

Document: Minutes FINAL																											
Meeting:	Council of Governors session in public 16.00-18.00 30 October 2023 Education Centre, QVH																										
Present:	<table border="1"> <tr><td>Jackie Smith (JS)</td><td>Trust Chair (meeting Chair)</td></tr> <tr><td>Chris Barham (CB)</td><td>Public governor (lead governor)</td></tr> <tr><td>Janet Hall (JH)</td><td>Public governor</td></tr> <tr><td>Julie Holden (JWH)</td><td>Stakeholder governor for EGTC</td></tr> <tr><td>Bob Lanzer (BL)</td><td>Stakeholder governor for WSCC</td></tr> <tr><td>Julia Searle (JS)</td><td>Public governor</td></tr> <tr><td>Ken Sim (KS)</td><td>Public governor</td></tr> <tr><td>Roger Smith (RS)</td><td>Public governor</td></tr> <tr><td>Jonathan Squire (JSQ)</td><td>Public governor</td></tr> <tr><td>Louise Thompson (LT)</td><td>Public governor</td></tr> <tr><td>Linda Skinner (LS)</td><td>Stakeholder governor LoF</td></tr> <tr><td>Jo Davis (JD)</td><td>Staff governor</td></tr> <tr><td>Chris Parrish (CP)</td><td>Staff governor</td></tr> </table>	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
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In attendance:	<table border="1"> <tr><td>Leonora May (LM)</td><td>Deputy company secretary (minutes)</td></tr> <tr><td>Paul Dillon-Robinson (PDR)</td><td>Non-executive director</td></tr> <tr><td>Peter O'Donnell (POD)</td><td>Senior independent director</td></tr> <tr><td>Shaun O'Leary (SOL)</td><td>Non-executive director</td></tr> <tr><td>Russell Hobby (RH)</td><td>Non-executive director</td></tr> <tr><td>Karen Norman (KN)</td><td>Non-executive director</td></tr> <tr><td>James Lowell (JL)</td><td>Chief executive director</td></tr> <tr><td>Maria Wheeler (MW)</td><td>Chief finance officer</td></tr> <tr><td>Nicky Reeves (NR)</td><td>Chief nurse</td></tr> <tr><td>Tania Cubison (TC)</td><td>Medical director</td></tr> <tr><td>Abigail Jago (AJ)</td><td>Director of strategy and partnerships</td></tr> <tr><td>Clare Pirie (CP)</td><td>Director of communication and corporate affairs</td></tr> </table>	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		
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Apologies:	<table border="1"> <tr><td>Niamh Gavin (NG)</td><td>Staff governor</td></tr> <tr><td>Denise Holland (DH)</td><td>Public governor</td></tr> <tr><td>Margo Taskiran (MT)</td><td>Public governor</td></tr> <tr><td>Rob Stevens (RST)</td><td>Chief people officer</td></tr> </table>	Niamh Gavin (NG)	Staff governor	Denise Holland (DH)	Public governor	Margo Taskiran (MT)	Public governor	Rob Stevens (RST)	Chief people officer																		
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Did not attend:	Oliver Harley (OH) Public governor (excluded)																										
Members of the public:	Two members of staff																										
Ref.	Item																										
Standing items																											
54-23	<p>Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present, including JL to his first Council meeting.</p> <p>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.</p> <p>Apologies were received from NG, DH, MT and RST and the meeting was declared as being quorate.</p> <p>JS declared an interest in item 60-23. She would leave the meeting for this item and PDR would take the Chair.</p> <p>There were no further declarations of interest other than those recorded on the register of interests.</p>																										
55-23	<p>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>																										

	<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>
<p>60-23</p>	<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>
<p>61-23</p>	<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>
<p>62-23</p>	<p>Appointment of external auditor Council approved the appointment of Azets as the Trust's external audit with effect from 1 November 2023.</p>
<p>Know your Trust</p>	
<p>63-23</p>	<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>
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Representing the interests of the members and members of public

<p>64-23</p>	<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>
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Holding the non-executive directors to account for the performance of the Board of Directors

<p>65-23</p>	<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>
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	<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>