

Document:	Minutes FINAL & APPROVED	
Meeting:	Council of Governors session in public 15.00-17.00 Monday 9 January 2023 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
	Janet Haite (JDH)	Public governor
	Julie Holden (JWH)	Stakeholder governor, EGTC
	Bob Lanzer (BL)	Stakeholder governor WSCC
	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
	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
	Paul Dillon- Robinson (PDR)	Non-executive director
	Steve Jenkin (SJ)	Chief executive officer
	James Drury (JD)	Interim chief finance officer
	Nicky Reeves (NR)	Chief nurse
	Tania Cubison (TC)	Medical director
	Shane Morrison-McCabe (SMM)	Director of operations
	Lawrence Anderson (LA)	Interim director of workforce and OD
Apologies:	Miriam Farley (MF)	Public governor
	Baljit Dheansa (BD)	Staff governor
Did not attend:	Raman Malhotra (RM)	Staff governor
	Oliver Harley (OH)	Public governor (excluded)
Members of the public:	One member of public	
Ref.	Item	
Standing items		
78-23	<p>Welcome, apologies and declarations of interest and eligibility</p> <p>The Chair opened the meeting and welcomed Council, attendees and one member of public. The Chair reminded all present that the meeting was being recorded and that the meeting was a meeting in public and not a public meeting, therefore members of public were invited to observe the meeting but not participate in discussions.</p> <p>Apologies were received from MF and BD, and the meeting was quorate.</p> <p>There were no declarations of interest other than those already recorded on the register of interests.</p>	
79-23	<p>Draft minutes of the Part A and Part B public meeting held on 28 November 2022</p> <p>Governors raised that OH had been noted as having sent apologies to the meeting, and requested that the minutes be amended to make clear that he had been excluded from attending the meeting.</p>	

	<p>Subject to the above amendment being made, Council agreed that the minutes of the part A and part B public meeting held on 28 November 2022 were a true and accurate record of that two part meeting and approved them on that basis.</p>
<p>80-23</p>	<p>Matters arising and actions pending from previous meetings Minute ref 54-2 (minutes) TB confirmed that he would identify the conflicting opinion in the 18 July public CoG minutes so that the matter could be closed and final minutes published on the Trust's website. This action will remain as pending.</p> <p>Minute ref 70-22 (Federation of Specialist Hospitals) JS confirmed that she will meet with the Federation at the beginning of February hear more about what benefits they could deliver for QVH in order that costs of membership can be considered. A further update will be provided to Council at its next meeting and this action will remain as pending.</p>
<p>Holding non-executive directors to account for the performance of the Board of Directors</p>	
<p>81-23</p>	<p>Finance and performance committee PDR provided a verbal update on finance and performance committee meetings held since the last Board meeting. The committee had met on 28 November 2022 and its next meeting was scheduled for 11 January 2023.</p> <p>The highlights of the meeting held on 28 November were reported as follows:</p> <ul style="list-style-type: none"> - Workforce- vacancy levels for the Trust are below 8%. The committee have had close oversight of sickness absence and continue to seek assurance that appraisals are being completed on time, and that they are effective - Operations- the Trust continues to report increased referrals in areas since the start of the pandemic. The committee remain focussed on seeking assurance that the Trust will have no 78 week waits by the end of March 2023 and concern was raised regarding the Trust meeting its 52 week wait target due to increased referrals and ongoing operational pressures - Finance- this year the Trust is predicting a break even position at year end, although there is ongoing concern regarding the Trust's financial position in the next financial year with movement towards aligned payment and incentive contracts <p>Council considered and discussed the finance and performance committee update as follows:</p> <ul style="list-style-type: none"> - JD confirmed that the aligned payment and incentive contracts will relate to elective activity only. NHS Sussex will have an elective target that will be broken down into trust activity targets. If the Trust does not hit its target, it may be subject to income claw back - Discussion was had regarding clinical coding, and PDR confirmed that the finance and performance committee had received assurance at its October meeting that all actions to improve the position had been completed and that the Trust's clinical coding function is working well and the Trust is now able to deliver robust data to NHS England - PDR confirmed that increased referrals post pandemic were thought to be due to patients' treatment being delayed during the pandemic, increased activity in the minor injuries unit and another sleep service closing down. Council noted that QVH is supporting the system with elective activity where other providers are significantly challenged - Discussion was had regarding the 130% elective activity target versus 2019/20 and JD confirmed that there is additional funding through the elective recovery programme, although there is a significant increase to make in order for QVH to meet the target - Council noted that QVH benchmarks lower than the national and regional average for staff sickness, although staff sickness levels have increased <p>Council noted the finance and performance committee update.</p>
<p>82-23</p>	<p>Quality and governance committee KN provided a verbal update on the quality and governance committee meeting held on 20 December 2022, reporting that:</p> <ul style="list-style-type: none"> - Clinical quality- one serious incident had been reported and this related to an incident in June 2021. The committee supported a recommendation that a quality improvement project on medication incidents will be completed

	<ul style="list-style-type: none"> - Clinical harm- the committee remain focussed on seeking assurance related to clinical harm. There have been no patients identified with severe or moderate harm due to waiting during the period, although the committee remain concerned about the length of waiting lists - National reports- the committee received three national investigation reports and will continue to support the implementation of learning for the Trust <p>In response to a request from a governor the non-executive directors agreed to seek assurance related to productivity at QVH and the programmes in place to make improvements.</p> <p>Council noted the quality and governance committee update.</p>
83-23	<p>Audit committee</p> <p>PDR introduced the item and reported that the audit committee had met on 7 December 2022. He reported that the procurement team had undertaken a soft market testing exercise to understand if there is any interest in providing QVH's external audit services, and that the market remains challenging.</p> <p>Council noted the audit committee update.</p>
84-23	<p>Any other questions for non-executive directors</p> <p>There were no further questions for the non-executive directors. The Chair reminded governors that the next public Board meeting is being held on 12 January 2023 and that they are invited to observe the meeting.</p>
Council business	
85-23	<p>Securing the long term future of QVH</p> <p>The Chair provided a verbal update on work to secure the long term future of QVH, reporting that the Board had received an update on the clinical stock take work completed to date at its seminar on 1 December 2022, and that there remains a lot of work to be done in developing a strategy and vision for QVH.</p> <p>Governors requested a date for completion of ongoing work streams and the Chair shared an indicative timeline, stating that she thought the clinical stock take work would be completed within the next three months, and the strategy and vision could be developed within the next six to nine months. She emphasised that these timelines are indicative and subject to change, and that engagement alongside work streams will be paramount.</p> <p>Council noted the update.</p>
86-23	<p>Annual planning for 2023/24</p> <p>JD presented an update on business planning for 2023/24, the highlights of which were as follows:</p> <ul style="list-style-type: none"> - Efficiencies- expectation of 3% which includes tariff efficiency (1.1%), convergence (0.6%) and Covid funding reduction (c. 80% reduction of 2022/23 funding). The efficiency ask excludes the impact of recovering any 2022/23 system deficits. An efficiency plan is being developed - Elective activity- targets will be an additional 10% on national performance year to date. There is a significant risk to the Trust through potential lower level of income crystallising underlying deficit - Inflation- there is a risk of inflation impact on the cost base above funded levels driving worsening of the financial position - Budget- the 2023/24 budget is being reviewed and restated based on current expenditure - NHS pay rise- there is an assumption that NHS staff will receive a 2% pay rise next year, and anything above 2% will likely be covered by NHS England <p>Council discussed the contents of the presentation as follows:</p> <ul style="list-style-type: none"> - In response to a question from a governor, JD outlined the Trust's top costs outside of wages, being utilities, clinical negligence claims and liabilities, medical equipment and maintenance contracts. He confirmed that the Trust is seeking to go out to tender for its utilities contract - JD confirmed that other systems within the region were also over their allocation for the current year and that this year, NHS England have capped 0.71% for 39 out of 42 systems. The systems that have not been capped are ones which have been under funded

	Council noted the contents of the presentation.
87-23	<p>Non-executive director (NED) appointments [This item was taken after item 90-23, and GN had left the meeting]</p> <p>KS presented the report to Council, reporting that the appointments committee had considered the recommendations set out within the report at its meeting on 7 December 2022, and had agreed to recommend them to Council for approval, with the length of Gary Needle's extension to be determined.</p> <p>Discussion was had regarding the extension of Gary Needle's appointment as a NED and the Trust Chair emphasised that:</p> <ul style="list-style-type: none"> - QVH has a small number of NEDs in comparison to other trusts - that there are significant demands on QVH NEDs - that Gary Needle has invaluable experience in strategic change - that the current market for recruitment of NHS NEDs is challenging <p>A number of governors did not support the extension of Gary Needle's appointment. AFS stated that he was in favour of the extension, recognising the requirement for continuity.</p> <p>In response to questions from governors, the Trust Chair confirmed that the recruitment process for the two NEDs will be an open recruitment process, and not limited to NEDs with previous NHS experience.</p> <p>The recommendation that GN's appointment as a NED be extended to support continuity in the context of executive and NED Board changes was not approved and it was agreed that this proposal would be revisited once preferred candidates for the two NED roles have been identified.</p> <p>Council approved the recommendation that the Trust will seek to recruit two NEDs, in succession of GN whose six year term ends on 30 June 2023, and Kevin Gould whose six year term ends on 31 August 2023.</p>
88-23	<p>Appointments committee terms of reference KS presented the appointments committee terms of reference, which were approved by Council.</p>
89-23	<p>Governor steering committee terms of reference CB presented the governor steering committee terms of reference, which were approved by Council.</p>
90-23	<p>Update from governor working group on public engagement AFS provided a verbal update on the governor working group on public engagement, reporting that he and another governor had attended an NHS Sussex engagement event at Age Concern, and that the members of public they had spoken to held QVH in high regard and had a good knowledge of the specialist services provided by QVH.</p> <p>Discussion was had regarding the newsletter which the governors working group had drafted for the Trust's membership, and in response to questions received from governors, CP confirmed that:</p> <ul style="list-style-type: none"> - the Trust has circa 7,500 public members, and - approximately half of these members have provided QVH with their email address and confirmed that they are happy for the Trust to communicate with them via email - QVH News was sent to all members during December 2022. All members who had not provided an email address would have received the mailing via post, provided that their details were correct and up to date on the Trust's membership database <p>Council noted the update.</p> <p>[item 87-23 was taken after this item, and GN left the meeting]</p>
Meeting closure	
91-23	<p>Any other business The Trust Chair highlighted that it was SJ's last Council meeting before leaving QVH on 13 January 2023. She extended thanks to SJ on behalf of the Board for his enormous contribution to QVH, its patients and staff during his six years as chief executive officer for the Trust. She commended him for his work in leading QVH through the Covid-19 pandemic and standing up the cancer hub.</p>

	<p>The lead governor extended thanks to SJ on behalf of all governors, and SJ wished all well for the future, and thanked the governors, the League of Friends and East Grinstead Town Council for their support during his tenure.</p>
<p>Questions</p>	
<p>92-23</p>	<p>Questions or comments from members of the foundation trust or members of the public</p> <p>There were none.</p> <p>The Chair closed the meeting.</p>