

Bundle Council of Governors (public) 29 January 2024

Agenda attachments

00 A – front cover public

00 B – membership

00 C – register January 2024

00 D – Agenda Public January 2024 FINAL

72.24 Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy
Jackie Smith, Trust Chair

73.24 Draft minutes of the public meeting held on 30 October 2023
Jackie Smith, Trust Chair
Approval

73–24 Minutes– PUBLIC CoG– 30 October 2023 DRAFT V1

74.24 Matters arising and actions pending from previous meetings
Jackie Smith, Trust Chair
Review

75–24 PUBLIC Matters arising January 2024

75.24 Update from Trust Chair
Jackie Smith, Trust Chair
Information

76.24 Update from chief executive officer
James Lowell, Chief Executive Officer
Information

77–24 CEO report

77.24 Strategy update
James Lowell, Chief Executive Officer
Abigail Jago, Chief Strategy Officer
Information

78.24 Update from lead governor
Chris Barham, lead governor
Information

79.24 Appointments committee terms of reference
Leonora May, interim Company Secretary
Approval

80–24 (FC) AC ToRs

80–24 AC ToRs DRAFT V1 November 2023

80.24 Governor steering committee terms of reference
Leonora May, interim Company Secretary
Approval

81–24 (FC) GSC ToRs

81–24 GSC ToRs DRAFT DECEMBER 2023

81.24 Update from governor working group on public engagement
Louise Thompson, Public Governor and working group Chair
Information

82.24 Quality and safety committee
Karen Norman, committee Chair
Information

83–24 Quality and safety assurance report

83.24 Audit and risk committee
Paul Dillon–Robinson, committee Chair
Information

84–24 Audit and risk assurance

84.24 Finance and performance committee
Peter O'Donnell, committee Chair
Information

85–24 Finance and performance assurance

85.24 Any other questions for non-executive directors
All members of Council of Governors
Discussion

86.24 Any other business

By application to the Chair

Discussion

87.24 To receive any questions or comments from members of the foundation trust or members of the public

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 (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.

Discussion

Council of Governors Meeting in public

Monday 29 January 2024

16.00-18.00

Education Centre, QVH



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership January 2024

Members	
Jackie Smith	Trust Chair
Chris Barham	Public governor
Jo Davis	Staff governor
Niamh Gavin	Staff governor
Janet Hall	Public governor
Oliver Harley	Public governor
Julie Holden	Stakeholder governor for EG Town Council
Denise Holland	Public governor
Bob Lanzer	Stakeholder governor for WS County Council
Chris Parrish	Staff governor
Julia Searle	Public governor
Ken Sim	Public governor
Linda Skinner	Stakeholder governor for League of Friends
Roger Smith	Public governor
Jonathan Squire	Public governor
Margo Taskiran	Public governor
Louise Thompson	Public governor
Invited attendees	
Paul Dillon-Robinson	Non-executive director
Karen Norman	Non-executive director
Peter O'Donnell	Non-executive director
Shaun O'Leary	Non-executive director
Russell Hobby	Non-executive director
James Lowell	Chief executive officer
Abigail Jago	Chief strategy officer
Maria Wheeler	Chief finance officer
Nicky Reeves	Chief nursing officer
Tania Cubison	Medical director
Rob Stevens	Interim chief people officer
Clare Pirie	Director of communications and corporate affairs
Leonora May	Interim company secretary (minutes)

Annual declarations by governors 2023/24

As established by section 22 of the Trust's Constitution, if a governor of the Trust has a relevant and material interest, or a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose the nature and extent of that interest to the members of the Council of Governors as soon as he/she becomes aware of it.

To facilitate this duty, governors are asked on appointment to the Trust and thereafter at the beginning of each financial year, to complete a form to declare any interests or to confirm that the governor has no interests to declare (a 'nil return'). Governors must request to update any declaration if circumstances change materially. By completing and signing the declaration form governors confirm their awareness of any facts or circumstances which conflict or may conflict with the interests of QVH NHS Foundation Trust. All declarations of interest and nil returns are kept on file by the Trust and recorded in the following register of interests which is maintained by the Company Secretary.

	Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
Public governors							
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
Hall, Janet	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Harley, Oliver							
Holland, Denise	Director and secretary of Temple West Management Limited Director of Ashdown Place Drive Limited	NIL	NIL	NIL	NIL	NIL	NIL
Searle, Julia	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sim, Ken	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Smith, Roger	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Squire, Jonathan	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Taskiran, Margo	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Thompson, Louise	CEO of Myfolks Limited CEO of Louise Thompson Mediation & Commerce Limited	I am the CEO and founder of Myfolks Limited. It is a digital, subscription based platform that introduces those needing extra support to those who can provide it. Since I applied to become a governor, I am exploring a trial in the north east to use this service to support elderly people as they are discharged from hospital. I have had and will have no dealings with QVH in this regard	NIL	NIL	NIL	NIL	My husband is a senior manager in Vodafone. I have no visibility of any arrangements the QVH may have with Vodafone

	Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies).	Ownership, part ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS or QVH.	Significant or controlling share in organisations likely or possibly seeking to do business with the NHS or QVH.	A position of authority in a charity or voluntary organisation in the field of health or social care.	Any connection with a voluntary or other organisation contracting for NHS or QVH services or commissioning NHS or QVH services.	Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with QVH, including but not limited to lenders of banks.	Any "family interest": an interest of a close family member which, if it were the interest of that director, would be a personal or pecuniary interest.
Staff governors							
Davis, Jo	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Gavin, Niamh	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Parrish, Chris	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Appointed governors							
Holden, Julie	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Lanzer, Bob	Director of Southeast Communities Rail Partnership CIC (Communities Interest Company)	NIL	NIL	NIL	Member of West Sussex County Council and Cabinet Member for Public Health and Wellbeing Member of the Sussex Health and Care Assembly	NIL	NIL
Skinner, Linda	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Fit and proper persons declaration

As established by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("the regulations"), QVH has a duty not to appoint a person or allow a person to continue to be a governor of the trust under given circumstances known as the "fit and proper person test". By completing and signing an annual declaration form, QVH governors confirm their awareness of any facts or circumstances which prevent them from holding office as a governors of QVH NHS Foundation Trust.

Categories of person prevented from holding office							
	The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged.	The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland.	The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40).	The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it.	The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland.	The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment.	The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider.
Public governors							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Hall, Janet	NA	NA	NA	NA	NA	NA	NA
Harley, Oliver	NA	NA	NA	NA	NA	NA	NA
Holland, Denise	NA	NA	NA	NA	NA	NA	NA
Searle, Julia	NA	NA	NA	NA	NA	NA	NA
Sim, Ken	NA	NA	NA	NA	NA	NA	NA
Smith, Roger	NA	NA	NA	NA	NA	NA	NA
Squire, Jonathan	NA	NA	NA	NA	NA	NA	NA
Taskiran, Margo	NA	NA	NA	NA	NA	NA	NA
Thompson, Louise	NA	NA	NA	NA	NA	NA	NA
Staff governors							
Davis, Jo	NA	NA	NA	NA	NA	NA	NA
Gavin, Niamh	NA	NA	NA	NA	NA	NA	NA
Parrish, Chris	NA	NA	NA	NA	NA	NA	NA
Appointed governors							
Holden, Julie	NA	NA	NA	NA	NA	NA	NA
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA
Skinner, Linda	NA	NA	NA	NA	NA	NA	NA

Meeting of the QVH Council of Governors
Monday 29 January 2024
16.00-18.00

Agenda: meeting session held in public		
Standing items		
Ref	Item	purpose
72-24	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-
73-24	Draft minutes of the public meeting held on 30 October 2023 <i>Jackie Smith, Trust Chair</i>	Approval
74-24	Matters arising and actions pending from previous meetings <i>Jackie Smith, Trust Chair</i>	Review
Council business		
75-24	Update from Trust Chair <i>Jackie Smith, Trust Chair</i>	Information
76-24	Update from chief executive officer <i>James Lowell, Chief Executive Officer</i>	Information
77-24	Strategy update (verbal) <i>James Lowell, Chief Executive Officer</i> <i>Abigail Jago, Chief Strategy Officer</i>	Information
78-24	Update from lead governor <i>Chris Barham, lead governor</i>	Information
79-24	Appointments committee terms of reference <i>Leonora May, interim Company Secretary</i>	Approval
80-24	Governor steering committee terms of reference <i>Leonora May, interim Company Secretary</i>	Approval
Representing the interests of the members and members of public		
81-24	Update from governor working group on public engagement <i>Louise Thompson, Public Governor and working group Chair</i>	Information
Holding non-executive directors to account for the performance of the board of directors		
82-24	Quality and safety committee <i>Karen Norman, committee Chair</i>	Information
83-24	Audit and risk committee <i>Paul Dillon-Robinson, committee Chair</i>	Information

84-24	Finance and performance committee <i>Peter O'Donnell, committee Chair</i>	<i>Information</i>
85-24	Any other questions for non-executive directors <i>All members of Council of Governors</i>	<i>Discussion</i>
Meeting closure		
86-24	Any other business <i>By application to the Chair</i>	<i>Discussion</i>
Questions		
87-24	To receive any questions or comments from members of the foundation trust or members of the public <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 (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>	<i>Discussion</i>
Date of next meeting		
Next meeting of the council of governors to be held in public		
22 April 2024		

Quoracy

Any meeting of the Council of Governors requires a quorum of at least half of the total number of Governors to be present, with a majority of those present being Public Governors. No business shall be carried out at a meeting which is not quorate.

Document:	Minutes DRAFT & UNCONFIRMED		
Meeting:	Council of Governors session in public 16.00-18.00 30 October 2023 Education Centre, QVH		
Present:	Jackie Smith (JS)	Trust Chair (meeting Chair)	
	Chris Barham (CB)	Public governor (lead governor)	
	Janet Hall (JH)	Public governor	
	Julie Holden (JWH)	Stakeholder governor for EGTC	
	Bob Lanzer (BL)	Stakeholder governor for WSCC	
	Julia Searle (JS)	Public governor	
	Ken Sim (KS)	Public governor	
	Roger Smith (RS)	Public governor	
	Jonathan Squire (JSQ)	Public governor	
	Louise Thompson (LT)	Public governor	
	Linda Skinner (LS)	Stakeholder governor LoF	
	Jo Davis (JD)	Staff governor	
	Chris Parrish (CP)	Staff governor	
	In attendance:	Leonora May (LM)	Deputy company secretary (minutes)
Paul Dillon-Robinson (PDR)		Non-executive director	
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	
James Lowell (JL)		Chief executive director	
Maria Wheeler (MW)		Chief finance officer	
Nicky Reeves (NR)		Chief nurse	
Tania Cubison (TC)		Medical director	
Abigail Jago (AJ)		Director of strategy and partnerships	
Clare Pirie (CP)		Director of communication and corporate affairs	
Apologies:		Niamh Gavin (NG)	Staff governor
		Denise Holland (DH)	Public governor
	Margo Taskiran (MT)	Public governor	
	Rob Stevens (RST)	Chief people officer	
Did not attend:	Oliver Harley (OH)	Public governor (excluded)	
Members of the public:	Two members of staff		
Ref.	Item		
Standing items			
54-23	Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present, including JL to his first Council meeting. The Chair reminded all present that the meeting was a meeting in public and not a public meeting, therefore members of the public were invited to observe the meeting but not to participate in discussions. Apologies were received from NG, DH, MT and RST and the meeting was declared as being quorate. JS declared an interest in item 60-23. She would leave the meeting for this item and PDR would take the Chair. There were no further declarations of interest other than those recorded on the register of interests.		
55-23	Draft minutes of the public meeting held on 17 July 2023 In response to a question, JS confirmed that there will be a governor working group for the audit and risk committee. Action LM. Discussion was had regarding the nature of information received by the		

	<p>committee, and it was recognised that sensitive or commercial information may need to be redacted from reports prior to being shared with governors.</p> <p>Council requested an agenda item regarding the impact of strike action at its next meeting. Action JL.</p> <p>Council agreed that the draft minutes of the public meeting held on 17 July 2023 are a true and accurate record of that meeting and approved them on that basis.</p>
56-23	<p>Matters arising and actions pending from previous meetings</p> <p>There were none.</p>
Council business	
57-23	<p>Update from Trust Chair</p> <p>JS provided a verbal update, reporting that JL has joined the Trust as chief executive officer, and he has been at the Trust now for seven weeks. She reported that he is having a positive impact on the Trust, and has a key role in system working.</p> <p>She reminded Council that the next Board meeting is being held on 2 November 2023, and encouraged governors to attend to observe in person, or on MS Teams as this is a good way to understand the role of the Non-Executive Directors so that they can be held to account. There will be an opportunity at the end of the Board meeting for governors to ask questions via the lead governor.</p> <p>Council noted the updates.</p>
58-23	<p>Update from Chief Executive Officer</p> <p>JL provided a verbal update, stating that he was really pleased to be in attendance at his first Council meeting at QVH.</p> <p>He reported that:</p> <ul style="list-style-type: none"> - QVH received the highest score in the country for the national inpatient survey - The Trust is working to quantify the impact of the industrial action and this will be reported to Council at its next meeting. He thanked staff for all of their hard work to minimise the impact for patients - Nationally, waiting lists remain high with almost eight million people waiting for planned care, and QVH has a responsibility to mobilise capacity for patient's waiting in Sussex, Surrey and Kent. There are plans in place to ensure that no one waits more than 65 weeks before the end of the financial year - Flu and Covid vaccinations are being rolled out to staff - Recruitment for a substantive Chief People Officer is underway, and interviews are scheduled for 8 December 2023. The interim Chief People Officer will remain in post until the end of the financial year - Shane Morrison-McCabe, Director of Operations, has retired from the post after 38 years of NHS service. JL extended thanks to SMM for all that she had done to help the Trust through Covid, and wished her well in her retirement. Interviews for an interim Chief Operating Officer had taken place earlier in the day, and the recruitment process for a substantive Chief Operating Officer will start shortly - Monthly 'Team brief' events have restarted, and October's event was focussed on the Lucy Letby trial verdict and that impact on QVH as an organisation. Discussion was focussed on freedom to speak up mechanisms. He acknowledged that there is further work for the Trust to do to develop its organisational culture <p>Council noted the updates.</p>
59-23	<p>Strategy update</p> <p>AJ shared a presentation with Council which included feedback regarding engagement completed to date in relation to the development of the Trust's strategy. She reported that:</p> <ul style="list-style-type: none"> - Work to reach out to stakeholders to seek hopes, fears and ideas about the future of QVH continues. To date, 143 engagement sessions have been completed including approximately 1850 stakeholders. There have been more than 330 responses on the online engagement

	<p>portal. Participants have been asked to share their hopes, fears and ideas for the future of QVH</p> <ul style="list-style-type: none"> - Feedback received to date regarding hopes for the future of QVH includes improving the health of our population, being a centre of excellence, improving performance and productivity, transforming services, recruiting and training staff, develop and reform our staff, retain our staff, our partners will be clear about what we do, we will be deliberate in our partnerships and we will provide care closer to home where appropriate to do so - Feedback received regarding fears for the future of QVH includes workforce recruitment and retention, service isolation and resilience, infrastructure challenges, insufficient funding, losing the autonomy of QVH, specialist services being lost, everything staying the same, culture and resistance to change, strategy is developed without involvement and that we are not bold enough - Feedback received regarding ideas for the future of QVH includes to be a centre of excellence for specialist services, to provide planned care services for the system in our areas of expertise, to strengthen education and research and to develop the services that we provide in our local population <p>In response to a question, AJ confirmed that engagement with stakeholders, including governors will continue throughout the development of the strategy. Feedback will be used to inform decision making as well as information from the clinical service review and SWOT analysis. Quantitate strategic dashboards and strategic priorities will be developed for each service.</p> <p>Council noted the update.</p>
60-23	<p>Constitutional variation- continuity of QVH Chair service [this item was taken after item 70-23] [JS left the meeting and PDR took the Chair]</p> <p>CP presented the report to Council.</p> <p>Council were supportive of a constitutional variation for the current Chair only, noting that future recruitment processes would ensure that the Chair resides in one of the electoral wards listed within the Constitution.</p> <p>Council approved a constitutional variation of S33 of the Trust's Constitution to allow the current Trust Chair to continue in role.</p> <p>[JS returned to the meeting]</p>
61-23	<p>Deputy lead governor role CP presented the report to Council.</p> <p>JWH queried why the role is open to public governors only and discussion was had on this point. CB confirmed that governors have considered this and agreed it should be a publically elected governor as it may informally support succession planning into the role. BL supported the view that the Deputy Lead Governor role should not be open to stakeholder governors as they are not elected, and suggested it should be consistent with the requirements for the Lead Governor role. Governors agreed to discuss this point further outside of the meeting.</p> <p>Subject to further discussion regarding the type of governor who may take up this role, Council approved the establishment of the Deputy Lead Governor role, the Deputy Lead Governor role description and the process to elect a Deputy Lead Governor.</p>
62-23	<p>Appointment of external auditor Council approved the appointment of Azets as the Trust's external audit with effect from 1 November 2023.</p>
Know your Trust	
63-23	<p>QVH financial position MW shared a presentation with Council which provided an update regarding the Trust's financial position including the Trust's historic deficit. She reported that:</p>

	<ul style="list-style-type: none"> - The Trust moved from a financially stable position in 2017/18 to a position with a significant financial deficit by 2019/20 but has returned to a stable and sustainable financial position in 2023/24 - The deficit was caused by investment in excess of income received and some changes to commissioned activity over the same period. The adverse position was also partly resulting from a failure to achieve efficiencies during this period and subsequent years - The financial position recovered due to the Covid funding regime which covered costs of running services; this meant that the £9m deficit was paid, this was rolled forward into 2021/22 and 2022/23, in 2023/24 partial payment by results funding regime returned for elective activity only and this was based on 2019/20 tariff based activity, all other income has remained on a block basis - The Trust is on track to break even on 2023/24. Risks to this position include industrial action and a collective responsibility for the system to break even <p>Council considered and discussed the update as follows:</p> <ul style="list-style-type: none"> - Council noted the requirement for NHS Sussex to break even - In response to a question, MW confirmed that if the Trust does not spend its whole allocation then it will lose the ability to spend it the following year. This is monitored very closely to ensure that resources are utilised - Council noted the importance of the Trust strategy supporting the Trust becoming more efficient and productive to ensure financial sustainability long term, and there is a need to secure capital investment to rebuild the hospital site. Currently, maintenance is being prioritised in order to ensure services are able to function. The new community diagnostic centre will be future proofed <p>Council noted the update.</p>
Representing the interests of the members and members of public	
64-23	<p>Update on the governor working group for public engagement</p> <p>LT gave a verbal update on the work of the governor working group for public engagement. She reported that the new group had recently had its first meeting and that the work of the group is starting fresh in order to support strategy engagement. The group are exploring the possibility of utilising screens around the hospital, a governor newsletter to members and a governor poster with pictures and details of the generic governor inbox.</p> <p>LT explained that there is a short window by which governors can engage local groups in the development of the strategy, and asked governors to let her know of any connections with local groups.</p> <p>Discussion was had regarding the possibility of using a QR code as a way to start communication with members and members of the public for people who may be unable to write down the email address for the generic governor inbox. CP agreed to see if this is possible and feedback. Action CP.</p> <p>The Chair thanked LT and the rest of the group for their work.</p> <p>Council noted the update.</p>
Holding the non-executive directors to account for the performance of the Board of Directors	
65-23	<p>Quality and safety committee</p> <p>KN presented the report from the meeting held on 21 August 2023, highlighting that the committee had reviewed the letter sent by NHSE regarding the verdict in the Lucy Letby trial, noting actions and requesting further assurance where required. The committee had also spent time considering the antimicrobial annual report, and there is ongoing work in this area to ensure improved compliance with the prescribing guidelines.</p> <p>The committee remain focussed on risks to patients who are waiting a long time for care, and the possible harm which may occur, and well as monitoring preparation for an upcoming CQC inspection.</p> <p>KS raised concern regarding the ongoing issue related to antimicrobial prescribing and a wider point about how governors can seek assurance that ongoing issues are being monitored appropriately. It was agreed that reports to the Council of Governors should include traction and progress updates related to issues over time.</p>

	<p>TC reported that the lack of an antimicrobial pharmacist has been an issue, but that an application has been received from an appropriately qualified candidate.</p> <p>Council noted the update.</p>
66-23	<p>Audit and risk committee</p> <p>PDR presented the report from the meeting held on 3 August 2023, highlighting that the committee was satisfied with the overall quality and output of the external audit 2022/23, despite there being some last minute challenges, where lessons learnt will be applied for future years. He confirmed that the annual accounts were submitted on 30 June 2023 with no issues.</p> <p>He reported that single tender waivers are being used more frequently than the committee would like, and that although the correct process is followed, more could be done to ensure value for money. All committee chairs are focussing on raising concerns and seeking assurance that mechanisms are in place and are effective.</p> <p>Council noted the update.</p>
67-23	<p>Strategic development committee</p> <p>JS presented the report from the meeting held on 19 July 2023, highlighting that this is a new committee with its main purpose to provide support and oversight of the development and implementation of the Trust's strategy. The committee meetings have been discursive as the work has been moving at pace.</p> <p>Council noted the update.</p>
68-23	<p>Finance and performance committee</p> <p>RH presented the report from the meeting held on 24 July 2023, reporting that POD is now the Chair of this committee. He reported that the committee are focussing on theatre utilisation, the waiting list, workforce and financial issues.</p> <p>The committee had considered the Trust's workforce race equality (WRES) and workforce disability equality (WDES) standards reports and have had sight of the action plan to address some of these issues; there is a need to prioritise these actions in a pragmatic manner.</p> <p>Council supported the continued monitoring of the system financial risk by the committee.</p> <p>In response to a question, JL confirmed that the changes to the national cancer standards have been reviewed and are understood by the Trust. There are now three main cancer standards and the Trust will report against those to the Board at its meeting on 2 November 2023.</p> <p>Council noted the update.</p>
69-23	<p>Any other questions for non-executive directors</p> <p>Discussion was had regarding the committee assurance reports and governors noted that the meeting scheduling has meant that the papers for the Board meeting on 2 November 2023 include more up to date reports. This is not expected to be an issue in future.</p> <p>A governor raised concern about staff not speaking up and asked why this is. JS thanked the governor for raising this important point, and explained that there are challenges and that the Board is not confident it understands what the issues are and that the right support is in place for staff to speak up and know that something will be done. The Board will receive an update on work completed to date to address these concerns at its meeting on 2 November 2023, and the Board remains focussed on this as a priority.</p> <p>JL confirmed that work has started to review the Trust's speaking up mechanisms and to encourage staff to speak up, the Trust then taking the appropriate action and feeding back. This will demonstrate that staff are listened to and mitigate any fears that they will receive negative backlash from speaking up. The Trust is also focussing on initiatives including Schwartz rounds, and the Chief Medical Officer</p>

	<p>is working on identifying and taking action against sexual harassment in the work place. Work on the organisational culture to address some of these issues will be prioritised with the work to develop the Trust's strategy.</p> <p>In response to a question, JS confirmed that there will be a Non-Executive speaking up champion, and that every Board member is taking responsibility to ensure that these changes are embedded and are effective.</p> <p>Council requested an update regarding progress made on the work to review the Trust's speaking up mechanisms and culture at its next meeting. Action RS NR.</p>
Meeting closure	
70-23	<p>Any other business</p> <p>Council had received an update on the Improving Lives Together strategy from the Chair of NHS Sussex at its private meeting, and it was agreed that it would be helpful to invite representatives of both NHS Surrey Heartlands and NHS Kent and Medway to provide similar updates regarding strategies. Action LM.</p> <p>There was no further business and the Chair closed the meeting.</p>
Questions	
71-23	<p>Questions or comments from members of the foundation trust of members of the public</p> <p>There were none.</p>

Matters arising and actions pending from previous meetings of the Council of Governors - PUBLIC								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	October 2023	55-23	Governor working groups	Establish governor working group for the audit and risk committee	LM	29 January 2024	January 2024: working group established. Awaiting governor volunteers for membership	Closed
2	October 2023	64-23	Public engagement	See if it is possible to have a QR code for the generic governor inbox to support public engagement activities	CP	22 April 2024		Not yet due
3	October 2023	55-23	Industrial action	Provide CoG with an update about the impact of industrial strike action at its January meeting	JL/COO	29 January 2024	January 2024: Included within CEO update report	Closed
4	October 2023	69-23	Speaking up	Provide CoG with an update about progress related to speaking up and culture at its January meeting	RS/ NR	29 January 2024	January 2024: Included within CEO update report	Closed
5	October 2023	70-23	ICS update	Invite Kent and Surrey ICB representatives to provide a strategy update at future CoG meetings	LM	29 January 2024	January 2024: Kent ICB invited to April CoG meeting to provide Kent ICB update. Surrey ICB date to be confirmed	Pending

Report to: Council of Governors
Agenda item: 77-24
Date of meeting: 29 January 2024
Report from: James Lowell, chief executive officer
Report author: James Lowell, chief executive officer
Michelle Baillie, communications manager
Date of report: 20 December 2023

Update from Chief Executive Officer

Raising concerns at QVH

A detailed report looking at all routes for staff to “speak up” was presented to the Audit and Risk Committee in December, and the Board received the six monthly review of speak up activity from the Freedom to Speak Up Guardian at its meeting on 11 January 2024.

The Trust is in the process of commissioning an external provider, who is already working with other Sussex providers, to supply its “Freedom to Speak Up” service. This will ensure the Trust is able to offer a more resilient service and allow concerns to be explored with impartiality and neutrality. By being independent of the organisation, this will ensure staff are confident to raise concerns confidentially.

Equality, diversity and inclusion (EDI) update

In September, we as a Board recommitted to eliminating racism in our organisation and set our EDI objectives. As part of this we have launched an EDI group which met for the first time this month, and we are in the process of relaunching our staff networks, each with an executive sponsor. We want staff to have a strong personal sense of workplace belonging.

Our NHS Staff Survey response rate hit 58% which included an increase in responses from our nursing and medical workforce. I am also delighted that 52% of our staff have completed the new Oliver McGowan online training as part of our commitment to support people with a learning disability or autism to access effective support and safe, compassionate and informed care. We are also be working towards implementing the NHS Sexual Safety Charter and gaining Disability Confident Leader (Level 3) accreditation.

Impact of industrial action

Two periods of Industrial Action (IA) were announced involving Junior Doctors from 20 December to 23 December 2023 and 03 January to 9 January 2024.

Services initiated planning processes adopted during previous periods of IA. All services were impacted directly or indirectly by the IA periods, scheduling was ceased for all outpatient clinics and theatre lists during this period to avoid unnecessary patient cancellations. Services identified capacity/activity to be protected in line with clinical prioritisation, including oncology and clinically urgent patients, and the risk of delaying patients who had already been waiting a long time for treatment. This information was utilised to work collaboratively in a coordinated way to plan and prioritise activities with the focus on patient safety and experience.

Priorities included:

- Protect clinical priority, oncology and long wait patients where possible
- Optimise activity delivery ensuring patient safety is maintained
- Formulate plans to offset capacity loss

Cancellations and capacity impact

In line with the staffed capacity available it was necessary to cancel and reschedule patients within the priority groups. The following patients were cancelled:

- 19 oncology patients
- Two patients waiting over 65 weeks
- A further seven patients between 52 and 65 weeks

The below is a breakdown off all outpatient cancellations by appointment type and date during the IA periods:

	Theatres			Outpatients	
	Inpatient	Daycase	Of which are Cancer	New	Follow Up
20/12/2023	3	13	7	7	38
21/12/2023	4	7	1	13	30
22/12/2023	1	7	2	1	21
03/01/2024	1	1	1	0	12
04/01/2024	2	8	4	26	38
05/01/2024	2	9	0	5	49
08/01/2024	2	0	4	0	53
TOTAL	15	45	19	52	241

The above demonstrates the impact of IA in terms of cancellations. However, further capacity that was not booked into was also lost. Over the first period of IA a total of 20 theatre sessions were lost with a further 29 theatre sessions over the second period. This equates to over 24 all day operating sessions across all specialties.

Actions and outcomes

Where patients were cancelled due to IA, every effort was made to ensure they were rebooked in a clinically suitable timeframe. Of the 19 cancer patients cancelled, 18 were rescheduled onto a theatre list either before their original date or within one week of their original date. The two patients waiting over 65 weeks who were cancelled were both booked for a date prior to the end of January 2024, with the remaining elective patients rescheduled within appropriate timeframes in line with patient choice.

Results and learning

Patients of the highest clinical priority were prioritised appropriately and treated or seen safely without incident.

Development, delivery and monitoring of plans was managed collaboratively and transparently leading to the best possible experience for patients whether their appointment went ahead or was regrettably rescheduled.

The lost capacity during this IA period exceeded the additional capacity identified and planned to assist in the management of elective recovery. There is now a greater risk

that services will not be able to deliver on the ambition of having 0 x 65 week waiters by the end of March 2024. Trajectories are being reviewed to reflect the full position.

Validating our waiting lists

As part of NHS England's ask to all trusts to validate their referral to treatment (RTT) waiting lists, we have contacted all patients waiting 12+ weeks for treatment to confirm whether they wish to remain on our waiting list. With NHS waiting lists at a record high, it is important that we maximise our elective capacity and make sure we treat patients who still require our intervention in the timeliest way we can. Thank you to everyone involved in this important project.

Sale of land

On 18 January, Mid Sussex District Council approved planning permission for 30 homes on the land at the north west corner of our site, adjoining Oakfield Way. This will result in the completion of a process which has taken more than five years and will provide c.£2m in capital investment for QVH in 2024/25. The sale of this land was agreed by the Board in September 2020, subject to planning being awarded, to Brookworth Homes Limited who have worked closely with planner around issues like affordable homes, traffic and environmental protection. The planning application was submitted in May 2021 and since then a number of amendments have been made in response to feedback.

This is an opportunity to make real improvements to our site for patients and staff. As part of the 2024/25 business planning process, we will engage our leadership team about the best use of this capital for the long term.

Delivering Improving Lives Together

NHS providers are increasingly expected to look beyond their organisational priorities to focus on system-wide objectives, as well as improving outcomes and reducing inequalities for the communities they serve. At the Sussex Integrated Care Board meeting in November, agreement was given to move forward with provider collaboratives, partnerships between two or more NHS Trusts aimed at working together to enhance services for their populations and foster collaboration.

This is an exciting time to be part of a collective system leadership to drive forward these conversations for Sussex and for QVH to help transform our local health system.

Working with primary care colleagues

Along with Abigail Jago, Chief Strategy Officer, we have had positive conversations with our colleagues in primary care around the future development of our neighbourhood strategy. This will bring together our ambitions for our minor injuries unit, community diagnostic centre and primary care with a neighbourhood offering, to benefit our local population.

Specific thanks to our primary care leaders Minesh Patel, Sharon Pruden, Laura Ireland, Alison Lawson, and Layo Osoba who took time out to help us develop the strategy.

Business planning 2024/25

The Trust has entered into the Business planning process for 2024/25. This is within an increasingly challenging financial environment in the Sussex and wider healthcare systems. The Trust has maintained financial balance whilst the Sussex ICS continues to report rising deficits. The recent system medium term financial plan exercise highlighted a significant financial risk for the Sussex system over the next few years

without application of significant financial and operational efficiencies. It estimates a “do nothing” system financial position to be £372m deficit by end of 2025/26.

As such the system has agreed to deliver efficiency ask of circa 5% for 2024/25, with the expectation this will be needed each year to 2028/29 in order to recover the financial and operation performance. The Trust Plans to achieve this ambitious target and plans are well underway with key opportunities identified to deliver much of the programme.

The work on the business plan which will include the three key pillars of Activity, Workforce and Finance is progressing well. There will be a bottom up approach to the production of the plans. They will be based on the current levels of work, but will also include service developments which will help the Trust to meet its assumed increased elective recovery targets and other key metrics required by NHS England. The plan will also include annual capital programme to maintain the Trust's infrastructure to facilitate the delivery of the operational plans.

There is currently a delay to the publishing of the NHS England planning guidance, which is not expected until at least until end of January. This is likely to lead to an extended planning timetable, although the Trust is expecting to have a robust working draft plan approved by the Trust board by the end of March in time for the start of the new financial year. The finalisation of the plan will be subject to national timetable but likely to be in Q1 of 2024/25. The working assumption is the Trust will agree a breakeven plan for the year 2024/25.

Executive team changes

I am delighted to let you know that we have now appointed **Kirsten Timmins** as our Chief Operating Officer and **Helen Edmunds** as our Chief People Officer. Both Kirsten and Helen will join the Trust in March.

I would like to give my heartfelt thanks to **Kathy Brasier**, our Interim Director of Operations and **Rob Stevens**, our interim Chief People officer, both of which have made a significant positive impact to the organisation during their time in these roles.

Local council meeting

I had the pleasure of attending my first East Grinstead Town Council meeting on the evening of 30 November. There was great support and real interest in our strategic development work. I look forward to sharing more with the council in the future and appreciate the excitement shown by all Council members.



Veteran Aware accreditation

I am delighted that Queen Victoria Hospital NHS Foundation Trust was formally recognised as ‘Veteran Aware’, just in time for Remembrance Day. The accreditation was given to us by the Veterans Covenant Healthcare Alliance (VCHA), a group of NHS healthcare providers in England committed to providing the best standards of care for the Armed Forces community, based on the principles of the Armed Forces Covenant.

We have a proud military history dating back to WWII so this was a poignant honour for us. Thank you to Tania Cubison, Chief Medical Officer, and colleagues who helped us

gain this important accreditation. The official Veteran Aware plaque is now pride of place next to the Guinea Pig Roll of Honour in our Canadian Wing.

Celebrating our staff

In December I had the honour of presenting NHS long service awards to colleagues from across the organisation who had achieved 10, 15 and 20 year milestones. It is testament to their commitment and dedication that we had a room full of people to recognise, including those who have spent all or the majority of their career so far at QVH. I was also able to present awards to colleagues who had achieved their 25 and 30 year NHS long service. It was humbling to hear how positively they spoke of QVH and their real passion for our organisation.



Thanks to workforce development funding from Health Education England we have been able to offer English support classes for colleagues who have English as a second language.

At the end of December I met with those who have completed the course and presented them with their certificates. The learning opportunity has enabled colleagues to improve their skills and support them developing their careers here at QVH which is a key part of our staff support ambition.



Inspiring the next generation

As an anchor institution, it is important that we forge and maintain strong links with the local community including schools and colleges. I was honoured to accompany Sam Briggs, Principal Speech and Language Therapist, in talking to health and social care students at Oriel High School in Crawley about NHS careers. We shared our own experiences and the different routes you can take, to a receptive audience who described our presentation as “inspiring.” I hope we may see some of the students working at QVH in years to come.

Flu and Covid vaccinations for staff

So far nearly half of our staff have received their flu vaccination and 32% have had their Covid booster. We are continuing to encourage colleagues to take up the offer as it is an important way to protect themselves, our patients and each other. Our drop-in flu vaccination sessions will continue right through into the New Year, in addition to colleagues across the hospital who have trained as vaccinators. From Monday 27 November to Friday 1 December we also ran an onsite Covid vaccination clinic for staff, volunteers and patients.

Internal Team Brief

The new programme of monthly hybrid staff briefing sessions called Team Brief is well underway. The sessions provide an opportunity for staff to receive information about our hospital in a timely and consistent way. Managers and supervisors are asked to make sure their teams are not only updated but encourage them to have a meaningful discussion about the content, with any questions or concerns fed back for us to follow up or use to shape future sessions.

Recommendation

Council is asked to **NOTE** the update from the Chief Executive Officer

Report to: Council of Governors
Agenda item: 80-24
Date of meeting: 29 January 2024
Report from: Leonora May, interim Company Secretary
Report author: Leonora May, interim Company Secretary
Date of report: 21 January 2024
Appendices: Appendix one: Appointments committee terms of reference

Annual review of appointments committee terms of reference

Introduction

The Appointments committee terms of reference are presented to Council for their annual review. The Appointments committee reviewed the proposed changes at its meeting on 6 December 2023 and agreed to recommend them to the Council of Governors for approval at its meeting on 29 January 2024.

Summary of proposed changes

There is one minor proposed change to the reference to the Code of governance, as the Code of governance for NHS provider trusts came into effect from 1 April 2023, replacing the NHS foundation trust Code of governance. There are no further recommended changes at this time.

Recommendation

Council is asked to **approve** the Appointments committee terms of reference.

Terms of reference	
Name of governance body	Appointments committee of the Council of Governors
Constitution	The Appointments committee is assigned by the Council of Governors to assist it in carrying out its functions. However, Council may not delegate any of its powers or functions to it. The Appointments committee may appoint its own working groups as appropriate.
Accountability	The Appointments committee is accountable to the Council of Governors for its performance and effectiveness.
Authority	The Appointments committee of the Council of Governors will operate within the requirements of the Constitution, the Standing Orders adopted by the Council of Governors and these terms of reference.
Purpose	<p>The role of the Committee is to:</p> <ol style="list-style-type: none"> 1. Conduct the appointment processes for the Foundation Trust (FT) Chair and non-executive directors, making recommendations in this regard to the Council of Governors. 2. Consider the composition and skills mix of the non-executive element of the Board of Directors and, in so doing, receive information regarding non-executive director appraisals (including that of the FT Chair) and take a view on succession planning. 3. Review at least once a year the remuneration and terms and conditions of the FT Chair and non-executive directors, making recommendations in this regard to the Council of Governors.
Duties and responsibilities	<p>1. General</p> <p>The Committee will:</p> <ol style="list-style-type: none"> a. ensure a regular review of the skills, knowledge and experience required of non-executive directors and make recommendations to the Council of Governors with regard to any changes considered necessary. b. give full consideration to succession planning for all non-executive directors in the course of the Board's work, taking into account the challenges and opportunities facing the trust, and the skills and expertise likely to be required on the Board of Directors in the future. c. review annually the performance of the non-executive directors, including the FT Chair, by taking the lead in agreeing a process for determining the performance evaluations. The Senior Independent Director (SID) will invite all governors to contribute written comments and then consult with the Lead Governor before carrying out the performance review of the FT Chair. The Council of Governors will, through its Appointments Committee, receive a report from the FT Chair regarding performance reviews of the non-executive directors, (the FT Chair having carried out these performance reviews). The

Council of Governors will, through its Appointments Committee, receive a report from the Senior Independent Director regarding the performance review of the FT Chair, the output of which will be shared with NHS England in line with national guidance. Confirmation that performance reviews have been completed, together with a summary of the outcome, will be reported to the Council of Governors.

2. Selection and Appointment

The Committee will:

- a. be responsible for selecting and nominating candidates to fill non-executive director vacancies, (including the FT Chair), as and when they arise for appointment by the Council of Governors;
- b. before any appointment is made by the Council of Governors, evaluate the balance of skills, knowledge and experience of the non-executive directors and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- c. In identifying suitable candidates, the Committee will:
 - use open advertising or the services of external advisers to facilitate the search;
 - create selection panels to carry out individual appointment processes, including the review of applications and interviewing of candidates. The panels will, for the appointment of non-executive directors, include the FT Chair, and for the appointment of the FT Chair, will include an independent assessor. In line with the Monitor (now NHS England) guidance '*Your statutory duties*' there should be a majority of governors on the interview panel.
 - consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position, and take into account the views of the Board of Directors as to the skills, experience and attributes required for each position,
- d. consider recommending for re-appointment by the Council of Governors any non-executive director nearing the end of their initial term in office and do so in accordance with the provisions of the Constitution in that regard.
- e. ensure that on appointment to the Board of Directors, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings, and that all non-executive directors have confirmed that they have the time to serve. Terms and conditions of appointment should be made available for public inspection.
- f. ensure the full range of eligibility checks have been performed and satisfactory references provided before any offer of appointment is finalised;

3. Terms and Conditions

The Committee will

- a. make recommendations to the Council of Governors about the terms and conditions of appointment and terms of office for the FT Chair and non-executive directors;

- b. make recommendations to the Council of Governors about the remuneration and allowances of the FT Chair and non-executive directors, bearing in mind appropriate external benchmarking, the economic and financial climate, trust performance and any proposals for executive pay reviews. External professional advisers should be consulted to market-test the remuneration levels of the Chair and other non-executive directors at least once every three years and when any material change to the remuneration of a non-executive is proposed;

4. Other Duties

The Committee will:

- a. ensure the FT's annual report provides sufficient information about the Committee's role and duties, and the process by which it fulfils those duties;
- b. have access to sufficient resources in order to carry out its duties, including access to the trust secretariat for assistance as required;
- c. give due consideration to laws and regulations, and the provisions of *the NHS Foundation Trust Code of Governance* Code of governance for NHS provider trusts;
- d. oversee any investigation of activities which are within its Terms of Reference, and
- e. at least once a year, review its Terms of Reference, to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Council of Governors for approval.

Chairing

The Appointments Committee will be chaired by a member of the Council of Governors, appointed by Council for this purpose.

In the event that the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of the meeting, a member of the Committee will be nominated by the Chair to deputise on his/her behalf.

Secretariat

The Deputy Company Secretary will be the secretary to the Appointments Committee. The duties of the secretary will include but not be limited to:

- providing administrative support and advice to the Chair and membership;
- preparation of the draft agenda for agreement with the Chair;
- organisation of meeting arrangements, facilities and attendance;
- collation and distribution of meeting papers;
- taking the minutes of meetings, including recording the names of those present and in attendance, and keeping a record of matters arising and issues to be carried forward;
- ascertaining at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly, and
- maintaining the Appointments Committee's work programme.

Membership

Members with voting rights

Membership of the Committee will be elected from the members of the Council of Governors. Officers and directors of the Trust may, on invitation by the Committee, attend any of its meetings as advisers, but will not be eligible to vote on any matters which the Committee will be responsible for deciding on.

The Committee will comprise between five and eight governors, including the Chair of the Committee and the Lead Governor.

The Council of Governors will appoint the Chair of the Committee. The terms of office for the Chair of the Committee will be for one year, with the option for the incumbent to stand again. Any Committee member dissatisfied with the performance of the Committee Chair will follow the procedure as laid down in the Constitution with this regard.

The Director of Communications and Corporate Affairs and/or Deputy Company Secretary will attend all meetings of the Committee, and other executive directors or advisers may be invited to attend in an advisory capacity. Such officers attending may, at the discretion of the Committee Chair be required to leave any part of the Committee's meetings.

Members conflicted on any aspect of an agenda presented to the Committee, such as succession planning for a non-executive director vacancy or the Chair's position will declare their conflict and withdraw from discussions.

In attendance with no voting rights

The following posts are invited to attend meetings of the Appointments' Committee but will not be members or have voting rights:

- The Trust Chair
- The Senior Independent Director
- The Director of Communications and Corporate Affairs
- The Deputy Company Secretary

Quorum

Three members present will form a quorum for any of the Committee's meetings

Attendance

Members are expected to attend all meetings or to send apologies at least five clear days* prior to each meeting.

Frequency of meetings

The Committee will meet at least four times each year, and at other times as the Committee Chair and members may agree.

Papers

Papers to be distributed to members and those in attendance at least three working days in advance of the meeting.

Reporting

The Committee will report to the Council of Governors

The Committee Chair will report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee will make whatever recommendations to the Council of Governors it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will ensure that a statement is made in the annual report about its activities, including the process used to make appointments and explain if external advice or open advertising has not been used.

The Committee will make available upon request, in a format they deem appropriate, information regarding the attendance of all members at Committee meetings.

The Committee Chair will attend the annual members' meeting and be prepared to respond to any members' questions on the Committee's activities.

Review

These terms of reference will be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.

The Committee's next scheduled review of these terms of reference will take place in December 202~~4~~³ for approval by the Council in January 202~~5~~⁴.

***Definitions**

In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.

Report to: Council of Governors
Agenda item: 81-24
Date of meeting: 29 January 2024
Report from: Leonora May, interim Company Secretary
Report author: Leonora May, interim Company Secretary
Date of report: 21 January 2024
Appendices: Appendix one: Governor steering committee terms of reference

Annual review of Governor steering committee terms of reference

Introduction

The Governor steering committee terms of reference are presented to Council for their annual review. The Governor steering committee reviewed the proposed changes at its meeting on 3 January 2024 and agreed to recommend them to the Council of Governors for approval at its meeting on 29 January 2024.

Summary of proposed changes

There are two proposed changes related to the deputy lead governor role, to add the deputy lead governor role to the membership and to enable the deputy lead governor to Chair meetings in the absence of the lead governor, as well as the Trust Chair. There are no further recommended changes at this time.

Recommendation

Council is asked to **approve** the Governor steering committee terms of reference.

Terms of reference	
Name of governance body	Governor Steering Committee (GSC)
Constitution	The Governor Steering Committee ("the committee") is a standing and permanent committee of the Council of Governors established in accordance with paragraph 25 of the Trust's constitution.
Accountability	The committee is accountable to the Council of Governors for its performance and effectiveness in accordance with these terms of reference.
Authority	The committee is authorised by the Council of Governors to form working groups to facilitate the work of the committee, and to support any recommendations they may make to the Council of Governors.
Purpose	<p>The purpose of the committee is to:</p> <ul style="list-style-type: none"> • Support and facilitate the work of the Council of Governors and make recommendations to it on any aspects of its work • Facilitate communication between the Council of Governors and the Board of Directors • Provide advice and support to the Trust Chair, chief executive and the company secretarial team • Initiate appropriate reviews and reports on matters within the remit of the Council of Governors • Actively engage governors in adding value to the Trust.
Responsibilities and duties	<p>Responsibilities</p> <p>On behalf of the Council of Governors, the committee shall be responsible for:</p> <ul style="list-style-type: none"> • Supporting the work of the Council of Governors in order that it might better fulfil its statutory duties, particularly: <ul style="list-style-type: none"> • Holding the Trust's non-executive directors to account for the performance of the Board of Directors • Representing the interests of members and the public • Developing and maintaining close and effective working relationships with the Trust Chair, company secretarial team and Senior Independent Director. <p>Duties</p> <p>The committee has a duty to consult with and represent the interests of governors and members to:</p> <ul style="list-style-type: none"> • Set the agenda for Council of Governors meetings held in public • Influence the agenda and planning of the annual general meeting and annual members' meeting • Identify themes and objectives for governor forum meetings.

Meetings
<p>Meetings of the committee shall be formal, compliant with the relevant codes of conduct and action notes will be recorded.</p> <p>The committee will meet quarterly in advance of each ordinary meeting of the council of governors. The committee Chair may cancel, postpone or convene additional meetings as necessary for the committee to fulfil its purpose and discharge its duties.</p>
Chairing
<p>The committee shall be chaired by the lead governor</p> <p>If the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting, the committee shall be chaired by the <u>deputy lead governor or the</u> Trust Chair.</p>
Secretariat
<p>The deputy company secretary shall be the secretary to the committee and shall provide administrative support and advice to the Chair and membership. The duties of the secretary shall include but not be limited to:</p> <ul style="list-style-type: none"> • Preparation of the draft agenda for agreement with the Chair. • Organisation of meeting arrangements, facilities and attendance • Collation and distribution of meeting papers • Taking action notes and keeping a record of matters arising and issues to be carried forward • Maintaining the committee's work programme.
Membership
<p>Members</p> <ul style="list-style-type: none"> • <u>Lead governor (Chair)</u> • <u>Deputy lead governor</u> • Trust Chair • Senior independent director • Up to four public governors • One stakeholder governor • One staff governor <p>Attendees</p> <ul style="list-style-type: none"> • Company secretary • Deputy company secretary • Any other individuals as the committee considers appropriate
Quorum
<p>For any meeting of the committee to proceed the Chair or lead governor must be present along with two other governors.</p>

Attendance
Members and attendees are expected to attend all meetings or to send apologies to the Chair and committee secretary at least five clear days* prior to each meeting.
Papers
Meeting papers shall be distributed to members and individuals invited to attend at least five clear days prior to the meeting.
Reporting
Action notes shall be approved formally by the committee at its next meeting. The committee shall report to the Council of Governors as required.
Review
These terms of reference shall be reviewed by the committee annually or more frequently if necessary. The review process should include the company secretarial team. The Council of Governors shall be required to approve all changes. The next scheduled review of these terms of reference will take place in January 2024 ⁴⁵ .
* Definitions
<ul style="list-style-type: none"> In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.

Report cover-page					
References					
Meeting title:	Board of Directors				
Meeting date:	11/01/2024	Agenda reference:		142-24	
Report title:	Quality and safety assurance				
Sponsor:	Karen Norman, non-executive director and committee Chair				
Author:	Leonora May, deputy company secretary				
Appendices:	None				
Executive summary					
Purpose of report:	The purpose of the report is to provide assurance on matters considered and discussed by the quality and governance committee at its meeting on 18 December 2023 and its seminar on 27 November 2023.				
Summary of key issues	<ul style="list-style-type: none"> - One serious incident declared during the period and one downgraded - Improvements made to pathways and mitigations in place to prevent clinical harm - Further assurance required regarding the mitigation of the antimicrobial prescribing risk - 14 formal complaints received during October and November 2024 				
Recommendation:	The Board is asked to note the contents of the report.				
Action required	Approval	Information	Discussion	Assurance	Review
Link to key strategic objectives (KSOs):	KSO1:	KSO2:	KSO3:	KSO4:	KSO5:
	<i>Outstanding patient experience</i>	<i>World-class clinical services</i>	<i>Operational excellence</i>	<i>Financial sustainability</i>	<i>Organisational excellence</i>
Implications					
Board assurance framework:	BAF 1- patient services reviewed by the committee Chair				
Corporate risk register:	Corporate risk register reviewed at the meeting				
Regulation:	Health and Social Care Act 2008 CQC standards of quality and safety				
Legal:	As above				
Resources:	None				
Assurance route					
Previously considered by:	NA				
	Date:		Decision:		
Next steps:	NA				

Report to: Board Directors
Agenda item: 142-24
Date of meeting: 11 January 2024
Report from: Karen Norman, non-executive director and committee Chair
Report author: Leonora May, deputy company secretary
Date of report: 3 January 2024
Appendices: None

Quality and safety assurance

Introduction

This purpose of this report is to provide the Board with assurance on matters considered by the quality and safety committee at its meeting on 18 December 2023 and its seminar on 27 November 2023.

Clinical quality and patient safety

There has been one serious incident declared during the period and one serious incident was downgraded. Learning from recent incidents was shared, and the committee were assured that it is effectively embedded.

The committee received an update regarding clinical harm reviews, noting that a small number of patients were identified by the cancer pathway 104 day harm review process for review, as well as cancer patients who have delayed pathways that do not breach standards. The committee were assured that these cases have been investigated and that lessons learned have been implemented to make improvements to pathways. Routine 52 week clinical harm reviews have been stopped as it did not produce useful outcomes.

Infection prevention and control

The committee raised concern regarding a lack of a 'Ventilation Authorised Person' and the associated service level agreement not being overseen. Further assurance on the mitigation of the risk was requested for the committee's next meeting.

The committee received assurance that the risk related to antimicrobial prescribing is being closely monitored by the antimicrobial steering group, noting that challenges are faced due to the antimicrobial pharmacist position being difficult to recruit to. There has been notable improvement with the initiation of bi-weekly ward rounds. The committee have requested further assurance regarding the mitigation of this risk, including receipt of the compliance audit reports.

There has been an increase in covid-19 amongst staff.

Patient experience

The Trust received 14 formal complaints during October and November 2023. The main themes are delays to treatment and perceived incorrect treatment. Ten of the complaints have been resolved and closed. The committee took assurance from this report.

Public and patient engagement strategy

The committee received and approved the final public and patient engagement strategy, endorsed by the patient experience group. Subject to minor amendments related to incorporating wider partnerships and providing clarity regarding the

meaning of being an anchor institution, it was agreed to recommend this strategy to the Trust Board for approval.

CQC preparedness

The committee received an update regarding preparedness for an upcoming CQC inspection. It noted challenges, including the need to develop a quality improvement programme (which is in progress), the absence of an onsite paediatrician, waiting lists and compliance with the mental capacity act. The committee will continue to monitor CQC preparedness ahead of an inspection and sought further assurance on risks identified.

Seminar

The committee held its annual seminar on 27 November 2023. Topics for discussion included:

- Patient safety incident response framework (PSIRF- the committee received an update regarding the new framework and its application at QVH
- Problem sensing Boards- the committee recognised the importance of recognising and valuing the perspective of quieter individuals, emphasising trust-building and the critical role of listening skills in gathering soft intelligence, as well as understanding both the positive and negative aspects of the organisation's culture through analysis and professional scepticism. The committee also recognised the challenges faced by smaller trusts including potential fears of speaking up and a need to address this

Other

- Quarter two quality priorities have been met
- The committee received the NICE and clinical audit programme, noting commitment to adhering to NICE guidelines and challenges in obtaining timely responses from clinical staff. Work to ensure new policies are aligned to NICE guidelines is ongoing. Further assurance was sought on this item
- The committee received a report regarding the clinical corporate risks, noting risks related to patient transfers, meeting national clinical standards, speaking up and the mental capacity act. The new framework is work in progress and a meeting will be held in January to enable further discussion and revision

Recommendation

The Board is asked to **note** the contents and recommendations of the report, the assurance where given and the risks identified.

Report cover-page					
References					
Meeting title:	Board of Directors				
Meeting date:	11/1/2024	Agenda reference:		135-24	
Report title:	Audit and risk committee assurance				
Sponsor:	Paul Dillon-Robinson, Non-executive director, Chair of Audit and Risk Committee				
Author:	Paul Dillon-Robinson, Non-executive director, Chair of Audit and Risk Committee				
Appendices:	N/A				
Executive summary					
Purpose of report:	Assurance on matters of governance, risk management and internal control, within the remit of the committee's terms of reference, as discussed at the latest Audit & Risk Committee (13 December 2023)				
Summary of key issues	<p>KSO 5 : assurance taken that workforce objective being broadly met</p> <p>Raising concerns : whilst policy and process in place, less assurance that staff will raise concerns, with further work needed to reinforce the message</p> <p>External audit and annual report : Azets welcomed as the new external auditors and indicative plan agreed, along with timetable.</p> <p>Risk management update : support for the developments being made in this area, along with work on the board assurance framework</p>				
Recommendation:	The Board is asked to note the matters discussed and seek further clarification.				
Action required	Approval	Information	Discussion	Assurance	Review
Link to key strategic objectives (KSOs):	KSO1:	KSO2:	KSO3:	KSO4:	KSO5:
	<i>Outstanding patient experience</i>	<i>World-class clinical services</i>	Operational excellence	Financial sustainability	Organisational excellence
Implications					
Board assurance framework:	KSO3, KSO4 and KS05 are relevant to this area. No BAFs were reviewed, given the work being done to revise them				
Corporate risk register:	Progress in developing new corporate risks were discussed				
Regulation:	Regulatory compliance is a factor in a number of areas covered by the committee				
Legal:	No specific legal implications				
Resources:	Resources are fundamental to the delivery of performance				
Assurance route					
Previously considered by:	NA				
	Date:		Decision:		
Next steps:	Review by Board				

Report to: Board Directors
Agenda item: 135-24
Date of meeting: 13 December 2023
Report from: Paul Dillon-Robinson, Non- executive Director and Committee Chair
Report author: Paul Dillon-Robinson, Non- executive Director and Committee Chair
Date of report: 21 December 2023
Appendices: None

Audit and Risk Committee assurance report

Introduction

The audit and risk committee met on 13th December.

Executive summary

Assurance on KSO 5: A final review of individual KSOs, ahead of the revised BAFs, looked at the workforce objective, gaining assurance from the many positive indicators, whilst recognising the pressures in some areas and the need to continue work on EDI and behaviours.

Raising concerns: This item reviewed the range of ways that staff can raise concerns, from line management / HR processes through to whistle-blowing, via freedom to speak up. Whilst there is evidence that the policies and systems are in place and known by staff, the committee challenged the effectiveness of the system (i.e. are all concerns being raised) and what obstacles remained for staff that stopped them raising them.

Annual reviews: The committee carried out annual reviews of the approval of policies (noting those that had not been updated, and receiving assurance that none of these were significant) and compliance with the standards of business conduct (a few exceptions were being managed).

Risk management update: The updated approach to the board assurance framework and the process for reporting on the management of corporate and departmental risks was discussed. It was noted that the Audit and Risk Committee will take an oversight role of the system, ensuring that other sub-committees have oversight of individual risks and their management.

External audit and annual report and accounts: The new external auditors, Azets, were welcomed to their first meeting and an indicative plan was agreed for this year's audit, along with a provisional timetable for the production of the annual report and accounts. The committee were keen to explore opportunities to shorten the annual report, noting the management time needed against the set requirements.

Internal audit: Progress against the plan was up to date, although no audits had been completed since the October meeting. The contract for internal audit (and local counter fraud services) will be retendered in 2024 and the details behind this were discussed in a private meeting after the main one.

Local counter fraud specialist: Progress against the plan was noted, including both re-active and pro-active work.

Finance assurance: The committee looks at matters, by exception, to assess the control environment; such as for single tender waivers (less in number, but still felt to be quite high), losses and special payments (low) and payments without purchase orders (small, but consistent, numbers).

Recommendation

The Board is asked to **NOTE** the matters above and discuss any issues.

Report cover-page

References

Meeting title:	Board of Directors		
Meeting date:	11/01/2024	Agenda reference:	137-24
Report title:	Financial, workforce and operational performance assurance		
Sponsor:	Peter O'Donnell, committee Chair		
Author:	Peter O'Donnell, committee Chair Ellie Simpkin, governance officer		
Appendices:	None		

Executive summary

Purpose of report:	To provide assurance to the Board in relation to matters discussed at the Finance & performance committee meeting on 4 January 2024.				
Summary of key issues:	<ul style="list-style-type: none"> - Performance against 62 day cancer target is a challenge with late referrals and patients with complex pathways impacting on performance. - The total waiting list has increased by 2.8% from month seven. The committee noted the actions being taken to support the management of the long waiters. - Revisions have been made to the QVH operating plan in response to national reforecasting to manage the financial and performance pressures created by the significant industrial action. - The Trust continues to perform well against workforce key performance indicators. There are challenges; spend on bank and agency remains under review and time to hire remains a concern. - The Trust continues to report and forecast a breakeven position. - The national cost collection submission 2022/23 has been completed in line with the Approved Costing Guidance. - The committee reviewed BAFs 02, 03, 05, 06 and 07. Queries were raised as to whether the BAFs accurately reflect the organisation's health given all ratings are either amber or red and asked the executive to review in the next iteration 				
Recommendation:	The Board is asked to note the contents of this report.				
Action required	Approval	Information	Discussion	Assurance	Review
Link to key strategic objectives (KSOs):	KSO1:	KSO2:	KSO3:	KSO4:	KSO5:
	<i>Outstanding patient experience</i>	<i>World-class clinical services</i>	<i>Operational excellence</i>	<i>Financial sustainability</i>	<i>Organisational excellence</i>

Implications

Board assurance framework:	None
Corporate risk register:	None
Regulation:	None
Legal:	None
Resources:	None

Assurance route

Previously considered by:				
	Date:		Decision:	
Next steps:	None			

Report to: Board Directors
Agenda item: 137-24
Date of meeting: 11 January 2024
Report from: Peter O'Donnell, committee Chair
Report author: Peter O'Donnell, committee Chair
Ellie Simpkin, governance officer
Date of report: 4 January 2024
Appendices: None

Financial, workforce and operational performance assurance

Introduction

This purpose of this report is to provide the Board with assurance on matters considered by the Finance & performance committee at its meeting on 4 January 2024.

Operational performance

The committee received the operational performance summary for month eight. Performance against 62 day cancer target is a challenge with late referrals and patients with complex pathways impacting on performance. The Trust continues to remain compliant with the Faster Diagnosis Standard. The total waiting list has increased by 2.8% from month seven. The committee noted the actions being taken to support the management of the long waiters including the two 'super Saturday' theatre sessions with further additional theatre sessions planned to continue throughout the remainder of the financial year. Further details on the waiting list fluctuations has been requested. The committee was pleased to note that the DMO1 performance for sleep is continuing to improve, in line with the trajectory.

Plans have been made to protect clinical priority and long waiting patients during the periods of junior doctor industrial action where possible, however, there will be an impact on performance trajectories.

The committee also received details on the revisions which have been made to the QVH operating plan in response to national reforecasting to manage the financial and performance pressures created by the significant industrial action. Plans are underway for QVH to achieve zero 65/78 week waits by March 2024. The committee has asked for further details on the financial implications and the risks of revised plan and also an assessment of the impacts of industrial action.

Workforce

The Trust continues to perform well against workforce key performance indicators. Vacancy rates remain low and work on the implementation of the equality, diversity and inclusion action plan is ongoing. There are challenges; spend on bank and agency remains under review and the committee has asked for confirmation that this is driven by the over-performance against activity plans and inflationary pressures driven by the industrial action. Time to hire remains a concern, partly due to visa issues but there are also avoidable delays in shortlisting. It is hoped that new digital on boarding software will improve delays across both medical and non-medical workforce.

Discussion was had on the continuing work on diversity and inclusion and improving the Trust's culture around psychological safety to raise concerns. The committee remains supportive of management actions in these areas.

An update was given on the actions being taken to improve the appraisal quality assurance process which include a new appraisal form and training package which will focus on equipping managers with the skills to undertake meaningful appraisal conversations and effectively manage performance. Compliance analysis and trends will form part of the monthly workforce data. The committee also received an overview of the Trusts compliance and status of medical appraisals, job plans and revalidation.

Finance

The Trust continues to report and forecast a breakeven position. Additional income has been received from NHS Sussex to cover the cost of pay awards above the original planning assumption. Additional pay costs have been incurred as a result of the industrial action. Efficiency targets have been achieved. Delivery of the capital programme continues and it is anticipated that there will be a significant increase in spend in the next few months. Capital leads have been reminded of the need to progress at pace to spend the capital allocation for 2023/24.

The national cost collection submission 2022/23 has been completed in line with the Approved Costing Guidance. Key observations include a significant increase in overhead costs from the previous year, an increase in depreciation costs by £500k from 2021/22 and an increase in building equipment £1.5m from 2021/22. The finance team will be working with operational management to understand in more detail the drivers of the cost increases to inform financial and performance management.

The committee received an update on the business planning for 2024/25 including the system planning principles and proposed provider funding arrangements. Internal business planning has commenced and a baseline activity plan has been constructed using current activity run-rate. The committee looks forward to receiving further details as planning progresses and discussed ensuring there is appropriate Board sign-offs before submission.

Board Assurance Framework

The committee reviewed BAFs 02, 03, 05, 06 and 07. Queries were raised as to whether the BAFs accurately reflect the organisation's health given all ratings are either amber or red and asked the executive to review in the next iteration. The committee was also concerned about whether the documentation provided will allow the Board to clearly identify, assess and monitor the most critical areas of concern for the Trust, given amount of information being presented.

Integrated Assurance Framework

The committee was introduced to the Integrated Assurance Framework (IAF) which will support the achievement of the Trust's vision and strategy through a defined approach to oversight and assurance of service delivery that links the team/wards through the business units to the directorates and the Trust Board. The aim is to have the IAF in place for 2024/25.

Other

- The Trust has increased its compliance with Violence Prevention and Reduction Standards from 21% in March 2023 to 47% in October 2023. A working group has been established and is developing an action plan to meet the standards and reduce the number of violent and aggressive incidents, while increasing the levels of reporting.
- Good progress is being made to improve the resilience of the estate.

- A summary of requests made under the Freedom of Information Act 2000 during the period May to November 2023 and an update on the work being undertaken by the Trust's Information Governance Group was noted.

Recommendation

The Board is asked to **NOTE** the matters above and discuss any issues.