

Meeting of the public session of the Council of Governors

Monday 24 January 2022

**16:00 – 18:00
MS Teams**



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership January 2022

Members	
Anita Donley	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 governor 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 (interim)
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

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)

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.
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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
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 24 January 2022
16:00 – 18:00
(Virtual)

This meeting will be recorded for the purposes of accurate minute taking only. Once the minutes have been finalised, the recording will be destroyed. The Trust assumes that meeting participants will not object to being recorded for this purpose. However if you have any concerns at all, please raise them with the Chair in advance of the meeting.

Agenda: meeting session held in public				
Standing items				
Ref	Item	purpose	mode	Indicative time
01-22	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Anita Donley, Trust Chair</i>	-	verbal	16:00
02-22	Draft minutes of the public meeting held on 30 November <i>Anita Donley, Trust Chair</i>	approval	doc	16:05
03-22	Matters arising and actions pending from previous meetings <i>Anita Donley, Trust Chair</i>	review	verbal	16:10
Holding non-executive directors to account for the performance of the board of directors				
Ref	Item	Purpose	papers	time
04-22	Executive overview <i>Steve Jenkin, Chief Executive</i>	information	presentation	16:15
05-22	Board of Directors <i>Anita Donley, Trust Chair and Peter Shore, Lead governor</i>	Information	verbal	16:30
06-22	Finance and performance committee <i>Paul Dillon-Robinson, Committee Chair</i>	Information	verbal	16:40
07-22	Quality and governance committee <i>Gary Needle, Committee member and Antony Fulford Smith, governor representative</i>	information	verbal	16:50
08-22	Audit Committee <i>Kevin Gould, Committee Chair and non-executive director</i>	information	verbal	17:00
09-22	Any other questions for non-executive directors <i>All members of Council of Governors</i>	Discussion	verbal	17:05
Council business				
Ref	Item	Purpose	papers	time
10-22	Proposal to hold election for Lead Governor in February 2022 <i>Oliver Harley, public governor</i>	approval		17:10

11-22	Re-appointment of non-executive director <i>John Harold, Chair of Appointments committee</i>	approval	report	17:20
12-22	Remuneration for SID as acting chair of QVH <i>John Harold, Chair of Appointments committee</i>	approval	report	17:25
13-22	Annual planning for 2022/23 <i>Steve Jenkin, Chief Executive</i>	information	presentation	17:30
14-22	Annual review of Appointments committee Terms of Reference <i>John Harold, Committee Chair</i>	approval	doc	17:40
15-22	Update on appointment of substantive Trust chair <i>John Harold, Chair of Appointments committee, and Clare Pirie, Director of communications and corporate affairs</i>	information	verbal	17:45
16-22	Update on internal review <i>Clare Pirie, Director of communications and corporate affairs</i>	information	verbal	17:50
Any other business				
Ref	Item	Purpose	papers	time
17-22	<i>By application to the Chair</i>	Discussion	verbal	17:55
Questions				
Ref	Item	Purpose	papers	time
18-22	To receive any questions or comments from members of the foundation trust or members of the public <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 Hilary.Saunders1@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>	discussion	verbal	17:57
Date of next meeting				
Next meeting of the council of governors to be held in public				
11 April 2022 at 16:00				

Quoracy

Any meeting of the Council of Governors requires a quorum of at least half of the total number of Governors to be present, with a majority of those present being Public Governors. No business shall be carried out at a meeting which is not quorate.

Document:	Minutes DRAFT & UNCONFIRMED	
Meeting:	Council of Governors session in public Tuesday 30 November 2021, 13:00 – 15:00	
Present:	Anita Donley (AD)	Trust Chair
	Chris Barham (CB)	Public governor
	Liz Bennett (LB)	Stakeholder governor (WSCC)
	Elizabeth Bowden (EB)	Public governor
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor (LoF)
	Tim Butler (TB)	Public governor
	Balj Dheansa (BD)	Staff governor
	Antony Fulford-Smith (AF-S)	Public governor
	John Harold (JRH)	Public governor
	Janet Haite (JDH)	Public governor
	Oliver Harley (OH)	Public governor [items 94-21 - 99-21]
	Anita Hazari (AH)	Staff governor
	Julie Holden (JWH)	Stakeholder governor (EGTC)
	Caroline Migo (CM)	Public governor
	Peter Shore (PS)	Public governor
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	Public governor
	Alison Stewart (AS)	Public governor
	Peter Ward Booth (PWB)	Public governor
	Thavamalar Yoganathan (TY)	Public governor
In attendance:	Clare Pirie (CP)	Director of communications and corporate affairs (CoSec)
	Hilary Saunders (HS)	Deputy CoSec (mins)
	Gary Needle (GN)	Senior Independent Director
	Karen Norman (KN)	Non-executive director
	Paul Dillon Robinson (PD-R)	Non-executive director
	Steve Jenkin (SJ)	Chief Executive
	Nicky Reeves (NR)	Director of nursing
	Abigail Jago (AJ)	Director of operations
	Michelle Miles, (MM)	Director of finance
	Rebecca Hainsworth (RH)	Browne Jacobsen [items 87-21 – 90-21]
	Apologies:	Chris Barham (CB)
Miriam Farley (MF)		Public governor
Did not attend:	Raman Malhotra (RM)	Staff governor
Ref.	Item	
Standing items		
87-21	Welcome, apologies and declarations of interest and eligibility AD opened the meeting. She reminded governors that the meeting would be recorded and the transcript would sit alongside the formal minutes. Apologies were noted as above. There were no additional declarations of interest. The meeting was confirmed as quorate.	
88-21	Draft minutes of the public meetings held on 10 May and 19 July The minutes of the meetings on 10 May and 19 July were not approved by Council. Governors agreed to the Chair’s proposal that as these were now historic they should remain in draft form, together with any correspondence relating to them.	
89-21	Matters arising and actions pending from previous meetings There were none.	
Exceptional item of business		
90-21	Implications of new licence conditions	

	<p>The Chair explained that she had asked for this item to be added to the agenda. It was important that Council had a clear understanding of the new licence conditions imposed by the regulator, NHSE/I South East and their implications. Part of her role as Chair is to help governors do their job to the best of their ability across the full range of their remit. In future, AD would seek to ensure that governors consider all of the trust's key strategic objectives in a balanced way and consider important areas in order to avoid inadvertently breaching licence conditions.</p> <p>CP highlighted the relevant paragraphs (previously circulated to Council) from the licence conditions (under S111 of the Health and Social Care Act 2012) as follows:</p> <ol style="list-style-type: none"> 1. Appointment of a Chair (now addressed with the appointment of AD as Chair); this also mentioned the need for sufficient board leadership and an effectively functioning CoG. 2. Requirement for the Council to work effectively with the Board, specifically with reference to the Constitution, and operating in accordance with statutory roles and guidance. <p>CP noted the requirements to hold the NEDs to account for the performance of the board, and to represent the interests of QVH members and the public. The CoG agenda is structured to support this focus and whilst governors can scrutinise the work of the Board, they should not prevent the Trust from developing a long-term plan for a sustainable future. Operating in accordance with guidance in the licence conditions includes appropriate and respectful behaviour with interactions in line with Nolan principles and NHS values. Rebecca Hainsworth from Browne Jacobsen was available to answer any technical questions regarding the new licence conditions.</p> <p>Governors sought and received additional clarification:</p> <ul style="list-style-type: none"> • That the Board is a unitary board, and that the requirement for governors to hold the NEDs to account had led to confusion as to whether governors should also be directly holding executives to account. AD confirmed that governors have agency through scrutinising the performance of the NEDs in their role of holding the Trust executive to account. Governors should be examining evidence of the assurance that NEDs themselves have sought; this should be undertaken in a balanced and proportionate way across the whole of the performance of the Board, rather than by concentrating on one particular aspect. • That specific examples of where governors had breached licence conditions were set out in a letter from the regulator dated 20 October 2021. • That governors were reminded that they had been invited to submit their individual representations via the Lead governor, and that these had been forwarded to NHSEI together with the minutes of the meeting at which the licence conditions had been discussed collectively. In the letter from regulator letter dated 20 October 2021, the Regional NHSE/I Director, Anne Eden, had stated that NHSEI had considered the representations of both the board and the governors, and had noted that there was a significant divergence of views. • That the Board had approached NHSEI for support in the autumn of 2021 as the situation between Council and Board had deteriorated. <p>There were no further comments and the Chair thanked RH for attending.</p>
Holding non-executive directors to account for the performance of the board	
91-21	<p>Executive overview</p> <p>SJ was joined by the directors of nursing, operations and finance to provide a regular update to Council, highlights of which included:</p> <ul style="list-style-type: none"> • KSO1: the results of the CQC 2020 National Inpatient Survey, with the Trust achieving 'much better than expected' results. Whilst recognising that, as a specialist trust, QVH did not have the same challenges as a general acute hospital, SJ stated that we should still be very proud of our achievements. • KSO2: the Sussex approach to addressing health Inequalities; COVID has had a significant impact on patients and staff from a BAME (Black Asian Minority Ethnic) background, and the Trust also already had a focus on treatment for adults with learning disabilities; the health inequalities focus continues to be reviewed and expanded. • KSO3: The Trust continues to meet national and local standards for 62 day, 31 day and faster diagnosis standards; and 2 week-waits are behind plan, primarily as a result of clinic capacity and patient choice. Although the number of patients waiting over 104 weeks had increased slightly, the Trust remained on track to eliminate these waits ahead of the March 2022 deadline.

	<p>Ongoing challenge with an increase in breast service immediate referrals was further impacting staffing and theatre capacity pressures.</p> <ul style="list-style-type: none"> • KSO4: QVH is reporting year to date a £400k surplus to plan. Part of this relates to Elective Recovery Fund (ERF) payments but is also as a result of the level of staff vacancies in some areas. The Trust has signed up to the Plexus (shared care records scheme) within the Sussex ICS; this is a system of integrating data from primary, community, secondary and tertiary services. • KSO5: An update on staff COVID vaccination rates and the national decision to make vaccination mandatory within the health sector from April 2022. Staff self-isolating or absent due to sickness is now over 4% for the first time in 12 months. The challenges around workforce recruitment and retention are reflected through the whole of the NHS. The annual staff survey has recently closed with around 62% of staff participating. A new NHSE/I report outlines the ten-year strategy for the future of human resources and organisational development in the NHS. SJ suggested this might be something governors could consider at a future seminar. • Hot topics in 2022 are likely to include: <ul style="list-style-type: none"> • Omicron and related workforce pressures; • 2022/23 business planning; • The "Greener NHS" programme to support all trusts in working towards Net Zero Carbon by 2040; • Health inequalities; • Clinical services engagement work with UHSx, due to start in January 2022. • Establishment of the Sussex ICB (Integrated Care Board); Stephen Lightfoot has been appointed Chair and Adam Doyle as CEO. <p>Council considered the update, and sought the following information:</p> <ul style="list-style-type: none"> • QVH has been an early adopter for the community diagnostic centres (CDCs, previously known as hubs). The CDCs establish community services on non-acute sites to support system-level challenges around diagnostics. The first phase is around early direct access for CT, ultrasound and MRI, with the second phase examining physiological testing. • In response to a question as to whether the surge in demand for breast referrals would lead to QVH considering a merger with the Royal Marsden, SJ stated that the Board had considered various options over the last 2-3 years; UHSx was, and remains, the preferred option. <p>There were no further questions and Council noted the contents of the CEO update.</p>
92-21	<p>Board of Directors</p> <p>To provide additional assurance around the role of the NED, PDR described current activities outside Board and CoG meetings that NEDs were involved in which included:</p> <ul style="list-style-type: none"> • Performance review meetings, helping inform F&PC and Q&GC meetings; • Fortnightly NED meetings, and regular meetings with assigned individual executives; • Chairing panels for consultant appointments. <p>PDR noted that NEDs were missing the compliance-in-practice visits (suspended since COVID) which had been a helpful way of triangulating information on site.</p> <p>At the November 2021 Trust Board meeting, questions as usual had been submitted in advance; this process had not inhibited discussion during the meeting, and was seen to be an efficient use of time which allowed for operational questions to be followed-up outside of the meeting. Highlights this time included:</p> <ul style="list-style-type: none"> • A patient story which had provided helpful feedback to the management team. • A presentation from the Freedom to Speak Up (FTSU) guardian; the Board sought and received assurance that the FTSU guardian did not have any concerns that staff might feel unable or too afraid to speak up. • An assessment of the risks and activities within each KSO (key strategic objective). A recurrent theme at present is staffing and in the context of waiting list recovery the organisation had to remain pragmatic about what could be delivered. Clinical harm reviews were ongoing and the process of assessment provided the assurance that there was no significant harm to date associated with a delay in treatment. • The National Inpatient survey results were impressive, given the survey took place during the height of the pandemic.

	<p>The lead governor added that one of the advantages of meeting remotely was increased access for his governor colleagues to observe board meeting. He commented that the process of asking questions in advance was a helpful illustration of how the NEDs were holding the executives to account. He also noted the volume of reports contained within board packs; this led to a general discussion around the size of the board reports and concerns that NEDs could miss items of importance. PDR explained how most reports have been repurposed from sub-committees and the size of the pack was typical within the public sector. Whilst it was not the job of the NEDs to review the detail, the reports contained useful data to help support the Board in identifying identify and monitor trends.</p> <p>Since her appointment, AD had been meeting with governors on an individual basis to identify common themes of concern (for example, in the context of a merger, the consequences of a small trust merging with a larger trust). AD was currently collecting themes for analysis and would then consider how the Trust and governors could develop a balanced framework which would encompass governors' concerns, but also ensure that areas that should be scrutinised in the next phase of work (but which had not been prominent in discussions hitherto) were addressed.</p> <p>A second theme arising in the 1:1 discussions with governors had been that of the NEDs response to a letter from QVH consultants. This matter was ongoing and would be the subject of private correspondence with governors in due course. AD did not propose to allow any further discussion of those items.</p>
93-21	<p>Finance and performance committee (F&PC)</p> <p>PDR reminded Council that F&PC monthly and generally began by focusing on operational performance as this is inevitably the driver for workforce and finance. As SJ had previously reported, performance was a real challenge and the Committee continued to scrutinise theatre utilisation and cancellations; despite this Council was assured that there was no particular theme emerging regarding theatre efficiencies; a similar workstream was due to start around Outpatient activity.</p> <p>The main concern at present was the 52-week wait, although governors noted how well QVH was performing on recovery.</p> <p>The Trust had been successful in building up bank staff instead of using agency but vacancy rates remained a concern; it was important that patient safety was not compromised by staff shortages. Although sickness levels had increased, levels of mandatory and statutory training were higher than anticipated.</p> <p>The current block contract arrangement continued to mask the underlying financial situation. The system had performed well during the first half of the year but the second half would be more difficult and there had been challenges with H2 planning. Guidance had been published late and targets were not clear in terms of the denominators.</p> <p>Several corporate risks are allocated for oversight by F&PC. At the last meeting the Committee scrutinised in detail operational pressures arising as a result of COVID. The Committee also reviewed policies throughout the year.</p> <p>Council considered the update, commenting as follows:</p> <ul style="list-style-type: none"> Following the presentation at the governor seminar in September re QVH finances over the last decade, a governor requested more detail on increases in pay costs; PDR expressed concern that a large amount of historic research would be required to provide the level of detail being requested and whilst he would consider how best to respond, he was keen that governor focus was on this year's and next year's financial position. TB expressed surprise that none of the board papers dating back to 2017 had evidenced discussion on tariff renegotiation, given that more than one third of the £3.3m deficit had been attributed to tariff changes. PDR responded that negotiations were undertaken by the executive team, not at board level. Few negotiations had been concluded over the last couple of years due to COVID. However, he highlighted a risk identified previously related to the requirement for the Trust to negotiate with 28 separate CCGs, for which QVH was a very small player. He assured CoG that these issues were raised in commissioning intention letters and discussed on

	<p>a regular basis. TY sought additional clarification as to how tariffs would be assessed as part of the full business case and whether this would be a factor for reconsidering merger with UHSx. PDR responded as follows:</p> <ul style="list-style-type: none"> • Tariffs were negotiated through a system of commissioning intention letters between the Trust and commissioners which consider levels of activity behind the national tariff. As explained, the Trust is currently working under a block contract arrangement and tariffs have not been relevant over the last two years. • There is currently no certainty around framework of future contracts within the Sussex ICS although this is likely to be a form of aligned payment incentive. • In terms of tariff, the critical factor is what commissioners decide to commission within and across ICSs rather than which ICS QVH sits within. • The Trust uses whatever intelligence is available when negotiating; however, the Trust would be paid national tariff unless there were particular circumstances where commissioners felt additional consideration was justified. • Assurance that service reviews are undertaken. At the last F&PC, the Committee considered service line reporting within Plastics; this included a discussion on data quality, trend analysis and a review of PLICS (Patient Level Information and Costing Systems data which contains unit costs for inpatient admissions, emergency care, outpatient attendances etc). Detailed work is undertaken as part of seeking assurance around the business planning process. • In response to a question about feasibility of reducing spending to the levels in 2017/18 PDR agreed that, although the Trust would like to bring costs down, this was not realistic. There is uncertainty of future income and likely future service commissioning patterns. The Trust was still awaiting planning guidance to provide clarity on the funding regime. Whilst NEDs regularly challenge necessity for expenditure, it would not be possible to take out significant costs without redundancies which would in turn reduce activity. • OH commented that the Trust was “living beyond its means”, citing the size of the QVH board compared to larger hospitals. In response, PDR stated that it was traditionally an easy option to blame administrators and those running the organisation, however research suggests that the NHS is as efficient as private healthcare providers in terms of management. • Increased staffing had been because of the need to address patient safety and quality issues. Decisions were taken by the executive, but subsequently scrutinised by NEDs who had full assurance on the importance of these posts. • PDR reminded CoG that the increase in pension costs had been reimbursed to the Trust. <p>In the interests of time, the Chair closed this item and moved onto the next.</p>
<p>94-21</p>	<p>Quality and governance committee (Q&GC)</p> <p>KN explained that NEDs seek assurance in various ways and explained the ‘critical friend’ process of reporting from working groups and committees into Q&G to provide constructive learning. She gave the example that GN recently attended safeguarding group and reinforced the high level of assurance on this work. With reference to earlier discussion of whether Board reports contain too much data, KN stated that as reporting works through the committee levels discussion becomes more strategic.</p> <p>KN highlighted the following specific areas considered at Q&GC:</p> <ul style="list-style-type: none"> • Antimicrobial prescribing: a global issue of overuse leading to antimicrobial resistance; there is a task and finish group reviewing evidence and auditing practice to ensure compliance. • Workforce: Q&GC focussed on safety issues and skill mix of staff • Policies: some regular renewal dates had slipped during pandemic, there has been considerable work to ensure policies are reviewed and where appropriate updated • Infection control: the committee receives a comprehensive report, including how any issues arising have been addressed. • Clinical harm reviews: the Trust is undertaking reviews where patients have been waiting longer than expected; Q&GC is reviewing the quality of data and is seeking further assurance through the medical director. <p>KN talked about assurance involving evidence and concrete examples, and that this was a theme in the Q&GC seminar when the committee met in a less formal mode to reflect on anything that might be improved; this included consideration of how some other boards receive reports and identify issues of significance, in order to further improve the quality of reports.</p>

	<p>AFS was invited to comment and said he was impressed by the level of questions that come from the NEDs in Q&GC, including exploration of trends through time, critical incidents, training, preventative work and the behaviour change that is sometimes required. He felt the committee got a very high level of assurance.</p> <p>In response to a question from a staff governor about access to specialist staff training, KN said that in addition to a focus on mandatory training to maintain safety and competence, the committee recognised the need for more specialist training in line with the philosophy of developing people within the Trust. NR added that the Trust benefitted from funding for training from the League of Friends and Health Education England (HEE), as well as specific funds for burns training, the challenge is identifying the right training not the funds. She offered to follow-up outside of the meeting about the specific issue. StJB asked for more information for the League of Friends on how training is funded so they can see how their regular annual contribution fits into the wider picture.</p>
95-21	<p>Audit committee</p> <p>KN explained she was updating on behalf of KG, and that the committee had received updates on KSOs 1, 2, 3, and 4 as well as updates on internal audit and counter fraud; this is covered in the reports KG has submitted to the Board. There were no questions.</p>
96-21	<p>Any other questions for NEDs</p> <p>There were no further questions. It was noted that it had been agreed that governors would use the Board reports on sub-committees and receive a verbal update in Council with the opportunity to ask NEDs questions.</p>
Council business	
97-21	<p>Strategic case</p> <p>SJ explained that this was reviewed in detail at public Board and was on the agenda to ensure governors had the opportunity to ask questions, as at a previous meeting a governor had raised a question about clinical fragility. Governors made the following comments:</p> <ul style="list-style-type: none"> • A staff governor stated that considerable number of QVH consultants would support consideration of Royal Marsden as a merger partner; SJ confirmed that in the process over the last four years there had been consideration of various options but largely not in London. • Governors have not seen an options appraisal and find it difficult to scrutinise without that. • One governor stated that there are fragile services elsewhere too and he considered this a “thin” reason for merger. <p>The Chair thanked governors for their contribution and said that these questions will be addressed in more detail as the Trust works through next phase of considering the Full Business Case (FBC).</p> <p>In response to a question about whether sufficient weight is being put on the financial situation, AD responded that finances would be subject to very detailed study in the FBC and would be a critical part of consideration.</p>
Any other business	
98-21	No questions had been raised in advance.
Questions	
99-21	<p>Chair confirmed no questions had been received, thanked participants for a pleasant and constructive meeting, and for the work they do on behalf of the Trust.</p> <p>There were no further questions, and the Chair closed the meeting.</p>

Proposal to:	Council of Governors	
Agenda item:	Council Business	
Date of meeting:	CoG 24 Jan 2022	
Date of proposal:	13 Jan 2022	
Appendices:	nil	
Proposal to hold election for Lead Governor in February 2022		
Introduction	The purpose of this motion is to hold an Election for Lead Governor (LG) because a majority of governors soon become eligible for this role by virtue of the fact that they will have served at least a year in post as governors by 1st Feb 2022.	
Executive summary:	Few of the current governors have had an opportunity to choose, elect or appoint an LG. The current LG is due to end his second term as a QVH governor on 30 Jun 2022 and early election of a new lead will be beneficial to ensure a smooth transition of leadership.	

Background:	<p>12 of 16 public governors and all 3 of the staff governors commenced first term on 1st Feb 2021. Therefore, 15 of 22 governors (68%) have not had an opportunity to determine who should be the LG.</p> <p>It is understood that the LG should have a minimum of 1 year's experience as a governor and therefore there were only 4 were eligible at the time of elections in June 2021.</p> <p>As of 1 February 2022, there would be 16 of 16 (100%) public governors eligible for election to Lead Governor.</p> <p>In order for LG to have 'agency' it is important to confirm the LG is supported by other governors and it is reasonable for this to be confirmed at the earliest opportunity.</p> <p>It is also recognised that the current LG is due to reach the end of his 2nd term as a QVH public governor in approximately 4 months time on 30 Jun 2022.</p> <p>In the interests of securing a smooth transition of LG it makes good organisational sense to enable an opportunity for current governors to elect an LG at a point where there is still opportunity to tap into the experience of the current LG who has been in post since summer 2019.</p> <p>It is also recognised that the timeframe of the 2021 governor representative elections process was 5 weeks (15 June - 20 July). Governor reps are 'approved' at next subsequent CoG - therefore, with 18th July 2022 as the date for the summer CoG, this would mean a period from 30 June 2022 (end date of current LGs governorship) until 18 Jul whereat any new LG would be 'approved' by council.</p> <p>Therefore, elections for LG should take place in February 2022 in order that LG elect can be 'approved' at the CoG meeting scheduled for 11 April 2022 or even at an earlier ad hoc meeting of CoG.</p>
Proposal:	<p>The Lead Governor position should be open to candidates and election from 1st February with a view to completing election process during the month of February and commencement of post soon thereafter subject to approval by CoG.</p>
Recommendation:	<p>Approval and immediate action</p>

Report to: Council of Governors
Meeting date: 24 January 2022
Report from: John Harold, Appointments Committee chair
Authors: Clare Pirie, Director of communications and corporate affairs and
Hilary Saunders, Deputy Company Secretary

Proposed reappointment of non-executive director

Introduction

In December 2021, the Appointments committee met and recommended for approval to the Council of Governors the reappointment of Karen Norman for a second term as a non-executive director of QVH NHS FT.

Executive summary

This paper sets out details of the recommendation. It provides context and describes criteria which must be met in order for Council to approve a second tenure under the terms of the Trust's Constitution.

On 14 December, the Appointments committee agreed by a majority that all criteria have been met, and are therefore recommending this reappointment to the Council of Governors.

Context

Karen Norman was appointed as NED on 08 April 2019. Her term of office is for three years and ends on 07 April 2022.

The Council of Governors is now asked to approve the recommendation of the Appointments committee to extend this term of office for a further three years.

Criteria for reappointment

Paragraph 34.4 of the Trust's Constitution provides that *"An existing Non-Executive Director, nearing the end of his/her term, shall be considered for a further term of office, subject to the following criteria*

1. Satisfactory appraisal

Feedback from appraisals since her appointment demonstrates that Karen has been very effective in her performance.

2. Demonstration of continued commitment to the role

Since her appointment in April 2019, Karen has been a member the Quality and governance committee (which she chairs), and the Audit and Nominations and remuneration statutory committees of the Board. She has regularly attended Board meetings and seminars and actively contributes to discussions. She also attends meetings of the Council of Governors. All this, alongside the outcome of her performance appraisal, provides sufficient demonstration of her continued commitment to the role of NED.

3. Willingness to complete a further term of office

In November 2021 Karen confirmed to the Company Secretary that she would like to serve for a further term.

4. Has not served for more than 6 years

Karen will have served for a term of three years when her term of office ends; therefore, Karen is not precluded by Paragraph 34.2 of the Constitution from serving for another 3 years.

Recommendation

The Council of Governors is asked to **approve** the recommendation of the Appointments committee that Karen Norman's appointment as non-executive director of QVH NHS FT should be extended for a further term.

Next steps

Subject to approval, Karen Norman will begin her second term on 08 April 2022.

Report to: Council of Governors
Meeting date: 24 January 2022
Agenda Item: 11-22
Report from: John Harold, Appointments committee chair
Author: Clare Pirie, Director of Communications & Corporate Affairs
Date of report: 07 January 2022

QVH Acting Chair remuneration

On 1 October 2021 Gary Needle, senior independent director, stepped up as Acting Chair and served in that role for six weeks. This paper asks the Council of Governors to approve the Appointments committee recommendation that the senior independent director should be given appropriate remuneration for that six weeks to reflect the significant additional commitment this involved.

At the time, Gary Needle cleared his diary sufficiently to undertake the main functions of the Trust Chair.

Considerations in agreeing Acting Chair remuneration

- **Time commitment**
QVH NEDs are expected to be prepared to devote at least three days per month to QVH business. QVH Chair has previously been contracted for two to three days a month with two of those days being on site and an understanding that the third is made up of additional time preparing for meetings, reading papers etc.

Gary Needle made available time equivalent to two days per week over the time period.
- **NED remuneration**
Gary Needle currently receives £15,000 per annum for his NED role; this is the same as all QVH NEDs.
- **Remuneration of the QVH chair**
On 19 July 2021 Council agreed remuneration £50,000 per annum for the new Chair.

Calculation

The Appointments committee supported an additional payment to bring the senior independent director's remuneration up to two-thirds of chair's remuneration for the 6-week period, recognising that the senior independent director had been clear at the time that he would not be fulfilling the full Chair's role. The senior independent director's existing NED remuneration over this period would be subtracted from this. The total payment is therefore an additional £2,135.

Recommendation

The Council of Governors is asked to approve the Appointments committee recommendation that Gary Needle be remunerated for the six weeks he served as acting Chair through an additional payment of £2,135, reflecting the additional time and responsibilities.

Report to: Council of Governors
Meeting date: 24 January 2022
Agenda Item: 14-22
Report from: John Harold, Appointments committee chair
Authors: Clare Pirie, Director of Communications & Corporate Affairs and
Hilary Saunders, Deputy company secretary
Date of report: 17 January 2022

Annual review of Appointments committee Terms of Reference

Introduction

At its meeting on 14 December 2021, the Appointments committee undertook its annual review of the committee's terms of reference, and agreed the following changes under general duties and responsibilities:

1. That wording relating to the removal of the Chair or NED be deleted. Although still part of the constitution this is not relevant to the Terms of Reference.
2. That the process for the Chair appraisal be amended in line with national guidance to make explicit the role of the SID in leading the process, which now includes consultation with the lead governor prior to the performance review.

Proposal

The Committee has recommended that the following wording be used to make explicit the new process which is in line with national guidance:

- c. *The Senior Independent Director (SID) will invite all governors to contribute written comments and then consult with the Lead Governor before carrying out the performance review of the FT Chair. 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). 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 will be shared with NHSEI in line with national guidance. Confirmation that performance reviews have been completed together with a summary of the outcome and that there were not significant issues of concern will be reported to the Council of Governors.*

Recommendation

The Council of Governors is asked to **approve** the Appointments committee recommendation that the terms of reference be approved for the next 12 months.

Next steps

Assuming approval, the new ToRs will take immediate effect. The next formal review by Council will take place in January 2022.

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 Senior Independent Director (SID) will invite all governors to contribute written comments and then consult with the Lead Governor before carrying out the performance review of the FT Chair. 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). The

For approval by Council of Governors at its meeting on 24 January 2022

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

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,

For approval by Council of Governors at its meeting on 24 January 2022

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

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.

For approval by Council of Governors at its meeting on 24 January 2022

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 2022 for approval by the Council in January 2023.