

For accuracy, it should be noted that item 41-21 was taken ahead item 34-21

<b>Document:</b>		<b>Minutes FINAL &amp; APPROVED</b>
<b>Meeting:</b>	<b>Council of Governors session in public Monday 12 April 2021, 16:30 – 18:00</b>	
<b>Present:</b>	Beryl Hobson (BH)	Trust Chair
	Chris Barham (CB)	Public governor
	Brian Beesley (BB)	Public governor
	Liz Bennett (LB)	Stakeholder governor
	Elizabeth Bowden (EB)	Public governor
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor
	Tim Butler (TB)	Public governor
	Balj Dheansa (BD)	Staff governor
	Miriam Farley (MF)	Public governor
	Antony Fulford-Smith (AF-S)	Public governor
	Janet Haite (JDH)	Public governor
	Chris Halloway (CH)	Public governor
	Oliver Harley (OH)	Public governor
	John Harold (JH)	Public governor
	Anita Hazari (AH)	Staff governor
	Julie Holden (JWH)	Stakeholder governor
	Andrew Lane (AL)	Public governor
	Caroline Migo (CM)	Public governor
	Peter Shore (PS)	Public governor
	Roger Smith (RS)	Public governor
	Ken Sim (KS)	Public governor
	Alison Stewart (AS)	Public governor
	Peter Ward Booth (PWB)	Public governor
	Martin Williams (MW)	Public governor
	Thavamalar Yoganathan	Public governor
<b>In attendance:</b>	Steve Jenkin (SJ)	Chief Executive
	Nicky Reeves (NR)	Director of nursing (interim)
	Michelle Miles (MM)	Director of finance
	Geraldine Opreshko (GO)	Director of workforce and organisational development
	Clare Pirie (CP)	Director of communications and corporate affairs
	Hilary Saunders (HS)	Deputy Company Secretary
	Paul Dillon-Robinson (PDR)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Gary Needle (GN)	Non-executive director
Karen Norman (KN)	Non-executive director	
<b>Apologies:</b>	None	
<b>Did not attend:</b>	Raman Malhotra (RM)	Staff governor
<b>Public gallery:</b>	Two members of the FT membership and one member of the public	
<b>Ref.</b>	<b>Item</b>	
<b>Standing items</b>		
<b>31-21</b>	<b>Welcome, apologies and declarations of interest and eligibility</b> The Chair opened the meeting and welcomed recently elected governors to their first public meeting. She also congratulated JDH and AF-S on being successfully elected for a second term.	

	<p>The Chair reported that declarations of interest had been received from all governors for 2021/22, although the declaration from MF had not been received in time for inclusion in the meeting papers. The Chair sought a verbal declaration and MF confirmed that her spouse was a member of staff at QVH, and that she was also an employee of University Hospitals Sussex NHS Foundation Trust. These declarations would be recorded and the register updated accordingly.</p> <p>The Chair sought and received confirmation of eligibility from all governors at today's meeting.</p> <p>The Chair sought and received confirmation that today's meeting was quorate.</p> <p>Today's meeting was taking place during a pre-election period and Council was reminded of the requirement to observe regulations pertaining to this.</p> <p>No apologies had been received. It was also noted that the operations and medical directors would not be attending today's meeting.</p> <p>Following notification of items for today's agenda outside of the timescales required under the Council's standing orders, with the Chair's agreement, these would be considered under any other business (AOB). As requested by some of the governors, to allow sufficient time for discussion, the Chair agreed that AOB could be taken immediately after the Standing Items; however, Council were asked to note that the meeting would still finish promptly at 6pm.</p>
<p><b>32-21</b></p>	<p><b>Draft minutes of meeting held on 11 January 2021</b> Those governors who were eligible, <b>approved</b> the minutes of the meeting held on 11 January 2021.</p> <p>In response to a question previously raised by newly elected governors, the Chair confirmed that the meeting held on 11 January 2021 had been quorate and that all decision making was valid.</p>
<p><b>33-21</b></p>	<p><b>Matters arising and actions pending from previous meetings</b> GSG had proposed newly elected staff governors be invited to self-nominate for one of the three sub-committee vacancies; the Chair confirmed that that the following would take up post with immediate effect.</p> <ul style="list-style-type: none"> <li>• Appointments committee: AH</li> <li>• Governor Steering Group: BD</li> <li>• QVH Charity committee: RM</li> </ul> <p>In view of their clinical commitments, as an exception it had been agreed that BD and RM may deputise for each other if required</p> <p>In order to align with the current timetable for stakeholder and public governor representative elections, these appointments would remain until 01 July 2022.</p>
<p><b>Know your trust</b></p>	
<p><b>34-21</b></p>	<p><b>Executive overview</b> The CEO noted that some of today's presentation had already been covered during the previous seminar. In the interests of time, today's update was brief highlighting the following:</p> <ul style="list-style-type: none"> <li>• 2021/22 priorities &amp; operational planning guidance</li> </ul>

	<ul style="list-style-type: none"> <li>• Supporting the health and wellbeing of staff, and taking action on recruitment and retention</li> <li>• COVID vaccination status</li> <li>• Recovery</li> </ul> <p>As usual, the presentation would be circulated to Council.</p> <p>In response to a question by one of the staff governors about the proposed merger timeline, SJ reiterated that the Trust had always been clear that 01 October 2021 had been cited as the earliest possible date that a transaction could legally be effected. As communicated to all governors and to staff, over the next few months QVH will be working with partners on developing the strategic case for possible merger, the strategic case will lay out a clear timeline for the potential merger.</p> <p>There were no further questions and Council <b>noted</b> the contents of the latest update.</p>
--	--

**Holding non-executive directors to account for the performance of the board of directors**

<p><b>35-21</b></p>	<p><b>Board of Directors</b></p> <p>The Chair summarised discussions held at the March public board meeting. All business meetings had been conducted virtually since the start of the pandemic. In line with other trusts, the duration of these meetings had been reduced, and to ensure efficient use of time available, board members now submitted questions in advance. This system had worked well and helped the board to focus on strategic matters. The Chair reminded Council that the Board of Directors was a unitary board and it was important for all directors to contribute and challenge where appropriate. Highlights of the March meeting included:</p> <ul style="list-style-type: none"> <li>• The Trust's role during the pandemic, with the Board paying tribute to all members of staff who had remained agile and effected enormous changes over the last 12 months;</li> <li>• Despite the focus on the Trust's long term sustainability, the Board continued to oversee the day to day work of the hospital, scrutinising reports from the directors of nursing, finance, operations, workforce and the medical director.</li> <li>• The Patient Story: at the start of each meeting the Board invites a patient to speak about their experience; this item had proved invaluable in ensuring that the patient remained at the centre of the Board's decision making.</li> <li>• A discussion around the Trust's risk management process.</li> <li>• Consideration of the recent White Paper, (referenced during the earlier seminar); this will require a high degree of collaboration with other organisations, something which QVH has always done particularly well.</li> </ul> <p>The Board had received three questions from public governors two of which were answered during the course of the meeting. The third question related to information provided to Council; this question had also raised the issue of timeliness of Trust response to governors. As the question referred to a member of staff by name, it had not been read out at the meeting and the Chair decided that it was more appropriate for the matter to be considered by the Governor Steering Group. The Chair then handed over to the lead governor to report on this and on his report on the Board.</p> <p>In opening, PS noted that one of the benefits of the virtual meetings is that it had enabled a greater number of people to observe the board in action; the process whereby questions and answers were prepared in advance had also proved very effective.</p>
---------------------	--

	<p>PS went on to apprise Council of the outcome of the recent GSG meeting, highlighting in particular:</p> <ul style="list-style-type: none"> <li>• The discussion on information provided to Council: <ul style="list-style-type: none"> <li>○ GSG had considered information provided to Council as a whole, and also that which governor representatives (GovReps) were privy to in their particular roles. GSG had concluded that any documentation, presentation etc which is shared at a public CoG could be deemed to be in the public domain. All other documents, presentations and discussions should be classed as confidential and not circulated further.</li> <li>○ The GovRep roles had been developed by the Trust as an additional means of engaging with governors and should not be seen as an opportunity to participate in discussions on operational matters.</li> <li>○ Anyone wishing to stand as a governor representative should be committed to maintaining confidentiality and abiding by the Code of Conduct. Committee chairs would first meet with respective GovReps to establish assurance that the governor will work in a way which is consistent with QVH values and the Governors' code of conduct.</li> <li>○ GSG had agreed that they were satisfied with the level of information made available by the Trust.</li> <li>○ The Chair suggested that GSG should consider how to collect Agenda items from the CoG in future.</li> <li>○</li> </ul> </li> <li>• Timeliness: <ul style="list-style-type: none"> <li>○ GSG had agreed that it would be neither practical nor reasonable to expect a faster response rate, given rising demands on current resources.</li> </ul> </li> <li>• Circulation of draft minutes: <ul style="list-style-type: none"> <li>○ Current custom and practice was for draft minutes, if available, to be included with GSG meeting papers to assist in shaping CoG agendas. In future it may be possible to circulate the draft minutes for information to the wider CoG (for information, not for comment) after they had been noted by GSG.</li> <li>○ GSG was reminded that minutes are not designed to be a verbatim record, but instead they should capture salient actions and decisions. GSG agreed that if the Trust thought it necessary, it would be permitted to record a meeting for the purposes of the minutes; however, this would be destroyed shortly afterwards and not made available more widely.</li> </ul> </li> </ul> <p>Newly elected members of Council sought clarification as to the following:</p> <ul style="list-style-type: none"> <li>○ Why minutes couldn't be produced immediately after the meeting, as was current practice in some of the larger global organisations. The Chair reiterated that the Trust's case for change set out clearly the pressures of working within limited resources and this was a good example.</li> <li>○ Why couldn't CoG minutes be prioritised? The Chair explained that to do so would have an adverse impact on more pressing priorities.</li> <li>○ Could a member of council take the minutes to expedite the process? The Company Secretary responded that Trust was responsible for making a record of the meeting and this role should be retained in house.</li> </ul>
<p><b>36-21</b></p>	<p><b>Finance and performance committee</b> Due to the time taken to conclude 41-21, the meeting closed before this item could be addressed.</p>
<p><b>37-21</b></p>	<p><b>Quality and governance committee</b> Due to the time taken to conclude 41-21, the meeting closed before this item could be addressed.</p>

38-21	<p><b>Audit committee</b> Due to the time taken to conclude 41-21, the meeting closed before this item could be addressed.</p>
39-21	<p><b>Charity committee</b> Due to the time taken to conclude 41-21, the meeting closed before this item could be addressed.</p>
40-21	<p><b>Any other questions for non-executive directors</b> Due to the time taken to conclude 41-21, the meeting closed before this item could be addressed.</p>
<b>Any other business (AOB)</b>	
41-21	<p>Additional items regarding Trust process had been submitted for inclusion in today's agenda. Notification had been received outside the parameters of the Trust standing orders, but the Chair had agreed these could be considered under any other business (AOB).</p> <p><u>The Lead Governor (LG) position</u> Council sought and received clarification of the role of the LG noting that this role did not assume greater power or responsibility than other governors. In addition to acting as a link between Council and the regulator, the Trust had chosen to expand the role to include a link between the Council and the Board of Directors.</p> <p>One new Governor expressed disappointment at the lack of willingness of the LG to engage with the newly elected governors by offering guidance, information and support to get them up to speed with the work that had been carried out so far on the proposed merger. Others stated that they felt the current incumbent was not carrying out the role to their satisfaction and that they had no knowledge of the LG's views on the proposed merger.</p> <p>The Chair explained that prior to the pandemic, she and the LG would meet on a regular basis with small groups of governors to seek input and gain the views of other Council members. Although the Trust had arranged several virtual events to support new governors in recent weeks, these sessions did not have the advantages of face to face meetings.</p> <p>The Chair invited those who had been in post prior to 01 February for their views on the matter which included:</p> <ul style="list-style-type: none"> <li>• That the system in place has worked well in the past and that the LG has worked effectively, whilst ensuring his own views do not impact on his remit;</li> <li>• That the LG has done a good job of keeping governors informed of developments as required;</li> <li>• That it would be premature for anyone to state their views on a proposed merger, given that this process is still in its infancy.</li> </ul> <p>One governor questioned the Chair's handling of this issue and was reminded that the conduct of the meeting was at the chair's discretion.</p> <p>The Chair invited newly elected governors for their comments and asked them to explain what they were hoping to achieve through today's discussion. These included:</p> <ul style="list-style-type: none"> <li>• That the LG had not reached out to new governors</li> <li>• That the LG had not approached new governors to explain what was going on.</li> <li>• That there had been a lack of personal interaction.</li> </ul>

In response to the comment that Council should have been able to elect its own LG, the Chair reminded governors that this was indeed the process the Trust had followed last year and at all previous governor representative elections.

The Chair invited PS to reply to the concerns raised. PS concurred that he had not expressed a view on the merger, nor would he do so, as this was not part of his remit and irrelevant to the business in hand. In response to a suggestion, he agreed that he was willing to hold a meeting with governors, without the Chair present if that was requested.

The Chair indicated that in her view this was a personal attack on the LG and cautioned that this debate was not appropriate at a public meeting; she received assurances from some governors that it had not been their intention to make this personal.

One of the longer serving governors disputed comments regarding the LG's willingness to engage, noting that in recent months, both the LG and the Chair had made every effort to bring new governors on board, working with governors as a group rather than individually.

#### Agreement on sub-committee shadowing

Council sought clarification regarding the governor representative roles, asking that the timetable be brought forward to enable interested candidates to shadow a future board sub-committee meeting.

Council was again reminded that due to constrained resources, the Corporate Affairs Team did not have the capacity to progress this at present; however, on this occasion the Chair agreed take this forward and make arrangements for committee chairs and current governor reps to meet with anyone interested in these roles. **[Action: BH]**

#### Merger Evaluation Group membership

Although noting that a fuller discussion was scheduled for June, newly elected governors asked that a decision be made today regarding membership of the proposed Governor Working Group (GWG).

Following on from comments made at the earlier seminar, there was a proposal that membership should be larger than the four members previously discussed in order to allow more public governors to participate, but not to incorporate all members of Council, and that if five or six public governors joined the group that would be proportional to the proposed inclusion of one staff governor.

The Trust agreed to take these comments into account in ongoing discussion of the proposed Governor Working Group; in response to a question the Company Secretary reminded Council that a decision would require appropriate notice and could not be agreed under today's AOB.

#### Notice of motion to rescind changes made to Governor Steering Group (GSG) Terms of Reference (ToRs) approved in January

Under item 7.1 of the Council of Governors standing orders, a proposal was made to rescind changes made to the GSG ToRs in January. Particular concern was expressed that the wording had been amended to remove reference to the GSG's role in offering advice and support to the Chief Executive, and as a route of communications between Council and the Board.

The Trust directed Council to S.3.2 of the standing orders which required this request be submitted at least three clear working days prior to notice of a meeting. Council was reminded that changes would also require the Board approval before they could take effect.



	<p>In response to a proposal to proceed, the Company Secretary again reminded Council no decision could be made today under AOB.</p> <p>One of the longer serving governors reminded Council that the amendments to the GSG ToRs had been agreed by GSG in December and formally approved by Council in January. She expressed concern that new governors were suggesting GSG had not done its job properly and that their comments felt personal. She also expressed concern at the tone and demands of the new governors, both at today's meeting and in emails to members of the Corporate Affairs Team. She concluded that much more would be achieved by working more collaboratively instead of continuing with such a confrontational approach. The new governor who initiated this discussion stated that she was seeking clarification as to what changes to the GSG role had happened between now and last year's review.</p> <p>Another Council member argued that this should not be regarded as personal attack but rather as robust and open discussion. However, the Chair stated that this was not appropriate behaviour and that the onus was on new governors to align their behaviour to the Trust's established culture and values.</p> <p>In response to a request for meeting papers to be circulated more than a week ahead of the meeting, Council was advised that this wouldn't be possible and that our current practice was in line with the requirements of the Trust's constitution.</p>
<b>Questions</b>	
<p><b>42-21</b></p>	<p>Due to the time taken to cover today's AOB, no time remained to cover this and several other outstanding agenda items.</p> <p>Prior to closing the meeting, the Chair concluded that this had been the most unedifying meeting she had ever attended, either at QVH or elsewhere. She reiterated that it was not good enough for some to tell others to adopt a more robust approach to debate. Instead it was incumbent on all to consider how we act and the affect it may have on other people. She urged everyone to pause and reflect on their behaviour.</p> <p>There were no further comments and the meeting closed at 6pm.</p>

Chair:..... Date: