Document:	Minutes FINAL & APPROVED	
Meeting:	**Board of Directors (session in public)** **Thursday 5 August 2021, 14:00 via videoconference**	
Present:	Beryl Hobson (BH)	Trust Chair (voting)
	Keith Altman, (KA)	Medical Director (voting)
	Lawrence Anderson (LA)	Interim Director of workforce (non-voting)
	Paul Dillon-Robinson (PD-R)	Non-executive director (voting)
	Kevin Gould (KG)	Non-executive director (voting)
	Gary Needle (GN)	Senior independent director (voting)
	Karen Norman (KN)	Non-executive director (voting)
	Steve Jenkin (SJ)	Chief executive (voting)
	Michelle Miles (MM)	Director of finance (voting)
	Nicky Reeves (NR)	Interim Director of nursing (voting)
In attendance:	Hilary Saunders (HS)	Deputy company secretary (minutes)
	Peter Shore (PS)	Lead governor
	Ian Francis (IF)	Director of clinical strategy **[item: 110-21]**
Apologies:	Clare Pirie (CP)	Director of communications and corporate affairs (non-voting)
	Abigail Jago (AJ)	Director of operations (non-voting)
Members of the public:	22 members of the public	

Welcome	
93-21	**Welcome, apologies and declarations of interest** The Chair opened the meeting. There were no new declarations of interest although the Chair noted that the majority of board members would have a personal interest in item 99-21. Apologies were noted as above The Chair welcomed LA to his first meeting since being appointed interim Director of Workforce. It was assumed that covering reports and papers were taken as read. Since moving to online meetings and in order to make most efficient use of the time available, the Board now submitted questions in advance. The Chair went on to welcome those members of the public in attendance today, reminding them that as this was a meeting in public, not a public meeting they would be unable to take part in discussions. Some questions had been raised in advance and these would be addressed at the end, with responses recorded in the minutes.
Standing items	
94-21	**Patient story** The Board was advised that the patient scheduled had been unable to attend today's meeting.
95-21	**Draft minutes of the meetings held on 06 May** The minutes of the meeting held on 6 May were **approved** as a correct record, subject to the second bullet point of item 80-21 being amended to make it clear that bullying referred to was between governors.
96-21	**Matters arising and actions pending** The Board received the latest matters arising update.
97-21	**Chair's report** The Board noted the contents of the Chair's report.
98-21	**Chief executive's report** SJ opened by paying tribute to Sir Simon Stevens, the former CEO of NHSEI. He commended the appointment of Amanda Pritchard as his replacement, noting her unique skills and experience, and that she is the first woman to head up the NHS in England in its 73 year history.

	The Board received the CEO's latest report comprising overall board assurance framework, main report, dashboard and media coverage and sought additional clarification as follows: • The Trust was still awaiting confirmation as to whether the 3% pay award (including pension contribution) would be fully funded by the government. • The Sussex ICS quarterly system assurance process ran alongside NHSEI. QVH had attended the first meeting and the governance structure would develop further once the new ICS Chair and CEO had been appointed. The Trust had previously benefitted from support (from the intensive support unit, for example) which had provided reassurance of our systems and processes. • Assurance that the final memorandum of understanding being developed for the ICS framework would come to individual boards for sign off. • The Board commended the Integrated Performance Dashboard which had been updated to reflect new planning guidance around recovery. SJ noted the consistency shown across all KSOs. • The Board noted outstanding feedback regarding staff across a wide variety of roles, including the achievements of three staff set out in the report. SJ highlighted: • The remarkable work undertaken by teams as the Trust adapted as a surgical hub; • The level of Trust support provided to staff during the pandemic; • Maintenance of strong rates of staff appraisals; • Introduction of 'virtual' appointments, welcomed by patients. Areas of particular concern included: • Late referrals from other trusts and patients with long waits; whilst the number of long waiters was currently reducing it was likely to increase again in the autumn with the position exacerbated by the impact of workforce challenges. Work was underway to manage the position, and SJ expressed his thanks to the independent sector, in particular the McIndoe Surgical Centre who had worked closely with the Trust in identifying additional capacity. Noting, that the independent sector had its own challenges, SJ reminded the Board that this was a system-wide problem with challenges across the south coast. There was a likelihood that QVH would be asked to step up again as a regional cancer hub as autumn/winter approached. • Finance remained a concern, with implications around the pay award and the Elective Recovery Fund (ERF). A reminder that the efficiencies required in the second half of the year would be challenging. • The comments on social media by some of our external stakeholders which were impacting negatively on all staff who were committed to delivering compassionate care and were deserving of support. There were no further comments and the Board **noted** the contents of the update.
Strategy	
99-21	The Chair commented that whilst this might be considered the most important item on today's agenda, the work of serving our patients - as covered throughout the agenda - was actually the most important work we do. Nevertheless, she recognised that this matter was a significant decision for this Board. As outlined previously, the Board would discuss as much as possible in public, but there were some commercially sensitive elements of the strategic case, which would be reviewed in the private part of the meeting when the Board would also make a decision on the recommendations. For clarity, Board was being asked today to decide whether to continue to work to develop a full business case; this was not a final decision to merge as more detailed work would be required in the months ahead should we proceed to full business case (FBC). This work would include a proactive programme of listening to staff, patients and other key stakeholders, developing a common vision, values and culture and supporting staff of both organisations to shape the merger and the associated benefits. SJ reiterated that there was currently no operating model for QVH as part of a merged organisation; progressing to FBC stage would provide the opportunity to develop and consider this with our staff and other stakeholders. He went on to explain the rationale for his recommendation to move to the next stage of developing the FBC, highlighting in particular:

- That QVH is an excellent hospital, with dedicated and skilled staff, and patient feedback amongst the best in the country. Partners and patients had commended the level of care delivered for cancer patients through the pandemic.
- QVH is a very small organisation which brings significant challenges including issues of compliance with national specifications and bureaucracy of service agreements for services we are unable to provide ourselves. In a number of areas there is just one person who is responsible for a role in the organisation, which means work pressure and difficulties taking annual leave, as well as a lack of career progression. There is also the significant underlying financial deficit which is not a new problem; for a number of years before going into deficit in 2018/19 the Trust had relied in non-recurrent funds and accounting treatments to break even.
- The Board had continued to evaluate the benefits and risks of remaining a stand-alone organisation and concluded that it was in the best interests of patients and staff to look closely now at options for formal partnership with another organisation. QVH was already an exceptionally networked organisation. The Board had of course already thought about all its partners in this process, and had chosen to develop a strategic case with UHSussex with which QVH already had strong clinical links.
- Reassuring feedback had been received from staff who had worked at BSUH prior to the management agreement with WSHFT, noting the significant improvements in stability and leadership as a result of this.

SJ provided the following additional context around the options:

- Trust clinicians had asked the Board to include an option for clinical collaboration; this was set out in Option 3.
- That the option of 'do nothing' was not feasible because QVH was unsustainable in its current form. This option would result in continued uncertainty whilst the Board went back to square one to try to find an alternative.
- The options appraisal had been undertaken by the full executive teams of both organisations, (the process was described in the report).
- QVH clinical directors and leads will work with their equivalents at UHSx to undertake joint reviews of specific clinical services; this is based on the premise that there is work the Trust could do now to see how closer collaboration with UHSx might support fragile services. The Sussex Acute Review contributes to this, and the Trust is speaking directly with UHSx on this because QVH and UHSx are the two providers of specialist services in the area and looking to collaborate to develop a clinically sustainable model for these services. It was likely that this work would inform the FBC but also continue beyond that timescale. Should this clinically-led work propose any service change, this would of course be subject to patient engagement and public consultation.

The Chair invited all members of the Board to contribute their views and in discussion it was noted:

- That a merged organisation would provide access to the "Patient First" quality improvement programme resulting in some real improvements to patient care and experience through a proven methodology.
- That services which do not meet all elements of national standards need a long term plan to ensure patient safety, quality and experience are maintained. Commissioners are clear in their expectation that the Trust needs to have in place robust plans to address areas of non-compliance.
- Whilst some staff were understandably anxious about the negative impacts of a merger, other staff were expressing positive views regarding potential career development potential, educational opportunities and the benefits of being part of a University hospital.
- A merger would provide QVH with access to a range of specialist nursing roles which it would otherwise not be able to support; the Trust would also benefit from access to a range of support staff such as safeguarding nurses, mental capacity experts and patient experience leads.
- Risks to the organisation may be greater by not merging, particularly with regard to future provision of specialist services.
- Whilst merger itself would not necessarily resolve challenges related to delivering some clinical services on the QVH site, there was a significant cultural difference between a service level agreement (SLA) and being part of the same organisation. QVH currently has many SLAs with partner organisations, but it is far easier to call for assistance when part of the same team.
- Surpluses generated before the Trust went into deficit in 2018/19 were too small to result in meaningful reinvestment, hence current issues with backlog maintenance and IM&T.
- Investment in more recent years had included filling clinical vacancies to maintain a safe hospital and high quality care and clinical outcomes. In terms of efficiencies, a 5.5% reduction in 2023/24 would equate to a reduction of over 80 nurses (ie. 20% of the nursing establishment) which

demonstrated the scale of the challenges. Corporate service benchmarking also evidenced the high costs QVH incurs in providing its corporate functions. A merger could:

- help improve the efficiency of corporate services through greater economies of scale;
- facilitate greater clinical alignment, making services more financially sustainable;
- eliminate the need for Service Level Agreements, which are expensive and inefficient;
- facilitate access to investment for specialist services and associated research and development.

- The pandemic has shown that people don't need to be in the same place to work as a cohesive team.
- There is a very real impact on people's wellbeing if they are the only person carrying out a function; a merger would help to build a more resilient workforce and protect their wellbeing.
- UHSx has an excellent organisational development (OD) team which would work closely with our own OD team to bring together the two organisations whilst retaining specialist, skilled staff. It was also noted that whilst investing in support teams might be unpopular, our clinical teams are unable to work without them.
- The current financial position is an anomaly and future funding for QVH is uncertain with no indication that the Trust would receive more income for the same level of activity.
- The recommendation of the Strategic Case is to move to the next stage; the Board should consider today whether there is a strong argument that warrants the detailed work; if so the boards of both organisations will need to ensure that the FBC answers the more detailed questions.
- That a key responsibility of the board is to create the conditions under which staff can deliver the best possible treatment and patient care; the strategic case provides a clear explanation as to why it has been difficult to achieve this in recent years and change is needed to ensure long term sustainability for the hospital and its services.
- The preferred option presents the best possible opportunity to shape the better future that everyone wants.

The Board sought and received the following additional clarification:

- Due to the national nursing recruitment challenges we had a significant number of unfilled vacancies in theatres and our Critical Care Unit (CCU). At the time, in order to mitigate the risk the Trust had to close theatre capacity on a daily basis and cancel CCU admissions at short notice to maintain safety and quality. A decision was made to carry out a robust international recruitment campaign and a social media recruitment campaign to address these challenges; this successfully attracted a number of staff enabling us to maintain activity.
- The Trust has been clear that it is not prepared to compromise safety or quality in addressing the financial challenge. Whilst it will continue to explore every opportunity to reduce expenditure or increase income, there are no further significant untapped sources of income or cost savings.
- It is not possible to predict now what might be on the QVH site in the future. Today's decision was about proceeding to FBC not about deciding whether or not to merge; as the FBC develops the Board's role would be to ensure that the preferred option would ensure that in three years' time our patients are still receiving expert, compassionate care from highly skilled, motivated teams.
- During FBC development, consideration would be given as to whether the preferred option would help:
  - Further development and investment in services;
  - Maintain and build on QVH's record for patient experience, clinical outcomes and safety;
  - Continue to provide services to patients from the wider area currently covered (including Kent and Surrey).
  - Continue to deliver world class research and innovation;
  - Secure the future of the hospital on the East Grinstead site.
- Relationships between clinicians, executives, operational leads and clinical directors had developed and matured over the pandemic. Both clinical and non-clinical staff will be engaged in setting out clear expectations for the FBC. There was also good clinical engagement with KPMG over the acute services review. Key means of engagement will be through Hospital management team (HMT), Executive management team (EMT), Clinical Directors, Joint Local Negotiating Committee (JLNC), Joint Consultation and Negotiating Committee (JCNC) and Team Brief. East Sussex Hospital Trust, UHSx and commissioners were part of the acute collaborative network and already looking at fragile services - not just those that impact QVH. Governance would be managed through the Joint Executive Group (JEG) and Joint Oversight Group (JOG).
- Whilst not possible to put an estimate on the time invested in this process, securing the long term future of the hospital and the development of the FBC would need dedicated resources. Main costs

	to date had been consultancy costs funded by Sussex Health and Care Partnership in recognition of the need to secure a long term sustainable solution for QVH. There have also been legal costs, largely related to work with our governors, of c.£5,200 to date. The Chair stated that joining a larger organisation could provide significant opportunities including access to Patient First quality improvement, greater collaboration on research, connections to a university teaching hospital and greater development opportunities for staff. It would also enable QVH to reduce fragility in both clinical and administration services. Whilst recognising that some questions remained unanswered, approval of the strategic case today would provide a basis to work with UHSx to address some of these. The Board would move into a private session later to examine some elements in more detail and arrive at a final decision. There were no further comments and the Board **noted** the contents of the report.
Key strategic objectives 1 and 2: outstanding patient experience and world-class clinical services	
100-21	**Board Assurance Framework** KA advised that following publication of board papers, an updated version of KSO2 BAF was circulated to the Board which now included reference to antibiotic prescribing. The Board was cognisant of both national and World Health Organisation (WHO) focus on improving compliance in this area. NR confirmed this was now also included as a risk on the corporate risk register but didn't appear in today's reports due to the reporting time lag. The Board expressed thanks to the Head of risk and patient safety for her work in this area.
101-21	**Quality and governance assurance** The Board received the latest Quality and governance assurance report, noting that annual quality reports would be presented for approval next month. The Board asked about the feasibility of accessing the UHSx Patient First methodology in advance of any formal merger. SJ stated that this had already been discussed at the Joint Executive Group and whilst noting that both organisations would be under considerable pressure in the coming months he agreed to follow up with Marianne Griffiths at UHSx and report back. **[Action: SJ]** The Board went on to discuss the issue of non-compliance with antibiotic prescribing, seeking assurance as to how the Trust was working to improve compliance. This would be a complex matter to resolve and require behavioural change from prescribing clinicians. A task and finish group, (chaired by the medical director) had been established to manage this; audits had identified areas of concern and a ward round check list developed which would include antibiotics/prescription checks. It was hoped that these changes would go some way to improving antimicrobial stewardship. There were no further comments and the Board **noted** the contents of the update.
102-21	**Corporate risk register (CRR)** The Board **received** the latest CRR. Additional clarification was sought in respect of two COVID related risks; ID 1218 relating to the impact of COVID on service delivery, recovery and performance and long waits, and ID 1210 relating to the adverse impact on patient experience as staff were required to isolate as a result of the increase in test and trace tracking. NR confirmed that the Trust had introduced the national risk assessment process to consider safe return to work of essential staff. There were no further comments and the Board **noted** the contents of the update.
103-21	**Quality and safety report** The Board received the latest Quality and safety report seeking examples of the measures implemented by the working group set up to consider the cluster of falls. NR advised that a number of actions were currently in progress including screening tool review, development of post fall reporting, patient education programmes and individual care plans for those considered high risk. There were no further comments and the Board **noted** the contents of the update.

104-21	**6-monthly nursing workforce review** The Chair highlighted the importance of this report which reviewed nurse staffing levels as required by the National Quality Board. The paper evidenced safe provision of care, identified vacancy rates in individual clinical areas, and benchmarked care hours per patient day against 'model hospital' data; for context this also included the potential number of retirees per clinical area. Noting that the chart of Care Hours per Patient Day showed QVH to be significantly above the national median and peers the Board sought assurance that this was the right balance of effectiveness and economy. NR explained that the chart had been designed to review a number of trusts but that QVH skewed the data because of the different number of staff/patient ratios due to our specialisms (eg. the Burns Unit operates on a high patient/nurse ratio). Moreover, QVH is unable to benefit from the usual economies of scale from ward sizes; whilst the Trust is keen to benchmark, a more meaningful comparison would be against a similar sized specialist unit. NR assured the Board that the Trust did not operate with a surplus of staff, but that there were challenges related to having small numbers of patients in multiple speciality locations meaning the Trust was unable to benefit from economies of scale. There were no further comments and the Board **noted** the contents of the update.
105-21	**Research and innovation strategy** The Board **received** the Trust's new Research and Innovation Strategy noting the high calibre of the content and major progress made; KA paid tribute to those involved in its development. The strategy had previously been considered in detail by the Quality and governance committee. The Board discussed how the Trust might encourage more patients to engage in clinical trials; it also considered how easy it would be to address some of the challenges described in the report. Dialogue with key partners would be required and a formal collaboration would help with progress. The Board also noted the benefits of working with the Brighton and Sussex Medical School. Whilst at this stage aims and objectives were largely aspirational, they were hopefully achievable. The Research and Development group would agree objectives to be monitored through the Quality and governance committee. The Board will retain oversight through regular Quality and governance assurance updates. KN confirmed that the 2019/20 data contained within the strategy would be updated in the next annual report. There were no further comments and the Board **noted** the contents of the strategy.
Key strategic objectives 3 and 4: operational excellence and financial sustainability	
106-21	**Board Assurance Framework** The board **received** the latest BAFs for KSOs 3 and 4, noting changes since the last update.
107-21	**Financial, operational and workforce performance assurance** The Board received a report from the Committee chair. Noting concerns around the required level of efficiencies in the second half of the year, the Board sought clarification as to whether there was anything that could be reasonably delivered without compromising patient or staff safety. PD-R confirmed that the Committee's focus was on what action was feasible, and that the committee would not support anything that might compromise patient safety or quality. There were no further comments and the Board **noted** the contents of the update.
108-21	**Financial performance** The Board received the latest report on financial performance noting that the Trust was still awaiting clarity around the financial regime for H2 (the second half of the financial year). It may be necessary to convene an additional F&PC meeting at the beginning of September once the Trust has a better understanding of the implications of H2 funding.

	There were no further comments and the Board **noted** the contents of the update.
109-21	**Operational performance** The Board **received** the latest operational performance report noting progress made against most of the recovery plan targets. 2-week wait performance had been affected as a result of patients choosing to delay treatment. The Board sought clarification as to what choice patients had and how this might impact on service provision. SJ explained the principles of patient choice, noting that some patients were choosing not to attend appointments as a result of COVID but also because of holiday arrangements. Consultants had oversight of individual cases and the expectation was that an alternative date would be found as soon as possible.
110-21	**Radiology PACS procurement** The Board received a report requesting authority to appoint Sectra as the PACS and VNA supplier, it was also asked to approve the project funding required for implementation. This report had been reviewed previously in depth by the Finance and performance committee. BH welcomed IF to the meeting who advised that the Trust had been part of the imaging network consortium since 2011 and today's proposal was part of a refresh. This contract was fundamental to the imaging department. The Board sought assurance that the capital and revenue funding requirements were affordable. MM confirmed this was included in this year's capital plan; the Trust would need to manage the impact of depreciation. IF added that revenue was on a pro-rata basis which reflected QVH activity. There were no further comments and the Board unanimously **approved** the business case and associated funding.
Key strategic objective 5: organisational excellence	
111-21	**Board assurance framework** The Board **noted** the contents of the BAF for KSO5.
112-21	**Workforce monthly report** The Board received the latest workforce report, noting in particular: • That KPIs continued to demonstrate workforce stability; • The slight increase in turnover and a slight increase in sickness this month compared to last month. • That appraisal rates remained at over 90%, and 12-month rolling stability at over 85%. There were no questions and the Board **noted** the contents of the update.
Governance	
113-21	**Annual review of SFIs, SOs and Scheme of Delegation** The Board undertook an annual review of the Standing Financial Instructions, Standing Orders and Reservation of Powers/Scheme of Delegation. These had previously been reviewed by the Audit committee, with changes to the Standing Financial Instructions and Reservation of Powers/Scheme of Delegation recommended. Subsequent to circulation of the reports, it was also noted that as the UK was no longer under the OJEU thresholds, the SFIs should be updated to read *World Trade Organisation Government Procurement Agreement (WTO GPA)* There were no further comments and the Board unanimously **approved** the SFIs, SOs and RoP/SoD for 2021/22.
114-21	**Motion to rescind changes to Governor Steering Group ToRs** The Board considered a motion brought by a governor to rescind changes to the Governor Steering Group (GSG) Terms of Reference (ToRs) which were proposed as part of their routine annual review. These had been approved by Council in January 2021 to reflect the work done by the GSG and the role of governors in holding NEDs to account (not advising executives).

	A public governor who had joined Council after January 2021 felt the change of wording removed an avenue of communication between the Board and Council; she had therefore brought a motion to rescind to the Council of Governors in May which was carried by majority vote. As the wording around the GSG ToRs is incorporated into the Trust Constitution any changes proposed by Council also required Board consideration. Having taken the governors' statutory role into account the paper suggested that moving back to an earlier, less relevant and inaccurate wording was not appropriate and proposed that the current ToRs remain in place to be reviewed by the GSG as part of its work programme in December 2021. The Board considered the implications of rescinding, in particular the impact on the executive team in terms of workload. The CEO reminded the Board that it was not the task of governors to 'advise the CEO' as stated in the previous version; given the particularly challenging conditions the team were working under, SJ expressed concern that this might impact on him and the executives if today's motion was supported. Board discussion included whether it was easier to revert back now rather than waiting for December, and a lack of clarity about why this had been requested by the Governors. The Board were clear that if rescinding the ToRs today resulted in an increased burden for the Trust, this would be revisited. It was not possible to achieve consensus so the Chair asked the Board to vote. The result was tied, requiring the Chair to take the casting vote. The Chair **agreed** to support the motion; however, she reminded governors that this matter should have been managed through the standard CoG work programme set up for this purpose. This issue had created an enormous amount of additional work for the very small Corporate Affairs team and the Chair warned that the more their time was diverted in this way, the less able they would be to carry out their core work. She also recognised that the additional pressure this had created for the team was a good example of the need for the case for change, as described in the Strategic Case.
115-21	**Audit committee** The Board **noted** the contents of the report.
Any other business (by application to the Chair)	
116-21	There was none.
Members of the public	
117-21	**Questions from members of the public** **Caroline Migo, public governor:** ***'Does the board consider that there is majority support amongst QVH staff groups for the acquisition and, if so, what is the basis for this?'*** SJ responded *'the Director of Nursing gave a clear perspective on this earlier in the meeting. We will of course continue to engage with staff in the months ahead around their hopes and concerns. I believe that when BSUH and Western were looking at coming together they carried out a survey to gather those staff views and we will have a look at whether that sort of approach would be helpful at QVH.'* **Caroline Migo, public governor:** ***'Breast cancer reconstruction is one of the principle workstreams for the trust and it is one of the largest centres for this procedure in Europe. It is paid approximately £9000 for each of these procedures. Can the board explain why, for years and years, it has failed to negotiate an appropriate level of remuneration for this procedure whilst nearby units (Marsden and St Thomas') are paid 80-90% more for these procedures.*** *SJ responded: 'There are two data source that could be used for procedure costs – national tariff or reference cost. And one important factor in this may be length of stay. The national Getting It Right First Time (GIRFT) Breast Surgery Review of QVH reported on in April 2019 and states "If, for the same procedure, the Trust's reference cost value is higher than the national average then length of stay (and/or procedure/patient complexity) is likely to be the main contributor to the cost variation." The GIRFT report also states "Rather than look at individual procedure types, we suggest you consider your service as a whole". I see that this question is from a governor and we would be happy to explain this in more detail at a council of governors*

meeting if that would be helpful. Data shows QVH to be more efficient than the national average, with an improved length of stay. I cannot comment on London trusts commanding or negotiating fees almost double what we are receiving and would welcome our breast consultants being able to confirm the veracity of this'

Caroline Migo, public governor:

There are 2 other options which have not been included in the strategic case options exercise, each of which would be less disruptive, risky and wasteful of time and resources:

1. ***Fixing the recent financial problems by spending less and negotiating better remuneration.***
2. ***Change of leadership.***

Can the board explain why neither of these obvious options has been considered?

1. SJ responded: *'The issue of finances has been covered in the Board paper and discussion earlier in this meeting'.*
2. *BH responded 'No we have not considered this and neither have we had any indications from our regulators that we should consider this. In fact the CQC rated leadership as 'good' at our last inspection and stated that ''the Trust's leadership team had the skills, knowledge, experience and integrity that they needed to lead the trust…. The different levels of governance and management functioned effectively to provide assurance." In addition our performance throughout the pandemic is widely regarded as being of a very high standard.*

John Gooderham, public member:

Will the Board consider holding a ballot of members on the merger with University Hospitals Sussex at some stage in the process?

SJ responded: 'If the two trusts proceed to develop a full business case then there will be further work including listening to the hopes and concerns of staff, patients and other key stakeholders. I believe that the trusts that came together to form UHSx carried out some kind of survey of members in that context and we may wish to look at that approach'

Roger Smith, public governor:

The Board would be regarded as having failed in the process of undertaking Due Diligence into the merger proposal if it does not undertake an independent investigation into the performance, both managerial and clinical, of the Regional Neurosciences Service previously based at Hurstwood Park, since the time of their take over by the UHS and the body preceding it, and demand and have granted full and unredacted sight of any confidential studies and reports carried out for the Brighton organisation into these services

SJ responded: *'I think this refers to an internal service move at BSUH in 2015, well before the current leadership, and which now provides the neurological expertise essential to patients who experience major trauma in the same place as the other care those patients need. As stated in the Board paper, QVH will seek assurance regarding the position of UHSussex in relation to operational performance, clinical safety, quality and finances. The purpose of this is to provide assurance that QVH staff and services would be joining a sustainable and high quality organisation. I would not expect it to include a review of a specific past service move'.*

Peter Ward Booth, public governor:

The Trust was financially in good health, profitable, for the years prior to FYE 2019. During FYE 2019 and 2020, the Trust accounts show that Trust expenditure including Staff increased by 22%, whilst in the same period income increased by about 10%. Does the Board consider that this increase in staff accounts for the recent deficit? If it does, what has been done to correct this self-imposed loss? If not where has the loss appeared from in the last couple of years?

SJ noted that this question had been covered in the Board paper and discussion earlier in this meeting.

Tim Butler, public governor

Directors of the Trust stated clearly in the recent Council of Governors meeting that if the Governors passed the motion pausing acquisition activity would prevent them from continuing to work on the merger with the risk that the hospital would be put into special

	measures and / or the control of the hospital could be taken away from the current management and governors. What has changed that now allows the Board to proceed given the motion was passed and the opinions of the Directors expressed on the 19th July? *SJ responded: 'I was clear at the council of governors meeting that we could not be bound by this motion. The suggestion of special measures was made by a governor not a Board member. The email sent to all governors after the meeting stated "We believe that acting in line with the motion would place us in dereliction of our duties as directors of the Trust. As directors we are required to 'act to promote the success of the organisation including designing and then implementing the agreed priorities, objectives and the overall strategy of the NHS Foundation Trust'. To have our hands tied for two years regarding discussions on the clinical and financial sustainability of QVH would put us in breach of this duty." I did not refer to special measures but said that doing nothing for two years would be unacceptable and that we could face intervention from NHSEI'* **Tim Butler, public governor** ***When was the Strategic Case Document completed?*** SJ: *'The document has been under development for some months, as governors are aware, and as is often the case with such documents was completed in time for the planned August meeting'*. **Tim Butler, public governor** ***Why has the Strategic Case Document not been provided to the Governors of the Trust at all?*** *SJ: 'As there are elements of the strategic case that are commercially sensitive, the full Strategic Case will be considered in private'.* **Tim Butler, public governor** ***Given the complexity of scheduling a meeting between so many senior people, when was the date of this meeting agreed by QVH Management? Specifically was this meeting date set on or before 19th July 2021?*** SJ: *There has been no secret about our Board timetable, we usually plan meetings for a full year at a time. This Board meeting has been on the schedules for several months and listed on our public website since 15 April.* **Oliver Harley, public governor** ***What measures has the board taken to control the excessive spending (22% increase) which started to occur in FYE 2019 and why hasn't 'control of spending in line with pre 2019 levels' been included in the list of options for the strategic options?*** *SJ noted that this question had been covered in the Board paper and discussion earlier in this meeting.* **Caroline Migo, public governor** ***The governors' motion to rescind the changes to the terms of reference of the GSG was passed by a majority vote. The legal definition of rescind is "The act of revoking, voiding an order, agreement, or contract to rescind something in law means to invalidate it, putting the parties back to the position as if the agreement had not existed, to start over with a clean slate, to allow the parties to return to the status quo that existed before the agreement was made. It therefore does not follow that board approval is required or valid as if it reverts back to before changes were made. Nothing has happened so no approval is necessary***. BH responded: *'In January 2021 the Council of Governors and the Board of Directors agreed to an update to the terms of reference of the governors steering group in order to properly reflect the statutory role of governors, which is also in line with what the steering group have been doing to shape council agendas etc over the past few years at least. The Trust Constitution has been updated to reflect this. As was explained in the recent CoG meeting, the governor motion would require a further change to the Constitution, so is also a matter not just for council of governor decision making but also Board review and approval.'*
118-21	**Exclusion of members of the public**

	Aligned to paragraph 39.1 and annex 6 of the Trust's Constitution, the Board agreed that members of the public and representatives of the press shall be excluded from the remainder of the meeting for the purposes of allowing the board to discuss issues of a commercially sensitive nature. There were no further comments and the Chair closed the public session of the meeting.