

Document:	Minutes (Final & approved)	
<b>Meeting:</b>	<b>Council of Governors session in public (PART A) 3-4.30pm 18 July 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
	Balj Dheansa (BD)	Staff governor
	Janet Haite (JDH)	Public governor
	Oliver Harley (OH)	Public governor
	Miriam Farley (MF)	Public governor
	Bob Lanzer (BL)	Stakeholder governor WSCC (from item 34-22)
	Raman Malhotra (RM)	Staff governor
	Caroline Migo (CM)	Public governor
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	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>	Leonora May (LM)	Deputy company secretary (minutes)
	Gary Needle (GN)	Senior Independent Director
	Karen Norman (KN)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Steve Jenkin (SJ)	Chief Executive
	Shane Morrison-McCabe (SMM)	Director of Operations
	Tania Cubison (TC)	Medical Director
<b>Apologies:</b>	Anita Hazari (AH)	Staff governor
	Elizabeth Bowden (EB)	Public governor
	Julie Holden (JWH)	Stakeholder governor, EGTC
<b>Did not attend:</b>	None	
<b>Members of the public:</b>	Two members of the public	
<b>Ref.</b>	<b>Item</b>	
<b>PART A Standing items</b>		
<b>30-22</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b> The Chair opened the meeting and welcomed Council, attendees and members of the public. The Chair reminded all present that the meeting was being recorded.</p> <p>There were no additional declarations of interest made other than those already recorded on the register of interests.</p> <p>Apologies were received from AH and EB.</p> <p>The meeting was confirmed as quorate.</p>	
<b>31-22</b>	<p><b>Draft minutes of the public meeting held on 11 April 2022</b> Council <b>agreed</b> that the minutes of the public meeting held on 11 April 2022 were a true and accurate record of that meeting and <b>approved</b> them on that basis.</p>	
<b>33-22</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>34-22</b>	<p><b>Executive overview</b></p> <p>SJ shared an executive overview with the Council. Highlights were as follows:</p> <ul style="list-style-type: none"> <li>- Independent review recommendations- eight actions had been completed and four are ongoing</li> <li>- Options appraisal for potential merger- it is anticipated that the outcome from the options appraisal workshops will be presented to the Board at an extraordinary Board meeting during August 2022</li> <li>- Trust Chair- Jackie Smith took over from Anita Donley as Trust Chair on 11 July 2022</li> <li>- Director of finance and performance- the director of finance and performance is leaving the Trust at the end of September 2022. Work to recruit into the role is ongoing with interviews scheduled during the next two weeks</li> <li>- National cancer patient experience survey 2021- the 2021 survey is complete with a 55% response rate nationally and a 69% response rate for QVH cancer patients. QVH scored well compared to national results</li> <li>- Operational excellence- waiting lists and long waters remain in plan, performance is behind the national standard for the two week wait, 31 day waits and over 104 day waits for cancer.</li> <li>- 2022/23 financial plan- the April submission included a £2.64m deficit and will now break even due to inflation funding and required efficiencies. Risks associated with breaking even include elective recovery funding, covid costs and services for Kent.</li> </ul> <p>[BL joined the meeting]</p> <p>In response to questions received from Council regarding the financial planning update, SJ provided the following clarification:</p> <ul style="list-style-type: none"> <li>- Capital is allocated to the system by NHSE. QVH was able to negotiate an additional c.£7m over and above its usual allocation because of a need for this financial year. The Trust is pleased with the collaborative response from the system and in particular University Hospitals Sussex (UHSussex) to make this happen. UHSussex agreed that they would not need their full allocation of c.£58m this year- hence it was agreed that QVH could have additional capital</li> <li>- Work is ongoing to meet the £1.27m efficiencies required for 2022/23. The vacancy control panel is actively reviewing each of the 100 current vacancies to understand if they are required going forwards and there is a continued focus on theatre productivity. The Trust had made a saving of c.£60k on a new security contract for the year</li> <li>- QVH continues to work closely with ICS colleagues and cancer alliances. One challenge is the initial contract value Kent commissioners have put against the Trust's work and negotiations to address this are ongoing. The reduced contract value could lead to challenges around reduced activity and elective recovery funding. NHS Sussex are QVH's lead commissioners and Kent and Surrey will be known as associate commissioners</li> </ul> <p>Council <b>noted</b> the executive overview.</p>
<b>35-22</b>	<p><b>Board of Directors</b></p> <p>GN gave a verbal update on the Board of Director's meeting which was held on 7 July 2022. He highlighted two key reports which were well received by the Board and provided good assurance regarding workforce and related challenges.</p> <p>The Guardian of safe working attended the meeting to present the annual guardian of safe working report to the Board. GN confirmed that the report indicated that there are no concerns related to the overall safety of QVH's junior doctor rotas and that the Trust remains a desirable place for junior doctor training and continues to attract good candidates.</p> <p>The Chief nurse presented the six monthly nursing workforce review report which provided the Board with assurance that despite workforce challenges, safe provision of care was maintained throughout the six month period. GN clarified that workforce challenges alluded to were common to most if not all NHS trusts.</p> <p>Council <b>noted</b> the Board of Director's update.</p>
<b>36-22</b>	<p><b>Finance and performance committee (F&amp;PC)</b></p> <p>KG presented the finance and performance committee update to Council. The associated report was presented to the public Board at its meeting on 07 July 2022.</p>

	<p>The finance and performance committee had met on 27 June 2022 and highlights from the meeting were as follows:</p> <ul style="list-style-type: none"> <li>- Operational performance- there had been a high level of referrals in some areas impacting on the Trust's operational performance</li> <li>- Deep dives- the committee completed deep dives on theatre utilisation and sleep</li> <li>- Workforce performance- work is ongoing to identify areas where vacancies are no longer required and remove them. Sickness absence has been a challenge</li> </ul> <p>In response to a question received from a governor, SMM explained how the team were measuring theatre efficiency. She recognised that this is a complex area which is difficult to measure. Theatre utilisation is measured using average set times for procedures which are monitored to ensure that theatres and are at maximum capacity. The team would continue to explore opportunities to make theatres more efficient including reducing late starts and optimising scheduling.</p> <p>Governors noted ongoing work related to reducing the vacancy factor and one governor asked how the Trust is monitoring where it might need more staff. The response was that resource gaps are identified during the business planning process and monthly performance reviews.</p> <p>One governor suggested that it may be useful if the Trust was able to confirm what percentage of QVH staffing costs were spent on clinical staff versus non-clinical staff so that the Trust can ensure that it has the correct balance. In response, Council was advised that this data is not available, although the Trust is able to split staffing costs by department.</p> <p>KG suspected that this data is not available however JS agreed to see if it is possible to get the split.  <b>Action JS.</b></p> <p>Council <b>noted</b> the finance and performance committee update.</p>
<p><b>37-22</b></p>	<p><b>Quality and governance committee (Q&amp;GC)</b></p> <p>KN presented the quality and governance committee update to Council. The associated report was presented to the Board at its public meeting on 07 July 2022.</p> <p>KN reported that the committee approved the annual quality report 2021/22 at its extraordinary meeting on 27 June 2022 as per delegated authority from the Board. The annual quality report 2021/22 is available in full on the Trust's website.</p> <p>There has been an additional meeting since the committee report was presented to the Board at its public meeting on 07 July 2022. Highlights from the meeting were as follows:</p> <ul style="list-style-type: none"> <li>- Compliance in practice- visits have restarted and that this assessment gave a compliance score of 92% which equates to a CQC score of outstanding or good</li> <li>- CQUIN indicators- these will cover staff flu vaccinations, recording of NEWS2 score, escalation time and response time for unplanned critical care admissions, cirrhosis and fibrosis tests for alcohol dependent patients and achieving high quality decision making conversations in specific specialised pathways to support recovery</li> </ul> <p>Council <b>noted</b> the quality and governance committee update.</p>
<p><b>38-22</b></p>	<p><b>Audit committee</b></p> <p>KG presented the audit committee update to Council. The associated report was presented to the Board at its public meeting on 07 July 2022.</p> <p>The audit committee had met on 15 June 2022 and agreed to recommend the annual report and accounts 2021/22 to the Board for approval at its meeting that followed.</p> <p>In response to a question from a governor, KG confirmed that control enhancements alluded to in the head of internal audit opinion did not amount to any high risk issues raised during the year.</p> <p>Council <b>noted</b> the audit committee update.</p>
<p><b>39-22</b></p>	<p><b>Any other questions for non-executive directors</b></p>

	<p>A governor requested an update on progress and implementation of the Trust's information management and technology strategy and associated finance. In response, KG confirmed that the Trust will form a digital board, chaired by KG with the aim to drive transformation. A digital maturity assessment is underway and there is potential for the Trust to be able to negotiate some levelling up finance for the project. Council will receive a full update once the assessment is finalised and the digital board is in place.</p> <p>There were no further questions.</p>
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**Council business**

<p><b>40-22</b></p>	<p><b>Proposed amendment to the Constitution and agenda setting process</b></p> <p>LM presented the report to Council who were asked to approve the proposed changes to the Constitution which set out to remove the wording in section 25 which relates to the governor steering group, the rationale being that:</p> <ul style="list-style-type: none"> <li>- Governor representatives who made up the group no longer exist</li> <li>- The agenda setting role of the group has been built into the lead governor role description as previously approved by Council</li> <li>- There are new mechanisms to promote effective understanding of Trust business and assurance regarding the work of the non-executive directors</li> </ul> <p>LM highlighted that governors had indicated that they would like a dedicated agenda planning sub group. Council was asked to consider what form this group should take.</p> <p>Council did not agree to the proposal to remove the references to the governor steering group from the Constitution and individual governors expressed a view that it is a much valued and helpful mechanism for agenda planning and therefore it should remain. Governors expressed a view that it was not necessary to remove the governor steering group from the Constitution on the basis that governor representatives no longer existed and proposed that the membership and terms of reference of the group should be updated instead.</p> <p>Council <b>agreed</b> that:</p> <ul style="list-style-type: none"> <li>- The wording related to the governor steering group in section 25 of the Constitution should not be removed, and</li> <li>- The governor steering group membership and terms of reference would be updated for consideration by Council ahead of its next meeting</li> </ul> <p>Council was asked to discuss the approach to promoting effective understanding of Trust business and assurance regarding the work of the non-executive directors and provide some feedback on the informal small group meetings held between governors and non-executive directors during May and July.</p> <p>GN confirmed that the development of a standard mechanism for governors to uphold their statutory duty of holding the non-executive directors to account is a work in progress. There are currently three ways which governors can do this:</p> <ul style="list-style-type: none"> <li>- Observe Board meetings</li> <li>- Ask questions to the non-executive directors</li> <li>- Attend informal non-executive director and governor meetings</li> </ul> <p>To date, there had been two rounds of informal meetings and not all governors had been able to engage with them. Governors who had attended the informal sessions confirmed that they provided a valuable insight into the work of the non-executive directors. The Chair encouraged governors to attend and observe public Board meetings and expressed the view that this is an effective way for governors to witness the assurance sought.</p> <p>Council discussed the Trust's approach to face to face versus virtual and hybrid meetings. A public governor stated that he had submitted a question to the Board regarding hybrid meetings and that he thought that the response was disappointing in that it stated that the Trust does not currently have the technical capability to run virtual meetings and that it is being considered but did not give a timescale.</p> <p>A number of governors expressed the view that all future Board meetings and smaller meetings such as the informal non-executive director and governor meetings should be hybrid to allow governors to join virtually. AFS highlighted the importance of formal council of governor meetings being held in</p>
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	<p>person where possible as this will be an important mechanism in building trust between the Board and Council.</p> <p>Council noted that the senior independent director and the lead governor were working on a performance framework as a tool for holding the non-executive directors to account for the performance of the Board. Individual governors stated that it would be useful for this document to set out how governors can separate non-executive performance from Board performance given that the Board is unitary.</p> <p>The Chair responded to a suggestion made by a governor that the non-executive directors were not 'truly independent'. She stated that she had witnessed them applying an appropriate level of scrutiny and challenge at meetings to ensure that assurance is obtained. The non-executive directors supported this statement and added that they often have different view from executive Board members and that they are encouraged to share them; this results in productive debate and good outcomes. This was supported by an executive Board member who stated that the challenge provided by the non-executive directors is valued.</p>
41-22	<p><b>Re-appointment of Paul Dillon-Robinson</b> KS reported that it is the recommendation of the appointments committee that PDR's appointment as a non-executive director for QVH is extended for a further term of three years until 30 September 2025 and that the appointments committee were satisfied that PDR meets the criteria for reappointment as set within paragraph 34.4 of the Constitution.</p> <p>Council <b>approved</b> the extension of PDR's appointment as a non-executive director at QVH for a further term of three years until 30 September 2025.</p>
42-22	<p><b>Chair and NED appraisal process for 2021/22</b> KS reported that the appointments committee had received verbal assurance on the Chair and non-executive director appraisal process for 2021/22. The content of the appraisals is private and the only third party who will see a summary of the discussion is NHSE.</p> <p>The committee were assured that all appraisals had taken place in line with national guidance and that feedback on individual's performance was sought from Board colleagues and governors.</p> <p>KS passed on thanks to individual governors for their input into the appraisals.</p> <p>Council <b>noted</b> that Chair and non-executive director appraisals for 2021/22 had taken place in line with national guidance.</p>
43-22	<p><b>Chair and NED remuneration for 2022/23</b> KS reported that it is the recommendation of the appointments committee that the Chair's remuneration remains at £50k per annum and the non-executive directors remuneration remains at £15k per annum and that the appointments committee were satisfied that the current remuneration packages were in line with national guidance and appropriate for the size of the organisation and the challenges it faces.</p> <p>Council <b>approved</b> the Chair and non-executive director remuneration packages.</p>
<b>Representing the interests of the members and the community</b>	
44-22	<p><b>Assessment of the auditor's 2021/22 work and fees</b> KG presented the annual assessment of the external auditor's work and fees.</p> <p>Council <b>noted</b> the contents of the report and <b>agreed</b> to retain KPMG as the Trust's external auditor for 2022/23.</p>
45-22	<p><b>FT membership strategy review</b> LM presented the annual membership strategy review to Council, noting that the report set out the Trust's membership statistics and approach, an overview of which was presented to the members at the AGM/AMM earlier that day per statutory requirements.</p>

	<p>Governors had indicated that they would value some guidance related to their statutory duty to engage with members and members of the public and expressed the following views:</p> <ul style="list-style-type: none"> <li>- That the Trust could improve member and public communication and engagement</li> <li>- That governors should be involved in developing outgoing questionnaires and be more proactive in engaging with the Trust’s membership</li> </ul> <p>A governor highlighted that the governors addendum to the current code of governance outlined ways in which governors can engage with members and members of the public and there was a suggestion that a working group be convened to consider the matter.</p> <p>Council noted that NHS Providers had been invited to the governor seminar on 27 July 2022 to deliver a session on governor engagement with members and members of the public.</p> <p>Council <b>noted</b> the contents of the report.</p>
<b>Meeting closure</b>	
<b>46-22</b>	<p><b>Any other business</b> There was none.</p>
<b>Questions</b>	
<b>47-22</b>	<p><b>Questions or comments from members of the foundation trust of members of the public</b></p> <p>LM reported that following the last public CoG meeting, the Trust received and responded to a letter from Finola O’Niell. Finola O’Niell expressed support for much valued QVH specialist services for breast reconstruction and facial palsy patients, and set out her concerns about the potential merger.</p> <p>The letter from Finola O’Niell suggested that QVH’s financial problems had been ‘strongly reversed’ through covid. The Trust response explained that the national financial regime put in place to support providers through the pandemic meant that no provider made a deficit. QVH however still has an underlying deficit; our costs without ‘top up’ support are higher than our income. The Trust continues to have an underlying deficit which cannot be easily addressed in our current form.</p> <p>The letter also made comments on the Trust’s additional licence conditions and Finola O’Niell was directed to the regional office of NHS Improvement with regards to that matter.</p> <p>The letter and the Trust response have been shared with governors.</p> <p>A governor asked whether NHS Improvement had responded to the allegations of imposing unlawful license conditions upon the Trust. LM agreed that she would find out and feed back to governors outside of the meeting. <b>Action LM.</b></p> <p>A governor asked why it is relevant to the Trust’s financial position that it received ‘top up’ funds due to the national finance regime, given that it was received by all providers. In response, the Chair confirmed that the question will be addressed at a future seminar with a focus on the Trust’s historical financial position.</p> <p>The Chair closed the 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>4.30-5pm 18 July 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
	Balj Dheansa (BD)	Staff governor
	Janet Haite (JDH)	Public governor
	Oliver Harley (OH)	Public governor
	Miriam Farley (MF)	Public governor
	Bob Lanzer (BL)	Stakeholder governor WSCC
	Raman Malhotra (RM)	Staff governor
	Caroline Migo (CM)	Public governor
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	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>	Leonora May (LM)	Deputy company secretary (minutes)
	Gary Needle (GN)	Senior Independent Director
	Karen Norman (KN)	Non-executive director
	Kevin Gould (KG)	Non-executive director
	Steve Jenkin (SJ)	Chief Executive
	Shane Morrison-McCabe (SMM)	Director of Operations
	Tania Cubison (TC)	Medical Director
<b>Apologies:</b>	Anita Hazari (AH)	Staff governor
	Elizabeth Bowden (EB)	Public governor
	Julie Holden (JWH)	Stakeholder governor, EGTC
<b>Did not attend:</b>	None	
<b>Members of the public:</b>	Two members of the public	
<b>Ref.</b>	<b>Item</b>	
<b>PART B</b>		
<b>Standing items</b>		
<b>48-22</b>	<b>Welcome, apologies and declarations of interest and eligibility</b> The Chair opened the meeting and welcomed Council, attendees and members of the public.  There were no additional declarations of interest made other than those already recorded on the register of interests.  Apologies were received from AH and EB.  The meeting was confirmed as quorate.	
<b>Council business</b>		
<b>49-22</b>	<b>Update on transaction programme (possible merger with UHSx)</b> SJ shared an update on the transaction programme for a possible merger with UHSussex, highlights of which were as follows: <ul style="list-style-type: none"> <li>- Programme governance- the first meeting of the transaction Programme Board took place on 21 June and the joint strategic oversight group will be stood down with assurance being provided via business as usual routes</li> <li>- Mobilising work streams- the people work stream has been split into human resources and organisational development to allow focus on cultural integration</li> </ul>	

	<ul style="list-style-type: none"> <li>- Risk reporting- an initial risk register has been created and reviewed by the Programme Board</li> <li>- NHSE approach- the revised transaction guidance is expected to be published in July and the proposed timescale for NHSE's review are in line with the indicative timeline for the transaction</li> <li>- Governor engagement- the transaction programme and communication and engagement plan were shared with QVH governors at a seminar on 27 June 2022</li> <li>- Heads of terms- Heads of terms have been drafted and reviewed by the transaction Programme Board. These will be considered at the next QVH and UHSussex Board meetings</li> <li>- Timeline- the current timeline has a potential merger date of 01 April 2023. It was noted that this timeline is ambitious</li> </ul> <p>In response to a question, SJ confirmed that it was not expected that QVH staff or patients would need to travel to Brighton or any other hospital site as a result of a merger with UHSussex. The UHSussex clinical operating model shows each of their sites operating as a hospital with its own hospital management team. This has been shared with QVH staff.</p> <p>The future of the adult inpatient burns service at QVH is dependent on specialised commissioners. A staff governor stated that any change to the burns service post-merger would amount to a change in service and would require a consultation.</p> <p>A number of governors raised concerns regarding the process to date related to the possible merger. They expressed that they felt as though there is 'mixed messages' and Trust is moving forward with a merger with UHSussex although the output from the refresh of the options appraisal has not been shared or approved by the Board.</p> <p>In response, SJ confirmed that the output of the options refresh process had not yet been agreed and that no decisions have been made regarding the preferred option, although work had started on the work streams and full business case as there is a huge amount of work to be completed. This is in line with the strategic case which was agreed by the Board in August 2021.</p> <p>One governor expressed the view that work on cultural alignment with UHSussex may not be a good use of resource given that there had been no decision to merge with UHSussex. In response, SJ confirmed that work on cultural alignment had commenced in response to concerns raised by QVH staff regarding the cultural differences between the organisations. This is a complex piece of work which will take time to complete, hence it is being started now.</p> <p>A governor asked if there is any way that fragile services such as paediatrics can be made non-fragile without a change in where the services are provided. TC said that clinical directors were working through challenges related to fragile services. She confirmed that QVH has a service level agreement in place for paediatricians but that the service provider's sites are prioritised. This is an ongoing risk which would be mitigated by being part of a larger organisation.</p> <p>Council requested that the relevant work stream assesses the impact a potential merger will have on the patient experience. <b>Action SJ.</b></p> <p>In response to a question from a staff governor, SJ confirmed that the case for change agreed in October 2020 still stands.</p> <p>A governor raised the importance of Council having clarity regarding the process it will undertake and criteria it will apply in measuring and scrutinising the process completed by Board in moving forwards with a possible merger. There was a suggestion that a sub group of the council of governors could consider this. The Chair would consider how best to take this forward.</p> <p>Council <b>noted</b> the update on the transaction programme for a possible merger with UHSussex.</p>
50-22	<p><b>Update on council of governors seminars</b></p> <p>CB provided a verbal update on council of governor seminars. He reported that a seminar had taken place on 27 June 2022 and the two main items for discussion were the transaction programme for the possible merger and the draft communication and engagement plan.</p> <p>The options appraisal refresh process was presented to governors as part of the transaction programme update and this would be presented at a future public Board meeting.</p>



	<p>Governors were invited to input and provide feedback into the draft communication and engagement plan, per a recommendation from the independent review.</p> <p>The next seminar will be held on 27 July 2022 and there will be a session on equality diversity and inclusion, the role of governors in system working and transactions and the role of governors in member and public engagement.</p> <p>Council <b>noted</b> the verbal update.</p>
<b>Meeting closure</b>	
<p><b>51-22</b></p>	<p><b>Any other business</b> There was none.</p>
<b>Questions</b>	
<p><b>52-22</b></p>	<p><b>Questions from members of the public</b> Council received nine questions in advance of the meeting. LM read out the questions and responses which were as follows.</p> <p><b>Does the board still conclude that QVH is financially unsustainable in view of moving to surplus now and having addition funding streams coming from the two new modular theatres and the community diagnostics centre (CDC)?</b></p> <p>It remains the view of the board that QVH is financially unsustainable as a standalone trust.</p> <p>The national approach to funding NHS providers during the pandemic meant QVH was fully funded for costs. This, in effect, concealed the underlying deficit.</p> <p>We are currently in a transitional year with ‘top up’ support from the system. There is an expectation that all providers should break even in 2022/23 and QVH is forecasting achieving this with the ‘top up’ support. There remains considerable uncertainty around issues such as inflationary pressures and the criteria for allocation of elective recovery fund (ERF) money. Break-even also requires delivery of very challenging productivity and efficiency targets.</p> <p>The year 2023/24 is expected to be still more financially challenging.</p> <p><b>What is the anticipated income from the CDC and modular theatres?</b></p> <p>Funding has been agreed for the community diagnostic centre for the first half of the year only at this stage and is £650,000. There are of course also costs associated with this work; the difference between funds received and costs, ie the contribution to overheads, has not yet been defined.</p> <p>The two new theatres which opened on 11 July are replacements for older theatres which have closed. The new theatres will allow us to increase activity by about 140 procedures per month which would have an estimated value of £1.5m for the year. This additional activity will support delivery of elective recovery fund (ERF) funding which is related to achieving an activity level threshold.</p> <p>The community diagnostic centre and the new theatres are important developments for improving patient care at QVH.</p> <p><b>In view of the fact that any acquisition/merger has been cited not to be planned to change arrangements of services and sites re QVH services, how does the board suggest any merger can improve clinical support which are currently provided remotely by other trusts. ie if these other clinical specialties are not moving on site to provide onsite speciality support, their support will remain remote as it is via service line agreements, and therefore what is the additional clinical benefit a merger will provide to these service supports?</b></p>

This detail is being worked on through the clinical work stream of the transaction programme, and will be published as part of the business case for consideration by the boards of both QVH and UHSussex in due course.

**What are the specific administrative roles QVH board feel a merger will advantage, in what way specifically are they lacking currently and have these roles had recruitment drives to fill them for QVH positions and if so when was the last recruitment drive for them.**

QVH corporate back office functions are currently provided by very small teams or single individuals. Staff work very hard to mitigate some of the risks that arise from that, for example by regularly working outside their specialism and beyond their usual hours to cover the work of colleagues who are absent for training, annual leave or illness and when vacancies arise. This is an issue of scale rather than recruitment.

**Way back in October 2020, when I first came across the idea of a potential merger with UHSussex, one of the criteria for a possible merger was the “fragility” of some of the services at QVH and I understand that it has also been mentioned at the Strategic Review. I would be very pleased to know which departments this refers to and their current status ie are they still fragile and in what way?**

As a small specialist hospital, QVH has high quality, safe services but does not have the full range of clinical services that would be found in a large teaching or general hospital. Staff work very hard to mitigate some of the risks that arise from that, for example through protocols for the level of patient co-morbidities we can accept in patients requiring surgery. In small clinical and non-clinical services, where a team may consist of very few people, staff work above and beyond their usual hours when colleagues are absent and when vacancies arise. These factors combine to make services fragile; there is no list of fragile services.

**I am also a little concerned that very little has been communicated to Trust members via your now online Newsletter - in fact nothing at all as far as I can see since the leaflet that you put out in October 2020 and which I only came across by accident. At the time when I brought this up I was informed it was because QVH did not have my email address - I used to receive the newsletter by post and I was never informed that this was going to stop. Whilst I can completely understand that email is a cheaper and more efficient way of communication in today’s world; notification of this would have been courteous, especially on such an important decision for patients and the general public (your patients past, present and future). Perhaps you could confirm whether or not Trust members were emailed this document and why no more communication has been received on the subject of a potential merger?**

We hold an email address for almost half of our members. With a public membership of more than 7,500 the cost of printing and postage are significant, so we value to ability to communicate with members by email wherever possible. The public newsletter QVH News is still printed and posted to those members for whom we do not have an email address. The last issue was mailed out in June 2021.

We will use email addresses where we have them, and post where we do not, to engage with members in the autumn about the potential merger.

**As the Trust is now in a healthy state financially, I assume that this “reason” has now been negated.**

This question was addressed earlier. It remains the view of the board that QVH is financially unsustainable as a standalone trust.

**I also now see that questionnaires concerning the potential merger are to be “widely promoted” please could you clarify what this actually means ie which groups will receive these? I assume at least ALL Trust members, as I see that Member Communications will be a priority, so thank you.**

The questionnaire will indeed be sent to all Trust members. It will also be available on the website.

**It also seems woeful that you are only now saying that your Website will have its own dedicated page which will host up to date information regarding the merger: I see that the word potential has been omitted, is this just an oversight?**

Our website is kept up to date with information about the potential merger. This is currently through the News section. We will be creating a separate page. We use the words 'potential merger' because we are preparing a full and detailed business case. The boards of QVH and UHSussex will consider this, and we currently expect decision making in late Spring 2023.

The Chair closed the meeting.