

# **Council of Governors Meeting in public**

## **PART A**

**Monday 18 July 2022**

**15.00-16.30**  
**Via Microsoft Teams**



## Queen Victoria Hospital NHS Foundation Trust Council of Governors

### Membership July 2022

<b>Members</b>	
<b>Jackie Smith</b>	Trust Chair
<b>Chris Barham</b>	Public governor
<b>Elizabeth Bowden</b>	Public governor
<b>Andrew Brown</b>	Public governor
<b>St John Brown</b>	Stakeholder governor for League of Friends
<b>Tim Butler</b>	Public governor
<b>Baljit Dheansa</b>	Staff governor
<b>Miriam Farley</b>	Public governor
<b>Anthony Fulford-Smith</b>	Public governor
<b>Janet Haite</b>	Public governor
<b>Oliver Harley</b>	Public governor
<b>Anita Hazari</b>	Staff governor
<b>Julie Holden</b>	Stakeholder governor for EG Town Council
<b>Bob Lanzer</b>	Stakeholder governor for WS County Council
<b>Raman Malhotra</b>	Staff governor
<b>Caroline Migo</b>	Public governor
<b>Roger Smith</b>	Public governor
<b>Ken Sim</b>	Public governor
<b>Alison Stewart</b>	Public governor
<b>Peter Ward Booth</b>	Public governor
<b>Thavamalar Yoganathan</b>	Public governor
<b>Invited attendees</b>	
<b>Clare Pirie</b>	Director of communications and corporate affairs
<b>Leonora May</b>	Deputy company secretary (mins)
<b>Steve Jenkin</b>	Chief Executive
<b>Gary Needle</b>	Senior independent director
<b>Kevin Gould</b>	Non-executive director
<b>Paul Dillon-Robinson</b>	Non-executive director
<b>Karen Norman</b>	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.
<b>Public governors</b>							
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
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	NIL	NIL	NIL	NIL	NIL	NIL	NIL (Husband previously worked for QVH but retired last year)
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
Migo, Caroline	NIL	NIL	Chair and Trustee of Restore Breast Cancer Reconstruction Charity	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	Tresaanth Healthcare Services Limited- Director	NIL	NIL	NIL	NIL	NIL	Spouse is a Consultant Plastic Surgeon at QVH.

	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.
<b>Staff governors</b>							
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	Orbitofacial Clinic Limited- Director Palm Vision LLP- Director	Owner and Director of Orbitofacial Clinic Limited where outpatient clinics are carried out at the McIndoe Centre, Spire Gatwick Park Hospital and Harley Street Hospital. I do not receive NHS referrals.	NIL	NIL	NIL	NIL	NIL
<b>Appointed governors</b>							
Brown, St John	The London Orthopaedic Clinic Limited- Director STJB Advisory Limited- Director London Uroradiology LLP- Director	Lucida Medical Limited	NIL	League of Friends of QVH	NIL	NIL	NIL
Holden, Julie	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Lanzer, Bob	Director of Southeast Communities Rail Partnership CIC (Communities Interest Company)	NIL	NIL	NIL	Member of West Sussex County Council and Cabinet Member for Public Health and Wellbeing Member of Crawley Borough Council	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.
<b>Public governors</b>							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Bowden, Elizabeth	NA	NA	NA	NA	NA	NA	NA
Brown, Andrew	NA	NA	NA	NA	NA	NA	NA
Butler, Tim	NA	NA	NA	NA	NA	NA	NA
Farley, Miriam	NA	NA	NA	NA	NA	NA	NA
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA
Haite, Janet	NA	NA	NA	NA	NA	NA	NA
Harley, Oliver	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Migo, Caroline	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	NA	NA	NA	NA	NA	NA	NA
<b>Staff governors</b>							
Dheansa, Balj	NA	NA	NA	NA	NA	NA	NA
Hazari, Anita	NA	NA	NA	NA	NA	NA	NA
Malhotra, Raman	NA	NA	NA	NA	NA	NA	NA
<b>Appointed governors</b>							
Brown, St John	NA	NA	NA	NA	NA	NA	NA
Holden, Julie	NA	NA	NA	NA	NA	NA	NA
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA

## Meeting of the QVH Council of Governors

**PART A**

Monday 18 July 2022

15.00-16.30

Agenda: meeting session held in public				
Standing items				
Ref	Item	purpose	mode	Indicative time
30-22	<b>Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy</b> <i>Jackie Smith, Trust Chair</i>	-	Verbal	15.00
31-22	<b>Draft minutes of the public meeting held on 11 April 2022</b> <i>Jackie Smith, Trust Chair</i>	Approval	Paper	15.05
33-22	<b>Matters arising and actions pending from previous meetings</b> <i>Jackie Smith, Trust Chair</i>	Review	Paper	15.07
Holding non-executive directors to account for the performance of the board of directors				
Ref	Item	purpose	papers	indicative time
34-22	<b>Executive overview</b> <i>Steve Jenkin, Chief Executive</i>	Information	Presentation	15.10
35-22	<b>Board of Directors overview</b> <i>Gary Needle, Senior Independent Director</i>	Information	Verbal	15.20
36-22	<b>Finance and performance committee</b> <i>Paul Dillon- Robinson, Committee Chair</i>	Information	Verbal	15.25
37-22	<b>Quality and governance committee</b> <i>Karen Norman, Committee chair</i>	Information	Verbal	
38-22	<b>Audit Committee</b> <i>Kevin Gould, Committee Chair</i>	Information	Verbal	
39-22	<b>Any other questions for non-executive directors</b> <i>All members of Council of Governors</i>	Discussion	Verbal	15.35
Council business				
Ref	Item	purpose	papers	indicative time
40-22	<b>Proposed amendment to the Constitution and agenda setting process</b> <i>Leonora May, Deputy Company Secretary</i>	Approval	Paper	16.50

41-22	<b>Re-appointment of Paul Dillon- Robinson</b> <i>Ken Sim, Chair of Appointments Committee</i>	Approval	Verbal	17.00
42-22	<b>Chair and NED appraisal process for 2021/22</b> <i>Ken Sim , Chair of Appointments Committee</i>	Assurance	Verbal	
43-22	<b>Chair and NED remuneration for 2022/23</b> <i>Ken Sim, Chair of Appointments Committee</i>	Approval	Verbal	
<b>Representing the interests of the members and the community</b>				
Ref	Item	purpose	papers	indicative time
44-22	<b>Assessment of the auditor's 2021/22 work and fees</b> <i>Kevin Gould, Audit Committee Chair</i>	Information	Paper	17.10
45-22	<b>FT membership strategy review</b> <i>Leonora May, Deputy Company Secretary</i>	Information	Paper	17.15
<b>Meeting closure</b>				
Ref	Item	purpose	papers	time
46-22	<b>Any other business</b> <i>By application to the Chair</i>	Discussion	Verbal	17.20
<b>Questions</b>				
Ref	Item	purpose	papers	time
47-22	<b>To receive any questions or comments from members of the foundation trust or members of the public</b>  <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 <a href="mailto:Leonora.may1@nhs.net">Leonora.may1@nhs.net</a> 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	17.25
<b>Date of next meeting</b>				
<b>Next meeting of the council of governors to be held in public</b>				
<b>24 October 2022 16.00</b>				

#### 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	
<b>Meeting:</b>	<b>Council of Governors session in public</b> <b>Monday 11 April 2022, 16:00 – 18:00</b>	
<b>Present:</b>	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	
<b>In attendance:</b>	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
<b>Apologies:</b>	Julie Holden (JWH)	Stakeholder governor EGTC
	Roger Smith (RS)	Public governor
<b>Did not attend:</b>	None	
<b>Members of the public:</b>	3 members of the public	
<b>Ref.</b>	<b>Item</b>	
<b>Standing items</b>		
<b>27-22</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b></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>	

<b>28-22</b>	<p><b>Draft minutes of the public meeting held on 24 January 2022</b> No comments or questions were raised. Council <b>approved</b> the minutes as an accurate record of the meeting.</p>
<b>29-22</b>	<p><b>Matters arising and actions pending from previous meetings</b> There were none.</p>
<b>Holding non-executive directors to account for the performance of the board</b>	
<b>30-22</b>	<p><b>Executive overview</b> 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"> <li>• 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</li> <li>• 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</li> <li>• 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</li> <li>• 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.</li> <li>• QVH has been set a target for 25% of Outpatient appointments to be virtual, we are achieving 28%</li> <li>• 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</li> <li>• 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</li> <li>• The Trust is forecasting a surplus for this financial year due to the Covid funding regime</li> <li>• 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</li> <li>• 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</li> </ul> <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 <b>noted</b> the content of the update.</p>
<b>31-22</b>	<p><b>Board of Directors</b> 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 <b>noted</b> the content of the update.</p>
<p><b>32-22</b></p>	<p><b>Finance and performance committee (F&amp;PC)</b>          PDR provided a summary of recent committee activity, including:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• Specialist commissioning contracts were due to be signed in March, however discussions and negotiations are ongoing and there could be further tariff changes</li> <li>• 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</li> <li>• 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</li> </ul> <p>The staff survey results will be presented in detail to F&amp;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 <b>noted</b> the content of the update.</p>
<p><b>33-22</b></p>	<p><b>Quality and governance committee (Q&amp;GC)</b>          KN provided a summary of recent committee activity, including:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• Quality and safety report highlighted the external review process and subsequent action plan for the sleep service</li> <li>• The committee regularly reviews the Corporate Risk Register and good assurance is received</li> </ul> <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 <b>noted</b> the content of the update.</p>
<p><b>34-22</b></p>	<p><b>Audit committee</b>          KG advised that Audit Committee met in March, and highlighted the following areas considered by the committee:</p> <ul style="list-style-type: none"> <li>• 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</li> </ul>

	<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"> <li>• 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</li> <li>• Counter fraud provided an update and presented their 2022/23 annual plan which was approved by the committee.</li> </ul> <p>There were no further queries and Council <b>noted</b> the content of the update.</p>
<p><b>35-22</b></p>	<p><b>Any other questions for non-executive directors</b>          No comments or questions were raised.</p>
<p><b>Council business</b></p>	
<p><b>36-22</b></p>	<p><b>Independent review report</b>          The Chair updated Council on the progress made on implementing the Independent Review (IR) recommendations:</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• Recommendation 2 is regarding options appraisal work; this will be considered by the Board in May.</li> <li>• 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.</li> <li>• Recommendation 4 is under preparation and work is still in the early stages. The completed work will be comprehensive.</li> <li>• 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.</li> <li>• Recommendation 6 is being discussed by ICS, NHSEI and the Chief Executive. Further information should be available soon.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• Recommendation 10 is regarding support for governors; development of work for evaluating proposals of potential merger is ongoing</li> <li>• 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.</li> <li>• Recommendation 12 relates to the network of wider communications with the ICS and NHSEI.</li> </ul> <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><b>37-22</b></p>	<p><b>Process for breaches of governor code of conduct</b></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"> <li>• 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</li> <li>• 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.</li> <li>• 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</li> <li>• 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.</li> <li>• 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.</li> </ul> <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><b>38-22</b></p>	<p><b>Update on recruitment process of substantive Trust chair</b></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><b>39-22</b></p>	<p><b>Extension of interim Chair contract</b></p>

	Council <b>approved</b> 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.
<b>Any other business</b>	
<b>40-22</b>	<b>Next formal meeting in public 18 July 2022</b> There was no other business.
<b>Questions</b>	
<b>41-22</b>	<p><b>Questions or comments from members of the foundation trust of members of the public</b> 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>

**Report to:** Council of governors  
**Agenda item:** 40-22  
**Date of meeting:** 18 July 2022  
**Report from:** Leonora May, Deputy company secretary  
**Report authors:** Clare Pirie, Director of communications and corporate affairs  
Leonora May, Deputy company secretary  
**Date of report:** 08 July 2022  
**Appendices:** A: Extracts from Trust Constitution relevant to Governor Steering Group  
B: Lead governor role description

## **Proposed amendment to the Trust Constitution and agenda setting process**

### **Background**

In the context of the recommendations of the Independent Review, a number of updates to the Constitution were made, with Council of Governors and Board approval.

The change to the Constitution related to the Governors' Steering Group were approved by Board (March 2022). These were considered by the Council of Governors in February 2022, and it was agreed that this would be revisited at the next meeting.

Section 53 of the Trust's Constitution states that the Trust may make amendments of its Constitution only if:

- a) More than half of the members of the Board of Directors present and voting at a meeting of the Board of Directors approve the amendments
- b) More than half of the members of the Council of Governors present and voting at a meeting of the Council of Governors approve the amendments.

A proposal has been made by a public governor that there should be an agenda planning sub-group of the Council, with members chosen by governors.

Non-executive directors and governors have held informal small group meetings in May and in July, with a view to building understanding and relationships.

### **Proposed amendment concerning the governor steering group**

In line with recommendation 10 of the Independent Review the practice of governor representatives attending subcommittees of the Board has ended. The Governor Steering Group was made up of the governor representatives, who used their enhanced understanding of the business of the Trust to work with the Chair and Company Secretariat to help shape the agenda for Council meetings. It is proposed that the Constitution is updated to reflect this change as follows:

- a. Interpretation and definitions  
The definition of Governors' Steering Group will be deleted.
- b. Section 25 – Governors Steering Group (GSG)  
This paragraph will be deleted and to maintain the integrity of clause numbering throughout the document the clause numbers may be

marked 'Not used'. The table of contents will be updated accordingly.

The current Constitution text is included as appendix A of this paper.

### **Role of Lead Governor in the process of planning Council agendas**

The agenda setting role of the governor steering group has been built into the role description for the Lead Governor (agreed by Council in February 2022).

The full role description is included as appendix B of this paper, and includes:

- To consult routinely with the governors, the Chair and the Company Secretary regarding the planning and preparation of the Council of Governors agenda.

### **Role of other governors in the process of planning Council agendas**

Governors are asked to consider whether a sub-group of governors would be a helpful mechanism for inputting into agenda planning, and if so what form this group should take.

Governors may wish to consider factors including how best to contribute to the Trust's strategic planning, how agendas support governors in holding NEDs to account, how to ensure that all governors feel that they can contribute and that their voices are heard.

### **Mechanisms to promote effective understanding of Trust business and assurance regarding the work of the NEDs**

Governors have worked with NEDs to consider how to promote effective understanding of Trust business and assurance regarding the work of the NEDs. New mechanisms including informal meetings, and opportunities to work together on Compliance in Practice inspections have been agreed.

Governors are asked to feedback on the informal small group meetings with non-executive directors which took place in May and July, and consider the approach to assurance and understanding.

### **Recommendations**

The Council of Governors is asked to **APPROVE** the above amendments to the Constitution.

The Council of Governors is asked to **AGREE** the approach to planning Council agendas.

The Council of Governors is asked to **DISCUSS** the approach to promoting effective understanding of Trust business and assurance regarding the work of the NEDs.



## **Appendix A: Extracts from Trust Constitution relevant to Governor Steering Group**

### **Interpretations & definitions**

**Governors Steering Group** means a group of Governors chosen by the Council of Governors and chaired by the Vice-Chair of the Council of Governors that supports the work of the Council of Governors and the phrase "GSG" shall be construed accordingly;

#### **25 Governors' Steering Group (GSG)**

- 25.1 The purpose of the Governors' Steering Group is to:
  - 25.1.1 support and facilitate the work of the Council of Governors and make recommendations to it on any aspects of its work;
  - 25.1.2 facilitate communication between the Council of Governors and the Board of Directors;
  - 25.1.3 provide advice and support to the Chair, Chief Executive and the Secretary;
  - 25.1.4 initiate appropriate reviews and reports on matters within the remit of the Council of Governors; and
  - 25.1.5 actively engage the Governors in adding value to the Foundation Trust.
- 25.2 The GSG shall have authority to form working groups to facilitate the work of the GSG and to support any recommendations it may make to the Council of Governors.
- 25.3 The GSG shall meet as regularly as it considers necessary to fulfil its obligations. It shall report to the Council of Governors as required.
- 25.4 Members of the GSG shall be chosen by the Council of Governors and the GSG shall be chaired by the Vice-Chair of the Council of Governors.
- 25.5 The GSG shall invite others to attend its meetings as it considers appropriate and as the need arises.

## **Appendix B: Queen Victoria Hospital NHS FT Lead Governor Role Description**

### **Role Description**

#### **Accountability:**

The lead governor is accountable to the Council of Governors as a serving member of the Council.

#### **The Role:**

- To be an external point of contact for NHSEI (formerly Monitor) where it may be considered inappropriate for the Chair, Senior Independent Director (SID) or the Company Secretary to deal with a particular matter.
- To facilitate communications and a good working relationship between governors and the Board of Directors.
- To consult routinely with the governors, the Chair and the Company Secretary regarding the planning and preparation of the Council of Governors agenda.
- To be a member of the Appointments committee.
- To contribute to the appraisal of the Chair by the Senior Independent Director, supported by the Company Secretary in accordance with national guidance; this will include collating feedback from other governors on the performance of the Chair.
- To contribute to the appraisal of the non-executive directors (NEDs) by the Chair supported by the Company Secretary in accordance with national guidance; this will include collating feedback from other governors on the performance of the NEDs.
- To take an active role in the activities of the Council of Governors and to meet with the Chair and Company Secretary on a regular basis to discuss relevant issues.
- To support the Chair and Company Secretary in any action to remove a Governor due to unconstitutional behaviour in accordance with the Code of Conduct.
- To support the induction process for any newly appointed governor.
- The Lead Governor may seek support from other governors, the Chair, the Company Secretary and the Senior Independent Director to enable them to fulfil the role effectively to the benefit of the Council of Governors.

- In liaison with the Chair and Company Secretary, support the development of the skills and strengths of the Council of Governors and support all Governors to have an equal voice.
- To speak for, and to represent, the Council at the AGM and on other occasions, where approved by the Council of Governors and/or the Chair,

### **Person specification**

To fulfil this role effectively, the Lead Governor will need to:

- Be a publicly-elected Governor
- Have the confidence of governor colleagues, members of the executive management team and the non-executive directors
- Have the ability to forge constructive working relationships with colleagues
- Understand the guidance and the basis upon which NHSEI may take regulatory action
- Be committed to the success of the Trust and understand the Trust's Constitution
- Have the ability to influence and negotiate
- Be able to present a well-reasoned, unbiased argument
- Demonstrate ability to maintain confidentiality of information.

### **The Appointment:**

The tenure is for 12 months from 01 July each year, with the option for re-election in accordance with due process, for up to the full tenure period of the governor.

In accordance with a process agreed by the Council of Governors, the Secretary will administer an annual nomination and election/re-election procedure that will require:

- Submission of an expression of interest (for re-election and for new election candidates).
- Submission of a statement for support of no more than 250 words supporting candidature (only for NEW nominations and/or contested elections);
- Election by ballot of governors; individual voting choices will remain confidential.

**Report to:** Council of Governors  
**Meeting date:** 18 July 2021  
**Agenda item:** 44-22  
**Report from:** Kevin Gould, committee chair  
**Report author:** Kevin Gould, committee chair  
**Report date:** 5 July 2021

## **Assessment of external auditors work and fees 2021/22**

### **Introduction**

One of the statutory duties of the Council of governors is to approve the appointment of the external auditor. In January 2020, the Council reappointed KPMG for 2021/22 with the option for appointment for one further year.

This report provides a review of the 2021/22 audit to members of the Council.

### **2021/22 external audit**

The Audit Committee was satisfied with the overall quality of output and performance of KPMG as our external audit provider, despite challenges in completing the audit.

In order to mitigate against the threat of over-familiarity with a particular client, the Audit Committee can also assure the Council of Governors that KPMG complies with regulatory guidance for rotation requirements regarding senior audit staff. The Director was in his second year on the engagement and the Manager was new to the engagement this year.

It should be noted that the audit this year has been wholly carried out remotely for the second year. Despite the challenges, the work was completed to the same level of detail as in other years.

The fees for the audit were considered reasonable. Despite a significant increase following the end of the initial 5-year term, this reflected the current market. No additional services were provided by KPMG.

### **Recommendation**

Council is asked to **NOTE** the contents of this report and retain KPMG as auditor for 2022/23.

**Report to:** Council of governors  
**Meeting Date:** 18 July 2022  
**Agenda item:** 45-22  
**Report from:** Leonora May, Deputy company secretary  
**Author:** Leonora May, Deputy company secretary  
and Clare Pirie, Director of communications and  
engagement  
**Date of report:** 05 July 2022

## Membership strategy review

### 1. Executive summary

It is a national requirement that the membership engagement strategy for an NHS foundation trust (FT) should be reviewed annually.

This report aims to show that our membership engagement is relevant and appropriate for the size of the Trust, and that we continue to consider opportunities for enhancing current practice.

### 2. Context

One of the principles of the NHS foundation trust model was to strengthen local ownership of, and responsibility for, hospital services. Patients in areas served by an FT who had an interest in their local hospital were invited to register as members of the organisation.

FT members don't receive any special treatment as NHS patients and continue to have the same access to NHS services as anyone who chooses not to become a member.

Membership is free, and members are able to:

- vote for in elections for the Council of Governors
- stand for election to the Council of Governors
- receive regular information about what we are doing
- take part in surveys and consultations

Since becoming a foundation trust in 2004, we have built a strong public membership of c. 7,500 people. All QVH staff are automatically enrolled as staff members. Foundation trusts are no longer required or expected to grow their membership.

### 3. QVH membership approach

Our patients and their carers, members of the public and staff can all become members.

We value our membership as a way to help keep our local communities informed, hear first-hand experiences of the care we provide, and help us make decisions about how we develop services that patients and carers really need.

We do this working within the context that we are the smallest acute trust in the country, without the resources for a dedicated membership function.

A decrease in public membership

At present we have c. 7,500 public members, a decrease of c. 200 members since July 2021. As in previous years, while individuals have left and joined the total number has remained fairly stable. The minimum number of members is 200 as set out within Annex one of the Constitution.

A membership which is representative of those eligible for membership

QVH Constitution states that:

- *The Trust shall at all times strive to ensure that, taken as a whole, its actual membership of the public constituency is representative of those eligible for membership of the foundation trust, and*
- *the area set out for the public constituency shall have regard to the need for those eligible for such membership to be representative of those to whom the Trust provides services.*

Our membership is drawn from Kent, Surrey, Sussex and the southern London boroughs as set out in our Constitution.

Of those public members who have specified their gender, 43.4% are male and 56.6% are female.

Of those public members who have specified their age:

**1% are aged 22-29**  
**5% are aged 30-39**  
**7% are aged 40-49**  
**14% are aged 50-59**  
**36% are aged 60-74**  
**37% are aged 75+**

87% of our members are over the age of 50. Our membership is older than the general population and this is common for foundation trust members.

Public membership breakdown by constituency is as follows:

**61% are Sussex**  
**17 % are Kent**  
**16% are Surrey**  
**3% are South London**  
**2% are out of area** (affiliate members not entitled to vote on governor elections per S7.5 Annex one of the Constitution)

27.7% of members live in East Grinstead. East Grinstead is well represented within our membership and this is expected as the Trust values its relationship with the town and surrounding area. These figures are broadly consistent with last year.

Patient breakdown by constituency is as follow:

**46% are Sussex**  
**37% are Kent**  
**9% are Surrey**  
**3% are South London**  
**6% are out of area**

### Resources

Promotion of membership is not specifically resourced and is done in a relatively low key way, which feels in keeping with the benefits for members, the national position on FTs and QVH's other priority messages.

We encourage as many existing and prospective members as possible to provide their email address. 45.3% of public members are now on email which is broadly the same as last year; this percentage continues to increase slowly, with new members now enrolling via the Trust website, requiring an email address as part of the process. This enables us to communicate with almost half of our membership 'in real time' improving engagement whilst reducing costs of printing and postage.

Members who do not have (or do not wish to provide) an email address continue to be valued and we aim to engage with them as much as possible using other media and events. However, as our engagement budget is restricted, engagement options tend to focus predominately on those members with email. Again, we believe that we are in line with other FTs in this approach.

#### **4. Recent membership engagement**

Since July 2021, we have emailed members on two occasions. All new members have received welcome letters.

We are always mindful not to overuse email communication as this may lead to 'engagement fatigue' with members asking to be removed from the database. However the decreased level of mailings over the last year were primarily due to limited resources, with the communications manager needing to spend more time on covid-related work. Email engagement has also been less than previous years due to there being no elections to the Council of Governors this year.

#### **5. Plans for general membership engagement in 2022/23**

The Trust will continue to promote and support the benefits of membership as follows:

- We will continue to promote the benefits of membership such as early notification of events where members can learn more about our services and advance notification of forthcoming media coverage.
- Use opportunities to promote membership to patients and members of the public who contact the Trust with positive feedback.
- Promotion of membership through information in areas such as outpatients (use of information screens) to encourage patients to consider membership and understand its benefits. For infection control reasons we do not currently have leaflets on display but will restore them when appropriate).
- Promotion of membership through the QVH website membership page and news stories.

## 6. Plans for engagement related to the potential merger with UHSussex in 2022/23

The communications and engagement plan related to the potential merger was shared with the Council of Governors during a seminar on 27 June 2022 and governors gave feedback and input into the plan. The communications and engagement plan was shared with the Board at its public meeting on 07 July 2022.

The communications and engagement plan sets out the proposed engagement channels and mechanisms. These engagement mechanisms include but are not limited to:

- **A patient and public questionnaire** which will be widely promoted and will enable all members to have their say. It will elicit feedback on the benefits and opportunities they would like to see from a merger and any concerns which they would like to see address
- **Member communications** will be a priority, with updates on the merger process and the opportunities for engagement being promoted top members of both trusts
- Our **website** will have its own dedicated page which will host the most up to date merger information, the questionnaire referred to above, links to documents, FAQ's and copies of stakeholder bulletins and bi monthly engagement log summaries

### **Recommendation:**

The Council of Governors is asked to **note** the contents of this report.



# **Council of Governors Meeting in public**

## **PART B**

**Monday 18 July 2022**

**16.30-17.00**

**Via Microsoft Teams**

## Queen Victoria Hospital NHS Foundation Trust Council of Governors

### Membership July 2022

Members	
<b>Jackie Smith</b>	Trust Chair
<b>Chris Barham</b>	Public governor
<b>Elizabeth Bowden</b>	Public governor
<b>Andrew Brown</b>	Public governor
<b>St John Brown</b>	Stakeholder governor for League of Friends
<b>Tim Butler</b>	Public governor
<b>Baljit Dheansa</b>	Staff governor
<b>Miriam Farley</b>	Public governor
<b>Anthony Fulford-Smith</b>	Public governor
<b>Janet Haite</b>	Public governor
<b>Oliver Harley</b>	Public governor
<b>Anita Hazari</b>	Staff governor
<b>Julie Holden</b>	Stakeholder governor for EG Town Council
<b>Bob Lanzer</b>	Stakeholder governor for WS County Council
<b>Raman Malhotra</b>	Staff governor
<b>Caroline Migo</b>	Public governor
<b>Roger Smith</b>	Public governor
<b>Ken Sim</b>	Public governor
<b>Alison Stewart</b>	Public governor
<b>Peter Ward Booth</b>	Public governor
<b>Thavamalar Yoganathan</b>	Public governor
Invited attendees	
<b>Clare Pirie</b>	Director of communications and corporate affairs
<b>Leonora May</b>	Deputy company secretary (mins)
<b>Steve Jenkin</b>	Chief Executive
<b>Gary Needle</b>	Senior independent director
<b>Kevin Gould</b>	Non-executive director
<b>Paul Dillon-Robinson</b>	Non-executive director
<b>Karen Norman</b>	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.
<b>Public governors</b>							
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
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	NIL	NIL	NIL	NIL	NIL	NIL	NIL (Husband previously worked for QVH but retired last year)
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
Migo, Caroline	NIL	NIL	Chair and Trustee of Restore Breast Cancer Reconstruction Charity	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	Tresaanth Healthcare Services Limited- Director	NIL	NIL	NIL	NIL	NIL	Spouse is a Consultant Plastic Surgeon at QVH.

	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.
<b>Staff governors</b>							
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	Orbitofacial Clinic Limited- Director Palm Vision LLP- Director	Owner and Director of Orbitofacial Clinic Limited where outpatient clinics are carried out at the McIndoe Centre, Spire Gatwick Park Hospital and Harley Street Hospital. I do not receive NHS referrals.	NIL	NIL	NIL	NIL	NIL
<b>Appointed governors</b>							
Brown, St John	The London Orthopaedic Clinic Limited- Director STJB Advisory Limited- Director London Uroradiology LLP- Director	Lucida Medical Limited	NIL	League of Friends of QVH	NIL	NIL	NIL
Holden, Julie	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Lanzer, Bob	Director of Southeast Communities Rail Partnership CIC (Communities Interest Company)	NIL	NIL	NIL	Member of West Sussex County Council and Cabinet Member for Public Health and Wellbeing Member of Crawley Borough Council	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.
<b>Public governors</b>							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Bowden, Elizabeth	NA	NA	NA	NA	NA	NA	NA
Brown, Andrew	NA	NA	NA	NA	NA	NA	NA
Butler, Tim	NA	NA	NA	NA	NA	NA	NA
Farley, Miriam	NA	NA	NA	NA	NA	NA	NA
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA
Haite, Janet	NA	NA	NA	NA	NA	NA	NA
Harley, Oliver	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Migo, Caroline	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	NA	NA	NA	NA	NA	NA	NA
<b>Staff governors</b>							
Dheansa, Balj	NA	NA	NA	NA	NA	NA	NA
Hazari, Anita	NA	NA	NA	NA	NA	NA	NA
Malhotra, Raman	NA	NA	NA	NA	NA	NA	NA
<b>Appointed governors</b>							
Brown, St John	NA	NA	NA	NA	NA	NA	NA
Holden, Julie	NA	NA	NA	NA	NA	NA	NA
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA

## Meeting of the QVH Council of Governors

### PART B

Monday 18 July 2022

16.30-17.00

Agenda: meeting session held in public				
<b>Standing items</b>				
Ref	Item	purpose	mode	Indicative time
48-22	<b>Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy</b> <i>Jackie Smith, Trust Chair</i>	-	<i>verbal</i>	17.00
<b>Council business</b>				
Ref	Item	purpose	papers	indicative time
49-22	<b>Update on Transaction Programme (possible merger with UHSussex)</b> <i>Steve Jenkin, Chief Executive</i>	<i>Information</i>	<i>Presentation</i>	17.05
50-22	<b>Update on Council of Governors seminars</b> <i>Chris Barham, Lead Governor</i>	<i>Information / discussion</i>	<i>Verbal</i>	17.15
<b>Meeting closure</b>				
Ref	Item	purpose	papers	Indicative time
51-22	<b>Any other business</b> <i>By application to the Chair</i>	<i>Discussion</i>	<i>Verbal</i>	17.20
<b>Questions</b>				
Ref	Item	purpose	papers	indicative time
52-22	<b>To receive any questions or comments from members of the foundation trust or members of the public</b>  <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 <a href="mailto:Leonora.may1@nhs.net">Leonora.may1@nhs.net</a> 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>	<i>Discussion</i>	<i>Verbal</i>	17.25
<b>Date of next meeting</b>				
<b>Next meeting of the council of governors to be held in public</b>				

**24 October 2022 16.00**

Quoracy

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