

Document:	Minutes UNAPPROVED	
<b>Meeting:</b>	<b>Council of Governors session in public Monday 10 May 2021, 16:00 – 17:00</b>	
<b>Present:</b>	Beryl Hobson (BH)	Trust Chair
	Chris Barham (CB)	Public governor
	Brian Beesley (BB)	Public governor
	Liz Bennett (LB)	Stakeholder governor
	St John Brown (StJB)	Stakeholder governor
	Tim Butler (TB)	Public governor
	Balj Dheansa (BD)	Staff governor
	Miriam Farley (MF)	Public governor
	Antony Fulford-Smith (AF-S)	Public governor
	Janet Haite (JDH)	Public governor
	Chris Halloway (CH)	Public governor
	Oliver Harley (OH)	Public governor
	John Harold (JH)	Public governor
	Anita Hazari (AH)	Staff governor
	Julie Holden (JWH)	Stakeholder governor
	Andrew Lane (AL)	Public governor
	Caroline Migo (CM)	Public governor
	Peter Shore (PS)	Public governor
	Roger Smith (RS)	Public governor
	Ken Sim (KS)	Public governor
	Alison Stewart (AS)	Public governor
	Peter Ward Booth (PWB)	Public governor
	Martin Williams (MW)	Public governor
	Thavamalar Yoganathan	Public governor
<b>In attendance:</b>	Steve Jenkin (SJ)	Chief Executive
	Clare Pirie (CP)	Director of communications and corporate affairs (CoSec)
	Hilary Saunders (HS)	Deputy CoSec (mins)
	Paul Dillon-Robinson (PDR)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Gary Needle (GN)	Non-executive director
	Karen Norman (KN)	Non-executive director
<b>Apologies:</b>	Elizabeth Bowden (EB)	Public governor
	Andrew Brown (AB)	Public governor
<b>Did not attend:</b>	Raman Malhotra (RM)	Staff governor
<b>Public gallery:</b>	2 members of the public	
<b>Ref.</b>	<b>Item</b>	
<b>Standing items</b>		
<b>43-21</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b>            The Chair welcomed everyone to the meeting.</p> <p>There were no new declarations of interest or ineligibility. Council was advised that one governor had still not submitted an up to date DoI/FPPT which meant they were ineligible to vote today under the terms of the Constitution.</p> <p>The meeting was confirmed as quorate. Apologies were noted as above.</p>	

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

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

<p><b>47-21</b></p>	<p><b>Board of Directors</b></p> <p>The Chair provided an update on the public board meeting which took place last week. At that meeting she had announced her retirement from the Trust on 30 September, and she thanked those governors who had contacted her with such generous feedback. In response to a question from the lead governor, CP advised that an Appointments committee meeting was scheduled for early June, so the first stage of planning for a replacement will take place there and the Committee would report back to Council in July with recommendations for next steps.</p> <p>The Chair reported on the Board debate regarding current arrangements for inviting governor representatives to observe its committee meetings. The Board noted that this practice had served us well. After careful consideration, it had been agreed this arrangement would continue subject to the following caveats:</p> <ul style="list-style-type: none"> <li>• All governor representatives would be required to sign a confidentiality agreement stating they would not pass on any information other than through the agreed GMU channel.</li> <li>• The practice of asking the committee chair and director of corporate affairs to check individual draft reports for GMU for accuracy prior to publication will continue.</li> </ul> <p>It is not permitted to circulate confidential information to anyone without an NHS email address and committee chairs would consider what information might be reasonably provided to governors. In response to a suggestion that governors be provided with NHS email addresses, CP explained that as public and stakeholder governors were not members of staff and in line with information governance requirements, this was not an option.</p> <p>The Chair also noted the high number of declarations of interest of the current members of Council; potential conflicts of interests would be considered in advance before a governor representative takes up a role.</p>
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48-21

**Finance and performance committee (F&PC)**

PDR stated that meetings aimed to balance constructive challenge between executives and NEDs whilst supporting the executives who were currently managing a huge workload. He went on to provide a brief summary of the work of the F&PC, highlighting in particular:

- Committee meetings take place on a monthly basis to oversee operational and financial performance and workforce.
- Operational performance had been impacted by the pandemic and by the Trust taking on the role of the regional cancer hub. Whilst this had supported the Trust in meeting cancer targets, a significant waiting list had built up, reversing previous achievements in reducing 52-week waits. The Committee focused on recovery plans and areas where the Trust was most at risk (eg. limited capacity within theatres and the independent sector).
- Workforce KPIs were stable but the Committee was cognisant of pressures and concerns around staff wellbeing.
- PDR reminded Council that this year's system of funding was not typical and year-end results not an accurate representation of the underlying financial position.
- A budget forecast for break-even for the first half of the year had been agreed; this was a stretching target and given uncertainty surrounding funding arrangements, could not be guaranteed.
- The way in which providers were moving away from operating as individual organisations towards a system basis.
- A review of action plans for oral and corneo services.

As GR for F&PC, AL concurred with this summary of a very complex meeting, noting in particular:

- The April meeting was a prime example of the complexity of NHS finance and the degree of uncertainty providers are operating in, alongside temporary measures to manage COVID.
- The Trust was particularly proud of the role it had played in supporting the region as a cancer hub; however there remained a huge challenge in dealing with the current backlog.
- There was a degree of challenge by NEDs for executives to provide assurance around budget assumptions. The organisation was required to agree a budget at a time of real uncertainty and this meeting was a good illustration of the role the NEDs were currently playing.

Council considered the update, seeking additional clarification as follows:

- As the only plastics unit in the area, how was the Trust proposing to manage the waiting list for plastics? PDR explained that NEDs are not involved in this level of detail which requires analysis of very complex reports; however he confirmed that waiting lists within all areas were monitored – not just plastics – and the committee would have oversight of action plans. NEDs continue to challenge the executive regarding the cause of issues, seeking assurance as to what is being done to address them.
- In response to a concern that patients in Kent and Surrey might be deprioritised, PDR confirmed that the drive to reduce waiting lists in Sussex would also be reflected across Kent and Surrey.
- How much of 2020/21 revenue was over and above what we would normally expect in percentage terms, and what the level of deficit would be if the current block contract was removed? PDR responded that for many reasons it was not possible to calculate what the underlying deficit is, but under the previous tariff system this was running at approximately £8-9m. It was unlikely that the NHS would return to the Payment by Results tariff system and more probable that a system of block contract plus incentive would be introduced - although uncertainty around this still remained.
- One of the reasons QVH went into deficit was increased staff costs required to reduce a historical wait list, which cost the organisation more than it received in tariff. The

	<p>current regime is based on COVID Elective Recovery Fund (ERF) which reimburses the trust at above tariff for additional work.</p> <p>There were no further questions and CoG <b>noted</b> the contents of the update.</p>
<p><b>49-21</b></p>	<p><b>Quality and governance committee (Q&amp;GC)</b></p> <p>KN described the work of the Q&amp;GC, which oversees a comprehensive work plan throughout the year. The Committee meets bi-monthly and during intervening months its members attend those sub-groups which report into the main committee. Core functions include oversight of clinical risk management, clinical governance, health and safety, information governance, safeguarding, infection control and research and innovation. Highlights of the April meeting included:</p> <ul style="list-style-type: none"> <li>• A review of the outcomes of the Committee’s annual self-effectiveness audit.</li> <li>• An update on progress on COVID management aligned to the board assurance framework.</li> <li>• Recognition of the success of delivery of second tranche of vaccines.</li> <li>• The reduction of cancer activity levels, in line with repatriations, with assurance that service levels could be restored in the event of a third wave of COVID.</li> <li>• An update on the clinical harm review process with increased risks noted as a result of the increase in waiting lists. This is a work in progress at national as well as local level.</li> <li>• A review of the corporate risk register (CRR)</li> <li>• Following the small outbreak of C.Diff, feedback from the infection control team showed that extensive action had taken place to address this, with relevant lessons learned.</li> <li>• Encouraging feedback from the Friends and Family Test (FFT) where 100% inpatients indicated they would recommend QVH to friends and family.</li> <li>• Resumption of the paediatric support from Brighton which had been suspended during the pandemic.</li> <li>• Assurance with regard to 7-Day services, in line with national standards.</li> <li>• Completion of the Research and Innovation strategy.</li> </ul> <p>As governor representative, AF-S concurred with KN’s update, which reflected his report in the April GMU. This was a complex meeting, with papers in excess of 270 pages, and was chaired well by KN. The Chair and the NEDs applied a high level of scrutiny asking detailed questions.</p> <p>No questions were raised with regard to this update, the contents of which were <b>noted</b>.</p>
<p><b>50-21</b></p>	<p><b>Audit committee</b></p> <p>KG explained that Audit differed from Q&amp;GC and F&amp;PC in that it was a statutory committee subject to legislation and regulation. It met four times a year, plus an additional meeting to review the annual report and accounts. The Audit work programme included key strategic objective (KSO) assurance at three of the four meetings. In March the agenda focused on the annual report and accounts. Highlights of the last meeting included:</p> <ul style="list-style-type: none"> <li>• Review of internal audit reports presented by RSM</li> <li>• Review of management action plans from previous internal audit reports to ensure implementation of recommendations.</li> <li>• Update on 2020/21 internal audit plan and review of draft plan for 2021/22.</li> <li>• Review of the draft Head of Internal Audit Opinion which provided overall assurance.</li> <li>• Review of counter fraud activity and the draft annual report and plan for 2021/22.</li> <li>• Review by KPMG of current status of year-end annual report and accounts, with no significant findings to report. This will be finalised in early June.</li> <li>• A review of the current level of Single Tender Waivers</li> </ul>

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

Questions	
54-21	There were none

Chair:..... Date:

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