

Document: Minutes FINAL																													
Meeting:	Council of Governors session in public 16.00-18.00 29 January 2024 Education Centre, QVH																												
Present:	<table border="1" style="width: 100%; border-collapse: collapse;"> <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 (JSe)</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 (on MS Teams until 16.25)</td></tr> <tr><td>Louise Thompson (LT)</td><td>Public governor</td></tr> <tr><td>Denise Holland (DH)</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 (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
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:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>Leonora May (LM)</td><td>Interim 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>Non-executive 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 nursing officer</td></tr> <tr><td>Tania Cubison (TC)</td><td>Chief medical director</td></tr> <tr><td>Abigail Jago (AJ)</td><td>Chief strategy officer</td></tr> <tr><td>Kathy Brasier (KB)</td><td>Interim Director of operations</td></tr> </table>	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				
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:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>Oliver Harley (OH)</td><td>Public governor (excluded)</td></tr> <tr><td>Niamh Gavin (NG)</td><td>Staff governor</td></tr> <tr><td>Margo Taskiran (MT)</td><td>Public governor</td></tr> </table>	Oliver Harley (OH)	Public governor (excluded)	Niamh Gavin (NG)	Staff governor	Margo Taskiran (MT)	Public governor																						
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	<p>Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present.</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 RST and the meeting was declared as being quorate.</p> <p>There were no declarations of interest other than those recorded on the register of interests.</p>																												
73-24	<p>Draft minutes of the public meeting held on 30 October 2023 Council agreed that the draft minutes of the public meeting held on 30 October 2024 were a true and accurate record of that meeting and approved them on that basis.</p>																												
74-24	<p>Matters arising and actions pending from previous meetings 70-23 (Kent and Surrey ICB representatives to provide an update at a future CoG meeting)</p>																												

	<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 noted the update.</p>
<p>Council business</p>	
<p>75-24</p>	<p>Update from Trust Chair</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 noted the updates.</p>
<p>76-24</p>	<p>Update from Chief Executive Officer</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 noted the updates.</p>
<p>77-24</p>	<p>Strategy update</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"> - 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' - 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 - 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 - Today, the health service journal (HSJ) has published an article on QVH's strategy - 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 <p>Council noted the update.</p>

<p>78-24</p>	<p>Update from lead governor [JSq left the meeting]</p> <p>CB provided the following updates:</p> <ul style="list-style-type: none"> - The appointment of JH as the deputy lead governor has been helpful - He thanked all who joined the Board and Council joint Christmas meal in January, which was an important opportunity to build relationships - It is encouraging to see so many governors attending and observing public Board meetings - 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 - 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 - 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 <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 noted the updates.</p>
<p>79-24</p>	<p>Appointments committee terms of reference</p> <p>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 approved the terms of reference.</p>
<p>80-24</p>	<p>Governor steering committee terms of reference</p> <p>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 approved the terms of reference.</p>
<p>Representing the interests of the members and members of public</p>	
<p>81-24</p>	<p>Update on the governor working group for public engagement</p> <p>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"> - 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 - 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 - All governors were invited to participate in supporting the work of the group

	<ul style="list-style-type: none"> - 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 - 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 <p>Council noted the updates.</p>
Holding the non-executive directors to account for the performance of the Board of Directors	
<p>82-24</p>	<p>Quality and safety committee 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 noted the update.</p>
<p>83-24</p>	<p>Audit and risk committee 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 noted the update.</p>
<p>84-24</p>	<p>Finance and performance committee 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"> - 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 - 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 - 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 - 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 <p>Council noted the update.</p>
<p>85-24</p>	<p>Any other questions for non-executive directors There were none.</p>
<p>Meeting closure</p>	
<p>86-24</p>	<p>Any other business There was no further business and the Chair closed the meeting.</p>
<p>Questions</p>	
<p>87-24</p>	<p>Questions or comments from members of the foundation trust or members of the public There were none.</p>