

Document:	Minutes FINAL & APPROVED	
<b>Meeting:</b>	<b>Council of Governors session in public (PART A) 16.30-17.45 Monday 28 November 2022 Via Microsoft Teams</b>	
<b>Present:</b>	Jackie Smith (JS)	Trust Chair
	Chris Barham (CB)	Public governor (lead governor)
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor LoF
	Tim Butler (TB)	Public governor
	Baljit Dheansa (BD)	Staff governor
	Janet Haite (JDH)	Public governor (from item 61-22)
	Bob Lanzer (BL)	Stakeholder governor WSCC (from item 57-22)
	Caroline Migo (CM)	Public governor
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	Public governor
	Peter Ward Booth (PWB)	Public governor
	Antony Fulford-Smith (AFS)	Public governor
	Thavamalar Yoganathan (TY)	Public governor
	Anita Hazari (AH)	Staff governor
	Elizabeth Bowden (EB)	Public governor
<b>In attendance:</b>	Leonora May (LM)	Deputy company secretary (minutes)
	Clare Pirie (CP)	Director of communication and corporate affairs
	Gary Needle (GN)	Senior Independent Director
	Karen Norman (KN)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Paul Dillon- Robinson (PDR)	Non-executive director
	Steve Jenkin (SJ)	Chief Executive
<b>Apologies:</b>	Raman Malhotra (RM)	Staff governor
	Alison Stewart (AS)	Public governor
	Miriam Farley (MF)	Public governor
	Julie Holden (JWH)	Stakeholder governor, EGTC
<b>Did not attend:</b>	Oliver Harley (OH)	Public governor (excluded)
<b>Members of the public:</b>	None	
<b>Ref.</b>	<b>Item</b>	
<b>PART A Standing items</b>		
<b>53-22</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b>            The Chair opened the meeting and welcomed Council and attendees. The Chair reminded all present that the meeting was being recorded.</p> <p>The Chair reminded Council about declaring additional interests, and the importance of highlighting to the Chair at the beginning of a meeting when interests already declared are relevant to a particular agenda item. There were no additional declarations of interest made other than those already recorded on the register of interests. BL had submitted a new declaration prior to the meeting and the register will be updated accordingly.</p> <p>Apologies were received from RM, AS and MF and the meeting was confirmed as quorate.</p>	
<b>54-22</b>	<p><b>Draft minutes of the Part A and Part B public meeting held on 18 July 2022</b>            There was discussion about when individual governors are identified in minutes and CP explained this is usually only when there are conflicting opinions. TB stated that there was a conflicting opinion in one of the sets of minutes and agreed to highlight this to the company secretariat outside of the meeting for amendment. <b>Action TB.</b></p>	

	Subject to the above amendment being made, Council <b>agreed</b> that the minutes of the Part A and Part B public meetings held on 18 July 2022 were a true and accurate record of those meetings and <b>approved</b> them on that basis.
55-22	<p><b>Matters arising and actions pending from previous meetings</b></p> <p>Council <b>ratified</b> an out of meeting approval that AH will become a member of the Council of Governors Appointments Committee.</p> <p>There were no actions pending from previous meetings.</p>
<b>Holding non-executive directors to account for the performance of the board</b>	
56-22	<p><b>Board of Directors overview</b></p> <p>The Chair gave a verbal update on the Board meetings held on 1 September and 3 November 2022, stating that she was pleased to see governors attending to observe the meetings and that this is an effective way for governors to fulfil their role of holding the non-executive directors to account for the performance of the Board. She highlighted as follows:</p> <ul style="list-style-type: none"> <li>- The Board heard from a patient at its meeting on 3 November, who was very complimentary about the care he had received at QVH</li> <li>- The Board received a report from the freedom to speak up guardian at its meeting on 3 November and the non-executive directors had requested that further work be undertaken to triangulate the data received by the guardian and data received through other routes such as whistle blowing and 'Tell Nicky'</li> <li>- The Board received the very positive results from the national inpatient survey and extended thanks to all staff for their contribution to the high standard of care at QVH</li> <li>- The Board received the workforce race equality standards (WRES) and workforce disability equality standards (WDES) data and analysis which had shown reports of bullying and harassment from staff with protected characteristics. The Board emphasised the need for effective interventions to improve this and will receive a further update in 6 months' time</li> </ul> <p>SJ reported that the Community Diagnostic Centre (CDC) full business case had been submitted to NHS England and that the Board will monitor potential staffing challenges.</p> <p>SJ provided an update on winter planning. He reported that QVH is likely to step up again as a cancer hub from January, and that the Trust is beginning to receive mutual aid requests from other hospitals within Sussex and Surrey for a range of services, including adult and paediatric dental care, and MSK physio. The Trust had also received a mutual aid request for long waiting breast reconstruction surgery patients from Birmingham, although it is unlikely that patients will travel for the treatment. SJ confirmed that mutual aid provided by QVH will be within its specialities.</p>
57-22	<p><b>Finance and performance committee (F&amp;PC)</b></p> <p>PDR presented the Finance and performance committee assurance reports from the meetings held on 25 July and 3 October 2022.</p> <p>[BL joined the meeting]</p> <p>Council considered the contents of the reports and discussion included:</p> <ul style="list-style-type: none"> <li>- AH highlighted a concern regarding children's hand surgery waiting lists and the importance of timing, given the nature of the surgery and the development of a children's hands. PDR and KN agreed to seek further data and assurance on waiting times for this particular type of surgery. <b>ACTION PDR and KN</b></li> <li>- The impact of QVH's financial position given that all NHS organisations are likely to struggle financially over the next year. PDR confirmed that QVH's financial position remains an issue and that the Trust has a role to play in a joined up approach to finances across the NHS</li> <li>- The IT infrastructure business case which was approved by the Board. PDR said that the Board had been concerned about an international shortage of chips and whether the equipment could be acquired and implemented before the end of the financial year, but had received assurance regarding the mitigation of these risks</li> <li>- Confirmation that the non-executive directors have visited the new modular theatres and that they appeared to be functioning well</li> </ul>

	<p>- How quality of patient care is taken into account alongside waiting list data and performance - PDR confirmed that the Finance and performance and Quality and governance committees work together to ensure that quality of care is considered alongside performance targets, for example the committees consider in detail the reasons behind on the day cancellations</p> <p>Council <b>noted</b> the contents of the report.</p>
<b>58-22</b>	<p><b>Quality and governance committee (Q&amp;GC)</b> KN presented the Quality and governance committee assurance reports from the meetings held on 4 July, 25 July, 22 August and 24 October 2022.</p> <p>Council noted that the patient survey is published one year after feedback is sought, but that the committee considers numerous more timely indicators of quality of care at every meeting including a regular quality and safety report that contains quality indicators including staffing, access and medication safety; complaints; and incidents data and analysis.</p> <p>Council <b>noted</b> the contents of the report.</p>
<b>59-22</b>	<p><b>Audit committee</b> KG presented the audit committee assurance reports from the meetings held on 26 July and 14 September 2022 and reported that there had been no high priority management actions resulting from internal audits.</p> <p>Council noted that plans are underway to go out to tender for the external audit contract and that the market is challenging.</p> <p>Council <b>noted</b> the contents of the reports.</p>
<b>60-22</b>	<p><b>Any other questions for non-executive directors</b> There were no further questions for non-executive directors.</p>
<b>Council business</b>	
<b>61-22</b>	<p><b>Non-executive director (NED) and governor ways of working</b> GN presented the report to Council who were asked to consider how NED and governor working relationships can continue to improve and ways in which collectively governors are able to hold NEDs to account for the performance of the Board.</p> <p>A number of governors asked about how they can scrutinise the work of hospital management, and in particular the executive directors through existing mechanisms. In response, GN explained that governors are able to ask questions to the NEDs, and the NED will determine whether they have access to the detail required to answer that question. The NEDs are well placed to answer governor questions regarding why or how the Board have made a particular decision, and what assurance was sought and received.</p> <p>[JDH joined the meeting]</p> <p>The Trust Chair confirmed that discussions at formal Council meetings should be within the parameters of the agenda items, and that any concerns from governors should be raised as they arise, outside of meetings with either the lead governor for escalation to the NEDs, or directly to the Trust Chair or a NED.</p> <p>Governors noted that the usual route for governor questions is to send them to the deputy company secretary who will share the response in the Governor monthly update in order that all governors can benefit from the information.</p> <p>Council <b>noted</b> the contents of the report.</p>
<b>62-22</b>	<p><b>Information governance requirements</b> Council <b>noted</b> the contents of the report.</p>

<b>63-22</b>	<p><b>Governor steering group terms of reference</b></p> <p>CB presented the draft terms of reference to Council, reporting that the Governor steering group had agreed to recommend them for approval, but that discussions outside of the meeting had suggested that other governors were not supportive of the proposed changes.</p> <p>Council agreed that the draft terms of reference would not be approved at the meeting, as a number of governors had outstanding queries and concerns regarding the changes. The terms of reference will be considered by the governor steering group again at its next meeting, ahead of which the lead governor will collate governor feedback on the terms of reference.</p> <p>Council <b>noted</b> that the terms of reference will be brought to the next meeting for approval, following further discussion at the next Governor steering group meeting.</p>
<b>64-22</b>	<p><b>Council of Governors standing orders</b></p> <p>CP presented the report to Council who <b>approved</b> the proposed updates to the Council of Governors Standing Orders as presented.</p>
<b>65-22</b>	<p><b>V10b of Trust Constitution</b></p> <p>Council <b>noted</b> the contents of the report.</p>
<b>Meeting closure</b>	
<b>66-22</b>	<p><b>Any other business</b></p> <p>There was none.</p>
<b>Questions</b>	
<b>67-22</b>	<p><b>Questions or comments from members of the foundation trust or members of the public</b></p> <p>The Chair closed the meeting, stating that questions from members of the foundation trust or members of the public will be answered at the end of Part B of the public meeting.</p>

<b>Document:</b>		<b>Minutes FINAL &amp; APPROVED</b>
<b>Meeting:</b>	<b>Council of Governors session in public (PART B)</b> <b>17.45-18.30 Monday 28 November 2022</b> <b>Via Microsoft Teams</b>	
<b>Present:</b>	Jackie Smith (JS)	Trust Chair
	Chris Barham (CB)	Public governor (lead governor)
	Andrew Brown (AB)	Public governor
	St John Brown (StJB)	Stakeholder governor LoF
	Tim Butler (TB)	Public governor
	Baljit Dheansa (BD)	Staff governor
	Janet Haite (JDH)	Public governor
	Bob Lanzer (BL)	Stakeholder governor WSCC
	Caroline Migo (CM)	Public governor
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<b>In attendance:</b>	Leonora May (LM)	Deputy company secretary (minutes)
	Clare Pirie (CP)	Director of communication and corporate affairs
	Gary Needle (GN)	Senior Independent Director
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<b>Apologies:</b>	Raman Malhotra (RM)	Staff governor
	Alison Stewart (AS)	Public governor
	Miriam Farley (MF)	Public governor
	Oliver Harley (OH)	Public governor
	Julie Holden (JWH)	Stakeholder governor, EGTC
<b>Did not attend:</b>	Oliver Harley (OH)	Public governor (excluded)
<b>Members of the public:</b>	None	
<b>Ref.</b>	<b>Item</b>	
<b>PART B</b>		
<b>Standing items</b>		
<b>68-22</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b></p> <p>The Chair opened the meeting and welcomed Council and attendees. The Chair reminded all present that the meeting was being recorded.</p> <p>BL declared an interest, stating that he is a member of the Sussex Health and Care Assembly, which is the body that will sign off the integrated care strategy for Sussex. This declaration would be added to the register. There were no further declarations of interest other than those recorded on the register.</p> <p>Apologies were received from RM, AS and MF and the meeting was confirmed as quorate.</p>	
<b>Council business</b>		
<b>69-22</b>	<p><b>Securing the long term future of QVH</b></p> <p>The Chair provided Council with a verbal update regarding securing the long term future of the Trust. She reported that there are two critical pieces of work that need to be completed- the clinical stock take exercise and thereafter the development of a strategy and vision. These pieces of work are needed by the Board to make informed decisions regarding the long term future of QVH. She confirmed that the Board will engage with all key stakeholders on the development of the strategy and vision.</p> <p>The discussion that followed included:</p>	

	<ul style="list-style-type: none"> <li>• Noting that Council will in due course receive a summary of the outcome of the clinical stocktake work</li> <li>• A request that terminology used in the strategy be clearly defined for stakeholders to avoid misinterpretation</li> <li>• A suggestion that the board should assess the effectiveness of the methodology used to set the previous strategy, noting that the Board had welcomed the independent review and the recommendations were mostly complete.</li> </ul> <p>Council <b>noted</b> the verbal update.</p>
<p><b>70-22</b></p>	<p><b>Update from Council of Governors seminars</b>          CB provided a verbal update on governor seminars held since the last formal Council meeting on 18 July 2022.</p> <p><u>Council of governors seminar 27 July 2022</u>          Governors received some training on equality, diversity and inclusion from the head of equality, diversity and inclusion at NHS England South East. The director of mergers and acquisitions, and new organisational models, NHS England South East also attended the seminar to provide governors with an update on national guidance, including the draft addendum for governors and the role of governors in system working and transactions. The governors received a presentation on the governor's role in member and public engagement from NHS Providers.</p> <p><u>Council of governors seminar 2 September 2022</u>          Governors received a presentation on the Trust's historical financial position in response to a recommendation of the independent review. This session was supported by NHS Sussex.</p> <p>CB reported that governors had also been invited to attend virtual briefings regarding the ICS strategy and implementation with the Chair of NHS Sussex, at which QVH governors had raised concerns regarding the ICS focus on the Sussex area, whereas QVH provides specialist services to a wider area.</p> <p>There was discussion about membership of the Federation of Specialist Hospitals and SJ confirmed that the Trust ended its membership because it was not considered to be value for money. SJ and JS will consider benefits of reinstating the membership versus cost, and value for money and report back to Council. <b>Action JS SJ.</b></p> <p>Council <b>noted</b> the verbal update.</p>
<p><b>71-22</b></p>	<p><b>Governors working group- public engagement</b>          AFS presented the report and thanked governors for their input into the terms of reference for the group.</p> <p>He reported that the group had held its first meeting on 15 November and that two governors will attend an NHS Sussex engagement event at the Age UK day centre on 6 December.</p> <p>Council <b>noted</b> the update and <b>approved</b> the terms of reference.</p>
<p><b>Meeting closure</b></p>	
<p><b>72-22</b></p>	<p><b>Any other business</b>          There was none.</p>
<p><b>Questions</b></p>	
<p><b>73-22</b></p>	<p><b>Questions or comments from members of the foundation trust of members of the public</b>          CP read out questions received ahead of the meeting and the Trust's responses, which were as follows:</p> <p><u>Question</u>          It was explicitly stated at the recent briefing that Sussex ICS is looking to QVH to assist with backlog surgical waiting lists. Can we ensure that this is only used for our specialist services?</p>

Response

Prioritising surgery for cancer patients whose condition would otherwise worsen over time is very important and should not be seen as a threat to our specialist services. QVH can assist, as we have done on previous occasions in the pandemic, by treating patients from Kent, Surrey, Sussex and potentially beyond who need operations in areas in which we work (skin cancer, head and neck cancer) and patients who need a mastectomy (our work with breast cancer patients is usually focussed on reconstruction). We may also provide surgery for patients who are long waiters at other trusts for operations related to hands, eyes or orthodontics, which are also QVH specialisms.

These are the types of surgery for which we have the right staff, equipment and facilities. Our theatres would not be suitable for operations in specialisms like orthopaedics and the Sussex ICS and our partner acute trusts understand that.

To date there has been limited uptake of this 'mutual aid'. Information about this is included and will continue to be included in the operational performance report to the board.

Question

The ICS Sussex lead in their recent meeting said QVH would be assisting Sussex with their backlog list using QVH theatres. Could you please clarify if this is the case and if this will happen even if QVH still has their own patients waiting on their elective lists?

Response

Please refer to the answer given above.

Question

The recent meetings and briefings from the Integrated Care System have made it clear that its total emphasis is on Sussex. Given that most of the population that we serve is outside Sussex, what steps are being put in place to ensure that we are represented in Kent, Surrey, South London and further afield and what actions will the NEDs be seeking to ensure continued engagement with those responsible for such specialist services commissioning?

Response

Executive directors and clinical colleagues have strong links with trusts in Kent, Surrey and London as well as across Sussex and beyond. As the Trust develops a refreshed strategy the new director of strategy will increase capacity for representation and engagement with commissioners and providers across our geography.

Question

Other specialist trusts will have similar problems in representation in systems that they serve. How can QVH ensure that we all learn from each other's experiences?

Response

As described in the answer to the preceding question, QVH has strong links with other trusts and the new director of strategy will increase capacity for representation and engagement with relevant commissioners and providers.

QVH continues to contribute to the specialist services agenda. This includes discussions with specialist commissioning and, as this function begins to transfer into ICBs, with our local/regional system partners. The Trust participates in many other local, regional and national groups, both clinical and non-clinical, which support the voice of QVH in specialisms where we are a major player. Staff bring new learning and ideas back to QVH and ensure the contribution made by the Trust to patient care and to research, innovation and education are understood.

Much specialist service provision nationally is in major acute hospitals (not just specialist hospitals), and our clinicians network with their specialist colleagues in other trusts however those trusts are classified.

The status of QVH as a specialist hospital is also relevant and visible in our staff survey results, where QVH is compared with 'peer' trusts which do not have the pressures of an A&E or maternity services.

The Chair closed the meeting.

