

Meeting of the Council of Governors

Monday 15 January 2018

Session in public at 16:00

The Amazon Room
Jubilee Community Centre
Charlwoods Road
East Grinstead
West Sussex
RH19 2HL



Meeting of the public session of the Council of Governors
Monday 15 January 2018 at 16:00
The Amazon Room, Jubilee Community Centre, Charlwoods Road, East Grinstead RH19 2HL

Agenda: meeting session held in public				
No.	Item	Purpose	Time	Mode
Standing items				
06-18	Welcome, apologies, declarations of interest and eligibility <i>Beryl Hobson, Chair</i>		16:00	-
07-18	Draft minutes of the meeting held on 16 October 2017 for approval <i>Beryl Hobson, Chair</i>	<i>Approval</i>	16:02	<i>paper</i>
08-18	Matters arising and actions pending from previous meeting <i>Beryl Hobson, Chair</i>	<i>Review</i>	16:05	<i>paper</i>
Know your Trust				
09-18	Healthy food at QVH <i>Mona Kalsi, Head of Facilities</i>	<i>information</i>	16:10	-
Council business				
10-18	Reappointment of Trust Chair <i>Peter Shore on behalf of Chair of Appointments' committee</i>	<i>To note</i>	16:25	-
11-18	Review of effectiveness of CoG <i>Clare Pirie, Director of Communications and Corporate Affairs</i>	<i>To note</i>	16:30	<i>paper</i>
12-18	Annual review of Terms of Reference <ul style="list-style-type: none"> • Governor Steering Group • Appointments committee <i>Clare Pirie, Director of Communications and Corporate Affairs</i>	<i>Approval</i>	16:35	<i>paper</i>
Holding non-executive directors to account for the performance of the board of directors				
13-18	Executive overview <i>Steve Jenkin, Chief Executive and members of the Executive Management Team</i>	<i>Information</i>	16:40	<i>presentation</i>
14-18	Board of Directors <i>Report provided by John Belsey, Lead Governor and presented by Beryl Hobson, Trust Chair</i>	<i>Information</i>	17:00	<i>paper</i>
15-18	Financial and performance committee <i>Feedback provided by Kevin Gould, Non-Executive Director on behalf of committee Chair; and Peter Shore, committee governor representative</i>	<i>Discussion</i>	17:05	-
16-18	Quality and governance committee <i>Feedback provided by Ginny Colwell, committee Chair and Tony Martin, governor representative</i>	<i>Discussion</i>	17:10	-

17-18	Audit Committee <i>Feedback provided by Kevin Gould, committee Chair and Glynn Roche, governor representative</i>	<i>Discussion</i>	17:15	-
18-18	Charity Committee <i>Feedback provided by Gary Needle, Committee Chair, and John Harold, governor representative</i>	<i>Discussion</i>	17:20	-
19-18	Any other questions for non-executive directors <i>All members of Council of Governors</i>	<i>Discussion</i>	17:25	-
Representing the interests of members and the public				
20-18	Annual Planning process for 2018/19 <i>Jason McIntyre, Acting Director of Finance</i>	<i>Information</i>	17:30	<i>presentation</i>
21-18	Confirmation of Quality Indicators for 2017/18 <i>Jo Thomas, Director of Nursing</i>	<i>Information</i>	17:40	<i>paper</i>
22-18	Quality Account priorities for 2018/19 <i>Jo Thomas, Director of Nursing</i>	<i>Discussion</i>	17:45	-
Any other business				
23-18	<i>Beryl Hobson, Chair</i>	<i>Discussion</i>	17:50	
Questions				
24-18	To receive any questions or comments from members of the foundation trust or members of the public <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 Hilary.Saunders1@nhs.net 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	-
Dates of the next meetings				
Business meetings of the council of governors to be held in public				
2018/19 Monday 09 April 2018 Monday 30 July 2018 Monday 15 Oct 2018 Monday 14 Jan 2019				

Document:	Minutes (draft & unconfirmed)	
Meeting:	Council of Governors (session in public) 16 October 2017, 15:00 The Amazon Room, Jubilee Community Centre, Charlwoods Road, East Grinstead RH19 2HL	
Present:	Beryl Hobson (BH)	Chair
	John Belsey (JEB)	Lead and public governor
	Wendy Burkhill-Prior (WB-P)	Public governor
	Robert Dudgeon (RD)	Public governor
	Antony Fulford-Smith (AF-S)	Public governor
	Janet Haite (JH)	Public governor
	Chris Halloway (CH)	Public governor
	Douglas Hunt (DH)	Public governor
	Sandra Lockyer (SL)	Staff governor
	Joe McGarry (JMcG)	Public governor
	Tony Martin (TM)	Public governor
	Glynn Roche (GR)	Public governor
	Peter Shore (PS)	Public governor
	Tony Tappenden (TT)	Public governor
In attendance:	Steve Jenkin (SJ)	Chief Executive
	Jo Thomas (JMT)	Director of Nursing
	Paula Smith (PSm)	Deputy Director of Operations
	Jason McIntyre (JMc)	Acting Director of Finance
	Geraldine Opreshko (GO)	Director of Workforce & OD
	Clare Pire (CP)	Director of Communications
	Ginny Colwell (GC)	Non-Executive Director
	Gary Needle (GN)	Non-Executive Director
	Kevin Gould (KG)	Non-Executive Director
	John Thornton (JT)	Senior Independent Director
Apologies:	Mickola Wilson (MW)	Public governor
	Carol Lehan (CL)	Staff governor
	Angela Glynn (AG)	Public governor
	John Harold (JH)	Public governor
	St John Brown (SJB)	Stakeholder governor (LOF)
	Liz Bennett (LB)	Stakeholder governor (WSCC)
	Norman Webster (NW)	Stakeholder governor (NW)
	Ed Pickles (EP)	Medical Director
Sharon Jones (SJ)	Operations Director	
Did not attend:	Julie Mockford (JM)	Staff governor

WELCOME

64-17	Welcome, apologies and declarations of interest and eligibility BH opened the meeting and welcomed JMc to his first meeting as Acting Director of Finance, and also Paula Smith who was representing Sharon Jones, Director of Operations today. Apologies were NOTED as above. There were no new declarations of interest.
65-17	Draft minutes of the meeting held on 31 July 2017 The minutes of the meeting of 31 July 2017 were APPROVED as a correct record.
66-17	Matters arising and actions pending Council NOTED the latest update of matters arising and actions pending.

Minutes: Public meeting of the Council of Governors 16 October 2017

DRAFT & UNCONFIRMED

<p>67-17</p>	<p>Board level governance annual review CP presented the annual review of the principles of engagement between governor representatives and the Trust’s board-level structures. There were no changes this time.</p> <p>Both members of Council and the Board commended the continuation of their close working relationships.</p> <p>Council APPROVED the Board level governance agreement, noting it would continue to be effective for the next twelve months.</p>
<p>68-17</p>	<p>Standards of business conduct policy CP presented the recently revised Standards of Business Conduct policy to governors, explaining that this had now been modified in line with new national guidance.</p> <p>This policy had recently been approved by the Trust and was now published to the Trust’s website and intranet. Although the policy applied to staff, CP reminded Council that the principles contained remained the same for governors and this was clearly aligned to the QVH Council of Governors Code of Conduct.</p> <p>Governors were assured that whilst regulations were now much tighter in the latest version, the Trust had previously held a clear record of ‘declarations of interest’ and staff were good at seeking advice in the event of any perceived conflict.</p> <p>There were no further comments, and Council NOTED the contents of the revised policy.</p>
<p>69-17</p>	<p>Executive overview BH reminded governors that their role was to hold the NEDs rather than executive directors to account; however, the material contained within the Executive overview provided relevant information as to which areas they may wish to focus on.</p> <p>SJ and members of the executive team provided a summary of current operational issues within the organisation. Highlights included:</p> <ul style="list-style-type: none"> • A report on the recent series of staff briefings which had a similar theme to last month’s CoG Forum, (ie the wider health economy). The briefings also covered highlights of 2016/17 (control total, operational performance, patient experience), current challenges in the Workforce (and the Trust’s subsequent response), the recent appointment of the Freedom to Speak Up Guardian, our learning from the coroner’s inquest, and our focus on values and culture. • GO reminded governors that QVH has a legal duty to be proactive in eliminating discrimination and promoting equality. She went onto explain that the way in which Equality and Diversity training is delivered at QVH had changed recently. Governors would shortly be asked to read, complete and return a questionnaire to the Staff Development Centre to ensure that there was a record of competency. Continuing the Workforce theme highlighted earlier, GO reiterated that attraction and retention of the workforce was our single biggest challenge. She went on to describe the steps which the Trust had put in place to address this but warned that there was no single solution for a Trust the size of QVH. • JMc presented the latest financial position summarising the underlying performance in

	<p>respect of income, pay and non pay. The Control Total had not been achieved at M5 but the Trust was still on course to achieve plan. He also went on to highlight that:</p> <ul style="list-style-type: none"> • Additional savings for the Cost Improvement and Productivity Programme had been identified; • The Capital programme was currently 31% behind plan, although JMc was confident this would be addressed by year end; • Under the Single Oversight Framework the latest 'use of resources' score was 2. <ul style="list-style-type: none"> • PSm presented the latest performance report. Targets were still a challenge to achieve - in particular cancer targets - with shared breaches and late referrals impacting upon the Trust's performance. • JMT updated Council on activity since receipt of the Coroner's Prevention of Future Deaths report. In July, SJ, JMT and EP had attended a Quality Surveillance Group with regulators and commissioners (NHS England, NHS Improvement, Health Education England, the Clinical Commissioning Group, CQC, NHS England Specialised Commissioning). QVH services were judged to be safe, although there remained areas to be addressed in relation to management of the inquest process. A subsequent action plan was being managed through the Clinical Governance Group, with assurance provided to the Quality and governance committee and the Board and Council of Governors. • JMT continued by reiterating that Workforce and OD remained the single biggest challenge to sustaining and improving patient experience at QVH; She went on to describe enhanced scrutiny of the patient experience and of the number of safety measures in place to manage this. These included the triangulation of patient safety incidents with patient experience feedback, sustained Friends and Family Test (FFT) results, monthly recommendation by patients, staff recommendation of QVH as a place they would choose to receive care also ensuring that complaint numbers were not increasing. <p>Following the update, Council sought and received clarification from Board members in respect of the following:</p> <ul style="list-style-type: none"> • The financial position was similar to that of last year, although this year workforce was now the biggest challenge; • Following the outcome of the coroner's inquest JW asked if governors could be assured that a similar incident could not happen again, particularly in the context of low-volume procedures. JMT responded that since the inquest, clinical leads were increasingly taking a proactive role in reviewing these procedures and where necessary seeking additional critical care opinion. This matter had also been explored in depth at the Quality Summit. JMT reported that at the Summit EP had stated he had no further concerns in this respect. Governors were also reminded that the Trust was likely to receive an unannounced inspection in the near future, (in line with the CQC programme) which would highlight any gaps in assurance. • If there is a deviation from Trust clinical guidance then a risk assessment is undertaken and the decision for this deviation clearly documented. JMT was assured that there had also been recent improvements in documentation;
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	<ul style="list-style-type: none"> • With regard to staff recruitment and retention opportunities within the emerging STP strategy, GO explained that there was no clear link at present as trusts were currently working within their own individual strategies. However, given that the STP in this area is not as mature as others across the country, workforce directors in the Surrey and East Sussex STP were working together to identify areas of potential collaboration. BH advised that Bob Alexander (former Finance Director of NHSI) had recently been appointed STP leader for Surrey and East Sussex, and would be reviewing what could be done to accelerate progress. • PSm provided some context into the delays in referrals, particularly with regard to the 62-day cancer targets. She assured governors that the Trust continued to meet with referring trusts to improve the timed pathways. <p>There were no further queries and the Chair thanked the CEO and executive team for their update.</p>
<p>70-17</p>	<p>Board of Directors</p> <p>JEB provided a brief summary of the board meeting which had taken place on 7 September. Although he had needed to leave before the end of the meeting, he was grateful to CH who had provided an update of the matters discussed. He reiterated that the number one priority was recruitment and retention which impacted on patient experience, operational excellence and financial stability as well as operational excellence. The NEDs had been well prepared at the meeting and asked some probing questions.</p> <p>At the recent seminar Board members had received updates on Equality and Diversity and Corporate Trustee best practice. There had also been a discussion on the likely CQC inspection where the Executive and NEDs discussed organisational priorities. Whilst there was challenge between EDs and NEDs, there was also strong collaboration throughout the debate.</p> <p>Council sought and received additional assurance in respect of the workforce issues as follows:</p> <ul style="list-style-type: none"> • A report had been presented at the September board to help the NEDs understand the national context of the current workforce challenges. The report also contained a series of initiatives the Trust was working on in response to the issues; however, GO warned that in an organisation the size of QVH, there was no single solution and that progress would only be achieved by implementing a series of smaller actions. JEB noted that retention would impact on other areas such as resilience, motivation and morale and felt that this was well understood by the NEDs. • SJ noted that some initiatives would take longer than others. For example, until recently there had been no clear recruitment pipeline of student nurses, although the Trust was now in dialogue with South Bank University regarding student rotation; it was hoped this would reap benefits in the future. Work was also underway on developing a recruitment programme via social media; • JT provided assurance that the Executive team was operating as efficiently as possible and that there were sufficient staff in place to balance income generation. He noted that - in fact - the Trust was currently outsourcing some activity, but still anticipated achieving the control total; • The national and regional shortage of nurses was noted, with concerns raised that this

	<p>could be further impacted by the withdrawal of nursing bursaries. JMT reported that courses were still being filled, and whilst there had been a decrease in applications, those who applied were of a high calibre.</p> <p>There were no further questions, and the Chair thanked JEB for his update.</p>
<p>71-17</p>	<p>Financial and performance committee</p> <p>JT reminded governors that the remit of Finance and performance committee included finance, operations and workforce and this committee provided an opportunity for NEDs to understand the drivers underlying the business. JT's update included:</p> <ul style="list-style-type: none"> • The Trust remained committed to hitting all targets but as previously reported was dependant upon third party cooperation to meet its cancer targets. However, JT was assured of the work that the operations team had done in tracking and understanding the issues; • As reported earlier, the Trust was in a similar financial position as at the same time last year. Due to the shortfall in Plastics activity, the Trust was investigating ways in which to recover losses through cost savings or additional activity; • Although currently behind on capital expenditure, the position was an improvement on last year, and there was every likelihood we would make up the shortfall; • Clarification was provided in respect of the current breach allocation policy. SJ reminded governors that figures could be skewed easily due to the low level of numbers involved. However, NHSI were aware of the issue and had not expressed any serious concerns. <p>PS reported to Council that he was very assured by JT's performance and chairing skills.</p> <p>There were no further questions and the Chair thanked JT and PS for their update.</p>
<p>72-17</p>	<p>Quality and governance committee</p> <p>GC presented an update to Council regarding recent activity of the Quality and governance committee. Highlights included:</p> <ul style="list-style-type: none"> • Much work had been undertaken recently to streamline the corporate risk register, and GC commended the efforts of Karen Carter-Woods, (the Trust's Head of Risk Management), in this respect. The highest risk on the register (as already reported) was recruitment and retention; • Following inception of the Food Initiative, recent feedback from the patient survey indicated an improvement in the quality of food provided at QVH; • Details of the coroner's report had been fed back to the Quality and Governance Committee and also to the Board of Directors (via the Medical Director's report). It was clear that the Trust's response to the Coroner process had been less than adequate, and training was underway to address this; • A comprehensive review of site security had taken place and an action plan been developed to address gaps in assurance. Proposed changes were being addressed in priority order due to the costs involved.. The action plan was being overseen by the Trust's security group, and fed into the Q&GC for assurance; • The Committee had recommended six annual reports for approval to the Board in September. GC commended the improvement in reporting and governance structures

	<p>over the last 12 months;</p> <p>TM reported that GC had a clear understanding of the issues raised through the Committee. He also commented that the agenda and papers were cumbersome and included unnecessary detail. GC concurred and advised that she and JMT were looking at ways to address this.</p> <p>There were no further questions and the Chair thanked GC and TM for their update.</p>
<p>73-17</p>	<p>Audit Committee</p> <p>As Chair of the Audit committee since the beginning of September, KG provided an update of the latest meeting. The key areas covered by the Committee included:</p> <ul style="list-style-type: none"> • The latest in a series of updates on assurance on the Trust’s Key Strategic Objectives. GO attended the meeting and provided a comprehensive overview of how the Trust gained assurance in respect of associated risks to achieving KSO5 (Organisational Excellence); • A review of the corporate risk register with an assessment of those key risks to be addressed; • An update on the Trust’s whistleblowing process, with assurance sought and received in respect of the low number of cases reported within the organisation; • A status review of trust policies; the Trust’s external auditors (KPMG) reported that QVH was significantly better than other foundation trusts in its policy management. • The launch of the Committee’s annual self-assessment review, the results of which would be reported in December and fed back to the Board in January. This would include a review of the Committee’s Terms of Reference. • KPMG had presented its latest progress report and technical update; • A review of the QVH Charity’s annual report and accounts, with KG noting that the timing of assurance and approval process would be revised for next year to improve current governance; • A review of Internal Audit progress report and final reports; • Reaching agreement that the Mazars (Internal Audit) contract would be extended by one year; however this had been on the understanding that there would be an improvement in current reporting. <p>GR reported that KG had chaired a very successful meeting, noting the robust challenge between the executive and NEDs.</p> <p>There were no further comments and Council NOTED the contents of the report.</p>
<p>74-17</p>	<p>Charity Committee</p> <p>This was GN’s first meeting as Chair since his appointment in July. The highlights of his update included:</p> <ul style="list-style-type: none"> • Details of the session held on the role of the Corporate Trustee (CT) during this month’s board seminar; • Assurance following receipt of the Charity’s annual report and accounts for 2016/17 which had provided a clean ‘bill of health’. The Charity had a healthy balance sheet and GN commended Lester Porter (previous committee Chair) for the way in which

	<p>the Charity had been managed;</p> <ul style="list-style-type: none"> • Recent major items of expenditure which required Corporate Trustee approval included: <ul style="list-style-type: none"> • 3D printer (as described at the Trust’s AGM) which had been 50% funded by the League of Friends. GN went on to commend the closer working links between the Charity and the LOF; • A Cornea Confocal Microscope, which will benefit 300-400 patients a year who currently have to travel to London for treatment • Piscara digital imaging system to be used in the histopathology department which will address current issues with managing reports and images; • At the recent Corporate Trustee (CT) meeting, there had been a brief discussion on the Charity’s policy which had been updated to describe the decision making process when considering not to accept a donation. • Interviews for the new Head of Fundraising and volunteering role were scheduled for the following day. The successful applicant would take the lead on new fundraising activities and co-ordinate the work of the volunteers. <p>JW asked whether the monies were increasing or if they were being spent. Members of the Committee confirmed that:</p> <ul style="list-style-type: none"> • Expenditure had increased in recent years, and had outstripped income for the last five years; • The Charity was clear that its objective was to spend the money. However, the Committee needed to remain confident that money was spent on items which brought added value for patients and staff; • Around one third of the funds were restricted, so the Trust was actively encouraging those departments concerned (eg. Plastics) to come forward with ideas for ways of utilising this. • The League of Friends also held a substantial amount of funding and the Trust was actively encouraging staff to make an application where appropriate. <p>There were no further comments and Council NOTED the contents of the update.</p>
<p>75-17</p>	<p>Any other questions for non-executive directors</p> <p>Referring back to the update on Trust finance and performance, JMc sought clarification regarding referrals. JT advised that the Trust was not that far off budget but current issues related to lack of resources, (eg with high sickness levels within the Plastics directorate) rather than lack of referrals. JT went on to assure Council that the Trust had done much work on gaining a better understanding of how much demand had changed in recent years, (for example there were now more day than inpatient cases, which increased activity but yielded less financial resource).</p>
<p>76-17</p>	<p>Quality Account Indicators 2017/18</p> <p>JMT reminded governors that, each year, the Trust is required to audit a locally selected performance indicator. The local indicator is agreed by Council and audited by the Trust’s external auditors, (although no formal opinion is presented). The findings of the audit are then published as part of the 2017/18 Quality Account.</p>

	<p>JMT explained that there is no national direction on this; the only requirement was for the metric to be auditable and therefore specific. She also confirmed that KPMG would be applying more stringent checks on the auditability of the proposed metric this time, to avoid difficulties experienced in previous years.</p> <p>This should be a qualitative rather than quantitative metric and ideally something which related to patient experience at QVH.</p> <p>In response to queries from Council, JMT advised:</p> <ul style="list-style-type: none"> • It may be possible to identify a metric relating to data but assurance would be required that this wasn't duplicating information already collected elsewhere within the Trust (eg. via the Information Governance Group). • A political metric would be of less value than one relating to the patient experience; • There was less merit in re-auditing a metric for which the Trust had previously received assurance, as the rationale behind this exercise was to identify gaps in assurance; • KPMG regularly share information with QVH as to what other Trusts have chosen as their metric; this information can be shared with governors. • Those ideas from last year which weren't selected could be re-assessed as part of this year's process. <p>JEB stressed the importance of governors' engagement in this process. He advised that he would liaise between JMT and governors to identify a suitable indicator and contact governors with further details shortly [Action: JEB]</p>
<p>77-17</p>	<p>Any other business</p> <p>The Chair reminded governors that they were invited to join her, and the Chief Executive, for coffee and mince pies on the morning of Thursday 14 December.</p> <p>In the meantime, arrangements were in hand for a series of coffee mornings so that BH could catch up with new governors and see how they were finding their role.</p>
<p>78-17</p>	<p>Questions from members of the public</p> <p>There were none and the Chair closed the meeting at 17.40.</p>

Chair:

Date:

Matters arising and actions pending from previous meetings of the Council of Governors						
No.	Reference	Action	Owner	Action due	Latest update	Status
16 October 2017						
1.	76-17	JEB to liaise between JMT and governors to identify a suitable indicator and contact governors with further details shortly. All governors urged to engage in the process	JEB	December 2017	On agenda for January 2018	Pending
19 January 2017						
2.	05-17	Council of Governor effectiveness review: recommendations (as approved at January CoG) to be progressed, with updates reported at next annual review.	CP	January 2018	On agenda for January 2018	Pending

Report to: Council of Governors
Meeting date: 15 January 2018
Reference no: 11-18
Report from: Clare Pirie, Director of Corporate Affairs
Report author: Hilary Saunders, Deputy Company Secretary
Report date: 8 January 2018

Annual review of effectiveness of Council of Governors

1. Purpose

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

2. Background

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

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

3. Recommendation

The Council of Governors is asked to:

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

Council of Governors effectiveness review 2018

Introduction

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

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

Executive summary

Evidence for the impact and effectiveness of the Council of Governors and areas of improvement over the last twelve months are described in this paper, under the headings of the three main responsibilities of the Council of Governors:

1. Holding the non-executive directors individually and collectively to account for the performance of the Board of Directors;
2. Communicating with their member constituencies and the public and transmitting their views to the Board of Directors, and
3. Contributing to the development of forward plans of NHS Foundation Trusts.

Context

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

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

The left hand column of the table below from the Monitor publication ‘*Your Statutory duties: A reference guide for NHS Foundation Trust Governors*’ sets out examples of activities that governors might undertake in seeking to hold the non-executive directors to account. The document is clear that it is not intended to set out “best” or even “good” practice, and that the approach will be decided at a local level. The right hand column show evidence of the ways in which governors at QVH have held NEDs to account in 2017.

To hold the non-executives individually to account	
<p>a) Receive performance information for the chair and other non-executive directors as part of a rigorous performance appraisal process as well as to inform decision on remuneration terms for the chair and other non-executive directors</p>	<p><u>Appraisals</u></p> <p>The Chair’s appraisal was conducted by the chair of the Appointments Committee and the then Senior Independent Director.</p> <p>During the private session of the CoG meeting on 31 July, Peter Shore (on behalf of Angela Glynn) confirmed that the committee had received feedback on the Chair and NED appraisal process. Feedback had been sought from governors (via lead representatives), non-executive and executive directors, and also included assessment against objectives. (All governors had the opportunity to submit their own feedback and/or express support for the conclusions of the lead governors). Performance had been assessed against values, strategic input, holding executives to account, chairing of meetings and internal and external relationships.</p> <p><u>Remuneration</u></p> <p>At the same meeting, Peter Shore reported to CoG that the Committee had also met to consider remuneration and terms and conditions of the Chair and non-executive directors, making recommendations in this regard to Council.</p>

	<p>In addition, the committee recommended to Council a change in fee structure to address an historical anomaly which meant NEDs received different amounts. The change to a single fee recognised that a major part of the NED role was the contribution they made to committees that they were not chairing, in addition to seminar discussions and strategy development.</p> <p><u>Appointment of two new non-executive directors</u></p> <p>Two new non-executive directors have joined the Board in the last year, following successful in-house recruitment drives led by the Council of Governors' Appointments Committee, with the support of the Trust. Gary Needle joined the Trust on 01 July 2017 and chairs the QVH Charity Committee. Kevin Gould joined on 01 September 2017 and is now Chair of the Audit Committee.</p> <p><u>Approval of a further term of office</u></p> <p>The Committee met in December 2017 to consider a proposal to re-appoint Beryl Hobson for a further term as Chair. The recommendation to Council is contained within a separate report at the January Council of Governors meeting.</p>
<p>b) Observe the contributions of the non-executive directors at board meetings and during meetings with governors.</p>	<p>Governors have a standing invitation to attend board meetings. At each meeting there are now regularly three or four governors in attendance.</p> <p>In addition the Lead Governor (John Belsey) participates in Board meetings as a non-voting member and is able to provide Council with a personal perspective on the contributions of the NEDs.</p>

To hold the non-executives collectively to account	
a) Receive the quality report and accounts and question the non-executives on their content.	At the AGM on 31 July 2017, CoG received the quality report and accounts. Presentations were made by the Chief Executive and also by the Trust’s external auditors, KPMG which included detailed findings around the Trust’s financial statements, use of resources and quality report.
b) Ask about the CQC’s judgements on the quality of care provided by the Trust.	Governors receive regular updates regarding any CQC inspections; for example, details of the CQC inpatient report coverage in the local press in June 2017 was circulated via email.
c) Receive in-year information updates from the Board of directors and question the non-executives on their content, including the performance of the trust against the goals of the forward plan.	All members of the Board of Directors attend quarterly Council of Governor meetings. Agendas are designed to enable governors to raise questions of NEDs regarding performance. To provide some additional context, the executive team will also provide an update on operational issues.
d) Invite the chief executive or other executive and Non-Executive Directors to attend council of governors meetings as appropriate and use these opportunities to ask them questions.	<p>Both executive and non-executive Board members attend Council of Governors meetings, and governors will always have the opportunity to ask questions or raise concerns.</p> <p>A bespoke monthly newsletter, ‘Governors’ Monthly Update’, is circulated at the end of each month which provides information on governance, patient engagement and assurance, membership engagement, and training and development. This also contains a ‘log’ to allow governors to raise concerns and seek additional information and assurance between formal Council meetings. This log includes those questions raised by individual governors in less formal discussions</p>

	<p>to ensure clear dissemination of information to all members of Council.</p> <p>Additional information is provided between full Council meetings via the Chief Executive's report to the Board, Board agendas, public Board papers and approved Board minutes. The Trust regularly emails governors with any matters of interest and provides links to relevant information on the public website.</p>
<p>e) Engage with the Non-Executive Directors to share concerns, such as by way of joint meetings between the Council of Governors and Non-Executive Directors.</p>	<p>Governors are encouraged to share concerns and ask questions of NEDs at the Council of Governors. Elections for the range of 'governor representative' roles are held annually and allow representatives to join the Board and its committees. There are also other groups within the corporate governance structures whose membership also includes a governor, for example Patient Experience Group (PEG). This process continues to develop strong and direct engagement between governors and the Board, especially NEDs.</p> <p>In addition, there are less formal opportunities to engage with the Chair and individual NEDs through small group meetings led by the Chair throughout the year.</p>
<p>f) Receive information on proposed significant transactions, mergers, acquisitions, separations or dissolutions and question the nonexecutives on the Board's decision- making processes, and then, if satisfied, approve the proposal.</p>	<p>There have been no proposed significant transactions, mergers, acquisitions, separations or dissolutions in the past 12 months. However, the Council of Governors is regularly apprised of developments in respect of the Sustainability & Transformation Partnerships in Sussex and in Kent.</p>

<p>g) Receive information on documents relating to non-NHS income, in particular any proposal to increase the proportion of the trust's income earned from non-NHS work by 5% a year or more, and question the non-executives on the Board's decision-making processes; then, if satisfied, approve the proposal.</p>	<p>QVH does not have significant non-NHS income.</p>
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Review of actions undertaken in 2017

- A governor seminar took place in September 2017, to ensure all governors felt confident they understood their role of holding NEDs to account. This focused in particular on the ways in which the Trust supports Council in holding NEDs to account, but also described ways in which the governors currently meet their other statutory obligations. All governors received a copy of the Monitor guidance 'Your Statutory Duties' at the seminar, (with copies sent to those unable to attend).

The 'new governor' induction session was revised in July 2017 and included presentations from the Chair, Chief Executive Director of Communications, Deputy Director of Finance, in addition to a short tour of the wards with the Deputy Director of Nursing. A comprehensive induction pack (containing key governance documentation and useful contact information) is now circulated to all new governors.

- As agreed at the last review, the timetable for elections was adjusted to ensure the most experienced governors could still stand as governor representatives during their final term.
- The Governor Representatives are the link between Governors and the Board of Directors and the sub-committees of the Board. They attend the formal meetings and although they are observers with no voting status they often play an important and active role in discussion. To support communication and engagement, the Trust continues to remind representatives that it is a

key part of their role to provide a written summary for the *Governor Monthly Update* (GMU) of any meetings which they have attended.

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

Council is reminded that QVH does not elect members on a geographical constituency basis and all governors share the responsibility for communicating with the public. The Trust supports Council to fulfil its duties in the following ways:

- Continuous updating of membership database to ensure accuracy and quality of membership data (c7,500 public members, with 46% on email enabling real time engagement)
- Regular communications including news updates, (e.g. the Trust's response to the concerns raised by the coroner following a 'prevention of future deaths' notice, and CQC inpatient report coverage in the local press.)
- Governor Monthly Update: news updates including latest social media activity and press coverage.
- The relaunch of the updated presentation developed by governors which they use to provide information on the work of the Trust and its services to clubs, societies or groups within the local community. All governors are invited to participate in this initiative. (John Harold is scheduled to present this to interested governors prior to the start of formal business at the January CoG).
- In Spring/Summer 2017, a full page of the Trust's bi-annual membership newsletter, 'QVH News' was devoted to one of our public governors. There was also information on how to become a member and details of how to stand in the forthcoming elections, in addition to the continual push to improve the FT's membership database, (including obtaining email addresses).

Review of actions undertaken in 2017

- As agreed in January 2017, to improve local accountability, the Trust relaunched its AGM in 2017. The event included presentations by two clinicians on the work of the head and neck service and the prosthetics

service. It proved to be very popular with a much higher attendance rate by members of the local community than in previous years and also provided governors with the opportunity to engage directly with members of the public.

- The Trust continues to develop plans for further members events, (for example Guinea Pig records event provisionally scheduled for March 2018) and aims to focus on what ‘added value’ may be received from being a member. The 46% of members for whom we hold an email address are notified of imminent significant media coverage and we get a very positive response to this.

3. Contributing to the development of forward plans of NHS Foundation Trusts

- The Council of Governors receives regular presentations by the Chief Executive and Executive team, providing an overview of the national and local position. These lead to an informed discussion of forward plans.
- The governor representative model means selected governors join the Board and its committees where they have the opportunity to contribute further to the forward plans.

Review of actions undertaken in 2017

- The Sustainability Transformation Partnerships are an important part of our current environment. Council has been updated regularly about what this means for QVH. This included a comprehensive briefing on the wider health economy in Kent, Surrey & Sussex at the governor seminar in September 2017.

Conclusion

‘Your statutory duties’ states that ‘Holding NEDs to account for performance of BoD does not mean governors should question every decision or every plan. The role of the governor in holding to account is one of assurance of the performance of the board. Governors should assess what they believe are key areas of concern and provide appropriate challenge, particularly if the feel due process is not being followed, interest of members and public are not being represented, or trust is at risk of breaching conditions of its licence or failing to deliver on goals in the forward plan’. From the evidence contained in this report, it is clear that the Council of Governors fulfils its duties across the three requirements:

1. Holding the non-executive directors individually and collectively to account for the performance of the Board of Directors;

2. Communicating with their member constituencies and the public and transmitting their views to the Board of Directors, and
3. Contributing to the development of forward plans of NHS Foundation Trusts.

The Trust will continue to support Council in ensuring it is able to fulfil its duties, and provide periodic updates to this effect.

Recommendation

Council is asked to **NOTE** the contents of this review and continue to work with the Trust to develop any actions which may further enhance the impact and effectiveness of the Council of Governors.

Report to: Council of Governors
Meeting date: 15 January 2018
Reference no: 12-18
Report from: Clare Pirie, Director of Corporate Affairs
Report author: Hilary Saunders, Deputy Company Secretary
Report date: 05 January 2018

Annual review of Governor Steering Group Terms of Reference

1. Background

Terms of reference of Council sub-committees are reviewed on an annual basis to ensure they remain fit for purpose.

At its meeting on 11 December, members of the Governor Steering Group undertook a review of its existing Terms of Reference. Slight amendments have been made in respect of job titles, but otherwise the ToRs remain the same.

Also at a meeting on 11 December, members of the Appointments committee reviewed its existing Terms of Reference. These were updated to remove duplication, aid clarity and reflect current practice.

2. Recommendation

The Council of Governors is asked to:

APPROVE the recommendation of the Governor steering group that the attached Terms of Reference remain in place for the next twelve months.

APPROVE the recommendation of the Appointments committee that the attached Terms of Reference remain in place for the next twelve months.

Terms of reference
Name of governance body
Governor Steering Group (GSG)
Constitution
The Governor Steering Group (“the group”) is a standing and permanent sub-committee of the Council of Governors established in accordance with paragraph 25 of the Trust’s constitution.
Accountability
The group is accountable to the Council of Governors for its performance and effectiveness in accordance with these terms of reference.
Authority
The group is authorised by the Council of Governors to form working groups to facilitate the work of the group, and to support any recommendations they may make to the Council of Governors.
Purpose
<p>The purpose of the group is to:</p> <ul style="list-style-type: none"> • Support and facilitate the work of the Council of Governors and make recommendations to it on any aspects of its work • Facilitate communication between the Council of Governors and the Board of Directors • Provide advice and support to the Trust Chair, Chief Executive and the company secretarial team • Initiate appropriate reviews and reports on matters within the remit of the Council of Governors • Actively engage governors in adding value to the Trust.
Responsibilities and duties
<p>Responsibilities</p> <p>On behalf of the Council of Governors, the group shall be responsible for:</p> <ul style="list-style-type: none"> • Supporting the work of the Council of Governors in order that it might better fulfil its statutory duties, particularly: <ul style="list-style-type: none"> • Holding the Trust’s Non-Executive Directors to account for the performance of the Board of Directors • Representing the interests of members and the public • Developing and maintaining close and effective working relationships with the Trust Chair, company secretarial team and Senior Independent Director. <p>Duties</p> <p>The group has a duty to consult with and represent the interests of governors and members to:</p> <ul style="list-style-type: none"> • Set the agenda for Council of Governors meetings held in public • Influence the agenda and planning of the annual general meeting and annual members’ meeting • Identity themes and objectives for governor forum meetings.

Meetings
<p>Meetings of the group shall be formal, compliant with the relevant codes of conduct and action notes will be recorded.</p> <p>The group will meet quarterly in advance of each ordinary meeting of the council of governors. The group Chair may cancel, postpone or convene additional meetings as necessary for the group to fulfil its purpose and discharge its duties.</p>
Chairmanship
<p>The group shall be chaired by the Lead governor</p> <p>If the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the group shall be chaired by the Trust Chair.</p>
Secretariat
<p>The Deputy Company Secretary shall be the secretary to the group and shall provide administrative support and advice to the Chair and membership. The duties of the secretary shall include but not be limited to:</p> <ul style="list-style-type: none"> • Preparation of the draft agenda for agreement with the Chair. • Organisation of meeting arrangements, facilities and attendance • Collation and distribution of meeting papers • Taking action notes and keeping a record of matters arising and issues to be carried forward • Maintaining the group's work programme.
Membership
<p>Members with voting rights</p> <p>The following governor roles are entitled to membership of the group and shall have full voting rights:</p> <ul style="list-style-type: none"> • The Trust Chair, as Chair of the Council of Governors • The Lead governor • Governor representative to the sub-committees of the Board of Directors, as elected by the Council of Governors, including: <ul style="list-style-type: none"> ○ Audit ○ Finance and Performance ○ Quality and Governance ○ Charity Committee ○ Appointments' Committee • Nominated staff governor, as elected by the Council of Governors • Nominated stakeholder governor, as elected by the Council of Governors <p>In attendance with no voting rights</p> <p>The following posts are invited to attend meetings of the group but shall not be members or have voting rights:</p> <ul style="list-style-type: none"> • The secretary to the committee (for the purposes described above) • Director of Communications and Corporate Affairs • Any other individuals as it considers appropriate and as the need arises.
Quorum
<p>For any meeting of the group to proceed the Chair or Lead governor must be present along with two other governor representatives.</p>

Attendance
Members and attendees are expected to attend all meetings or to send apologies to the Chair and committee secretary at least one clear day* prior to each meeting.
Papers
Meeting papers shall be distributed to members and individuals invited to attend at least five clear days prior to the meeting.
Reporting
Action notes shall be approved formally by the group at its next meeting. The group shall report to the Council of Governors as required.
Review
These terms of reference shall be reviewed by the group annually or more frequently if necessary. The review process should include the company secretarial team. The Council of Governors shall be required to approve all changes. The next scheduled review of these terms of reference will take place in December 2018 in parallel with the next annual review of the effectiveness of the Council of Governors.
* Definitions
<ul style="list-style-type: none">• In accordance with the trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.

Terms of reference
Name of governance body
Appointments committee of the Council of Governors
Constitution
The Appointments committee is assigned by the Council of Governors to assist it in carrying out its functions. However, Council may not delegate any of its powers or functions to them. The Appointments committee may appoint its own working groups as appropriate.
Accountability
The Appointments committee is accountable to the Council of Governors for its performance and effectiveness.
Authority
The Appointments committee of the Council of Governors will operate within the requirements of the Constitution, the Standing Orders adopted by the Council of Governors and these terms of reference.
Purpose
The role of the Committee is to: <ol style="list-style-type: none"> 1. Conduct the appointment processes for the Foundation Trust (FT) Chair and non-executive directors, making recommendations in this regard to the Council of Governors. 2. Consider the composition and skills mix of the non-executive element of the Board of Directors and, in so doing, receive information regarding non-executive director appraisals (including that of the FT Chair) and take a view on succession planning. 3. Review at least once a year the remuneration and terms and conditions of the FT Chair and non-executive directors, making recommendations in this regard to the Council of Governors.
Duties and responsibilities
1. General <p>The Committee will:</p> <ol style="list-style-type: none"> a. ensure a regular review of the skills, knowledge and experience required of non-executive directors and make recommendations to the Council of Governors with regard to any changes considered necessary; b. give full consideration to succession planning for all non-executive directors in the course of the Board's work, taking into account the challenges and opportunities facing the trust, and the skills and expertise likely to be required on the Board of Directors in the future. c. review annually the performance of the non-executive directors, including the FT Chair, by taking the lead in agreeing a process for determining the performance evaluations. The Council of Governors will, through its Appointments Committee, receive a report from the FT Chair regarding performance reviews of the non-executive directors, (the FT Chair having carried out these performance reviews). In consultation with the Senior Independent Director, the Chair of the

Appointments Committee will carry out the performance review of the FT Chair. The outcomes of the evaluations and any recommendations will be reported to the Council of Governors in this regard. **[NB** In accordance with legislation (NHS Act 2006) and as described under S.35 of the Trust's Constitution, any recommendation to the Council of Governors pertaining to the removal of any non-executive director, including the Chair of the Board of Directors, shall be subject to a vote in favour by three quarters of the Council of Governors].

2. Selection and Appointment

The Committee will:

- a. be responsible for selecting and nominating candidates to fill non-executive director vacancies, (including the FT Chair), as and when they arise for appointment by the Council of Governors;
- b. before any appointment is made by the Council of Governors, evaluate the balance of skills, knowledge and experience of the non-executive directors and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- c. In identifying suitable candidates, the Committee will:
 - use open advertising or the services of external advisers to facilitate the search;
 - create selection panels to carry out individual appointment processes, including the review of applications and interviewing of candidates. The panels will, for the appointment of non-executive directors, include the FT Chair, and for the appointment of the FT Chair, will include an independent assessor. In line with the NHSI guidance '*Your statutory duties*' there should be a majority of governors on the interview panel.
 - consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position, and take into account the views of the Board of Directors as to the skills, experience and attributes required for each position,
- d. consider recommending for re-appointment by the Council of Governors any non-executive director nearing the end of their initial term in office and do so in accordance with the provisions of the Constitution in that regard.
- e. ensure that on appointment to the Board of Directors, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings, and that all non-executive directors have confirmed that they have the time to serve. Terms and conditions of appointment should be made available for public inspection.
- f. ensure the full range of eligibility checks have been performed and satisfactory references provided before any offer of appointment is finalised;

3. Terms and Conditions

The Committee will

- a. make recommendations to the Council of Governors about the terms and

conditions of appointment and terms of office for the FT Chair and non-executive directors;

- b. make recommendations to the Council of Governors about the remuneration and allowances of the FT Chair and non-executive directors, bearing in mind appropriate external benchmarking, the economic and financial climate, trust performance and any proposals for executive pay reviews. External professional advisers should be consulted to market-test the remuneration levels of the Chair and other non-executive directors at least once every three years and when any material change to the remuneration of a non-executive is proposed;

4. Other Duties

The Committee will:

- a. ensure the FT's annual report provides sufficient information about the Committee's role and duties, and the process by which it fulfils those duties;
- b. have access to sufficient resources in order to carry out its duties, including access to the trust secretariat for assistance as required;
- c. give due consideration to laws and regulations, and the provisions of *the NHS Foundation Trust Code of Governance*;
- d. oversee any investigation of activities which are within its Terms of Reference, and
- e. at least once a year, review its Terms of Reference, to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Council of Governors for approval.

Chairing

The Appointments Committee will be chaired by a member of the Council of Governors, appointed by Council for this purpose.

In the event that the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of the meeting, a member of the Committee will be nominated by the Chair to deputise on his/her behalf.

~~If required, a Vice Chair of the Appointments' committee may be appointed by the Council of Governors and will chair meetings in the event that the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting.~~

Secretariat

The Deputy Company Secretary will be the secretary to the Appointments Committee. The duties of the secretary will include but not be limited to:

- providing administrative support and advice to the Chair and membership;
- preparation of the draft agenda for agreement with the Chair;
- organisation of meeting arrangements, facilities and attendance;
- collation and distribution of meeting papers;
- taking the minutes of meetings, including recording the names of those present and in attendance, and keeping a record of matters arising and issues to be

- carried forward;
- ascertaining at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly, and
- maintaining the Appointments' Committee's work programme.

Membership

Members with voting rights

Membership of the Committee will be elected from the members of the Council of Governors. Officers and directors of the Trust may, on invitation by the Committee, attend any of its meetings as advisers, but will not be eligible to vote on any matters which the Committee will be responsible for deciding on.

The Committee will comprise between five and eight governors, including the Chair of the Committee and the Lead Governor.

The Council of Governors will appoint the Chair of the Committee. The terms of office for the Chair of the Committee will be for one year, with the option for the incumbent to stand again. Any Committee member dissatisfied with the performance of the Committee Chair will follow the procedure as laid down in the Constitution with this regard.

The Director of Communications and Corporate Affairs and/or Deputy Company Secretary will attend all meetings of the Committee, and other executive directors or advisers may be invited to attend in an advisory capacity. Such officers attending may, at the discretion of the Committee Chair be required to leave any part of the Committee's meetings.

Members conflicted on any aspect of an agenda presented to the Committee, such as succession planning for a non-executive director vacancy or the Chair's position will declare their conflict and withdraw from discussions.

In attendance with no voting rights

The following posts are invited to attend meetings of the Appointments' Committee but will not be members or have voting rights:

- The Trust Chair
- The Senior Independent Director
- The Director of Communications and Corporate Affairs
- The Deputy Company Secretary

Quorum

Three members present will form a quorum for any of the Committee's meetings

Attendance

Members are expected to attend all meetings or to send apologies at least 24 hours prior to each meeting.

Frequency of meetings

The Committee will meet at least four times each year, and at other times as the Committee Chair and members may agree.

Papers

Papers to be distributed to members and those in attendance at least three working days in advance of the meeting.

Reviewed by the Appointments Committee on 11 December 2017
For approval by the Council of Governors at its meeting on 15 January 2018

Reporting

The Committee will report to the Council of Governors

The Committee Chair will report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee will make whatever recommendations to the Council of Governors it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will ensure that a statement is made in the annual report about its activities, including the process used to make appointments and explain if external advice or open advertising has not been used.

The Committee will make available upon request, in a format they deem appropriate, information regarding the attendance of all members at Committee meetings.

The Committee Chair will attend the annual members' meeting and be prepared to respond to any members' questions on the Committee's activities.

Review

These terms of reference will be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.

The Committee's next scheduled review of these terms of reference will take place in December 2018 for approval by the Council in January 2019.

**QVH Council of Governors
15 January 2018**

Executive overview



Key achievements

CQC

Trusts achieving 'much better than expected' results

One trust, Queen Victoria Hospital NHS Foundation Trust, was classed as 'much better than expected' for experiences of both 0-7 and 8-15 year-olds. A further five trusts were categorised in the highest band for one age group.

Trust average	Aged 0-7			Aged 8-15			Overall CQC rating	Core service rating Site 1	
	Band	Most Negative (0/10)	Middle	Most Positive (10/10)	Band	Most Negative (0/10)			Middle*
Moorfields Eye Hospital NHS Foundation Trust	S	4	17	79	MB	3	9	88	G
Northern Devon Healthcare NHS Trust	MB	2	11	87	S	3	16	81	RI
Queen Victoria Hospital NHS Foundation Trust	MB	3	9	88	MB	2	11	87	G
Royal Brompton and Harefield NHS Foundation Trust	B	3	14	83	MB	4	12	85	RI
Salisbury NHS Foundation Trust	B	4	15	81	MB	3	13	84	RI
St Helens and Knowsley Teaching Hospitals NHS Trust	S	6	19	75	MB	3	11	86	G

Trust performance	Much worse (MW)	Worse (W)	About the same (S)	Better (B)	Much better (MB)
CQC rating	Inadequate (I)	Requires improvement (RI)	Good (G)	Outstanding (O)	No rating (NR)

MIU

- GPs urgent on the day appt
- Until March 2018
- Extend until 8pm daily and 4hrs on a Saturday morning

BSUH MoU - aims

- Place patients at the centre of care
- Are productive and efficient
- Improve clinical outcomes
- Are clinically effective and sustainable
- Improve patient's experience of care
- Support the development of a sustainable workforce



Outstanding Patient Experience

- Increase in risk rating for KSO 1; patient at the heart of safe, compassionate and competent care provided by well led teams in an environment that meets the patients needs. Workforce remains the single biggest risk to sustaining and improving patient experience at QVH
 - Focus remains on nursing retention and recruitment in theatres, critical care and paediatrics, some improvement in CCU and paediatrics.
 - Senior nurse seconded to HR team which has improved nursing recruitment processes
 - Simplified and improved pay rates have been introduced in December 2017 for nursing and theatre staff
- Enhanced scrutiny of patient experience and safety measures in place evidence of sustained patient experience shown by:
 - Triangulation of patient safety incidents with patient experience feedback
 - Review of learning from previous never events
 - Sustained FFT monthly recommendation by patients
 - Complaints



World class clinical services

Safety

- Theatre checklist related never event and plans
- Seven day services
- Learning from deaths

Clinical Effectiveness

- STP and MoU
- IM&T progress
- New consultant appointments in plastic surgery and anaesthetics

Performance

- Appraisal and revalidation compliance
- Job planning implementation.
- Junior doctor training



Operational Excellence

18 week RTT Performance

The Trust is currently achieving circa 83% for 18RTT. The issues in performance are due to the high level of nursing and Operating Department Practitioner (ODP) vacancies alongside increased demand – both elective and non- elective;

Cancer Performance

- Below is the Trusts performance for October 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
October	2WW GP referral to first seen (urg. susp. cancer)	93%	252	26	89.7%
October	31 day Decision to first treatment	96%	76	2	97.4%
October	31 day Decision to subsq treatment (surgery)	94%	53	2	96.2%
October	62 day GP referral to first treatment	85%	25.5	6	76.5%

Financial Sustainability: M8 2017/18 YTD

Financial Performance	2017-18	Year to Date 2017-18		
Income and Expenditure	Annual Plan £k	Actual £k	Budget £k	Variance (Favourable/ (Adverse))
Patient Activity Income	66,056	42,932	44,266	(1,333)
Other Income	3,706	2,786	2,744	41
Total Income	69,762	45,718	47,010	(1,292)
Pay	(44,537)	(29,284)	(29,692)	408
Non Pay	(19,271)	(12,663)	(12,782)	118
Financing	(4,489)	(2,812)	(2,993)	180
Total Expenditure	(68,297)	(44,759)	(45,466)	707
Surplus / (Deficit)	1,465	959	1,544	(585)
Surplus (Deficit) %	2.10%	2.10%	3.28%	-1.19%
Adjust for Donated Depn.	(288)	(154)	(192)	(38)
NHSI Contol Total	1,753	1,113	1,736	(623)

- Underlying performance** – Income – volume & casemix; Pay – vacant posts; Non-pay – Clinical supplies.
- Cost Improvement and Productivity Programme (CIPP)** – YTD £2.1m ; over delivery of identified savings at Month 8 of £0.1m.
- Capital** – YTD expenditure is £1.5m; £0.6 behind plan. Forecast to materially achieve plan.
- Of note** – Control total not achieved at M8. Single Oversight Framework ‘use of resources’ score of 2. Forecast plan delivery.

Organisational Excellence

Attraction and retention of the workforce is our single biggest challenge

- Pre-work done to launch Facebook Social Media Campaign late January
- 'Workforce Matters' launched as information tool to support staff retention
- Launched 'refer a friend' scheme
- Careers Fairs scheduled with University of Brighton and South Bank, London
- Part of a collaborative to support the new registered Band 4 Nurse Associate role (April)
- Reviewing nurse apprenticeship route into registered nursing (Sept)
- Revised 'Bank' rates of pay to be very competitive in local area

Other headlines:

- Reduced average time to hire from 99 days to 56 (Aug – Dec 2017 snapshot)
- All consultants job plans will be reviewed January – March 2018
- Electronic Staff Record self service function from December 2017
- Phase 2 of 'Leading the Way' under development
- Active in STP workforce/organisational development initiatives



Report to: Council of Governors
Meeting date: 15 January 2018
Reference no: 14-18
Report from: John Belsey, Lead governor
Report authors: John Belsey, Lead governor and
Hilary Saunders, Deputy Company Secretary
Report date: 8 January 2018

Board of Directors update

1. Purpose

The purpose of this report is to provide Council with an update on Board activity since its meeting on 16 October.

2. Context

This report was prepared by John Belsey, Lead governor. As John is on extended leave during January, this report will be presented by the Trust Chair, Beryl Hobson. Additional assurance may be provided by those governors who attended the Board of Directors meeting on 4 January 2018.

3. Board of Directors business meeting: 02 November 2017

I attended the November board meeting where two other public governors were present. In my view the board meeting was extremely well chaired and there was a quality discussion in respect of important areas. In all areas the NEDs listened, provided good challenge and demonstrated an appropriate understanding of the issues and were realistic as to how matters can and should be taken forward.

After an interesting patient story regarding cancellation of an operation and improvements that could have been made to communications with the patient, there were discussions on quality and safety and on workforce review. These reports led to discussion on vacancies, bank staff, recruitment and staff retention. I asked for and received confirmation that the level of vacancies does not affect patient safety and John Thornton followed up on this with regard to weekends and out of hours. Ginny Colwell followed up in respect of ongoing issues with continued use of bank staff.

Our financial position is key and although we met our 6 month targets it was very challenging to do so and John Thornton made the point that given our ongoing focus on costs we must maintain our income generation if we are to meet our control totals for the year. This was acknowledged by the board and Sharon Jones and operational performance is being followed up on at January board. As an example 10 'super Saturdays' are being organised for early 2018 which will help ensure patients are seen on a timely basis and should help towards our income targets.

The joint Memorandum of Understanding between QVH and BSUH on burns services has now been signed by both parties. Although not yet in force until all the requirements

are met, it is deemed that ensuring safe and quality care for paediatric burns should be the first focus. To progress the arrangements will require an on call rota of 6 QVH employed consultants being based at BSUH's major trauma centre (we currently have 5) and nursing workforce transfer/ recruitment. The Board agreed these arrangements should be progressed and the MoU should help the Trust in providing it with certainty for the ongoing provision of such services whilst ensuring the best and safest outcome for patients.

Importantly we also heard from the new 'Freedom To Speak Up Guardian', Andi Heaton which provides another mechanism for staff to feedback on areas of concern. Although early days a number of issues have been raised and alongside the existing feedback alternatives it is hoped that staff are feeling more reassured that their feedback and concerns are being listened to and where appropriate acted upon. The board agreed staff should not feel any ramifications for speaking up which is a residual concern in some areas and we agreed to investigate how Andi can be further supported in her role.

4. Board of Directors seminar 07 December 2017

I was pleased to attend the Board Away Day in Crawley in early December. The day was hosted by an independent facilitator and involved pre-preparation work around the Trust's key priorities in the short and long-term as well as our own skills that can help develop that strategy. On the day we initially heard from Steve Jenkin with his own views as to our current vision based on the previous 2020 strategy together with how that fits in the current health economy and what changes might be considered appropriate for our strategy. We shared our own views as to where we thought the Trust could and should be in 5 years time. Noting key themes and strategy areas we then started to develop an ambition for those areas such as safety, quality, services and products, estates and very importantly staffing. We started to develop actions as to how we will get to the desired strategy outcomes and we set out timelines by which the actions should be achieved. This is a work in progress and strategy development will again be high on the agenda at the next board seminar/away day in February by which time the actions will be well under way.

Clearly some of the factors which affect the position of the Trust in 5 years time are out of our control and we all have a slightly differing view of what our Trust should aim towards, however we are unified by the need to develop a strategy and our desire to continue to be known for our high standards of quality in respect of services that we provide, that patient care should remain outstanding and that our staff are our greatest asset.

The non-executive directors gave their own view of the strategy and where they saw the Trust in 5 years time and had suggestions as to how each of the relevant workstreams should be taken forward. The NEDs have agreed to work with the relevant board members in respect of each of the areas of focus to ensure actions are taken forward.

Overall the day was extremely productive and provides a good basis on which to move forward and develop an appropriate strategy for the Trust over the next 5 years.

5. Recommendation

The Council of Governors is asked to **NOTE** the contents of this report

NHS foundation Trust Quality Reports Governor Selected Indicator 2017/18

Jo Thomas

Director of Nursing & Quality



NHS Foundation Trust Quality Indicator Selection and Audit Requirements

- NHS Improvement require all NHS foundation trusts to produce reports on the quality of care (as part of their annual reports).
- Quality reports help trusts to improve public accountability for the quality of care they provide.
- The quality report incorporates all the requirements of the quality accounts regulations as well as our additional reporting requirements
- Trusts must obtain external assurance on their quality reports. Subjecting them to independent scrutiny improves the quality of data on which performance reporting depends.

Queen Victoria Hospital NHS Foundation Trust- Quality Account Priorities Update 2017/18

QVH's Quality Priorities 2017/18 have been developed in collaboration with all staff, our Executive Team and the Trust's Quality and Governance Committee.

Priorities are built around our ambitions and intention to deliver safe, reliable and compassionate care in a transparent and measurable way. Each priority comes under one of the three core areas of quality:

- **Patient safety** – having the right systems and staff in place to minimise the risk of harm to our patients and, if things do go wrong, to be open and learn from our mistakes.
- **Clinical effectiveness** – providing high quality care, with world-class outcomes, whilst being efficient and cost effective.
- **Patient experience** – meeting our patients' emotional as well as physical needs.



Patient safety: Increased theatre productivity

Rationale:

QVH is a surgical hospital and our operating theatres are critical for treating and caring for our elective and trauma cases.

Using our theatres efficiently and effectively is key to reducing waits for treatment, reducing cancellations and making best use of NHS money. It is also important for patient experience and staff morale

What success will look like

While there will always be some operating lists where start time is delayed, for example if a clinician urgently needs to attend to a seriously unwell patient on the ward, QVH has set internal targets for theatre start times.

The QVH target for elective lists starting within 15 minutes of the booked start time is:

- Q3 17/18 40%; Q4 17/18 50%
- Q1 18/19 60%; Q2 18/19 70%; Q3 18/19 75%; Q4 18/19 80%

The start of an operation is defined as the moment when the anaesthetic is administered, or 'needle to skin' time.

Q1

Postponed

Q2

Postponed



Clinical effectiveness: Mouth Care Matters

Rationale:

This is an initiative to help improve the oral health of all of our inpatients. It raises awareness of the links between oral health and general health, and ensures that patients' mouth care is being looked after and recorded in the notes for all inpatients. A baseline audit was carried out in November 2016 to assess current oral health practice and protocols at QVH. These findings showed that mouth care was not sufficiently recorded in the patient's notes, and there was low staff awareness of the importance of oral health for patients.

To support this initiative, a programme of mandatory mouth care training sessions have been scheduled throughout the year for nursing assistants, nurses and other staff involved in the provision of mouth care.

What success will look like

QVH will target a quarterly improvement in findings showing mouth care is being recorded in patient notes and improvements being made to our current oral health practice to the benefit of patients.

We are also seek a quarterly increase in staff confidence in providing mouth care to our patients and understanding of the importance of good oral health in relation to the patient's general health. This will be measured through the nursing feedback questionnaire and training course evaluations.

Q1

Achieved

Q2

Achieved



Patient experience: Improving patient experience in outpatients

Rationale:

Last year patients attended 173,500 outpatient appointments at QVH and it is important to us that this should be a positive experience. We are continuing to work on initiatives that will make the waiting time shorter and each waiting area is being reviewed to ensure that when waits are unavoidable, patients are made as comfortable as possible and kept informed.

What success will look like

By the end of 2017/18 there will be designated paediatric waiting areas within outpatients, improved vending facilities and an improved waiting environment.

We also aim to reduce waiting times in clinic, improve clinic utilisation and reduce the amount of rebooking of appointments due to hospital and patient cancellations.

Q1

Achieved

Q2

Achieved



Governor indicator selection and audit requirements

- Governors are required to select the local performance indicator to be audited which is retrospective in nature (either reported internally or externally during 2017/18).
- In addition, Governors are asked to think about which indicator they would like to be taken forward in 2018/19:
- Suggestions:
 - Vacancies by department as a %
 - Number of patient safety incidents reported by ward on a monthly basis
 - Number of operations cancelled on the day on a monthly basis
 - How many patients present in MIU between 20:00 – 22:00
 - How many patients leave MIU before treatment
 - Percentage first response received by the complainant within agreed time
 - Cancelled operations
 - Pressure ulcers identified between grades 2-4 inclusive



Thank you

Any questions?

Jo Thomas
Director of Nursing & Quality
Queen Victoria Hospital NHS Foundation Trust
Holtye Road
East Grinstead
West Sussex
RH19 3DZ

Jo.thomas8@nhs.net

01342 414360

07798 646419

