

# **Meeting of the Council of Governors**

**Monday 31 July 2017**

**Session in public at 16.00**

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



Meeting of the public session of the Council of Governors  
Monday 31 July 2017 at 16:00  
Meridian Hall, East Court, College Lane, East Grinstead RH19 3LT

Agenda: meeting session held in public				
No.	Item	Purpose	Time	Page
<b>Standing items</b>				
46-17	<b>Welcome, apologies, declarations of interest and eligibility</b> <i>Beryl Hobson, Chair</i>		16:00	-
47-17	<b>Draft minutes of the meeting held on 10 April 2017</b> <i>Beryl Hobson, Chair</i>	Approval	16:02	
48-17	<b>Matters arising and actions pending from previous meeting</b> <i>Beryl Hobson, Chair</i>	Review	16:05	
<b>Know your trust</b>				
49-17	<b>Compliance in Practice inspection update</b> <i>Kathy Brasier, Head of Nursing, elective services and Gavin Ferrigan, Quality compliance and audit assistant</i>	Information	16:10	presentation
<b>Council business</b>				
50-17	<b>Appointment of non-executive director</b> <i>Peter Shore on behalf of Chair of Appointments committee</i>	Approval	16:25	-
51-17	<b>Appraisal of the chair and non-executive directors</b> <i>Peter Shore on behalf of Chair of Appointments committee</i>	Approval	16:30	-
52-17	<b>Chair and non-executive director remuneration</b> <i>Peter Shore on behalf of Chair of Appointments committee</i>	Approval	16:35	-
53-17	<b>Governor Lead and representative roles 2017/18</b> <i>Clare Pirie Director of Communications and Corporate Affairs</i>	Approval	16:40	-
54-17	<b>Changes to Constitution in 2016/17</b> <i>Clare Pirie Director of Communications and Corporate Affairs</i>	Approval	16:45	
<b>Holding non-executive directors to account for the performance of the board of directors</b>				
55-17	<b>Executive overview</b> <i>Steve Jenkin, Chief Executive and members of the Executive Management Team</i>	Information	16:50	Presentation (attached)
56-17	<b>Board of Directors</b> <i>Feedback provided by John Belsey, Lead Governor</i>	Discussion	17:05	-

57-17	<b>Financial and performance committee</b> <i>Feedback provided by John Thornton, Non-Executive Director and committee Chair; Clare Stafford, Director of Finance and Peter Shore, committee governor representative</i>	<i>Discussion</i>	17:10	-
58-17	<b>Quality and governance committee</b> <i>Feedback provided by Ginny Colwell, committee Chair, Jo Thomas Director of Nursing and Tony Martin, governor representative</i>	<i>Discussion</i>	17:20	-
59-17	<b>Charity Committee</b> <i>Feedback provided by Lester Porter, Committee Chair, Clare Pirie Director of Communications and Corporate Affairs and John Harold, governor representative</i>	<i>Discussion</i>	17:30	-
60-17	<b>Any other questions for non-executive directors</b> <i>All members of Council of Governors</i>	<i>Discussion</i>	17:40	-
<b>Representing the interests of members and the public</b>				
61-17	<b>Audit committee review, including annual assessment of Auditors' work and fees 16/17</b> <i>Lester Porter, Senior Independent Director and committee Chair, Clare Stafford, Director of Finance and Glynn Roche, governor representative</i>	<i>Discussion</i>	17:45	paper
<b>Any other business</b>				
62-17	<i>Beryl Hobson, Chair</i>	<i>Discussion</i>	17:50	-
<b>Questions</b>				
63-17	<b>To receive any questions or comments from members of the foundation trust or members of the public</b> <i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to <a href="mailto:Hilary.Saunders@gvh.nhs.uk">Hilary.Saunders@gvh.nhs.uk</a> clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>  <i>Beryl Hobson, Chair</i>	<i>Discussion</i>	17:55	-
<b>Dates of the next meetings</b>				
<b>Business meetings of the council of governors to be held in public</b>				
<b>2017/18</b> Monday 16 October 2017 Monday 15 January 2018				

<b>Document:</b>	<b>Minutes (draft &amp; unconfirmed)</b>	
<b>Meeting:</b>	<b>Council of Governors (session in private) 10 April 2017, 15:30 The Amazon Room, Jubilee Community Centre, Charlwoods Road, East Grinstead, West Sussex RH19 2HL</b>	
<b>Present:</b>	Beryl Hobson (BH)	Chair
	Brian Beesley (BB)	Public governor
	John Belsey (JEB)	Lead governor
	Liz Bennett (LB)	Stakeholder governor
	St John Brown (StJB)	Stakeholder 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
	Tony Martin (TM)	Public governor
	Anne Higgins (AH)	Public governor
	Chris Orman (CO)	Public governor
	Glynn Roche (GR)	Public governor
	Michael Shaw (MS)	Public governor
	Peter Shore (PS)	Public governor
	Peter Wickenden (PW)	Public governor
	Norman Webster (NW)	Stakeholder governor
	Julie Mockford (JM)	Staff governor
<b>In attendance:</b>	Steve Jenkin (SJ)	Chief Executive
	Jo Thomas (JMT)	Director of Nursing
	Sharon Jones (SLJ)	Director of Operations
	Geraldine Opreshko (GO)	Director of Human Resources & OD
	Ginny Colwell (GC)	Non-executive director
	John Thornton (JT)	Non-executive director
	Clare Pirie (CP)	Head of Communications
	Hilary Saunders (HS)	Deputy Company Secretary
<b>Apologies:</b>	Gillian Santi (GS)	Public governor
	Lester Porter (LP)	Senior Independent Director
	Ed Pickles (EP)	Medical Director
<b>Did not attend:</b>	Mansoor Rashid (MR)	Staff governor
<b>24-17</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b></p> <p>The Chair opened the meeting and welcomed St John Brown who was recently appointed stakeholder governor for the League of Friends. The Chair went on to welcome those members of the public who were in attendance today.</p> <p>Apologies were noted as above.</p> <p>The Chair asked Council to note that GC had recently been appointed board adviser for Hounslow and Richmond Community Care Trust. There were no further declarations of interest.</p> <p>For the benefit of those joining the public session, the Chair reported that at the closed session immediately preceding this meeting, governors had unanimously agreed the recommendation that John Thornton be appointed as Senior Independent Director. A</p>	

	formal proposal for approval would be submitted to the Board of Directors at its meeting on 4 May.
25-17	<p><b>Draft minutes of the meetings held on 19 January 2017</b></p> <p>The minutes of the meeting held in public on 19 January were approved as a correct record.</p>
26-17	<p><b>Matters arising and actions pending from previous meetings</b></p> <p>Council reviewed and noted the matters arising and actions pending from previous meetings.</p> <p>A query had been raised at the last meeting concerning governor representation on the Trust's Equality and Diversity group. GO explained that changes in the HR team had resulted in a failure to communicate changes in the management of the Equality and Diversity agenda. She apologised for this oversight and went on to describe the current system, highlighting the following:</p> <ul style="list-style-type: none"> <li>• The Deputy Director of HR was now responsible for managing the E&amp;D remit;</li> <li>• Workforce education and wellbeing was now also included in the E&amp;D agenda;</li> <li>• The EDS2 standard was being refreshed to incorporate a racial equality scheme;</li> <li>• The HR team was working with the Patient experience manager and Deputy Director of Nursing to consider E&amp;D recommendations and actions. Other stakeholders would be invited to join this process later in the year</li> <li>• The Trust's two E&amp;D champions continued to meet on a regular basis. In addition, the Trust had just appointed its first Freedom to Speak Up (FTSU) guardian.</li> </ul> <p>PW thanked GO for the update and suggested that staff should also be kept apprised of the E&amp;D programme of work.</p> <p>There were no further questions and BH thanked GO for her update.</p>
27-17	<p><b>Staff survey results</b></p> <p>GO presented the results of the latest staff survey. She reported that over 500 staff had completed the staff survey which had taken place in Q3 of 2016/17. This was a return rate of 56% and put QVH in the top 10 NHS Trusts in England for staff who would recommend QVH as a place to receive treatment and care. The good news was that there had been an improvement in rates of bullying and harassment. There were some key themes emerging however which indicated a decline in job satisfaction (62% of staff would recommend QVH as a place to work compared to 76% in 2015) and communication between staff and senior managers.</p> <p>The Council sought and received clarification in respect of the following:</p> <ul style="list-style-type: none"> <li>• Whilst there had been an improvement in rates of bullying and harassment, it was noted that this issue was a huge problem in the NHS as a whole. However, Council was reminded that there was a clear distinction between performance managing staff against objectives and staff experiencing inappropriate behaviour;</li> <li>• The appointment of the Freedom to Speak up principal guardian; this was a national initiative designed to support staff in raising concerns regarding bullying and fraud etc. The FTSU role was in addition to the existing 'Tell Jo' facility which would continue to be available to all staff;</li> <li>• Assurance that executive staff members were out and about and visible within the Hospital;</li> <li>• Recognition that the low scores for communication between staff and senior managers required action. GO noted that it was difficult to define 'good communication', the trust used a variety of methods to communicate with staff which included emails, <i>Qnet</i> (the</li> </ul>

	<p>Trust's intranet) and <i>Connect</i>, the weekly staff newsletter;</p> <ul style="list-style-type: none"> <li>Acknowledgement that the Trust was fortunate to have proud, passionate, caring staff providing exceptional quality. However, changes to financial and clinical restructuring were the likely cause of frustration amongst staff, a situation which was unlikely to improve in the near future.</li> </ul> <p>Council was also advised that Professor Michael West, Head of Thought Leadership at the King's Fund would be visiting the Trust shortly to present a session entitled <i>Cultures of High Quality and Compassionate Care – for Staff and Patients</i> as part of the ongoing programme of leadership development for QVH staff.</p> <p>The Chair assured Council that the Board was taking the results of this year's survey extremely seriously. Rather than developing an immediate action plan, the Trust was arranging a number of 'listening' events in May, led by the Chief Executive, to discuss with staff members the findings of the survey and to consider initiatives for improving job satisfaction.</p>
<p><b>28-17</b></p>	<p><b>Inpatient survey results</b></p> <p>JMT presented the results of the Picker Inpatient Survey 2016. She reported that a total of 63 questions had been used for both the 2015 and 2016 surveys. Compared to the 2015 survey QVH was significantly better on three questions but significantly worse on three questions, whilst the scores showed no significant difference on 57 questions. In comparison to other trusts, QVH had scored significantly better than average on 58 questions and only significantly worse than average on two questions.</p> <p>Results indicated a major improvement in respect of privacy and dignity within the MIU department, following on from the CQC inspection in 2015. JMT went on to assure Council that despite the perceptions that patients were treated in mixed sex wards, this was not the case.</p> <p>Although scores had declined in 2016 regarding choice of food, Council acknowledged the progress which the Trust had made in the last year and commended the working group, (chaired by RD), which had supported these improvements. It was recognised that many of these changes had been introduced too late to affect the results of the latest scores.</p> <p>In answer to concerns raised by StJB, JMT assured Council that QVH would continue to benchmark our performance with comparable providers - although she pointed out that in many cases these same providers were the ones seeking best practice advice from QVH. JMT went on to describe other steps which the Trust would take to improve current scores; these included requesting in-depth analysis from Picker re survey results, agreeing key actions and developing an action plan to address areas requiring further improvement, and measuring how QVH was sustaining patient experience in-year, (not just annually).</p> <p>Whilst food improvement had been a priority last year, the Trust's focus would turn to car parking and outpatient waiting facilities. CS reminded Council that options for addressing the current shortage of car parking spaces were very costly and the Trust would need to rebalance its current priorities if progress was to be achieved in this area.</p> <p>There were no further questions and the Chair thanked JMT for her update.</p>
<p><b>29-17</b></p>	<p><b>Appointment of new non-executive directors</b></p> <p>For the benefit of those who did not attend the closed session of the Council of Governors on 2<sup>nd</sup> February, CP confirmed that Gary Needle had been appointed non-executive director and would be taking up his post from 1 July 2017.</p>

	<p>In the meantime, the Appointments Committee was currently in the process of appointing a new non-executive director to replace Lester Porter, (due to step down in August). Interviews were scheduled for 15 May, and the Trust would continue to keep Council apprised of progress.</p>
<p><b>30-17</b></p>	<p><b>Annual declarations 2017/18</b> CP reminded CoG that annual declarations for 2017/18 were now due. Those governors standing down in June were still required to submit a declaration to cover the first quarter of the 2017/18 financial year.</p>
<p><b>31-17</b></p>	<p><b>Executive overview</b> The report circulated within the Council papers was taken as read. Council sought and received clarification in respect of the following:</p> <ul style="list-style-type: none"> <li>• The impact on QVH of the rollout of the STPs. SJ explained that the STP reiterated the vision of the 5-Year Forward View (published in October 2014) of closing the health, care and financial gaps, as well as the move to new care models. In view of the unprecedented demand on A &amp; E services, (23m patients last year) there was a focus on the roll-out of standardised new ‘Urgent Treatment Centres’ which would open 12 hours a day, seven days a week, integrated with local urgent care services. The Trust was currently working with the CCGs to ascertain what this might look like for QVH;</li> <li>• The financial impact on QVH given that many MIUs do not break even. GO explained that the Trust would not be impacted in the same way as other trusts as locum doctors were paid via our payroll rather than at agency rates.</li> <li>• CS warned that although QVH had been expected to manage within the NHSI agency cap, it had not been possible to achieve this metric this year. However, the Trust had only accepted its control total on the understanding that quality and safety would not be compromised.</li> </ul> <p>There were no further comments and Council noted the contents of the update.</p>
<p><b>32-17</b></p>	<p><b>Finance and performance committee</b> As Chair of the Finance and performance committee, JT noted that much of his report had already been covered during earlier discussions. He went on to highlight other areas of note including:</p> <ul style="list-style-type: none"> <li>• The Committee continued to receive a high level of assurance concerning the monitoring, management and plans for improvement of performance against operational targets such as the 18-week RTT.</li> <li>• The Trust performed better than forecast in February and would be on course to achieve its financial targets if this continued.</li> <li>• The vacancy rate had now risen to highest level seen before. The lack of employees increased reliance on agency staff and put pressure on substantive staff (which was reflected in the staff survey results discussed previously). Retention and recruitment were possibly the major challenges for QVH in the current financial year, together with the related challenge to maintain and improve staff morale. A number of actions were being taken in this regard. These issues were recognised as a national problem, but the current situation was unlikely to improve in the short-term.</li> </ul> <p>As governor representative to the Committee, JH endorsed JT’s update and noted the remarkable achievements by finance and performance teams in the current climate.</p> <p>CS reported that there was an additional £358m funding available nationally as part of a bonus scheme. The 2016/17 Capital plan was on track and the Trust was also well-placed</p>

	<p>to deliver its 2017/18 plan. KPMG had completed its interim audit for 2016/17 and had not raised any matters of concern.</p> <p>Council sought and received clarification in respect of the following:</p> <ul style="list-style-type: none"> <li>• Maxillofacial services had transferred from East Sussex Healthcare NHS Trust (ESHT) to QVH in April. Two surgeons from ESHT would be carrying out elective and trauma work at our hospital, with outpatient appointments and local anaesthetic day cases continuing at ESHT. However, the situation in respect of transferring services from Brighton was more complex.</li> <li>• Whilst the introduction of a new data warehouse may improve the current situation it was not in itself a complete solution to the challenges of collecting accurate data from Medway. In the meantime, the Trust would continue to work closely with Medway to help support improvements;</li> <li>• Work was currently underway to publicise the work of the Minor Injuries Unit and halt the recent decline in activity;</li> <li>• Waiting times would continue to present a challenge and were exacerbated by the increase in rate of referrals coupled with the increase in complexity. Moreover, the upsurge in demand was not being matched by a rise in resources.</li> </ul> <p>There were no further questions and Council noted the contents of the update.</p>
<p><b>33-17</b></p>	<p><b>Quality and governance committee</b></p> <p>GC presented a summary of activity which had taken place since the last CoG meeting. In particular she drew attention to the following:</p> <ul style="list-style-type: none"> <li>• The Committee's Terms of Reference had been adjusted to reflect the new alternate monthly format.</li> <li>• There had been an increase recently in patient complaints, although no common themes had been identified. (The committee was assured of the robust process for managing the quality impact of any Cost Improvement Programmes).</li> <li>• The Healthwatch report and action plan were reviewed. Actions would be monitored at the Patient Experience Group, with exception reporting made to Q&amp;G.</li> <li>• Three Quality Priorities had been identified for 2017/18, and would be submitted to the Board for ratification in May.</li> <li>• Workforce issues were becoming increasingly visible on the risk register with patients being cancelled due to staffing issues.</li> </ul> <p>JH highlighted staffing issues within the Hurricane Café and asked what could be done to address these. CS reminded Council that the café had been managed previously by the League of Friends; however, no additional funding was made available once the Trust assumed responsibility for it, which had resulted in problems with staffing. Moreover, the Trust's options were restricted due to the limited size of the Hurricane's footfall.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p><b>34-17</b></p>	<p><b>Audit committee</b></p> <p>On behalf of Lester Porter, Committee Chair who was not at today's meeting, GC provided an update in respect of the recent work of the Committee which included:</p> <ul style="list-style-type: none"> <li>• Assurance in respect of the process for the Annual Accounts to be submitted for approval to the Audit Committee, and subsequently to the Board of Directors, on the 18<sup>th</sup> May.</li> <li>• The committee undertook its annual review of corporate documentation, and, with some minor drafting changes agreed, gained satisfactory assurance on these.</li> <li>• The 2017/18 Audit Committee work programme was approved;</li> </ul>



	<ul style="list-style-type: none"> <li>• KPMG had completed their interim audit for 2016/17 and there were no matters requiring the attention of the Audit Committee, although KPMG had flagged a concern that they may not be able to offer a clean limited assurance in respect of the 18 week RTT and 62 day cancer wait targets in the Quality Report.</li> <li>• The Internal Audit Plan for 2017/18 has been approved. LP had requested that 80% of the Plan be completed by end Q3 to avoid excessive demands on Trust management around year-end.</li> <li>• The results of recent audits were presented by Mazars including a focus on the report on Information Technology/Cyber Security which received a Limited Assurance due a Category 1 recommendation linked to the absence of a penetration test. The DOF had outlined plans for undertaking regular external penetration tests in the future.</li> </ul>
35-17	<p><b>Charity committee</b></p> <p>BH provided an update of the recent work of the Committee on behalf of Lester Porter, Committee Chair. Highlights included:</p> <ul style="list-style-type: none"> <li>• The total balance of charitable funds as at 31st December 2016 increased by £3k over the previous quarter to £794k.</li> <li>• A number of legacies were pending;</li> <li>• The Committee had agreed to donate the sum of £15k to the Trust's Learning and Development Fund to support staff development. (This was in respect of non-mandatory training);</li> <li>• The regulatory environment for charitable fundraising had changed and the QVH Charity would be registering with the new fundraising regulator;</li> <li>• There had been a discussion on fundraising including methods of raising the profile and income for the Charity, and development of a 3-5 year strategy for fundraising which would be submitted for approval in Q4 2017/18.</li> <li>• Two applications for charity funding had been approved; one for £1,400 for self help DVDs for facial palsy patients; and the second for £60,000 for the redevelopment of the Emergency Burns Assessment Area to significantly improve the staff and patient environment and facilities.</li> </ul> <p>There were no further questions and Council noted the contents of the update.</p>
36-17	<p><b>Any other questions for non-executive directors</b></p> <p>There were none.</p>
37-17	<p><b>Review of draft AGM agenda</b></p> <p>CP presented a draft agenda for the forthcoming AGM in July, taking place at Meridian Hall, East Grinstead. This year, in addition to mandatory business, two of QVH clinicians had agreed to join the meeting to present on their particular areas of expertise. It was hoped this change in format might encourage additional members of the public to attend. Governors were also asked to note the slightly later finish time of 8.30pm</p> <p>StJB asked Council to note that the League of Friends AGM would be taking place on 13 June. All welcome to attend.</p>
38-17	<p><b>Farewell to governors leaving in June 2017</b></p> <p>The Chair noted this was the last time that governors coming to the end of their second term would be meeting in public. Stepping down in June were BB, JC, JD, AH, CO, GS, MS and PW. BH thanked all eight governors individually noting the skill and experience each one had contributed to the Trust over the last six years.</p>
39-17	<p><b>To receive any questions or comments from members of the foundation trust or</b></p>

	<p><b>public</b> There were none and the Chair closed the meeting.</p>
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Chair: ..... Date: .....

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Matters arising and actions pending from previous meetings of the Council of Governors						
No.	Reference	Action	Owner	Action due	Latest update	Status
<b>19 January 2017</b>						
1.	<b>04-17</b>	Trust to clarify level of governor engagement in current Equality and Diversity workstream	<b>GO</b>	April 2017	<b>January 2017</b> GO to investigate and report back <b>April 2017</b> Update provided at April CoG meeting	<b>Complete</b>
2.	<b>05-17</b>	Council of Governor effectiveness review: recommendations (as approved at January CoG) to be progressed, with updates reported at next annual review.	<b>CP</b>	January 2018	<b>January 2017</b> Next Council of Governor effectiveness review scheduled for January 2018	<b>Pending</b>
3.	<b>06-17</b>	Process for appointment of governor representatives to be launched in June 2017 to enable governors to take up new roles from 1 <sup>st</sup> July	<b>HS</b>	July 2017	<b>January 2017</b> Launch scheduled for June 2017 <b>June 2017</b> Process completed on 26 June	<b>Complete</b>
4.	<b>07-17</b>	Constitution to be updated and presented at July AGM to reflect changes made to Lead Governor and Vice Chair roles	<b>CP</b>	July 2017	<b>January 2017</b> Recommendations for changes to Constitution scheduled for approval at respective meetings of the Board of Directors and the Council of Governors in July 2017  On agenda for July CoG	<b>Pending</b>

**Report to:** Council of Governors  
**Meeting date:** 31 July 2017  
**Item no:** 53-17  
**Report from:** Clare Pirie, Director of Communications & Corporate Affairs  
**Author:** Hilary Saunders, Deputy Company Secretary  
**Report date:** 18 July 2017

## **Governor lead and representative roles 2017/18**

### **Purpose**

The purpose of this paper is to support the Council of Governors in ratifying the appointments of its lead governor and representative roles for 2017/18.

### **Background**

1. In January 2017 Council accepted unanimously a proposal to amend the time of year when it selects new committee members and holders of key governor roles from September to July. This decision was taken to address the difficulties exposed with the timing of the 2016 appointments process, which had impacted detrimentally on the number of governors eligible to stand in the current elections.

### **Process**

2. On 01 June, the nominations process opened for the appointment of the following roles: lead governor; chair of appointments committee; members of appointments committee; governor representative to the board's finance and performance committee; governor representative to the board's quality and governance committee; governor representative to the QVH charity committee; governor representative to the board's audit committee, stakeholder governor representative to the governor steering group.
3. As only one staff governor was in post at the time of the elections, the Chair and lead governor agreed that staff governors would decide amongst themselves who should be nominated for these roles after new staff governors joined on 01 July.
4. Prior to voting taking place, governors were reminded of the agreed principles for these roles as follows:
  - a. Appointments are for a twelve-month period, from the date of appointment.
  - b. Governors holding any of these roles at the time of nomination should nominate themselves if they wished to continue.
  - c. Newly elected / appointed governors are not usually considered for the Lead governor roles, (but can be elected committee members);
  - d. There are no formal prerequisites for any of the roles apart from time commitments.
  - e. The Chair would speak to any governors who put themselves forward for the lead governor role and make a recommendation for approval to the Council of Governors.
  - f. All current governors - including those stepping down on 30 June were eligible to vote.
5. Following the nominations process, a summary of the candidates was published and voting took place between 09 June and 22 June.

## Results

6. Election results were announced on 26 June as follows:

Role	Elected lead/representative
Lead governor	John Belsey
Governor Representative to the BoD Finance and performance (F&P) sub-committee	Peter Shore
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	Angela Glynn Tony Martin Robert Dudgeon Peter Shore Chris Halloway
Stakeholder Governor member of the Governor Steering Group	Liz Bennett

7. John Belsey was the only candidate for the Lead governor role, and the Chair confirmed she was happy to recommend this appointment to Council for approval.
8. As agreed staff governors met at the beginning of July to consider who should be nominated for their respective roles; their recommendation is as follows:

Role	Elected lead/representative
Staff governor representative to the Appointments committee	Sandra Lockyer
Staff governor representative to the Governor steering group	Carol Lehan

## Recommendation

The Council of Governors is asked to **APPROVE** the lead and governor representative roles for 2017/18;

The Council of Governors is asked to **APPROVE** the staff governor representative roles for 2017/18

**Report to:** Council of Governors  
**Meeting date:** 31 July 2017  
**Report from:** Clare Pirie, Director of Communications & Corporate Affairs  
**Author:** Hilary Saunders, Deputy Company Secretary  
**Report date:** 24 July 2017

## **Changes to the QVH constitution during 2016/17**

### **Background**

1. Section 53.1 of the Trust's Constitution states that the Trust may make amendments of its Constitution only if:
  - a. More than half of the members of the Board of Directors present and voting at a meeting of the Board approve the amendments, and
  - b. More than half of the members of the Council of Governors present and voting at a meeting of the Council of Governors approve the amendments.
2. Section 53.3 of the Constitution also states that

“Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Foundation Trust):

  - at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment to the Members; and
  - the Foundation Trust must give the Members an opportunity to vote on whether they approve the amendment.

### **Amendments**

3. The Constitution has recently been updated to ensure references to Chairman are now shown as Chair
4. The Constitution has also been updated to ensure reference to both male and female gender shown throughout the documentation.
5. Following agreement by the Council of Governors at its meeting on 20 October 2017, the title Governor Representative to the Board has been changed to Lead Governor.
6. At the same meeting, Council agreed that the roles of Lead governor and Vice-Chair should be amalgamated; the Constitution has been revised to reflect this change.

7. No other relevant amendments to the Constitution have been made since the last annual general/annual members meeting held on 25 July 2016.
8. S.53.3 of the Constitution does not apply in this case as these amendments don't affect the powers or duties of the Council of Governors. Accordingly, there is no requirement to present these changes for approval at the AGM.

### **Recommendation**

9. The Board of Directors approved the changes to the Constitution at its meeting on 6 July 2017. The Council of Governors is now asked to **APPROVE** these amendments;
10. The council of governors is also asked to **AGREE** that the most recent amendments to the constitution do not require presentation to members or a membership vote for approval and, therefore, that these amendments continue to have effect.

**QVH Council of Governors**  
**31 July 2017**

**Executive overview**





# NHS England published ratings of STPs and CCGs 2016/17 (21 July 2017)

## STPs – “need most improvement”

- Bristol, N Somerset & S Gloucestershire
- Humber, Coast & Vale
- Northamptonshire
- Staffordshire
- **Sussex & E Surrey**

## CCGs

CCG	Rating
Brighton & Hove	Good
Coastal W Sussex	Inadequate
Crawley	Inadequate
E Surrey	Inadequate
High Weald Lewes & Havens	Good
Horsham & Mid Sussex	Inadequate
Eastbourne, Hailsham & Seaford	Good
Hastings & Rother	Requires Improvement



# QVH Conversation

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## What was said

- 5 “Conversations” took place
- Staff from every area attended
- Significant enthusiasm
- Concerns around career progression opportunities
- Understanding roles
- Communication
- Smarter working
- Staff – break out room, lunch

## Initial responses

- Keen to follow up in team meetings
- Team Brief
- 2 sessions during August
- Partnership working
- Recruitment & retention
- Look at fresh ideas
- Staff zone



# Outstanding Patient Experience

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- Recruitment and retention remains the single biggest challenge to sustaining and improving patient experience at QVH (20.85% vacancy rate for nurses, theatre practitioners and health care assistants)
- Enhanced scrutiny of patient experience and safety measures in place
- Evidence of sustained patient experience shown by:
  - 2016 CQC Adult Inpatient Survey results
  - Letter from Mike Richards (CQC chief inspector) confirming that the trust was much better than expected compared to other trusts
  - Picker 2016 Children's Inpatient Survey shows better than average scores on 51 of the 63 questions asked
  - Sustained FFT monthly recommendation at 98%
  - Staff recommendation of QVH as a place they would choose to receive care
  - Complaint numbers are static and not showing any new trends



# World class clinical services

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## Safety

- Report to Prevent Future Deaths received from Coroner.

## Clinical Effectiveness

- BSUH patients requiring inpatient maxillofacial trauma surgery now being treated at QVH.
- New corneoplastic surgeon appointed in joint role with Maidstone and Tunbridge Wells.
- Continuing assessment of practice against NICE guidelines.
- Quality Account 2016/17 published.
- Corneoplastic and maxillofacial surgery services reviewed by the “Getting it Right First Time” national programme with very encouraging results.
- Critical care unit and step down unit amalgamated.
- Trauma pathways under review as new trauma clinic opening approaches.

## Performance

- Plastics middle grade recruitment improved. GMC National Training Survey disappointing in some areas, and requires work to ensure improvement.
- Job planning for consultants project progressing.
- All trainees on new junior doctor contract by Oct 2017. Transition without major difficulty.



# Operational Excellence

## 18 week RTT Performance

- The STP trajectory for QVH is to achieve 92% by September;
- Year to date (at the time of writing) we are at 91.6%;
- However there emerging and real service pressures in attaining and maintaining the trajectory;
- These are broadly due to two issues:-
  - Referrals into the Trust have grown by 15.9% in a year – although not all of this will be within 18RTT services;
  - Some of the services we commission from other trusts to support our pathways are under pressure

## Cancer Performance

- Below is the Trusts performance for May 2017;
  - The main issues remain our a low denominator and shared breaches impacted upon the trusts performance & late referrals;
  - All patients are tracked and offered appointments as soon as possible

Month	Target	Standard	Total	Breaches	Performance
May	2WW GP referral to first seen (urg. susp. cancer)	93%	235	15	93.6%
May	31 day Decision to first treatment	96%	67	2	97.0%
May	31 day Decision to subsq treatment (surgery)	94%	35	1	97.1%
May	62 day GP referral to first treatment	85%	25	9	64.0%



# Financial Sustainability: Q1 2016/17 YTD

Income & Expenditure	2017-18	Year to Date 2017-18		
	Annual Plan £k	Actual £k	Budget £k	Variance (Favourable/ (Adverse))
Patient Activity Income	66,173	16,130	16,286	(155)
Other Income	3,589	1,138	1,236	(98)
<b>Total Income</b>	<b>69,762</b>	<b>17,268</b>	<b>17,522</b>	<b>(254)</b>
Pay	(44,437)	(10,686)	(11,109)	423
Non Pay	(19,372)	(4,869)	(4,696)	(174)
Financing	(4,489)	(1,118)	(1,122)	4
<b>Total Expenditure</b>	<b>(68,297)</b>	<b>(16,673)</b>	<b>(16,927)</b>	<b>254</b>
<b>Surplus / (Deficit)</b>	<b>1,465</b>	<b>595</b>	<b>595</b>	<b>(0)</b>
Surplus (Deficit) %	2.1%	3.4%	3.4%	0.0%
Adjust for Donated Depn.	(252)	(63)	(63)	-
<b>NHSI Contol Total</b>	<b>1,717</b>	<b>658</b>	<b>658</b>	<b>(0)</b>

- Underlying performance** – Income – volume & casemix; Pay – vacant posts; Non-pay – Clinical supplies.
- Cost Improvement and Productivity Programme (CIPP)** – 86% delivery of identified savings. New schemes developed to bridge gap between CIPP target and forecast delivery.
- Capital** – 22% behind plan. 20/40 projects have had a business case approved by the EMT and have been implemented or are in the process of being implemented.
- Of note** – Control Total achieved for Q1. Single Oversight Framework ‘use of resources’ score of 1. Forecast plan delivery.

**Report to:** Council of Governors  
**Meeting date:** 31 July 2017  
**Agenda item:** 61-17  
**Report from:** Lester Porter, Senior Independent Director and committee Chair with Glynn Roche, Governor representative to Audit  
**Report date:** 24 July 2017

## **Audit Committee Review 2016/17**

### **Composition**

The Audit Committee comprises three non executive directors; Lester Porter [Chair], John Thornton and Ginny Colwell. It is attended by the Chief Executive, Director of Finance, Director of Nursing and the Head of Risk Management. The external auditors, KPMG, and internal auditors and counter fraud advisors, Mazars, are also in attendance. In addition the Council of Governors is represented at the meetings by Glynn Roche. Other members of the trust and external advisors are invited to attend from time to time.

### **Frequency**

The Committee met quarterly during 2016/17 to conduct its regular business, and for one further meeting in May 2016 to approve the 2015/16 annual accounts.

### **Summary of Key Issues covered**

- 1 The committee discussed and approved its 2016/17 work plan which has subsequently driven the activities of the committee this financial year.
- 2 The Internal Auditors, Mazars, undertook a total of 17 audits during the year covering a wide variety of topics including Key Financial Systems and Controls; operating framework; Health and Safety; Training: Clinical Governance; Governance Toolkit; Ward Visits; Estates Management – all of which achieved ‘substantial’ assurance levels. The following four areas, Cyber Security, Freedom of Information, Health Record Management and Business Continuity received ‘limited’ assurance’ where management have subsequently taken steps to address the issues raised.
- 3 The External Auditors undertook their annual audit of the financial accounts and gave an ‘unqualified’ audit opinion; they also provided a ‘clean’, limited assurance ‘opinion on the quality account but were unable to issue a limited assurance opinion on the two mandated indicators [18 week referral to treatment and 62 day cancer waits], and on the locally selected indicator [outpatient clinic late starts] due to continuing concerns on the quality of data provided from spoke sites..
- 4 The Committee reviewed and received assurance at each meeting that the Board Assurance Framework and the Corporate Risk Register was ‘fit for purpose’ In addition, a rolling programme was introduced in early 2016/17 of inviting the executive lead for each one of the Key Strategic Objectives [KSOs].to provide

assurance in greater depth to the committee that the appropriate risks and their mitigations are reflected in the Board Assurance Framework and the Corporate Risk Register.

- 5 The committee received assurance in March on the progress being made in keeping the Trust's policies up to date and relevant; and specifically reviewed the updated process for reviewing, and undertaking any appropriate follow up action in respect of raising concerns (whistleblowing).
- 6 Further to a discussion at the June Audit Committee and repeated concerns about the quality of leadership and timeliness of delivery, it was agreed that the Internal Audit contract should be retendered and implemented from the end of Mazars's 3-year term in March 2018.
- 7 A questionnaire based self assessment of the work of the Audit Committee was undertaken in September 2016 amongst the members and attendees. Although overall the results were satisfactory, there were a number of detailed comments and suggestions which have subsequently been implemented by the committee. It was agreed that a more formal exercise would be undertaken in 2017/18.
- 8 With regard to counter fraud activity, incidents of fraud remain extremely low within the Trust. The committee has received assurance that the Mazars Counter Fraud team has provided regular, strong support in continuing to maintain a high profile for counter fraud awareness at QVH.

## **Conclusion**

The Committee can assure the Council of Governors that they are satisfied with the overall management of risk and the system of controls within the Trust during the 2016/17 financial year. In particular there has been a significant improvement over the past 12 months within the financial and information technology areas.

The Committee can also assure the Council of Governors of the quality of output and general competence demonstrated by our two audit providers, KPMG and Mazars, subject to the comments in item 6 above regarding internal audit.