

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 Ispen – 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

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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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	NA
Beesley, Brian	NA	NA	NA	NA	NA	NA	NA	NA
Bowden, Elizabeth	NA	NA	NA	NA	NA	NA	NA	NA
Brown, Andrew	NA	NA	NA	NA	NA	NA	NA	NA
Butler, Tim	NA	NA	NA	NA	NA	NA	NA	NA
Farley, Miriam	NA	NA	NA	NA	NA	NA	NA	NA
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA	NA
Haite, Janet	NA	NA	NA	NA	NA	NA	NA	NA
Halloway, Chris	NA	NA	NA	NA	NA	NA	NA	NA
Harley, Oliver	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Harold, John	NA	NA	NA	NA	NA	NA	NA	NA
Lane, Andrew	NA	NA	NA	NA	NA	NA	NA	NA
Migo, Caroline	NA	NA	NA	NA	NA	NA	NA	NA
Shore, Peter	NA	NA	NA	NA	NA	NA	NA	NA
Sim, Ken	NA	NA	NA	NA	NA	NA	NA	NA
Smith, Roger	NA	NA	NA	NA	NA	NA	NA	NA
Stewart, Alison	NA	NA	NA	NA	NA	NA	NA	NA
Ward Booth, Richard Peter	NA	NA	NA	NA	NA	NA	NA	NA
Williams, Martin	NA	NA	NA	NA	NA	NA	NA	NA
Yoganathan, Thavamalar	NA	NA	NA	NA	NA	NA	NA	NA
Staff governors								
Dheansa, Balj	NA	NA	NA	NA	NA	NA	NA	NA
Hazari, Anita	NA	NA	NA	NA	NA	NA	NA	NA
Malhotra, Raman	NA	NA	NA	NA	NA	NA	NA	NA
Appointed governors								
Bennett, Liz	NA	NA	NA	NA	NA	NA	NA	NA
Brown, St John	NA	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>	<i>Approval</i>	12
60-21	Matters arising and actions pending from previous meetings <i>Beryl Hobson, Chair</i>	<i>Review</i>	-
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>	<i>approval</i>	-
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>	<i>assurance</i>	-
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>	<i>approval</i>	-
64-21	Assessment of the auditor's 2020/21 work and fees <i>Kevin Gould, Chair of Audit committee</i>	<i>information</i>	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>	<i>information</i>	20
66-21	Motion to review format and content of Council of Governors Agendas <i>Beryl Hobson, Chair</i>	<i>information</i>	21

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

1. 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)
2. 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

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