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| **Document:** | **Minutes FINAL & APPROVED** |
| **Meeting:** | **Council of Governors session in public****29 July 2019 14:00** **Meridian Hall, East Court, East Grinstead RH19 3LT**  |
| **Present:** | Beryl Hobson (BH) | Chair |
|  | Brian Beesley (BB) | Public governor |
|  | John Belsey (JEB) | Public governor |
|  | Liz Bennett (LB) | Stakeholder governor |
|  | St John Brown (StJB) | Stakeholder governor |
|  | Colin Fry (CF) | Public governor |
|  | Antony Fulford-Smith (AFS) | Public governor |
|  | Angela Glynn (AG) | Public governor |
|  | Janet Haite (JDH) | Public governor |
|  | Chris Halloway (CH) | Public governor |
|  | John Harold (JH) | Public governor |
|  | Douglas Hunt (DH) | Public governor |
|  | Andrew Lane (AL) | Public governor |
|  | Carol Lehan (CL) | Staff governor |
|  | Tony Martin (TM) | Public governor |
|  | Peter Shore (PS) | Public governor |
|  | Robert Tamplin (RT) | Public governor |
|  | Tony Tappenden (TT) | Public governor |
|  | Martin Williams (MW) | Public governor |
| **In attendance:** | Clare Pirie (CP) | Director of communications and corporate affairs |
|  | Hilary Saunders (HS) | Deputy Company Secretary (minutes) |
|  | Steve Jenkin (SJ) | Chief executive |
|  | Jo Thomas (JMT) | Director of nursing |
|  | Michelle Miles (MM) | Director of finance |
|  | Kevin Gould (KG) | Non-executive director |
|  | Gary Needle (GN) | Non-executive director |
|  | Karen Norman (KN) | Non-executive director |
|  | John Thornton (JT) | Senior independent director |
| **Apologies:** | Sandra Lockyer (SL) | Staff governor |
|  | Joe McGarry (JMcG) | Public governor |
|  | Julie Mockford (JM) | Stakeholder governor |
|  | Glynn Roche (GR) | Public governor |
|  | John Wiggins (JW) | Public governor |
|  | Mickola Wilson (MRW) | Public governor |
|  | Abigail Jago (AJ) | Director of operations |
|  | Geraldine Opreshko (GO) | Director of Workforce and OD |
|  | Ed Pickles (EP) | Medical Director |
| **WELCOME** |
| **49-19** | **Welcome, apologies and declarations of interest and eligibility**BH welcomed JH back to Council and also congratulated PS on being elected for a second term. She went on to welcome KN to her first Council meeting since her appointment in April.Apologies were noted as above. There were no new declarations of interest or eligibility. |
| **50-19** | **Draft minutes of the meeting held on 8 April 2019 for approval**It was noted that CF’s name was missing from the list of those present; the final version would be amended to reflect his attendance. The minutes were then **approved** as a correct record. |
| **51-19**  | **Matters arising and actions pending from previous meeting**Council received and approved the current record of matters arising and actions pending |
| **52-19** | **Paediatric burns service**JMT reminded Council that the Board had reviewed a business case which had been developed to improve inpatient paediatric burns services in Kent, Surrey and Sussex. Its preferred option had been to share inpatient and outpatient services with the Royal Alexandra Children’s Hospital, Brighton; however, Boards of both hospitals had not approved the business case as it was not currently financially or operationally viable. Today’s update therefore focused on the interim safety measure being implemented involving the temporary divert of all inpatient paediatric burns patients from Kent, Surrey and Sussex to Chelmsford or Chelsea and Westminster hospitals. This would take effect from 01 August 2019. In the meantime, QVH would continue to provide 24 hour telemedicine assisted triage, early and reconstructive surgery, outpatient burns assessment and dressings, follow up outpatient care, therapies, delayed surgery and scar management.The main benefit of this proposal was to reduce the risks associated with unplanned transfer of children who become acutely unwell as a result of their burn injury. All stakeholders including commissioners, the Burns network, chairs of Sussex and Kent Health and oversight scrutiny committees (HOSC), and Chelsea and Westminster and Chelmsford Hospitals were fully engaged and supportive of the process. The downside was that this would involve more travel time for families. It was also noted there was a risk that over time, patients and their families may choose to continue their treatment where they received inpatient care rather than reverting back to QVH for outpatient follow-up appointments.Council considered the contents of the update and received additional clarification as follows:* Service requirements had changed significantly in recent years, and although the Trust had put mitigations in place, it would not be right to continue to provide the service in its current format.
* Staff affected had been fully apprised of developments throughout this process. As staff governor working on Peanut, CL noted that there had been significant changes to patient pathways in recent years with a shift to predominantly outpatient care, with much of the service carried out by phone. However, there would still be a need for staff to support outpatients and burns outreach care.

BH suggested that any further queries could be raised through the Governor Log (via GMU). There were no further questions and Council noted the contents of the update. |
| **53-19** | **Ratification of appointment of new NED**JEB reminded Council that the appointment of new non-executive Paul Dillon-Robinson had been approved via email in May, as permitted under the Council of Governor standing orders. Council noted that the appointment would take effect from 01 October 2019.BH thanked the Corporate Affairs and HR teams who had managed the in-house recruitment process, avoiding the expense associated with using executive search firms. She then went on to thank all members of the Appointments committee, particularly TM as Chair, who had worked hard to ensure successful appointment of two high calibre non-executive directors. |
| 54-19 | **Chair and non-executive director appraisal process 2018/19**This item had been covered in detail during the closed session of the meeting. For the record JEB confirmed that a robust appraisal process had been undertaken for all NEDs, including the Chair. All appraisals were now complete and objectives accepted.JEB concluded by thanking JT for his support in undertaking the Chair’s appraisals since his appointment as SID. |
| **55-19** | **Chair and non-executive director remuneration**This item had been considered during the earlier closed session of the meeting. The Appointments committee had undertaken a review of the both NED and Chair remuneration. This had also included national benchmarking data showing that current remuneration continued to be above average for a foundation trust the size of QVH. In view of this, and in light of the current financial climate, Council approved the Committee’s recommendation that there should be no upward review of either the Chair or NED remuneration in 2018/19, whilst noting that this was no reflection on performance. |
| **56-19** | **CoG engagement/committee membership and governor representative roles**CP presented a report confirming the outcome of governor representative elections in 2019, noting that the Trust was very grateful for the active support of so many governors.Although JH’s recent appointment as public governor had not taken effect until after the governor representative elections had closed, CP reported that he had expressed an interest in joining the Appointments committee. Noting that there was a vacancy for an additional member and taking into account JH’s level of experience, Council **approved** this appointment, which would take place with immediate effect.Due to his many other commitments, lead governor JEB, had decided to step down this year. BH thanked JEB for his wise counsel and support in recent years. CP reminded Council that, as set out in the constitution, this role is recommended by the Chair for approval by the Council of Governors and after due consideration, Council **approved** the Chair’s recommendation to appoint PS as lead governor for the next 12 months. PS thanked Council and the Chair for their support. He went on to remind governors that a vacancy remained for a governor representative to the STP Engagement and Equality Reference Group. It was agreed that should any governors require further information they would contact PS directly, and then confirm their interest with HS by the end of August. |
| **57-19** | **Appointment of new SID**This item had been considered during the closed session of the meeting. With JT due to step down on 30 September, the Constitution required a new SID to be appointed by the Board of Directors in consultation with the Council of Governors.At its meeting in July, the Board had approved the recommendation of the Chair that GN be appointed SID with effect from 01 October; after due consideration, Council had confirmed that it supported this recommendation.BH thanked JT who had been very assiduous as senior independent director. |
| **58-19** | **Executive overview**At its meeting on 24 June, the Governor steering group had requested today’s focus be around the paediatric inpatient burns service; therefore today’s executive overview was taken as read. Having considered the contents of the report Council sought additional clarification as follows:* East Surrey partners, First Community Healthcare and Surrey and Sussex NHS Trust had now moved across to the Surrey Heartlands Integrated Care System; the four remaining acute providers across Sussex had established the Sussex Acute Collaborative Network (SACN) reporting to their respective Boards and to the Sussex Sustainability and Transformation Partnership (STP) via the STP Executive Group.
* Financial deficit had created difficulties within our STP in the past, however CCGs were now better placed to develop towards Integrated Care System (ICS) status.
* Our STP would now be known as the Sussex Health and Care Partnership (SHACP) and changes had improved the potential for working with local authorities (QVH would become part of the West Sussex ICS).
* QVH was building on its current partnership working with Brighton (BSUH) and Western Sussex Hospitals (WSHFT) whilst also taking into account patients in Kent.
* The agreed plan to eliminate patient waiting over 52 weeks had not envisaged the high number of patient initiated delays (20 from a total of 36 patients) which are the main cause of QVH being behind plan. The NHS Intensive support team was reviewing figures and although QVH remained an outlier in the region, SJ was confident that we had a good grip on the current position.

There were no further questions and Council **noted** the contents of the update. |
| **59-19** | **Board of Directors**Since the last Council meeting in April, BH reported that the Board had held two public meetings, and one seminar. There had been no lead governor present at the meetings in May or July, although several public governors had attended as observers.Highlights of the May meeting included a patient story which had important learning around poor experience of overall holistic care. The June seminar focused on the CQC recommendation to reduce mandatory and statutory training targets to 90%, the Trust financial recovery plan and national and regional workforce plans. The Board heard a very positive patient story at the July meeting and celebrated the results of the CQC inspection and national inpatient survey.There were no comments or questions and Council **noted** the contents of the update. |
| **60-19** | **Quality and governance committee**KN reported that the Committee had held three meetings since the previous Council of Governors in April. These had included the standard meeting in June at which the outcome of the CQC inspection and subsequent action plan had been discussed, together with the regular review of the corporate risk register, medical director report on Getting It Right First Time report and assurance that any cost improvements were not impacting detrimentally on risk or quality. The meeting held each year at which annual reports from Q&GC sub-groups were reviewed and recommended for approval to the Board had taken place, in addition to a seminar on 21 July at which the committee had undertaken a self-effectiveness review.As governor representative to the committee, DH added that the Trust was aiming to move towards an Outstanding CQC rating with KN focusing on how to drive this through.In response to a question from Council, JMT confirmed that QVH had established a working group to manage the impact of a no-deal Brexit. This group was chaired by SJ, with MM as Senior Responsible Officer and the Deputy Director of Nursing as Trust lead. The organisation is fully sighted on the possibility of a no-deal Brexit and there is nothing to suggest that a no-deal outcome would impact on quality of care or safety at QVH.There were no further comments and Council **noted** the contents of the update. |
| **61-19** | **Finance and performance committee**JT reported on progress as follows:* Operational performance: Steady progress had been made in respect of the RTT18 waiting lists, with good organisational grip and visibility. Focus was now on capacity optimisation.
* Workforce: The vacancy rate was falling with a high number of staff now in substantive posts; however, there had not been a commensurate reduction in bank and agency usage which was impacting to the detriment of finance. Whilst the MAST target had been reduced from 95% to 90%, this would not equate to a lowering of standards.
* Finance: underperformance to date was due largely to reduced income as a result of the changes in case mix of Plastic inpatients. This year’s main objective was to achieve budget and re-establish credibility, returning to breakeven position in the long term with costs aligned to revenue. Future sustainability depended on QVH identifying a meaningful role within the STP.

Council considered the update and received clarification as follows:* The national doctors’ pension crisis had impacted significantly on activity and the issue was now on the Trust’s risk register.
* Whilst there would be financial implications as a result of the decision to divert inpatient paediatric burns patients, quality and safety remained paramount.
* Recent Friends and family test scores indicated that staff remained engaged, partly as a result of recent initiatives such as the new theatres rest area, revamped Surgeons’ Mess and availability of support from Psychotherapy teams.

On behalf of the executive team, SJ thanked JT for his pragmatic and supportive approach during his time as Chair of the F&PC.There were no further comments and Council **noted** the contents of the update. |
| **62-19** | **Audit committee**KG combined this update with his report on the external auditors’ work and fees in 2018/19 (item: 67-19). Key points included:* Audit meetings take place four times a year (plus once to review the annual report and accounts). The committee has a statutory duty to review assurance around the Trust’s key strategic objectives and also has overview of the internal audit reports.
* RSM UK were appointed as the Trust’s internal audit providers in April this year. The work plan was reviewed by the executive and the audit committee prior to approval.
* As described in the report, this year’s audit had been more difficult than in previous years, partly due to a change in risk profile caused by the Trust’s changed financial position and partly by new accounting standards. A plan to make the process smoother next year has been drafted by Finance and will be agreed with KPMG in advance of the 2019/20 audit.
* GR was the governor representative for the committee and when unable to attend meetings in person, he follows up on developments directly with KG.

There were no further comments and Council **noted** the contents of the update. |
| **63-19** | **Charity committee**As Chair of the QVH Charity committee, GN provided a brief overview of recent activity including:* The Trust’s ‘Charity of the year’ partnership with Sainsburys which had raised over £6k; GN expressed his thanks to everyone who had supported the fundraising events.
* Ambassador Jack Ashton had significantly raised the profile of the Charity by taking part in such events as the Mud Monsters Run.
* In June the committee had approved new patient bedside chairs for Canadian Wing, a portable scanner for the facial palsy team and two projects for the Peanut children’s ward.

CH thanked Council for re-electing her as governor representative to the Committee.There were no further comments and Council **noted** the contents of the update. |
| **64-19** | **Any other questions for non-executive directors**There were none. |
| **65-19** | **FT membership engagement strategy 2019**CP presented a report which showed how the Trust aimed to ensure that membership engagement is relevant and appropriate for the size of the Trust. Highlights included:* At present there are circa 7,400 public members; whilst individuals have left and joined the total number has remained stable over the last 12 months.
* The majority of members have chosen not to disclose information in relation to protected characteristics; however, our database does show that 41% of the public membership are male and 51% female. We also know that 44% of members are aged over 55 (in line with other specialist FTs in this respect).
* Promotion of membership is not specifically resourced and is therefore done in a relatively low key way.
* Future plans include continuing to promote membership and its benefits to patients and members of the public who contact the Trust, and encourage governors to inform communities about services offered at QVH through use of the membership presentation.

There were no further comments and Council **noted** the contents of the update. |
| **66-19** | **Quality account indicators 2019/20**JMT reported that the three quality indicators in 2019/20 had been identified as:* Implementation of an eObservations system (patient safety)
* Continued roll out of virtual clinics (clinical effectiveness), and
* More detailed enquiries into the impact of major life altering surgery (patient experience).

As reported under matters arising, the Governor selected indicator would be cancellation of appointments in Outpatients. JMT was confident there was now a robust audit process in place as part of the productivity work being undertaken within the Operations directorate. Council was also advised that the indicator selected last year (theatre utilisation) had been rolled forward into a bigger piece of work currently being undertaken by the operations team as part of the productivity improvements.There were no further comments and Council **noted** the contents of the update. |
| **67-19** | **Assessment of external auditors work and fees 2018/19**This item was covered by KG during his update under 62-19. |
| **68-19** | **Any other business**There was none. |
| **69-19** | **Questions from members of the public**There were none. |

Chair:…………………………………………………………… Date:…………………