

Document:	Minutes FINAL & CONFIRMED	
Meeting:	Council of Governors session in public Monday 28 September 2020, 14:30 – 16:30 Via videoconference	
Present:	Beryl Hobson (BH)	Trust Chair
	Antony Fulford Smith (AF-S)	Public governor
	Janet Haite (JDH)	Public governor
	John Harold (JH)	Public governor
	Chris Halloway (CH)	Public governor
	Doug Hunt (DH)	Public governor
	Carol Lehan (CL)	Staff governor
	Sandra Lockyer (SL)	Staff governor
	Peter Shore (PS)	Public governor
	Martin Williams (MW)	Public governor
In attendance:	Paul Dillon Robinson (PD-R)	Non-Executive Director
	Kevin Gould (KG)	Non-Executive Director
	Gary Needle (GN)	Senior Independent Director
	Karen Norman (KN)	Non-Executive Director
	Steve Jenkin (SJ)	Chief Executive
	Jo Thomas (JMT)	Director of Nursing & Quality
	Abigail Jago (AJ)	Director of Operations
	Michelle Miles (MM)	Director of Finance & performance
	Geraldine Opreshko (GO)	Director of Workforce & OD
	Clare Pirie (CP)	Director of Communications & corporate affairs
	Hilary Saunders (HS)	Deputy Company Secretary
Apologies:	Liz Bennett (LB)	Stakeholder governor (WSSC)
	Julie Holden (JH)	Stakeholder governor (EGTC)
	St John Brown (SJB)	Stakeholder governor (LoF)
	Andrew Lane (AL)	Public governor
Did not attend:	Brian Beesley (BB)	Public governor
	Robert Tamplin (RT)	Public governor
Ref.	Item	
Standing items		
43-20	<p>Welcome, apologies and declarations of interest</p> <p>The Chair opened the meeting. Council was asked to note that all board members and staff governors have a conflict of interest regarding item 46-20. As spouse of a member of staff, AF-S would have a similar conflict. There were no further declarations of interest and apologies were noted as above.</p> <p>The Chair recognised that Matt Ratana, the police officer killed recently whilst on duty, had played a big part in East Grinstead community and expressed condolences to his friends and family on behalf of the Trust.</p>	
44-20	<p>Draft minutes of meeting held on 20 July</p> <p>The minutes of the public meeting held on 20 July were approved as correct record</p>	
45-20	<p>Matters arising and actions pending from previous meetings</p> <p>There were none.</p>	

Know your trust

46-20

QVH Partnership update

BH reminded Council that questions for today's meeting had been submitted in advance and those relating to this item would be addressed at the end of this update.

As one of the governors' duties is to hold NEDs to account, after the presentation, BH would invite individual NEDs to speak from their perspective about the way forward.

SJ introduced his presentation noting that the first half would focus on current operational working, with the second half focusing on our partnership strategy.

Highlights of how we were continuing to work during the pandemic included:

- Operations:
 - Trauma work transferred back from The McIndoe Centre (TMC) in early August, but the contract with TMC would continue until 31 December to support our elective work; it was anticipated this arrangement would remain until the end of the financial year.
 - As part of the Sussex ICS, QVH had an ambitious operating plan for the remainder of 2020/21.
 - QVH continues as a cancer hub, treating breast, skin and head and neck patients; previous referring trusts were repatriating their own breast patients from October. The continuing role of QVH as a regional cancer hub limits the extent to which other planned care services can be restored and we now had a significant number patients waiting more than 52 weeks for their treatment. All delayed patients will be reviewed for any clinical harm.
 - A review of the activity which has gone through QVH since being appointed as a cancer hub.
 - Optigene testing of patients and staff continued
 - There was strong clinical engagement and a real 'can-do' attitude throughout the organisation which had been impressive.
- The financial regime was changing; our budget was still being worked through to understand the impact. At ICS system level, there were possible fines for not achieving the operating plan.
- Workforce:
 - Most office based staff continued to work from home where possible, and the Workforce team had developed 'Stay Well' initiatives to support all of our staff.
 - Risk assessments had been carried out on all staff who were shielding, and with our BAME staff.
 - We had recently appointed two staff to establish the Trust's first BAME network.
- Feedback: We were very proud of the support we have received, both from patients and other providers.

SJ moved on to the partnership working update, reminding Council that this was something we had been working on for over three years; a detailed exploration was agreed by the Board in November. This work was paused due to the challenges of COVID. However, the recent announcement of a planned merger between WSFHT and BSUH required us re-consider our future strategy.

Council was familiar with the challenges faced by the Trust; these included reliance on key individuals, the need for swift access to other services within the Sussex network when our patients become very unwell and our significant financial challenges, as a result of the imbalance between our income and costs.

The Trust would need to be assured that working with WSHFT would provide better opportunities for our staff, help develop a future strategy for our services to benefit patients across the region, and help deliver financial sustainability.

We would be exploring these issues in greater detail over the next few months and Council noted the proposed timeline to support this. The Chair and CEO of WSHFT would join our board seminar later this week to consider the next steps.

In parallel to this, regional plans were underway to create a Sussex-wide clinical strategy, looking at how services should be developed and positioned across the area. The timing of this would be helpful to QVH to support a shared understanding of a long term, sustainable future for the Trust. Endorsement of the Sussex Acute Services Review would be considered at the October board meeting.

Governors play a key role at QVH in holding the non-executive directors to account for the performance of the board, and representing the views of members and the public and Council was reminded of guidance available to them in 'Your statutory duties'.

BH thanked SJ for his presentation, noting the importance of QVH retaining control over its future. She went on to invite each of the NEDs individually for their comments, which included:

- QVH was the second smallest FT in the country and unsustainable in its current format; to do nothing was not an option.
- The FT model was originally highly competitive, but the new ethos is that of collaboration to ensure patients receive a high standard of care in the right place.
- Staff would benefit from greater development opportunities in a sustainable organisation.
- Although this was likely to be an emotive decision, the most important consideration for both the Board and Council was what was best for patients, staff and community. It was incumbent on all to ensure any proposal includes a clear link between the challenges faced and proposed solutions. We have a duty to ensure we achieve the best for QVH and its patients and staff.
- This exercise would be difficult at the best of times but would be particularly challenging during this pandemic. We must do this properly and involve and listen to all who wish to express a view.
- It is vital to maintain high standards of clinical care and the timing of the Sussex Acute Services Review was opportune.
- We should proceed in good faith but carefully monitor anything likely to be problematic.
- Moving away from competition to collaboration is sensible but it is our duty to ensure the hospital is viable going forward.

As lead governor, PS noted there had been extensive analysis of issues and high level of discussions on this matter. This was clearly a big issue and it would be important to mitigate any negativity as well as accentuate the positive aspects of the proposal.

BH reminded Council that this had been a whole board decision and paid tribute to executive colleagues who had managed to focus on this at the same time as managing the impact of the pandemic.

Questions had been raised at the recent smaller sessions held between BH and individual governors recently and there would also be the opportunity to ask further questions as matters progressed.

In the meantime, questions which had been raised in advance by Council were addressed by SJ as follows:

1. Does the partnership pose any possibility of the QVH being closed and all services transferred elsewhere?

QVH has 12 theatres which are recognised as extremely important to the NHS in Sussex and regionally. There has been absolutely no discussion of closing this site. It is important everyone understands the case for change and the compelling vision.

2. Which services are being considered for transfer out and which services are potentially to be moved to the QVH?

We are not looking at removing any services from QVH. There is work already underway, led by our clinicians, looking at whether in the longer term (3-5 years) inpatient burns patients might be better treated in Brighton. The timeline for considering that change is longer term because it is dependent on the 3Ts building work at Brighton. We have also had some quite complex trauma patients coming to QVH for plastics; our clinicians have said that it is probably right that they should be treated at Brighton when we have a sufficient rota of plastics consultants working in Brighton.

3. Once the planned combination of the two hospital trusts has taken place, will there still be a requirement for Public Governors with the QVH or will these also be combined with a responsibility for the whole combined trust?

The new organisation formed by the planned merger of BSUH and Western will be a foundation trust with governors. If QVH decides joining this organisation is in the best interests of QVH patients, staff and services then we understand that there would be a single council of governors for the new organisation. There is work to be done to look at the detail of how that council of governors would be formed in a way that represents the stakeholders, public and patients of all the hospitals involved.

4. Western and BSUH were discussing a partnership with QVH. During Covid they changed that to a merger. Mergers need a high level of communication and trust between organisations, so I wonder at what stage was QVH informed?

QVH was informed late in the process and the leadership of BSUH/WSHFT have apologised for that. We are all clear that our values and behaviours will be very important in building a strong relationship to support any future merger. Clinician to clinician conversations will be particularly important for this too and we will be looking at how to build those into the process.

5. There is past experience of QVH using finance systems that belonged to another trust, having no real control and suffering reputational damage. Are you assured partnership with BSUH and Western will not leave QVH 6th in the pecking order of the 6 hospitals?

The chief executive and chair of BSUH/WSHFT are meeting with the QVH Board in October and we plan to continue to build our understanding of how QVH would fit into a new organisation. QVH has vital specialist services and assets such as our theatres which we would hope would make it a highly valued part of any new organisation.

6. QVH has a superb reputation for focussing not just on the physical injury but on the whole person – their mental wellbeing and activities they want to resume. How can we protect that quality of service?

QVH receives exceptional positive patient feedback and any future merger must protect the high standard of our care. That will be part of our conversations with the leadership of BSUH/WSHFT. There may be experience and skills to be shared

	<p>between all the hospitals for the benefit of all our patients. The Patient First initiative introduced into BSUH by WSHFT produced enormous benefits for their patients.</p> <p>7. Now that the issue of a full merger is on the table are we looking at cost savings and efficiencies? We know that QVH's cost base is (relatively) one of the highest in the country, given the small size of the Trust. The three obvious areas to look at are Finance, IT, and Purchasing. Could back office services be offsite in cheaper or less critical space than on the main hospital sites with reduced need for management across the multiple sites?</p> <p>We have three aims in looking at a partnership – give key individuals the back up of a wider team; plan for the future in a way that builds on synergies between clinical services; make sure we provide value for money.</p> <p>QVH has never stood alone as an organisation, and has always recognised that, for a relatively small hospital, there are huge benefits from collaboration and cooperation with other providers. For example, our pay roll is provided by Northumbria Healthcare.</p> <p>The question suggests we should look at finance, IT and purchasing. If we do make a decision to join BSUH and Western in a new organisation, we would want to look at all areas where we could be more efficient and bring greater resilience to our back office services by working together. In a new organisation there is indeed potential make greater use of technology and there would also be procurement savings to be made through the greater buying power of a larger organisation.</p> <p>The question asks about moving back office services off site; there is no particular issue with a shortage of space for back office services on the QVH site.</p> <p>An additional governor seminar (virtual) to continue discussions was scheduled for Monday 2 November at 2pm.</p> <p>There were no further comments and Council noted the contents of the update.</p>
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Holding non-executive directors to account for the performance of the board of directors

<p>47-20</p>	<p>Board of Directors</p> <p>BH summarised the content of the board meetings and seminars which had taken place since the last Council meeting; she also recommended governors read the Chair's reports contained within the regular board papers.</p> <p>The issue of Trust services within Kent was raised regularly in the context of new partnership working. BH had joined the Kent Chair's group to ensure QVH remained relevant and involved in future discussions.</p> <p>One of the two seminars held in August included an excellent session led by Cavita Chapman, Head of Equality, Diversity and Inclusion for the South East region which focused on the best way in which Trust could meet its Workforce Race Equality Standard (WRES) aspirations.</p> <p>NEDs continued to meet more frequently with the CEO than pre-pandemic which had been a useful way to keep abreast of current developments.</p> <p>PS commended changes to the board meeting format since the pandemic. He went on to remind governors that his role as lead governor required feedback and engagement from other Council members in order to be effective.</p>
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	<p>There were no further comments and Council noted the contents of the update.</p>
<p>48-20</p>	<p>Finance and performance committee PD-R provided a summary of Committee recent activity, noting that the meeting originally scheduled for August had been cancelled due to the large number of conflicting priorities the management team were currently working on.</p> <p>The Committee had noted the ambitious plan of work for the Trust over the next six months and was keen to be able to support the executive to oversee the complex programme of restoring services. Patient safety remained the priority and was aligned to Q&GC objectives.</p> <p>Delivery of our operating plan was crucial. Workforce metrics were positive but sensitive, and our ability to deliver the plan depended on them remaining robust.</p> <p>Changes to the current financial regime were being introduced and would impact trusts in the coming months. A central control total for the ICS would be allocated to individual organisations.</p> <p>Although governor representative AL had been unable to attend the September F&PC he had received papers and had been kept up to date on the current situation.</p> <p>BH concurred that the September F&PC had been a very effective and worthwhile meeting.</p> <p>There were no further comments and Council noted the latest update.</p>
<p>49-20</p>	<p>Quality and governance committee KN presented an update on the work of the Committee. Although we were now working in a different way since the pandemic, lively debate still ensued, holding people to account.</p> <p>Two meetings had taken place since the July CoG, including one to receive a significant number of annual reports. A review of the assurance report to Board was currently underway.</p> <p>The Committee was overseeing issues the Trust was facing; these included helping the wider system catch up on waiting lists as well as managing our own waiting lists. Due to extensive use of PPE to keep everyone safe, it was necessary to work at a slower pace.</p> <p>The Committee took all reports of serious incidents and never events very seriously, undertaking rigorous investigation, and overseeing action plans.</p> <p>DH noted the high volume of reports presented at Q&GC; this was due to the large number of groups reporting through to the Committee. However, review and scrutiny of papers remained thorough, despite meetings now taking place in virtual format.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p>50-20</p>	<p>Audit committee Two audit meetings had taken place since the CoG meeting in July.</p> <p>As reported at the previous meeting, there would be a change in the external audit team with a new manager and new director joining QVH next month. KG and MM had met with both outgoing and incoming auditors to ensure as smooth a transition as possible.</p> <p>There had been a slight delay to delivery of the internal audit plan during the early days of the pandemic but the programme was now back on track; audits had continued as normal,</p>

	<p>which was not the case in many other trusts and was a testament to our team. . The audit plan had been amended slightly to reflect changing priorities but reports had not highlighted anything of particular concern and controls were operating as effectively as normal. Both external and internal auditors had reflected on levels of cooperation and collaboration within the Trust, evidence of how well the hospital was run.</p> <p>There were no further comments and Council noted the content of the update.</p>
51-20	<p>Charity committee GN provided a brief update on the meeting which took place earlier this month. QVH had been allocated £45,000 from NHS Charities Together which had paid for free staff meals in the early part of the pandemic, staff psychological support, outdoor seating areas for staff and hand cream for nurses.</p> <p>QVH had also bid for additional funding to support the establishment of a BAME network at the Trust and been allocated a further £50,000.</p> <p>A further tranche of funding will be issued to tackle legacy of issues associated with COVID and to cope with second wave; it was anticipated that this would be in the region of around £22,000.</p> <p>BH noted the importance of this funding which would help offset the lack of fundraising income at this time.</p> <p>In response to a question raised by the staff governor, GO advised that staff uptake of psychological therapy support had been positive; a further update would be provided at the next Charity meeting.</p> <p>CH noted a positive outcome of the pandemic was the willingness of the public to fundraise as a thank you to NHS staff.</p> <p>There were no further comments and Council noted the contents of the update.</p>
52-20	<p>Any other questions for non-executive directors There were none.</p>
Council business	
53-20	<p>Chair and NED appraisal process This item had been discussed during the earlier private session, and confirmation was provided for the record that this year's NED and Chair appraisal process was complete.</p> <p>As Chair of the Appointments committee, JH confirmed that this had been a robust and transparent process.</p> <p>BH thanked all governors who had supported this year's process.</p> <p>There were no further comments and Council noted the content of the update.</p>
54-20	<p>Chair and NED annual remuneration review This item had also been considered during the private session, and confirmation was provided for the record that Council had reviewed and approved remuneration rates for the Chair and NEDs for 2020/21.</p>
55-20	<p>Governor selected quality indicator 2020/21</p>

	<p>BH reminded Council that this would be JMT's last Council meeting before she retired in November. On behalf of Council she thanked JMT for all she had achieved during her tenure, including the two 'good' CQC reports and the sustained excellent feedback on outpatient and inpatient care.</p> <p>JMT reminded Council that each year we ask governors to select one indicator which external auditors (currently KPMG) would review as part of the annual quality report audit. The requirement in 2019/20 for auditors to provide assurance on the Quality Report (including quality indicator) was removed to alleviate pressures on providers, following the outbreak of COVID-19. It was uncertain as to whether this metric might be reintroduced in 2020/21 but JMT suggested governors should start thinking about this now, rather than leaving until Q4. Any metric would require a full year's data, and advice should be sought from KPMG in advance to ensure this would be auditable.</p> <p>Last year's QI was based on patient cancellations; however, JMT suggested governors may wish to select something more pertinent given the current pandemic.</p> <p>Council agreed to respond to PS as lead governor by Friday 30 October. PS would then feedback suggestions to the Director of Nursing and KPMG to ensure the feasibility of auditing [Action: All]. A reminder of this process would be included in the September edition of GMU.</p> <p>There were no further comments and Council noted the contents of the update.</p>
<p>56-20</p>	<p>Assessment of the auditor's 2019/20 work and fees</p> <p>KG presented his summary of the 2019/20 work and fees, reminding Council that detailed summary reports were included throughout the year in the board papers.</p> <p>Given that the annual auditor's report on the Trust's financial statements is made 'solely to the Council of Governors', KG was asked to highlight key items to look for in the report to enable governors to responsibly fulfil their role in this respect.</p> <p>KG reminded Council that the role of governors is to appoint the auditors and receive the audit report. The detailed review is done by the audit committee, who receive a more detailed report.</p> <p>KG also noted the increasing level of disclosure over the last few years; whilst this is a good thing because it provides additional information it can also make it harder for most users of financial reports to understand.</p> <p>KG suggested that Council specifically look out for the following:</p> <ul style="list-style-type: none"> • Whether an opinion is modified. If unmodified, Council can generally rely on the information in the financial statements. • Material uncertainties. There had been a lot more in many types of organisation this year due to the pandemic. For the second consecutive year, QVH had one relating to going concern. • Changes in audit risks and key audit matters, ideally in the context of the market. For QVH this year, valuation of buildings would be the main highlight, again consistent with other trusts due to market uncertainty. • Under Value for Money, try to understand the basis of any qualified opinion; this is much more common than for financial statements, and are effectively an assessment against set criteria. As with last year, QVH has a qualified opinion which relates to our financial sustainability. <p>There were no further comments and Council noted the contents of this year's update.</p>

57-20	<p>Information governance: annual update</p> <p>CP reminded governors that they were required to remain cognisant about information security, privacy and confidentiality whilst carrying out their duties. Information governance training was provided to governors at the Trustwide induction programme every three years, throughout their six-year tenure; this was supplemented by an annual update in the intervening period. A summary of key principles relevant to governors was included in today's report.</p> <p>There were no further comments and Council noted the contents of the annual update.</p>
Representing the interests of members and the community	
58-20	<p>Foundation Trust membership review</p> <p>CP presented a report noting that membership had remained stable over the last year, and reminding Council that foundation trusts were no longer required nor expected to increase membership.</p> <p>QVH is proud of the support it gets from its members and provides a high level of communication to members. It will be important to maintain this whilst we go through partnership discussions.</p> <p>There were no further comments and Council noted the contents of the update.</p>
Any other business	
59-20	There was none.
Questions	
60-20	<p>Council sought and received clarification regarding the following:</p> <ul style="list-style-type: none"> • There was a national push to install and start using the NHS 'Test and Trace' app, and we were currently advising staff to pause it when they come on site. • QVH reports very few Never Events but all are taken very seriously and investigated using the national framework, with scrutiny applied through Q&GC and associated groups. We would need advance notice before being able to report on trends. <p>There were no further comments and the Chair closed the meeting.</p>

Chair:..... Date: