

Document:		Minutes FINAL & APPROVED
Meeting:	Council of Governors session in public (via MS Teams) Monday 20 July 2020, 16:00	
Present:	Beryl Hobson (BH)	Trust Chair
	Anthony Fulford-Smith (AF-S)	Public governor
	Janet Haite (JDH)	Public governor
	Chris Halloway (CH)	Public governor
	John Harold (JRH)	Public governor
	Julie Holden (JWH)	Stakeholder governor
	Douglas Hunt (DH)	Public governor
	Andrew Lane (AL)	Public governor
	Carol Lehan (CL)	Staff governor
	Peter Shore (PS)	Public governor
	Martin Williams (MW)	Public governor
In attendance:	Steve Jenkin (SJ)	Chief Executive
	Clare Pirie (CP)	Director of communications and corporate affairs
	Hilary Saunders (HS)	Deputy company secretary
	Gary Needle (GN)	Senior Independent Director
	Karen Norman (KN)	Non-executive director
	Paul Dillon-Robinson (PD-R)	Non-executive director
	Kevin Gould (KG)	Non-executive director
Apologies:	Liz Bennett (LB)	Stakeholder governor for West Sussex CC
	St John Brown (StJB)	Stakeholder governor for League of Friends
Did not attend:	Brian Beesley (BB)	Public governor
	Sandra Lockyer (SL)	Staff governor
	Robert Tamplin (RT)	Public governor
Ref.	Item	
Standing items		
25-20	<p>Welcome, apologies and declarations of interest The Chair opened the meeting, welcoming in particular JWH whose first meeting it was since her appointment in January as East Grinstead Town Councillor stakeholder governor.</p> <p>As this was the first public Council of Governors meeting to be held via a virtual platform, BH briefly summarised meeting etiquette to enable full engagement and participation.</p> <p>SJ was in attendance today to provide the executive overview, representing the executive management team.</p> <p>Apologies were noted as above. There were no additional declarations of interest.</p>	
26-20	<p>Draft minutes of the meeting held on 13 January 2020 The draft minutes of the meetings held on 13 January were approved as a correct record.</p>	
27-20	<p>Matters arising Council noted the latest report of matters arising and actions pending.</p> <p>Governors went on to formally ratify their decision, (via email in March), to defer the 2020 governor elections; this also included agreement that those governors precluded from standing for a second term this year would be invited to remain on Council in a non-voting capacity.</p>	

	Council also noted details of governor representatives for 2020/21.
Representing the interests of the members and the community	
28-20	<p>Update on QVH AGM 2020</p> <p>CP presented an update on the Trust's plans for its AGM, scheduled for Monday 28 September at 6pm. In contrast to previous years, due to the pandemic this will be held as a virtual meeting and focus on the statutory requirements which include presentation of the 2019/20 annual report and accounts and updates on the forward plan and the FT membership.</p> <p>BH noted that other Trusts had adopted a similar approach.</p> <p>There were no further questions and Council noted the contents of the update.</p>
Holding non-executive directors to account for the performance of the board of directors	
29-20	<p>Executive overview</p> <p>SJ presented an update, focusing in particular on the following:</p> <ul style="list-style-type: none"> • The Trust's role during the pandemic; QVH was the first trust in the South East to become a regional cancer hub, supporting Kent, Surrey and Sussex in treating breast, head and neck, and skin cancers; this had quickly attracted positive media attention. The Trust now has both MRI and CT scanning facilities on site. Both of these recent developments were as a result of COVID, but if continued would support a future rapid diagnostics role for QVH within the local integrated care system (ICS). • Changes during this time: These included the need to optimise all beds, workforce and theatres to deal with waiting list and cancer referrals. The Trust had also established a relationship with the McIndoe Centre, an independent sector provider on the QVH site, to undertake trauma – plastics (hands), some oral/maxfac and ophthalmology. In addition staff and patients were being tested on site for COVID. Both initiatives were designed to minimise the risk of COVID on the QVH site, thereby protecting vulnerable cancer patients attending QVH for surgery. • QVH elective and trauma activity: Data since March showed that around 80% of outpatient consultations had been managed via phone or video consultation. • Adult inpatient survey: Recently published results showed that the Trust had sustained its excellent patient experience with some very high levels of satisfaction. • Partnership working: Western and BSUH had recently announced they would be merging; our Board was currently reflecting on this decision and conversations were ongoing as to how this might impact our partnership strategy. <p>On behalf of Council, BH thanked SJ, the executive team and all members of staff for their hard work through the many challenges of the last few months.</p> <p>Council sought and received additional clarification as follows:</p> <ul style="list-style-type: none"> • One of the most successful outcomes in recent months had been the increase in use of video consultations across the NHS; assuming this had also been popular with patients, this initiative was likely to be incorporated in future. • An update on the independent care sector: Elective surgery within the sector had been placed on hold, and urgent cases would have been referred directly to the NHS although QVH would not be aware of the number of patients affected. • Recognition that QVH had enjoyed great support from the local community including some very generous donations. • It was not clear at this stage what changes might be incorporated long term. Specialist commissioners had commended the Trust's work as a regional cancer hub. The Trust is currently leasing an MRI scanner but since becoming a cancer hub is optimistic that funding might become available for a more permanent solution.

	<ul style="list-style-type: none"> • The Trust had been working under a block contract which was due to finish at the end of September; there had been not confirmation whether this might be extended to the end of the financial year. • Further to a question raised by Council in recent months regarding write-off of NHS debt, SJ advised there was still no confirmation as to whether or not this would impact QVH. <p>There were no further questions and Council noted the contents of the update.</p>
<p>30-20</p>	<p>Board of Directors</p> <p>BH presented a brief summary of board activity since the last Council meeting. Whilst it had not been possible to open up the May Board meeting to the public, invitations had been extended for the July meeting.</p> <p>BH thanked governor representatives for keeping their colleagues updated via GMU. The Trust had also ensured Council members were apprised of developments throughout the pandemic.</p> <p>BH went on to thank NEDs for their support at this time. Focus had been on working differently to seek assurance throughout this period. A NED/Exec buddy system had been established and frequency of meetings between the CEO and NEDs had been increased. BH was monitoring what other trusts were doing through the national chairs group and the governance team were in regular contact with the national CoSec network.</p> <p>Board and committee meetings were shorter but more focused. This work was supplemented by a question and answer template based on report packs, circulated in advance and providing the opportunity to prepare responses and assurance. This was designed to make efficient use of the time available while robustly addressing important issues. The Lead governor noted that this system appeared to be working well.</p> <p>There were no further queries and Council noted the content of the update.</p>
<p>31-20</p>	<p>Finance and performance committee</p> <p>PD-R described how the committee had adopted new ways of working during the pandemic; this had included shorter meetings with a reduced number of delegates in attendance. As highlighted under item 30-20, KG and PDR had been meeting with the Director of Finance on a regular basis to provide additional support and gain a better understanding of any issues.</p> <p>AL had recently been appointed new governor representative to the committee and would be meeting PD-R shortly for a briefing.</p> <p>Committee highlights in recent months included:</p> <ul style="list-style-type: none"> • Introduction of a block contract, enabling the Trust to break even with no cash problems; however, it was not clear for how long this would continue. In the meantime, the Committee was keen for the underlying deficit to be carefully monitored. • A reduction in the number of CCGs would make for easier negotiations by the Trust in the future; • Workforce was performing well. Unsurprisingly there had been slippage on mandatory and statutory training and appraisal targets but not as bad as initially feared. Overseas recruitment and retention targets were positive and the lower levels of activity had reduced the use of agency staff. New staff had also been

	<p>recruited to the staff bank. There was still a dependency on key people in certain areas such as radiology.</p> <ul style="list-style-type: none"> • The Committee wished to note the hard work undertaken by the Ops team; however, despite the huge achievement in reducing 52-week waits to single figures by the end of March, numbers had now deteriorated rapidly as a result of the pandemic. Services were currently undergoing a further reconfiguration on site to support changed ways of working, and the Committee would have a better idea of realistic expectations following the restoration and recovery programme. <p>There were no questions and Council noted the contents of the update.</p>
<p>32-20</p>	<p>Quality and governance committee</p> <p>KN reported that the Committee was currently focused on the following three major strands of work; COVID priorities; governance and core business. It was noted that COVID had impacted on non-urgent and elective waiting times and cancer surgery was being carried out in line with national college guidelines. KN noted in particular:</p> <ul style="list-style-type: none"> • The Medical Director was leading on a review of the Clinical Harm Review process; • The Committee had received assurance following a recent escalation of concerns around personal protective equipment (PPE); • Risk assessments were being undertaken on vulnerable staff, including those from the BAME community. • The corporate risk register was regularly reviewed with new risks added as appropriate. • An update on the CQC action plan • Confirmation that the Quality Report had followed a different process this year, with the Committee being satisfied that this had not created any gaps in assurance. <p>Council sought additional clarification regarding the Quality Report for 2019/20. CP confirmed that a high quality document, incorporating 2019/20 annual report, financial accounts and quality report would be produced shortly. Also as part of the changes to this year's requirements, the governor indicator would not be included in the quality report.</p> <p>As governor representative, DH commended the work undertaken by the Committee during such a difficult period, noting the high levels of assurance provided.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p>33-20</p>	<p>Audit committee</p> <p>KG opened by noting that Glynn Roche had now stepped down as governor representative since coming to the end of his final term. KG went on to welcome AF-S as the new governor representative, who would be attending his first meeting next week.</p> <p>KG reminded Council that the Committee met four times a year, plus an additional session to review the annual report and accounts prior to approval by the Board. This year, for practical reasons, the standard June meeting had been deferred until the end of July.</p> <p>The Audit meeting held in March was rearranged at short notice as a virtual meeting due to COVID restrictions. Much of the focus was on the change in regulatory requirements governing the annual report and accounts for 2019/20.</p>

	<p>The additional meeting to review the annual report and accounts had been deferred from May to June this year to support revised reporting deadlines. Highlights of this meeting included:</p> <ul style="list-style-type: none"> • Auditors had issued an unqualified opinion on the 2019/20 annual report and accounts • The Going Concern statement had reflected in inherent lack of certainty as a result of COVID; however, this was common throughout the NHS trusts. • This year's audit had included the 5-yearly revaluation of the QVH site; this was not a standard valuation and used very complex methodology. • New accounting changes, due to be introduced for 2019/20, had been postponed; however, work undertaken prior to this adjournment suggested there were no issues to date. • As reported under item 32-20, the 2019/20 Quality Report not subject to external audit, although assurance had been provided through a series of alternative methods. • The head of internal audit opinion had stated that the Trust had an adequate and effective framework for risk management, governance and internal control. • KPMG had commended the work of the teams involved in this process. <p>During the pandemic, KG had worked with the Director of Finance and internal audit to repurpose the internal audit work plan to ensure it was more relevant. Reports on Financial Control during COVID, Estates and Procurement had been completed and would be presented to the Committee next week.</p> <p>Finally, KG reported that as a result of KPMG's internal structural changes, a new director would be taking over the QVH account from 01 October.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p>34-20</p>	<p>Charity committee</p> <p>GN provided an update on the work of the Committee which had continued to meet virtually in recent months.</p> <p>There were two separate elements of fundraising as follows:</p> <ul style="list-style-type: none"> • Head of Fundraising, Camilla Slattery, had worked hard on the local community fundraising initiative 'Support QVH Heroes', which had raised c£6k. In addition, local businesses had been very generous with donations of food and money. • The NHS Charities together programme had raised millions, not least as a result of the efforts of Captain Sir Thomas Moore. Money had been distributed to local NHS charities, including QVH who received £45.5k. The Corporate Trustee had decided to allocate a proportion of this to provide free meals for those staff working on site. Funding had also been used to provide psychological support as part of the Trust's 'Stay Well' initiative; this was particularly important given the amount of stress which staff had been under during this time. <p>As staff governor representative, CL agreed that the provision of free meals for staff had been very much appreciated. Due to membership restrictions, CH had not been able to attend the recent Charity Committee but noted that the Head of Fundraising had drafted an update which was included the GMU.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p>35-20</p>	<p>Any other questions for non-executive directors</p> <p>There were none.</p>

Any other business	
36-20	BH confirmed that the next Council meeting would also be held on a virtual platform.
Questions	
37-20	There were none, and the Chair closed the meeting.

Chair:

B Hobson

Date: 28 September 2020