

Council of Governors Meeting in public

Monday 9 January 2023

**15.00-17.00
Microsoft Teams**



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership January 2023

Members	
Jackie Smith	Trust Chair
Chris Barham	Public governor
Elizabeth Bowden	Public governor
Andrew Brown	Public governor
St John Brown	Stakeholder governor for League of Friends
Tim Butler	Public governor
Baljit Dheansa	Staff governor
Miriam Farley	Public governor
Anthony Fulford-Smith	Public governor
Janet Haite	Public governor
Oliver Harley	Public governor
Anita Hazari	Staff governor
Julie Holden	Stakeholder governor for EG Town Council
Bob Lanzer	Stakeholder governor for WS County Council
Raman Malhotra	Staff governor
Caroline Migo	Public governor
Roger Smith	Public governor
Ken Sim	Public governor
Alison Stewart	Public governor
Peter Ward Booth	Public governor
Thavamalar Yoganathan	Public governor
Invited attendees	
Gary Needle	Senior independent director
Kevin Gould	Non-executive director
Paul Dillon-Robinson	Non-executive director
Karen Norman	Non-executive director
Steve Jenkin	Chief executive
James Drury	Interim chief finance officer
Nicky Reeves	Chief nurse
Tania Cubison	Medical director
Lawrence Anderson	Interim director of workforce and OD
Shane Morrison-McCabe	Operations director
Clare Pirie	Director of communications and corporate affairs
Leonora May	Deputy company secretary (mins)

Annual declarations by governors 2022/23

As established by section 22 of the Trust's Constitution, if a governor of the Trust has a relevant and material interest, or a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose the nature and extent of that interest to the members of the Council of Governors as soon as he/she becomes aware of it.

To facilitate this duty, governors are asked on appointment to the Trust and thereafter at the beginning of each financial year, to complete a form to declare any interests or to confirm that the governor has no interests to declare (a 'nil return'). Governors must request to update any declaration if circumstances change materially. By completing and signing the declaration form governors confirm their awareness of any facts or circumstances which conflict or may conflict with the interests of QVH NHS Foundation Trust. All declarations of interest and nil returns are kept on file by the Trust and recorded in the following register of interests which is maintained by the Company Secretary.

	Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
Public governors							
Barham, Chris	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.
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Staff governors							
Dheansa, Baljit	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
Appointed governors							
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 Member of the Sussex Health and Care Assembly	NIL	NIL

Fit and proper persons declaration

As established by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("the regulations"), QVH has a duty not to appoint a person or allow a person to continue to be a governor of the trust under given circumstances known as the "fit and proper person test". By completing and signing an annual declaration form, QVH governors confirm their awareness of any facts or circumstances which prevent them from holding office as a governors of QVH NHS Foundation Trust.

Categories of person prevented from holding office							
	The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged.	The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland.	The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40).	The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it.	The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland.	The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment.	The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider.
Public governors							
Barham, Chris	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
Staff governors							
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
Appointed governors							
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
Monday 9 January 2023
15.00-17.00

	Agenda: meeting session held in public			
Standing items				
Ref	Item	purpose	papers	Indicative time
78-23	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-	Verbal	15.00
79-23	Draft minutes of the Part A and Part B public meeting held on 28 November 2022 <i>Jackie Smith, Trust Chair</i>	Approval	Paper	15.02
80-23	Matters arising and actions pending from previous meetings <i>Jackie Smith, Trust Chair</i>	Review	Paper	15.05
Holding non-executive directors to account for the performance of the board of directors				
Ref	Item	purpose	papers	indicative time
81-23	Finance and performance committee <i>Paul Dillon- Robinson, Committee Chair</i>	Information	Verbal	15.10
82-23	Quality and governance committee <i>Karen Norman, Committee Chair</i>	Information		
83-23	Audit committee <i>Kevin Gould, Committee Chair</i>	Information		
84-23	Any other questions for non-executive directors <i>All members of Council of Governors</i>	Discussion		15.30
Council business				
Ref	Item	purpose	papers	indicative time
85-23	Securing the long term future of QVH <i>Jackie Smith, Trust Chair</i>	Information	Verbal	15.40
86-23	Annual planning for 2023/24 <i>James Drury, interim Chief Finance Officer</i>	Information	Presentati on	15.50
87-23	Non-executive director appointments <i>Ken Sim, Appointments committee Chair</i> <i>Jackie Smith. Trust Chair</i>	Approval	Paper	16.05

88-23	Appointments committee Terms of Reference <i>Ken Sim, Appointments committee Chair</i>	<i>Approval</i>	<i>Paper</i>	16.15
89-23	Governor steering committee Terms of Reference <i>Chris Barham, lead governor and committee Chair</i>	<i>Approval</i>	<i>Paper</i>	16.25
90-23	Update from Governor working group on public engagement <i>Antony Fulford-Smith, committee Chair</i>	<i>Information</i>	<i>Verbal</i>	16.35
Meeting closure				
Ref	Item	purpose	papers	indicative time
91-23	Any other business <i>By application to the Chair</i>	<i>Discussion</i>	<i>Verbal</i>	16.45
Questions				
Ref	Item	purpose	papers	indicative time
92-23	To receive any questions or comments from members of the foundation trust or members of the public <i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>	<i>Discussion</i>	<i>Verbal</i>	16.50
Date of next meeting				
Next meeting of the council of governors to be held in public				
17 April 2023				

Quoracy

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

Document:	Minutes DRAFT & UNCONFIRMED	
Meeting:	Council of Governors session in public (PART A) 16.30-17.45 Monday 28 November 2022 Via Microsoft Teams	
Present:	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
In attendance:	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
Apologies:	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
Did not attend:	None	
Members of the public:	None	
Ref.	Item	
PART A Standing items		
53-22	Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed Council and attendees. The Chair reminded all present that the meeting was being recorded. 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. Apologies were received from RM, AS, MF and OH, and the meeting was confirmed as quorate.	
54-22	Draft minutes of the Part A and Part B public meeting held on 18 July 2022 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. Action TB.	

	Subject to the above amendment being made, Council agreed 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 approved them on that basis.
55-22	<p>Matters arising and actions pending from previous meetings</p> <p>Council ratified 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>
Holding non-executive directors to account for the performance of the board	
56-22	<p>Board of Directors overview</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"> - The Board heard from a patient at its meeting on 3 November, who was very complimentary about the care he had received at QVH - 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' - 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 - 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 <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>Finance and performance committee (F&PC)</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"> - 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. ACTION PDR and KN - 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 - 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 - Confirmation that the non-executive directors have visited the new modular theatres and that they appeared to be functioning well

	<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 noted the contents of the report.</p>
58-22	<p>Quality and governance committee (Q&GC) 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 noted the contents of the report.</p>
59-22	<p>Audit committee 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 noted the contents of the reports.</p>
60-22	<p>Any other questions for non-executive directors There were no further questions for non-executive directors.</p>
Council business	
61-22	<p>Non-executive director (NED) and governor ways of working 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 noted the contents of the report.</p>
62-22	<p>Information governance requirements Council noted the contents of the report.</p>

63-22	<p>Governor steering group terms of reference 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 noted 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>
64-22	<p>Council of Governors standing orders CP presented the report to Council who approved the proposed updates to the Council of Governors Standing Orders as presented.</p>
65-22	<p>V10b of Trust Constitution Council noted the contents of the report.</p>
Meeting closure	
66-22	<p>Any other business There was none.</p>
Questions	
67-22	<p>Questions or comments from members of the foundation trust or members of the public</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>

Document: Minutes DRAFT & UNCONFIRMED	
Meeting:	Council of Governors session in public (PART B) 17.45-18.30 Monday 28 November 2022 Via Microsoft Teams
Present:	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
	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
In attendance:	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
Apologies:	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
Did not attend:	None
Members of the public:	None
Ref.	Item
PART B Standing items	
68-22	<p>Welcome, apologies and declarations of interest and eligibility</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, MF and OH, and the meeting was confirmed as quorate.</p>
Council business	
69-22	<p>Securing the long term future of QVH</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"> • Noting that Council will in due course receive a summary of the outcome of the clinical stocktake work • A request that terminology used in the strategy be clearly defined for stakeholders to avoid misinterpretation • 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. <p>Council noted the verbal update.</p>
70-22	<p>Update from Council of Governors seminars 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. Action JS SJ.</p> <p>Council noted the verbal update.</p>
71-22	<p>Governors working group- public engagement 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 noted the update and approved the terms of reference.</p>
Meeting closure	
72-22	<p>Any other business There was none.</p>
Questions	
73-22	<p>Questions or comments from members of the foundation trust of members of the public 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.

Matters arising and actions pending from previous meetings of the Council of Governors - PUBLIC								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	November	54-22	Minutes	TB to highlight conflicting opinion in 18 July public CoG minutes for amendment.	TB	31 December 2022	Deputy company secretary followed up and reminded TB to highlight point for amendment on 6 December and 15 December 2022. The amendment has not been received therefore the minutes have not yet been published to the website.	Pending
2	November	57-22	Children's hand surgery	Seek further data and assurance regarding waiting times for children's hand surgery and report back to CoG.	PDR	9 January 2023	PDR has been updated on the operational detail of this issue by the director of operations and is assured that clinical capacity for children's hand surgery is being managed in line with waiting lists and clinical prioritisation. This has been confirmed to the staff governor who raised the issue.	Closed
3	November	70-22	Federation of specialist hospitals	Consider benefits versus cost and value for money of reinstating membership with Federation of specialist hospitals	JS, SJ	9 January 2023	Verbal update at meeting.	Pending

Report to: Council of governors
Agenda item: 87-23
Date of meeting: 9 January 2023
Report from: Ken Sim, Appointments committee Chair
Jackie Smith, Trust Chair
Report author: Leonora May, Deputy company secretary
Clare Pirie, Director of communications and corporate affairs
Date of report: 20 December 2022
Appendices: None

Non-executive director (NED) appointments

Introduction

The second term of two QVH NEDs ends in 2023. This paper seeks approval of the recommendations made by the Appointments committee at its meeting on 7 December 2022 regarding next steps in ensuring the Trust continues to have skilled and experienced non-executive Board members.

The Appointments committee considered NED appointments at its meeting on 7 December 2022, and agreed to recommend to the Council of Governors that:

- The Trust will seek to recruit two non-executive directors during 2023, one to take up the role in July 2023 when Gary Needle will have served for six years, and one to take up the role in August 2023 when Kevin Gould's final term ends
- In addition, Gary Needle's appointment as a non-executive director will be extended to support continuity in the context of executive and non-executive Board changes

Terms of office for current non-executive directors

Gary Needle's second term ends on 30 June 2023 and Kevin Gould's second term ends on 31 August 2023. Kevin Gould has stated that he does not wish to be considered for a further term of office after August 2023. Gary Needle, senior independent director, has stated that he would consider serving for a further 12 months if invited to do so.

The Trust's Constitution states that 'the NEDs shall be appointed for a period of office of up to three years. Any term beyond six years will be subject to annual re-appointment'.

Appointments incl. skills and experience

The Chair and non-executive directors have carried out an informal skills audit and identified that the Board would benefit from additional non-executive experience in organisational development and strategic change; and suggest that the Trust should seek experienced NEDs who have worked with complex systems and/or partnerships. The appointments committee supported this, and the suggestion that the recruitment process should include active steps to attract the best candidates, including those who will increase Board diversity.

The Council of Governors should note that the NHSE terms and conditions of NHS Trust NEDs state that NEDs are entitled to claim expenses for travel, including travel costs from home to any place visited on Trust business and back again at the prevailing mileage rates.

Recommendation

Council is asked to **approve the recommendations that:**

- The Trust will seek to recruit two non-executive directors starting in the second half of 2023, in succession of Gary Needle whose six year term ends on 30 June 2023, and Kevin Gould whose six year term ends on 31 August 2023
- Gary Needle's appointment as a non-executive director will be extended to support continuity in the context of executive and non-executive Board changes

Report to: Council of Governors
Agenda item: 88-23
Date of meeting: 9 January 2023
Report from: Ken Sim, Appointments committee Chair
Report author: Clare Pirie, Director of communications and corporate affairs
Leonora May, Deputy company secretary
Date of report: 21 December 2022
Appendices: Appointments committee terms of reference

Annual review of appointments committee terms of reference

Introduction

The Appointments committee reviewed terms of reference for the committee at its meeting on 7 December 2022 and agreed to recommend the following changes to the Council of Governors, which are change tracked in the appendix:

- References to NHSEI or NHSI have been updated to 'NHS England'. NHS Improvement became part of NHS England with the publication of the Health and Care Act in July 2022
- The expectation that members will send apologies to meetings at least 24 hours in advance of the meeting has been updated to 'five clear days' prior to the meeting, in line with other Trust committees

Recommendation

The Council of Governors is asked to **approve** the Appointments committee recommendation that the terms of reference be approved for the next 12 months.

Next steps

The new terms of reference will take immediate effect if approved, and the next formal review by the Council of Governors will take place in January 2024.

Terms of reference	
Name of governance body	Appointments committee of the Council of Governors
Constitution	The Appointments committee is assigned by the Council of Governors to assist it in carrying out its functions. However, Council may not delegate any of its powers or functions to it. The Appointments committee may appoint its own working groups as appropriate.
Accountability	The Appointments committee is accountable to the Council of Governors for its performance and effectiveness.
Authority	The Appointments committee of the Council of Governors will operate within the requirements of the Constitution, the Standing Orders adopted by the Council of Governors and these terms of reference.
Purpose	<p>The role of the Committee is to:</p> <ol style="list-style-type: none"> 1. Conduct the appointment processes for the Foundation Trust (FT) Chair and non-executive directors, making recommendations in this regard to the Council of Governors. 2. Consider the composition and skills mix of the non-executive element of the Board of Directors and, in so doing, receive information regarding non-executive director appraisals (including that of the FT Chair) and take a view on succession planning. 3. Review at least once a year the remuneration and terms and conditions of the FT Chair and non-executive directors, making recommendations in this regard to the Council of Governors.
Duties and responsibilities	<p>1. General</p> <p>The Committee will:</p> <ol style="list-style-type: none"> a. ensure a regular review of the skills, knowledge and experience required of non-executive directors and make recommendations to the Council of Governors with regard to any changes considered necessary. b. give full consideration to succession planning for all non-executive directors in the course of the Board's work, taking into account the challenges and opportunities facing the trust, and the skills and expertise likely to be required on the Board of Directors in the future. c. review annually the performance of the non-executive directors, including the FT Chair, by taking the lead in agreeing a process for determining the performance evaluations. The Senior Independent Director (SID) will invite all governors to contribute written comments and then consult with the Lead Governor before carrying out the performance review of the FT Chair. The Council of Governors will, through its Appointments Committee, receive a report from the FT Chair regarding performance reviews of the non-executive directors, (the FT Chair having carried out these performance reviews). The

Approved by Council of Governors at its meeting on 924 January 202332

Council of Governors will, through its Appointments Committee, receive a report from the Senior Independent Director regarding the performance review of the FT Chair, the output of which will be shared with NHS ~~England~~ in line with national guidance. Confirmation that performance reviews have been completed, together with a summary of the outcome, will be reported to the Council of Governors.

2. Selection and Appointment

The Committee will:

- a. be responsible for selecting and nominating candidates to fill non-executive director vacancies, (including the FT Chair), as and when they arise for appointment by the Council of Governors;
- b. before any appointment is made by the Council of Governors, evaluate the balance of skills, knowledge and experience of the non-executive directors and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- c. In identifying suitable candidates, the Committee will:
 - use open advertising or the services of external advisers to facilitate the search;
 - create selection panels to carry out individual appointment processes, including the review of applications and interviewing of candidates. The panels will, for the appointment of non-executive directors, include the FT Chair, and for the appointment of the FT Chair, will include an independent assessor. In line with the ~~Monitor (now NHS England)~~ ~~NHS~~ guidance 'Your statutory duties' there should be a majority of governors on the interview panel.
 - consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position, and take into account the views of the Board of Directors as to the skills, experience and attributes required for each position,
- d. consider recommending for re-appointment by the Council of Governors any non-executive director nearing the end of their initial term in office and do so in accordance with the provisions of the Constitution in that regard.
- e. ensure that on appointment to the Board of Directors, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings, and that all non-executive directors have confirmed that they have the time to serve. Terms and conditions of appointment should be made available for public inspection.
- f. ensure the full range of eligibility checks have been performed and satisfactory references provided before any offer of appointment is finalised;

3. Terms and Conditions

The Committee will

- a. make recommendations to the Council of Governors about the terms and conditions of appointment and terms of office for the FT Chair and non-executive directors;

Approved by Council of Governors at its meeting on ~~924~~ January 2023~~32~~

- b. make recommendations to the Council of Governors about the remuneration and allowances of the FT Chair and non-executive directors, bearing in mind appropriate external benchmarking, the economic and financial climate, trust performance and any proposals for executive pay reviews. External professional advisers should be consulted to market-test the remuneration levels of the Chair and other non-executive directors at least once every three years and when any material change to the remuneration of a non-executive is proposed;

4. Other Duties

The Committee will:

- a. ensure the FT's annual report provides sufficient information about the Committee's role and duties, and the process by which it fulfils those duties;
- b. have access to sufficient resources in order to carry out its duties, including access to the trust secretariat for assistance as required;
- c. give due consideration to laws and regulations, and the provisions of *the NHS Foundation Trust Code of Governance*;
- d. oversee any investigation of activities which are within its Terms of Reference, and
- e. at least once a year, review its Terms of Reference, to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Council of Governors for approval.

Chairing

The Appointments Committee will be chaired by a member of the Council of Governors, appointed by Council for this purpose.

In the event that the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of the meeting, a member of the Committee will be nominated by the Chair to deputise on his/her behalf.

Secretariat

The Deputy Company Secretary will be the secretary to the Appointments Committee. The duties of the secretary will include but not be limited to:

- providing administrative support and advice to the Chair and membership;
- preparation of the draft agenda for agreement with the Chair;
- organisation of meeting arrangements, facilities and attendance;
- collation and distribution of meeting papers;
- taking the minutes of meetings, including recording the names of those present and in attendance, and keeping a record of matters arising and issues to be carried forward;
- ascertaining at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly, and
- maintaining the Appointments Committee's work programme.

Membership

Members with voting rights

Membership of the Committee will be elected from the members of the Council of Governors. Officers and directors of the Trust may, on invitation by the Committee,

Approved by Council of Governors at its meeting on ~~9~~²⁴ January 2023~~2~~

attend any of its meetings as advisers, but will not be eligible to vote on any matters which the Committee will be responsible for deciding on.

The Committee will comprise between five and eight governors, including the Chair of the Committee and the Lead Governor.

The Council of Governors will appoint the Chair of the Committee. The terms of office for the Chair of the Committee will be for one year, with the option for the incumbent to stand again. Any Committee member dissatisfied with the performance of the Committee Chair will follow the procedure as laid down in the Constitution with this regard.

The Director of Communications and Corporate Affairs and/or Deputy Company Secretary will attend all meetings of the Committee, and other executive directors or advisers may be invited to attend in an advisory capacity. Such officers attending may, at the discretion of the Committee Chair be required to leave any part of the Committee's meetings.

Members conflicted on any aspect of an agenda presented to the Committee, such as succession planning for a non-executive director vacancy or the Chair's position will declare their conflict and withdraw from discussions.

In attendance with no voting rights

The following posts are invited to attend meetings of the Appointments' Committee but will not be members or have voting rights:

- The Trust Chair
- The Senior Independent Director
- The Director of Communications and Corporate Affairs
- The Deputy Company Secretary

Quorum

Three members present will form a quorum for any of the Committee's meetings

Attendance

Members are expected to attend all meetings or to send apologies at least **24 hours five clear days*** prior to each meeting.

Frequency of meetings

The Committee will meet at least four times each year, and at other times as the Committee Chair and members may agree.

Papers

Papers to be distributed to members and those in attendance at least three working days in advance of the meeting.

Reporting

The Committee will report to the Council of Governors

The Committee Chair will report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee will make whatever recommendations to the Council of Governors it deems appropriate on any area within its remit where action or improvement is needed.

Approved by Council of Governors at its meeting on **924 January 20232**

The Committee will ensure that a statement is made in the annual report about its activities, including the process used to make appointments and explain if external advice or open advertising has not been used.

The Committee will make available upon request, in a format they deem appropriate, information regarding the attendance of all members at Committee meetings.

The Committee Chair will attend the annual members' meeting and be prepared to respond to any members' questions on the Committee's activities.

Review

These terms of reference will be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.

The Committee's next scheduled review of these terms of reference will take place in December 2023² for approval by the Council in January 2024³.

***Definitions**

In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.

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Approved by Council of Governors at its meeting on 9²⁴ January 2023²

Report to: Council of Governors
Agenda item: 89-23
Date of meeting: 9 January 2023
Report from: Chris Barham, Lead governor and Committee Chair
Clare Pirie, Director of communications and corporate affairs
Report author: Leonora May, Deputy company secretary
Clare Pirie, Director of communications and corporate affairs
Date of report: 20 December 2022
Appendices: Draft governor steering committee terms of reference

Governor steering committee terms of reference

Introduction

The terms of reference are presented to the Council of Governors for approval as recommended by the governor steering group at its meeting on 14 December 2022.

Background and work completed to date

At its meeting on 18 July 2022, the Council of Governors agreed that the governor steering group terms of reference and membership should be updated for consideration at its next meeting.

The terms of reference were revised with a focus on agenda planning and supporting governors in discharging their statutory duties. The amendments also sought to ensure that all governors had an equal voice in the agenda setting process.

The governor steering group met on 11 October 2022. The group considered the revised terms of reference and agreed to recommend them to the Council of Governors for approval.

The revised terms of reference were presented to the Council of Governors for approval at its meeting on 28 November 2022. They were not approved at the meeting, as a number of governors had outstanding queries and concerns regarding the changes.

The terms of reference were considered by the governor steering group again at its meeting on 14 December, where it was agreed that the terms of reference currently in use be presented to the Council of Governors for approval with the following changes:

- The membership section be updated as the governor representative roles which previously made up the group no longer exist. The governors previously undertaking the roles of governor representatives that made up the membership of the group would continue to be the members
- The name of the group be updated to 'governor steering committee'
- Governors will be asked to give 5 days' notice where possible if unable to attend a meeting

The Trust's Constitution states that Council may appoint committees or groups to assist in carrying out its functions, but may not delegate any of its powers to them.

Recommendation

The Council of Governors is asked to **approve** the governor steering group terms of reference in line with the recommendation from the governor steering group.

Next steps

The terms of reference will take immediate effect if approved, and the next formal review by the Council of Governors will take place in January 2024.

Terms of reference	
Name of governance body	Governor Steering Group <u>Committee</u> (GSCG)
Constitution	The Governor Steering Group <u>Committee</u> ("the group <u>committee</u> ") is a standing and permanent committee of the Council of Governors established in accordance with paragraph 25 of the Trust's constitution.
Accountability	The group <u>committee</u> is accountable to the Council of Governors for its performance and effectiveness in accordance with these terms of reference.
Authority	The group <u>committee</u> is authorised by the Council of Governors to form working groups to facilitate the work of the committee <u>group</u> , and to support any recommendations they may make to the Council of Governors.
Purpose	<p>The purpose of the group <u>committee</u> is to:</p> <ul style="list-style-type: none"> • Support and facilitate the work of the Council of Governors and make recommendations to it on any aspects of its work • Facilitate communication between the Council of Governors and the Board of Directors • Provide advice and support to the Trust Chair, chief executive and the company secretarial team • Initiate appropriate reviews and reports on matters within the remit of the Council of Governors • Actively engage governors in adding value to the Trust.
Responsibilities and duties	<p>Responsibilities</p> <p>On behalf of the Council of Governors, the group <u>committee</u> shall be responsible for:</p> <ul style="list-style-type: none"> • Supporting the work of the Council of Governors in order that it might better fulfil its statutory duties, particularly: <ul style="list-style-type: none"> • Holding the Trust's non-executive directors to account for the performance of the Board of Directors • Representing the interests of members and the public • Developing and maintaining close and effective working relationships with the Trust Chair, company secretarial team and Senior Independent Director. <p>Duties</p> <p>The group <u>committee</u> has a duty to consult with and represent the interests of governors and members to:</p> <ul style="list-style-type: none"> • Set the agenda for Council of Governors meetings held in public • Influence the agenda and planning of the annual general meeting and annual members' meeting • Identity themes and objectives for governor forum meetings.

Reviewed by GSG on ~~12-December-2019~~ 14 December 2022
Approved by Council of Governors on ~~13-January-2020~~ 9 January 2023

Meetings

Meetings of the group-committee shall be formal, compliant with the relevant codes of conduct and action notes will be recorded.

The group-committee will meet quarterly in advance of each ordinary meeting of the council of governors. The group-committee Chair may cancel, postpone or convene additional meetings as necessary for the group-committee to fulfil its purpose and discharge its duties.

Chairmanship

The group-committee shall be chaired by the lead governor

If the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the group-committee shall be chaired by the Trust Chair.

Secretariat

The deputy company secretary shall be the secretary to the group-committee and shall provide administrative support and advice to the Chair and membership. The duties of the secretary shall include but not be limited to:

- Preparation of the draft agenda for agreement with the Chair.
- Organisation of meeting arrangements, facilities and attendance
- Collation and distribution of meeting papers
- Taking action notes and keeping a record of matters arising and issues to be carried forward
- Maintaining the group's-committee's work programme.

Membership

Members

- Lead governor (Chair)
- Trust Chair
- Senior independent director
- Up to four public governors
- One stakeholder governor
- One staff governor

Attendees

- Company secretary
- Deputy company secretary
- Any other individuals as the committee considers appropriate

Members with voting rights

~~The following governor roles are entitled to membership of the group and shall have full voting rights:~~

~~The Trust Chair, as Chair of the Council of Governors~~

~~The Lead governor~~

~~Governor representative to the committees of the Board of Directors, as elected by the Council of Governors, including:~~

~~Audit~~

~~Finance and Performance~~

~~Quality and Governance~~

~~Charity Committee~~

Reviewed by GSG on ~~12-December-2019~~ 14 December 2022

Approved by Council of Governors on ~~13-January-2020~~ 9 January 2023

~~Appointments' Committee, and
Membership representative
Nominated staff governor, as elected by the Council of Governors
Nominated stakeholder governor, as elected by the Council of Governors
It should be noted that in the event a governor holds more than one role, they are
still only entitled to one vote.~~

~~In attendance with no voting rights~~

~~The following posts are invited to attend meetings of the group but shall not be
members or have voting rights:~~

~~The secretary to the committee (for the purposes described above)~~

~~Director of Communications and Corporate Affairs~~

~~Any other individuals as it considers appropriate and as the need arises.~~

Quorum

For any meeting of the group committee to proceed the Chair or lead governor must be present along with two other governors s-representatives.

Attendance

Members and attendees are expected to attend all meetings or to send apologies to the Chair and committee secretary at least one-five clear days* prior to each meeting.

Papers

Meeting papers shall be distributed to members and individuals invited to attend at least five clear days prior to the meeting.

Reporting

Action notes shall be approved formally by the group committee at its next meeting.

The group committee shall report to the Council of Governors as required.

Review

These terms of reference shall be reviewed by the group committee annually or more frequently if necessary. The review process should include the company secretarial team. The Council of Governors shall be required to approve all changes.

The next scheduled review of these terms of reference will take place in December 2020/January 2024.

*** Definitions**

- In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.