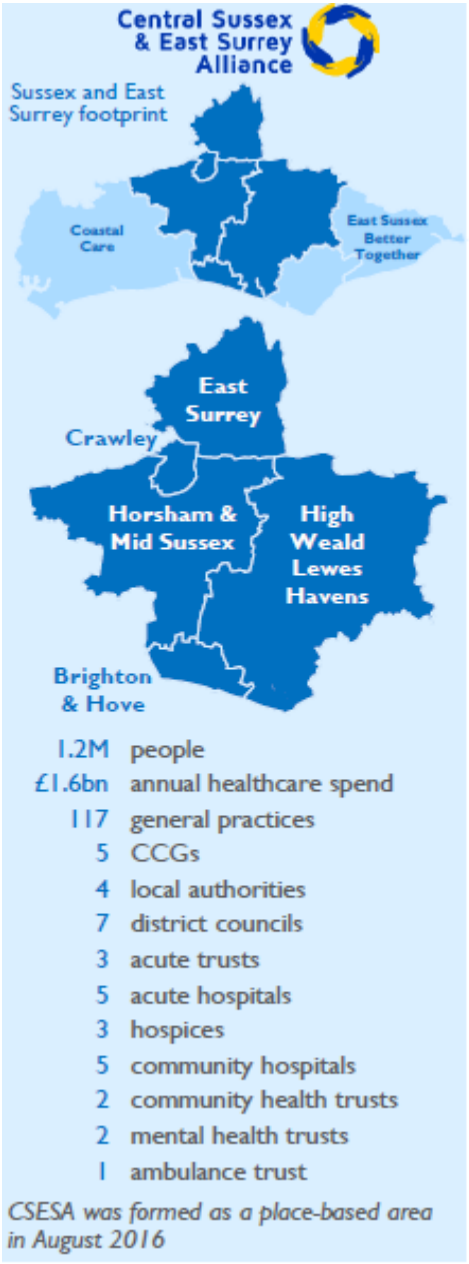
- Bed capacity review
- New community beds
- Elective re-design
- Reduce DTOC
- Networked hospital care – cancer, stroke

Overall position improved by £147m

Place Based

- Primary care – integrated teams (MDT)
- Develop frailty services
- New primary & urgent care models
- Pooled budgets (ESBT/Coastal)
- CSESA – towards MCP and collaborative commissioning

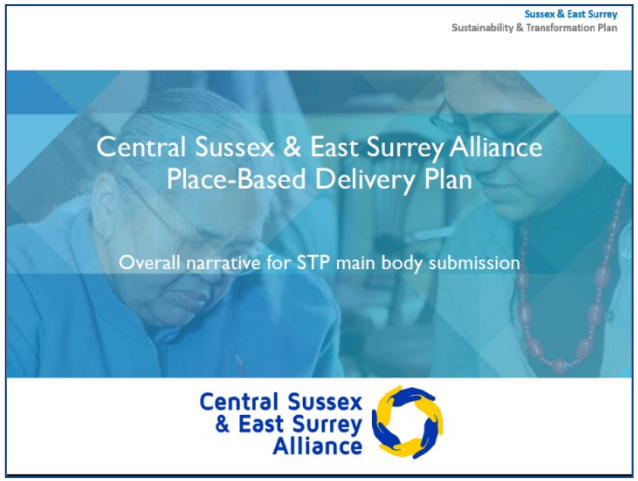
Place Based Delivery of Care



- The five CCGs of Brighton & Hove, High Weald Lewes Havens, Horsham & Mid Sussex, Crawley and East Surrey have formed a partnership known as the Central Sussex and East Surrey Alliance (CSESA) in order to transform services in line with the Five Year Forward View.
- Working with partner organisations their aim is to transform the model of care from one that is reactive and often delivered in a crisis to one which promotes wellbeing, provides early detection and diagnosis of illness and helps people to manage their own health more effectively.
- 5 transformation boards, common KPIs, partnership group

New models of care

- 20 care hubs built around GP clusters each serving a 50k population
- These care hubs will become the delivery units for a new organisational entity known as a Multi-Specialty Community Provider (MCP) which will be in place by 2020
- Aim of integrating community health, mental health, social care and third sector support in order to improve the care provided to the local population, improve health outcomes and drive a greater level of efficiency across the whole system.



Four clinical priorities for hubs to re-design:

1. Prevention
2. Urgent care
3. Long term condition management
4. Frail and complex patients

Summary of NHSE/I South's feedback

Strengths

- Progress made with governance
- Place plans have developed, local plans for primary care and new models of care a strength
- Cohesive vision for primary care and implementation of GP5YFV
- Strong focus on MH and implementation of MH5YFV
- LA engagement positive

Areas to address

- Not clear how local plans and acute network come together into a STP wide clinical strategy
- No clear footprint wide vision for future acute services and link with ACO models
- Significant gap in 2016/17 financial & quality position, and vs 2017/18 & 2018/19 STP control totals
- Less progress on radical solutions to close financial gap
- No cohesive vision for addressing significant quality challenges
- Little detail relating to self-care and specific prevention programmes

Areas to address continued

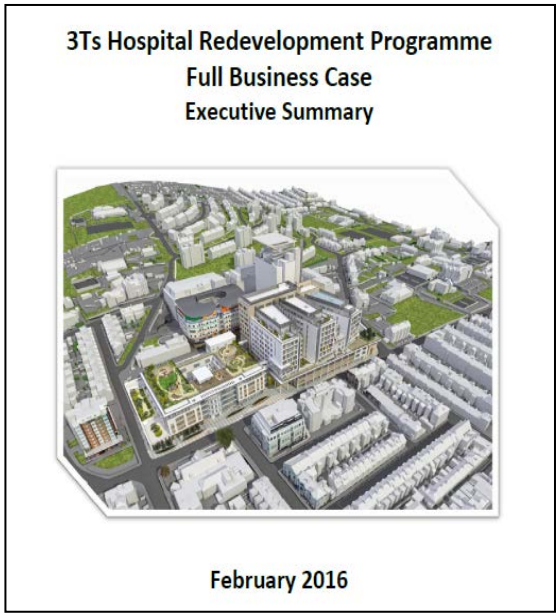
- Overall timelines for delivery of footprint wide workstreams remain unclear
- Overall impact and benefits not clearly quantified
- Capital investment over and above 3Ts not clear
- Plan doesn't set out arrangements for footprint wide engagement with any groups
- Support for footprint-wide programmes underdeveloped

Workforce risks

- Currently 1500 nurse vacancies across Surrey, Sussex & Kent
- University of Greenwich report 30% less applications for nursing training to commence Autumn 2017
- “Student nurses paying for their training (loans) may choose not to go to a ‘special measures’ Trust” says a CEO of NHS Trust
- Roles of apprentice nurse and nursing associates
- Any potential fallout from Brexit…

Acute workstream update

- STP to review BSUH 3Ts
- External consultants have been appointed
- Work to be completed within 12 weeks – post Western Sussex Hospitals NHS FT
- Implications for future services provided by a number of providers including QVH



Activity since submission of STP

- STP comms & engagement strategy 25 Nov
- Place based plans implementation in line with their submission
- Programme Director appointed 28 Nov (Dena Marshall)
- STP role in contracting agreed and formalised through finance sub-group sign off
- STP Executive providing feedback to NHSE/I

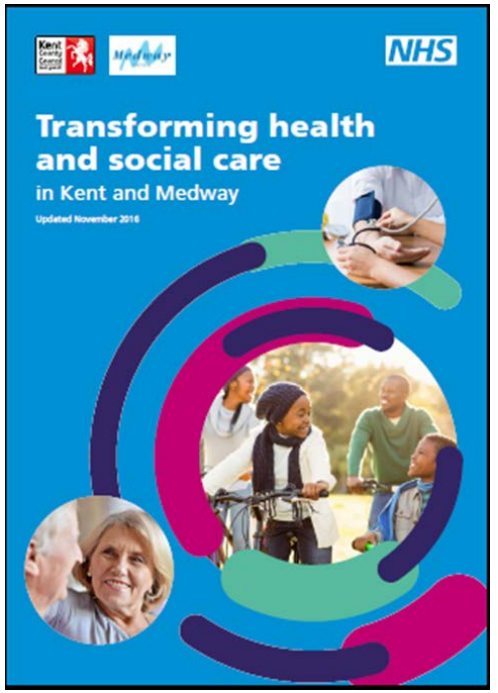
Transforming health and social care in Kent and Medway

Plan will provide

- Better health & wellbeing
- Better standards of care
- Better use of staff & funds

Four priorities

1. Prevention of ill-health
2. Local care
3. Hospital care
4. Mental health



What partners will need to work together….

- Transparency and honesty
- Effective provider partnerships
- System-wide governance, with personal and joint accountability
- Risk and gain sharing
- Sharing of resources to common aim
- Alignment of strategies and plans
- Credibility and deliverability of plans
- An engaged and supportive population
- An engaged and empowered practitioner body.

Impact on QVH – mission, vision, values, strategy

- Need to be at the table
- Number of groups QVH already represented
- Clinical/Op person required from QVH for Local Digital Roadmap – group chaired by Adrian Bull
- Engagement with Kent & Medway
- Re-visit our strategy – from January 2017, announce at Clinical Cabinet 19 December
- Outline each year to 2020/25 what we are looking to provide

Executive overview

Patient experience

Queen Victoria Hospital NHS
NHS Foundation Trust

CQC

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

Patient Experience

- 2015 national inpatient survey showed QVH as one of the top performers nationally and best in South of England.
  - Pt Experience Group have reviewed action plan and updated
- Health watch – visited MIU and Main Outpatients in September 2016 as part of a local engagement event. Feedback is being reviewed and an action plan is being developed to address the recommendations

Friends and Family Test

- 97% of patient would recommend QVH in the October 2016 FFT survey (43% response rate); 94% of outpatients would recommend us (19% response rate); 97% of MIU patients would recommend us

Quality Account

- Milestones achieved.

World class clinical services

Queen Victoria Hospital NHS
NHS Foundation Trust

Safety

- Human Factors training & National Safety Standards for Interventional Procedures
- Multidisciplinary education and simulation programmes to improve outcomes through effective team working, with leadership and management development.
- Successful implementation of electronic patient records in sleep; to be extended

Clinical Effectiveness

- Working in partnership with Eastbourne to increase QVH maxillofacial services
- Continuing assessment of practice against NICE guidelines
- Contributing to National Head and Neck Audit, and local audit programme development
- Research projects from joint BMRF and QVH ventures primed by QVH Charity investment.
- Seven day services documentation and pathways require further work.
- ITU and higher care areas development and recruitment remains a priority.

Performance

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

Operational Excellence

Queen Victoria Hospital NHS
NHS Foundation Trust

18 week RTT Performance

- The STP trajectory for QVH is the same as the national standard for QVH – 92%;
- For November we achieved 92.21%
- The December figure is currently being validated

Cancer Performance

Below is the Trusts performance for November 2016.

Month	Target	KPI	Total	Breaches	Performance
Nov-16	2WW GP referral to first seen (urg. susp. cancer)	93%	198	4	98.0%
Nov-16	62 day GP referral to first treatment	85%	19.5	2	89.7%
Nov-16	62 day screening service to first treatment	90%			
Nov-16	62 day consultant upgrade to first treatment	85% local	3.5	0	100.0%
Nov-16	31 day decision to first treatment	96%	73	11	84.9%
Nov-16	31 day decision to subsq treatment (surgery)	94%	37	1	97.3%

Financial sustainability – M8 YTD position

Queen Victoria Hospital NHS Foundation Trust

I & E Financial Performance	2016/17 Annual Plan £k	YTD M8 Actual £k	YTD M8 Budget £k	YTD M8 Variance (Favourable/ (Adverse)) £k
Patient Activity Income	63,082	41,910	42,496	(586)
Other Income	4,407	3,353	3,110	243
Pay	(42,565)	(28,474)	(28,378)	(96)
Non Pay	(18,721)	(12,796)	(12,556)	(240)
Operational EBITDA	**6,202**	**3,994**	**4,673**	**(678)**
Financing	**(4,275)**	**(2,747)**	**(2,850)**	**103**
Surplus (Deficit)	**1,927**	**1,247**	**1,823**	**(575)**
Adjustment Donated Depn.	(288)	(165)	(192)	27
NHSI Contol Total	**2,215**	**1,412**	**2,015**	**(602)**

1. **Underlying performance** – income – volume & casemix & sustainability and transformation funding ; non-pay – EME/Clinical supplies; pay – agency
2. **Cost Improvement and Productivity Programme (CIPP)** – 100% achievement
3. **Capital** – 20% behind plan., 15% improvement since last month. Backlog maintenance based on site wide conditions survey have progressed to implementation phase.
4. **Of note –** Single Oversight Framework use of resources score 2, Control totals for 2017/18 & 2018/19 accepted by Board 23rd Nov 2016.;Multiyear plans 2017/18 to 2018/19 agreed & submitted 23rd Dec 2016. Contracts signed by the deadline; number of issues still to address.

Organisational Excellence

Queen Victoria Hospital NHS
NHS Foundation Trust

Junior doctors contract

- The first of our trainee doctors go on to the new contract in February 2017

Corporate and operational best practice

- Launch event for the new leadership and management development programmes, called Leading the Way on 23 January. Response has been extremely positive
- Statutory and Mandatory training compliance improved in December to almost 86%
- Appraisal rates improved by more that 12% to 76% in December
- Staff Survey response rate was 55.5% with 509 staff responding. Results are embargoed until February, more information and action plan to follow