

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

20-24	<p>Matters arising and actions pending from previous meetings <u>70-23 (Invite Kent and Surrey ICB representatives to provide update at future CoG meeting)</u> Options are being explored for an update from Surrey Heartlands ICS.</p> <p>There were no further pending actions and Council noted the update.</p>
Council business	
21-24	<p>Update from Trust Chair JS presented the report to Council, highlighting that the format for the Non-executive director assurance reports to Council has been changed to ensure that the information is easily digestible and that following a recent Board effectiveness review, the quality and length of papers remains a focus for the Board. She reported that the Strategic development committee continues to oversee the development of the strategy and that there will be another meeting next week.</p> <p>Council noted the updates.</p>
22-24	<p>Update from Chief executive officer JL presented the report to Council highlighting that:</p> <ul style="list-style-type: none"> - Operational performance has been good- the Trust has reached its fastest cancer diagnostic performance in March 2024 and the current focus is on eliminating patients waits for more than 78 and 65 weeks by September 2024, with a focus on those waiting 52 weeks waiting well. The trust has treated more than 100 patients from across Sussex that have chosen to be treated at QVH and QVH continues to play a key role in supporting system pressures - The Trust broke even in 2023/24 and delivered a small surplus back to NHS Sussex - The current Chief Nursing Officer is retiring in September 2024 and JD has taken over today as the interim Chief Nursing Officer. This role is out to substantive recruitment. JL thanked NR for all of her work - TC's term as the Chief Medical Officer will come to an end shortly and Tamara Everington will join the Trust as Chief Medical Officer in October 2024. JL thanked TC for all of her support to the Trust - The Chair of NHS Providers, Julian Hartley, recently visited the Trust and provided some positive feedback - The timeline for the publication of the Trust's strategy had been pushed back to November 2024 due to the general election being called and the pre-election rules which impact foundation trusts <p>In response to a question from a governor, JL confirmed that the new Chief Medical Officer role is a full time position.</p> <p>Council noted the updates.</p>
23-24	<p>Update from Lead governor and deputy lead governor CB and JH provided the following updates:</p> <ul style="list-style-type: none"> - They continue to meet regularly with the Trust Chair which is helpful - Informal Council meetings continue to be valuable for information flow and relationship building - A development day was held with governors on 1 May 2024 which was valuable for governors and for the Non-executive directors who attended - CB and JH continue to join the Trust Chair on service visits. They encouraged other governors to join the Non-executive directors on their service visits - CB and JH extended a welcome on behalf of Council to four new public governors who will join the Council of Governors from 5 August 2024 - Correspondence from the national lead governors association indicates that other trusts are having difficulty in recruiting governors - Governors were invited to attend the QVH Star awards event for staff on 12 July 2024. CB and JH attended and reported that staff had shown great appreciation for their teams - JH had recently attended the NHS Providers Governor focus conference. She reported on some showcases by other trusts which included governor pledges and buddy systems. Council was invited to consider whether these should be implemented at QVH and provide feedback to JH. It was agreed that designated buddies would be helpful for new governors as part of their induction to the Council

	Council noted the updates.
24-24	<p>Trust Chair and Non-executive director appraisal process 2023/24 KS presented the report to Council who noted the contents of the report, and agreed that the remuneration of the Non-executive directors should remain at £15k per annum and the remuneration of the Trust Chair should remain at £52,500 per annum, and that this should be revisited once the expected updated pay guidance is received from NHS England.</p>
25-24	<p>Governor election process and timeline LM presented the report to Council, reporting that an election had been held recently to fill vacant public governor posts and that a decision was taken to pause the pre-election events due to the general election being called and the restrictions placed on foundation trusts during the pre-election period. Four eligible candidates were elected uncontested but vacancies remain.</p> <p>LM proposed that a further election is called to fill vacant public governor vacancies, setting out the timeline as included within the report. She highlighted that once all new governors are in post, a further development day for governors with NHS providers will be arranged.</p> <p>Council agreed the importance of increased diversity of governors being a priority for the next round of elections as well as potential representation from service users.</p> <p>Council approved a governor election to fill the vacant public governor posts from Monday 9 December 2024.</p>
26-24	<p>Code of conduct for governors LM presented the report to Council which sought approval of the Code of conduct for governors and the process for the management of breaches of the Code of conduct for governors.</p> <p>LM reported that all Foundation Trust's should have a Code of conduct for governors. QVH does have one but it has not been updated since 2016 and is no longer fit for purpose. The independent review by Carnall Farrar recommended that the Trust update its code to include the seven Nolan principles and a process to be followed if breached. A version of the Code was taken to Council for approval in April 2022 and it was not approved for various reasons. The feedback given by Council at the time has been taken into account and this version has been developed this with feedback and with input from current governors.</p> <p>Governors who were in post in April 2022 agreed that the Code of conduct for governors as presented is significantly improved.</p> <p>Council:</p> <ul style="list-style-type: none"> - Approved the Code of conduct for governors, and - Approved the process for the management of breaches of the Code of conduct for governors as set out within the annex
27-24	<p>Constitution updates LM presented the report to Council which sought approval of changes to the Trust's constitution. She reported that the proposed changes seek to ensure that the Trust's Constitution is in line with best practice and the model constitution for NHS foundation trusts. She highlighted the main changes which seek to ensure that governors cannot stand for re-election if they have been previously removed or suspended and that the Trust Chair has express provision to call a meeting and to suspend a governor.</p> <p>A governor asked about whether reference should be made to the deputy lead governor role within the constitution.</p> <p>Council approved the changes to the Trust's constitution, noting that the Board will also be asked to approve these at its next meeting, subject to the addition of reference to the deputy lead governor role in S26. ACTION LM</p>
Representing the interests of the members and members of public	
Update from Governor working group on public engagement	

<p>28-24</p>	<p>LT provided a verbal update on the work of the governor working group for public engagement. She reported that:</p> <ul style="list-style-type: none"> - The group had developed a presentation which included an update on the Trust's strategy and information about the role of a governor. AJ and LT had attended the Turners Hill Parish Council meeting recently to share the presentation which was well received - Due to the general election and pre-election period rules, other engagement events have been postponed. There has been a lot of progress made but there is still lots to do to strengthen engagement - LT would like to step down as the Chair for this group <p>A governor asked whether a banner could be put up on the roundabout at the top of East Grinstead to promote the governor elections. In response, AJ confirmed that this has been discussed with the communications team and is being considered.</p> <p>In response to a question from a member of the Board, LT shared her reflections regarding what could be done to improve the effectiveness of the group. Her suggestions included better join up with the Trust's internal Patient experience group and governors being notified of Trust led events in advance so that they can be involved and increase external engagement.</p> <p>JS expressed thanks to LT for all of the work completed during her time as Chair of this group.</p> <p>Council noted the update.</p>
<p>Holding the non-executive directors to account for the performance of the Board of Directors</p>	
<p>29-24</p>	<p>Non-executive director assurance</p> <p>JS presented the report to Council, highlighting that the format of Non-executive director assurance reporting has been improved following the discussion at the Governor development day in May 2024. She explained that the report includes high level updates from Board sub-committee meetings and that each Non-executive director will in turn talk about their areas of focus and other activities during the period.</p> <p>JS shared that her focus continues to be on ensuring that the strategy is delivered in November 2024 with confidence that continued engagement has been central in its development. She highlighted the importance of ensuring that the strategy is recognised as different but a good fit for QVH and clear about the difference it will make for patients. She is concerned about the changing external environment and the system's difficult financial position. The Trust continues to maintain a good relationship with NHS Sussex,</p> <p>RH shared his areas of focus and concern. He is also focussed on ensuring the delivery of the strategy and has growing confidence in the work being delivered in this area. He is focussed on people and culture and the expertise that he can provide in this area specifically relating to values, transparency and willingness to speak up and challenge. He is concerned about the quality of procurement and contracting and value for money obtained from suppliers. He explained that some good work is being done in these areas and he is looking forward to seeing the outputs from this.</p> <p>KN explained that she is a member of the Strategic development committee, a member of the Quality and safety committee and the Chair of the Charity committee. Her areas of focus and concern include workforce in relation to delivery of the strategy- skills and capabilities and the ability to recruit professionals, the moral injury agenda and harm to patients and staff as staff are working under pressure, clinical harm for long waiting patients and the clinical harm review process and culture.</p> <p>POD set out his areas of focus and concern. He reported his areas of focus as being building strong working relationships with the executive team, ensuring delivery against the Trust's operational and financial plans including delivery of efficiencies to ensure that QVH can play a key role for NHS Sussex, delivery of key strategic projects, ensuring that the Trust is managing waiting lists well, and improvements in the Trust's culture. He reported that he is concerned that the Trust's culture is not fully understood.</p> <p>SOL set out his areas of focus and concern. He is focussed on building a greater understanding of the impact that organisational change is having on staff and culture, building the understanding that the</p>

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