

Document:	Minutes (final & approved)	
<b>Meeting:</b>	<b>Council of Governors session in public 16.00-18.00 Monday 17 April 2023 Education Centre, QVH (hybrid)</b>	
<b>Present:</b>	Jackie Smith (JS)	Trust Chair
	Chris Barham (CB)	Public governor (lead governor)
	Andrew Brown (AB)	Public governor
	Linda Skinner	Stakeholder governor LoF
	Tim Butler (TB)	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
	Raman Malhotra (RM)	Staff governor (from 5-23)
<b>In attendance:</b>	Leonora May (LM)	Deputy company secretary (minutes)
	Clare Pirie (CP)	Director of communication and corporate affairs
	Gary Needle (GN)	Senior independent director
	Karen Norman (KN)	Non-executive director
	Paul Dillon- Robinson (PDR)	Non-executive director
	Tony Chambers (TCH)	Interim Chief executive officer
	Stuart Rees (SR)	Interim chief finance officer
	Nicky Reeves (NR)	Chief nurse
	Tania Cubison (TC)	Medical director
	Shane Morrison-McCabe (SMM)	Director of operations
<b>Apologies:</b>	Miriam Farley (MF)	Public governor
	Baljit Dheansa (BD)	Staff governor
	Elizabeth Bowden (EB)	Public governor
	Janet Haite (JH)	Public governor
<b>Did not attend:</b>	Raman Malhotra (RM)	Staff governor
	Oliver Harley (OH)	Public governor (excluded)
<b>Members of the public:</b>	One member of staff, and one member of public	
<b>Ref.</b>	<b>Item</b>	
<b>Standing items</b>		
<b>1-23</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b></p> <p>The Chair opened the meeting and welcomed Council, attendees, one member of staff and one member of public. The Chair reminded all present 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, BD, EB and JH and the meeting was declared as being quorate.</p> <p>AH declared that she has a new role as a specialist advisor for breast surgery with the Care Quality Commission (CQC). This interest has been included on the 2023/24 register of interests for governors. There were no other declarations of interest other than those already recorded on the register.</p> <p>JS highlighted that terms of appointments for 14 public and three staff governors would end on 30 June 2023 and she thanked all governors whose last formal meeting it was for their contribution to the Trust during the last two years. She stated that it had been an interesting period not without its challenges but that QVH has a positive future ahead. She thanked AFS and JH individually, recognising that they</p>	

	<p>had both served a total of two terms as a public governor for QVH, participating in various sub-committees and working groups during their tenure.</p> <p>JS also extended thanks to GN whose second and final term as a non-executive director for QVH ends on 30 June 2023. She stated that GN had been an exceptional Board member for the last six years, and that his strategic contributions will be missed by the Board.</p>
<p><b>2-23</b></p>	<p><b>Draft minutes of the public meeting held on 9 January 2023</b></p> <p>TB made reference to minute 80-23 and thought that the action had been misinterpreted as him having seen an error within the 18 July public CoG minutes. He clarified that in his view it was not an error, but an ongoing failure to identify individual governor contributions in minutes and only referring to governors collectively.</p> <p>KN highlighted the following error in minute 82-23- medical errors should read ‘medication incidents’.</p> <p>Subject to the above amendment being made, Council agreed that the minutes of the public meeting held on 9 January 2023 are a true and accurate record of that meeting and <b>approved</b> them on that basis.</p>
<p><b>3-23</b></p>	<p><b>Matters arising and actions pending from previous meetings</b></p> <p>70-22 (Federation of Specialist Hospitals):</p> <p>JS provided Council with an update on progress with the action. She confirmed that she had met with the Federation of Specialist Hospitals to understand the value of QVH reinstating its membership, and that AJ will consider reinstating the Trust’s membership as the strategy is developed. This action will remain as pending.</p> <p>CB and AH both shared the opinion that QVH should reinstate its membership as soon as possible given that it is a specialist hospital and shared the view that membership would offer opportunities for QVH to network and understand how other specialist hospitals are approaching the ‘new NHS’ and system working.</p> <p>Council <b>noted</b> the update.</p>
<p><b>Council business</b></p>	
<p><b>4-23</b></p>	<p><b>Securing the long term future of QVH</b></p> <p>JS provided the following verbal update.</p> <p><u>Strategy</u></p> <p>AJ has been appointed as the director of strategy and partnerships and is leading on the development of strategy for the Trust. Engagement with staff and stakeholders is a key part of strategy development and the Chair has held two informal meetings with governors to talk about the future of QVH which she described as helpful, informative and rewarding. These meetings have given governors an opportunity to express their views about the future of QVH and governors who had attended agreed that they are helpful and should continue. A staff governor requested that they be held on different days of the week in future to ensure that all governors have an opportunity to attend.</p> <p>AJ explained that the initial phase is developing the process for the development and implementation of the strategy, with consideration of other enabling strategies. The process has been developed and approved by the Board. It will be important to have regard to the multiple populations that QVH serves in developing the strategy, locally and regionally. She agreed that the engagement piece remains critical.</p> <p><u>Board recruitment</u></p> <p>The recruitment campaign for a substantive chief executive officer has launched, with Odgers Berndtson supporting the Trust with the search. Interviews are being held at the beginning of June. The Trust is also seeking to appoint a substantive chief people officer and chief finance officer, and Anderson Quigley are supporting the Trust with these searches.</p> <p>Interviews for the two non-executive director positions are being held at the beginning of May.</p> <p><u>Additional licence conditions</u></p>

	<p>The lead governor had asked how and when the additional licence conditions might be reviewed and removed and what the process is for this. JS confirmed that the additional licence conditions are in place to ensure effective Board leadership, a suitably experienced and effective Chair and that a plan is in place for securing the long term future of QVH. She confirmed that she will write to NHS England and ask them to review the additional licence conditions given progress made since 2021 but warned that they will likely remain until QVH has developed a clear strategy.</p> <p>Discussion was had regarding the additional licence conditions and AH, CM and CB shared the view that they should be lifted as soon as possible and before the development of a strategy which could take 6-12 months. Non-executive directors agreed that the working relationship between the Board and Council of Governors was much improved, however they shared the view that it will be difficult to get the licence conditions revoked at this time.</p> <p>In response to questions from governors, JS confirmed that QVH is not the only foundation trust with additional licence conditions imposed, they do not restrict the Trust and that it will take time to have them revoked.</p> <p><u>Well-led review</u> The Board commissioned Deloitte LLP to undertake a well led review of the Trust's governance and leadership ahead of its next care quality commission (CQC) inspection. The review was conducted based on a number of key lines of enquiry including governance and internal controls.</p> <p>JS confirmed that the Board is yet to review the final report, but confirmed that there is nothing in it that the Board will be surprised about, and highlights include the need for QVH to have strategy and vision and the need to ensure stability at Board level. Deloitte agreed that the relationship between the Board and Council of Governors has improved. The Board will receive the recommendations at its meeting in May.</p> <p>Council <b>noted</b> the updates.</p>
<p>5-23</p>	<p><b>Update from interim chief executive officer</b> TCH provided the following verbal update.</p> <p><u>2022/23</u> QVH ended 2022/23 with a reduction in the overall size of the waiting list and better cancer performance. The number of cancer patients and complexity of cases continues to increase. The Trust delivered a balanced financial plan for the year with and strong year end position.</p> <p><u>2023/24</u> There is confidence in the Trust's operating and financial plans for 2023/24 which are focussed on productivity, clinical engagement and supporting others to deliver plans. It is currently thought that the Trust will over deliver on the plans. There are ongoing challenges with theatre capacity and opportunities to increase productivity and consider what they are being used for.</p> <p>AJ has started work on the strategy and quality improvement for the Trust and TCH stated that he feels optimistic about the future for the organisation.</p> <p>[RM joined the meeting]</p> <p>In response to a question from a governor, TCH elaborated on what is meant by 'supporting others to deliver plans'. It is important that QVH ensures it has the capacity to do what is required to help others before taking on that work, and then ensuring that commissioners will pay QVH for the work. The Trust's income could significantly increase. RM shared the view that QVH has been affected by treatment centres offering cataracts services and that the Trust should position itself to take some of that work back from the private sector.</p> <p>Council <b>noted</b> the updates.</p>
<p>6-23</p>	<p><b>Code of Governance for NHS provider trusts and addendum to Your Statutory Duties</b> CP presented the report to Council, highlighting that the new code requires governors to represent the interests of the public at large and suggests that governors should look at the nature of the Trust's</p>

	<p>collaboration with system partners as an indicator of organisational performance. The new code also brings a focus on equality, diversity and inclusion among Board members and training for those undertaking director level recruitment.</p> <p>CM suggested, and governors agreed that it may be appropriate to consider the Trust having a 'rest of England' governor member of the Council of Governors to ensure that the Council can effectively represent the interests of the public at large. She confirmed that she had checked and all other specialist hospitals had a 'rest of England and Wales' constituency. CP agreed to take this away as an action and look at what constituencies other specialist trusts have. <b>Action CP.</b></p> <p>The lead governor asked about the mechanism for governors to engage with NHS Sussex. NHS Sussex had previously invited governors to a series of virtual meetings with the ICB Chair and CP thought that the ICB would continue to engage with governors through that mechanism.</p> <p>Council <b>noted</b> the contents of the report.</p>
<p style="text-align: center;"><b>7-23</b></p>	<p><b>Update from governor working group on public engagement</b></p> <p>AFS presented the update from the governor working group on public and membership engagement, highlighting that the membership of the group will need to be updated following governor elections.</p> <p>JS extended thanks to AFS and all other working group members for participating in this group, attending parish council and patient group meetings and providing valuable feedback for the Trust.</p> <p>Council <b>noted</b> the contents of the report.</p>
<p><b>Holding non-executive directors to account for the performance of the Board of Directors</b></p>	
<p style="text-align: center;"><b>8-23</b></p>	<p><b>Finance and performance committee</b></p> <p>PDR presented the reports from the meetings held on 28 November 2022 and 23 January 2023, highlighting that:</p> <ul style="list-style-type: none"> <li>- The committee had completed its annual effectiveness review, and some of the feedback had indicated that the committee was receiving too much data and detail. Work is underway to improve the quality of reports and discussions</li> <li>- Operational- there were two 78 week wait cases which did not meet the target for year end and these were both patient choice. 52 week waits were below the revised trajectory. Productivity will be a drive this year with levels of 109% of 2019/20 month eight activity planned. A clinical coding audit had been undertaken with positive results which were commended by the committee</li> <li>- Financial- the Trust is forecasting a break even position with a caveat that this is due to previous funding arrangements and that the Trust cannot become complacent</li> <li>- Workforce- the committee have been focussed on sickness absence which has increased during the winter, appraisals and mandatory training</li> </ul> <p>Discussion was had regarding the outcome of the clinical coding audit, and AH and RM thought that work is still required to improve coding for minor procedures within outpatients. They reported difficulty in producing a record of what activity has been carried in regard to interventional and diagnostic procedures.</p> <p>A governor asked what the impact of future strike action will be on QVH's financial position and waiting lists. In response, PDR confirmed that this is not yet known and that it is a national issue. There is a national document that sets out the financial impact of strike action on the NHS, and the figures are thought to be significant. He explained that the Board will focus on mitigating factors that are within its control.</p> <p>Council <b>noted</b> the finance and performance committee update.</p>
<p style="text-align: center;"><b>9-23</b></p>	<p><b>Digital committee</b></p> <p>KG presented the report from the meeting held on 13 February 2023, highlighting that:</p> <ul style="list-style-type: none"> <li>- This is a newly established committee established to provide assurance to the Board of Directors regarding the delivery and management of all digital projects and programmes</li> </ul>

	<ul style="list-style-type: none"> <li>- IT infrastructure has been a focus for the committee with a back log of requirements to bring components up to date to provide a robust infrastructure and platforms to build applications needed going forwards</li> <li>- A risk associated with capital spend for IT infrastructure before the end of the financial year has been mitigated and the majority of the hardware was delivered in time. Unallocated capital for 2022/23 has been used to fund phase 2a of the programme</li> <li>- The electronic patient record (EPR) project is in outline business case stage and the full business case will be approved by the Board at its meeting in July 2023. This technology will be used to enable better patient care and will be integrated into the Trust strategy. The procurement for this project will be completed before September 2023 to meet national deadlines</li> <li>- The digital strategy is being developed with the support of an external company (PPL) and will be aligned to the broader Trust strategy</li> </ul> <p>Discussion was had regarding electronic patient records and AFS suggested that user experience should be considered throughout the development of the system to ensure that clinicians do not need to sign in to various different systems. KG confirmed that the lack of a single sign on has been identified as an issue for the Trust and the committee are focussed on the system being built around users and process.</p> <p>AH reiterated that the lack of single sign on at QVH is an issue for clinicians, and in response AJ confirmed that this has been picked up during the stakeholder engagement exercise for the development of the digital strategy and that opportunities and challenges are being considered.</p> <p>Council <b>noted</b> the digital committee update.</p>
<p><b>10-23</b></p>	<p><b>Quality and governance committee</b></p> <p>KN presented the report from the meeting held on 19 December 2022, highlighting that:</p> <ul style="list-style-type: none"> <li>- The committee completed its annual effectiveness review during November 2022 and is streamlining systems and processes as a result. The committee is now meeting monthly</li> <li>- Improving antimicrobial prescribing is one of the committee's top quality priorities for this year</li> <li>- The committee will continue to monitor harm reviews and ensure that they are completed</li> </ul> <p>Council discussed and considered the contents of the report as follows:</p> <ul style="list-style-type: none"> <li>- Discussion was had regarding antimicrobial prescribing. In response to a question from a governor regarding what the root cause of the issue is thought to be, KN explained that this is a complex issue and each time a case is raised there are different causes and different people involved. Lots of the ongoing work is concerned with raising awareness and influencing behavioural changes. Audits are being carried out regularly with feedback given directly to the teams</li> <li>- In response to a question from a governor, KN confirmed that staffing levels in the pharmacy team is a factor contributing to issues with antimicrobial prescribing. TC confirmed that the Trust has found it difficult to recruit into the vacant antimicrobial pharmacist position, and that there is a business case for a theatre pharmacist which will help to address the issue</li> <li>- KN confirmed that to date, the Trust has no plans to proceed with international recruitment or cost of living allowances for staff. She confirmed that as well as considering safe staffing levels, the committee looks at vacancy rates, recruitment and hours worked versus hours required as part of the nursing workforce review</li> <li>- In response to a question from a governor, KN confirmed that strike action is having an impact on the Trust's services and patient care. She confirmed that there are contingencies in place including regular planning meetings</li> </ul> <p>Council <b>noted</b> the quality and governance committee update.</p>
<p><b>11-23</b></p>	<p><b>Audit committee</b></p> <p>KG presented the report for the meeting held on 12 January 2023, highlighting that:</p> <ul style="list-style-type: none"> <li>- The committee had last met in March 2023, and that the Trust is out to procurement for an external auditor</li> <li>- The committee have approved Q1 of the annual internal audit plan, but there is further work to do to align the rest of the plan with strategic developments. The committee will receive an updated plan for Q2, 3 and 4 at its meeting in July 2023</li> </ul>

	<p>CB queried what the one high priority action was within the IT clinical systems internal audit report. KG agreed to confirm this outside of the meeting. <b>Action KG</b></p> <p>Council <b>noted</b> the audit committee update.</p>
<p style="text-align: center;"><b>12-23</b></p>	<p><b>Any other questions for non-executive directors</b></p> <p>There were no further questions for the non-executive directors.</p>
<p><b>Meeting closure</b></p>	
<p style="text-align: center;"><b>13-23</b></p>	<p><b>Any other business</b></p> <p>There was no further business and the Chair closed the meeting.</p>
<p><b>Questions</b></p>	
<p style="text-align: center;"><b>14-23</b></p>	<p><b>Questions or comments from members of the foundation trust of members of the public</b></p> <p>One question was received from a public governor. CP read out the question and response which was as follows.</p> <p><u>Question</u> Would it be possible to let the Council of Governors know what the proposed land sale is, its current status and to what purpose the funds raised would be applied?</p> <p><u>Response</u> The land at the north west of our site adjoining Oakfield Way has been sold, subject to planning, to Brookworth Homes Limited who have submitted an application for planning permission for 30 residential properties.</p> <p>This land has been allocated for development in the Council's Local Plan and East Grinstead Neighbourhood Plan.</p> <p>The planning application was submitted in May 2021 and since then a number of amendments have been made in response to feedback. The date for final planning decision making is not yet known.</p> <p>The sale of this unused land could fund improvements to the hospital site; there are no specific plans for the investment at this stage as this has been a lengthy process and the end date is not yet known.</p> <p>In response to a further question from a governor, CP confirmed that the value of the land is not yet known because it will be sold subject to planning permission, but that it is likely to be immaterial.</p>