

Council of Governors Meeting in public

Monday 11 April 2022

**16:00 – 18:00
Jubilee Community Centre
Charlwoods Road
East Grinstead
RH19 2HL**



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership April 2022

Members	
Anita Donley	Trust Chair
Chris Barham	Public governor
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	
Clare Pirie	Director of communications and corporate affairs
Maddy Johnson	EA to Chair and CEO (mins)
Steve Jenkin	Chief Executive
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 2022/23

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 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	OUTSTANDING at 25/3/22						
Bowden, Elizabeth	NIL	NIL	Nil	NIL	NIL	NIL	NIL
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	OUTSTANDING AT 25/3/22						
Fulford-Smith, Antony	Director property management company with single asset – woodland in Devon	NIL	NIL	NIL	NIL	I hold share options in companies with whom previously employed that supply medicines to the NHS (Abbvie and Ipsen)	Spouse is matron of Maxillofacial and Orthodontic outpatients department at QVH
Haite, Janet	NIL	NIL	Nil	NIL	NIL	NIL	NIL
Harley, Oliver	NIL	Independent surgical private practice at McIndoe Centre/Horder Health	NIL	NIL	Independent surgical private practice at McIndoe Centre/Horder Health	Independent surgical private practice at McIndoe Centre/Horder Health	NIL
Harold, John	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Migo, Caroline	NIL	NIL	Chair and Trustee of Restore Breast Cancer Reconstruction Charity	NIL	NIL	NIL	NIL
Shore, Peter	NIL	NI	NIL	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	NIL	NIL	NIL
Yoganathan, Thavamalar	OUTSTANDING at 25/3/22						

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	NIL	Private practice LLP – but does not do any business with NHS/QVH	NIL	Chair ISB Plastic Surgery examinations at JCIE	NIL	NIL	NIL
Malhotra, Raman	OUTSTANDING at 25/3/22						
Appointed governors							
Brown, St John	OUTSTANDING at 25/3/22						
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	OUTSTANDING at 25/3/22						
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	OUTSTANDING at 25/3/22						
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA
Haite, Janet	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
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
Yoganathan, Thavamalar	OUTSTANDING at 25/3/22						
Staff governors							
Dheansa, Balj	NA	NA	NA	NA	NA	NA	NA
Hazari, Anita	NA	NA	NA	NA	NA	NA	NA
Malhotra, Raman	OUTSTANDING at 25/3/22						
Appointed governors							
Brown, St John	OUTSTANDING at 25/3/22						
Holden, Julie	NA	NA	NA	NA	NA	NA	NA

Meeting of the QVH Council of Governors
Monday 11 April 2022
16:00 – 18:00

Agenda: meeting session held in public				
Standing items				
Ref	Item	purpose	mode	Indicative time
27-22	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Anita Donley, Trust Chair</i>	-	<i>verbal</i>	16:00
28-22	Draft minutes of the public meeting held on 24 January 2022 <i>Anita Donley, Trust Chair</i>	<i>approval</i>	<i>doc</i>	16:05
29-22	Matters arising and actions pending from previous meetings <i>Anita Donley, Trust Chair</i>	<i>review</i>	<i>verbal</i>	16:10
Holding non-executive directors to account for the performance of the board of directors				
Ref	Item	purpose	papers	indicative time
30-22	Executive overview <i>Steve Jenkin, Chief Executive</i>	<i>information</i>	<i>presentation</i>	16:15
31-22	Board of Directors <i>Anita Donley, Trust Chair</i>	<i>Information</i>	<i>verbal</i>	16:30
32-22	Finance and performance committee <i>Paul Dillon-Robinson, Committee Chair</i>	<i>Information</i>	<i>verbal</i>	16:40
33-22	Quality and governance committee <i>Karen Norman, Committee chair</i>	<i>information</i>	<i>verbal</i>	16:50
34-22	Audit Committee <i>Kevin Gould, Committee Chair</i>	<i>information</i>	<i>verbal</i>	17:00
35-22	Any other questions for non-executive directors <i>All members of Council of Governors</i>	<i>Discussion</i>	<i>verbal</i>	17:05
Council business				
Ref	Item	purpose	papers	indicative time
36-22	Independent review report <i>Anita Donley, Trust Chair</i>	<i>Discussion</i>	<i>Verbal</i>	17:10
37-22	Process for breaches of governor code of conduct <i>Clare Pirie, Director of communications and corporate affairs</i>	<i>information</i>	<i>paper</i>	17:25

38-22	Update on recruitment process for substantive Trust chair <i>John Harold, Chair of Appointments committee, and Clare Pirie, Director of communications and corporate affairs</i>	information	verbal	17:40
39-22	Extension of interim Chair contract <i>Gary Needle, Senior Independent Director and Clare Pirie, Director of communications and corporate affairs</i>	approval	report	17:45
Any other business				
Ref	Item	purpose	papers	time
40-22	<i>By application to the Chair</i>	Discussion	verbal	17:50
Questions				
Ref	Item	purpose	papers	time
41-22	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 Clarepirie@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	17:55
Date of next meeting				
Next meeting of the council of governors to be held in public				
18 July 2022 at 14:00 followed by AGM				

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 Monday 24 January 2022, 16:00 – 18:00	
Present:	Anita Donley (AD)	Trust Chair
	Chris Barham (CB)	Public governor
	Liz Bennett (LB)	Stakeholder governor (WSCC) [from 04-22]
	Elizabeth Bowden (EB)	Public governor
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor (LoF) [until 16-22]
	Tim Butler (TB)	Public governor
	Balj Dheansa (BD)	Staff governor [until 11-22]
	John Harold (JRH)	Public governor
	Janet Haite (JDH)	Public governor [until 16-22]
	Oliver Harley (OH)	Public governor
	Anita Hazari (AH)	Staff governor
	Miriam Farley (MF)	Public governor
	Raman Malhotra (RM)	Staff governor [until 11-22]
	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
	Antony Fulford-Smith (AFS)	Public governor
	Thavamalar Yoganathan (TY)	Public governor
In attendance:	Clare Pirie (CP)	Director of communications and corporate affairs (CoSec)
	Madeleine Johnson (MJ)	Executive Assistant Team Leader (mins)
	Gary Needle (GN)	Senior Independent Director [until 12-22]
	Karen Norman (KN)	Non-executive director [until 11-22]
	Paul Dillon Robinson (PD-R)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Steve Jenkin (SJ)	Chief Executive
Apologies:	None	
Did not attend:	Julie Holden (JWH)	Stakeholder governor EGTC
Ref.	Item	
Standing items		
01-22	<p>Welcome, apologies and declarations of interest and eligibility</p> <p>AD opened the meeting and reminded governors that the meeting would be recorded; the recording will sit alongside the draft minutes until confirmed. Apologies were noted as above, and the meeting was confirmed as quorate.</p> <p>AFS noted the following change to his declaration of interest: he is no longer employed Ipsen; there were no further declarations of interest.</p> <p>The Chair explained that she would ask KN and GN to withdraw for items 11-22 and 12-22, and noted that agenda item 16-22 should read “independent” review, rather than “internal”.</p>	
02-22	<p>Draft minutes of the public meeting held on 30 November</p> <p>AD advised that a governor has requested a transcript of the meeting held on 30 November 2021.</p> <p>The minutes were not approved by Council. A number of governors stated that they wanted to suggest changes to the draft minutes. AD requested that governors send their suggestions by email. Governors agreed that these minutes should currently remain in draft form.</p> <p>TB requested that the draft minutes be turned around faster. The Chair agreed to explore this matter, but noted her belief that the minutes are turned around in a feasible timeframe.</p>	

03-22	<p>Matters arising and actions pending from previous meetings There were none.</p>
Holding non-executive directors to account for the performance of the board	
04-22	<p>Executive overview SJ shared a presentation which provided an update to the Council, highlights of which include:</p> <ul style="list-style-type: none"> • Covid-19: an update on the Omicron variant. QVH has been affected by increased levels of staff self-isolation. The Level 4 national incident will be reviewed at end of month. • Cancer hub: QVH has stepped up again as cancer hub receiving referrals to date from East Sussex Healthcare NHS Trust, University Hospitals Sussex NHS Foundation Trust, and Buckinghamshire Healthcare NHS Trust. • Sussex system challenges: numbers of patients who are medically ready for discharge and significant numbers of young, mental health patients. • Children & Young people's patient experience survey 2020: we were 1 of only 3 trusts in the country to score "much better than expected" • Recovery targets: the Trust's greatest challenge is 52ww patients: the number is expected to rise in the spring. <p>SJ provided an update on the upcoming Vaccination as a Condition of Deployment (VCOD) requirement:</p> <ul style="list-style-type: none"> • QVH is among the top trusts in the South East for vaccination uptake. • There are ongoing challenges to determine roles are in scope according to the definition "CQC regulated activity". This is not a challenge unique to QVH. • We have very low numbers of unvaccinated staff; this number changes daily. Letters have been sent to all unvaccinated staff and those with unknown vaccination status. Individual discussions are being had with staff members. • Redeployment or dismissal will not be discussed until 31 March. This is a genuine concern for the trust. <p>Council considered the update seeking the following information:</p> <ul style="list-style-type: none"> • Consideration will be given to including percentage figures where appropriate in executive overview updates, in order to give greater context. • The deadline to receive the first dose of vaccine by 3 February was set in national legislation, although the licence for Pfizer states the second dose can be administered within 3 weeks of the first. • NHS legislation requires staff to self-isolate if they have Covid; staff can be released after a negative lateral flow test on days 6 and 7.
05-22	<p>Board of Directors the Chair reported:</p> <ul style="list-style-type: none"> • The Board has approved the QVH Green Plan. • There has been good challenge from NEDs to hold Executive Directors to account; partly through the submission of questions prior to each meeting. <p>The lead governor commented that the question system is working well and encouraged the continuation of this practice when face-to-face meetings return.</p> <p>There were no further questions or comments raised.</p>
06-22	<p>Finance and performance committee (F&PC) PDR reminded the Council that F&PC met twice in January due to the postponed December meeting. Assurance is received both directly from management and through monitoring meeting papers closely for continued awareness of risks and issues.</p> <p>The committee is monitoring closely the risks posed by acting up as a cancer hub. The committee received assurance that the 104ww and 78ww lists are on track for elimination, however challenges remain for the 52ww list which is further impacted by late referrals.</p>

	<p>There is a continued focus on health inequalities data to ensure fairness for all patients, including those with disabilities and learning difficulties.</p> <p>With regard to staffing, vacancy rates remain consistent, and the associated risks of VCOD have been explored in great detail.</p> <p>The committee has received further assurance regarding information governance, data improvement, corporate risks, and clinical coding. PDR highlighted the results of a recent internal audit on clinical coding; the standard of coding at the Trust has improved to a very high standard, with focus now turning to work on outpatient coding.</p> <p>A Business Case was approved for a system called iRefer which utilises artificial intelligence to ensure maximum efficiency for referrals.</p> <p>F&PC's current focus is on planning for the next financial year; plans are scrutinised for robustness and achievability. The national targets to reach 120% of activity levels from 2019/20 and to reduce outpatient follow ups by 25% are particular challenges for QVH; 2019/20 saw a large increase in additional activity, and many of our patients require follow ups due to the nature of our services. There is continual work to maximise theatre utilisation efficiency.</p> <p>Under the current block funding contract, the Trust is forecast to breakeven this financial year; expenditure control is in effect, and the run rate for both pay and non-pay has been stable. There is uncertainty around the financial regime for next year as the system allocations have not yet been announced. There have been a number of tariff amendments which may advantage the Trust.</p> <p>Council considered the update and the following questions and comments were raised:</p> <ul style="list-style-type: none"> • Figures were requested for the monthly expenditure changes and for the likely run rate this financial year. PDR noted that the run rates change month to month, and assured these are compared on a monthly basis with figures from the previous financial year; the expenditure costs fluctuate by low percentages. It was agreed that any further requested details would be taken outside of the meeting. • In response to a question regarding potential revenue impact if block funding changes, PDR explained there is unlikely to be penalty regime; we expect to be incentivised by a block awarded for achieving a set level of activity, however this is unconfirmed. • In response to the question of whether the Board has discussed with the Sussex system their role in wider recovery plans, PDR stated there are ongoing discussions with both the ICS and Commissioners. • PDR confirmed there is no scope for backpay on historic procedures paid below current tariff; these were paid according to the national tariff set at the time. • Regarding the target expenditure for this financial year, PDR outlined the current run rate as approximately £80-82million which is consistent with the past few years. The Trust is unlikely to reduce this without large staffing cuts; this will not happen as it would be at the expense of delivering safe activity and high quality care. He assured that there is frequent challenge on the necessity of all posts through business planning. There are potential efficiencies from the procurement of goods and services, however achieving the national 4% efficiency target will be challenging as a small organisation. • The contracts for specialised services commissioned from QVH will be signed by 31 March 2022; further detail about which services will be commissioned from QVH will be known within the next month, and details of what is delegated to the ICS will be known within the next few weeks.
<p>07-22</p>	<p>Quality and governance committee (Q&GC)</p> <p>KN stated that she would update on the basis that all governors had read the Q&G report to Board. The main areas of discussion in the Q&G seminar were workforce risks around recruitment and retention and staff self-isolation and sickness levels. The committee took significant assurance from the CQC Children and Young People's survey results, which commends the work of our staff.</p> <p>AFS said there was large discussion at the last Q&GC meeting regarding the pressures of Covid and its impact on staffing; it was noted, however, that we are not seeing exceptionally high sickness absence and safe staffing levels have been maintained. The committee was assured that staff</p>

	<p>vaccination levels have increased, and a number of other critical items were discussed such as clinical harm reviews, corporate risks, antimicrobial prescribing and falls.</p> <p>He added that the process of submitting questions to report authors in advance of the meeting has allowed for robust assurance.</p> <p>In response to a question regarding the impact on staffing of easing national Covid restrictions, KN answered that the Trust has not been as challenged by staff sickness as other organisations. Recruitment is likely to be a long term challenge, as with other trusts nationwide. The recruitment risk remains on the risk register for scrutiny; Q&GC will continue to monitor any impact on quality of care and safe service delivery.</p> <p>No further questions or comments were raised.</p>
08-22	<p>Audit committee</p> <p>KG reminded Council that the Audit Committee meets quarterly: the most recent meeting was held in December 2021 and was reported to Board in January 2022.</p> <p>KG highlighted the following specific areas considered by Audit Committee in December:</p> <ul style="list-style-type: none"> • Assurance update received for KSO5 and any gaps in the assurance were discussed. • Review of the annual report on policy status: the committee raised concern about the increasing number of overdue policies; assurance has since been received that the number is reducing. • Review of the Standards of Business Conduct Policy: some breaches of the requirement for conflict of interest declarations were reported in early December, these were eliminated before the January Board meeting. Work is ongoing to ensure staff follow correct process to self-certify. • External auditors, KPMG, provided an update and presented the charity accounts for previous year. • The committee received reports from internal auditors, RSM, and reviewed the first draft of the 2022/23 internal audit plan. This was reviewed ahead of usual timeline to allow for greater input from the Board before sign off. <p>In response to a question regarding adherence to procurement processes, KG noted that this has seen great improvement over the last year. Single tender waivers had increased during the height of the pandemic as fast decisions were required, however this has now stabilised.</p> <p>No further questions or comments were raised.</p>
09-22	<p>Any other questions for non-executive directors</p> <p>There were no further questions. GN advised that NHSEI has announced today that the National Quality Board will be asking each ICB to develop a governance mechanism for quality that feeds into system level. This will require Q&GC to work closely with the wider Sussex system, and will reinforce quality as the central organising principle of the Trust.</p>
Council business	
10-22	<p>Proposal to hold election for Lead Governor in February 2022</p> <p>The Chair addressed the motion submitted by OH to hold an election for Lead Governor in February 2022. She added that there has been further correspondence between the Chair and a number of governors since the motion was submitted.</p> <p>The Chair offered context to the motion and explained that the current process outlined in the Constitution for the appointment of Lead Governor is one of self-nomination, whereas the process for the appointment of a governor representative is one of election.</p> <p>OH introduced the motion and requested the Council be allowed to vote on this motion during this meeting.</p> <p>The Chair noted there the additional correspondence contains some points of fact that require clarification, and proposed that the motion is not moved forward at this stage until all governors have been able to consider the full correspondence.</p>

	<p>A number of governors expressed disagreement with the Chair’s proposal.</p> <p>CM stated that there had been substantial divergence from the Constitution in January 2021; and when asked to expand explained this divergence as the postponing of elections and allowing new governors certain privileges. She noted that QVH Constitution varies from a number of other Foundation Trusts’ Constitutions, and that it “flies in the face” of Monitor’s recommendation that the Council of Governors should vote on their Lead Governor and that Directors, including the Chair, should not be involved in this decision.</p> <p>CP explained that the role of Lead Governor was introduced by Monitor with the sole purpose of being the point of contact between governors and the regulator should the Chair need to be removed; Monitor did not intend the post holder to assume greater power or responsibility than other governors. The QVH Constitution has broadened the Lead Governor role to also include the role of being governor representative to the Board. Any changes to the Constitution would require both Council and Board approval.</p> <p>A governor suggested that whoever assumes the role of Lead Governor should act as a “good shepherd”, remaining impartial rather than advocating a single view point. A number of governors agreed.</p> <p>LB asked CoG to note that she would be unable to vote on this motion while the Constitution remains as it is; the nature of her role requires her to abide by the Constitution at all times.</p> <p>The Chair confirmed that PS will remain as Lead Governor until the end of his term in June 2022, and thanked him for his exemplary service thus far. She stated that she was closing discussion regarding the Lead Governor role to avoid the risk of being disrespectful to the current Lead Governor.</p> <p>A number of governors challenged the Chair’s decision to pause the motion. TB stated that the current process where Board decides the Lead Governor “sounds like having your cake and eating it” and goes against democracy. OH added that he felt that a reasonable democratic process was being denied and that the Chair and CP are “splitting hairs” over this.</p> <p>The Chair explained that the current process is not a question of Board choice, rather accepting a recommendation from the Chair following a process of self-nomination. She objected to OH’s points.</p> <p>The Chair closed discussion on this matter, noting that a number of governors are not content with current the process of self-nomination. All governors require access to full information and there must a full discussion between all governors before the motion is moved forward.</p>
<p>11-22</p>	<p>Re-appointment of non-executive director JRH advised of the Appointments Committee’s recommendation to approve an extension of KN’s appointment as NED for a second term in office.</p> <p>The motion was approved.</p>
<p>12-22</p>	<p>Remuneration for SID as acting chair of QVH JRH thanked GN for assuming the role of acting chair in October 2021 for six weeks. The Council concurred.</p> <p>Council approved the recommended remuneration.</p>
<p>13-22</p>	<p>Annual planning for 2022/23 SJ shared a presentation which provided an update to the Council regarding the Planning Guidance for 2022/23, highlights of which include:</p> <ul style="list-style-type: none"> • Guidance sets out four key expectations: accelerate plans to grow the substantive workforce and work differently while focusing on health and wellbeing of staff; rapidly adopt new models of care that exploit the full potential of digital technologies; work in partnership as systems to get above pre-pandemic levels of productivity; and use additional government funding to increase capacity. • Systems are asked to deliver on 10 specific priorities; the most challenging priority for QVH will be tackling the elective backlog.

	<ul style="list-style-type: none"> The Trust is awaiting the release of further technical guidance. The operational plan must be approved by 25 April. <p>SJ noted that the trust's 2021/22 Targeted Investment Fund (TIF) bid for two modular theatres was successful; the appointed contractor will deliver these units in Spring 2022. TIF bids are being welcomed for 2022/23; the trust looking into entering a bid for additional theatres.</p> <p>In response to a question regarding ensuring sufficient staffing for new theatres, SJ acknowledged this will be a challenge, and a staffing review will be required.</p> <p>A governor expressed concern about the expectation to grow the workforce and suggested it would be better for QVH to maximise current resource. SJ explained this is a national expectation set out in Planning Guidance for 2022/23.</p> <p>A governor asked how the Planning Guidance will impact on local actions and hospital strategy. SJ advised that internal business planning has commenced and that Clinical Directors and General Managers are heavily involved in this process; they are working closely with the Workforce team to triangulate business plans with our current available staffing.</p>
<p>14-22</p>	<p>Annual review of Appointments committee ToRs</p> <p>The Chair noted that in the duties and responsibilities section the words 'and that there were not significant issues of concern' should be deleted. These were replaced by the addition agreed in the Appointments Committee, and have been left in the text in the paper in error.</p> <p>As Chair of the Appointments Committee, JRH presented the proposed the following changes to the ToRs under general duties and responsibilities:</p> <ul style="list-style-type: none"> Wording related to removing a Chair or NED from a meeting has been removed as it is not relevant to the ToRs 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. <p>No further questions or comments were raised.</p> <p>Council approved the recommendation that the ToRs be approved for the next 12 months. The next formal review will take place in January 2023.</p>
<p>15-22</p>	<p>Update on appointment of substantive Trust Chair</p> <p>JRH outlined the proposed approach for the appointment of a substantive Trust Chair, as follows:</p> <ul style="list-style-type: none"> Recruit for three year term: the revised timeline for work towards merger is shorter than that, but Chair and NEDs are on a 'contract for services' therefore notice can be served earlier, if appropriate. Three year appointments is standard QVH practice. Use of a recruitment agency to ensure greatest reach in order to attract high quality candidates: this will support a formal, rigorous and transparent process. Seek a very experienced Chair. Recruit in line with the Constitutional requirement that they are a member, therefore the Chair would need to live in Kent, Surrey, Sussex or South London. Remuneration of £50,000 per annum for 2-3 days per week. There is a provisional timeline allows a handover from interim Chair to new Chair in mid-May. <p>Council made the following comments:</p> <ul style="list-style-type: none"> The appointed candidate must have sufficient time and capacity to undertake the role; noted that remuneration is for service and not affected by the number of days worked. The catchment area may need to extend in order to attract the right high calibre candidates; although the advantage was also noted of a Chair familiar with the area and with the degree of flexibility in availability often sought by Council. If the timeline needs to extend there is potential to ask AD to extend her term by up to 3 months.

	<p>A governor requested to see the job description, this was seen by Council during the previous Chair appointment process and will be shared again with the governor who made the request.</p> <p>CP confirmed the detailed timeline will be reviewed at Appointments Committee in February 2022.</p>
16-22	<p>Update on independent review</p> <p>CP advised that Carnal Farrar have completed the process of collecting information and interviewing stakeholders, and that it is hoped the report would be completed this month. Board will consider the report on 3 February during an additional private meeting, and the provisional date for discussion with Council is Monday 21 February.</p> <p>The Chair sought opinion as to whether Council wish to bring the meeting forwards to discuss the review findings as soon as possible after Board. Council did not wish to bring the meeting forward.</p> <p>A number of governors requested to see the full detail of the report, rather than the executive summary. The Chair reminded Council that the review ToRs state the full report would be given to NHSE, Chair and Board only, but she will explore this issue and discuss with NHSEI as co-commissioners of the report.</p>
Any other business	
17-22	<p>Next formal meeting in public 11 April 16:00</p> <p>There was no other business.</p>
Questions	
18-22	<p>Chair confirmed no questions had been received and closed the meeting at 18:16.</p>

Report to: Council of Governors
Meeting date: 11 April 2022
Agenda item: 37-22
Report from: Clare Pirie, Director of communications and corporate affairs
Author: Hilary Saunders, Deputy Company Secretary
Appendix: Updated code of conduct for governors

Process for breach of code of conduct

Background

The Trust is governed by the NHS Act 2006, (as amended by the Health and Social Care Act 2012 and any other subsequent legislation) and its Constitution (together the “Regulatory Framework”). The Regulatory Framework gives the Council of Governors various statutory roles and responsibilities which are mandatory for all governors. Members of the Council of Governors should therefore be familiar with the provisions of the Regulatory Framework to ensure they are aware of what it means to be a Governor of the Trust. Governors are required to act at all times in accordance with the Regulatory Framework and the QVH Governor Code of Conduct.

It is a recommendation of the Independent Review that:

The additional NHSEI licence conditions should be developed into a Trust policy reflecting the requirements for the Governors of the Trust to adhere to the seven principles of public life. The policy needs to outline the approach taken where these principles are breached, which must ultimately lead to dismissal if conduct is unacceptable. This policy should be shared with staff in the Trust who engage with Governors so that they understand what to do if they believe they are being bullied or harassed by someone.

Implementation

In February 2022, the Trust commissioned Ann Utley, Board development programme manager at NHS Providers, to produce a process which is aligned to both the Trust Constitution and the Governor Code of Conduct which all governors agree to as a condition of appointment. Ann Utley has now retired from NHS Providers and completed this work as an independent expert.

Ann Utley has provided the Trust with an updated code of conduct for governors which includes the process to be followed if a governor, Board member or member of staff believes another governor has not upheld the code of conduct or is made aware of any circumstance that breaches the code of conduct.

This has been developed for the Trust in line with best practice, by an external expert with significant governance expertise and experience, and has also been reviewed by our legal team.

Recommendation

The Council of Governors is asked to **approve** the updated Code of Conduct and **note** the contents of the process.

Code of Conduct for Governors

Queen Victoria Hospital NHS Foundation Trust

Document control sheet		
Document title		Code of Conduct for Governors
Version	1	Presented to the Council of Governors at its meeting on 11 April 2022.
Version	2	
Version	3	

Code of Conduct for Governors

1. Introduction

1.1 Regulatory Framework

The Trust is governed by the NHS Act 2006, (as amended by the Health and Social Care Act 2012 and any other subsequent legislation) the NHS provider licence, NHSEI policy including the NHS Foundation Trust Code of Governance and its Constitution (together the "Regulatory Framework"). The Regulatory Framework gives the Council of Governors various statutory roles and responsibilities which are mandatory for all governors. Members of the Council of Governors should therefore be familiar with the provisions of the Regulatory Framework to ensure they are aware of what it means to be a Governor of the Trust. Governors are required to act at all times in accordance with the Regulatory Framework and this Code of Conduct (the "Code").

1.2 Roles

Governors give their time and expertise, working in a voluntary capacity. They have a key role in the appointment, reappointment, appraisal and remuneration of the Chair and Non-Executive Directors, and also the appointment of the external auditors.

1.2.1 Governors engage with the membership of the Trust and the public (and in the case of appointed governors, with the bodies that appointed them), acting as a two-way channel of communication. Equipped with this knowledge, they offer feedback to the Board of Directors on the future strategic direction of the Foundation Trust.

1.2.2 Governors shall bring their own individual skills and knowledge to bear in the exercise of their role and shall, in their stewardship of the Trust's affairs, bring an appropriate perspective of the constituency or organisation by which they were elected or appointed, and act collectively and not in pursuit of sectional or personal interests.

1.2.3 Unlike Executive and Non-Executive Directors, including the Chair, governors are not individually or collectively liable for the performance of the Foundation Trust. Therefore, governors are not involved in operational decision-making or any executive or managerial functions. Governors are responsible for holding Non-Executive Directors to account for the performance of the Board of Directors and should seek assurance that key objectives are met.

1.3 Accountability

Governors are accountable to the membership, the Council of Governors and to the Chair of the Trust for their conduct.

1.4 Communication

Normally all communication between Governors and the Trust will be through the Company Secretary and/or Membership Office.

1.4.1 Public governors who receive comments, suggestions or complaints about Trust services, should advise the person concerned to contact the relevant Patient Advice & Liaison Service (PALS); they should not approach individual members of staff. Governors may also submit comments and feedback related to their personal experience as patients or visitors through the Patient Advice & Liaison Service.

1.4.2 Governors should not communicate with the press or broadcast media or express opinions about the Trust without the approval of the Chair.

1.4.3 If Governors become aware of any significant issue that could bring the Trust into disrepute, they should inform the Company Secretary or Chair immediately.

2. Values

2.1 Governors are expected to uphold the values of the NHS and the specific values and behaviours of Queen Victoria Hospital NHS Foundation Trust (QVH). Information about Trust values will be provided on induction but the following subset are particularly relevant for governors.

2.2 In particular, Governors should:

- Work together, respectfully and professionally, in the interest of the patient
- Be courteous and respectful to everyone
- Deliver high standards in all aspects of our work
- Communicate openly and honestly with everyone
- Always go the extra mile
- Be fair and consistent in everything
- Have pride in the heritage of QVH and support the Board to build the QVH of the future

2.3 It is the responsibility of **all Governors** to acknowledge and appropriately challenge each other when values are not being adhered to. This may be demonstrated by poor behaviour both verbally and non-verbally at any meeting involving governors. It is emphasised that this challenge should be conducted appropriately and at the earliest opportunity.

3. Responsibilities, Personal Conduct and Meetings Behaviour

Governors are expected to adhere to the Standing Orders relating to Council of Governor meetings and:

- to act in the best interests of the Trust
- to act in a manner which reflects positively on the Trust and do nothing that might bring it into disrepute
- to exercise discretion and care in respect of contentious or confidential matters. The Trust will advise governors if a matter is to be kept confidential and not shared with a wider audience
- to abide by and uphold the policies of the Trust

- to uphold the seven principles for standards in public life enumerated by the Nolan Committee (see 4 below) recognising that the Council of Governors and Board of Directors share a common purpose and adopt a team approach in ensuring the success of the Trust
- to keep themselves informed and come to meetings prepared by reading information provided
- to seek clarification, if required, on any information given in a timely way
- to attend meetings and actively contribute to the working of the Council of Governors to enable them to fulfil their functions
- as per sections 18.12 and 18.13 of the Foundation Trust's Constitution to demonstrate an overall annual attendance commitment of key meetings and training and development, unless other Governors are satisfied that the absences were due to reasonable cause and they will be able to start attending meetings again within such a period as the other Governors consider reasonable
- to support the work of any governor subgroups
- to send their apologies in advance if they are unable to attend a meeting
- to maintain good practice with regard to the conduct of meetings, behaving with courtesy and respect, and acting in a manner to ensure business is concluded on time. This includes ensuring discussion is relevant and personal agendas are left outside of the meeting
- to appropriately challenge individuals who start discussions which are not relevant to the agenda of meetings or in the best interests of the Trust
- to accept decisions that were properly made by a majority of the Council, even if they do not agree with them or were not present when they were made
- to provide feedback to the membership or the bodies which appointed them. QVH will support this process through a regular Membership Newsletter and other ad hoc communication as required
- to undertake appropriate training and development
- to declare any possible conflict of interest (see 7 below)
- to notify the Company Secretary of any criminal law conviction arising during their term of office
- to notify the Company Secretary of any circumstance arising during the term of their office which brings their eligibility to continue as a Governor into doubt (see 8 below).

4. The Nolan Principles

- **Selflessness:** holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends
- **Integrity:** holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties
- **Objectivity:** in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit
- **Accountability:** holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office
- **Openness:** holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands
- **Honesty:** holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest
- **Leadership:** holders of public office should promote and support these principles by leadership and example

5. Representation

5.1 Governors are representatives of the members who elected them or the bodies which appointed them. They should contribute to collective decision making after hearing the views of other Governors or Directors.

5.2 Governors should not seek to speak on behalf of bodies they may happen to belong to but which are not their appointing body.

6. Visits to Trust Premises

6.1 If a governor intends to visit any location across the Trust in their capacity as a governor (rather than as a patient or visitor), other than for meetings, workshops and training and development events, the necessary arrangements for the visit must be made through the Company Secretary.

7. Conflicts of Interest

7.1 All governors are required to list all relevant or material interests which may reasonably be thought to influence their actions in the performance of their duties. It is the

responsibility of the governor to inform the Company Secretary immediately in writing of any changes to their interests.

7.2 Governors should ensure that:

- any actual or potential conflicts of interest are made known to the Company Secretary and/or the Chair as soon as they arise
- if a matter in which they have a relevant or material interest is discussed, they take no part in the discussion
- if a matter in which they have a relevant or material interest is put to the vote, they take no part in the voting

8. Eligibility to be a Governor

8.1 Fit and proper person

Governors must be a 'fit and proper person.' This condition is included within QVH's Licence and applies to all governors.

In this Condition an unfit person is an individual who;

- has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged; or
- has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it; or
- within the preceding five years has been convicted in the British Islands of any offence and a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him; or
- who is subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986;

Governors must certify on appointment, and each year that they are/remain a fit and proper person.

8.2 Eligibility Criteria

8.2.1 The eligibility criteria for governors is set out within the Foundation Trust's Constitution section 18.1 and 18.2 and Annex 5. A person may not become a governor, and if already holding such office will immediately cease to do so, if any of the criteria listed apply.

8.2.2 Governors must notify the Chair and Company Secretary, as per paragraph 18.3 of the Foundation Trust's Constitution, at the earliest opportunity if they become aware of any circumstance which means they no longer comply with the eligibility criteria. A Governor's tenure of office shall be terminated upon receipt of a notification from the Company Secretary that they are disqualified and from that point, the individual shall immediately cease to be or act as a Governor.

9. Breaches of the Code of Conduct

9.1 Introduction

If any governor/director or member of staff believes another governor has not upheld the Code of Conduct and/or is made aware of any circumstance that breaches the Code of

Conduct they should, at the earliest possible opportunity, notify the Chair and/or the Company Secretary. Similarly, if the Chair or the Company Secretary believes a breach of the code has occurred they should seek to remedy it.

9.2 Informal resolution

9.2.1 In the first instance, the Chair/Company Secretary will seek to resolve the matter on an informal basis in consultation with the Lead Governor (or if the Lead Governor is the person under investigation, another governor selected by the Chair / Company Secretary).

9.2.2 If an informal resolution is not possible or ineffective the following process will then be followed in seeking to resolve any concerns, difficulties or disputes in a constructive way.

9.3 Stage 1: Chair's Investigation:

9.3.1 The Chair, supported by the Company Secretary and the Lead Governor (or if the Lead Governor is the person under investigation, another governor selected by the Chair / Company Secretary), will investigate the matter raised. This will include discussion with other governors and/or directors and/or members of staff, as appropriate.

9.3.2 The Chair will notify the Governor concerned in writing of the details of the alleged breach of the Code of Conduct. The communication will set out a timeframe in which the matter is to be addressed as decided by the Chair. This will depend on the nature of the breach and, where possible, should not exceed 28 days. The Chair will not disclose the name of the governor/s, director/s, and/or staff who raised the matter, unless permission has been provided by the individual/s concerned.

9.3.3 Depending on the nature of the breach, the Chair may decide that the governor under investigation should be suspended from fulfilling their role as a governor pending the outcome of the investigation.

9.3.4 During the investigation, the Chair will invite the Governor concerned to meet with him/her to discuss the matter. The Lead Governor may participate in this meeting, if agreed by all parties. The Company Secretary will be present at any such meeting and will record minutes of the meeting which will be shared with the Governor.

9.3.5 If the Governor concerned does not accept an invitation from the Chair to meet and discuss the matter, the Chair will consider this, in itself, a breach of conduct. In these circumstances, the Chair will complete his/her investigation taking into account all available information.

9.3.6 The outcome of the Chair's investigation will conclude, either:

- no further action necessary, or
- a letter of censure (explaining the breach and required behaviour going forwards) is to be issued, or
- the Governor concerned has acted in a manner inconsistent with the values of the Trust or detrimental to or contrary to the interests of the Trust, the Code of Conduct, or the Licence; and the Chair considers it is not in the best interest of the Trust for them to continue as a Governor in which case the Chair will make

a recommendation to the Company Secretary that the Governor be removed under Section 18.4 and 18.14.1 of the Foundation Trust's Constitution

- the Governor concerned has acted in a manner inconsistent with the values of the Foundation Trust or in a manner detrimental to it in which case the Chair will make a recommendation to the Council of Governors that the Governor concerned is removed from office

9.3.7 The Chair will write to the Governor concerned confirming the outcome of his/her investigation and the outcome of any decision of the Council of Governors to remove the Governor within the previously stated timeframe

9.3.8 The Governor may appeal the outcome of the investigation by setting out his/her reasons in writing to the Senior Independent Director within 10 working days from receipt of the Chair's letter.

9.4 Stage 2: Independent Review

9.4.1 Where a governor rejects the decision to remove them as a Governor and appeals in writing to the Senior Independent Director they will instigate an independent review of the investigation and removal decision.

9.4.2 In the majority of cases the independent review will be carried out by the Senior Independent Director or a nominated non-executive director (**the Lead**). If the Senior Independent Director concludes that the circumstances surrounding the alleged breach of the code of conduct may have compromised the independence of any non-executive director of the Trust he/she can nominate an experienced Chair from another NHS FT to lead the investigation. The lead will be supported during the investigation by the HR Director and a two governors nominated by the Senior Independent Director. Together they will form a Panel (**the Panel**) chaired by the Lead i.e. the Senior Independent Director or non-executive or experienced Chair from another NHS FT.

9.4.3 Once the Panel has been convened the Lead will set out a timeframe in which the matter is to be addressed. Again this will depend on the nature of the review and, where possible, should not exceed 28 days.

9.4.4 During the independent review, the Lead may invite the Governor concerned to meet with the Panel to discuss the matter. The Deputy Company Secretary will record minutes of the meeting. Following the meeting and after having reviewed any supporting evidence the Panel's review will conclude.

9.4.5 The decision of the independent Panel will be final and the outcome will be based upon the following options:

- to rescind the recommendation that the governor is removed from office, or
- to agree with the outcome of the initial investigation that the governor is removed from office immediately, or
- to agree with the outcome of the initial investigation and recommended to the Council of Governors that the Governor concerned is removed from office

9.5 Stage 3: Recommendation for removal from office Council of Governors

9.5.1 If a recommendation for removal from office is made to the Council of Governors the following process will be followed;

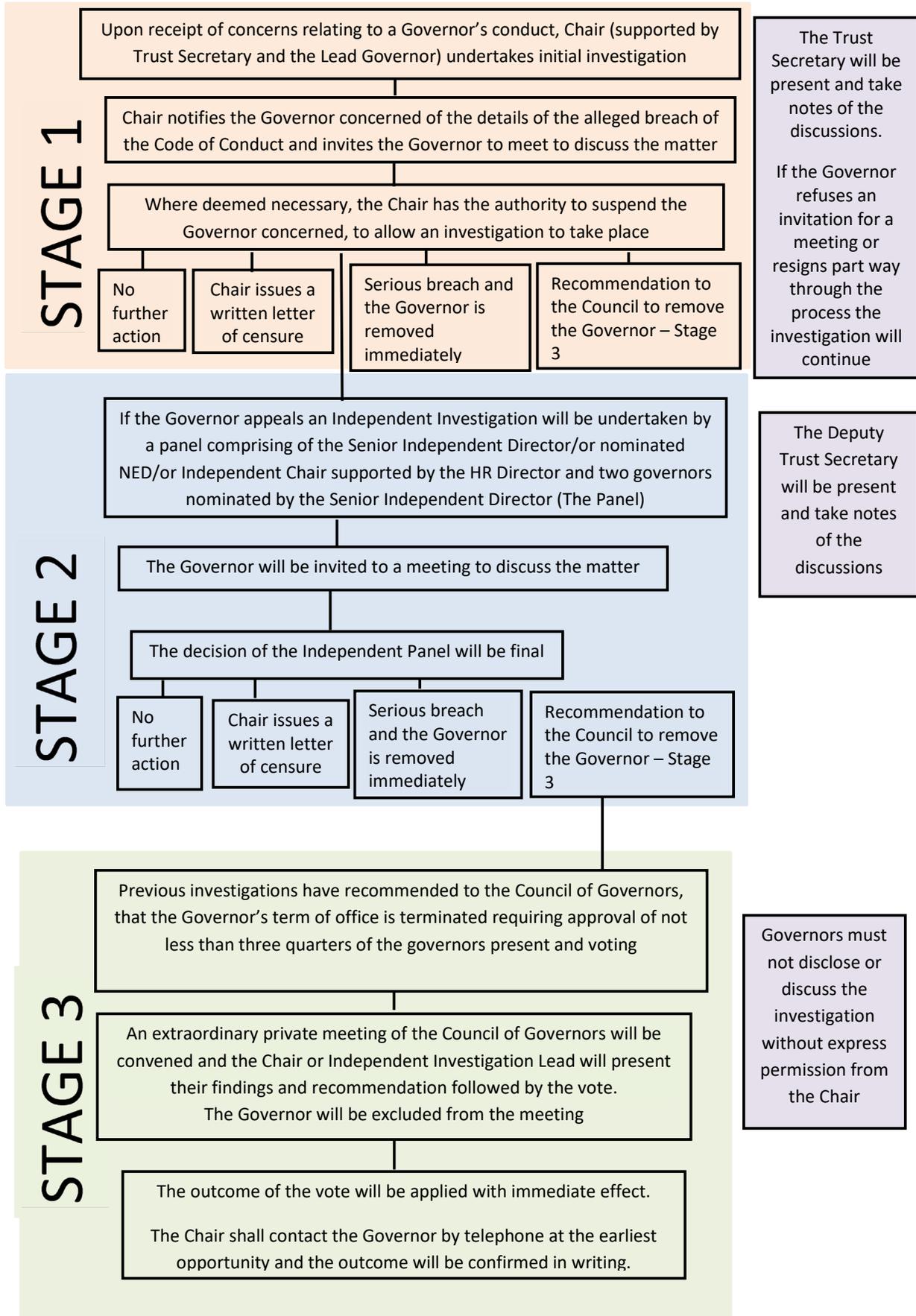
9.5.1.1 The Chair or Company Secretary will convene an extra-ordinary meeting to be held in private. The Governor concerned will be excluded from the meeting

9.5.1.2 The outcome of the Chair's investigation and if undertaken the independent review will be shared with governors

9.5.1.3 Governors will be asked to vote on the recommendation

9.5.1.4 The outcome of the vote will be applied with immediate effect.

Process for the investigation of a Governor



Report to: Council of Governors
Meeting date: 11 April 2022
Agenda item: 39-22
Report from: Clare Pirie, Director of communications and corporate affairs
Author: Hilary Saunders, Deputy Company Secretary
Appendices: NA

Proposal for extension of interim Chair appointment

Background

The current Chair of the Trust reaches the end of her appointment on 15 May 2022 following a six month tenure.

The Chair's initial appointment was for a period of 6 months from 15 November 2021, with the option for a three-month extension.

The current Chair has indicated some flexibility around her final date if an extension of a few weeks is needed for a smooth transition following interviews on 13 May.

Proposal

To mitigate against the risk that the Trust could be without a Chair, and therefore in breach of its licence, the council of governors is asked to approve an extension to the Chair's term of office.

At its meeting on 10 February, the Appointments committee considered a recommendation to extend the current Chair's service agreement, noting that this extension could be for a few weeks to support a smooth handover, or a more significant extension if it appears that appropriate candidates cannot be attracted to the role. In line with the initial appointment, this would be for a maximum of three months only.

The Committee agreed to recommend to the Council of Governors that the Chair's current appointment be extended if required; a decision on whether or not an extension is needed and for how long would be taken later in the process, based on the feedback from the recruitment search agency.

Anderson Quigley, the agency commissioned to support the recruitment process has subsequently indicated that they have reasonable assurance based on the candidates that they are likely to be putting forward for shortlisting and interview that a suitable candidate will be able to take up post from 1 June 2022.

Recommendation

The Council of Governors is asked to **approve** that the Chair's current service agreement be extended to 31 May 2022.