

Meeting of the public session of the Council of Governors

Monday 19 July 2021

14:30 – 16:30



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership July 2021

| Members | |
|------------------------------|--|
| Beryl Hobson | Trust Chair |
| Chris Barham | Public governor |
| Liz Bennett | Stakeholder governor for West Sussex CC |
| Elizabeth Bowden | Public governor |
| Andrew Brown | Public governor |
| St John Brown | Stakeholder governor for League of Friends |
| Tim Butler | Public governor |
| Baljit Dheansa | Staff governor |
| Miriam Farley | Public governor |
| Anthony Fulford-Smith | Public governor |
| Janet Haite | Public governor |
| Oliver Harley | Public governor |
| John Harold | Public governor |
| Anita Hazari | Staff governor |
| Julie Holden | Stakeholder governors for EG Town Council |
| Raman Malhotra | Staff governor |
| Caroline Migo | Public governor |
| Peter Shore | Public governor |
| Roger Smith | Public governor |
| Ken Sim | Public governor |
| Alison Stewart | Public governor |
| Peter Ward Booth | Public governor |
| Thavamalar Yoganathan | Public governor |
| Invited attendees | |
| Steve Jenkin | Chief Executive |
| Nicky Reeves | Director of nursing (interim) |
| Keith Altman | Medical director |
| Abigail Jago | Director of operations |
| Michelle Miles | Director of finance |
| Lawrence Anderson | Director of workforce |
| Clare Pirie | Director of communications and corporate affairs |
| Hilary Saunders | Deputy company secretary |
| Gary Needle | Senior independent director |
| Kevin Gould | Non-executive director |
| Paul Dillon-Robinson | Non-executive director |
| Karen Norman | Non-executive director |

Annual declarations by governors 2021/22

As established by section 22 of the Trust's Constitution, if a governor of the Trust has a relevant and material interest, or a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose the nature and extent of that interest to the members of the Council of Governors as soon as he/she becomes aware of it.

To facilitate this duty, governors are asked on appointment to the Trust and thereafter at the beginning of each financial year, to complete a form to declare any interests or to confirm that the governor has no interests to declare (a 'nil return'). Governors must request to update any declaration if circumstances change materially. By completing and signing the declaration form governors confirm their awareness of any facts or circumstances which conflict or may conflict with the interests of QVH NHS Foundation Trust. All declarations of interest and nil returns are kept on file by the Trust and recorded in the following register of interests which is maintained by the Deputy Company Secretary.

| | Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies). | Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH. | Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH. | A position of authority in a charity or voluntary organisation in the field of health or social care. | Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services. | Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks. | Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest. |
|-------------------------|---|--|--|---|---|--|---|
| Public governors | | | | | | | |
| Barham, Chris | Transcend Talent Consultancy Ltd Company number 10458748 Non-Executive Director | None | None | None | None | None | None |
| Beesley, Brian | NIL | NIL | NIL | NIL | Royal Voluntary Service | NIL | NIL |
| Bowden, Elizabeth | NIL | NIL | NIL | NIL | NIL | NIL | Daughter works in recovery |
| Brown, Andrew | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Butler, Tim | Innovation Visual Limited – Director Medical Stock Images Company Limited – Director Medical Artist Limited – Director 23 Clarence Square (Cheltenham) Management Limited - Director | Medical Stock Images Company Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. Medical Artist Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. | Medical Stock Images Company Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. Medical Artist Limited – Director, 50% ownership. Previously used by the NHS, not seeking to do business with QVH. | NIL | NIL | NIL | NIL |
| Farley, Miriam | NIL | NIL | NIL | NIL | NIL | I am employed by University Sussex Hospitals to advise on inquests. | I am married to a consultant at QVH. |
| Fulford-Smith, Antony | single directorship: property management company with single asset – woodland in Devon | NIL | NIL | NIL | NIL | Vice President Medical Affairs at Ipsen – a pharmaceutical company who might sell products to QVH. My role is not related to sales and is above country. | Spouse is a QVH NHS Trust employee. Matron of Maxillofacial outpatients departments. |
| Haite, Janet | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Halloway, Chris | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Harley, Oliver | NIL | Independent private practice at McIndoe Centre/Horder Health | NIL | NIL | Independent private practice at McIndoe Centre/Horder Health | Independent private practice at McIndoe Centre/Horder Health | NIL |
| Harold, John | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Lane, Andrew | Director of: Arecor Ltd, VHsquared Ltd, P2i Ltd, IB Ventures Ltd and Void Technologies Ltd none of which have relationships with the NHS or QVH | NIL | NIL | NIL | NIL | NIL | NIL |
| Migo, Caroline | NIL | NIL | Restore Trustee – Breast Cancer Reconstruction Charity | NIL | NIL | NIL | NIL |
| Shore, Peter | Director of Peter Shore Ltd Director and Chair Attic Theatre Company Ltd Director of Miller Centre | Owner and Director of Peter Shore Solutions | Owner and Director of Peter | NIL | NIL | NIL | NIL |
| Sim, Ken | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Smith, Roger | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

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|---------------------------|---|-----|-----|---------------------------------------|--|---|--|
| Stewart, Alison | NIL | NIL | NIL | NIL | Following my retirement, I retain a small partnership share, with a non-clinical role in an NHS general practice partnership in Tunbridge Wells, Kent. | NIL | My step daughter is an extended scope practitioner physiotherapist at QVH. |
| Ward Booth, Richard Peter | NIL | NIL | NIL | Vice Chair Uckfield League of Friends | Vice Chair Uckfield League of Friends | NIL | NIL |
| Williams, Martin | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Yoganathan, Thavamalar | Director of Treaanth Healthcare Services. The focus of this company is the provision of healthcare in the private sector. We do not directly receive NHS referrals but do some contract work for Kent Integrated Dermatology Services (KIDS), who is an NHS provider. | NIL | NIL | NIL | NIL | Director at Tresaanth Healthcare Services Ltd. The focus of this company is the provision of healthcare in the private sector. We do not directly receive NHS referrals but do some contract work for Kent Dermatology Services (KIDS), who is an NHS provider. | Spouse of Ruben Kannan (QVH Consultant Plastic Surgeon) |

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| Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies). | Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH. | Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH. | A position of authority in a charity or voluntary organisation in the field of health or social care. | Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services. | Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks. | Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest. |
|--|--|--|---|---|--|---|

| Staff governors | | | | | | | |
|---------------------|---|--|--|---|--|-----|--|
| Dheansa, Balj | Director of My Plastic Surgeon Ltd. This company manages my private practice in plastic and reconstructive surgery. | Director of My Plastic Surgeon Ltd. This company manages my private practice in plastic and reconstructive surgery. Although I do not intend to seek NHS work through my company it is possible that such work may be offered to me. | NIL | I am patron of Dan's Fund for Burns. The position is not one of authority as I have no voting powers. | NIL | NIL | My wife works in the NHS at a London Hospital in the field of neurosurgery |
| Hazari, Anita | Private practice (no NHS work) at McIndoe Centre | NIL | NIL | Chair Plastic Surgery at JCIE (Joint Committee on Intercollegiate Examinations) | NIL | NIL | NIL |
| Malhotra, Raman | NIL | Owner/director of ORBITOFACIAL CLINIC Ltd. This is my private practice related to healthcare of patients with ophthalmic and oculoplastic disorders. Outpatient clinics are carried out at The McIndoe Centre, Spire Gatwick Park Hospital and Harley Street Specialist Hospital, London. Surgery is carried out at these sites and also at Centre For Sight, East Grinstead. My website is www.ramanmalhotra.com I do not receive NHS referrals. Co-director of PALM VISION LLP. A company set up to grow Palm trees. | NIL | NIL | NIL | NIL | NIL |
| Appointed governors | | | | | | | |
| Bennett, Liz | NIL | NIL | Member of East Grinstead Town Council Member of Mid Sussex District Council | Nil | Elected member of West Sussex County Council | Nil | NIL |
| Brown, St John | ST JB Advisory Ltd | Prostrate Matters Ltd London Uroradiology LLP Lucida Medical Ltd | Prostrate Matters Ltd London Uroradiology LLP Lucida Medical Ltd | League of Friends of QVH | NIL | NIL | NIL |
| Holden, Julie | NIL | NIL | Nil | NIL | NIL | NIL | NIL |

Fit and proper persons declaration

As established by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("the regulations"), QVH has a duty not to appoint a person or allow a person to continue to be a governor of the trust under given circumstances known as the "fit and proper person test". By completing and signing an annual declaration form, QVH governors confirm their awareness of any facts or circumstances which prevent them from holding office as a governors of QVH NHS Foundation Trust.

| Categories of person prevented from holding office | | | | | | | |
|--|---|---|---|---|--|--|--|
| | The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged. | The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland. | The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40). | The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it. | The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland. | The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment. | The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider. |
| Public governors | | | | | | | |
| Barham, Chris | NA | NA | NA | NA | NA | NA | NA |
| Beesley, Brian | NA | NA | NA | NA | NA | NA | NA |
| Bowden, Elizabeth | NA | NA | NA | NA | NA | NA | NA |
| Brown, Andrew | NA | NA | NA | NA | NA | NA | NA |
| Butler, Tim | NA | NA | NA | NA | NA | NA | NA |
| Farley, Miriam | NA | NA | NA | NA | NA | NA | NA |
| Fulford-Smith, Antony | NA | NA | NA | NA | NA | NA | NA |
| Haite, Janet | NA | NA | NA | NA | NA | NA | NA |
| Halloway, Chris | NA | NA | NA | NA | NA | NA | NA |
| Harley, Oliver | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| Harold, John | NA | NA | NA | NA | NA | NA | NA |
| Lane, Andrew | NA | NA | NA | NA | NA | NA | NA |
| Migo, Caroline | NA | NA | NA | NA | NA | NA | NA |
| Shore, Peter | NA | NA | NA | NA | NA | NA | NA |
| Sim, Ken | NA | NA | NA | NA | NA | NA | NA |
| Smith, Roger | NA | NA | NA | NA | NA | NA | NA |
| Stewart, Alison | NA | NA | NA | NA | NA | NA | NA |
| Ward Booth, Richard Peter | NA | NA | NA | NA | NA | NA | NA |
| Williams, Martin | NA | NA | NA | NA | NA | NA | NA |
| Yoganathan, Thavamalar | NA | NA | NA | NA | NA | NA | NA |
| Staff governors | | | | | | | |
| Dheansa, Balj | NA | NA | NA | NA | NA | NA | NA |
| Hazari, Anita | NA | NA | NA | NA | NA | NA | NA |
| Malhotra, Raman | NA | NA | NA | NA | NA | NA | NA |
| Appointed governors | | | | | | | |
| Bennett, Liz | NA | NA | NA | NA | NA | NA | NA |
| Brown, St John | NA | NA | NA | NA | NA | NA | NA |

| Categories of person prevented from holding office | | | | | | | |
|--|---|---|---|---|--|--|--|
| | The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged. | The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland. | The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40). | The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it. | The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland. | The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment. | The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider. |
| Holden, Julie | NA | NA | NA | NA | NA | NA | NA |

Meeting of the QVH Council of Governors
Monday 19 July 2021
14:30 – 16:30

| Agenda: meeting session held in public | | | |
|--|---|-------------|------|
| Standing items | | | |
| Ref | Item | Purpose | page |
| 58-21 | Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Beryl Hobson, Chair</i> | - | - |
| 59-21 | Draft minutes of the public meeting held on 10 May 2021 for approval <i>Beryl Hobson, Chair</i> | Approval | 12 |
| 60-21 | Matters arising and actions pending from previous meetings <i>Beryl Hobson, Chair</i> | Review | - |
| Council business | | | |
| Ref | Item | Purpose | page |
| 61-21 | Appointment of Trust Chair <i>John Harold, Chair of Appointments committee</i> <i>Clare Pirie, Director of communications and corporate affairs</i> | approval | - |
| 62-21 | Chair and NED appraisal process <i>John Harold, Chair of Appointments committee</i> <i>Clare Pirie, Director of communications and corporate affairs</i> | assurance | - |
| 63-21 | Chair and NED remuneration for 2021/22 <i>John Harold, Chair of Appointments committee</i> <i>Clare Pirie, Director of communications and corporate affairs</i> | approval | - |
| 64-21 | Assessment of the auditor's 2020/21 work and fees <i>Kevin Gould, Chair of Audit committee</i> | information | 19 |
| 65-21 | Motion to pause all further activities, meetings, dialogue or expenditure, formal or informal, relating to the proposed Acquisition ('merger') of QVH NHSFT by UHS NHSFT <i>Beryl Hobson, Chair</i> | information | 20 |
| 66-21 | Motion to review format and content of Council of Governors Agendas <i>Beryl Hobson, Chair</i> | information | 21 |

| 67-21 | Approval of revised Appointments committee ToRs <i>John Harold, Chair of Audit committee</i> <i>Clare Pirie, Director of communications and corporate affairs</i> | approval | 22 |
|---|--|-------------|--------------|
| 68-21 | Approval of governor representative roles 2021 <i>Clare Pirie, Director of communications and corporate affairs</i> | approval | - |
| Representing the interests of members and the community | | | |
| Ref | Item | Purpose | page |
| 69-21 | FT membership review 2020/21 <i>Clare Pirie, Director of communications and corporate affairs</i> | information | 28 |
| Holding non-executive directors to account for the performance of the board of directors | | | |
| Ref | Item | Purpose | page |
| 70-21 | Executive overview To include: <ul style="list-style-type: none"> • staff survey • provider collaborative overview <i>Steve Jenkin, Chief Executive</i> | information | presentation |
| 71-21 | Board of Directors <i>Beryl Hobson, Trust Chair and</i> <i>Peter Shore, Lead governor</i> | Information | - |
| 72-21 | Finance and performance committee <i>Feedback provided by Paul Dillon-Robinson, Committee chair</i> | Information | 31 |
| 73-21 | Quality and governance committee <i>Feedback provided by Karen Norman, Committee Chair</i> | information | 33 |
| 74-21 | Audit Committee <i>Feedback provided by Kevin Gould, committee Chair</i> | information | 35 |
| 75-21 | Charity Committee <i>Update provided by Gary Needle, committee Chair</i> | information | - |
| 76-21 | Any other questions for non-executive directors <i>All members of Council of Governors</i> | Discussion | - |
| Any other business | | | |
| Ref | Item | Purpose | page |
| 77-21 | <i>By application to the Chair</i> NEDs letter to Governors dated 5th May <i>Caroline Migo, public governor</i> | Discussion | 36 |

| Questions | | | |
|---|--|------------|------|
| Ref | Item | Purpose | mode |
| 78-21 | <p>To receive any questions or comments from members of the foundation trust or members of the public</p> <p><i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to deborah.finch@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i></p> | Discussion | - |
| Ref | Item | Purpose | mode |
| Date of next meeting | | | |
| Next meeting of the council of governors to be held in public | | | |
| 27 September at 16:00 | | | |

Trust Constitution

- Quoracy
 - 21.33** No business shall be carried out at a meeting which is not quorate. (In May 2021 CoG comprises 3 staff governors, 3 stakeholder governors, 20 public governors)
- Behaviour
 - 21.15** Governors' behaviour at meetings (and generally as a representative of the Foundation Trust) is expected to be exemplary. Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion and the decision of the Meeting Chair on questions of order, relevancy, regularity and any other matters shall be final

| Document: | Minutes DRAFT & UNCONFIRMED | |
|-----------------|--|--|
| Meeting: | Council of Governors session in public Monday 10 May 2021, 16:00 – 17:00 | |
| Present: | Beryl Hobson (BH) | Trust Chair |
| | Chris Barham (CB) | Public governor |
| | Brian Beesley (BB) | Public governor |
| | Liz Bennett (LB) | Stakeholder 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 |
| In attendance: | Steve Jenkin (SJ) | Chief Executive |
| | Clare Pirie (CP) | Director of communications and corporate affairs (CoSec) |
| | Hilary Saunders (HS) | Deputy CoSec (mins) |
| | 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 |
| Apologies: | Elizabeth Bowden (EB) | Public governor |
| | Andrew Brown (AB) | Public governor |
| Did not attend: | Raman Malhotra (RM) | Staff governor |
| Public gallery: | 2 members of the public | |
| Ref. | Item | |
| Standing items | | |
| 43-21 | Welcome, apologies and declarations of interest and eligibility The Chair welcomed everyone to the meeting. There were no new declarations of interest or ineligibility. Council was advised that one governor had still not submitted an up to date DoI/FPPT which meant they were ineligible to vote today under the terms of the Constitution. The meeting was confirmed as quorate. Apologies were noted as above. | |

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| | <p>The Chair noted that this would be the last formal meeting for four of our public governors including CH, who had served two terms, and BB, AL and MW who were coming to the end of their first term but unable to stand for re-election given Council's decision not to hold elections in 2021. The Chair paid tribute to all four individually, noting their significant contributions during their tenure. She thanked them for their support and noted that they would be missed. In response, CH stated that she had been proud to serve as a governor and had learned a lot during her tenure. She acknowledged in particular the support she had received from the Chair, chief executive, director of corporate affairs and deputy company secretary.</p> <p>The Chair reminded Council that today's meeting was originally scheduled as an additional session for review of the strategic case (SC). Although the SC timeline for had since shifted, this meeting had been retained to enable a governor's motion to be heard in public. All NEDs were in attendance today, and the executive team was represented by SJ.</p> |
| 44-21 | <p>Draft minutes of meeting held on 12 April 2021</p> <p>The Chair advised that two governors had proposed amendments to the minutes and reminded Council that discussion on the minutes was limited to matters of factual accuracy only. She had agreed to the following:</p> <ol style="list-style-type: none"> 1. 31:21 – For additional clarity, removal of the word '<i>late</i>' replacing with '<i>notification received outside of the timescales required under the Council's standing orders</i>' 2. 35-21: removal of bullet point relating to '<i>The Trust and Committee....any time</i>' 3. 35-21: addition of '<i>The Chair suggested that GSG should consider how to collect Agenda items from the CoG in future</i>' 4. 41-21: Lead governor role: Expanded to read: '<i>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</i>'. 5. 41-21: Merger evaluation group: Addition of: '<i>..... and that if five or six public governors joined the group that would be proportional to the proposed inclusion of one staff governor</i>'. 6. 41-21: Addition of '<i>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. Another council member argued that this should not be regarded as a personal attack</i>'. <p>In response to a suggestion by one of the governors that meetings should be recorded, Council was advised that this was not permitted under the terms of the Constitution without the express permission of the Chair. Whilst kept under review, CP noted that the situation with regard to recording meetings was complex; in the interests of time, it was agreed Council would receive a fuller explanation in GMU. [Action: CP]</p> <p>Subject to the proposed amendments, Council approved the minutes as a correct record.</p> |
| 45-21 | <p>Matters arising and actions pending from previous meetings</p> <p>There were no matters outstanding from the April CoG. The lead governor sought clarification as to the next steps in establishing the Governor Working Group and its associated terms of reference. [Action: CP]</p> |
| Council business | |
| 46-21 | <p>Motion to rescind approval of GSG terms of reference</p> <p>CM presented a motion to rescind approval of the GSG terms of reference which Council had agreed to in January, with reference to wording around the group's purpose. Her</p> |

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| | <p>rationale was that the change of wording removed an avenue of communication between the Board and Council. The revised version had also removed wording relating to GSG providing advice to the CEO, Chair and CoSec team and also reference to 'engaging governors in adding value to the Trust'. CM asked what had changed in the previous 12 months to warrant these amendments being implemented.</p> <p>The Chair explained that sub group terms of reference were subject to regular review and this wording had been removed because it did not align to governors' statutory duties. GSG had recognised this during the last review and requested the ToRs be updated to reflect this.</p> <p>CM suggested that whilst this was the view of the current GSG, it may not be that of new governors who would be shortly standing for the GR roles. CM clarified that it was not her intention for governors to have a direct line of communication to the CEO and the current system of raising questions through the Deputy CoSec or Lead Governor would remain.</p> <p>The director of corporate affairs reminded Council that as the wording around the GSG ToRs was incorporated into the Trust Constitution, any changes approved today would also have to go to Board for approval.</p> <p>The Chair asked all those eligible to vote. The motion was carried by a majority and would be presented to Board for consideration. [Action: CP]</p> |
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Holding non-executive directors to account for the performance of the board of directors

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| 47-21 | <p>Board of Directors</p> <p>The Chair provided an update on the public board meeting which took place last week. At that meeting she had announced her retirement from the Trust on 30 September, and she thanked those governors who had contacted her with such generous feedback. In response to a question from the lead governor, CP advised that an Appointments committee meeting was scheduled for early June, so the first stage of planning for a replacement will take place there and the Committee would report back to Council in July with recommendations for next steps.</p> <p>The Chair reported on the Board debate regarding current arrangements for inviting governor representatives to observe its committee meetings. The Board noted that this practice had served us well. After careful consideration, it had been agreed this arrangement would continue subject to the following caveats:</p> <ul style="list-style-type: none"> • All governor representatives would be required to sign a confidentiality agreement stating they would not pass on any information other than through the agreed GMU channel. • The practice of asking the committee chair and director of corporate affairs to check individual draft reports for GMU for accuracy prior to publication will continue. <p>It is not permitted to circulate confidential information to anyone without an NHS email address and committee chairs would consider what information might be reasonably provided to governors. In response to a suggestion that governors be provided with NHS email addresses, CP explained that as public and stakeholder governors were not members of staff and in line with information governance requirements, this was not an option.</p> <p>The Chair also noted the high number of declarations of interest of the current members of Council; potential conflicts of interests would be considered in advance before a governor representative takes up a role.</p> |
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| 48-21 | <p>Finance and performance committee (F&PC)</p> <p>PDR stated that meetings aimed to balance constructive challenge between executives and NEDs whilst supporting the executives who were currently managing a huge workload. He went onto provide a brief summary of the work of the F&PC, highlighting in particular:</p> <ul style="list-style-type: none"> • Committee meetings take place on a monthly basis to oversee operational and financial performance and workforce. • Operational performance had been impacted by the pandemic and by the Trust taking on the role of the regional cancer hub. Whilst this had supported the Trust in meeting cancer targets, a significant waiting list had built up, reversing previous achievements in reducing 52-week waits. The Committee focused on recovery plans and areas where the Trust was most at risk (eg. limited capacity within theatres and the independent sector). • Workforce KPIs were stable but the Committee was cognisant of pressures and concerns around staff wellbeing. • PDR reminded Council that this year's system of funding was not typical and year-end results not an accurate representation of the underlying financial position. • A budget forecast for break-even for the first half of the year had been agreed; this was a stretching target and given uncertainty surrounding funding arrangements, could not be guaranteed. • The way in which providers were moving away from operating as individual organisations towards a system basis. • A review of action plans for oral and corneo services. <p>As GR for F&PC, AL concurred with this summary of a very complex meeting, noting in particular:</p> <ul style="list-style-type: none"> • The April meeting was a prime example of the complexity of NHS finance and the degree of uncertainty providers are operating in, alongside temporary measures to manage COVID. • The Trust was particularly proud of the role it had played in supporting the region as a cancer hub; however there remained a huge challenge in dealing with the current backlog. • There was a degree of challenge by NEDs for executives to provide assurance around budget assumptions. The organisation was required to agree a budget at a time of real uncertainty and this meeting was a good illustration of the role the NEDs were currently playing. <p>Council considered the update, seeking additional clarification as follows:</p> <ul style="list-style-type: none"> • As the only plastics unit in the area, how was the Trust proposing to manage the waiting list for plastics? PDR explained that NEDs are not involved in this level of detail which requires analysis of very complex reports; however he confirmed that waiting lists within all areas were monitored – not just plastics – and the committee would have oversight of action plans. NEDs continue to challenge the executive regarding the cause of issues, seeking assurance as to what is being done to address them. • PDR confirmed that the drive to reduce waiting lists in Sussex would also be reflected across Kent and Surrey. • How much of 2020/21 revenue was over and above what we would normally expect in percentage terms, and what the level of deficit would be if the current block contract was removed? PDR responded that for many reasons it was not possible to calculate what the underlying deficit is, but under the previous tariff system this was running at approximately £8-9m. It was unlikely that the NHS would return to the Payment by Results tariff system and more probable that a system of block contract plus incentive would be introduced - although uncertainty around this still remained. • One of the reasons QVH went into deficit was increased staff costs required to reduce a historical wait list, which cost the organisation more than it received in tariff. The |
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| | <p>current regime is based on COVID Elective Recovery Fund (ERF) which reimburses the trust at above tariff for additional work.</p> <p>There were no further questions and CoG noted the contents of the update.</p> |
| 49-21 | <p>Quality and governance committee (Q&GC)</p> <p>KN described the work of the Q&GC, which oversees a comprehensive work plan throughout the year. The Committee meets bi-monthly and during intervening months its members attend those sub-groups which report into the main committee. Core functions include oversight of clinical risk management, clinical governance, health and safety, information governance, safeguarding, infection control and research and innovation. Highlights of the April meeting included:</p> <ul style="list-style-type: none"> • A review of the outcomes of the Committee's annual self-effectiveness audit. • An update on progress on COVID management aligned to the board assurance framework. • Recognition of the success of delivery of second tranche of vaccines. • The reduction of cancer activity levels, in line with repatriations, with assurance that service levels could be restored in the event of a third wave of COVID. • An update on the clinical harm review process with increased risks noted as a result of the increase in waiting lists. This is a work in progress at national as well as local level. • A review of the corporate risk register (CRR) • Following the small outbreak of C.Diff, feedback from the infection control team showed that extensive action had taken place to address this, with relevant lessons learned. • Encouraging feedback from the Friends and Family Test (FFT) where 100% inpatients indicated they would recommend QVH to friends and family. • Resumption of the paediatric support from Brighton which had been suspended during the pandemic. • Assurance with regard to 7-Day services, in line with national standards. • Completion of the Research and Innovation strategy. <p>As governor representative, AF-S concurred with KN's update, which reflected his report in the April GMU. This was a complex meeting, with papers in excess of 270 pages, and was chaired well by KN. The Chair and the NEDs applied a high level of scrutiny asking detailed questions.</p> <p>No questions were raised with regard to this update, the contents of which were noted.</p> |
| 50-21 | <p>Audit committee</p> <p>KG explained that Audit differed from Q&GC and F&PC in that it was a statutory committee subject to legislation and regulation. It met four times a year, plus an additional meeting to review the annual report and accounts. The Audit work programme included key strategic objective (KSO) assurance at three of the four meetings. In March the agenda focused on the annual report and accounts. Highlights of the last meeting included:</p> <ul style="list-style-type: none"> • Review of internal audit reports presented by RSM • Review of management action plans from previous internal audit reports to ensure implementation of recommendations. • Update on 2020/21 internal audit plan and review of draft plan for 2021/22. • Review of the draft Head of Internal Audit Opinion which provided overall assurance. • Review of counter fraud activity and the draft annual report and plan for 2021/22. • Review by KPMG of current status of year-end annual report and accounts, with no significant findings to report. This will be finalised in early June. • A review of the current level of Single Tender Waivers |

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| | <ul style="list-style-type: none"> A verbal update on the status of Conflict of Interest staff declarations. A small number of staff were still to comply and the committee received assurance as to how this was being addressed. <p>JH stated that this was his first meeting as governor representative. The committee has a very detailed work plan which runs throughout the year and he was impressed at the way in which the meeting was chaired and by the challenges made by all of the NEDs.</p> <p>Council noted the contents of the update, seeking additional clarification as follows:</p> <ul style="list-style-type: none"> That the staff retention report received reasonable assurance with no high-priority actions and no significant findings to report. That the corporate risk register was a framework for the whole organisation and included financial and operational risks in addition to clinical risks. In response to a request for additional detail around the cost of treatment, KG explained that this was a matter for F&PC, rather than Audit. PDR confirmed that through departmental reviews F&PC would review instances of activity which cost more than tariff, the detail was beyond the scope of today's meeting. SJ gave two examples of tariff changes which have had significant impact on QVH as a small trust. Due to our size we could not absorb the impact of this reduction in the way that larger providers could; the matter had been raised with national commissioners and our options were to refuse activity, take a financial hit or continue with local negotiation. That part of our challenge is case mix; the Trust is currently negotiating with The McIndoe Centre (TMC); the more high volume/low complexity cases they can take from us, the more complex patients we can treat at QVH. That within Kent, Surrey and Sussex (KSS), patients are treated at QVH according to clinical need, regardless of where they live. <p>There were no further questions and CoG noted the contents of the update.</p> |
| 51-21 | <p>Charity committee</p> <p>The QVH Charity is a separate organisation to the Trust and GN briefly described the governance reporting structure whereby the Charity reported into the Board who acted as the Corporate Trustee regulated by the Charity Commission. All the Charity's objectives aimed to provide support to the hospital and its staff. Highlights from the last meeting included:</p> <ul style="list-style-type: none"> A presentation on fundraising, followed by a debate on our fundraising strategy which had been impacted by the pandemic. Although there had been a shortfall in local fundraising, the Charity had benefitted from over £100k from NHS Charities Together initiative. Consideration of applications for funding, and a summary of those which had been successful. Much of the NHS Charities Together funding had been directed towards staff support which had been particularly important over the last 12 months. <p>CH commented that the presentations were an insight into what benefits the Charity provides for patients; she would be stepping down at the end of June and thanked the Chair for making her feel very welcome during her time as governor representative.</p> <p>There were no questions and Council noted the contents of the update.</p> |
| 52-21 | <p>Any other questions for non-executive directors</p> <p>There were none.</p> |
| Any other business (AOB) | |
| 53-21 | <p>There was none</p> |

| Questions | |
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| 54-21 | There were none |

Chair:..... Date:

Report to: Council of Governors
Meeting date: 19 July 2021
Agenda item: 64-21
Report from: Kevin Gould, committee chair
Report author: Kevin Gould, committee chair
Report date: 5 July 2021

Assessment of external auditors work and fees 2020/21

Executive Summary

One of the statutory duties of the Council of governors is to approve the appointment of the external auditor. In January 2020, the Council reappointed KPMG for 2021/22 with the option for appointment for one further year.

This report provides a review of the 2020/21 audit to members of the Council.

2020/21 external audit

The Audit committee was satisfied with the quality of output and performance of KPMG as our external audit provider.

In order to mitigate against the threat of over-familiarity with a particular client, the Audit committee can also assure the Council of governors that KPMG complies with regulatory guidance for rotation requirements regarding senior audit staff. Both the Director and Manager were new to the engagement this year.

It should be noted that the audit this year has been carried out remotely which has caused logistical challenges for both the Trust and KPMG (last year just the final audit was carried out remotely). Despite these challenges, the work was completed to the same level of detail as in other years. The reporting timeline for all Trusts was extended to facilitate an effective year-end process and audit.

The fees for the audit were considered reasonable, and no additional services were provided by KPMG.

Recommendation

Council is asked to **NOTE** the contents of this report and retain KPMG as auditor for 2021/22.

c/o Hilary Saunders Deputy Company Secretary
Queen Victoria Hospital NHS Foundation Trust
Holtye Road
East Grinstead
West Sussex
RH19 3DZ

1st July 2021

We the undersigned public governors at QVH NHSFT propose that the following motion be discussed and voted on at the next council of Governors meeting (currently scheduled for 19th July 2021) in line with standing orders para 5.1

We move that the QVH NHSFT Non-Executive Directors, including the Chair, pause all further activities, meetings, dialogue or expenditure, formal or informal, relating to the proposed Acquisition ('merger') of QVH NHSFT by UHS NHSFT until:

1. The presentation of a clear, complete, forensic and understandable explanation of the causes and possible solutions, risks and benefits to the 3 'challenges' (as outlined in *why QVH NHSFT is considering joining a hospital group* June 2020) which have been presented as drivers for the Acquisition; especially with regard to the financial deterioration which occurred in financial years ending 2019 and 2020.
2. The NHS and all the work streams and financial streams have returned to a state of pre-covid / 'plain sailing' and 2 full financial cycles can be examined in order to make a clear judgement on the financial drivers for Acquisition.
3. The newly formed UHS NHSFT has properly bedded-in and can demonstrate that it is in good health. (At least 2 financial cycles)
4. A clearer picture / report has emerged about the situation with the run-down of neurosurgical services which were merged / acquired by BSUH NHST some years ago.
5. The new NHS legislation has been completed and passed into law and is properly understood.
6. The trust leadership can provide a transparent account of the quantum of management time and money that is currently being expended on acquisition plans whilst the Trust and the country is still recovering from the covid crisis.

Signed:

Chris Barham, Elizabeth Bowden, Andrew Brown, Tim Butler, Miriam Farley, Oliver Harley, Caroline Migo, Roger Smith, Ken Sim, Alison Stewart, Peter Ward Booth, Thavam Yoganathan

c/o Hilary Saunders Deputy Company Secretary
Queen Victoria Hospital NHS Foundation Trust
Holtye Road
East Grinstead
West Sussex
RH19 3DZ

2nd July 2021

We the undersigned governors of QVH NHSFT propose that the following motion be discussed and voted on at the next council of Governors meeting (currently scheduled for 19th July 2021) in line with standing orders para 5.1

We move that the current CoG Agenda format is not fit for purpose as it does not allow open and transparent discussion on issues raised by the CoG. We therefore propose a full review is undertaken by the CoG to agree reformatting of the Agenda to include:

1. Any issues raised and supported by 4 or more Governors to be included on the Agenda as separate points for discussion under Council Business.
2. Current information sharing in the form of verbal reports from CEO - Executive Overview, Finance and Performance, Quality and Governance, Audit Committee and Charity Committee to be submitted prior to the meeting in writing with a short verbal précis (5 mins max) during the meeting to allow enough time for a full discussion and addressing of all questions raised.

Signed:

Caroline Migo
Oliver Harley
Chris Barham
Alison Stewart
Andrew Brown
Peter Ward-Booth
Liz Bowden
Kenneth Sim
Miriam Farley
Tim Butler
Thava Ruben
Roger Smith

Report to: Council of Governors
Meeting date: 19 July 2021
Agenda item reference no: 67-21
Report from: Clare Pirie, Director of communications and CA, and
John Harold, Chair of Appointments committee
Date of report: 08 July 2021

Review of Appointment Committee's terms of reference

1. In 2020 new national guidance was issued by NHSEI regarding the process for undertaking the Chair's appraisal. This guidance established a standard framework within which annual appraisals should be managed.
2. The revised process included feedback from external system partners and put the 'facilitation' of the process with the Senior Independent Director, not chair of the appointments committee.
3. The Trust incorporated the new process in 2020, in agreement with members of the Appointments Committee.
4. The Committee's terms of reference were not updated to include the new guidance when they underwent their annual review in December 2020.
5. An amended version, incorporating these changes, was presented to the Committee at its meeting on 02 June and is attached for review (with tracked changes).
6. The Committee agreed to recommend the revised version for approval.
7. Council is now asked to **APPROVE** the updated Terms of Reference.

| 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). <u><i>The Council of Governors will, through its Appointments Committee, receive a report from the Senior Independent Director regarding the performance review of the FT Chair, the output of which</i></u> |

Reviewed by the Appointments committee December 2020
Approved by Council of Governors at its meeting on 11 January 2021

~~will be shared with NHSEI in line with national guidance. Confirmation that performance reviews have been completed and that there were not significant issues of concern will be reported to the Council of Governors. 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 NHSEI 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

Reviewed by the Appointments committee December 2020
Approved by Council of Governors at its meeting on 11 January 2021

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

Reviewed by the Appointments committee December 2020

Approved by Council of Governors at its meeting on 11 January 2021

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 2020 for approval by the Council in January 2021.

Report to: Council of governors
Meeting Date: 19 July 2021
Agenda item: 69-21
Report from: Clare Pirie, Director of communications & corporate affairs
Author: Hilary Saunders, Deputy company secretary and Clare Pirie, Director of communications
Date of report: 08 July 2021

QVH FT Membership engagement strategy 2021

1. Executive summary

It is a national requirement that the membership engagement strategy for an NHS foundation trust (FT) should be reviewed annually.

This report aims to show that our membership engagement is relevant and appropriate for the size of the Trust, and that we continue to consider opportunities for enhancing current practice.

2. Context

One of the principles of the NHS foundation trust model was to strengthen local ownership of, and responsibility for, hospital services. Patients in areas served by an FT who had an interest in their local hospital were invited to register as members of the organisation.

FT members don't receive any special treatment as NHS patients and continue to have the same access to NHS services as anyone who chooses not to become a member.

Membership is free, and members are able to:

- vote for in elections for the Council of Governors
- stand for election to the Council of Governors
- receive regular information about what we are doing
- take part in surveys and consultations

Since becoming a foundation trust in 2004, we have built a strong public membership of c. 7,745 people. All QVH staff are automatically enrolled as staff members. Foundation trusts are no longer required or expected to grow their membership.

4. QVH membership approach

Our patients and their carers, members of the public and staff can all become members.

We value our membership as a way to help keep our local communities informed, hear first-hand experiences of the care we provide, and help us make decisions about how we develop services that patients and carers really need.

We do this working within the context that we are the second smallest trust in the country, without the resources for a dedicated membership function.

An increase in membership

At present we have circa 7745 public members, an increase of 450 members associated with the governor elections in 2020. In previous years while individuals have left and joined the total number has remained fairly stable.

A membership which is representative of those eligible for membership

QVH Constitution states that:

- *The Trust shall at all times strive to ensure that, taken as a whole, its actual membership of the public constituency is representative of those eligible for membership of the foundation trust, and*
- *the area set out for the public constituency shall have regard to the need for those eligible for such membership to be representative of those to whom the Trust provides services.*

Our membership is drawn from Kent, Surrey, Sussex and the southern London boroughs as set out in our Constitution.

The constitutional requirement for the membership to be representative of those eligible for membership is a particular challenge.

In 2013 an enhanced membership form was introduced that asked enrolling members more about protected characteristics in order to comply with equality, diversity and human rights legislation; however, not everyone joining since this time has chosen to provide this data. When you add in those members who joined prior to 2013, and for whom none of this data is held, we are unable to be certain that our membership is representative in relation to age or ethnicity.

Given that NHSEI no longer make a distinction between foundation trusts and non-foundation trusts, and that future status of foundation trusts is not clear we do not believe it would be a good use of resources to try to collect additional equality, diversity and human rights data at this stage, and believe any such exercise could also conflict with GDPR regulations.

Our database does, however, show that 91% of the public membership has specified their gender; from the 91% who have declared their gender the split is 44% male and 56% female. We also know that 47% of members who have specified their age, are aged over 55. We believe that we are in line with other specialist FTs in this respect.

Whilst 35% of public members live in East Grinstead (RH19), this percentage rises to 63% when considering the RH postcode as a whole.

32% of all public members have stated that they are, or have been, a patient. The reality is likely to be significantly higher with most FTs finding that direct patient care is the source of most of their membership sign ups.

These figures are broadly consistent with last year..

Resources

Promotion of membership is not specifically resourced and is done in a relatively low key way, which feels in keeping with the benefits for members, the national position on FTs and QVH's other priority messages.

We encourage as many existing and prospective members as possible to provide their email address. 45% of public members are now on email which is broadly the same as last year; this percentage continues to increase slowly, with new members now enrolling via the Trust website, requiring an email address as part of the process. This now enables us to communicate with almost half of our membership 'in real time' improving engagement whilst reducing costs of printing and postage.

Members who do not have (or do not wish to provide) an email address continue to be valued and we aim to engage with them as much as possible using other media and events. However, as our engagement budget is restricted, engagement options tend to focus predominately on those members with email. Again, we believe that we are in line with other FTs in this approach.

5 Recent membership engagement

Since September 2020, we have emailed members on 6 separate occasions. Updates have included details of our AGM, invitation to stand in autumn elections, booklet 'Securing the Future of QVH', letter from Chair and CEO encouraging members to vote in elections, invitation to nominate for staff awards and of course QVH News. We are mindful not to overuse email communication as this may lead to 'engagement fatigue' with members asking to be removed from the database.

6 Plans for membership engagement

We will continue to promote and support the benefits of membership as follows:

- We will continue to enhance the benefits of membership such as early notification of events where members can learn more about our services and advance notification of forthcoming media coverage.
- Use opportunities to promote membership to patients and members of the public who contact the Trust with positive feedback.
- Promotion of membership information through in areas such as outpatients (use of information screens) to encourage patients to consider membership and understand its benefits. For infection control reasons we do not currently have leaflets on display but will restore them when appropriate.
- Promotion of membership benefits through the QVH website.

Recommendation:

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

Report to: Board of Directors
Meeting date: 6 May 2021
Report from: Paul Dillon-Robinson, Committee Chair
Report date: 27 April 2021

Financial, operational and workforce performance assurance

Introduction

The finance and performance committee met on 26th April, and continued to balance a review of historic performance with discussion on current and future challenges. It also met on 22nd March where, amongst its regular items, it reviewed the results of the staff survey and updates on the Corneo Plastics service review and budget setting.

1. Operational performance

March's operational performance indicators were a strong set and the committee was keen to welcome them and recognise the significant work that lay behind them, particularly with regards to the progress with cancer KPIs.

Looking to 2021/22 there is a significant change in the ICS element to planning, both in terms of the system expectations as well as capacity. The focus will be on "excessive waits" but it is also unclear what impact relaxation of lockdown may have on primary care referrals.

The risks to delivery for the Trust cover people (availability of both substantive and temporary workforce), "hard" capacity (in terms of both independent sector and our own estate and theatres) and the uncertainty / complexity in planning for the year ahead. Much of the complexity is meeting the planning needs, for instance validation of our waiting lists and prioritising health inequalities, which takes people away from other roles, as well as the push for improvement and encouraging people to do things differently.

2. Workforce performance

The Trust's KPIs remain stable. A slight increase in Bank staff in March related to the Covid vaccination / testing, and the committee sought assurance on the improvement in appraisal and MAST compliance.

The committee was informed of the high profile being given to staff well-being, and the number of initiatives being developed. It discussed support for those returning to site and overseas staff with concerns for family overseas.

It noted the actions and progress with the Workforce Diversity Action Plan.

3. Financial performance

The committee received a brief summary of the initial month 12 financial out-turn and noted a number of late announcements on funding from NHSE and year-end adjustments, as well as the fact that further changes may arise from system and regional changes to the final funding allocations for 2020/21.

The committee also discussed at length the budget setting for 2021/22 and agreed with a break-even budget for H1 (the first half of the year) at corporate level. It was recognised that there was too much uncertainty over the funding for H2 to agree a budget for the full financial year, and that further work on phasing budgets for pay and non-pay was needed. It

also noted that there is 2% efficiency requirement for this year, as well as the cost pressures and service improvements proposed.

4. Other

The committee received updates on:

- the Corneo and Oral service reviews and the actions being undertaken to further validate the data, explore practices, consider services and how to interact with commissioners
- the annual review of the asset impairment approach
- remedial action for two corporate risks, Radiology and Histopathology, and welcomed the recent actions that had led to a lowering in the residual risk assessment.

Report to: Board Directors
Date of meeting: 06/05/2021
Report from: Karen Norman, committee chair
Report author: Gary Needle, committee member
Date of report: 28 April 2021

Quality and governance committee assurance

The Q&GC wish to bring the following matters from those considered at our meeting on 26 April to the attention of the Board:

1. Committee effectiveness audit report

Q&GC discussed the results of the self-assessment audit. Assurance was taken from the primarily positive responses. Constructive suggestions for improvement included changes to the way in which the agenda is organised and increasing the use of statistical process control charts for key performance metrics. The Committee will follow up on these issues.

2. Covid-19 update

The committee offered congratulations on the successful delivery of the second round on vaccinations for staff. Cancer activity levels have reduced in line with repatriation of patients by other hospitals but assurance was received that increased service levels can be restored in the event of a third wave.

3. Patient Safety Summary Exception report

No serious incidents were reported during the period 01/02/21 to 31/03/2021. The patient safety agenda continues to be maintained to a high standard.

4. Clinical Harm Reviews

This is an evolving process. The high number of cases for review is presenting challenges to medical staff who are also under pressure to increase the levels of direct patient care. The committee was assured that the appropriate processes are being followed with priority given to patients with cancer waiting over 104 days and other patients waiting over 52 weeks, in accordance with national guidance. No moderate or serious harm has been identified thus far.

5. Corporate Risk Register: Patient Safety Risks

Excellent progress has been made on recruitment of operating theatre nurses. The committee took note of risks related to the "EVOLVE" document management system and were assured that a monthly report on this matter is considered at the Finance and Performance Committee.

6. Update on Clostridium Difficile cases

QVH has historically had small numbers of patients diagnosed with CDiff. During February and March, there was a marked increase (total 7 cases). The Committee took assurance from the extensive actions that have been taken in accordance with the infection prevention and control policy and also from the support received from our Clinical Commissioning Groups.

7. Patient Experience Report

Significant assurance on patient experience was taken from the most recent results from the “Friends and Family Test”: of inpatients who responded, 100% said they would recommend QVH.

8. Quality and Safety Report

The Committee welcomed the news that paediatrician onsite support has recommenced. The key metrics provide assurance that patient safety continues to be the primary focus for the Trust whilst also maintaining a positive patient experience.

9. Seven Day services assurance

Assurance was received that the QVH, as a specialist hospital, meets the two standards required, despite some challenges with documentation that are being addressed.

10. Research and Innovation Strategy 2021 -2023

The Committee welcomed the first research and innovation strategy for QVH and congratulated Zaid Sadiq, clinical lead for research and innovation, and his team.

Recommendation

The Board is asked to **note** the contents of this update.

Report to: Board of Directors
Meeting date: 6 May 2021
Author: Kevin Gould, Chair
Report date: 27 April 2021

Audit Committee report
Meeting held on 17 March 2021

1. The Committee reviewed and approved its workplan for 2021/22.
2. RSM presented an update on the Internal Audit plan. Three reports had been completed since the previous meeting:
 - Staff Retention (reasonable assurance, no High priority actions)
 - Risk Management (substantial assurance, no High priority actions)
 - Conflicts of Interest (reasonable assurance, no High priority actions)The Committee reviewed and discussed the outstanding management actions in some detail, focussing on those where target dates have been extended. It asked for a further, more detailed, update at the next meeting.
3. RSM presented the draft Internal Audit annual report and Head of Internal Audit opinion. This will be finalised after the year-end.
4. The Internal Audit Plan for 2021/22 was considered. This reflected the comments made by board members in advance. With some additional clarification, this was approved.
5. The Committee received a report on the progress of Counter Fraud activity and a draft annual report.
6. The Counter Fraud work plan for 2021/22 was considered and approved.
7. KPMG provided its update and progress report for the 2021/22 audit. No significant issues have been raised to date during the interim audit. As in the previous year, work on Going Concern and the VfM report will be a priority. There is a new requirement for auditors to provide a commentary on VfM which expands on the information provided in the past. The Committee will meet with KPMG to discuss this in more detail as the work progresses. The overall timetable was discussed and agreed.
8. The Committee received a report providing an overview of the single-tender waivers submitted during the financial year to date. The pandemic has provided additional challenges, such as the ability of potential new suppliers to come onsite. A more in-depth review of controls around waivers will be brought to the next meeting.
9. The Committee received and considered the annual review of Whistle Blowing arrangements.

There were no other items requiring the attention of the Board.

NED email to governors 5 May 2021

From: Caroline Migo

Sent: 15 April 2021 15:19

To: Paul Dillon-Robinson, Kevin Gould, Gary Needle, Karen Norman

Cc: Peter Wardbooth, Oliver Harley, Chris Barnham, Andrew Brown, Liz Bowden, Tim Butler

Subject: With reference to CoG Meeting 12th April

Dear Paul, Kevin, Gary & Karen

Please forgive me if this is not normal protocol but following Monday's CoG meeting, I felt compelled to contact you. I am sure we all agree that it was not a good meeting for anyone concerned and I was disappointed that we did not get the opportunity to speak to you. In an effort to defuse the situation and move forward, I wondered if it might be helpful to understand where I and a number of new Governors are coming from and why we are taking such a proactive approach in our roles. We were elected with a very tight time-scale ahead for the merger, which immediately placed us in a time-sensitive pressurised situation.

I have been asked to collate these concerns and have listed them below for your consideration.

1. The statement 'No changes to services' cannot be substantiated or guaranteed when neither the Executive board or the CoG will exist after the acquisition.
2. Options Appraisal – Surely the focus of our discussions should be securing the long-term future of QVH and ensuring that specialist services continue to be provided to the whole region. *All* options therefore should be considered, including the super-spokes model and the default of staying independent.
3. Plan B- The fact that there is no plan B is shocking. This reinforces the perception that the narrative has been built to fulfil the decision to merge.
4. The document on QVH website states 3 challenges and reasons to merge. No evidence or data has been provided to back up these 3 challenges.
5. Governors have not been given sufficient access to prior information to see if proper process has been followed and whether due diligence has taken place.
6. We have no clear understanding of what has caused QVH's deficit.
7. Empirical studies have found little evidence that healthcare mergers improve quality or deliver cost saving, technical or cost efficiency and should not be seen as a panacea there are also significant risks involved. In contrast the Burns unit have shown how targeted collaboration can be very effective.

It appears there is attempt to keep the new and majority of governors out of the process, by withholding information. Several requests for information have been refused including

previous Governor Monthly Updates. Examples such as the steering group, which is made up of older governors means as new governors we have no input into any processes. Whilst this raises the temperature of frustration, it also throws into question “due process”, which is central to governors approving a significant transaction. The word ‘bullying’ has been repeatedly used whenever new governors have asked legitimate questions or challenged actions, and it appears to be used to close down any meaningful debate, stopping us from doing the job governors have been elected to do and represent public and patients interests.

There has to be mutual respect, and the ability to listen to legitimate and valid concerns. The current approach to new governors has created a tense atmosphere, a failure to establish cohesive working and a complete lack of meaningful dialogue and debate.

It was never my intention to personalise any of my comments or observations. I was extremely nervous and didn’t want to ‘waffle on’. I wanted to approach the issues in a professional manner, which proved difficult to balance correctly in an online environment, especially when addressing strangers many of whom come from very impressive backgrounds. I apologise if I may not have expressed myself well.

Wanting to move forward constructively it has to be recognised that with such a large group of people, all with different approaches and perspectives, it is inevitable that discussions will be passionate and robust. This should be viewed positively and encouraged as it demonstrates a true commitment to process transparency.

If all appropriate information is provided, the process can be fully scrutinised and we can discharge our statutory duties as Governors.

Kind Regards
Caroline Migo

From: Gary Needle

Sent: 16 April 2021 11:38

To: Caroline Migo, Paul Dillon-Robinson, Kevin Gould, Karen Norman

Cc: Peter Wardbooth, Oliver Harley, Chris Barnham, Andrew Brown, Liz Bowden, Tim Butler

Subject: Re: With reference to CoG Meeting 12th April

Dear Caroline

On behalf of the collective group of NEDs at QVH, I thank you for contacting us following the recent CoG meeting. It is indeed helpful for us to understand where you and a number of your fellow new governors are coming from.

We will give careful consideration to the matters you have raised and get back to you as soon as we can.

kind regards

Gary

From: Hilary Saunders

Sent: 05 May 2021 16:27

To: Caroline Migo

Cc: Beryl Hobson, Paul Dillon-Robinson, Kevin Gould, Gary Needle, Karen Norman, Clare Pirie, Steve Jenkin, Alison Stewart, Andrew Lane, Antony Fulford-Smith, Brian Beesley, Chris Barnham, brownemail@btinternet.com, Chris Halloway, Christine Halloway, Baljit Dheansa, Oliver Harley, Anita Hazari, Janet Haite, John Harold, Julie Holden, Ken Sim, Liz Bennett, Martin Williams, Miriam Farley, Peter Shore, Peter Wardbooth, Raman Malhotra, Roger Smith, St John Brown, thavam ruben, tim@innovationvisual.com

Subject: RE: With reference to CoG Meeting 12th April

Sent on behalf of QVH non-executive directors

Dear Caroline

Further to Gary Needle's email of 16th April, we are pleased to have the opportunity to respond to your letter of concern.

It was most helpful to gain an understanding of where you and a number of the new Governors are coming from and why you are taking such a pro-active approach in your roles. In the same spirit, we think you might find it helpful to understand where we are coming from.

First and foremost, we take our responsibilities as members of the Board of Directors extremely seriously. We do this both as individuals and as part of the unitary board. Our primary focus is on the key responsibilities of the Board: strategy; performance; risk management and setting the values and standards of conduct for the trust and its staff in accordance with NHS values and accepted standards of behaviour in public life. We also recognise and place a high value on our obligations to the Council of Governors and our Members.

The council of governors meeting was not an easy or comfortable one for any of the participants. Beryl Hobson is a very experienced and skilled Chair, who always does her utmost to demonstrate and protect the values of the Trust; she chaired the meeting in that spirit. We believe that harmonious relationships between Directors and Governors are important contributors to organisational success and to our journey of continuous improvement. We very much agree with you with regard to the need for mutual respect and ability of all parties to listen to legitimate and valid concerns. We welcome diversity of thought and curiosity and recognise that challenge is not of itself, a bad thing, as long as it is pursued with civility and respect.

Your listed concerns relate to the proposals that are under consideration for organisational change. We do understand this and wish to state very clearly that no decision has yet been made. We anticipate that the strategic case which is under development will address the issues you have raised. Our responsibilities as members of the Board of Directors require us to consider all possible

options for the future direction of the organisation. We can assure you that any business cases presented to us will be scrutinised with the utmost care and attention and uppermost in our minds, with the best interests of the hospital, our patients and the wider communities that we serve. We are confident that this overall aim is shared by all Directors and Governors and that this forms a strong bond to underpin our relationship going forward.

You may also find it helpful to understand our view on priorities in what is a very crowded and fast-changing strategic environment. QVH faces a huge challenge in restoring service delivery to pre-pandemic levels and supporting our staff to recover from what has without doubt, been the most challenging 18 months the NHS has faced since its creation. The entire workforce has responded magnificently and has had to adapt to many new ways of doing things, in very short timescales. Changes in systems and processes that would have taken months prior to the pandemic have been secured in weeks and often, in a matter of days. Rarely, in our lengthy and broad experience of public service, have we seen the whole system working collectively with such good effect. The proposed new legislation for the NHS, on which you were briefed by NHS Providers at the last CoG meeting, is designed to build on this platform. It is in this context that we must view any proposals for organisational change and whilst the potential merger is an important issue for us, our commissioners and the regulatory bodies, we will not allow it to divert our gaze from the primary objectives of the organisation.

We hope that you find this response helpful and we look forward to continuing the dialogue with you over the coming months.

Kind regards

Gary Needle, Senior Independent Director

Kevin Gould, Non-Executive Director

Karen Norman, Non-Executive Director

Paul Dillon Robinson, Non-Executive Director

Queen Victoria Hospital NHS Foundation Trust