

## **Bundle Council of Governors (public) 22 April 2024**

### Agenda attachments

- 00 A – front cover public
- 00 B – membership
- 00 C – register April 2024
- 00 D – Agenda Public April 2024 FINAL V2
- 1.24 Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy
- 2.24 Draft minutes of the public meeting held on 29 January 2024
  - 2–24 Minutes– PUBLIC CoG– 29 January 2024 DRAFT V1
- 3.24 Matters arising and actions pending from previous meetings
  - 3–24 PUBLIC Matters arising April 2024
- 4.24 Kent and Medway ICS update
- 5.24 Update from Trust Chair
  - 5–24 Chair's report
- 6.24 Update from Chief executive officer
  - 6–24 CEO CoG report April 2024
- 7.24 Update from Lead governor and deputy lead governor
- 8.24 Governor election process and timeline
  - 8–24 Governor election process and timeline
  - 8–24.1 Council of Governors Register 2024–25
- 9.24 Council of Governors effectiveness review
  - 9–24 Council of Governors effectiveness review
  - 9–24.1 Appendix one– survey responses
- 10.24 Update from Governor working group on public engagement
- 11.24 Update from Patient experience group
- 12.24 Quality and safety committee assurance
  - 12–24 Quality and safety assurance
- 13.24 Audit and risk committee assurance
  - 13–24 Audit and risk assurance
- 14.24 Finance and performance committee assurance
  - 14–24 Finance and performance assurance
- 15.24 Any other questions for non-executive directors
- 16.24 Any other business
- 17.24 To receive any questions or comments from members of the foundation trust or members of the public

# **Council of Governors Meeting in public**

**Monday 22 April 2024**

**14.00-16.00**

**Education Centre, QVH**



## Queen Victoria Hospital NHS Foundation Trust Council of Governors

### Membership April 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
Helen Edmunds	Chief people officer
Kirsten Timmins	Chief operating officer
Leonora May	Company secretary (minutes)

## Annual declarations by governors 2024/25

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.
<b>Public governors</b>							
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							
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							
Taskiran, Margo							
Thompson, Louise	CEO of Myfolks Limited	CEO of Myfolks Limited	NIL	NIL	I am a patient entrepreneur on the NHS Clinical Entrepreneur Programme, in association with Anglia Ruskin University. It is not directly related to the question, but I want to be transparent.	NIL	I am also married to a senior leader in Vodafone but have no visibility of any sales engagement with QVH and will excuse myself should that come up.

	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.
<b>Staff governors</b>							
Davis, Jo	.NIL	NIL	NIL	NIL.	NIL	NIL	NIL
Gavin, Niamh							
Parrish, Chris	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Appointed governors</b>							
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	LVS GR consultancy Limited- 100% ownership	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.
<b>Public governors</b>							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Hall, Janet	NA	NA	NA	NA	NA	NA	NA
Harley, Oliver							
Holland, Denise							
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							
Taskiran, Margo							
Thompson, Louise	NA	NA	NA	NA	NA	NA	NA
<b>Staff governors</b>							
Davis, Jo	NA	NA	NA	NA	NA	NA	NA
Gavin, Niamh							
Parrish, Chris	NA	NA	NA	NA	NA	NA	NA
<b>Appointed governors</b>							
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 22 April 2024**  
**14.00-16.00**

Agenda: meeting session held in public		
<b>Standing items</b>		
Ref	Item	purpose
1-24	<b>Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy</b> <i>Jackie Smith, Trust Chair</i>	-
2-24	<b>Draft minutes of the public meeting held on 29 January 2024</b> <i>Jackie Smith, Trust Chair</i>	<i>Approval</i>
3-24	<b>Matters arising and actions pending from previous meetings</b> <i>Jackie Smith, Trust Chair</i>	<i>Review</i>
<b>Council business</b>		
4-24	<b>Kent and Medway ICS update</b> <i>Cedi Frederick, Chair, NHS Kent and Medway</i> <i>Paul Bentley, CEO, NHS Kent</i>	<i>Information</i>
5-24	<b>Update from Trust Chair</b> <i>Jackie Smith, Trust Chair</i>	<i>Information</i>
6-24	<b>Update from Chief executive officer</b> <i>James Lowell, Chief Executive Officer</i>	<i>Information</i>
7-24	<b>Update from Lead governor and deputy lead governor</b> <i>Chris Barham, Lead governor</i> <i>Janet Hall, deputy Lead governor</i>	<i>Information</i>
8-24	<b>Governor election process and timeline</b> <i>Leonora May, Company secretary</i>	<i>Approval</i>
9-24	<b>Council of Governors effectiveness review</b> <i>Jackie Smith, Trust Chair</i>	<i>Discussion</i>
<b>Representing the interests of the members and members of public</b>		
10-24	<b>Update from Governor working group on public engagement</b> <i>Louise Thompson, Public Governor and working group Chair</i>	<i>Information</i>
11-24	<b>Update from Patient experience group</b> <i>Chris Parrish, Staff governor and Patient experience manager</i>	<i>Information</i>
<b>Holding non-executive directors to account for the performance of the board of directors</b>		

12-24	<b>Quality and safety committee assurance</b> <i>Shaun O’Leary, committee Chair</i>	<i>Information</i>
13-24	<b>Audit and risk committee assurance</b> <i>Paul Dillon-Robinson, committee Chair</i>	<i>Information</i>
14-24	<b>Finance and performance committee assurance</b> <i>Peter O’Donnell, committee Chair</i>	<i>Information</i>
15-24	<b>Any other questions for non-executive directors</b> <i>All members of Council of Governors</i>	<i>Discussion</i>
<b>Meeting closure</b>		
16-24	<b>Any other business</b> <i>By application to the Chair</i>	<i>Discussion</i>
<b>Questions</b>		
17-24	<b>To receive any questions or comments from members of the foundation trust or members of the public</b>  <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 <a href="mailto:Leonora.may1@nhs.net">Leonora.may1@nhs.net</a> 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>
<b>Date of next meeting</b>		
<b>Next meeting of the council of governors to be held in public</b>		
<b>15 July 2024</b>		

#### 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 29 January 2024 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 (JSe)	Public governor	
	Ken Sim (KS)	Public governor	
	Roger Smith (RS)	Public governor	
	Jonathan Squire (JSQ)	Public governor (on MS Teams until 16.25)	
	Louise Thompson (LT)	Public governor	
	Denise Holland (DH)	Public governor	
	Linda Skinner (LS)	Stakeholder governor LoF	
	Jo Davis (JD)	Staff governor	
	Chris Parrish (CP)	Staff governor	
In attendance:	Leonora May (LM)	Interim Company secretary (minutes)	
	Paul Dillon-Robinson (PDR)	Non-executive director	
	Peter O'Donnell (POD)	Non-executive 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 nursing officer	
	Tania Cubison (TC)	Chief medical director	
	Abigail Jago (AJ)	Chief strategy officer	
	Kathy Brasier (KB)	Interim Director of operations	
	Apologies:	Rob Stevens (RST)	Chief people officer
	Did not attend:	Oliver Harley (OH)	Public governor (excluded)
Niamh Gavin (NG)		Staff governor	
Margo Taskiran (MT)		Public governor	
Members of the public:	Two members of staff		
Ref.	Item		
Standing items			
72-24	<b>Welcome, apologies and declarations of interest and eligibility</b> The Chair opened the meeting and welcomed all present.  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 RST and the meeting was declared as being quorate.  There were no declarations of interest other than those recorded on the register of interests.		
73-24	<b>Draft minutes of the public meeting held on 30 October 2023</b> Council <b>agreed</b> that the draft minutes of the public meeting held on 30 October 2024 were a true and accurate record of that meeting and <b>approved</b> them on that basis.		
74-24	<b>Matters arising and actions pending from previous meetings</b> 70-23 (Kent and Surrey ICB representatives to provide an update at a future CoG meeting)		

	<p>JS provided an update on this action, reporting that Kent and Medway ICB representatives have been invited to give an update regarding Kent and Medway ICB at the next meeting. The date for the Surrey and Heartlands ICB update is to be confirmed.</p> <p>There were no further pending actions and Council <b>noted</b> the update.</p>
<b>Council business</b>	
<b>75-24</b>	<p><b>Update from Trust Chair</b></p> <p>JS presented the report to Council, highlighting that the Board had approved the direction of travel for the Trust's strategy at its meeting on 11 January 2024, and that the Strategic development committee continues to have oversight of the development of the Trust strategy. JS invited questions from governors.</p> <p>A governor shared the view that Council could have been better briefed regarding the sale of the land and asked about the impact that the land sale will have on the strategy, specifically from a financial and risk perspective. JL confirmed that the Board had approved the sale of the land five years prior. It was sold subject to planning permission and JL acknowledged that there is learning to be taken from the lack of communication from management regarding the sale of the land in recent months. In response to the questions raised, he confirmed that the land sale is being considered as part of the strategy development and that staff will have say regarding how the proceeds from the sale are spent. The relationship with the contractors once the development starts will be managed through the estates team with regular contact to mitigate any risks. The capital income from the sale is less than originally anticipated.</p> <p>A governor raised concern about the Trust's relationship with the local community given concerns raised regarding the land sale related to access. In response, JL confirmed that prior to the agreement, the local community was invited to participate in a consultation exercise, and this engagement will continue post planning permission.</p> <p>Council <b>noted</b> the updates.</p>
<b>76-24</b>	<p><b>Update from Chief Executive Officer</b></p> <p>JL presented the report to Council, confirming that a performance overview will be included in future reports. He reported that the Trust's cancer performance is ranked third within the system and that the Trust is set to meet cancer standards for the year end. Industrial action throughout the year will have an impact on the Trust's overall year end position.</p> <p>JL reported that the current freedom to speak up guardian has stood down from the role and that the Trust has engaged an external provider to provide this support on a full time basis going forward. It is expected that the service will be in place within eight weeks' time.</p> <p>Council <b>noted</b> the updates.</p>
<b>77-24</b>	<p><b>Strategy update</b></p> <p>AJ, JL and JS provided the following updates regarding the development of the Trust's strategy:</p> <ul style="list-style-type: none"> <li>- At its meeting on 11 January 2024, The Board agreed the hybrid model for the future of the Trust which was acknowledged as an important milestone. The clinical service review of all services has started, and the Trust is working with specialists to define the 'local population'</li> <li>- Internal and external communication regarding strategy development will remain a focus, with staff sessions planned to gain feedback on the hybrid model. Governors will remain a key priority for engagement, especially during the next phase which will be more complex</li> <li>- Provider collaboratives are being developed within NHS Sussex which will be vehicles for service delivery in the future. QVH will be part of both the acute and community provider collaboratives and have taken on a leading role</li> <li>- Today, the health service journal (HSJ) has published an article on QVH's strategy</li> <li>- JS highlighted that NHS Sussex remain an important stakeholder in the development of the strategy. NHS Sussex supported the Trust's approach to approving the hybrid model, acknowledging the transformative work that has happened at QVH during the last two years</li> </ul> <p>Council <b>noted</b> the update.</p>

78-24	<p><b>Update from lead governor</b> [JSq left the meeting]</p> <p>CB provided the following updates:</p> <ul style="list-style-type: none"> <li>- The appointment of JH as the deputy lead governor has been helpful</li> <li>- He thanked all who joined the Board and Council joint Christmas meal in January, which was an important opportunity to build relationships</li> <li>- It is encouraging to see so many governors attending and observing public Board meetings</li> <li>- Governors are invited to accompany the non-executive directors on their service visits. He reported that he and JH had recently joined JS on a visit to the histopathology lab which was insightful. LM will share a list of upcoming service visits with governors</li> <li>- The lead governor and deputy lead governor are members of the national lead governor association which is a useful resource. A recent topic is related to the relationship between governors and non-executive directors and it is recognised that this relationship with the statutory duty for governors of holding to account can be difficult at times. CB will respond with the Trust's arrangements</li> <li>- He expressed the view that working groups aligned to the Board sub-committees does not work well and hoped that there may be more flexibility once the licence conditions are lifted in the future</li> </ul> <p>JH reported that she and JSe attended an NHS Providers Governwell training course last week which was very insightful. She agreed to share the slides with governors. She encouraged governors to sign up to attend the NHS Providers Governor Focus Conference on 9 July 2024.</p> <p>KN reported that she has been invited to visit the East Grinstead museum and invited governors to let her or LM know if they would like to join the visit.</p> <p>Council <b>noted</b> the updates.</p>
79-24	<p><b>Appointments committee terms of reference</b> LM presented the terms of reference for their annual review, reporting that the Appointments committee had reviewed its terms of reference at its meeting in December 2023, and agreed to recommend them to Council for approval.</p> <p>She highlighted the changes to the document, which included the change to the reference to the Code of governance as the new Code of governance for NHS provider trusts came into effect from April 2023, replacing the old code.</p> <p>Council <b>approved</b> the terms of reference.</p>
80-24	<p><b>Governor steering committee terms of reference</b> LM presented the terms of reference for their annual review, reporting that the Governor steering committee had reviewed its terms of reference at its meeting in January 2024, and agreed to recommend them to Council for approval.</p> <p>She highlighted the changes to the document, which included the addition of the deputy lead governor role to the membership, and the to enable the deputy lead governor to Chair the meeting in the absence of the lead governor or Trust Chair</p> <p>Council <b>approved</b> the terms of reference.</p>
<b>Representing the interests of the members and members of public</b>	
81-24	<p><b>Update on the governor working group for public engagement</b> LT and other members of the group provided a verbal update on the work of the governor working group for public engagement, reporting that:</p> <ul style="list-style-type: none"> <li>- LT had attended a business forum meeting with representatives from Surrey and Kent to talk about QVH. She has also reached out to east Grinstead Cycling club who are yet to respond</li> <li>- LT highlighted that the development of the strategy is pertinent to the work of the group. She confirmed that she is meeting with AJ next week to discuss the work of the group and following that the next meeting will be held</li> <li>- All governors were invited to participate in supporting the work of the group</li> </ul>

	<ul style="list-style-type: none"> <li>- DH reported that she has received questions from members of the public regarding the land sale. It was suggested that governors refer members of public to the latest news story on the Trust's website regarding the land sale. This page will be updated as matters progress</li> <li>- JSe reported that discussions with governors from other Trusts had indicated that they are visiting local community groups as part of their engagement work and suggested that the group will do the same going forward with a presentation about QVH and its current strategy work. JWH confirmed that last year the group had visited numerous Parish council meetings</li> </ul> <p>Council <b>noted</b> the updates.</p>
<b>Holding the non-executive directors to account for the performance of the Board of Directors</b>	
<b>82-24</b>	<p><b>Quality and safety committee</b> KN presented the report from the recent Quality and safety committee meeting and reported that the committee has an ongoing concern regarding potential harm caused to patients as a result of waiting for treatment. The committee have supported ongoing work to prioritise some of those patients and continue to monitor clinical harm.</p> <p>She reported that the committee received good feedback regarding some infection prevention and control issues and that there remains concern regarding the lack of a ventilation authorised person and antimicrobial stewardship. TC confirmed that there is a potential applicant for the antimicrobial and theatre prescribing post.</p> <p>Council noted that SOL will be taking over the Chair of this committee from February 2024.</p> <p>Council <b>noted</b> the update.</p>
<b>83-24</b>	<p><b>Audit and risk committee</b> PDR presented the report from the recent Audit and risk committee meeting and reported that the committee had received positive assurance regarding the organisational excellence key strategic objective and that key performance indicators related to staffing are positive.</p> <p>He shared that the committee had conducted a review of raising concerns at QVH, which includes talking to line managers, whistle blowing and speaking up for numerous other routes. The committee were assured that there are clear systems in place but challenged as to whether these systems are effective. JL reiterated the importance of developing psychological safety for staff to ensure that they feel safe and supported to speak up. The Trust is focussing on encouraging staff to speak up and protecting those that do so.</p> <p>The committee have found that the use of single tender waivers at QVH is higher than it would like due to the use of specialist contractors. The committee are focussed on gaining assurance that value for money continues to be sought.</p> <p>PDR invited governors to volunteer to become a member of a governor working group for the committee.</p> <p>Council <b>noted</b> the update.</p>
<b>84-24</b>	<p><b>Finance and performance committee</b> POD presented the report from the recent Finance and performance committee meeting, providing some highlights from the meeting as follows.</p> <p>The committee have requested more data driven forecasts going forward in order that it can seek assurance regarding mitigating actions. This is work in progress.</p> <p>The committee is assured that the Trust is on track to break even at the end of the financial year despite the impact of strike action and increased activity. The committee have sought more detailed analysis regarding the impact of strike action. The committee are assured that the estate is more resilient than previously.</p> <p>POD reported that there are very few vacancies and that staffing levels are good, however the committee will continue to monitor the use of bank agency staff which has been a concern.</p>

	<p>Council considered and discussed the update as follows:</p> <ul style="list-style-type: none"> <li>- A governor asked how the estate has withstood the winter weather this year. In response, MW confirmed that there has not yet been any leaks reported and ongoing long-term issues have been addressed, although it is expected that new issues will materialise due to the age of the estate. Works completed have been permanent and not temporary fixes</li> <li>- In response to a question from a governor, POD confirmed that a workforce strategy is being developed alongside the Trust's strategy as a key enabling strategy. It will be important to ensure that the Trust is clear on where there are key person dependencies and that the Trust has the capability to deliver the strategy</li> <li>- A governor sought assurance that site maintenance and development is factored into financial planning. POD confirmed that investment into the current site versus rebuild will be a key discussion point for the committee going forwards and any investments in new property will be highlighted to Council. MW confirmed that each year there is a backlog maintenance budget to spend on the estate built into the capital plan</li> <li>- Discussion was had regarding the capital plan and MW confirmed that it is largely on track, although there have been delays with spend for major projects including electronic patient records (EPR) and the community diagnostic centre (CDC). POD confirmed that the committee will continue to monitor spend against the capital plan</li> </ul> <p>Council <b>noted</b> the update.</p>
<b>85-24</b>	<p><b>Any other questions for non-executive directors</b> There were none.</p>
<b>Meeting closure</b>	
<b>86-24</b>	<p><b>Any other business</b> There was no further business and the Chair closed the meeting.</p>
<b>Questions</b>	
<b>87-24</b>	<p><b>Questions or comments from members of the foundation trust or members of the public</b> There were none.</p>

Matters arising and actions pending from previous meetings of the Council of Governors - <b>PUBLIC</b>								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	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	April 2024: Generic governor email address to be included on CoG poster.	Closed
2	October 2023	70-23	ICS update	Invite Kent and Surrey ICB representatives to provide a strategy update at future CoG meetings	LM	22 April 2024	January 2024: Kent ICB invited to April CoG meeting to provide Kent ICB update. Surrey ICB date to be confirmed April 2024: Surrey ICB date to be confirmed. Verbal update at meeting	Pending

Report cover-page					
<b>References</b>					
<b>Meeting title:</b>	Board of Directors				
<b>Meeting date:</b>	07/03/2024	<b>Agenda reference:</b>		159-24	
<b>Report title:</b>	Chair's report				
<b>Sponsor:</b>	Jackie Smith, Trust Chair				
<b>Author:</b>	Jackie Smith, Trust Chair				
<b>Appendices:</b>	None				
<b>Executive summary</b>					
<b>Purpose of report:</b>	To update the Board of Directors on Chair, non-executive director and governor activities since the last meeting, as well as provide an update regarding the business of the strategic development committee for assurance				
<b>Summary of key issues</b>					
<b>Recommendation:</b>	The Board is asked to note the contents of the report				
<b>Action required</b>	Approval	<b>Information</b>	Discussion	Assurance	Review
<b>Link to key strategic objectives (KSOs):</b>	<b>KSO1:</b>	<b>KSO2:</b>	<b>KSO3:</b>	<b>KSO4:</b>	<b>KSO5:</b>
	<i>Outstanding patient experience</i>	<i>World-class clinical services</i>	<i>Operational excellence</i>	<i>Financial sustainability</i>	<i>Organisational excellence</i>
<b>Implications</b>					
<b>Board assurance framework:</b>	None				
<b>Corporate risk register:</b>	None				
<b>Regulation:</b>	None				
<b>Legal:</b>	None				
<b>Resources:</b>	None				
<b>Assurance route</b>					
<b>Previously considered by:</b>	NA				
	Date:		Decision:		
<b>Next steps:</b>	NA				

**Report to:** Board Directors  
**Agenda item:** 159-24  
**Date of meeting:** 7 March 2024  
**Report from:** Jackie Smith, Trust Chair  
**Report author:** Jackie Smith, Trust Chair  
**Date of report:** 28 February 2024  
**Appendices:** None

## **Chair's report**

### **Appointments**

On 4 March 2024, we welcomed Kirsten Timmins who joined the Trust as our substantive Chief operating officer. We are also looking forward to Helen Edmunds joining the Trust on 11 March 2024 as our Chief people officer.

I am really pleased to say that Leonora May has been appointed as the Company secretary. She will be supporting our Board and Council of Governors and leading on our corporate governance. She is also the counter fraud champion for QVH. More information about these appointments is included within the Chief executive's report.

I would like to thank Kathy Brasier, interim Director of operations and Rob Stevens, interim Chief people officer for their contributions to the Board during their time in post. This will be Rob's last Board meeting at QVH.

### **Service visits**

Since the last Board meeting the non-executive directors have visited the human resources team and the radiology team. I have continued visiting services with the lead and deputy lead governor. We all visited Histopathology and most recently, the Peanut ward where we spoke to a family whose feedback was that the standard of care on the ward has been exemplary.

These visits have been completed as part of our ongoing work to connect Board members throughout the organisation, getting to know staff from across the Trust and collecting soft intelligence. Specific issues raised by staff are followed up with executives or escalated through other routes as appropriate.

### **Other non-executive director activities**

During February, a series of governor working groups were held with the Finance and Performance, Quality and safety and Strategic development committee Chairs, executive leads and governors.

I continue to meet regularly with our lead governor and deputy lead governor to discuss key issues. Other meetings include my regular catch up with the Sussex ICB chair and the chair for UHSX. James and I also had a valuable meeting with the chair and CEO for Kent and Medway ICB.

I was pleased to join the interview panel for Surrey and Sussex Healthcare NHS Trust to support the recruitment of a non-executive director at the end of January.

### **Strategic development committee**

The Strategic development committee met on 21 February 2024. At the meeting the committee received an update on Trust strategy development and good progress is being made. The enabling strategies are in development and on track, with the



research and innovation strategy being a key enabler of the hybrid model with reliance of external partners for delivery.

The committee received a first draft of the communication and engagement plan and was assured by plans to connect with key stakeholders throughout the development of the strategy with a clear and consistent approach that build on the openness, inclusivity and transparency that the Trust has committed to.

The committee reviewed the clinical services options report that will be presented to the Board at today's meeting and supported workshops being completed throughout March to engage key members of clinical staff.

An update regarding the development of the key strategic objectives for 2024/25 was presented to the committee who supported the direction of travel and increased ambition.

The committee reviewed BAFs 4 (there is a risk that the Trust fails to secure its long term sustainability leading to closure of services and/ or the site) and 8 (there is a risk that the Trust does not develop and maintain collaborative relationships with partner organisations built on shared objectives and mutual trust that may impact adversely on the ability to deliver a sustainable future and trust strategy and improve the health of the populations we serve). Committee members were pleased to note the completion of key actions to manage these risks, including the strategy framework and milestones plan being in place and monitored, the decision making framework being agreed by the Board, and the development of the engagement plan and assurance that engagement to date has been effective. The overall assurance ratings for both of these BAFs for Q4 is green, indicating a high level of confidence that there are no serious issues and that the controls were effective.

Following the meeting, a governor working group meeting was held with the Trust Chair, Chief strategy officer and governors to discuss the clinical service option report.

The next meeting of the committee will be held on 20 March 2024, and the Chair will provide a further committee assurance report for the Board at its meeting in May 2024.

### **Recommendation**

The Board is asked to **note** the contents of the report.

**Report to:** Council of Governors  
**Agenda item:** 6-24  
**Date of meeting:** 22 April 2024  
**Report from:** James Lowell, chief executive officer  
**Report author:** James Lowell, chief executive officer  
Michelle Baillie, acting associate director of communications and engagement  
**Date of report:** 15 April 2024

## **Update from Chief Executive Officer**

### **Strategy development journey**

At our public board meeting on Thursday 11 January 2024, our Board reached a significant milestone when we discussed a number of opportunities we have for the strategic direction of QVH. The discussions considered the context that we operate in and the need to make sure we have a clear identity going forwards – so we know both what we are and what we are not.

The board supported the option for us to become a hybrid provider, where we retain our highly specialised services whilst offering an innovative health and care offering to the local community. It gives us the chance to strengthen our clinical research output, develop collaborative partnerships and really build on our role as an anchor institution for East Grinstead, where our long-term sustainability is tied to the people we serve both as patients and staff. Importantly this option gives us the opportunity to deliver clinical, operational and financial sustainability.

A tremendous amount of work has taken place since we launched our strategy work in April 2023 and we have an ambitious programme of work between now and the Autumn when our strategy officially launches, including developing the clinical and enabling strategies that will underpin this work. We are also continuing the positive conversations we are having with our colleagues in primary care around the future development of our neighbourhood strategy.

### **Redefining our organisation**

A significant amount of work is also ongoing to redefine our organisation following the well led review of leadership and governance undertaken by Deloitte in 2022/23. The report made recommendations in a number of areas including 'raising the profile of the directorates'.

We will be introducing triumvirate working across our clinical directorates and business units. This will help us ensure our services are clinically led by a team that represents all the staff groups and services under its management. Each directorate will be led by their clinical director, general manager and head of nursing, with clinical leads and service or ward managers leading the day to day operations of business units.

These changes will be supported by improved data for clinical directorates and business units, and a refreshed governance structure to help us review performance against agreed metrics, share successes and best practice, and manage risk and challenges. We will begin introducing this new structure this month and next, although we recognise it will take time and support to implement fully.

### **Capital planning update**

We are currently finalising our capital plan for 2024/25. The Trust will receive £3.8m operational capital which will be spent in three main areas which are: estates backlog maintenance programme; IT infrastructure; and a medical devices rolling replacement programme.

We will also have two centrally funded programmes in this new financial year – our Community Diagnostic Centre (CDC) new build £6.7m and the Electronic Patient Record programme (EPR) £3.9m.

### **Executive team changes**

We have had some changes in our executive team in the last few weeks. Kirsten Timmins has joined as our Chief Operating Officer on Monday 4 March. She was the Deputy Chief Operating Officer at South London and Maudsley NHS Foundation Trust, and has 20 years' experience in performance management and improvement across the public sector. Kirsten has previously worked at the National Audit Office working with Parliament, The United Nations, Ministry of Defence, and International Development to influence policy, improve services, and increase transparency of government expenditure. She also worked for NHS England and Improvement working with trust boards and executive teams across South East England to improve leadership, governance and performance against the constitutional standards.

We have also been joined by Helen Edmunds, our new Chief People Officer. She has come from NHS Kent and Medway where she was Director of People Strategy with strategic leadership for workforce development across the Kent and Medway integrated care system. Helen has previously held senior leadership roles in ambulance, provider trust, system and region across the people portfolio, including head of leadership and organisational development for the South East Leadership Academy and deputy director of workforce transformation for NHS England in the South West Region. She is an experienced system leader, delivering people and culture change programmes in several system and regional roles, bringing system partners together to deliver workforce programmes, supporting improved patient outcomes.

We also said goodbye to Clare Pirie, Director of Communications and Corporate Affairs, who is taking a career break. Clare has been in the NHS for 23 years, eight of those at QVH. In her time at QVH Clare has made an important contribution to the effectiveness and success of the organisation including the strong team she built working across communications, the charity, volunteers and governance.

### **Our new company secretary**

Following a competitive external recruitment process, we appointed Leonora May as our Company Secretary. Leonora's background is in Law and she holds a Masters Degree in Corporate Governance and Law. She reports directly to me as Chief Executive Officer, supporting our Board and you, our Council of Governors, as well as leading on our corporate governance.

### **Delivering Improving Lives together**

To support the delivery of the Improving Lives strategy, the organisational leaders across Sussex have agreed to establish Sussex Provider Collaboratives and a Sussex NHS Committee in Common. It is expected that the Committee in Common will be in place by the end of Q1 2024/25. Membership for QVH and for each of the seven provider trusts will include the Chair, Chief Executive Officer and one Non-Executive director. The Terms of reference for the Committee in Common are in development and will require approval from the Board.

**QVH Progress Pride Pledge**

At the January public Board meeting we introduced the QVH Progress Pride Pledge as a way of colleagues helping us to challenge discrimination towards LGBT+ people in our organisation and supporting QVH to be a place of inclusion and respect. So far more than 330 colleagues have signed the pledge and you will now see them wearing a badge or lanyard as a way to show that we are an open, non-judgemental, and inclusive place for people who identify as LGBT+.

**Fire Safety Enforcement Notice**

Following the Fire Safety Enforcement Notice we received on 1 February 2024, we are continuing to work closely with West Sussex Fire and Rescue Services whilst we swiftly address the issues raised. We are required to have made all the necessary improvements by 3 June.

**Showcasing our Healthcare Scientists**

We were delighted to welcome Victoria Chalker, Deputy Chief Scientific Officer for NHS England, to QVH to show her our Healthcare Scientists in action. A clinical scientist by background, Victoria met some of our own Healthcare Scientists in our Sleep Disorder Centre, Corneoplastics Unit; Histopathology lab; Medical Photography studio; and Prosthetics lab – the largest maxillofacial prosthetics lab in Europe. Victoria spent time talking to the teams and finding out more about how we are investing in developing our workforce and growing the next generation of Healthcare Scientists.

Thank you to all of the teams involved in the visit who spoke so passionately about what they do here at QVH.

**Recommendation**

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

**Report to:** Council of governors  
**Agenda item:** 8-24  
**Date of meeting:** 22 April 2024  
**Report from:** Leonora May, Company secretary  
**Report author:** Leonora May, Company secretary  
**Date of report:** 15 April 2024  
**Appendices:** Appendix one: Council of Governors register 2024/25

## **Governor election process and timeline**

### **Introduction**

This report seeks approval for a governor election to fill ten public governor vacancies and sets out the process and timeline.

### **Background**

The Trust held elections early in 2023 to fill its 20 public governor and three staff governor vacancies. Four public governors stood for re-election and were elected for a second term. Six public members nominated themselves for the role and were elected for a first term. Currently, all public and staff governor first or second terms will end on 30 June 2026. The current Council of Governors register is appended to this report for information.

Following the elections held in 2023, ten public governor vacancies remain. It is proposed that elections are held to fill these vacancies, with the public governors taking up post from Monday 5 August 2024 for a first term of three years. This will allow for some continuity within the Council of Governors when the current public governor terms end, increase capacity for taking part in working groups and help with CoG meeting quoracy which requires more than half of the total number of governors to be present, the majority of which must be public governors.

In order to stand for election for a public governor role, the person must be a member of the Trust's public Constituency, and in order to be a member of the Trust's public constituency, the person must reside in Kent, Surrey, East Sussex, West Sussex or South London. Public governors are elected by members of the public constituency.

The Trust's Constitution states that:

*16.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of a term of office, the provisions set out below will apply.*

*16.2 Where the vacancy arises amongst the Elected Governors, the Council of Governors shall be at liberty either:*

*16.2.1 to call an election to fill the remainder of the unexpired term of office where it is in excess of one year; or*

*16.2.2 to invite the next highest polling candidate for that seat at the most recent election or (where relevant) by-election, who is willing to take office, to fill the seat for the remainder of the unexpired term of office where it is in excess of one year. If that candidate does not accept to fill the vacancy, it may be offered to the next highest polling candidate until the vacancy is filled; or*

*16.2.3 where no reserve candidate is available or willing to fill the vacancy, to call an election; or*

*16.2.4 to leave the seat vacant until the next scheduled elections are to be held where the unexpired term of office is one year or less.*

*16.3 When deciding on a course of action, the Council of Governors must always ensure that the aggregate number of Governors who are Public Governors on the Council of Governors always remains in the majority.*

The provision within 16.2.2 does not apply due to the last election for public governors being uncontested.

### **Process and timeline**

The elections will be conducted using the first past the post method in accordance with the Model Election Rules and set out within the Trust's Constitution. The Model Election Rules for election to the Council of Governors are set out in full in Annex 4 of the Trust's Constitution. The model 55 day timeline will be used. The timeline and process is set out below:

<b>Election stage</b>	<b>55 days</b>
Notice of Election / nominations open	Friday, 10 May 2024
Governor Awareness Session/ pre-election event	Mid-end May 2024
Nominations deadline	Monday, 10 Jun 2024
Summary of valid nominated candidates published	Tuesday, 11 Jun 2024
Final date for candidate withdrawal	Thursday, 13 Jun 2024
Notice of Poll published	Monday, 1 Jul 2024
Voting packs despatched	Tuesday, 2 Jul 2024
Close of election	Thursday, 25 Jul 2024
Declaration of results	Friday, 26 Jul 2024
Governor induction day	Wednesday, 31 Jul 2024
Governors to start in post	Monday, 5 Aug 2024

Governor elections will be publicised through our social media channels, our members newsletter and on our website which will feature an elections page during the period. The notice of the election will be on the Trust's website and all members will be written to with information about the governor role and an invitation to stand for election and attend the pre-election event.

An outline of the role of the governor and some information regarding who to contact should members of the public like more information regarding how to become a governor is included within the presentation for the governor working group for public engagement.

This year, we will be introducing postcards which we hope will increase interest in the roles.

We will use our social media channels, website page and postcards to encourage people of all backgrounds and experiences to put themselves forward to ensure that

the voice of our Council of Governors is representative of the diverse communities that we serve.

All prospective governors will be required to attend the pre-election event, as required by the Trust's Constitution. The pre-election event will be an opportunity for prospective governors to learn about the Trust, the role and ask any questions about the election process.

The feedback regarding the governor induction programme has indicated that it has not previously been as effective as it could be. Ahead of the induction of new governors, the Trust will work with current governors to develop an effective and current induction programme to ensure that new governors are supported in the role.

### **Recommendation**

Council is asked to **approve** a governor election to fill the ten vacant public governor posts from Monday 5 August 2024.

QVH Council of Governors register 2024/25						
Last name	First name	Constituency	Geographical area	Status of current term	Start term	End term
Barham	Chris	Public	East Sussex	Re-elected 2nd term	01/07/2023	30/06/2026
Davis	Jo	Staff	n/a	Elected 1st term	01/07/2023	30/06/2026
Gavin	Niamh	Staff	n/a	Elected 1st term	01/07/2023	30/06/2026
Hall	Janet	Public	Surrey	Elected 1st term	01/07/2023	30/06/2026
Harley	Oliver	Public	West Sussex	Re-elected 2nd term	01/07/2023	30/06/2026
Holden	Julie	Stakeholder	n/a	Appointed 2nd term	06/01/2023	05/01/2026
Holland	Denise	Public	East Sussex	Elected 1st term	01/07/2023	30/06/2026
Lanzer	Bob	Stakeholder	n/a	Appointed 1st term	15/04/2022	30/04/2025
Parrish	Chris	Staff	n/a	Elected 1st term	01/07/2023	30/06/2026
Searle	Julia	Public	West Sussex	Elected 1st term	01/07/2023	30/06/2026
Sim	Ken	Public	East Sussex	Re-elected 2nd term	01/07/2023	30/06/2026
Skinner	Linda	Stakeholder	n/a	Appointed 1st term	01/04/2023	30/04/2026
Smith	Roger	Public	Kent	Re-elected 2nd term	01/07/2023	30/06/2026
Squire	Jonathan	Public	East Sussex	Elected 1st term	01/07/2023	30/06/2026
Taskiran	Margo	Public	Kent	Elected 1st term	01/07/2023	30/06/2026
Thompson	Louise	Public	West Sussex	Elected 1st term	01/07/2023	30/06/2026



**Report to:** Council of governors  
**Agenda item:** 9-24  
**Date of meeting:** 22 April 2024  
**Report from:** Jackie Smith, Trust Chair  
Leonora May, Company secretary  
**Report author:** Leonora May, Company secretary  
**Date of report:** 11 April 2024  
**Appendices:** Appendix one: Survey results

## **Council of Governors effectiveness review**

### **Introduction**

Members of the Council of Governors were asked to complete a survey on its effectiveness during March 2024. This report sets out the outcome of the review with proposed actions for discussion and agreement.

### **Background**

The review of effectiveness of the Council of Governors on a regular basis is good practice and is recommended by the Code of governance for NHS provider trusts which states that led by the Chair, Councils of Governors should periodically assess their collective performance including how it has discharged its statutory duties. Most trusts tend to undertake this review on an annual basis. The results of an evaluation should inform the creation of an action plan for the Council of Governors to ensure that steps are taken to address any issues that arise from the review.

### **Executive summary**

There were a total of 12 questions in the survey which was open for two weeks. For 10 of those questions, governors were asked to mark a statement against a five point agreement scale which ranged from strongly disagree to strongly agree, which agree or strongly agree being the ideal score for each question. Governors were also invited to provide comments to supplement their responses and there were additional questions regarding training opportunities, areas for improvement and things to celebrate. The responses to the five point scale statements are included in full at appendix one to this report.

A total of 13 governors completed the survey.

### **Survey results**

The results of this survey were largely positive, with some areas for improvement identified. Statements which received more than disagree or strongly disagree are set out below:

- 'I am assured by the NED led committee reports to the Council of Governors'. Two governors disagreed with this statement and five governors neither agreed nor disagreed
- 'The Council of Governors induction programme is effective'. Seven governors disagreed with this statement.

### Key themes/ comments

- There is general agreement that Council of Governor meetings are effectively Chaired, that secretariat support is good with the exception of one response

- Some comments suggest that papers could be less detailed and easier for a lay reader to digest, and that NED assurance reports are sometimes out of date by the time of the meeting. Some responses have suggested that updates are included where the information has developed since the report was written
- Papers are timely with sufficient notice of meetings
- Some responses suggested that there are limited opportunities for the governors to effectively hold the NEDs to account for the performance of the Board and that governors largely receive information and would like more opportunities to collaborate
- One governor suggested that the NEDs could complete a summary of their focus during the period to share at Council of Governors meetings
- A number of comments suggest that training for governors has been lacking and that the induction programme was not effective. Further training would be welcomed in order to feel supported in the role, but that governors have access to support and advice when needed
- Responses suggest that governors would value more informal opportunities to get to know the NEDs
- There is general agreement that behaviour of the members is in line with the Nolan principles and that the relationship between the Board and the Council of Governors is much improved
- Some comments suggest that improved clarity of areas of responsibility within the Trust would be helpful
- Governors have welcomed the introduction of hybrid meetings where it is possible

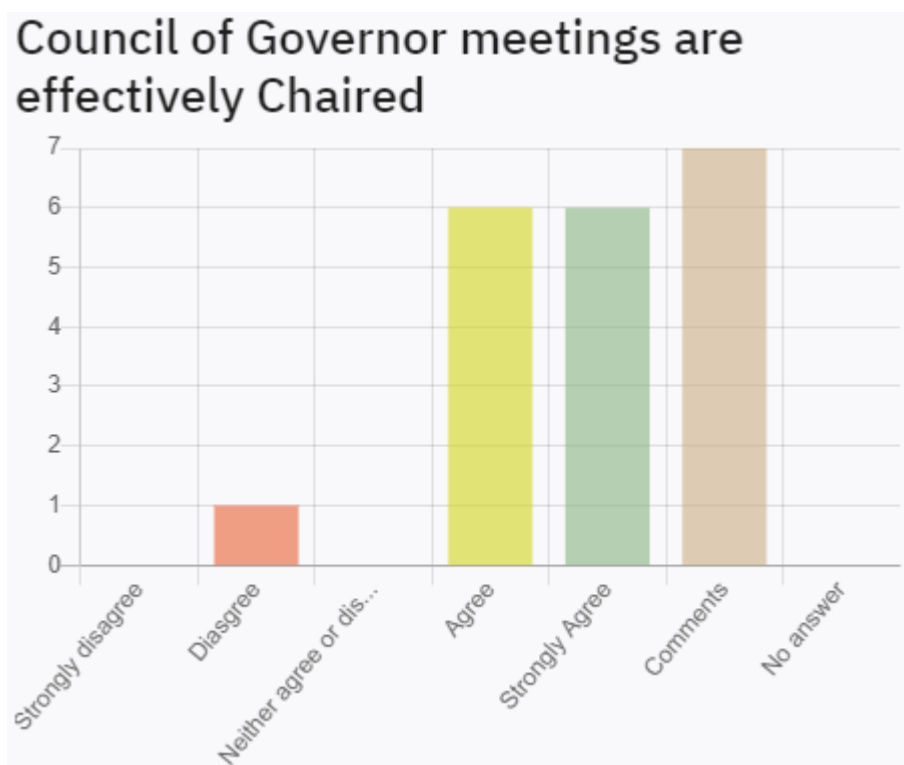
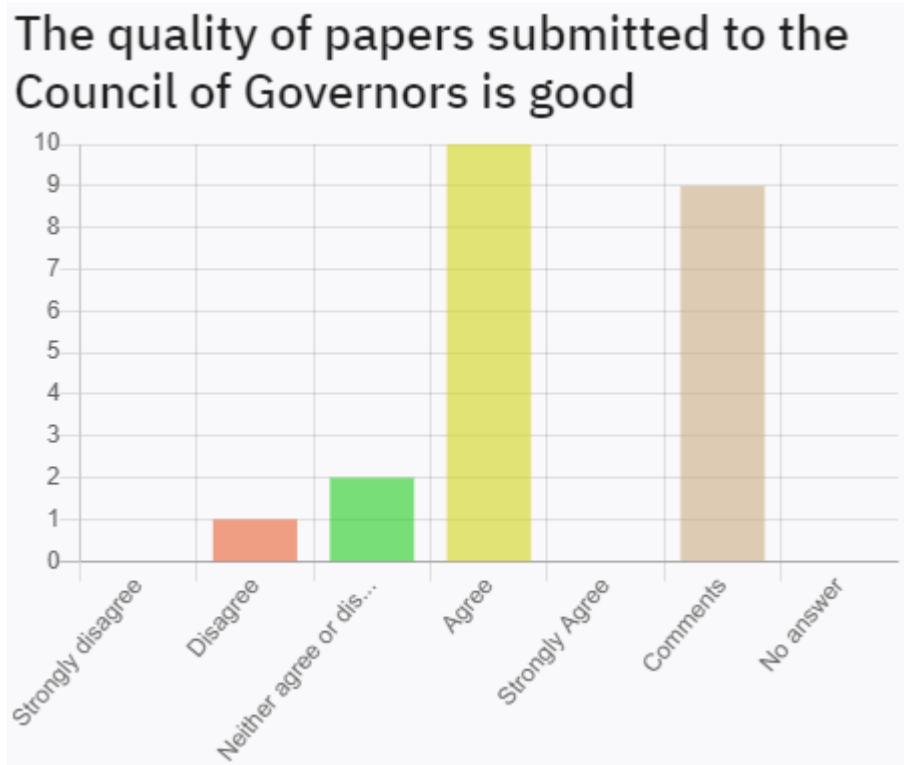
<u>Question/ theme</u>	<u>Proposed action</u>
Some comments suggest that <b>papers could be less detailed</b> and easier for a lay read to digest, and that <b>NED assurance reports are sometimes out of date by the time of the meeting</b> and <b>could be more digestible</b>	<ul style="list-style-type: none"> <li>- Summaries to be included in reports as far as is possible</li> <li>- NED assurance reports to be supplemented with a verbal summary from NEDs, including and update regarding further updates since the report was drafted</li> </ul>
Some responses suggested that <b>there are limited opportunities for the governors to effectively hold the NEDs to account for the performance of the Board</b> and that governors largely receive information and <b>would like more opportunities to collaborate</b>	<ul style="list-style-type: none"> <li>- Governors to join NEDs on visits to teams and services</li> <li>- The introduction of one NED at each CoG meeting having a slot on the agenda to talk about their work and focus areas during the period</li> </ul>
A number of comments suggest that <b>training for governors has been lacking</b> and that the <b>induction programme was not effective</b>	<ul style="list-style-type: none"> <li>- Development day for governors with NHS Providers regarding governance and the role of a governor (this has been arranged for 1 May 2024)</li> <li>- A review of the governor induction programme with input</li> </ul>

	from governors ahead of the induction of new governors following upcoming elections
Responses suggest that governors would value <b>more informal opportunities to get to know the NEDs</b>	<ul style="list-style-type: none"> <li>- Governors to join NEDs on visits to teams and services</li> <li>- Informal CoG meetings with no agendas</li> <li>- Social events such as the Christmas meal to continue</li> </ul>
Some comments suggest that <b>improved clarity of areas of responsibility within the Trust would be helpful</b>	<ul style="list-style-type: none"> <li>- Circulation of Board member portfolios and areas of interest</li> </ul>

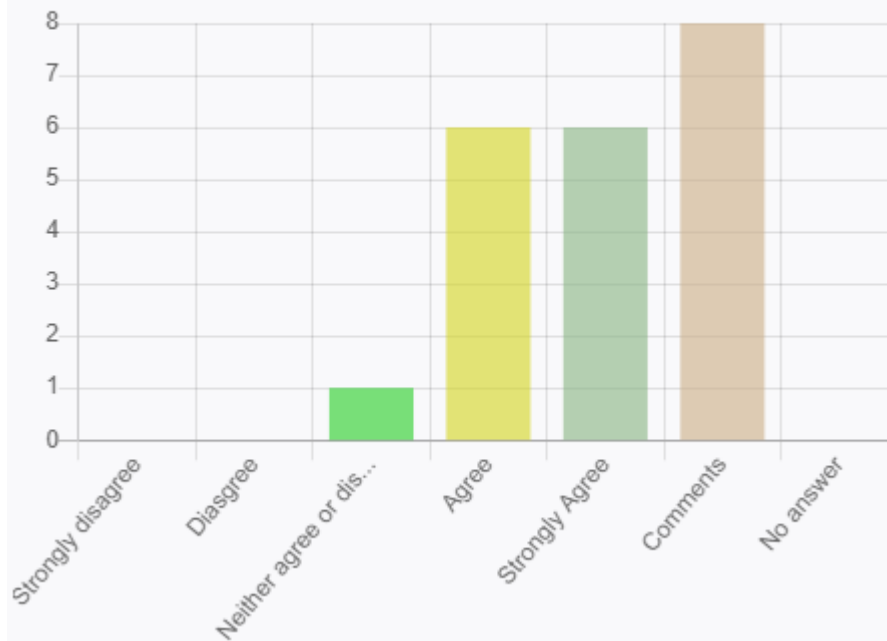
### **Recommendation**

Council is asked to:

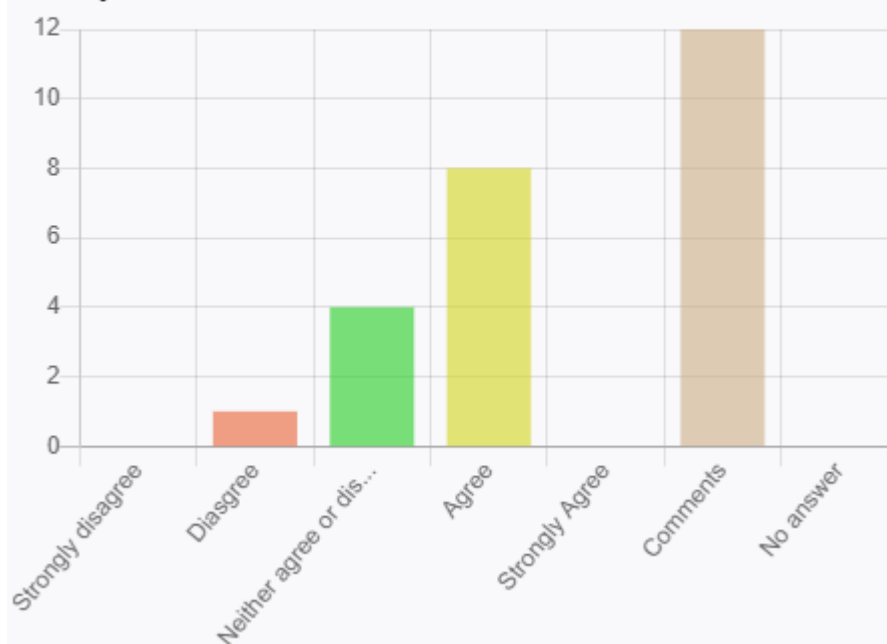
- **Note** the contents of the report
- **Agree** to the contents of the action plan, and discuss and agree any further recommended action



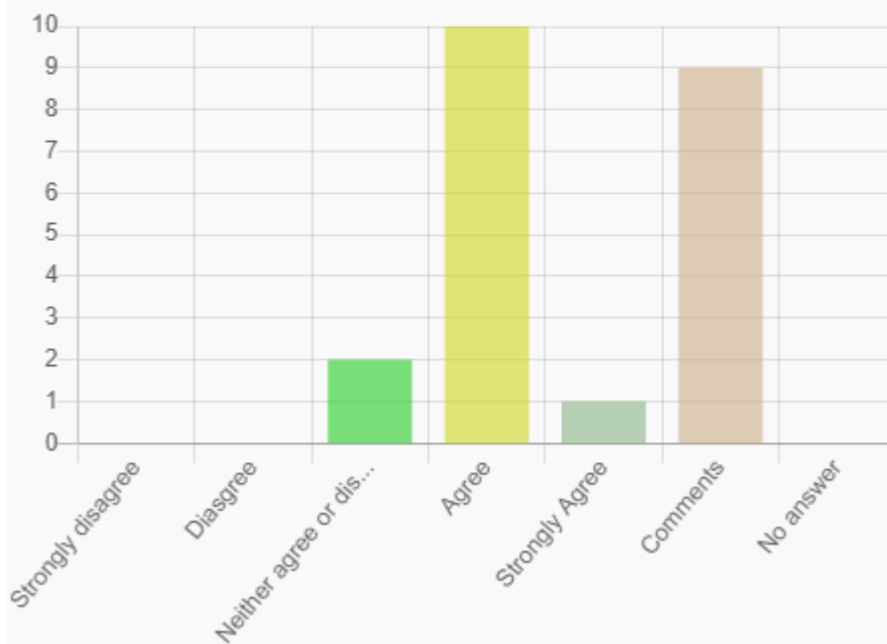
### The Secretariat support to the Council of Governors is good



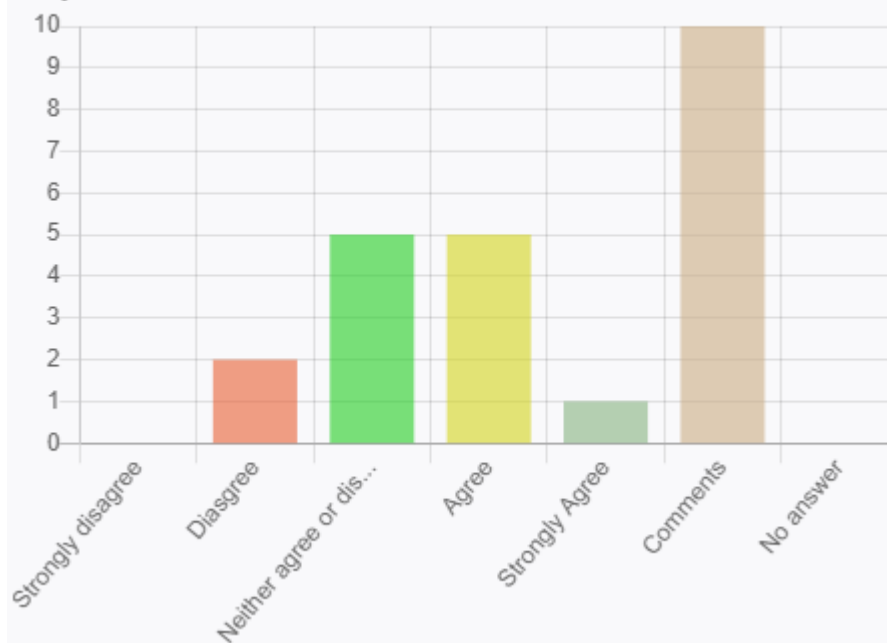
### To what extent do you agree that there are ample opportunities to hold the Non-executive directors to account for the performance of the Board?



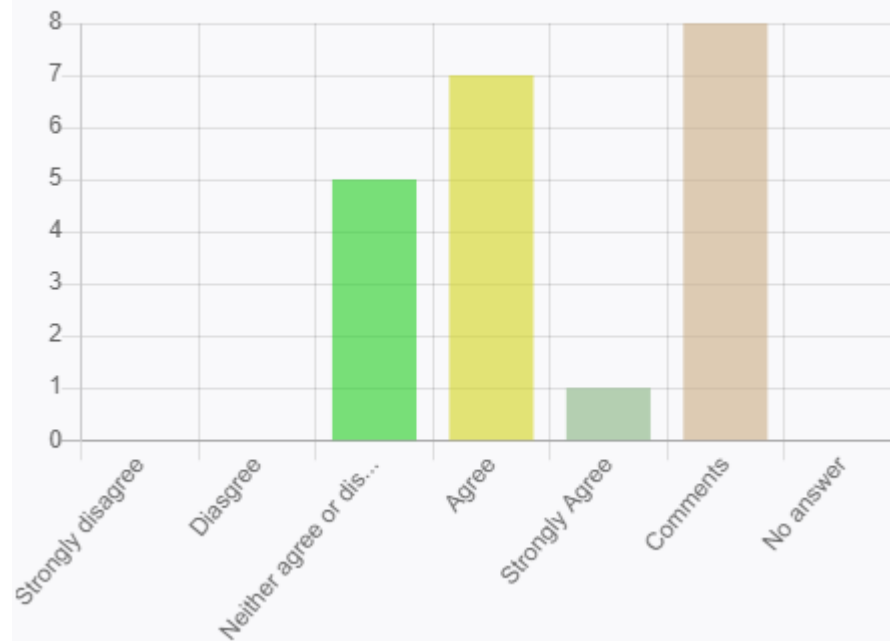
### The Chair and Non-executive directors effectively engage with the Council of Governors



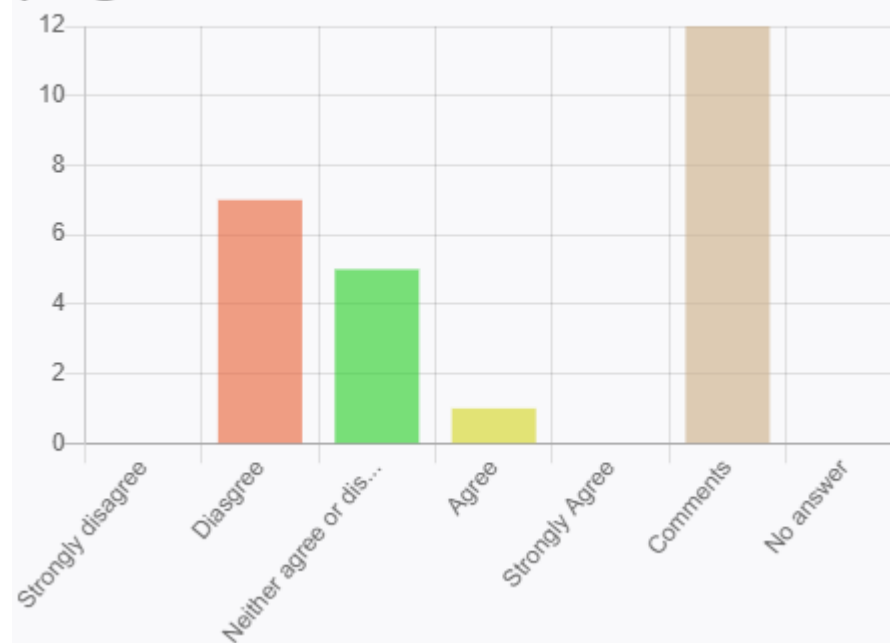
### I am assured by the NED led committee reports to the Council of Governors



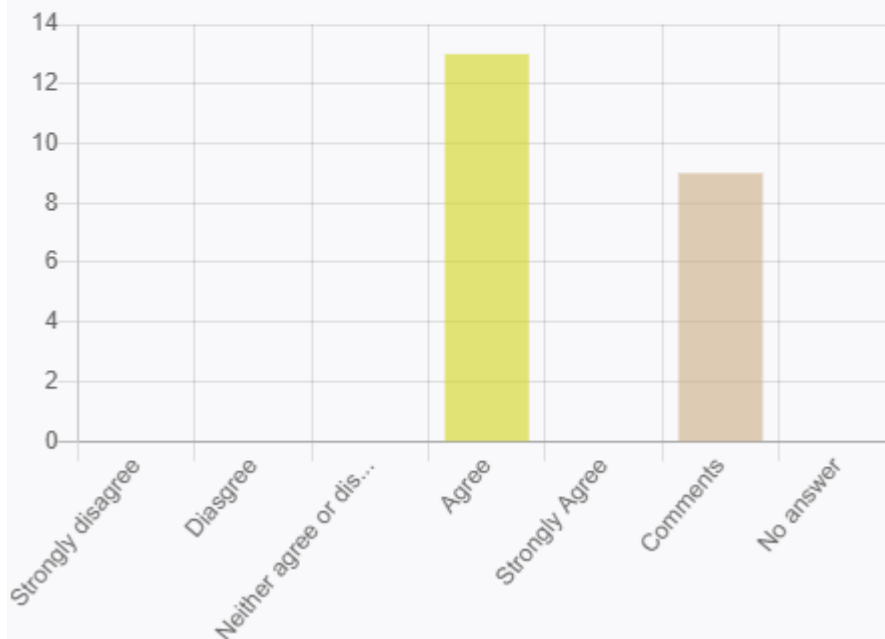
### I feel supported in my role; I have access to advice, support and training



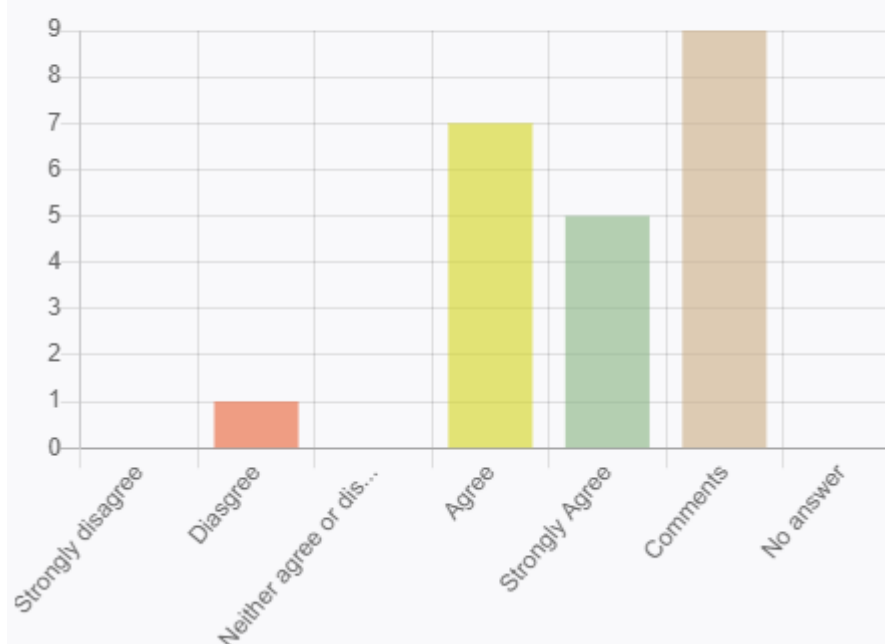
### The Council of Governors induction programme is effective



**Behaviours demonstrated by CoG members are in line with our Trust Values and the seven Nolan principles [selflessness, integrity, objectivity, accountability, openness, honesty, leadership]**



**I feel able to fully contribute to discussions in Council meetings without inhibition**





References					
Meeting title:	Board of Directors				
Meeting date:	07/03/2024	Agenda reference:	168-24		
Report title:	Quality and Safety Assurance				
Sponsor:	Shaun O'Leary, Non-Executive Director and committee Chair				
Author:	Riya Jose, Governance Officer Leonora May, 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 Safety Committee at its meeting on 26 February 2024.				
Summary of key issues	<ul style="list-style-type: none"> <li>- There has been one serious incident since the previous meeting</li> <li>- Clinical harm reviews have been completed for patients whose cases were closed or paused incorrectly</li> <li>- There have been improvements in microbiology support – from the external provider and through recruitment to a key post</li> </ul>				
Recommendation:	The Board is asked to <b>note</b> the contents of the report.				
Action required	Approval	Information	Discussion	Assurance	Review
Link to key strategic objectives (KSOs):	<b>KSO1:</b> <i>Outstanding patient experience</i>	<b>KSO2:</b> <i>World-class clinical services</i>	<b>KSO3:</b> <i>Operational excellence</i>	<b>KSO4:</b> <i>Financial sustainability</i>	<b>KSO5:</b> <i>Organisational excellence</i>
Implications					
Board assurance framework:	BAF 1- patient services reviewed by the committee at its meeting in February 2024				
Corporate risk register:	Corporate risk register reviewed at the committee meeting in February 2024				
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:** 268-24  
**Date of meeting:** 7 March 2024  
**Report from:** Shaun O'Leary, Non-Executive Director and committee Chair  
**Report author:** Riya Jose, Governance Officer  
Leonora May, Company Secretary  
**Date of report:** 27 February 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 26 February 2024.

### **Clinical quality and patient safety**

The committee reviewed a recent serious incident, focusing on the timely and effective response. Positive feedback from the Integrated Care Board (ICB) on our prompt reporting and management of the incident was acknowledged. This incident underscores our commitment to swift, transparent handling and continuous improvement in care delivery. The committee endorsed the decision to undertake an external peer review to seek clarity about the adherence to agreed processes in relation to the serious incident.

The refinement of the clinical harm review process has resulted in a focus on patient groups most at risk, particularly in cancer care. The goal is to proactively identify and prevent harm by closely monitoring and reviewing cases where delays or other issues might lead to clinical harm. The committee raised concern regard the planned non-RTT waiting lists, noting that approximately 35 patients were identified with incorrectly closed or paused pathways, mainly due to administrative errors. Clinical harm reviews have subsequently been completed for these patients. Comprehensive actions are being undertaken to rectify these issues, including patient validation, surgery scheduling and a Route Cause Analysis to ensure rigour of understanding how the situation arose initially, and the resulting actions and learning. A staff training programme has been implemented to prevent future administrative errors.

The committee received a clinical audit update, including actions completed to date to revise the clinical audit report. This report aims to ensure full compliance with NICE standards and address previously identified inaccuracies.

The committee noted challenges regarding completion of the last step (Step 5) of the WHO surgical safety checklist, and sought further assurance regarding how this is being addressed at its next meeting. It also requested benchmarking data from other organisations regarding compliance.

### **Infection prevention and control**

The committee received an update on progress in effectively managing the risk related to antimicrobial prescribing. There has been significant improvement in microbiologist engagement, with participation increasing to two virtual ward rounds weekly. This enhancement is vital for effective infection control and patient care. The anticipated start of a recently recruited antimicrobial pharmacist in April is expected to strengthen our infection prevention and control efforts. Addressing staffing shortages, particularly amongst bank staff and rotating doctors, remains a priority.

The committee agreed to refer the matter regarding the absence of a ventilation authorised person to the Finance and Performance Committee.

### **Estate**

The committee noted challenges with the estate, specifically relating to leaking roofs which have been fixed numerous times. This highlighted an issue regarding estates capacity and capability and the importance of contract management. This issue will be referred to the Finance and Performance Committee for inclusion in its ongoing oversight.

### **Risk**

The committee reviewed BAF1- patient outcomes and the corporate risks within its remit. Debate was had regarding the consequence score of the BAF as being 5 (severe) and the committee challenged whether this should be lower given the controls in place to manage the risk. This was felt to be a wider corporate issue, not just relevant to Quality and Safety committee – and an agreed, standardised approach is requested from the Board. The corporate risk related to the mental capacity act was agreed to be a concern and progress in this area requires ongoing regular reporting.

### **Governance**

The committee reviewed its work plan for 2024/25 which is expected to evolve with the implementation of the integrated assurance framework and the Quality Improvement workstream. The committee also reviewed its terms of reference and has made some suggested changes to the membership and frequency of meetings for approval by the Board to ensure effectiveness of discussions and decision-making processes, including reducing membership and alternating meeting formats.

### **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:	Business meeting of the Board of Directors				
Meeting date:	07/03/2024	Agenda reference:		167-24	
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 (14 February 2024)				
Summary of key issues	<p>Potential changes to the governing documents, such as the scheme of delegation, were discussed in principle, along with collaboration arrangements at ICS level.</p> <p>Updates on the annual report and accounts, with associated audit, were provided to give assurance that a plan is in place</p> <p>Updates on internal audit and local counter fraud were received</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: <i>Outstanding patient experience</i>	KSO2: <i>World-class clinical services</i>	KSO3: <i>Operational excellence</i>	KSO4: <i>Financial sustainability</i>	KSO5: <i>Organisational excellence</i>
Implications					
Board assurance framework:	This was an extra meeting that did not specifically address the BAF, but the entire assurance framework will be at the centre of future meetings				
Corporate risk register:	No specific coverage of the corporate risk register, although both internal audit and counter fraud indicative plans are risk-based.				
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:					
	Date:		Decision:		
Next steps:	Review by board				

**Report to:** Board Directors  
**Agenda item:** 167-24  
**Date of meeting:** 7 March 2024  
**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:** 27 February 2024  
**Appendices:** None

## **Audit and Risk Committee assurance report**

### **Introduction**

The audit and risk committee met on 14 February 2024.

### **Executive summary**

Governance changes: The committee held early discussions on some proposed changes to the main governing documents, such as the scheme of delegation, considering increasing the financial levels of some decision-making, and this is part of a wider review looking at the governance structure that will return to the committee before discussion at the board. There was also discussion on the potential governance of collaboration arrangements within the ICS. This is still work-in-progress and it was emphasised that the board needed to understand the importance of these.

Annual Report and Accounts: Planning for the completion and audit of the 2023/24 annual report and accounts was discussed and assurance gained that there is a plan in place that all are signed up to. The committee encouraged management to consider how long the annual report has become and the cost/benefit of the time involved in the additional work above the mandatory requirements.

Changes to accounting policies, etc: It was confirmed that there are no significant changes to accounting policies, treatments, judgement and estimations expected this year. These can have an impact on the year-end process.

External audit: Azets, the trust's new external auditors, are making progress with their planning and introduction to the Trust. They have arranged time for a handover from KPMG.

Internal audit: RSM reported on two pieces of work with "reasonable" levels of assurance. Management were challenged about the time taken to implement a couple of agreed management actions from previous audit, albeit of medium priority, but turnover of staff has been a factor. An indicative plan for next year was produced, in light to the impending tender for services, and a few suggestions for changes to be considered were made.

Counter Fraud: The local counter fraud specialist provided an update as well as an indicative plan for next year. The committee raised the "lessons learned" from the Post Office and Horizon issue, in terms of the behaviours from investigators. Robust assurance was given that counter fraud in the NHS is handled in a much more professional manner and to a higher standard, than would have been the case with the Post Office.

Internal audit / LCFS tender: The committee held a private meeting to discuss the tender for internal audit and counter fraud services that is coming up. The plan is to be able to make a decision around mid-May.

**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:	07/03/2024	Agenda reference:	170-24
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

<b>Purpose of report:</b>	To provide assurance to the Board in relation to matters discussed at the Finance & performance committee meeting on 26 February 2024.				
<b>Summary of key issues:</b>	<ul style="list-style-type: none"> <li>- The Trust continues to remain compliant with the Faster Diagnosis Standard.</li> <li>- Industrial action continues to have an adverse impact on RTT performance and although deteriorating, QVH is performing higher than the national average for all waiting brackets. Cancer performance is pressured and the January outlook is negative given industrial action and system pressures.</li> <li>- The Trust is performing well against workforce key performance indicators.</li> <li>- An update on the Trust's bank and agency workforce position provided reassurance that the increase in costs are linked to the increase in activity.</li> <li>- The Trust continues to report and forecast a breakeven position and efficiencies are being delivered and discussed the progress on financial planning.</li> <li>- There is significant underspend on the capital programme. The need to progress plans at pace to ensure spend of the allocation for 2023/24 has been highlighted to capital leads.</li> <li>- The committee had an update from the estates team on the actions being taken on fire safety prevention.</li> <li>- The committee reviewed BAFs 02, 03, 05, 06 and 07 and welcomed the introduction of a summary report. The committee will be seeking further assurance on the delivery of these action linked to the improvement of the culture of the organisation.</li> </ul>				
<b>Recommendation:</b>	The Board is asked to <b>note</b> the contents of this report.				
<b>Action required</b>	Approval	Information	Discussion	<b>Assurance</b>	Review
<b>Link to key strategic objectives (KSOs):</b>	<b>KSO1:</b>	<b>KSO2:</b>	<b>KSO3:</b>	<b>KSO4:</b>	<b>KSO5:</b>
	<i>Outstanding patient experience</i>	<i>World-class clinical services</i>	<i>Operational excellence</i>	<i>Financial sustainability</i>	<i>Organisational excellence</i>

### Implications

<b>Board assurance framework:</b>	None
<b>Corporate risk register:</b>	None
<b>Regulation:</b>	None
<b>Legal:</b>	None
<b>Resources:</b>	None

### Assurance route

<b>Next steps:</b>	None
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**Report to:** Board Directors  
**Agenda item:** 170-24  
**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:** 27 February 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 26 February 2024.

### **Operational performance**

The committee received and reviewed the month 9 operational performance. The Trust continues to remain compliant with the Faster Diagnosis Standard. The 62 day backlog has reduced with the running of additional Saturday theatre sessions and improvement plans are in place for all cancer specialities. Industrial action continues to have an adverse impact on RTT performance and although deteriorating, QVH is performing higher than the national average for all waiting brackets. There is concern that system pressures and the industrial action is pressuring cancer performance in January. There continues to be a positive improvement in the DMO1 performance for sleep, in line with improving trajectory. Theatre utilisation achieved 85.9% against a target of 85%. Discussion was had on the validation of the waiting list validation which is being undertaken.

The committee was updated on the work underway to substantiate the waiting list data and asked for regular progress reports, there will also be separate seminar for committee members to review the waiting list management.

The committee received an update on the action being taken to deliver full assurance against the Trust's national assurance outpatient self-assessment. There is further work to do to deliver full assurance for aspects of validation and outpatient follow-up appointments. The committee was pleased to note the significant amount of work undertaken to develop Patient Initiated Follow Up (PIFU) pathways for patients with the Trust achieving 1.92% in month 11 against a target of 2.8%.

### **Workforce**

The Trust continues to perform well against workforce key performance indicators. The Equality, Diversity and Inclusion (EDI) Group is now fully established. Progress is being made in reducing the time to hire metrics. As requested, the committee received an update on the Trust's bank and agency workforce position which provided reassurance that the increase in costs are linked to the increase in activity.

### **Finance**

The Trust continues to report and forecast a breakeven position and efficiencies are being delivered. There is significant underspend on the capital programme. It has been highlighted to capital leads in Estates and Medical Devices on the need to progress plans at pace to ensure spend of the allocation for 2023/24. Discussion was had on the business planning for process 2024/25 and further details on this will be provided as part of discussion at the private meeting of the Board.



The committee received an update on the capital plan for 2024/25; the key areas for spend for the Trust will be the next phase of IT programme delivery, medical devices and addressing the estate, as identified in the six facet survey as well as the delivery of the Electronic Patient Record (EPR) and Community Diagnostic Centre (CDC).

### **Board Assurance Framework**

The committee reviewed BAFs 02, 03, 05, 06 and 07 and welcomed the introduction of a summary report. The committee noted the key actions completed to manage the strategic risk 07 which has resulted in a change to the overall assurance rating from amber to green. The overall assurance RAG rating for quarter 4 for BAF05 has also moved to green, demonstrating that there are no serious issues.

The committee highlighted the importance of the development of the workforce strategy, especially given the staff resources and capability which will be required to deliver the future strategy and key Trust projects. The actions set out in BAF 02 which are linked to the improvement of the culture of the organisation were noted and the committee will be seeking further assurance on the delivery of these actions.

### **Other**

- The interim head of estates gave a detailed update on fire safety at QVH. Progress is being made with the improvement work and there are clear actions and owners. There was also an update on the upgrading the electrical infrastructure in order to improve resilience across the site.
- The three corporate risks monitored by the committee were reviewed.
- The feedback from the committee's light touch effectiveness review undertaken was considered. The quality of the reports remains an area for improvement.
- The committee received an update on the work being undertaken on the EPR programme initiation delivery. The committee will continue to receive regular updates on the implementation as the programme progresses.
- The committee approved its annual assurance report regarding oversight of the Trust's risk management and internal control for submission to the Audit and risk committee.

### **Recommendation**

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