

Bundle Annual governors meeting/ annual members meeting 12 September 2023

Agenda attachments

00 A – front cover

00B– AGM agenda

- 1.23 18:00 – Welcome, apologies, declarations of interest and introductory comments
Jackie Smith, Trust Chair
Verbal
- 2.23 18:10 – Draft minutes of the meeting held on 18 July 2023
Jackie Smith, Trust Chair
For receipt
2–23 Minutes– AGM– 2022– DRAFT MINUTES
- 3.23 18:15 – QVH review of 2022/23 and plans for the year ahead
Abigail Jago, director of strategy and partnerships and acting chief executive officer
Presentation
- 4.23 18:30 – summary of 2022/23 audit findings
Fleur Nieboer, KPMG
(Via MS Teams)
Presentation
- 5.23 18:45 – The history of plastic surgery
Robert Pearl, consultant plastic surgeon
Presentation
- 6.23 19:15 – Questions from members and members of public
Jackie Smith, Trust Chair
Verbal

Annual Governors' Meeting Annual Members' Meeting

Tuesday 12 September 2023

18.00-19.30

Education centre QVH/ Microsoft Teams (hybrid)



Annual Governor Meeting/Annual Member Meeting
Tuesday 12 September 2023 6-7.30pm
Education centre, QVH (location 40) / Microsoft Teams (hybrid meeting)

AGM/AMM			
Welcome and introductions			
Ref	Item	Mode	Timing
01-23	Welcome, apologies, declarations of interest and introductory comments <i>Jackie Smith, Trust Chair</i>	<i>Verbal</i>	<i>18.00</i>
Standing items			
Ref	Item	Mode	Timing
02-23	Draft minutes of the meeting held on 18 July 2022 <i>Jackie Smith, Trust Chair</i>	<i>Enclosed</i>	<i>18.10</i>
Annual report and accounts 2022/23			
03-23	QVH review of 2022/23 and plans for the year ahead <i>Abigail Jago, director of strategy and partnerships and acting chief executive officer</i>	<i>Presentation</i>	<i>18.15</i>
04-23	Summary of 2022/23 audit findings <i>Fleur Nieboer, KPMG (via MS Teams)</i>	<i>Presentation</i>	<i>18.30</i>
Clinical presentation			
05-23	The history of plastic surgery <i>Robert Pearl, consultant plastic surgeon</i>	<i>Presentation</i>	<i>18.45</i>
Questions from the public			
06-23	<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 (before 5pm on Thursday 7 September). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the AGM".</i>	<i>Verbal</i>	<i>19.15</i>

Document: Minutes (Draft & Unconfirmed)																																																									
Meeting:	AGM/AMM Monday 18 July 2022 11am-12 noon via Microsoft Teams																																																								
Present:	<table> <tr><td>Jackie Smith (JS)</td><td>Trust Chair</td></tr> <tr><td>Kevin Gould (KG)</td><td>Non-executive director</td></tr> <tr><td>Gary Needle (GN)</td><td>Senior independent director</td></tr> <tr><td>Karen Norman (KN)</td><td>Non-executive director</td></tr> <tr><td>Steve Jenkin (SJ)</td><td>Chief executive</td></tr> <tr><td>Nicky Reeves (NR)</td><td>Chief nurse</td></tr> <tr><td>Tania Cubison (TC)</td><td>Medical director</td></tr> <tr><td>Shane Morrison McCabe (SMM)</td><td>Director of operations</td></tr> <tr><td>Lawrence Anderson (LA)</td><td>Interim Director of Workforce & organisational development</td></tr> <tr><td>Leonora May (LM)</td><td>Deputy company secretary (minutes)</td></tr> <tr><td>Karen Theobald (KT)</td><td>QVH staff member</td></tr> <tr><td>Allison Hunter (AH)</td><td>QVH staff member</td></tr> <tr><td>Mejero Uwejeah (MU)</td><td>QVH staff member</td></tr> <tr><td>Michelle Baillie (MB)</td><td>QVH staff member</td></tr> <tr><td>Stephen Glass (SG)</td><td>QVH staff member</td></tr> <tr><td>Chris Barham (CB)</td><td>Public governor</td></tr> <tr><td>Andy Brown (AB)</td><td>Public governor</td></tr> <tr><td>Miriam Farley (MF)</td><td>Public governor</td></tr> <tr><td>Antony Fulford-Smith (AF-S)</td><td>Public governor</td></tr> <tr><td>Janet Haite (JDH)</td><td>Public governor</td></tr> <tr><td>Oliver Harley (OH)</td><td>Public governor</td></tr> <tr><td>Bob Lanzer (BL)</td><td>Stakeholder governor</td></tr> <tr><td>Caroline Migo (CM)</td><td>Public governor</td></tr> <tr><td>Roger Smith (RS)</td><td>Public governor</td></tr> <tr><td>Ken Sim (KS)</td><td>Public governor</td></tr> <tr><td>Alison Stewart (AS)</td><td>Public governor</td></tr> <tr><td>Peter Ward-Booth (PWB)</td><td>Public governor</td></tr> <tr><td>Thavamalar Yoganathan (TY)</td><td>Public governor</td></tr> </table>	Jackie Smith (JS)	Trust Chair	Kevin Gould (KG)	Non-executive director	Gary Needle (GN)	Senior independent director	Karen Norman (KN)	Non-executive director	Steve Jenkin (SJ)	Chief executive	Nicky Reeves (NR)	Chief nurse	Tania Cubison (TC)	Medical director	Shane Morrison McCabe (SMM)	Director of operations	Lawrence Anderson (LA)	Interim Director of Workforce & organisational development	Leonora May (LM)	Deputy company secretary (minutes)	Karen Theobald (KT)	QVH staff member	Allison Hunter (AH)	QVH staff member	Mejero Uwejeah (MU)	QVH staff member	Michelle Baillie (MB)	QVH staff member	Stephen Glass (SG)	QVH staff member	Chris Barham (CB)	Public governor	Andy Brown (AB)	Public governor	Miriam Farley (MF)	Public governor	Antony Fulford-Smith (AF-S)	Public governor	Janet Haite (JDH)	Public governor	Oliver Harley (OH)	Public governor	Bob Lanzer (BL)	Stakeholder governor	Caroline Migo (CM)	Public governor	Roger Smith (RS)	Public governor	Ken Sim (KS)	Public governor	Alison Stewart (AS)	Public governor	Peter Ward-Booth (PWB)	Public governor	Thavamalar Yoganathan (TY)	Public governor
Jackie Smith (JS)	Trust Chair																																																								
Kevin Gould (KG)	Non-executive director																																																								
Gary Needle (GN)	Senior independent director																																																								
Karen Norman (KN)	Non-executive director																																																								
Steve Jenkin (SJ)	Chief executive																																																								
Nicky Reeves (NR)	Chief nurse																																																								
Tania Cubison (TC)	Medical director																																																								
Shane Morrison McCabe (SMM)	Director of operations																																																								
Lawrence Anderson (LA)	Interim Director of Workforce & organisational development																																																								
Leonora May (LM)	Deputy company secretary (minutes)																																																								
Karen Theobald (KT)	QVH staff member																																																								
Allison Hunter (AH)	QVH staff member																																																								
Mejero Uwejeah (MU)	QVH staff member																																																								
Michelle Baillie (MB)	QVH staff member																																																								
Stephen Glass (SG)	QVH staff member																																																								
Chris Barham (CB)	Public governor																																																								
Andy Brown (AB)	Public governor																																																								
Miriam Farley (MF)	Public governor																																																								
Antony Fulford-Smith (AF-S)	Public governor																																																								
Janet Haite (JDH)	Public governor																																																								
Oliver Harley (OH)	Public governor																																																								
Bob Lanzer (BL)	Stakeholder governor																																																								
Caroline Migo (CM)	Public governor																																																								
Roger Smith (RS)	Public governor																																																								
Ken Sim (KS)	Public governor																																																								
Alison Stewart (AS)	Public governor																																																								
Peter Ward-Booth (PWB)	Public governor																																																								
Thavamalar Yoganathan (TY)	Public governor																																																								
Apologies:	<table> <tr><td>St John Brown (StJB)</td><td>Stakeholder governor</td></tr> <tr><td>Anita Hazari (AH)</td><td>Staff governor</td></tr> <tr><td>Elizabeth Bowden (EB)</td><td>Public governor</td></tr> <tr><td>Tim Butler (TB)</td><td>Public governor</td></tr> <tr><td>Baljit Dheansa (BD)</td><td>Staff governor</td></tr> <tr><td>Julie Holden (JH)</td><td>Stakeholder governor</td></tr> <tr><td>Raman Malthotra (RM)</td><td>Staff governor</td></tr> <tr><td>Caroline Migo (CM)</td><td>Public governor</td></tr> <tr><td>Paul Dillon- Robinson (PDR)</td><td>Non-executive director</td></tr> <tr><td>Michelle Miles (MM)</td><td>Director of finance and performance</td></tr> <tr><td>Clare Pirie (CP)</td><td>Director of communications and corporate affairs</td></tr> </table>	St John Brown (StJB)	Stakeholder governor	Anita Hazari (AH)	Staff governor	Elizabeth Bowden (EB)	Public governor	Tim Butler (TB)	Public governor	Baljit Dheansa (BD)	Staff governor	Julie Holden (JH)	Stakeholder governor	Raman Malthotra (RM)	Staff governor	Caroline Migo (CM)	Public governor	Paul Dillon- Robinson (PDR)	Non-executive director	Michelle Miles (MM)	Director of finance and performance	Clare Pirie (CP)	Director of communications and corporate affairs																																		
St John Brown (StJB)	Stakeholder governor																																																								
Anita Hazari (AH)	Staff governor																																																								
Elizabeth Bowden (EB)	Public governor																																																								
Tim Butler (TB)	Public governor																																																								
Baljit Dheansa (BD)	Staff governor																																																								
Julie Holden (JH)	Stakeholder governor																																																								
Raman Malthotra (RM)	Staff governor																																																								
Caroline Migo (CM)	Public governor																																																								
Paul Dillon- Robinson (PDR)	Non-executive director																																																								
Michelle Miles (MM)	Director of finance and performance																																																								
Clare Pirie (CP)	Director of communications and corporate affairs																																																								
Attendees:	<table> <tr><td>Dean Gibbs (DG)</td><td>Director, KPMG</td></tr> <tr><td>Craig Waterman (CW)</td><td>Manager, KPMG</td></tr> </table>	Dean Gibbs (DG)	Director, KPMG	Craig Waterman (CW)	Manager, KPMG																																																				
Dean Gibbs (DG)	Director, KPMG																																																								
Craig Waterman (CW)	Manager, KPMG																																																								
Members of the public	21 members of the public in attendance																																																								
Welcome																																																									
01-22	Welcome, apologies and declarations of interest The Chair welcomed all those present to the meeting and apologies were noted as above. The meeting was being held virtually this year as a safety precaution following advice from the Chief nurse due to current Covid transmission levels.																																																								

	<p>Members and members of public had been invited to ask questions in advance of the meeting and these would be answered at the end of the meeting. The Chair advised those present that further questions should be addressed to the Trust after the meeting.</p> <p>The Chair notified those in attendance that the meeting is being recorded.</p> <p>It was the Chair's second week in the role of Trust Chair for QVH and she stated that everything she had seen during week one of her new role had reconfirmed what she already understood about the excellent care that the hospital provides and that she is looking forward to meeting more staff and patients in the weeks ahead.</p>
Standing items	
02-22	<p>Draft minutes of the meeting held on 19 July 2021</p> <p>The draft minutes from the meeting held on 19 July 2022 were received and approved as a true and accurate record of that meeting.</p> <p>There were no matters arising.</p>
Annual report and accounts 2021/22	
03-22	<p>QVH achievements in 2021/22 and plans for the year ahead</p> <p>The Chief executive presented a summary of the annual report and accounts 2021/22 (available in full on the Trust's website), plans for the year ahead and an update on the Trust's membership strategy.</p> <p>Key highlights from the presentation included:</p> <ul style="list-style-type: none"> • Cancer hub- QVH continued to offer support of theatres and expert staff to patients from other trusts when Covid prevented or delayed surgery during 2021/22 • New theatres- two new theatres replaced older theatres and will enable c.140 additional procedures each month • Community diagnostic centre (CDC)- the CDC continues to be popular with local people who are referred by their GP. It is currently focussed on a small number of patient pathways but the Trust is developing a business case to scale this up • Green plan- the Trust is working with clinical and non-clinical teams to make a difference and build carbon targets into work. Staff across the Trust are driving this forwards • Outstanding patient care- the Trust continues to provide outstanding patient care and this is reflected in patient feedback and surveys • Licence conditions- in October 2021 the Trust received a notice of imposition of additional licence conditions from NHS Improvement. These related to the need for the council of governors to work effectively with the Board and ensuring that the Trust has sufficient and effective Board leadership, capacity and capability • Independent review- Anita Donley (interim Chair) commissioned an independent review on the Trust's handling of challenges encountered in progressing with a potential merger. The report was welcomed by the Board and published in February 2022 • Trust Chair- Jackie Smith was appointed as Trust Chair on 11 July 2022 • Membership- the Trust has c.7500 members. The Trust values its membership as a way of keeping our local communities informed and help make decisions about how we develop services. The Trust will communicate and engage with members regarding a possible merger • Integrated care- integrated care systems came into being on 01 July 2022 and are designed to join up the work of the NHS and social care organisations. The Trust sits within NHS Sussex

	<ul style="list-style-type: none"> • Possible merger- the Board continue to explore options to secure a sustainable future for the Trust and address challenges such as fragile services and financial pressures • Finances 2021/22- QVH delivered a c.1.9m surplus in 2021/22 and the Trust continued to be funded on a 'block payment' arrangement. During the year £55m was spent on pay costs and £28m was spent on non-pay costs • Finances 2022/23- the Trust has submitted a second iteration of the 2022/23 financial plan with a break even position <p>SJ extended thanks to all QVH staff and volunteers for all of their hard work during the year and stated that 'it is our brilliant people who go above and beyond for patients on a regular basis that make QVH special'.</p> <p>The annual report and accounts 2021/22, update on the Trust's membership strategy and the update on the Trust's forward plan were received.</p>
04-22	<p>Summary of 2021/22 audit findings</p> <p>DG presented the summary of KPMG's 2021/22 audit findings against the requirements. He reported that KPMG have issued an unqualified opinion and unqualified consistency certificate for 2021/22 which means that the accounts give a true and fair view of the Trust's performance during the year and of its year-end financial position. There were no inconsistencies between the financial statements and the information included in the consolidation schedules. KPMG had not identified any material errors in accounting.</p> <p>DG explained that KPMG were also required to assess whether there are significant weaknesses in the Trust's arrangements for achieving value for money. DG reported that one significant weakness existed with regards to the Trust's governance arrangements and the following recommendation was raised to address this weakness- <i>'The Board should monitor the implementation of the action plans agreed following the independent review and assess the effectiveness of the implemented actions in order to ensure that the Board and the Council of Governors are able to maintain an effective working relationship and that the Council of Governors discharges its responsibilities effectively'</i>.</p> <p>DG noted that this year there was no requirement for assurance to be provided regarding the information within the annual quality report. He confirmed that KPMG found that the governance statement had been prepared in line with the annual reporting manual requirements.</p> <p>The summary of 2021/22 audit findings and auditor's annual report were received.</p>
Questions from members of the public	
05-22	<p>Questions were received in advance of the meeting. LM read out the questions and the Trust's response to the questions which were as follows.</p> <p>Can East Grinstead residents have bone density scans done at QVH, rather than in Crawley?</p> <p>QVH does not have a DEXA scanner which is used to assess bone density. DEXA scanners are available in Crawley and Lewes. A CT scanner uses higher energy x-rays so is not used for bone density scans which need lower energy x-rays.</p> <p>At last year's AGM I asked if the business plan was in place that would demonstrate financial sustainability for QVH in a partnership with UHSussex. The minutes record that, "The strategic case to be considered by both boards later this summer will cover this, and the detail will be worked through fully in the full business case should we decide to go ahead with that." On 6th August we were informed by e-mail that, "Both</p>

	<p>boards agreed to work together to develop a full business case for potential merger." Can the Board now provide the business plan demonstrating such financial sustainability for QVH?</p> <p>In August 2021 when the Board considered the strategic case this included discussion of the issue of financial sustainability, as shown in the minutes of that meeting. The work to be done in the next few months on the full business case will include setting out the costs of integration and the planned financial benefits. The business case will include the financial plan for a merged trust, and this will inform decision making when the boards of both QVH and UHSussex decide whether to proceed with merger.</p> <p>After receiving the email sent by QVH on 6th August regarding partnership with UHSussex, I asked if any re-assurance could be provided that current members and governors will retain an effective voice in supporting the interests of QVH. In response I was told that "UHSussex staff governors are linked to specific hospitals and that the trust currently has a number of public governors linked to specific geographies". Looking at the UHSussex Council of Governors today, it would appear that in addition to the current 21 governors there may at best be one public-elected governor representing QVH and one governor elected from QVH staff. Given that last year's UHSussex annual report and AGM do not include a single reference to QVH or mention of a potential merger with QVH, can any re-assurance yet be given regarding the effectiveness of representation for QVH within the UHSussex Council of Governors?</p> <p>We have not yet discussed with UHSussex the detail of numbers of governor or constituencies. This will be considered with UHSussex in the next few months and included in the full business case.</p> <p>QVH is forecasting to break even financially. Do you still need to look at merger?</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. 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 break even with '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 challenging productivity and efficiency targets. The year 2023/24 is expected to be still more financially challenging.</p> <p>The money is one of three issues described in the case for change. QVH is the smallest acute trust in the country, which brings other significant challenges including compliance with national specifications and agreements for services we are unable to provide ourselves. In a number of areas there is just one person who is responsible for a role, or a very small team, which means work pressure and difficulties taking annual leave, as well as a lack of career progression. In developing the business case for possible merger we will be looking at whether that would make our clinical and back office services more resilient.</p>
<p>06-22</p>	<p>There was no further business.</p> <p>The Chair closed the meeting, thanking those who had attended for their continued support for the Trust.</p>