

Document: Minutes FINAL & APPROVED																													
Meeting:	Council of Governors session in public 14.00-16.00 , 22 April 2024 Education Centre, QVH																												
Present:	<table border="1"> <tr><td>Jackie Smith (JS)</td><td>Trust Chair (meeting Chair)</td></tr> <tr><td>Chris Barham (CB)</td><td>Public governor (lead governor)</td></tr> <tr><td>Janet Hall (JH)</td><td>Public governor (deputy lead 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>Louise Thompson (LT)</td><td>Public governor</td></tr> <tr><td>Margo Taskiran (MT)</td><td>Public governor (on MS Teams)</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 (deputy lead 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	Louise Thompson (LT)	Public governor	Margo Taskiran (MT)	Public governor (on MS Teams)	Linda Skinner (LS)	Stakeholder governor LoF	Jo Davis (JD)	Staff governor	Chris Parrish (CP)	Staff governor		
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In attendance:	<table border="1"> <tr><td>Leonora May (LM)</td><td>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 (on MS Teams)</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>Abigail Jago (AJ)</td><td>Chief strategy officer</td></tr> <tr><td>Kirsten Timmins (KT)</td><td>Chief operating officer</td></tr> <tr><td>Helen Edmunds (HE)</td><td>Chief people officer</td></tr> <tr><td>Cedi Frederick (CF)</td><td>Chair, NHS Kent and Medway ICS (item 4-24)</td></tr> <tr><td>Natalie Davies (ND)</td><td>Chief of staff, NHS Kent and Medway ICS (item 4-24)</td></tr> </table>	Leonora May (LM)	Company secretary (minutes)	Paul Dillon-Robinson (PDR)	Non-executive director	Peter O'Donnell (POD)	Non-executive director (on MS Teams)	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	Abigail Jago (AJ)	Chief strategy officer	Kirsten Timmins (KT)	Chief operating officer	Helen Edmunds (HE)	Chief people officer	Cedi Frederick (CF)	Chair, NHS Kent and Medway ICS (item 4-24)	Natalie Davies (ND)	Chief of staff, NHS Kent and Medway ICS (item 4-24)
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Did not attend:	Oliver Harley (OH) Public governor (excluded)																												
Members of the public:	Two members of staff, one member of public																												
Ref.	Item																												
Standing items																													
1-24	<p>Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present, including HE and KT to their first Council of Governors meeting.</p> <p>The Chair reminded all present that the meeting was a meeting in public and not a public meeting, therefore members of the public were invited to observe the meeting but not to participate in discussions.</p> <p>Apologies were received from TC, NG, DH and JSQ 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. LM confirmed that three governor annual declarations were outstanding. All governors present had completed a declaration of interest.</p>																												
2-24	Draft minutes of the public meeting held on 29 January 2024																												

	<p>Council agreed that the draft minutes of the public meeting held on 29 January 2024 were a true and accurate record of that meeting and approved them on that basis.</p>
<p>3-24</p>	<p>Matters arising and actions pending from previous meetings <u>70-23 (Invite Kent and Surrey ICB representatives to provide update at future CoG meeting</u> Cedi Frederick, Chair for Kent and Medway ICS was in attendance at the meeting. A future date would be arranged for an update from Surrey Heartlands ICS.</p> <p>There were no further pending actions and Council noted the update.</p>
<p>Council business</p>	
<p>4-24</p>	<p>Kent and Medway ICS update [This item was taken before item 1-24]</p> <p>The Chair welcomed CF and ND to the meeting and thanked them for their time.</p> <p>CF provided a verbal update, key messages of which included:</p> <ul style="list-style-type: none"> - CF recognised Kent and Medway ICS as being on a journey to become an interdependent care system, recognising that the NHS provides 20% of a person's overall health and wellbeing - The system faces significant financial challenges and there is a need for the ICS to release money from the acute sector in order to focus on prevention and early intervention to make a long lasting difference to health - The ICS wants only the best services for the c.2m population of Kent and Medway and there is a need to balance competing demands and focus where resource is spent <p>Council were invited to ask questions regarding the update, and discussion was had as follows:</p> <ul style="list-style-type: none"> - A Governor asked what, if anything, Kent and Medway ICS would like to see from QVH in the future. In response, CF reiterated that the ICS is focussed on the population of Kent and Medway having access to the best quality services, and suggested that QVH focuses on being the best it can be at what it does - In response to a question, CF outlined the ICS's approach to investment in technology. He shared the view that there are pockets of exceptional innovation in technology across the system but there is a need to learn from one another and continue to strive to become more innovative and take risks to invest in digital for the benefit of patients - A governor asked about ICS's approach to communicating more widely and increasing the NHS's role in prevention and early intervention. In response, CF confirmed that the ICS is working with its local authorities to address prevention and are focussing on developing these relationships and integrated care partnerships to keep people out of hospital. Interventions will be informed by data - A Board member asked about the ICS's approach to health inequalities and CF acknowledged that this is a challenge common to all ICS's. He acknowledged the need to engage with communities, analyse the data and listen with intent in order to make a difference in this area <p>JL thanked CF and ND for sharing the key messages on behalf of Kent and Medway ICS with the Board and the Council of Governors. He made reference to the positive working relationship he had developed with the Chief executive of Kent and Medway ICB and the robust and honest conversations had, recognising the ICS's challenging financial deficit position. He committed to strive to continue to prove that QVH can provide the best value for money and outcomes for all patients.</p>
<p>5-24</p>	<p>Update from Trust Chair JS presented the report to Council who noted the contents, including the Strategic development committee update and assurance.</p>
<p>6-24</p>	<p>Update from Chief executive officer JL presented the report to Council highlighting that:</p> <ul style="list-style-type: none"> - Reinforced autoclaved aerated concrete (RAAC) had been found on the hospital site. He confirmed that in September last year, the Board had received assurance that there was no RAAC on the site and that it was deemed to be low risk due to the age of the buildings. The Board had asked for a survey to be completed and during a review of missed opportunities it had become apparent that the survey had not been completed. The survey has now been

	<p>completed and a small amount of RAAC has been found within the medical photography building. The Trust has been given 6-12 months to vacate this space</p> <ul style="list-style-type: none"> - Work to develop the Trust's strategy is ongoing, with feedback received from operational directorates. The Trust is being deliberate in its approach to working with primary care partners locally - Following the well led review undertaken by Deloitte at the end of 2022/23, the Trust has redefined its organisational structure and implemented a triumvirate leadership model to support clinical leadership and decision making - JL welcomed KT who had joined the executive team as Chief operating officer and Helen Edmunds who had joined the executive team as Chief people officer. He confirmed that following an external recruitment process, LM has been appointed as the Trust's Company secretary - Work to support the NHS Sussex Improving lives together strategy is ongoing with the establishment of executive provider collaboratives and the Committee in common - West Sussex Fire Service continue to undertake regular visits following the issue of the Fire Safety Enforcement Notice. They are supportive of work completed to date to ensure compliance with the notice <p>Council considered and discussed the updates as follows:</p> <ul style="list-style-type: none"> - A governor asked whether the Non-executive directors were aware that the RAAC survey was not completed. In response, JL confirmed that the Non-executive directors were notified as soon as it had become apparent that the planned survey was not completed - A discussion was had regarding missed opportunities and JL confirmed that this is a deliberate piece of work which is being led by the executive team following receipt of the Fire Safety Enforcement Notice to ensure that appropriate action has taken place following decisions - In response to a question from a governor, JL acknowledged the September 2024 deadline for the publication of the strategy as being ambitious but confirmed that it is on track as expected <p>Council noted the updates.</p>
<p>7-24</p>	<p>Update from Lead governor and deputy lead governor</p> <p>CB and JH provided the following updates:</p> <ul style="list-style-type: none"> - Governors had been engaged in providing feedback for the Chair and Non-executive director appraisals - Governors remain focussed on having the additional licence conditions removed at the earliest opportunity, recognising that the relationship between the Board and Council of Governors has much improved since these were imposed - CB shared the view that governors would prefer to adopt the approach of attending Board sub-committee meetings as observers instead of the working group practice - CB reported that governors welcomed LM into the Company secretary role, and that he had personally written to the previous Company secretary to express thanks on behalf of Council - JH invited governors to let KN know if they would like to join some of the Non-executive directors and governors on a visit to the East Grinstead museum - It was suggested that governors hold an informal meeting before or after Board meetings to discuss and agree governor questions to the Board. Governors agreed to consider this and feed back to CB and JH <p>Council noted the updates.</p>
<p>8-24</p>	<p>Governor election process and timeline</p> <p>LM presented the report to Council which sought approval to go out to election to fill some of the ten public governor vacancies, following the elections in 2023 after which 10 of 20 vacancies were filled. She reported that the election is recommended to increase continuity, Council capacity and formal meeting quoracy which is currently a challenge.</p> <p>LM suggested that promotion of the roles is increased with this election, using social media channels, the members' newsletter and introducing postcards to all members. She highlighted the importance of encouraging people of all backgrounds and experiences to put themselves forward for the role so that the Council of Governors is representative of the populations that QVH serves.</p> <p>Council considered and discussed the proposal as follows:</p>

	<ul style="list-style-type: none"> - In response to questions from governors, LM confirmed that the induction process is being reviewed and that new governors will attend a full day of training on statutory duties supported by NHS Providers - In response to a question from a governor, LM confirmed that there is no requirement to fill all ten vacancies - Governors suggested revisiting the number of public governor positions set out within the Trust's Constitution in future years and LM agreed to look into how many other Trusts have - Council agreed that it would be helpful if some or all of the vacancies could be filled to support with governor engagement activities <p>Council approved a governor election in line with the timeline set out within the report to fill the ten vacant public governor posts from 5 August 2024.</p>
<p>9-24</p>	<p>Council of Governors effectiveness review</p> <p>JS presented the report to Council, noting that feedback from the survey suggests that the training programme for governors to date has been inadequate. She reminded governors that a governor training day is being held on 1 May 2024 supported by NHS Providers and urged all governors to attend.</p> <p>LM reported that 13 governors had completed the survey in total and that the results were largely positive and demonstrated that the relationship between the Board and Council of Governors has much improved. As well as governor training, other areas for improvement included ensuring that papers submitted to Council are easy to read and understand.</p> <p>Governors appreciated the opportunity to participate in this feedback survey and agreed that they felt able to provide honest feedback which was recognised as being positive.</p> <p>JS highlighted that comments indicated that most governors value informal meetings and feel able to challenge and ask questions in this forum. It was agreed that these should continue as well as social events which were recognised as important for getting to know one another.</p> <p>Council:</p> <ul style="list-style-type: none"> - Noted the contents of the report - Agreed the contents of the action plan as set out within the report
<p>Representing the interests of the members and members of public</p>	
<p>10-24</p>	<p>Update from Governor working group on public engagement</p> <p>LT provided a verbal update on the work of the governor working group for public engagement. She reported that the group had worked with AJ and LM to develop some slides which included an update on strategy and some promotion and information about public membership and governor roles which would be used to present to Parish Council meetings and other groups. She invited all governors to volunteer to attend events and share the presentation.</p> <p>LM agreed to share the presentation with all governors. ACTION LM</p> <p>JS expressed thanks to LT and other members of the group for their important work in this area.</p> <p>Council noted the update.</p>
<p>11-24</p>	<p>Update from Patient experience group</p> <p>CP provided a verbal update on the Trust's internal Patient experience group. He reported that the group's last meeting was held in January 2024 and that it had received an update on CQC preparation. The group had spent much of its time at this meeting discussing the PLACE inspection report and action plan.</p> <p>JH suggested that the work of the Governor working group for public engagement and the Trust's internal Patient experience group should be linked to ensure that there is no duplication. It was agreed that NR would look into this. ACTION NR LM</p> <p>Council noted the update.</p>

Holding the non-executive directors to account for the performance of the Board of Directors	
12-24	<p>Quality and safety committee assurance</p> <p>SOL presented the report, noting that the next meeting of the committee is being held tomorrow. He reported that at its last meeting, the committee was assured by the serious incident update and the response from the ICB commending the Trust's response to a serious incident. The committee was pleased that the Trust is participating in external peer review processes in order to benchmark.</p> <p>SOL reported that the committee has noted some progress in antimicrobial prescribing issues. An antimicrobial pharmacist is joining the Trust during April 2024 and it is expected that this will result in further improvement in engagement.</p> <p>Council noted the update.</p>
13-24	<p>Audit and risk committee</p> <p>PDR presented the report to Council and provided a verbal update from a committee meeting which was held during March 2024. He reported that at that meeting the committee had considered in detail some proposed changes to the Trust's Scheme of delegation and reservation of powers and also reviewed the NHS Sussex Committee in common terms of reference. The committee had completed its review of its own effectiveness and PDR acknowledged that there is further work to do to embed the committees' role in oversight of the effectiveness of the risk management framework, working with the other Board sub-committees.</p> <p>PDR confirmed that the committee continue to oversee the contract management improvement plan which he acknowledged as critical for improving the management of third party suppliers.</p> <p>JS confirmed that the NHS Sussex Committee in common terms of reference will be presented to the Board for approval at its meeting on 2 May 2024. She encouraged Council to read these.</p> <p>Council noted the update.</p>
14-24	<p>Finance and performance committee</p> <p>POD presented the report to Council highlighting the following:</p> <ul style="list-style-type: none"> - The committee was concerned that system pressures and industrial action is challenging January cancer performance and will continue to monitor this - The committee was pleased to receive reassurance that improvements are being made to how the Trust manages and validates waiting lists and notes that the Trust's ability to forecast is not currently as robust as it would like - The committee have raised concern about the use of bank and agency staff and have sought further assurance that these are being utilised appropriately - POD confirmed that the Trust broke even for the 2023/24 period and acknowledged challenges around the system's financial position - The committee continue to receive updates regarding the estate and have suggested a review is undertaken of all suppliers to ensure that any further issues are understood and mitigated - RH highlighted a need to focus on the Trust's ambition related to culture and issues highlighted by the gender pay gap and WRES and WDES annual reports <p>Council considered and discussed the updates as follows:</p> <ul style="list-style-type: none"> - In response to a question, MW confirmed that all capital resources had been spent at year end - A governor asked about how the committee can be assured that clinical leadership is in place to support the EPR programme, and how many clinicians have had training in informatics and safety for clinical systems. POD confirmed that the committee have received reports to confirm that there has been lots of clinical support around the EPR programme, but acknowledged the need for management to ensure that clinical staff have the time allocated to resource the implementation of this. He confirmed that NR and KT will provide an update at the next meeting and that the committee have requested further detail regarding the implementation plan <p>Council noted the updates.</p>
15-24	<p>Any other questions for non-executive directors</p> <p>There were none.</p>

	[JSe left the meeting]
Meeting closure	
16-24	Any other business There was no further business and the Chair closed the meeting.
Questions	
17-24	Questions or comments from members of the foundation trust or members of the public There were none.