

| Document: | Minutes FINAL & APPROVED | |
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| Meeting: | Council of Governors session in public 14.00-16.00 17 July 2023 Education Centre, QVH | |
| Present: | Paul Dillon-Robinson (PDR) | Non-executive director (meeting Chair) |
| | Chris Barham (CB) | Public governor (lead governor) |
| | Janet Hall (JH) | Public governor |
| | Denise Holland (DH) | Public governor |
| | Julia Searle (JS) | Public governor |
| | Ken Sim (KS) | Public governor |
| | Roger Smith (RS) | Public governor |
| | Jonathan Squire (JSQ) | Public governor |
| | Margo Taskiran (MT) | Public governor |
| | Louise Thompson (LT) | Public governor |
| | Linda Skinner (LS) | Stakeholder governor LoF |
| | Jo Davis (JD) | Staff governor |
| | Niamh Gavin (NG) | Staff governor |
| | Chris Parrish (CP) | Staff governor |
| In attendance: | Leonora May (LM) | Deputy company secretary (minutes) |
| | Peter O'Donnell (POD) | Senior independent director |
| | Shaun O'Leary (SOL) | Non-executive director |
| | Russell Hobby (RH) | Non-executive director |
| | Karen Norman (KN) | Non-executive director |
| | Kevin Gould (KG) | Non-executive director |
| | Abigail Jago (AJ) | Director of strategy and partnerships and acting CEO |
| | Maria Wheeler (MW) | Chief finance officer |
| | Nicky Reeves (NR) | Chief nurse |
| | Tania Cubison (TC) | Medical director |
| | Shane Morrison-McCabe (SMM) | Director of operations |
| | Rob Stevens (RS) | Interim chief people officer |
| Apologies: | Jackie Smith (JS) | Trust Chair |
| | Bob Lanzer (BL) | Stakeholder governor WSCC |
| Did not attend: | Oliver Harley (OH) | Public governor (excluded) |
| | Julie Holden (JWH) | Stakeholder governor for EGTC |
| Members of the public: | Two members of staff | |
| Ref. | Item | |
| Standing items | | |
| 25-23 | <p>Welcome, apologies and declarations of interest and eligibility</p> <p>The Chair opened the meeting and welcomed all present, including governors and non-executive directors who joined the Trust on 1 July 2023 and MW and RS to their first Council meeting. He acknowledged that this would be KG's last Council meeting as a non-executive director for the Trust as his second and final term comes to an end at the end of August 2023.</p> <p>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 JS and BL and the meeting was declared as being quorate.</p> <p>There were no declarations of interest other than those already recorded on the register of interests.</p> | |
| 26-23 | <p>Draft minutes of the public meeting held on 17 April 2023</p> <p>Council agreed that the minutes of the public meeting held on 17 April 2023 were a true and accurate record of that meeting and approved them on that basis.</p> | |

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| | <p>LT challenged the diversity amongst the non-executive directors, particularly in relation to recent appointments. In response, PDR confirmed that candidates that were shortlisted and considered for the roles were diverse, and that the three candidates recommended for appointment were recommended because of the skills and experience that they bring to the role. LT reiterated the view that there is a lack of diversity amongst the non-executive directors and that the process should be improved to ensure diversity in future.</p> |
| 27-23 | <p>Matters arising and actions pending from previous meetings <u>70-22 (Federation of Specialist Hospitals (FSH))</u> AJ reported that the Trust has reinstated its membership with the FSH, and that it will be helpful to support the development of the Trust strategy. The action will be marked as completed.</p> |
| Council business | |
| 28-23 | <p>Update from Trust Chair PDR provided the verbal update in the absence of the Trust Chair. He reported that:</p> <ul style="list-style-type: none"> - Board recruitment is progressing; three new non-executive directors, a chief executive, chief finance officer and interim chief people officer have been appointed. Interviews for a substantive chief people officer are being held at the end of July - At its meeting on 6 July 2023, the Board approved the establishment of the strategic development committee as a sub-committee of the Board. This committee will provide strategic oversight and direction regarding the planning and development of the Trust wide organisational strategy. The digital committee will report into the strategic development committee - The Board are working to address the recommendations within the recent well-led review. An action plan is being developed and progress will be reported to the Board through the strategic development committee - Governor working groups aligned to the Board sub-committees will be established from late autumn as a mechanism for governors to hold the non-executive directors to account and seek assurance. There are no plans to establish an audit committee working group - Board sub-committee membership arrangements are being reviewed <p>Council noted the updates.</p> |
| 29-23 | <p>Update from acting chief executive officer AJ provided the following verbal update:</p> <ul style="list-style-type: none"> - She gave an update on strike action which is becoming regular, thanking staff who are involved in planning and ensuring mitigations are in place and that services are safely maintained - In response to a question, AJ confirmed that there is an operational and financial impact of strike action which is being assessed after each strike. She described the impact as not insignificant - The executive team remain focussed on delivering the 2023/24 operational plan - The Trust has recently held a celebration for the 75th birthday of the NHS, and its annual staff awards, both events were well received by staff <p>Council noted the updates.</p> |
| 30-23 | <p>Trust Chair and non-executive director appraisal process KS presented the report to Council who noted the contents.</p> |
| 31-23 | <p>Composition of the Board LM presented the report to Council which had been requested to provide assurance that the changes to the makeup of the Board are in line with the Trust's constitution. She confirmed that the constitution states that the number of non-executive director should always be greater than the number of executives, and that the increase in the number of non-executive directors is in line with that requirement.</p> <p>Council ratified the change to the number of non-executive directors, and noted that this is in line with the Constitution.</p> |
| Representing the interests of the members and members of public | |

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| 32-23 | <p>Assessment of the auditor's work and fees 2022/23 KG presented the report to Council, reporting that there were some challenges with completing the audit which is not unusual, and that the annual report and accounts 2022/23 were filed by the deadline.</p> <p>Council noted the update.</p> |
| 33-23 | <p>FT membership strategy review LM presented the report to Council who noted the contents.</p> |
| Holding the non-executive directors to account for the performance of the Board of Directors | |
| 34-23 | <p>Finance and performance committee PDR presented the reports from the meetings held on 24 April and 26 June 2023, highlighting that:</p> <ul style="list-style-type: none"> - Capital expenditure for 2023/24 is a challenge, and work to prioritise accordingly is ongoing - The committee is focussed on seeking assurance regarding improvements in theatre utilisation and activity, staff appraisals and statutory and mandatory training <p>Council considered and discussed the contents of the report as follows:</p> <ul style="list-style-type: none"> - A governor asked what impact strike action will have on finances. In response, MW confirmed that the impact of recent strike action had been c. £400k for each strike, and that this is not unique to QVH. This remains one of the Trust's biggest financial risks and it is being monitored - A governor sought clarity regarding the Trust's financial position and asked about the likelihood that the Trust will break even at the end of the financial year. In response, PDR confirmed that the risk to the Trust's financial position is moderate, and that there is a reasonable degree of confidence that the Trust will break even for 2023/24, although the executive team continues to seek opportunities to improve efficiencies and ensure good value. PDR thought that it will become increasingly difficult for Trusts and systems to break even in the future. POD added that capital prioritisation is a challenge with spend required on infrastructure, for example, and limited capital resources available - A governor asked what procedures are in place to ensure that staffing levels are safe during strike action. TC gave an example, explaining that during the junior doctors' strike, all elective activity was cancelled, with consultants covering for junior doctors where possible making clear that one person could not undertake two roles at the same time. A safe level of care was maintained for emergencies. Some members of staff were asked to come in on their days off. The consultant strike was more challenging because more junior members of clinical staff are not able to act up - A governor asked how patients whose care is being delayed due to strike action are being communicated with. SMM confirmed that the Trust are proactively contacting patients whose appointments will be rescheduled and this approach is set out on the Trust's social media platforms. CP, in his capacity as patient experience manager, confirmed that generally these messages are being received - Governors requested that abbreviations such as 'WDES' and 'WRES' are not used in reports unless they are defined <p>Council noted the finance and performance committee update.</p> |
| 35-23 | <p>Digital committee KG presented the reports from the meetings held on 13 March, 17 April and 19 June 2023, highlighting that the electronic patient record (EPR) system is not progressing as quickly as planned due to factors outside of the Trust's control, such as funding and supply and demand challenges. He confirmed that although there will be some interoperability, there will not be one single EPR system across the country.</p> <p>Council agreed that it will be important for the Board to ensure that best value for money is achieved for the EPR system, given the high costs involved. Council noted that quotations had been sought and are being worked through to identify an affordable solution.</p> <p>JS suggested that the Trust explores what interoperable system the police force are using and ascertain whether it is a viable option for the Trust. KG explained that the main purpose of the system will be to minimise the use of paper records at the Trust, not interoperability between organisations.</p> |

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| | <p>Council noted that the digital committee continues to closely monitor progress of digital projects, including risks, opportunities and ensuring alignment with the digital strategy and wider Trust strategy development.</p> <p>Council noted the digital committee update.</p> |
| <p>36-23</p> | <p>Quality and governance committee KN presented the reports from the meetings held on 27 February, 30 March, 17 April 15 May and 26 June 2023. She highlighted that the committee held its annual reports meeting in May. The committee had generally taken good assurance from the information within the annual reports. Waiting lists remain an area of focus for the committee, ensuring that long waiters are not coming to harm. Harm reviews are undertaken for these patients who are then prioritised accordingly.</p> <p>Council noted the quality and governance committee update.</p> |
| <p>37-23</p> | <p>Audit committee KG presented the reports from the meetings held on 15 March and 15 June 2023, reporting that the committee had approved the annual report and accounts 2022/23 and that it has now been submitted to the regulator and to parliament. The committee will sign off its annual internal audit plan during July; this has been delayed to ensure alignment with the Trust strategy development and ongoing governance and risk priorities.</p> <p>Council noted the audit committee update.</p> |
| <p>38-23</p> | <p>Any other questions for non-executive directors Governors were offered the opportunity to ask any other questions to non-executive directors as part of their role in holding the non-executive directors to account for the performance of the Board.</p> <p>One governor asked KG if he has any concerns to pass on to the remaining non-executive directors upon completion of his second and final term at the end of August 2023. KG explained that he has no concerns, but highlighted the importance of the Board determining the Trust's strategy and effective engagement regarding the strategy to ensure support as a priority and the Trust securing its own sustainable future, whilst maintaining focussed on the financial and operating plans and patient safety.</p> <p>A governor referenced the recent patient stories received at the last two public Board meetings where patients had told the Board about a negative patient experience at QVH. He asked what the Board are doing to ensure that these issues are not repeated or experienced by other patients. Another governor highlighted the importance of embedding learning for years to come and ensure sustained improvements. Governors sought assurance regarding processes and patient support groups in place to support patients and ensure that learning is embedded and action taken. Governors suggested EPR as a mechanism to add a note to an individual's file if they had complained or had a negative experience to ensure it does not happen again. The non-executive directors responded as follows:</p> <ul style="list-style-type: none"> - KN confirmed that following the recent patient stories the Board have initiated a review of the complaints process and also requested a detailed review of action undertaken since the stories have been received. These will be reported to the quality and governance committee. She explained that Trust wide governance meetings and consultant networks act as good opportunities to embed learning - PDR explained that the Trust's inpatient survey results have continued to be very good in recent years, and that the issues described by patients in recent Board meetings are unusual. The non-executive directors agreed that patient and staff stories at Board meetings offer helpful insight and opportunities for learning, but that it is important to ensure that the Board receives positive stories too, to ensure that feedback is proportionate - The non-executive directors confirmed that the Trust has a number of patient support groups, and the medical director regularly meets with families of patients who have been linked to a death or serious incident to ensure feedback is sought and learning is taken forward for the future |
| <p>Meeting closure</p> | |
| <p>39-23</p> | <p>Any other business PDR stated that this was KGs last Council meeting as a non-executive director at QVH and thanked him for all that he had contributed to the Trust during his six years in post.</p> |

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| | <p>There was no further business and the Chair closed the meeting.</p> |
| <p>40-23</p> | <p>Trust Chair and non-executive director remuneration for 2023/24 KS presented the report to Council which set out the recommendation of the appointments committee that the Trust Chair's remuneration is increased by 5% to £52,500 from 1 July 2023, recognising the considerable time commitment to the role, the size of the Trust and the challenges it faces.</p> <p>The appointments committee recommended that non-executive director remuneration remains at £15k until further national guidance is received.</p> <p>Council:</p> <ul style="list-style-type: none"> - Approved the recommendation that non-executive director remuneration will remain at £15k per annum until further guidance is received - Approved the recommendation that the Trust Chair's remuneration is increased by 5% to £52,000 from 1 July 2023 |
| <p>Questions</p> | |
| <p>41-23</p> | <p>Questions or comments from members of the foundation trust of members of the public There were none.</p> |