

Document:	Minutes FINAL & APPROVED	
Meeting:	Council of Governors session in public Monday 11 April 2022, 16:00 – 18:00	
Present:	Anita Donley (AD)	Trust Chair
	Chris Barham (CB)	Public governor
	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
	John Harold (JRH)	Public governor
	Janet Haite (JDH)	Public governor
	Oliver Harley (OH)	Public governor
	Anita Hazari (AH)	Staff governor
	Miriam Farley (MF)	Public governor
	Raman Malhotra (RM)	Staff governor
	Caroline Migo (CM)	Public governor
	Peter Shore (PS)	Public governor
	Ken Sim (KS)	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
	Karen Norman (KN)	Non-executive director
	Paul Dillon Robinson (PDR)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Steve Jenkin (SJ)	Chief Executive
	Nicky Reeves (NR)	Chief Nurse
	Shane Morrison-McCabe (SMM)	Director of Operations
	Michelle Miles (MM)	Director of Finance and Performance
	Lawrence Anderson (LA)	Interim Director of Workforce and OD
	Tania Cubison (TC)	Medical Director <i>From 17:26</i>
	Rebecca Hainsworth (RH)	Browne Jacobson Legal representative
Apologies:	Julie Holden (JWH)	Stakeholder governor EGTC
	Roger Smith (RS)	Public governor
Did not attend:	None	
Members of the public:	3 members of the public	
Ref.	Item	
Standing items		
27-22	<p>Welcome, apologies and declarations of interest and eligibility</p> <p>The Chair 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>It was noted that RM and MF have not yet completed their annual declaration of interest and therefore they are not able to take part in any votes that may arise.</p> <p>The Chair announced that this was PS, JRH and LB's last meeting as members of the Council and thanked them for their service and dedication to QVH. It was noted that Bob Lanzer has been appointed by West Sussex County Council to take over from LB as stakeholder governor.</p>	

28-22	<p>Draft minutes of the public meeting held on 24 January 2022 No comments or questions were raised. Council approved the minutes as an accurate record of the meeting.</p>
29-22	<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	
30-22	<p>Executive overview The executive team provided a brief overview of current events across the system, and updates on each key strategic objective (KSO), highlights of which include:</p> <ul style="list-style-type: none"> • NHSEI has invested in modular theatres for QVH; these are on site and will be operational by June 2022. The theatres will primarily be utilised for hand and skin operations • QVH has been asked to be an early adopter of the CDC programme (Community Diagnostic Centres), these will allow patients rapid access to diagnostic tests • The Quality Account is in progress: the report will showcase work done at the Trust and will include the 3 quality priorities chosen for the year ahead. NR requested Council's assistance in identifying the 3 priorities; Council should share their views with PS by 29 April 2022 • Waiting lists are an issue across all NHS trusts. Patients waiting for a significant amount of time are considered through the Clinical Harm Review process: no moderate or significant harm has been identified for our patients to date. • QVH has been set a target for 25% of Outpatient appointments to be virtual, we are achieving 28% • The Cancer Standard to see patients within 62 days has been achieved for 16 consecutive months; QVH is 1 of only 7 Trusts across the country achieving this standard. Challenges remain for the 31 day Cancer Standard due to increased demands on the breast reconstruction and skin services • There is a national drive to reduce the frequency and necessity for patients being required to come in for follow up appointments after treatment: QVH is implementing Patient Initiated Follow Ups (PIFU) in many areas; patients are given the information needed to book their own follow up appointments if required • The Trust is forecasting a surplus for this financial year due to the Covid funding regime • Capital is also forecast a surplus due to variances from the capital spend plan; QVH was awarded significant investment for IT projects, however it has not been possible to purchase some of the equipment due to the shortage of chips • The results from the Staff Survey taken in October 2021 have been released, QVH achieved a higher response rate compared to recent years which evidences good staff engagement. QVH is above the national average in all 9 themes of the NHS Our People Promise <p>In response to a question regarding what actions are in place to address any negative themes identified in the staff survey, LA explained that our key themes needing improvement are staffing levels and pay but we are limited in our ability to respond to these as pay is set at national levels and we are constantly in the process of recruitment. Both of these themes reflect national trends, however our results are slightly better than the national average.</p> <p>In response to a query about the capital surplus being due to international chip shortages, MM clarified that a number of IT items have been on order for over 7 months and as not delivered by 31 March this has led to a capital surplus for 2021/22 as the capital must be allocated to the financial year in which the equipment is received. Any price increases will be reflected in the capital programme.</p> <p>There were no further queries and Council noted the content of the update.</p>
31-22	<p>Board of Directors The Chair noted that there was fruitful discussion in the private Council meeting regarding ways in which Governors and Non-Executive Directors (NEDs) can work together to allow Council to scrutinise and seek assurance; one suggested mechanism was informal meetings in small groups between formal Council meetings.</p>

	<p>The Chair expressed regret that Council was unable to meet in person for this meeting, noting that NEDs are also eager to meet in person. There may be opportunity to explore hybrid meetings, however this is not currently possible.</p> <p>No questions or comments were raised and Council noted the content of the update.</p>
<p>32-22</p>	<p>Finance and performance committee (F&PC) PDR provided a summary of recent committee activity, including:</p> <ul style="list-style-type: none"> • QVH was able to contribute to the Sussex wide Elective Recovery Plan through acting up as a cancer hub; there have not been any further requests to take on additional activity • Specialist commissioning contracts were due to be signed in March, however discussions and negotiations are ongoing and there could be further tariff changes • There has been challenge in setting the 2022/23 activity plan as national targets require improvements to be set against 2019/20 baseline; QVH delivered a large amount of additional activity in 2019/20 • Theatre utilisation is assessed by the committee at each meeting: KPIs are not being met, but there are no specific themes arising from the data. Some reasons include staffing levels, Covid related reasons and late referrals from other trusts <p>The staff survey results will be presented in detail to F&PC in April. The committee will focus on the action plan arising from the results. One key theme to address is staff vacancies and high turnover.</p> <p>There is a national push to submit breakeven business plans for the year ahead; this is impacted by unfunded inflation e.g. utility costs. The Trust is going through a process whereby all cost pressures and service development requests are assessed and challenged in a multidisciplinary setting. All vacancies are also challenged. Budgets are set net of efficiencies; the Trust has set an efficiency target of £1.3m.</p> <p>In response to a query regarding whether the committee receives all necessary information to examine potential underlying themes for theatre utilisation, PDR confirmed that detailed information is provided and there is no simple trend when analysed each month. On the day cancellations are a large contributor to not meeting the KPIs, however the cancellation reasons vary.</p> <p>In response to a question about whether QVH surgical capacity has been included in the Sussex Elective Recovery Plan, PDR confirmed that QVH is considered within planning but has not been asked to take patients from other Trusts; QVH is addressing its own patient backlog.</p> <p>There were no further queries and Council noted the content of the update.</p>
<p>33-22</p>	<p>Quality and governance committee (Q&GC) KN provided a summary of recent committee activity, including:</p> <ul style="list-style-type: none"> • Ongoing issue of the impact of staffing on patient safety. Clinical incidents, including falls, are being assessed to ensure there is no link to staff shortages. Assurance has been received that QVH has sustained a safe service • Quality and safety report highlighted the external review process and subsequent action plan for the sleep service • The committee regularly reviews the Corporate Risk Register and good assurance is received <p>In response to a question regarding whether all patient records have been digitised, MM explained that the Trust has an electronic document management system and all patient notes are scanned into electronic form, but this is not a fully electronic record system. The next steps are being considered.</p> <p>There were no further queries and Council noted the content of the update.</p>
<p>34-22</p>	<p>Audit committee KG advised that Audit Committee met in March, and highlighted the following areas considered by the committee:</p> <ul style="list-style-type: none"> • External auditors presented their work to date but have not completed their year-end reporting. Initial findings show the Trust has done well with their financial account management processes. The auditors have a statutory requirement to comment on the Trust's value for money arrangements; this audit will be challenged by the additional licence conditions which

	<p>will require additional work and commentary. The value for money audit and commentary will be seen by Audit Committee in April, and presented at the AGM</p> <ul style="list-style-type: none"> • Internal auditors presented their work on QVH financial systems: all audits were awarded substantial assurance, the highest award available. The 2022/23 internal audit plan was presented and signed off by the committee, and the draft annual head of internal audit opinion was seen; this will be finalised in June • Counter fraud provided an update and presented their 2022/23 annual plan which was approved by the committee. <p>There were no further queries and Council noted the content of the update.</p>
35-22	<p>Any other questions for non-executive directors No comments or questions were raised.</p>
Council business	
36-22	<p>Independent review report The Chair updated Council on the progress made on implementing the Independent Review (IR) recommendations:</p> <ul style="list-style-type: none"> • Recommendation 1 is being actively discussed by the Board. A joint oversight group has been re-established with representatives from QVH, UHSx, ICS and NSHEI. • Recommendation 2 is regarding options appraisal work; this will be considered by the Board in May. • Recommendation 3 is part of the broader implementation of work that the Executive Directors are considering, and the detail needs to be worked through. The governance processes established will be vital in developing the Full Business Case. • Recommendation 4 is under preparation and work is still in the early stages. The completed work will be comprehensive. • Recommendation 5 has progressed through discussions in the private Council of Governors meeting held today. Governors and NEDs are working together to discuss how their relationship can be amplified. • Recommendation 6 is being discussed by ICS, NHSEI and the Chief Executive. Further information should be available soon. • Recommendation 7 is a workstream that will be run jointly by the Medical Directors of QVH and UHSx, and facilitated by an independent and highly experienced clinician. The work will look in depth at clinical strategy. • Recommendation 8 is regarding enabling staff governors to play their part amongst the other routes for staff to speak up and raise concerns. The Chair has met with the staff governors, along with GN, to discuss ideas for how this can be further facilitated. The Trust recognises the importance of making staff aware of all possible channels of communication, including through staff side representatives, the Freedom to Speak Up guardian, staff governors and staff ambassadors. • Recommendation 9 is regarding the procedure for a breach of governor code of conduct; the Trust commissioned development of a procedure by an external expert in corporate governance, and this will be discussed during the next agenda item. • Recommendation 10 is regarding support for governors; development of work for evaluating proposals of potential merger is ongoing • Recommendation 11 is regarding work ongoing with the regional and ICS finance team; the Finance teams are arranging two workshops, one for governors and one for staff, to assist understanding of the Trust's financial position in greater depth. • Recommendation 12 relates to the network of wider communications with the ICS and NHSEI. <p>A public governor queried how the options appraisal could be done retrospectively since UHSx are already being considered for potential merger. The Chair explained that, although the two may run in parallel, the options appraisal work will be a separate workstream from the ongoing potential merger discussions.</p> <p>A public governor stated that the governors who had submitted the motion to pause work related to potential merger had not intended to cause trouble for the Trust but, in the context of the Covid19 pandemic, had intended to be helpful in aiding the Trust to focus on larger issues. The Chair noted this comment.</p>

	<p>A public governor expressed disappointment that the IR did not highlight the clinical and financial challenges of UHSx. The Chair explained that the IR was commissioned to explore the relationship between Board and Council; clinical strategy will be considered by the joint QVH and UHSx clinical strategy group arising from recommendation 7. A public governor noted that there are a number of points that governors do not feel were fully addressed in the IR and some hold the view that the IR further impeded relationships with the Board. The Chair noted this comment.</p> <p>In response to a question about the communication and engagement plan referenced in recommendation 4, the Chair explained that CP is in frequent contact with ICS and NHSEI colleagues and the plan will encompass existing regular engagement with external stakeholders such as MPs, HOSCs and the Town Council.</p>
<p>37-22</p>	<p>Process for breaches of governor code of conduct</p> <p>The Chair reminded Council that the Trust is required under additional licence conditions to establish a process for dealing with breaches to the governor code of conduct. An experienced, external governance expert has been commissioned to produce this work in order that they might draw on best practice. The proposed process is detailed in section 9 of the meeting paper.</p> <p>Council considered the proposed process and made the following comments:</p> <ul style="list-style-type: none"> • The process is different from that of UHSx, which relates to the Constitution of that trust. CP noted that the process had been drawn up by an objective, external provider given the Trust's unique additional licence conditions • A public governor perceived the process as allowing governors to be removed by NEDs, the very people they are holding to account. CP explained that this is a 3 stage process including an investigation by the Chair and independent review. • In response to a concern about the wording relating to Council being expected to act in the best interests of the Trust, RH explained that this is standard terminology used within constitutions and does not mean that governors are to act in the best interests of the Board, rather that they are to fulfil their statutory duties in representing the public and holding NEDs to account • The document does not clearly mention the right to appeal; CP agreed this right of appeal should be added to the document. RH confirmed that NHS Improvement guidance states that a decision to remove a governor can be considered by an independent assessor; the removal will not be upheld if it is deemed inappropriate. • A public governor suggested the need to avoid creating a document that could gag governors. The Chair emphasised that this is not an attempt to gag governors, rather the Trust's regulator requires that a procedure be in place. <p>RH outlined areas of the constitution related to grounds for removal of a governor and explained that the proposed procedure is intending to provide further detail to the existing framework within the constitution and ensure fair process.</p> <p>The Chair recognised that Council does not find the proposed process easy to understand and there is more work required, particularly related to the flow diagram, the right to appeal and how the process links to the constitution. Council's concerns will not be disregarded, however the Chair emphasised that independent advice was sought for the procedure and the Trust may need to approach the regulator if a process cannot be agreed.</p>
<p>38-22</p>	<p>Update on recruitment process of substantive Trust chair</p> <p>Council was advised that three strong candidates have been shortlisted for the position of substantive Chair and the interviews will take place on 22 April. Each candidate will attend three stakeholder groups as well as a formal interview. The interview panel and stakeholder groups consist of staff, governors, Board members and external stakeholders such as Anne Eden, NHSEI Regional Director for the South East.</p> <p>CP noted this is the Chair's last Council meeting and thanked her for her expertise, wisdom and dedication. Her words were echoed by Council.</p>
<p>39-22</p>	<p>Extension of interim Chair contract</p>

	Council approved a short term extension to the Chair's term from 15 May to 31 May in order to support a smooth transition to the new Chair.
Any other business	
40-22	Next formal meeting in public 18 July 2022 There was no other business.
Questions	
41-22	<p>Questions or comments from members of the foundation trust of members of the public The Chair noted that 3 questions had been submitted by a member of the public and asked CP to read the questions and responses below:</p> <p><i>Regarding the independent NHS England report re the merger and the proposed stakeholder consultation can the board please confirm they will include the ICSs and constituencies QVH serves outside Sussex, ie Kent, Surrey and SE London. Will this include those councils' health and social care scrutiny committees?</i></p> <p>I can confirm that we already engage with the ICSs and other stakeholders such as MPs across the wider south east geography that QVH serves. We will discuss with health and social care scrutiny committees how they would like to approach this, and this will be built into the communications and engagement work programme which will be developed in line with the recommendations of the independent review.</p> <p><i>Will patient representative groups and the public be consulted as stakeholders and if so whom and how?</i></p> <p>As part of the detailed work on a full business case, there will be a focus on engagement with staff, people who use our services, commissioners, other healthcare providers and other stakeholders such as our local community here in East Grinstead. The detail of whom and how has not yet been mapped out. We will be explaining what a possible merger would look like, seeking views on the patient and staff benefits and improvements we can achieve, as well as understanding the concerns that need to be addressed.</p> <p><i>Can the board [confirm], as stated in the independent report, that the consultation will include consideration of options besides a merger with UH Sussex and will this range of options include; a merger with another tertiary centre eg Royal Marsden ;collaboration rather than merger and QVH exactly as it is now; no changes.</i></p> <p>The independent review recommends that the full business case should include “the case for change, the long-list of options, the hurdle criteria, the short-list of options, the evaluation criteria, and the appraisal leading to the preferred option”. I can confirm that this work will be undertaken but we should be clear this is not a matter of consultation but of Board decision making.</p> <p><i>Can the board confirm that there will be another anonymous staff survey with the inclusion of an entirely open question eg what are your thoughts and concerns regarding a merger with UH Sussex so that staff can consult freely and fully.</i></p> <p>The staff survey on this issue carried out in September 2021 was very helpful in showing the range of improvements and benefits staff hoped to see from merger as well as the concerns of staff about the potential merger. The detail of the communications and engagement work have not yet been mapped out in detail; it may include a similar survey again.</p> <p>The next meeting is scheduled for 18 July 2022 14:00.</p> <p>Chair closed the meeting at 18:05.</p>