

Meeting of the public session of the Council of Governors

Monday 13 January 2020

16:00 – 18:00

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

Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership January 2020

Members	
Beryl Hobson	Trust Chair
Brian Beesley	Public governor
Liz Bennett	Stakeholder governor for West Sussex CC
St John Brown	Stakeholder governor for League of Friends
Colin Fry	Public governor
Anthony Fulford-Smith	Public governor
Angela Glynn	Public governor
Janet Haite	Public governor
Chris Halloway	Public governor
John Harold	Public governor
Douglas Hunt	Public governor
Andrew Lane	Public governor
Carol Lehan	Staff governor
Sandra Lockyer	Staff governor
Joe McGarry	Public governor
Tony Martin	Public governor
Glynn Roche	Public governor
Peter Shore	Public governor
Robert Tamplin	Public governor
Tony Tappenden	Public governor
John Wiggins	Public governor
Martin Williams	Public governor
Mickola Wilson	Public governor
Invited attendees	
Keith Altman	Medical director
Paul Dillon-Robinson	Non-executive director
Kevin Gould	Non-executive director
Abigail Jago	Director of operations
Steve Jenkin	Chief Executive
Gary Needle	Non-executive director
Karen Norman	Non-executive director
Michelle Miles	Director of finance
Geraldine Opreshko	Director of workforce and OD
Clare Pirie	Director of communications and corporate affairs
Hilary Saunders	Deputy company secretary
Jo Thomas	Director of nursing

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Monday 13 January 2020 at 16:00
Jubilee Community Centre, Charlwoods Road, East Grinstead RH19 2HL**

Agenda: meeting session held in public				
Standing items				
Ref	Item	Purpose	Time	mode
04-20	Welcome, apologies, declarations of interest and eligibility <i>Beryl Hobson, Chair</i>	-	16:00	-
05-20	Draft minutes of the meeting held on 14 October 2019 for approval <i>Beryl Hobson, Chair</i>	<i>Approval</i>	16:02	<i>Enc</i>
06-20	Matters arising and actions pending from previous meetings <i>Beryl Hobson, Chair</i>	<i>Review</i>	16:05	<i>Enc</i>
Know your Trust				
Ref	Item	Purpose	Time	mode
07-20	Cost Improvement Plans <i>Michelle Miles, Director of finance</i>	<i>update</i>	16:10	<i>presentation</i>
Representing the interests of members and the community				
Ref	Item	Purpose	Time	mode
08-20	Annual Planning for 2020/21 <i>Michelle Miles, Director of finance</i>	<i>Update</i>	16:20	<i>presentation</i>
09-20	Quality Account priorities 2020/21 <i>Jo Thomas, Director of nursing</i>	<i>discussion</i>	16:30	<i>presentation</i>
10-20	Quality Account indicator 2019/20 <i>Jo Thomas, Director of nursing</i>	<i>discussion</i>	16:40	-
11-20	Membership and engagement <i>John Harold, lead governor for membership</i>	<i>information</i>	16:50	-
Council business				
Ref	Item	Purpose	Time	mode
12-20	Annual review of Council/Board level engagement protocol <i>Clare Pirie, Director of communications and corporate affairs</i>	<i>approval</i>	16:55	<i>Enc</i>
13-20	Annual review and approval of Governor Steering Group Terms of reference <i>Clare Pirie, Director of communications and corporate affairs</i>	<i>approval</i>	16:57	<i>Enc</i>

14-20	Annual review and approval of Appointments committee Terms of reference <i>Clare Pirie, Director of communications and corporate affairs</i>	<i>approval</i>	17:00	<i>Enc</i>
15-20	Changes to QVH Constitution <i>Clare Pirie, Director of communications and corporate affairs</i>	<i>approval</i>	17:02	<i>Enc</i>
Holding non-executive directors to account for the performance of the board of directors				
Ref	Item	Purpose	Time	mode
16-20	Executive overview <i>Steve Jenkin, Chief Executive and members of the Executive Management Team</i>	<i>Information</i>	17:05	<i>presentation (Enc)</i>
17-20	Board of Directors <i>Peter Shore, Lead Governor and Beryl Hobson, Trust Chair</i>	<i>Information</i>	17:25	-
18-20	Finance and performance committee <i>Feedback provided by Paul Dillon-Robinson, committee chair and Mickola Wilson, governor representative</i>	<i>Discussion</i>	17:30	-
19-20	Quality and governance committee <i>Feedback provided by Karen Norman committee Chair and Doug Hunt, governor representative</i>	<i>Discussion</i>	17:35	-
20-20	Audit Committee <i>Feedback provided by Kevin Gould, committee Chair and Glynn Roche, governor representative</i>	<i>Discussion</i>	17:40	-
21-20	Charity Committee <i>Update provided by Gary Needle, committee Chair, Chris Halloway governor representative and Carol Lehan, Staff governor representative</i>	<i>Discussion</i>	17:45	-
22-20	Any other questions for non-executive directors <i>All members of Council of Governors</i>	<i>Discussion</i>	17:50	-
Any other business				
Ref	Item	Purpose	Time	mode
23-20	Circulation of Council of governor papers: outcome of survey <i>Peter Shore, lead governor</i>	<i>information</i>	17:52	-
Questions				
Ref	Item	Purpose	Time	mode
24-20	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).</i>	<i>Discussion</i>	17.55	-

<p>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.</p>			
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Dates of next meeting

Business meetings of the council of governors to be held in public

2020/21
06 April 2020
20 July 2020
12 October 2020
11 January 2021

Document:	Minutes Draft and unconfirmed	
Meeting:	Council of Governors session in public 14 October 2019 16:00 Jubilee Community Centre, Charwoods Road, East Grinstead RH19 2HL	
Present:	Beryl Hobson (BH)	Chair
	Brian Beesley (BB)	Public governor
	Colin Fry (CF)	Public governor
	Antony Fulford-Smith (AFS)	Public governor
	Chris Halloway (CH)	Public governor
	John Harold (JH)	Public governor
	Andrew Lane (AL)	Public governor
	Carol Lehan (CL)	Staff governor
	Sandra Lockyer (SL)	Staff governor
	Tony Martin (TM)	Public governor
	Glynn Roche (GR)	Public governor
	Peter Shore (PS)	Public governor
	Robert Tamplin (RT)	Public governor
	Martin Williams (MW)	Public governor
	Mickola Wilson (MW)	Public governor
John Wiggins (JW)	Public governor	
In attendance:	Clare Pirie (CP)	Director of communications and corporate affairs (minutes)
	Steve Jenkin (SJ)	Chief executive
	Jo Thomas (JMT)	Director of nursing
	Keith Altman (KA)	Medical director
	Abigail Jago (AJ)	Director of operations
	Michelle Miles (MM)	Director of finance
	Geraldine Opreshko (GO)	Director of workforce and OD
	Kevin Gould (KG)	Non-executive director
	Gary Needle (GN)	Senior independent director
	Karen Norman (KN)	Non-executive director
	Paul Dillon-Robinson (PD-R)	Non-executive director
Gemma Farley (GF)	Human resources manager [75-19]	
Apologies:	Douglas Hunt (DH)	Public governor
	John Belsey (JEB)	Public governor
	Liz Bennett (LB)	Stakeholder governor
	St John Brown (StJB)	Stakeholder governor
	Angela Glynn (AG)	Public governor
	Janet Haite (JDH)	Public governor
	Joe McGarry (JMcG)	Public governor
	Tony Tappenden (TT)	Public governor
72-19	<p>Welcome, apologies and declarations of interest and eligibility BH welcomed Keith Altman, medical director, and Paul Dillon-Robinson, NED, to their first council of governors meeting.</p> <p>Apologies were noted as above. There were no new declarations of interest.</p> <p>BH asked council members to consider whether any action was required as for three</p>	

	<p>consecutive meeting Joe McGarry had been unable to attend and the constitution asks for this to be considered. BH recommended that council permit Joe to continue as a governor. Members agreed that this should be reviewed if JMcG is unable to attend the next meeting.</p> <p>BH explained that East Grinstead Town Council had put forward Julie Mockford for the stakeholder governor role, but under the constitution as a member of the staff constituency Julie should not have been appointed as a stakeholder governor. Julie has stepped down from the role and East Grinstead Town Council will inform the chair of her replacement in due course.</p>
73-19	<p>Draft minutes of the meeting held on 29 July 2019 for approval The minutes of the meeting held on 29 July were approved as an accurate record.</p>
74-19	<p>Matters arising and actions pending from previous meeting The NEDs objectives will be circulated to governors shortly.</p>
75-19	<p>Staff wellbeing Gemma Farley, HR Manager, made a presentation on staff wellbeing.</p> <p>The health and wellbeing of staff is one of the five goals of the QVH People Strategy and Gemma described the step challenge week; the support provided by our occupational health provider and employee assistance programme; the way staff can access physiotherapy at QVH supporting staff to stay in the workplace or return to work more swiftly after an injury; eye test vouchers; online information about local providers of physical activity; mindfulness sessions for staff provided by the QVH psychotherapy team; mediation training. She explained there was a planned annual calendar of health and wellbeing promotion.</p> <p>QVH Charity has supported an online tool to identify and help the team-based management of workplace stress. The tool looks at the broad sources of stress, such as relationships or control of work, and the HR team use this to support change.</p> <p>Future initiatives may include mental health first aid training, skin cancer check clinics and awareness-raising around the impact of menopause.</p> <p>Gemma highlighted that QVH has relatively low sickness levels and suggested the wellbeing work has had a positive impact.</p> <p>In response to a question about the flu vaccination campaign JT confirmed that almost one fifth of the staff were vaccinated in the first week. Governors wishing to be vaccinated should contact their GP.</p> <p>QVH has number of staff who are trained coaches and mentors, and the employee assistance provider gives staff access to counselling.</p> <p>In response to a question about whether staff who needed it most were taking up these opportunities, JT stated that the improved occupational health offer for staff has led to increased self-referrals from staff and Gemma described lunch time walking groups set up by staff.</p> <p>In discussion around the number of staff accessing the employee assistance programme (4.5% of staff), it was noted that there are trusts with higher and lower rates. GO explained</p>

	<p>that while the service is anonymous the broad themes are reported annually and show a significant level of people accessing support for personal reasons such as debt counselling, marital breakdown etc. She described it as an important service for people at a very difficult stage in their lives and that she would like to increase the number of people accessing counselling.</p>
76-19	<p>Review of Council of Governor standing orders No changes. Approved.</p>
77-19	<p>Executive overview SJ updated governors on EU Exit and local risks around potential gridlock in Kent including the impact on staff and patients reaching QVH. SJ described the current work of the Sussex Health & Care Partnership and work underway focussing on the long-term sustainability of services across the health economy. In response to questions,</p> <ul style="list-style-type: none"> • SJ confirmed that paediatric inpatient burns are no longer treated at QVH, and that the hospital has been very open in conversations with stakeholders and local people about this. • SJ stated that there are future opportunities for QVH around the distribution of services across Sussex, including maximising the use of our theatres. • SJ explained that although there is significant planning on a county basis, there is also recognition among commissioners and other stakeholders that QVH works across a wider area. • JT explained that every young person is assessed as an individual taking into account factors such as weight, maturity and additional needs. This means some young people in their early twenties can be treated as a child and some sixteen year olds can be treated through an adult service. <p>JT drew attention to the very strong performance of QVH services in the annual national cancer patient survey, and that the hospital is working with our referring trusts to improve further.</p> <p>KA highlighted the importance of the audit of the WHO checklist in theatres, joint consultant appointments with BSUH, and the appointment of two deputy medical directors. He confirmed there have been no never events in 2019.</p> <p>AJ reminded governors of treatment delayed by patient choice which is included in the Trust's performance figures. The outpatient improvement programme is underway and delivering changed ways of working with efficiency benefits. In response to a question AJ explained that income has been impacted in some areas by staffing, for example medical staffing in eyes has been an issue, in other areas activity has been on plan but case mix has impacted on income.</p> <p>MM stated that the Trust is currently behind plan financially and that there is a risk the financial plan set for the year may not be delivered. The Board will review this and may report formally to the regulator.</p> <p>GO drew attention to the <i>Best place to work</i> online staff conversation which took place in June; the themes from this have helped focus improvement work and continue to be reviewed with staff.</p>
78-19	<p>Board of Directors BH stated that areas for further assurance considered at the public Board meeting in</p>

	<p>September included how the pension rules are impacting on our clinical delivery; the cost improvement plans which will be reviewed in more detail at October finance and performance committee; the impact of patient choice on 52 week waits. Positive updates included statutory and mandatory training figures; sickness levels; junior doctors' survey feedback. The Board had an away day in October and the governors' forum in November will be an opportunity for a strategy update for governors. PS stated that he had seen a very cohesive Board at work with appropriate challenge from NEDs.</p>
79-19	<p>Finance and performance committee</p> <p>KG highlighted good news around recruitment but also continued use of bank and agency staff; that the committee is assured that the Trust has a grip on operations but that the trajectory is still not where we would like; the deficit is above plan and there is significant work to come on cost improvements; the case mix is impacting on income. The committee also reviewed the electronic document management programme which has important objectives around efficiency and patient safety. MRW added that the committee chair asked for an update at the next committee on clinical engagement in the cost improvement plan.</p> <p>In response to a governor proposal, BH agreed that cost improvement plans should form part of a future update to the council of governors. ACTION - HS</p>
80-19	<p>Quality and governance committee</p> <p>KN described the committee's focus on safety including serious incidents and serious harm reviews for long waiters; committee members' visits to the groups which report into the Board sub-committee; changes to the corporate risk register with new risks noted and other risks downgraded as action has been taken to mitigate; infection control improvements and continued very positive feedback on patient experience.</p> <p>In response to a question, KA stated that the complaints considered were very diverse, and although communication is often an issue, the 11 upheld complaints considered by the committee were in different departments with no overarching action needed.</p>
81-19	<p>Audit committee</p> <p>KG stated that the last meeting focussed on KSOs 3 and 4, noting that operational performance has improved considerably over the last year. The committee also noted that the process for managing policies is well managed. The committee considered the accounts from QVH Charity, no specific issues were raised.</p> <p>In response to a question, KG confirmed that at the next AGM the director of finance plans to do a joint presentation with our auditors, KPMG, in order to ensure that issues like 'going concern' are covered appropriately.</p>
82-19	<p>Charity committee</p> <p>GN commended the report on community fundraising which showed a clear strategy and that the target set for last year had been exceeded by a significant margin. The committee received the first of a series of regular new reports reviewing the impact of grants made 12 months previously. The charity accounts showed that the charity is in good financial shape and appropriately managed.</p> <p>CH drew attention to the current green token scheme at Waitrose for QVH Charity (CREW).</p>

	<p>CL explained that the charity considered very carefully the needs of the hospital and is sometimes supporting the purchase of items that might previously have been funded through core hospital funds.</p> <p>SJ stated that the League of Friends has recently agreed to fund significant improvements to the simulation equipment at QVH.</p>
83-19	<p>Any other questions for non-executive directors There were none.</p>
84-19	<p>Annual reminder of Trust information governance requirements CP explained that governors are asked to use this paper as a reminder of their information governance responsibilities, and that this replaces face to face training provided to governors last year.</p>
85-19	<p>Any other questions or comments BH reminded governors of the forum on Monday 4 November.</p>
86-19	<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						
	79-19	Update on cost improvement programme to be presented at future CoG meeting	HS	ASAP	On January agenda	Closed
July 2019						
	45-19	2019/20 corporate objectives for non-executive directors to be circulated to Council for information.	BH	ASAP		Closed

Board-level governance: engagement with governors

1. Status

- 1.1. The principles of engagement between governor representatives and the Trust's board-level structures and mechanisms were agreed by both the Council of Governors and Board of Directors in 2016 and updated in July 2018, and are now due for their annual review.

2. Background

- 2.1. QVH has a long-standing practice of appointing a nominated representative of the Council of Governors, to join the Board as an ex officio, non-voting member. This practice was subsequently extended to establish governor representatives to the main committees of the Board, who are elected to the role by the Council of Governors.
- 2.2. The role of governor representatives, pioneered by QVH, is appreciated by the Trust as an established and effective means of open and honest engagement between governors and the Board.
- 2.3. Since the Health and Social Care Act 2012, the governor representative roles have become particularly significant as they play an important part in governors' duty to hold non-executive directors (NEDs) to account for the performance of the Board.
- 2.4. The roles foster closer working relationships between governors and NEDs and provide more opportunities for governors to see NEDs at work on a regular basis. As a result, governors are better able to appraise the performance of the NEDs and hold them to account.

3. Guiding principles of engagement

- 3.1. All governor representative positions are available by invitation of the Board of Directors and are not defined or protected by statute. Neither are they defined in the NHS FT *Code of Governance* nor the Trust's constitution, (with the exception of the Lead Governor role).
- 3.2. The Trust is committed to its governor representative model and will continue to review its effectiveness in the context of routine annual effectiveness reviews, periodic independent reviews as required by the NHS improvement *Well-Led Framework for Governance Reviews* or any other circumstances that make it necessary to do so.
- 3.3. Governor representatives to the Board of Directors and its committees may be invited to give their views at a committee meeting, and are welcome to ask questions of clarification. However, they should not be considered as partners in debate and challenge, and are reminded that they do not share the duties, powers and liabilities of directors.

- 3.4. Governor representatives must observe and maintain confidentiality as directed by the Board of Directors. This will include information that may not be disclosed to other governors and/or to trust staff, foundation trust members and members of the public and press. Advice and support regarding confidentiality can be sought at any time from the Trust Chair/ committee chair(s) and corporate affairs team.
- 3.5. Governor representative roles are a significant commitment for individual governors who volunteer their time and expertise. Therefore:
 - 3.5.1. The Chair should consider, when requested, opportunities for governors to share roles, establish deputies and shadow one-another as a means to share responsibilities and plan for succession.
 - 3.5.2. The Council of Governors should support individual governors to fulfil their duties as representatives and encourage all governors to understand and engage with the representative roles and consider themselves for nomination.
 - 3.5.3. Governors who nominate themselves for governor representative roles should be able to commit to prepare for and attend routine meetings and to engage with fellow governors to represent them and provide feedback.
 - 3.5.4. When requesting additional support from governor representatives, the Trust Chair, committee chairs and the executive and corporate affairs teams should be mindful of the significant commitments inherent in the role and keep additional requests clear and focused.
 - 3.5.5. Methods to help representatives to feedback to governor colleagues will be facilitated by the corporate affairs team and include less formal methods such as the 'Governor Monthly Update' bulletin and formal methods such as reports to Council meetings.

4. Engagement with the Board: principles for governor representatives

- 4.1. Governor representatives are expected to engage with the Board according to the following principles:
 - By committing to the role for the appointed term and attending as many routine meetings of the Board/sub-committee as possible.
 - Giving their views when invited to do so and to ask questions of clarification as appropriate.
 - Acting professionally, collaboratively and in a way which is consistent with the Trust's values and the Council of Governors' code of conduct.

5. Engagement with the Council: principles for governor representatives

- 5.1. Governor representatives are expected to engage with the Council according to the following principles:
 - By representing the interests of the Council of Governors and members of the Trust faithfully and proportionately
 - Feeding back to governor colleagues openly, honestly and regularly to:
 - Inform them of important decisions and developments.
 - Complete the loop of information on matters governors have raised with them as their representatives.
 - Share observations about the effectiveness of the Board and its sub-committees and the performance of the non-executive directors and the

Board in order to inform the Council's statutory duties.

6. Engagement with governor representatives: principles for the Board

- 6.1. The Board of Directors, particularly the Chair and non-executive directors, is expected to engage with governor representatives according to the following principles:
- By engaging openly and honestly.
 - Chairing meetings and / or participating in them in ways which are inclusive of and respectful to lay representatives.
 - Including governor representatives in all aspects of Board/committee work including Board/committee development and informal or seminar meetings. Exclusion of the governor representative should be by exception.
 - Encouraging and supporting governor representatives to share feedback with the Council on the effectiveness of the Board and its sub-committees and the performance of non-executive directors.

7. Review

- 7.1. This document shall be reviewed by the Council of Governors and Board of Directors annually or more frequently if necessary.

Terms of reference	
Name of governance body	Governor Steering Group (GSG)
Constitution	The Governor Steering Group (“the group”) is a standing and permanent 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

Meetings of the group shall be formal, compliant with the relevant codes of conduct and action notes will be recorded.

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.

Chairmanship

The group shall be chaired by the Lead governor

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.

Secretariat

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:

- 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

Members with voting rights

The following governor roles are entitled to membership of the group and shall have full voting rights:

- The Trust Chair, as Chair of the Council of Governors
- The Lead governor
- Governor representative to the committees of the Board of Directors, as elected by the Council of Governors, including:
 - Audit
 - Finance and Performance
 - Quality and Governance
 - Charity Committee
 - Appointments' Committee, and
 - Membership representative
- Nominated staff governor, as elected by the Council of Governors
- Nominated stakeholder governor, as elected by the Council of Governors

It should be noted that in the event a governor holds more than one role, they are still only entitled to one vote.

In attendance with no voting rights

The following posts are invited to attend meetings of the group but shall not be members or have voting rights:

- 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
For any meeting of the group to proceed the Chair or Lead governor must be present along with two other governor representatives.
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 2019
* 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 it. 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	<p>The role of the Committee is to:</p> <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	<p>1. General</p> <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.

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.

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 2019 for approval by the Council in January 2020.

Report to: Council of governors
Meeting date: 13 January 2020
Reference number: 15-20
Report from: Clare Pirie, Director of Communications and Corporate Affairs
Author: Hilary Saunders, Deputy Company Secretary
Appendices: NA
Report date: 09 October 2019

Changes to the Trust Constitution

Background

1. A recent review of the Constitution highlighted a lack of distinction between staff and stakeholder governor roles. Whilst *Restrictions on membership* (S.11) clearly state that an individual who satisfies criteria for membership of one constituency shall not become or continue as a member of any other constituency, this is not currently cross-referenced against criteria for *Disqualification and removal of governors* (S.18)
2. Section 53 of the Trust's Constitution states that the Trust may make amendments of its Constitution only if:
 - a. More than half of the members of the Board of Directors present and voting at a meeting of the Board of Directors approve the amendments
 - b. More than half of the members of the Council of Governors present and voting at a meeting of the Council of Governors approve the amendments.
3. The current version of the Constitution can be found on the QVH website by following the link: <https://www.qvh.nhs.uk/wp-content/uploads/2015/09/Constitution-2017-FINAL.pdf>

Amendments

It is proposed that S8.1 of the Constitution will now read: *In line with S11.1 an individual who is a member of a constituency shall not, while membership of that constituency continues, be a member of any other constituency.....'*

Recommendation

Following approval by the Board of Directors in November, Council is also asked to **approve** this change to the Constitution at its meeting on 13 January.

Next steps

If Council approves this change, the revised version of the Constitution will take immediate effect.

QVH Council of Governors 13 January 2020

EXECUTIVE OVERVIEW



The Queen's Speech – 19 December 2019

Has introduced three bills directly related to health and social care:

1. NHS Funding Bill – enshrining in law the multi-year funding settlement for the NHS - £33.9bn increase in cash terms by 2023/24. Commits Government to delivering the NHS Long Term Plan in England to ensure a health service is fit for the future
2. Health Service Safety Investigations Bill – to establish the world's first independent body Health Services Safety Investigations Body (HSSIB) – to investigate patient safety concerns and share recommendations to prevent similar incidents recurring
3. Medicines and Medical Devices Bill – will ensure that the NHS and patients can have faster access to innovative medicines



2020 Year of the Nurse & Midwife

- World Health Organisation (WHO) has designated 2020 as the “Year of the Nurse and Midwife”, in honour of the 200th anniversary of the birth of Florence Nightingale.
- Government announced before Xmas additional support of at least £5,000 a year for nursing students to help with living costs from August 2020



KSO1: Outstanding Patient Experience

Delayed due to the election CQC quietly published in December the Outlier Report of the Children and Young People 2018 Patient Experience Survey. As in 2016, QVH was the only trust to be categorised in the highest band of ‘much better than expected’ for both age groups.

Results

Trusts achieving ‘much better than expected’ results

Queen Victoria Hospital NHS Foundation Trust, was classed as ‘much better than expected’ for experiences of both 0 to 7 and 8 to 15-year-olds. Royal Brompton & Harefield NHS Foundation Trust was classed as ‘much better than expected’ for experiences of 0 to 7-year-olds.

	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*
Trust average		7	20	73		6	18	76	
Queen Victoria Hospital NHS Foundation Trust	MB	3	12	86	MB	2	9	89	G
Royal Brompton and Harefield NHS Foundation Trust	MB	3	8	88	B	3	14	83	G

Key:	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)

This is sustained excellent FFT feedback from our inpatients and outpatient areas with 98% of patients saying they would recommend us. Learning from complaints and PALS continues to be shared with teams to further improve services



KSO2: World Class Clinical Services

Safety:

- Revalidation & Appraisal:
- GMC Rate as at 30/11/19, 82.5% (+2.6%)
- Trust Rate as at 1/12/19, 87.3% (+0.7%)
- GDC Rate as at 1/12/19, 76.2% (+4.0%)
- 2 serious incidents (both dental extractions).

Clinical Effectiveness:

- GIRFT deep dives into imaging & radiology; breast; anaesthetics and post operative medicine; oral and maxillofacial; hospital dentistry; plastics; litigation. Action plans have/will be developed.
- Learning from death review by Dr Ed Pickles (1/10/18-30/9/19): 5 deaths per year at QVH. 10 deaths of patients at other locations, but within 30 days of an in-patient stay or admitted day case procedure. 9 deaths within 30 days of a procedure completed in outpatients. Structured judgement reviews on all QVH deaths and any death where a concern is raised.

Other:

- New Medical Director structure aligning with operational and nursing structures.
 - 2 deputy MDs; Associate MD for cancer and strategy; director of medical ed; R & D Lead; 3 Clinical Directors and associated Clinical leads.



KS03: Operational excellence

RTT (Referral to treat) waiting time standard

- QVH open pathway performance is behind plan (November performance of 82.9% against a plan of 85.3%) but improving monthly
- Total patients waiting >18 weeks continue to fall and in November was 1800 compared to 3525 in the same period last year
- Patients waiting over 52 weeks continues to fall however pressure remain re patient choice and a handful of long wait patients due to complex pathways or system delays such as late referrals. IN November there were 19 patients waiting over 52 weeks, 13 of which where patients have deferred treatment

Cancer waiting times standards

- In the last reporting period (October) the 62 day standard was met bit the 31day and 2ww standard were not met. The 2ww standard has been challenged by capacity challenges which have now been addressed with the recruitment of vacant clinical posts
- The trust is making good progress towards the 28 day Faster Diagnosis Standard which goes live in April 2020. Shadow reporting in October saw a performance of 84.4% against the 85% target

Service improvement

- Outpatient transformation work is ongoing. Online vetting is now in place for all services bar plastics



KSO4: Financial Sustainability

M08 (November) 2019/20 YTD

Financial Performance		Annual	Year to Date £'000		
Income and Expenditure		Plan	Plan	Actual	Favourable /(Adverse)
Income	Patient Activity Income	67,689	45,468	44,174	(1,294)
	Other Income	4,734	3,145	3,129	(16)
Total Income		72,424	48,613	47,303	(1,310)
Pay	Substantive	(51,414)	(34,225)	(30,220)	4,005
	Bank	(796)	(505)	(2,197)	(1,692)
	Agency	(218)	(154)	(1,644)	(1,490)
Total Pay		(52,428)	(34,883)	(34,061)	822
Non Pay	Clinical Services & Supplies	(12,961)	(8,629)	(8,995)	(366)
	Drugs	(1,532)	(1,021)	(984)	37
	Consultancy	(79)	(53)	(87)	(34)
	Other non pay	(7,862)	(5,448)	(5,406)	42
Total Non Pay		(22,434)	(15,151)	(15,471)	(321)
Financing		(5,006)	(3,338)	(3,353)	(16)
Total Expenditure		(79,868)	(53,371)	(52,885)	486
Surplus / (Deficit)		(7,445)	(4,759)	(5,582)	(823)

- 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).
- Cost Improvement and Productivity Programme (CIPP)** – YTD £0.8m; in line with target. Unidentified gap £0.5m.
- Capital** – YTD expenditure is £1.3m; in line with plan. Capital forecast is £3.5m as per revised plan. Additional £0.3m centrally funded EObservation project and £0.4m Health Education England funding for a Dental skills lab.
- Of note** - The Trust is not expected to meet plan at the year and most likely scenario is to be behind plan by £1.0m due to underperformance against clinical income and unidentified CIPP.

KSO5: Organisational Excellence

High level overview of 2019 NHS Staff Survey Results for Queen Victoria Hospital NHS Foundation Trust.

Currently the average is based on comparison with 5 out of the circa 16 other Acute Specialist Trusts so maybe subject to change once the national data is collated

<p>1032 Invited to complete the survey</p>	<p>1009 Eligible at the end of the survey</p>	<p>58% Completed the survey (586)</p>	<p>62% Average response rate for similar organisations</p>	<p>52% Your previous response rate</p>
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<p>72% Q21c. Would recommend organisation as place to work</p> <p>92% Q21d. If friend/relative needed treatment would be happy with standard of care provided by organisation</p> <p>88% Q21a. Care of patients/service users is organisation's top priority</p>	<p>Historical comparison*</p> <ul style="list-style-type: none"> ■ Significantly better ■ Significantly worse ■ No significant difference 	<p>Comparison with average*</p> <ul style="list-style-type: none"> ■ Significantly better ■ Significantly worse ■ No significant difference
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