

Meeting of the Council of Governors

Monday 14 October 2019

Session in public at 16:00

**Jubilee Community Centre
Charlwoods Road
East Grinstead
RH19 2HL**



Meeting of the public session of the Council of Governors
Monday 14 October 2019 at 16:00
Jubilee Community Centre, Charlwoods Road, East Grinstead RH19 2HL

Agenda: meeting session held in public				
No.	Item	Purpose	Time	Mode
Standing items				
72-19	Welcome, apologies, declarations of interest and eligibility <i>Beryl Hobson, Chair</i>		16:00	-
73-19	Draft minutes of the meeting held on 29 July 2019 for approval <i>Beryl Hobson, Chair</i>	<i>Approval</i>	16:05	<i>Enc</i>
74-19	Matters arising and actions pending from previous meeting <i>Beryl Hobson, Chair</i>	<i>Review</i>	16:10	<i>Enc</i>
Know your Trust				
75-19	Staff wellbeing <i>Geraldine Opreshko, Director of Workforce and OD</i>	<i>update</i>	16:15	<i>presentation</i>
Council business				
76-19	Review of Council of Governor Standing Orders <i>Clare Pirie, Director of communications and corporate affairs</i>	<i>approval</i>	16:30	<i>Enc</i>
Holding non-executive directors to account for the performance of the board of directors				
77-19	Executive overview <i>Steve Jenkin, Chief Executive and members of the Executive Management Team</i>	<i>Information</i>	16:35	<i>presentation (Enc)</i>
78-19	Board of Directors <i>Lead Governor and Beryl Hobson, Trust Chair</i>	<i>Information</i>	16:55	-
79-19	Financial and performance committee <i>Feedback provided by Kevin Gould, committee member and Mickola Wilson, governor representative</i>	<i>Discussion</i>	17:00	-
80-19	Quality and governance committee <i>Feedback provided by Karen Norman committee Chair and Doug Hunt, governor representative</i>	<i>Discussion</i>	17:15	-
81-19	Audit Committee <i>Feedback provided by Kevin Gould, committee Chair and Glynn Roche, governor representative</i>	<i>Discussion</i>	17:30	-

82-19	Charity Committee <i>Update provided by Gary Needle, committee Chair, Chris Halloway governor representative and Carol Lehan, Staff governor representative</i>	Discussion	17:40	-
83-19	Any other questions for non-executive directors <i>All members of Council of Governors</i>	Discussion	17.45	-
Any other business				
84-19	Annual reminder of Trust information governance requirements <i>Clare Pirie, Director of communications and corporate affairs</i>	-	17:50	<i>Enc</i>
Questions				
85-19	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>	Discussion	17.55	-
Dates of next meeting				
Business meetings of the council of governors to be held in public				
2019/20 Monday 13 January 2020				

Document:	Minutes Draft and unconfirmed	
Meeting:	Council of Governors session in public 29 July 2019 14:00 Meridian Hall, East Court, East Grinstead RH19 3LT	
Present:	Beryl Hobson (BH)	Chair
	Brian Beesley (BB)	Public governor
	John Belsey (JEB)	Public governor
	Liz Bennett (LB)	Stakeholder governor
	St John Brown (StJB)	Stakeholder governor
	Colin Fry (CF)	Public governor
	Antony Fulford-Smith (AFS)	Public governor
	Angela Glynn (AG)	Public governor
	Chris Halloway (CH)	Public governor
	Janet Haite (JDH)	Public governor
	John Harold (JH)	Public governor
	Douglas Hunt (DH)	Public governor
	Andrew Lane (AL)	Public governor
	Carol Lehan (CL)	Staff governor
	Tony Martin (TM)	Public governor
	Peter Shore (PS)	Public governor
	Robert Tamplin (RT)	Public governor
Tony Tappenden (TT)	Public governor	
Martin Williams (MW)	Public governor	
In attendance:	Clare Pirie (CP)	Director of communications and corporate affairs
	Hilary Saunders (HS)	Deputy Company Secretary (minutes)
	Steve Jenkin (SJ)	Chief executive
	Jo Thomas (JMT)	Director of nursing
	Michelle Miles (MM)	Director of finance
	Kevin Gould (KG)	Non-executive director
	Gary Needle (GN)	Non-executive director
	Karen Norman (KN)	Non-executive director
	John Thornton (JT)	Senior independent director
Apologies:	Sandra Lockyer (SL)	Staff governor
	Joe McGarry (JMcG)	Public governor
	Julie Mockford (JM)	Stakeholder governor
	Glynn Roche (GR)	Public governor
	John Wiggins (JW)	Public governor
	Mickola Wilson (MRW)	Public governor
	Abigail Jago (AJ)	Director of operations
	Geraldine Opreshko (GO)	Director of Workforce and OD
Ed Pickles (EP)	Medical Director	
WELCOME		
49-19	<p>Welcome, apologies and declarations of interest and eligibility BH welcomed JH back to Council and also congratulated PS on being elected for a second term. She went on to welcome KN to her first Council meeting since her appointment in April. Apologies were noted as above. There were no new declarations of interest or eligibility.</p>	

50-19	<p>Draft minutes of the meeting held on 8 April 2019 for approval</p> <p>It was noted that CF's name was missing from the list of those present; the final version would be amended to reflect his attendance. The minutes were then approved as a correct record.</p>
51-19	<p>Matters arising and actions pending from previous meeting</p> <p>Council received and approved the current record of matters arising and actions pending</p>
52-19	<p>Paediatric burns service</p> <p>JMT reminded Council that the Board had reviewed a business case which had been developed to improve inpatient paediatric burns services in Kent, Surrey and Sussex. Its preferred option had been to share inpatient and outpatient services with the Royal Alexandra Children's Hospital, Brighton; however, Boards of both hospitals had not approved the business case as it was not currently financially or operationally viable. Today's update therefore focused on the interim safety measure being implemented involving the temporary divert of all inpatient paediatric burns patients from Kent, Surrey and Sussex to Chelmsford or Chelsea and Westminster hospitals. This would take effect from 01 August 2019. In the meantime, QVH would continue to provide 24 hour telemedicine assisted triage, early and reconstructive surgery, outpatient burns assessment and dressings, follow up outpatient care, therapies, delayed surgery and scar management.</p> <p>The main benefit of this proposal was to reduce the risks associated with unplanned transfer of children who become acutely unwell as a result of their burn injury. All stakeholders including commissioners, the Burns network, chairs of Sussex and Kent Health and oversight scrutiny committees (HOSC), and Chelsea and Westminster and Chelmsford Hospitals were fully engaged and supportive of the process. The downside was that this would involve more travel time for families. It was also noted there was a risk that over time, patients and their families may choose to continue their treatment where they received inpatient care rather than reverting back to QVH for outpatient follow-up appointments.</p> <p>Council considered the contents of the update and received additional clarification as follows:</p> <ul style="list-style-type: none"> • Service requirements had changed significantly in recent years, and although the Trust had put mitigations in place, it would not be right to continue to provide the service in its current format. • Staff affected had been fully apprised of developments throughout this process. As staff governor working on Peanut, CL noted that there had been significant changes to patient pathways in recent years with a shift to predominantly outpatient care, with much of the service carried out by phone. However, there would still be a need for staff to support outpatients and burns outreach care. <p>BH suggested that any further queries could be raised through the Governor Log (via GMU).</p> <p>There were no further questions and Council noted the contents of the update.</p>
53-19	<p>Ratification of appointment of new NED</p> <p>JEB reminded Council that the appointment of new non-executive Paul Dillon-Robinson had been approved via email in May, as permitted under the Council of Governor standing orders. Council noted that the appointment would take effect from 01 October 2019.</p>

	<p>BH thanked the Corporate Affairs and HR teams who had managed the in-house recruitment process, avoiding the expense associated with using executive search firms. She then went on to thank all members of the Appointments committee, particularly TM as Chair, who had worked hard to ensure successful appointment of two high calibre non-executive directors.</p>
54-19	<p>Chair and non-executive director appraisal process 2018/19 This item had been covered in detail during the closed session of the meeting. For the record JEB confirmed that a robust appraisal process had been undertaken for all NEDs, including the Chair. All appraisals were now complete and objectives accepted.</p> <p>JEB concluded by thanking JT for his support in undertaking the Chair’s appraisals since his appointment as SID.</p>
55-19	<p>Chair and non-executive director remuneration This item had been considered during the earlier closed session of the meeting. The Appointments committee had undertaken a review of the both NED and Chair remuneration. This had also included national benchmarking data showing that current remuneration continued to be above average for a foundation trust the size of QVH.</p> <p>In view of this, and in light of the current financial climate, Council approved the Committee’s recommendation that there should be no upward review of either the Chair or NED remuneration in 2018/19, whilst noting that this was no reflection on performance.</p>
56-19	<p>CoG engagement/committee membership and governor representative roles CP presented a report confirming the outcome of governor representative elections in 2019, noting that the Trust was very grateful for the active support of so many governors.</p> <p>Although JH’s recent appointment as public governor had not taken effect until after the governor representative elections had closed, CP reported that he had expressed an interest in joining the Appointments committee. Noting that there was a vacancy for an additional member and taking into account JH’s level of experience, Council approved this appointment, which would take place with immediate effect.</p> <p>Due to his many other commitments, lead governor JEB, had decided to step down this year. BH thanked JEB for his wise counsel and support in recent years. CP reminded Council that, as set out in the constitution, this role is recommended by the Chair for approval by the Council of Governors and after due consideration, Council approved the Chair’s recommendation to appoint PS as lead governor for the next 12 months.</p> <p>PS thanked Council and the Chair for their support. He went on to remind governors that a vacancy remained for a governor representative to the STP Engagement and Equality Reference Group. It was agreed that should any governors require further information they would contact PS directly, and then confirm their interest with HS by the end of August.</p>
57-19	<p>Appointment of new SID This item had been considered during the closed session of the meeting. With JT due to step down on 30 September, the Constitution required a new SID to be appointed by the Board of Directors in consultation with the Council of Governors.</p> <p>At its meeting in July, the Board had approved the recommendation of the Chair that GN</p>

	<p>be appointed SID with effect from 01 October; after due consideration, Council had confirmed that it supported this recommendation.</p> <p>BH thanked JT who had been very assiduous as senior independent director.</p>
<p>58-19</p>	<p>Executive overview</p> <p>At its meeting on 24 June, the Governor steering group had requested today's focus be around the paediatric inpatient burns service; therefore today's executive overview was taken as read. Having considered the contents of the report Council sought additional clarification as follows:</p> <ul style="list-style-type: none"> • East Surrey partners, First Community Healthcare and Surrey and Sussex NHS Trust had now moved across to the Surrey Heartlands Integrated Care System; the four remaining acute providers across Sussex had established the Sussex Acute Collaborative Network (SACN) reporting to their respective Boards and to the Sussex Sustainability and Transformation Partnership (STP) via the STP Executive Group. • Financial deficit had created difficulties within our STP in the past, however CCGs were now better placed to develop towards Integrated Care System (ICS) status. • Our STP would now be known as the Sussex Health and Care Partnership (SHACP) and changes had improved the potential for working with local authorities (QVH would become part of the West Sussex ICS). • QVH was building on its current partnership working with Brighton (BSUH) and Western Sussex Hospitals (WSHFT) whilst also taking into account patients in Kent. • The agreed plan to eliminate patient waiting over 52 weeks had not envisaged the high number of patient initiated delays (20 from a total of 36 patients) which are the main cause of QVH being behind plan. The NHS Intensive support team was reviewing figures and although QVH remained an outlier in the region, SJ was confident that we had a good grip on the current position. <p>There were no further questions and Council noted the contents of the update.</p>
<p>59-19</p>	<p>Board of Directors</p> <p>Since the last Council meeting in April, BH reported that the Board had held two public meetings, and one seminar. There had been no lead governor present at the meetings in May or July, although several public governors had attended as observers.</p> <p>Highlights of the May meeting included a patient story which had important learning around poor experience of overall holistic care. The June seminar focused on the CQC recommendation to reduce mandatory and statutory training targets to 90%, the Trust financial recovery plan and national and regional workforce plans. The Board heard a very positive patient story at the July meeting and celebrated the results of the CQC inspection and national inpatient survey.</p> <p>There were no comments or questions and Council noted the contents of the update.</p>
<p>60-19</p>	<p>Quality and governance committee</p> <p>KN reported that the Committee had held three meetings since the previous Council of Governors in April. These had included the standard meeting in June at which the outcome of the CQC inspection and subsequent action plan had been discussed, together with the regular review of the corporate risk register, medical director report on Getting It Right First Time report and assurance that any cost improvements were not impacting detrimentally on risk or quality.</p>

	<p>The meeting held each year at which annual reports from Q&GC sub-groups were reviewed and recommended for approval to the Board had taken place, in addition to a seminar on 21 July at which the committee had undertaken a self-effectiveness review.</p> <p>As governor representative to the committee, DH added that the Trust was aiming to move towards an Outstanding CQC rating with KN focusing on how to drive this through.</p> <p>In response to a question from Council, JMT confirmed that QVH had established a working group to manage the impact of a no-deal Brexit. This group was chaired by SJ, with MM as Senior Responsible Officer and the Deputy Director of Nursing as Trust lead. The organisation is fully sighted on the possibility of a no-deal Brexit and there is nothing to suggest that a no-deal outcome would impact on quality of care or safety at QVH.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p>61-19</p>	<p>Finance and performance committee</p> <p>JT reported on progress as follows:</p> <ul style="list-style-type: none"> • Operational performance: Steady progress had been made in respect of the RTT18 waiting lists, with good organisational grip and visibility. Focus was now on capacity optimisation. • Workforce: The vacancy rate was falling with a high number of staff now in substantive posts; however, there had not been a commensurate reduction in bank and agency usage which was impacting to the detriment of finance. Whilst the MAST target had been reduced from 95% to 90%, this would not equate to a lowering of standards. • Finance: underperformance to date was due largely to reduced income as a result of the changes in case mix of Plastic inpatients. This year's main objective was to achieve budget and re-establish credibility, returning to breakeven position in the long term with costs aligned to revenue. Future sustainability depended on QVH identifying a meaningful role within the STP. <p>Council considered the update and received clarification as follows:</p> <ul style="list-style-type: none"> • The national doctors' pension crisis had impacted significantly on activity and the issue was now on the Trust's risk register. • Whilst there would be financial implications as a result of the decision to divert inpatient paediatric burns patients, quality and safety remained paramount. • Recent Friends and family test scores indicated that staff remained engaged, partly as a result of recent initiatives such as the new theatres rest area, revamped Surgeons' Mess and availability of support from Psychotherapy teams. <p>On behalf of the executive team, SJ thanked JT for his pragmatic and supportive approach during his time as Chair of the F&PC.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p>62-19</p>	<p>Audit committee</p> <p>KG combined this update with his report on the external auditors' work and fees in 2018/19 (item: 67-19). Key points included:</p> <ul style="list-style-type: none"> • Audit meetings take place four times a year (plus once to review the annual report and accounts). The committee has a statutory duty to review assurance around the Trust's key strategic objectives and also has overview of the internal audit reports. • RSM UK were appointed as the Trust's internal audit providers in April this year. The work plan was reviewed by the executive and the audit committee prior to approval.

	<ul style="list-style-type: none"> As described in the report, this year's audit had been more difficult than in previous years, partly due to a change in risk profile caused by the Trust's changed financial position and partly by new accounting standards. A plan to make the process smoother next year has been drafted by Finance and will be agreed with KPMG in advance of the 2019/20 audit. GR was the governor representative for the committee and when unable to attend meetings in person, he follows up on developments directly with KG. <p>There were no further comments and Council noted the contents of the update.</p>
63-19	<p>Charity committee</p> <p>As Chair of the QVH Charity committee, GN provided a brief overview of recent activity including:</p> <ul style="list-style-type: none"> The Trust's 'Charity of the year' partnership with Sainsburys which had raised over £6k; GN expressed his thanks to everyone who had supported the fundraising events. Ambassador Jack Ashton had significantly raised the profile of the Charity by taking part in such events as the Mud Monsters Run. In June the committee had approved new patient bedside chairs for Canadian Wing, a portable scanner for the facial palsy team and two projects for the Peanut children's ward. <p>CH thanked Council for re-electing her as governor representative to the Committee.</p> <p>There were no further comments and Council noted the contents of the update.</p>
64-19	<p>Any other questions for non-executive directors</p> <p>There were none.</p>
65-19	<p>FT membership engagement strategy 2019</p> <p>CP presented a report which showed how the Trust aimed to ensure that membership engagement is relevant and appropriate for the size of the Trust. Highlights included:</p> <ul style="list-style-type: none"> At present there are circa 7,400 public members; whilst individuals have left and joined the total number has remained stable over the last 12 months. The majority of members have chosen not to disclose information in relation to protected characteristics; however, our database does show that 41% of the public membership are male and 51% female. We also know that 44% of members are aged over 55 (in line with other specialist FTs in this respect). Promotion of membership is not specifically resourced and is therefore done in a relatively low key way. Future plans include continuing to promote membership and its benefits to patients and members of the public who contact the Trust, and encourage governors to inform communities about services offered at QVH through use of the membership presentation. <p>There were no further comments and Council noted the contents of the update.</p>
66-19	<p>Quality account indicators 2019/20</p> <p>JMT reported that the three quality indicators in 2019/20 had been identified as:</p> <ul style="list-style-type: none"> Implementation of an eObservations system (patient safety) Continued roll out of virtual clinics (clinical effectiveness), and More detailed enquiries into the impact of major life altering surgery (patient experience).

	<p>As reported under matters arising, the Governor selected indicator would be cancellation by QVH of appointments in Outpatients. JMT was confident there was now a robust audit process in place as part of the productivity work being undertaken within the Operations directorate.</p> <p>Council was also advised that the indicator selected last year (theatre utilisation) had been rolled forward into a bigger piece of work currently being undertaken by the operations team as part of the productivity improvements.</p> <p>There were no further comments and Council noted the contents of the update.</p>
67-19	<p>Assessment of external auditors work and fees 2018/19 This item was covered by KG during his update under 62-19.</p>
68-19	<p>Any other business There was none.</p>
69-19	<p>Questions from members of the public There were none.</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
October 2019						
1	45-19	2019/20 corporate objectives for non-executive directors to be circulated to Council for information.	BH	ASAP		Pending

Meeting date: 14 October 2019
Reference number: 76-19
Report from: Clare Pirie, Director of communications and corporate affairs
Authors: Clare Pirie, Director of communications and corporate affairs, Hilary Saunders, Deputy Company Secretary
Report date: 07 October 2019
Appendices: Current standing orders

STANDING ORDERS FOR THE COUNCIL OF GOVERNORS

Purpose

The purpose of this paper is ask Council to review and approve the current Standing Orders to ensure that it has up to date constitutional rules and procedures to regulate the proper conduct of its business.

Background

1. Standing Orders describe basic rules and procedures to be adhered to by Governors and, aligned to the Trust's Constitution, form part of a comprehensive framework for the functions of the Council.
2. Governors are provided with a copy of these standing orders and the QVH Constitution at induction when they join the Trust and should where necessary, be familiar with the detailed provisions.

Key issues

3. In September 2019, the Governor Steering Group reviewed the current version; no further amendments are proposed at this stage.
4. QVH Council of Governors is expected to conduct its business in accordance with the Standing Orders.
5. The next review is scheduled for October 2022.

Recommendation

Council is requested to review and **APPROVE** the Standing Orders for use by the Council of Governors for the next three years.

Standing Orders

Council of Governors Queen Victoria Hospital NHS Foundation Trust

Author: Clare Pirie, ~~head~~ Director of ~~corporate affairs and~~ communications and corporate affairs

Approved: Council of Governors

Review: In conjunction with the Constitution, but as a minimum every three years

document control sheet

Document title		QVH Council of Governors Standing Orders
Version	1	Approved by the Council of Governors at its meeting held in public on 20 October 2016

INTRODUCTION

Queen Victoria Hospital NHS Foundation Trust (the Trust) is a Public Benefit Corporation under the National Health Service Act, 2006 (the 2006 Act) which was established to provide goods and services for the purpose of the health service in England. A Public Benefit Corporation is a body corporate which is constituted in accordance with Schedule 7 of the 2006 Act.

The Council of Governors adopts these Standing Orders in order to make further provisions for the regulation of the practice and procedure to be followed at its meetings in matters not already provided for in the Constitution in that regard.

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1. INTERPRETATION

In these Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning in these Standing Orders. For ease of reference certain words and expressions defined in the Constitution appear below with their definitions:

Word or expression	Meaning
"The 2006 Act"	the National Health Service Act 2006(as amended);
"The 2012 Act"	the Health and Social Care Act 2012
"Constitution"	the Constitution for the time being of the Foundation Trust;
"Board of Directors"	the Board of Directors as constituted in accordance with the Constitution;
"Clear Day"	a day of the week not including a Saturday, Sunday or public holiday;
"Standing Orders"	these Standing Orders of the Council of Governors and as may be amended from time to time;
"Chair"	the—person appointed in accordance with the Constitution to ensure that the Board of Directors and Council of Governors successfully discharge their overall responsibilities for the Foundation Trust as a whole. The expression "the Chair" shall include the Deputy Chair or any other Non-Executive Director appointed if the Chair or Deputy Chair is absent or is otherwise unavailable;
"Chief Executive"	the Chief Executive and Accounting Officer of the Foundation Trust;
"Council of Governors"	the Council of Governors as constituted in accordance with the Constitution;
"Director"	a member of the Board of Directors whether they be an "Executive Director" or a "Non-Executive Director" (as the case may be) as those terms are defined in the Constitution;
"Governor"	a member of the Council of Governors;
"Licence"	means the licence granted to the Foundation Trust

	under Section 88 of the 2012 Act
“Monitor”	the body corporate known as Monitor, as provided by Section 61 Of the 2012 Act; which in April 2016 became part of NHS Improvement;
“Motion”	a formal proposal to be discussed and voted on during the course of a meeting;
“NHS Improvement”	the operational name for the organisation that is responsible for overseeing foundation trusts, NHS trusts and independent providers of NHS-funded care. NHS Improvement is responsible for the functions provided until April 2016 by Monitor;
“Officer”	an employee of the Trust;
"Register of Interests"	the register of Governors interests declared from time to time and maintained by the Secretary;
“Secretary”	means the Secretary of the Foundation Trust as defined in the Constitution
“Foundation Trust”	means The Queen Victoria Hospital NHS Foundation Trust and has the same meaning as in the Constitution;
“Deputy Chair”	means the Deputy Chair of the Foundation Trust appointed in accordance with Paragraph 36 of the Constitution.

2. THE COUNCIL OF GOVERNORS

Roles and Responsibilities

2.1 The role of the Council of Governors is to function as representatives of the members of the Foundation Trust. The general duties of the Council of Governors are to hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors and to represent the interests of the members of the Foundation Trust as a whole and the interests of the public.

2.2 The Council of Governors cannot delegate any of its powers but can appoint advisory committees to support it in its work.

3. MEETINGS OF THE COUNCIL OF GOVERNORS

Setting the Agenda

3.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.

Agenda

3.2 A governor desiring a matter to be included on an agenda for a meeting of the Council of Governors shall specify the question or issue to be included in writing to the Chair or Secretary at least three Clear Days before notice of the meeting is given. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than three Clear Days before the notice is given may be included on the agenda at the discretion of the Chair. In order to facilitate the appropriate and timely receipt of any such question or issue the Chair of each meeting of the Council of Governors shall at each meeting advise those present and include in the minutes of such meeting details of the date of issue of the notice of the subsequent meeting.

4. PETITIONS

4.1 Where a petition has been received by the Foundation Trust, the Chair shall include the petition as an item for the agenda for the next meeting of the Council of Governors.

4.2 A petition must be received a minimum of five Clear Days before the meeting so it may be included in the agenda papers.

5. NOTICES OF MOTION

5.1 Any Governor desiring to move or amend a motion shall send a written notice thereof to the Chair or Secretary, in sufficient time to enable its inclusion in the agenda for the next following meeting of the Council of Governors, and the Chair or Secretary shall insert in the agenda for the meeting all notices so received. This Paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to the Chair's discretion.

6. WITHDRAWAL OF MOTIONS OR AMENDMENTS

6.1 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

7. MOTION TO RESCIND A RESOLUTION

7.1 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing, shall bear the signature of the Governor who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Council of Governors, a motion to the same effect shall not be proposed within six months other than by the Chair.

8. MOTIONS

8.1 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

8.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

8.2.1 an amendment to the motion;

8.2.2 the adjournment of the discussion or the meeting;

8.2.3 that the meeting proceed to the next business;

8.2.4 that the motion be now put;

8.2.5 that members of the public be excluded in accordance with paragraph 21.1 of the Constitution

8.2.6 no amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

9. WRITTEN MOTIONS

9.1 In urgent situations and with the consent of the Chair, business may be effected by a written motion to deal with business otherwise required to be conducted at a meeting of the Council of Governors.

9.2 If all members of the Council of Governors have been notified of the proposal and a simple majority of the member of the Council of Governors entitled to attend and vote at a meeting of the Council of Governors confirms acceptance of the written motion either in writing or electronically within five Clear Days of despatch then the motion will be deemed to have been resolved, notwithstanding that the Governors have not gathered in one place.

9.3 The effective date of the resolution shall be the date that the last confirmation is received by the Secretary and, until that date a member of the Council of Governors who has previously indicated acceptance can withdraw and the motion shall fail.

9.4 Once the resolution is passed, a copy certified by the Secretary shall be recorded in the minutes of the next ensuing meeting where it shall be signed by the person presiding at it.

10. CHAIR'S RULING

10.1 Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall prevail and be observed at the meeting.

10.2 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Council of Governors' Standing Orders (on which she or he shall be advised by the Secretary).

11. MINUTES

11.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where, once agreed, and if appropriate as amended, they shall be signed by the person presiding at it as a true record.

11.2 No discussion shall take place upon the subject matter of the minutes except upon their accuracy or where the Chair considers discussion appropriate.

11.3 Without prejudice to the provisions of the Constitution of the circulation of meeting papers, minutes of meetings will be taken and circulated in accordance with wishes of the Council of Governors.

12. SUSPENSION OF COUNCIL OF GOVERNORS' STANDING ORDERS

12.1 Except where this would contravene any law or regulation (to which the Foundation Trust or the Council of Governors' is subject), or the Licence or the Constitution, any one or more of the Council of Governors' Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors' are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.

12.2 A decision to suspend Council of Governors' Standing Orders and the reason for such decision shall be recorded in the minutes of the meeting.

12.3 A separate record of matters discussed during the suspension of Council of Governors' Standing Orders shall be made and shall be available to the Governors.

12.4 No formal business may be transacted while Council of Governors' Standing Orders are suspended.

13. VARIATION AND AMENDMENT OF STANDING ORDERS

13.1 These Council of Governors' Standing Orders shall be varied or amended only:

13.1.1 if the variation or amendment proposed does not contravene the law or regulation to which the Foundation Trust or the Council of Governors' is subject, or the Licence or the Constitution; and

13.1.2 if a notice of motion under Standing Order 5 has been given; and

13.1.3 if at least two-thirds of the Governors are present; and provided that

13.1.4 no fewer than half the Governors present and entitled to vote, vote in favour of the variation or amendment.

14. RECORD OF ATTENDANCE

14.1 The names of the Governors present at the meeting shall be recorded in the minutes.

15. DECLARATIONS OF INTERESTS

Declaration of interests and conflicts of interest

15.1 Provisions of the Constitution on conflicts of interests shall apply as if they were expressly set out as part of these Standing Orders.

15.2 If a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and on or before such consideration and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if he has declared a pecuniary interest or other relevant and material interest, he shall not take part in the consideration or discussion of the matter. For the purpose of these Council of Governors' Standing Orders "relevant and material" interests shall have the same meaning as stated in Annex 8 of the Constitution:

15.3 Any travelling or other expenses or allowances payable to a Governor in accordance with the Constitution or these Standing Orders shall not be treated as a pecuniary or relevant and material interest.

Fit and proper persons test

15.4 As established by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("the regulations"), QVH has a duty not to appoint a person or allow a person to continue to be an executive director or equivalent, a non-executive director or a governor of the trust under given circumstances known as the "fit and proper person test".

15.5 In accordance with its fit and proper person requirements policy, the Trust requires Governors to declare on appointment and thereafter annually that they remain a fit and proper person to be appointed as a Governor.

15.6 If Governors have any doubt about the regulations or declarations, this should be discussed with the Secretary or Chair.

15.7 The consequences of false, inaccurate, or incomplete information by individuals subject to the Regulations may be their removal from office, pending the outcome of an investigation.

16. REGISTER OF INTERESTS

16.1 The Secretary shall record any declarations of interest made in a Register of Interests kept by him in accordance with the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

16.2 The Register will be available for inspection by members of the public free of charge at all reasonable times. A person who requests it is to be provided with a copy or extract from the register. If the person requesting a copy or extract is not a member of the Trust then a charge may be made for doing so.

17. STANDARDS OF BUSINESS CONDUCT

17.1 In relation to their conduct as a Governor of the Trust, each Governor must comply with the codes of conduct or requirements set out in these Council of Governors' Standing Orders, the Licence and Constitution for the time being and otherwise as implemented by the Foundation Trust plus, in general terms the principles outlined in relation to standards of business conduct for NHS staff as may apply from time to time. In particular, the Foundation Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.

17.2 A Governor shall not solicit for any person any appointment in the Foundation Trust.

18. REMUNERATION

18.1 Governors are not to receive remuneration but may receive reimbursement of expenses.

19. PAYMENT OF EXPENSES TO GOVERNORS

19.1 The Foundation Trust may pay travelling and other expenses to Governors for attendance at general meetings of the Governors, or any other business authorised by the Secretary as being under the auspices of the Council of Governors.

19.2 Mileage claims will be reimbursed at the prevalent Inland Revenue Allowable Mileage Rate. Car parking and standard public transport fares will be reimbursed at the cost incurred subject to Trust policies.

19.3 Any other expenses relating to business may be reimbursed but will require the prior authorisation of the Secretary.

19.4 Expenses will be authorised and reimbursed through the Secretary's office at such rates as the Foundation Trust decides on receipt of a completed and signed expenses form provided by the Secretary.

19.5 A summary of expenses paid to Governors shall be published in the Annual Report.

20. RESOLUTION OF DISPUTES

Resolution of disputes between the Board of Directors and the Council of Governors

Subject to any provision in that regard in the Constitution, all disputes or conflicts between the Board of Directors and the Council of Governors shall be communicated, managed and resolved in accordance with the Constitution or in the absence of any provision in that regard in the Constitution, then in accordance with any written protocols that may be agreed by the Board of Directors and the Council of Governors.

21. MISCELLANEOUS

Review of Standing Orders

21.1 These Standing Orders shall be reviewed regularly and at least every 3 years, by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

Confidentiality

21.2 A Governor shall not disclose any matter or business of the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

Conflict of Terms

21.3 For the avoidance of doubt in the event of any conflict between the terms or with regard to the interpretation of these Council of Governors' Standing Orders and the terms of the Foundation Trust's Licence or the Foundation Trust's Constitution the terms and interpretation of the Foundation Trust Licence and the Constitution shall prevail at all times.

Contact details for governors

21.4 It shall be the responsibility of each Governor to ensure that the Secretary has accurate and up to date details of his or her full address, email address, telephone and if appropriate mobile telephone numbers. Notices or other communications sent to such addresses or numbers pursuant to these Council of Governors' Standing Orders shall be deemed to have been validly given.

Timely consideration of matters

21.5 The Council of Governors shall always give due and proper and timely consideration to matters referred to the Council of Governors by the Trust or the Board of Directors whether regarding the business or forward planning of the Trust or otherwise.

Collective and individual responsibility of the governors

21.6 In conducting the business and affairs of the Council of Governors the Governors for the time being both individually and collectively undertake to observe these and all

future Council of Governors' Standing Orders, the Authorisation and the Trust Constitution for the time being effective.

QVH Council of Governors
14 October 2019

Executive overview



EU Exit and Partnership working

EU Exit update:

- Working assumption is that we will leave with no deal at 11pm on 31 October.
- Small team meeting fortnightly within QVH
- NHS operating a national co-ordination centre 7 days a week
- Medicines – no stockpiling. Flu vaccines in country – QVH has started vaccinating staff
- Reciprocal care & cost recovery – new protocol in place in QVH
- Workforce – looking at any potential concerns regarding our own staff such as those living in Kent

Partnership working:

- Sussex Health & Care Partnership (formerly the SES STP) – response to NHS Long Term Plan
- QVH part of Sussex Acute Collaborative Network (SACN)
- Continue to look sustainability of services across the health economy
- Suzanne Cliffe, seconded from NHSI to support programme on future of QVH
- Board seminar focusing on long-term



KSO1 Outstanding Patient Experience

The latest National Cancer Patient Experience Survey shows that patients rate highly the cancer care they receive at Queen Victoria Hospital.

The results of the national survey showed the average patient rating for their care was 8.9 out of 10 with:

- 80% of patients definitely involved as much as they wanted to be in decisions about their care and treatment
- 86% saying they were given the name of a clinical nurse specialist who would support them through their treatment
- 91% saying they were always treated with dignity and respect while they were in hospital
- 99% saying that hospital staff told them who to contact if they were worried about their condition or treatment after they left hospital.

Patients and their families also benefit from the dedicated team at the Macmillan information and support centre on site in East Grinstead.



KSO2 World Class Clinical Services

Safety:

- Current diversion of paediatric inpatient burns to other burns units in London & SE (Chelsea & Westminster Hospital and Chelmsford) from 1 August 2019. Paediatric burns assessment, triage and outpatient therapy at QVH to continue. Reduced attendances at QVH.
- Recent external visit from NHS Digital broadly supported trust IM&T strategy and continued introduction of Electronic Document Management system.
- WHO Checklist in theatres

Clinical Effectiveness:

Progress on network approach to maxillofacial and plastic surgery services. New joint maxillofacial 'deformity' appointment between BSUH and QVH (takes up post mid-January 2020). Second joint BSUH/QVH head and neck cancer post was not appointed to (new advert in October). Lower limb orthoplastics consultant posts jointly with BSUH in progress.

Other:

Two Deputy medical directors appointed and take up their posts October/November.

- Governance – Jeremy Collyer
- Workforce (job planning, conduct, revalidation and appraisal) – Tania Cubison



KS03 – Operational excellence

RTT (Referral to treat) waiting time standard

- QVH is on track with the agreed trajectory to deliver the national 92% RTT waiting time standard however reaching 92% will be a considerable challenge. All services are delivering against the plan with the exception of eyes where there are considerable challenges with non consultant grade medical cover
- QVH is behind the agreed plan to eliminate patient waiting over 52 weeks for their first treatment – performance of 29 against a plan of 10 in August. 17 of the breaches are impacted by patient initiated delays.

Cancer waiting times standards

- Performance against cancer standards continues to improve with delivery in August of the 2 week wait standard (suspected cancer referral to first appointment), 62 day standard (suspected cancer referral to first treatment) and ongoing improvement for the 31 day standard (decision to treat to treatment).

Service improvement – outpatients

- Programme of outpatient transformation continues which is delivering improved utilisation of capacity and new ways of working.



KSO4 Financial Sustainability: M05 (August) 2019/20 YTD

Financial Performance		Annual	Year to Date £'000		
Income and Expenditure		Plan	Plan	Actual	Favourable / (Adverse)
Income	Patient Activity Income	67,624	27,869	27,153	(716)
	Other Income	4,667	1,941	1,973	32
Total Income		72,291	29,810	29,126	(684)
Pay	Substantive	(51,296)	(21,296)	(19,071)	2,225
	Bank	(799)	(316)	(1,131)	(815)
	Agency	(193)	(80)	(1,061)	(980)
Total Pay		(52,288)	(21,693)	(21,263)	430
Non Pay	Clinical Services & Supplies	(13,089)	(5,411)	(5,651)	(240)
	Drugs	(1,532)	(638)	(617)	21
	Consultancy	(79)	(33)	(7)	26
	Other non pay	(7,741)	(3,492)	(3,349)	144
Total Non Pay		(22,441)	(9,575)	(9,624)	(49)
Financing		(5,006)	(2,086)	(2,122)	(36)
Total Expenditure		(79,735)	(33,353)	(33,009)	345
Surplus / (Deficit)		(7,445)	(3,544)	(3,883)	(339)

- Underlying performance** – Income – volume & casemix; Pay – vacant posts partially offset by temporary staffing pressures; Non-pay – Activity related clinical supplies and drugs underspends offset by Clinical supplies PBR exclusions (contra clinical income), financing overspend - impact of asset revaluation.
- Cost Improvement and Productivity Programme (CIPP)** – YTD £0.43m; £0.1m more than target. Unidentified gap £0.7m.
- Capital** – YTD expenditure is £0.7m; in line with plan. Capital forecast is £3.0m as per revised plan. Additional £0.3m centrally funded E-Observation project.
- Of note** - The Trust is expected, by the regulators, to meet forecast at the year end. However there are some risks especially in relation to activity delivery and unidentified CIPP. A full forecast is being developed in month 6.

KSO5 Organisational Excellence

- ❑ 2019 NHS Staff Survey being distributed, closes early December
- ❑ Best Place to Work crowd sourcing on line conversation:
 - 1,261 people working at QVH were invited by email to take part
 - Almost one in three of staff invited (413 or 33%) participated by logging in to the discussion
 - Collectively, **119 ideas** were posted, with **542 comments** on those ideas and **2926 votes** on those ideas and comments
 - **Themes** – environment fit for purpose; change is challenging; fairness and transparency; recycling; car parking; behaviours



Report to: Council of Governors
Agenda item: 84-19
Date of meeting: 14 October 2019
Report from: Clare Pirie, Director of communications and corporate affairs
Report author: Hilary Saunders, Deputy company secretary
Date of report: 7 October 2019
Appendix: N/A

Information governance refresher

Introduction

The Trust is committed to providing training and development for governors to enable them to carry out their role effectively, and likewise governors are expected to participate in such opportunities that have been identified as appropriate.

Information governance training is provided to governors through the Trustwide induction programme every three years, throughout their six-year tenure. This training is supplemented by an annual update in the intervening period.

Summary

Governors are required to remain cognisant about information security, privacy and confidentiality whilst carrying out their duties. A summary of the key principles relevant to governors is set out below:

Confidentiality

The Governor code of conduct¹ requires compliance with the Trusts' confidentiality policies and procedures. Governors must not disclose any confidential information, except in specified lawful circumstances, and must not seek to prevent a person from gaining access to information to which they are legally entitled. (This does not, however, preclude governors from making a protected disclosure).

Information

For the purposes of information governance, this can be categorised as:

- Personal (name, date of birth, home address)
- Sensitive (ethnicity, disease, sexuality)
- Corporate (supplier contracts, meeting minutes, financial details)

Caldicott principles

The Caldicott Report was a review commissioned due to increasing worries concerning the use of patient information in the NHS. Its findings were originally published in 1997, with follow up reports in 2012 and 2016. Key principles are:

- Requests for information must justify the purpose
- Patient identifiable information should not be used unless absolutely necessary; in such cases, only the minimum information required should be disclosed.
- Access to patient identifiable information should be on a strict need-to-know basis
- Everyone with access to patient identifiable information should be aware of their responsibilities, and understand and comply with the law
- *The duty to share information can be as important as the duty to protect patient confidentiality.*

¹ Provided by the Trust at induction

Data Protection Act 2018 (GDPR)

The Data Protection Act 2018 controls how your personal information is used by organisations, businesses or the government. This act is the UK's implementation of the General Data Protection Regulation (GDPR) and requires information to be used fairly, lawfully and transparently. The Trust can be fined for breaches.

Freedom of Information act 2000

This provides public access to information held by public authorities. Anyone anywhere in the world can ask any public authority about any non-personal information they hold by making a written request. The Trust has 20 days to respond to requests

Potential threats to data security

These include social engineering, e-mail phishing and malware.

Email

Whilst governors at QVH are not provided with an NHS email address, it is useful to be aware that before emailing any external parties, staff and volunteers are required to:

- Check whether it is acceptable to send personal information.
- Confirm the accuracy of the email addresses.
- Check that everyone on the copy list has a genuine 'need to know'.
- Use the minimum identifiable information

General security on site

Governors are issued with ID badges to enable them to gain access to certain areas of the hospital, eg. Trust offices, A-Wing lecture theatre. It is important that no one attempts to follow you in (ie. tailgate) and be aware that members of the public might see this as an opportunity to gain access to a restricted area.

Recommendation

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