

Bundle Council of Governors (public) 27 January 2025

Agenda attachments

00 A – front cover public

00 B – membership

00 C – register Jan 2025

00 D – Agenda Public CoG 27 January 2025 FINAL

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

56.25 Draft minutes of the public meeting held on 16 September 2024
Jackie Smith, Trust Chair
Approval

56–25 Minutes– PUBLIC CoG– 16 September 2024 DRAFT V1

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

57–25 PUBLIC Matters arising Jan 2025

58.25 Update from Trust Chair
Jackie Smith, Trust Chair
Information

58–25 Chair's report

59.25 Update from Chief Executive Officer
James Lowell, Chief Executive Officer
Information

59–25 CEO's report

60.25 Update from Lead Governor and Deputy Lead Governor (verbal)
Chris Barham, Lead governor
Janet Hall, deputy Lead governor
Information

61.25 Non-executive director recruitment (verbal)
Leonora May, Company Secretary
Information

62.25 Approach to filling vacancies on Council of Governor sub-committees
Leonora May, Company Secretary
Approval

62–25 Approach to filling committee vacancies

63.25 Governor steering committee terms of reference
Chris Barham, Lead governor and committee Chair
Approval

63–25 Governor steering committee ToR

63–25.1 GSC ToRs 2024–25

64.25 Council of Governor vacancies
Leonora May, Company Secretary
Approval

64–25 CoG vacancies

65.25 Update from Governor Working Group for Public Engagement (verbal)
John Harold, Public Governor and working group Chair
Information

66.25 Non-executive director assurance
All Non-executive directors
Assurance

66–25 NED assurance report

67.25 Questions for Non-executive directors (verbal)
All Non-executive directors
Assurance

68.25 Any other business
Jackie Smith, Trust Chair
Discussion

69.25 To receive any questions or comments from members of the foundation trust or members of the public
Jackie Smith, Trust Chair
Discussion

Council of Governors Meeting in public

Monday 27 January 2025

14.00-16.00

**Meridian Hall, East Court, College Lane, East
Grinstead, West Sussex RH19 3LT**



Queen Victoria Hospital NHS Foundation Trust Council of Governors

Membership January 2025

Members	
Jackie Smith	Trust Chair
Michele Augousti	Public governor
Chris Barham	Public governor
Colin Fry	Public governor
Antony Fulford-Smith	Public governor
Niamh Gavin	Staff governor
Richard Green	Public governor
Janet Hall	Public governor
John Harold	Public governor
Felicity Hatch	Public governor
Denise Holland	Public governor
Liz James	Public governor
Bob Lanzer	Stakeholder governor for WS County Council
Julie Mockford	Stakeholder governor for EG Town Council
Chris Parrish	Staff governor
David Porter	Public governor
Charlie Robinson	Public governor
Rodabe Rubin	Public governor
Ken Sim	Public governor
Linda Skinner	Stakeholder governor for League of Friends
Roger Smith	Public governor
Jonathan Squire	Public governor
Jennifer Tite	Public governor
Invited attendees	
Paul Dillon-Robinson	Non-executive director
Karen Norman	Senior independent 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
Jon Bell	Interim Chief finance officer
Edmund Tabay	Chief nursing officer
Tamara Everington	Chief medical officer
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.
Public governors							
Augusti, Michele							
Barham, Chris	Transcend Talent consultancy Limited- Non Executive Director	NIL	NIL	NIL	NIL	NIL	NIL
Fry, Colin	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Hall, Janet	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Holland, Denise	Secretary and director of Temple West Mgmt Ltd Director of Ashdown Drive Ltd	NIL	NIL	NIL	NIL	NIL	NIL
James, Liz	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sim, Ken	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Smith, Roger	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Squire, Jonathan	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Fulford-Smith, Antony	NIL	NIL	NIL	Chair of Trustees of Hammerwood and Holtye Hall- providing hall facilities for social and recreational use	NIL	NIL	My wife is a bank nurse at QVH
Green, Richard	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Harold, John	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Hatch, Felicity							
Porter, David	Since 2010 I have been a director of DFP Market Services Limited, a management consultancy. The company has no connection with the NHS or QVH I am a Trustee/ director of Peredur Centre for the Arts. The Charity has no connection with the NHS or QVH	NIL	NIL	NIL	NIL	NIL	NIL
Robinson, Charlie	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Rubin, Rodabe	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Tite, Jennifer	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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.
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Staff governors							
Gavin, Niamh	NIL	NIL	NIL	Trustee for Restore Charity	NIL	NIL	NIL
Parrish, Chris	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Appointed governors							
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
Mockford, Julie							

Fit and proper persons declaration

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

Categories of person prevented from holding office							
	The person is an undischarged bankrupt or a person whose estate has had a sequestration awarded in respect of it and who has not been discharged.	The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland.	The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986(40).	The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it.	The person is included in the children’s barred list or the adults’ barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland.	The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment.	The person has been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider.
Public governors							
Augousti, Michele							
Barham, Chris	NA	NA	NA	NA	NA	NA	NA
Fry, Colin	Na	NA	NA	NA	NA	NA	NA
Hall, Janet	NA	NA	NA	NA	NA	NA	NA
Holland, Denise	NA	NA	NA	NA	NA	NA	NA
James, Liz	NA	NA	NA	NA	NA	NA	NA
Sim, Ken	NA	NA	NA	NA	NA	NA	NA
Smith, Roger	NA	NA	NA	NA	NA	NA	NA
Squire, Jonathan	NA	NA	NA	NA	NA	NA	NA
Fulford-Smith, Antony	NA	NA	NA	NA	NA	NA	NA
Green, Richard	NA	NA	NA	NA	NA	NA	NA
Harold, John	NA	NA	NA	NA	NA	NA	NA
Hatch, Felicity							
Porter, David	NA	NA	NA	NA	NA	NA	NA
Robinson, Charlie	NA	NA	NA	NA	NA	NA	NA
Rubin, Rodabe							
Tite, Jennifer	NA	NA	NA	NA	NA	NA	NA
Staff governors							
Gavin, Niamh	NA	NA	NA	NA	NA	NA	NA
Parrish, Chris	NA	NA	NA	NA	NA	NA	NA

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.
Appointed governors							
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA
Skinner, Linda	NA	NA	NA	NA	NA	NA	NA
Mockford, Julie							

**Meeting of the QVH Council of Governors
Monday 27 January 2025
14.00-16.00**

Agenda: meeting session held in public		
Standing items		
Ref	Item	purpose
55-25	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-
56-25	Draft minutes of the public meeting held on 16 September 2024 <i>Jackie Smith, Trust Chair</i>	<i>Approval</i>
57-25	Matters arising and actions pending from previous meetings <i>Jackie Smith, Trust Chair</i>	<i>Review</i>
Council business		
58-25	Update from Trust Chair <i>Jackie Smith, Trust Chair</i>	<i>Information</i>
59-25	Update from Chief Executive Officer <i>James Lowell, Chief Executive Officer</i>	<i>Information</i>
60-25	Update from Lead Governor and Deputy Lead Governor (verbal) <i>Chris Barham, Lead governor</i> <i>Janet Hall, deputy Lead governor</i>	<i>Information</i>
61-25	Non-executive director recruitment (verbal) <i>Leonora May, Company Secretary</i>	<i>Information</i>
62-25	Approach to filling vacancies on Council of Governor sub-committees <i>Leonora May, Company Secretary</i>	<i>Approval</i>
63-25	Governor steering committee terms of reference <i>Chris Barham, Lead governor and committee Chair</i>	<i>Approval</i>
64-25	Council of Governor vacancies <i>Leonora May, Company Secretary</i>	<i>Information / approval</i>
Representing the interests of the members and members of public		
65-25	Update from Governor Working Group for Public Engagement (verbal) <i>John Harold, Public Governor and working group Chair</i>	<i>Information</i>

Holding non-executive directors to account for the performance of the board of directors		
66-25	Non-executive director assurance <i>All Non-executive directors</i>	<i>Assurance</i>
67-25	Questions for Non-executive directors (verbal) <i>All Non-executive directors</i>	<i>Discussion</i>
Meeting closure		
68-25	Any other business <i>By application to the Chair</i>	<i>Discussion</i>
Questions		
69-25	To receive any questions or comments from members of the foundation trust or members of the public <i>We welcome relevant, written questions on any agenda item from our staff, our members or the public. To ensure that we can give a considered and comprehensive response, written questions must be submitted in advance of the meeting (at least three clear working days). Please forward questions to Leonora.may1@nhs.net clearly marked "Questions for the Council of Governors". Members of the public may not take part in the Council of Governors discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.</i>	<i>Discussion</i>
Date of next meeting		
Next meeting of the council of governors to be held in public		
07 April 2025		

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	
Meeting:	Council of Governors session in public 14.00-16.00 , 16 September 2024 Education Centre, QVH	
Present:	Jackie Smith (JS)	Trust Chair (meeting Chair)
	Chris Barham (CB)	Public governor (lead governor)
	Janet Hall (JH)	Public governor (deputy lead governor)
	Bob Lanzer (BL)	Stakeholder governor for WSCC
	Ken Sim (KS)	Public governor
	Roger Smith (RS)	Public governor
	Linda Skinner (LS)	Stakeholder governor LoF
	Jo Davis (JD)	Staff governor
	Chris Parrish (CP)	Staff governor
	Denise Holland (DH)	Public governor
	Jonathan Squire (JSQ)	Public governor
	Julia Searle (JSe)	Public governor
	Richard Green (RG)	Public governor
	John Harold (JHa)	Public governor
	David Porter	Public governor
In attendance:	Leonora May (LM)	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 officer
	Tania Cubison (TC)	Chief medical officer
	Abigail Jago (AJ)	Chief strategy officer (on MS Teams)
	Kirsten Timmins (KT)	Chief operating officer (from item 43-24)
	Helen Edmunds (HE)	Chief people officer
	Liz Blackburn (LB)	Deputy Chief nursing officer
	Jonathan Wharton (JW)	Deputy Chief finance officer
Apologies:	Maria Wheeler (MW)	Chief finance officer
	Julie Holden (JWH)	Stakeholder governor for EGTC
	Niamh Gavin (NG)	Staff governor
	Jane Dickson (JD)	Interim Chief nursing officer
	Antony Fulford-Smith (AFS)	Public governor
Did not attend:	None	
Members of the public:	Two members of staff	
Ref.	Item	
33-24	<p>Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present, including RG, JHa and DP to their first public Council of Governors meeting since being elected as public governors.</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 AFS, NG, JWH, MW and JD and the meeting was declared as being quorate.</p> <p>There were no governor declarations of interest other than those already recorded on the register of interests.</p> <p>The Chair acknowledged that this would have been JWH's last meeting as a stakeholder governor appointed for East Grinstead Town Council and thanked her for all of her work and support during her</p>	

	<p>time as a stakeholder governor. The Chair also acknowledged that this will be TC's last Council of Governors meeting as Chief medical officer and thanked her for all of her support to Council.</p>
34-24	<p>Draft minutes of the public meeting held on 15 July 2024 Council agreed that the draft minutes of the public meeting held on 15 July 2024 were a true and accurate record of that meeting and approved them on that basis.</p>
35-24	<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> Options are being explored for an update from Surrey Heartlands ICS.</p> <p>There were no further pending actions and Council noted the update.</p>
36-24	<p>Update from Trust Chair JS presented the report to Council. She welcomed AFS, RG, JHa and DP to the Council of Governors following the recent election process. JS urged governors to join the Non-executive directors on their service visits.</p> <p>Council noted the updates.</p>
37-24	<p>Update from Chief executive officer JL presented the report to Council highlighting that:</p> <ul style="list-style-type: none"> - The format of this report will change following feedback from the Board at its meeting on 12 September 2024. It will follow a similar format as Non-executive director assurance reports to Board and will highlight matters of alert, assure and advise - The Trust continues to perform well operationally but will not meet the national target of zero patients waiting more than 65 weeks by the end of September. It is expected that ten patients will remain on the waiting list at this point. This is due to supporting the system to provide equality of access to services and reducing long waiting patients. More than 150 patients have chosen to be transferred to have treatment at QVH - Financial performance is good and it is expected that the Trust will breakeven at the end of the financial year - Patients have rated their overall experience of care at the hospital as the best in the country - The Trust's estate continues to present a number of issues and risks <p>A governor asked about whether the Trust's estate will be a key area of focus for the organisational strategy. In response, AJ confirmed that the estates strategy will be one of the key enabling strategies of the organisational strategy. This is currently in draft form and the second phase will focus on how the estate will support the delivery of the clinical strategy.</p> <p>A governor asked when the financial enabling strategy will be complete. In response, JL confirmed that this is work in progress. Business planning for 2025/26 has started and the ambitions of the QVH strategy 2025-2030 are being costed. The financial enabling strategy is due to be reviewed by the Finance and performance committee at its meeting in October 2024 with the estates enabling strategy before both being presented to the Board for approval in November 2024.</p> <p>In response to a question, JL confirmed that the scanner is still in use and that it is safe to do so. The issue regarding ventilation is being worked through.</p> <p>Council noted the updates.</p>
38-24	<p>Update from Lead governor and deputy lead governor CB and JH provided the following updates:</p> <ul style="list-style-type: none"> - Welcome to the four new public governors- AFS, RG, JHa and DP - A further election to fill vacant public governor roles will open shortly - Governors have been focussed on and interested in the Trust's strategy, whistle blowing and the land sale - Governors agree that it is timely for the Trust's licence conditions to be considered for removal, given that the relationship between the Board and the Council of Governors has greatly improved

	<p>- The Council of Governors summer picnic was a success and enjoyed by all who attended. It was agreed that this was good for strengthening relationships between the Board and the Council of Governors</p> <p>Council noted the updates.</p>
<p>39-24</p>	<p>Non-executive director succession planning KS presented the report. He confirmed that the Appointments committee had agreed to recommend to the Council of Governors that it agrees to start the recruitment process for one clinical Non-executive director in succession of Karen Norman and two Associate Non-executive directors.</p> <p>He highlighted that the Associate roles are new roles and are Board appointments. The Appointments committee have agreed the timeline, job description and person specifications for the roles and interview arrangements. The committee has appointed Anderson Quigley to support the Trust with the recruitment.</p> <p>Council noted that the two associate roles have been established by the Board to increase visible diversity, support Non-executive director succession planning and to increase the balance of Board skills.</p> <p>Council approved and supported the recruitment of one clinical Non-executive director in succession of Karen Norman and two Associate Non-executive directors.</p>
<p>40-24</p>	<p>Update from Governor working group on public engagement JH provided a verbal update on the most recent meeting of the Governor working group for public engagement, thanking JHa who will take up the role of Chair of the group from the next meeting.</p> <p>JH outlined work recently undertaken by the group to promote the upcoming governor elections. She shared that two banners will be going up; one outside of the hospital main entrance and one on East Grinstead high street. Posters and leaflets are being shared around the hospital and at community sites and the internal communications team are working on social media posts. JH thanked Julie Holden for help in arranging the East Grinstead high street banner.</p> <p>Council recognised the need to have increased diversity amongst governors in order that it can be true representation of the membership. It recognised the difficulty in achieving this due to younger members of public not having time available to take out of their working day to attend meetings.</p> <p>A governor noted the public membership constituencies and the fact that Brighton, Hove and Medway may not be currently included. It was suggested that these constituencies should be included for the future. LM agreed to take this away for consideration.</p> <p>Council noted the update.</p>
<p>41-24</p>	<p>Foundation Trust membership strategy review LM presented the report to Council. She reported that the Trust has a large public membership of c.7300 which is a small decrease from last year. Foundation Trusts are not required to grow their membership but work continues to encourage people to sign up if they are interested in being involved and hearing Trust news. New membership banners have been created for use at events and the Trust is developing leaflets for distribution around the hospital.</p> <p>LM highlighted that the Trust holds email addresses for c.42% of members which is a challenge. The team is encouraging members to share email addresses and they are increasing slowly. She reported that the most recent edition of QVH News will be shared with members soon and this includes a piece from the Deputy lead governor on what it is like to be a governor.</p> <p>LM suggested that work be led this year through the Governor working group for public engagement focused on how we engage with members and use the resource to seek feedback etc.</p> <p>Council noted the contents of the report.</p>
<p>42-24</p>	<p>Assessment of auditor's work and fees 2023/24</p>

	<p>PDR presented the report to Council. He reported that it was the Trust's first year working with Azets and the experience has been positive with a lessons learnt discussion being held following the audit with the team. The work on value for money had been transparent.</p> <p>A governor asked how the information gathered from the audit will be used by the Trust to make improvements. In response, PDR confirmed that the role of the external auditors is very specific and to allow them to give an opinion on the truth and fairness of the annual accounts. There may be some learning arising from the opinion on value for money.</p> <p>In response to a question regarding why the procurement for the work had been difficult, PDR explained that the Trust is small and big firms will seek fees for up to £250k. Firms are required to be regulated by the ICA in England and Wales which restricts the field further.</p> <p>Council noted the update.</p>
<p>43-24</p>	<p>Non-executive director assurance</p> <p>The Non-executive directors presented the assurance report as read and each provided a verbal update of their activities and particular areas of focus.</p> <p>[KT joined the meeting]</p> <p>POD reported that the Finance and performance committee continue to monitor operational performance. The Trust will not meet the target of zero patients waiting more than 65 weeks by the end of September 2024 and the committee is satisfied that this position is being mitigated as far as possible. The committee have received assurance that the financial position for year-end remains breakeven. He Highlighted the following three areas of continued focus for the committee:</p> <ul style="list-style-type: none"> - Estates- the committee maintains focussed on the Trust's estate and in particular seeking assurance around the works to address issues with the critical infrastructure. A more detailed plan setting out where the team are with the audit of the estate and progress with addressing the issues will be presented to the committee in October 2024 - Contract management- POD stated that this is a weakness for the Trust and the committee has requested sight of the contracts register and increased focus on the governance related to contracts - Strategic projects and prioritisation- the committee receive regular updates on strategic projects which currently are not meeting initial milestones. There is an outstanding question for the executive team regarding what is deliverable and priorities will be presented to the Board in November 2024 <p>PDR confirmed that he and POD are regularly discussing contract management issues as Chairs of the Audit and risk and Finance and performance committees. He highlighted an internal audit on contract management completed last year which identified that contract management is poor. The action plan is being implemented but it is taking time. The Audit and risk committee is also focussed on procurement governance.</p> <p>PDR stated that the Audit and risk committee remain focussed on effective contract management and the assurance framework, specifically that the Risk management framework and Board assurance framework do what they are designed to do and is risk management effective. He stated that assurance should be evidence based and that the Board require more evidence based assurance as opposed to reassurance.</p> <p>The Audit and risk committee are also focussed on ensuring that an effective basic financial regime is embedded and that there is grip and control built into financial controls.</p> <p>SOL reported that the Quality and safety committee were pleased to note the results from the recent inpatient survey but are considering the areas of dissatisfaction and where further improvements could be made. He reported that the committee recently received a report regarding clinical negligence claims and that it was useful to triangulate this information with complaints and patient stories. There were no themes arising to escalate further.</p>

SOL confirmed that the committee had received a report regarding the national blood inquiry and of 11 recommendations, were assured for seven, partially assured for three and not assured for one. The committee were assured that work is being done to address the areas where assurance is limited.

RH outlined his areas of focus which he described as follows:

- Contracts and procurement- some issues are known but there will be unknowns. It is important that staff continue to highlight issues and that the right infrastructure is in place to address them effectively
- Change- the pace and volume of change remains is an important and live issue. The executive team are ambitious but it is important to be realistic about what can be delivered
- Wider system- the NHS is challenged and it is important to continually consider the impact on QVH and its vision
- People and culture- many of the Trust's basic workforce statistics are good but there remains a need to focus on deeper cultural issues and how psychological safety is built upon so that staff feel safe to raise issues

KN reported that the Charity committee is considering its membership and how governors can become more involved in its work. If there is an appetite to have a governor working group aligned to this committee she would be pleased to take this forward.

In her role as Senior independent director, KN reported that she is dealing with issues related to a Whistleblowing concern working with other Non-executive directors. This will soon come to a resolution.

KN had recently undertaken visits to teams and services and provided the following feedback from discussions with staff:

- Strategy- staff are pleased with the direction of travel but there is a sense that work done previously is not being recognised or appreciated
- Organisational rewire- the new triumvirate structure is welcomed by staff in increasing clinical leadership and engagement and working towards being a clinically led organisation but it is recognised that there is a need to give staff the time to fulfil these roles

JS highlighted three priorities/ areas of concern:

- Ensuring that the strategy is delivered in November 2024. Good progress has been made but there remains outstanding queries related to the finance and estates elements and it is important that the Trust can afford to deliver its ambitions and within the limitations of the estate
- Ensuring that the strategic priorities are realistic and deliverable. The executive team have been asked to provide the Board with further assurance on this matter
- The political landscape is uncertain which means that the implementation of the strategy will be key to ensure QVH continues to be good at what it does well

Council considered and discussed the updates as follows:

- In response to a question regarding contract management, POD explained that the Finance and performance committee requires earlier sight of contracts with less surprises in order that it can focus on value for money. This will remain an area of focus for both the Finance and performance and Audit and risk committees and the executive team have committed to improving contract management
- A governor stated that there seem to be a number of issues with the estate which have been known for a year or longer and asked how the Non-executive directors are focussed on driving positive change in this area. PDR recognised that more could have been done in relation to the estate but the limitations had not been known in full and assurance has not been as robust as it could have been. POD highlighted the importance of encouraging the team to continue coming forwards with issues and Council noted that the estates issues have been apparent for a long time but issues are being brought to the attention of the Board as the right team are now in place and raising them
- JSe stated that she longer wishes to be part of the governor working group aligned to the Finance and performance committee as she can add limited value. LM agreed to pick up the membership of this group outside of the meeting. **ACTION LM**
- A governor asked whether the Non-executive directors are assured that the EPR project can be delivered in time and on budget. POD confirmed that further work is required and that the

	<p>Finance and performance committee are not yet assured that this will be the case. POD confirmed he is happy that the right resources are in place but there is a need to ensure appropriate clinical input into all of the projects</p> <ul style="list-style-type: none"> - A staff governor shared that staff are feeling overwhelmed about all of the change happening and requested that staff be freed up to fulfil additional duties with the appropriate backfill <p>Council noted the update.</p>
<p>44-24</p>	<p>Questions for non-executive directors [this item was taken with 43-24]</p>
<p>45-24</p>	<p>Any other business There was no further business and the Chair closed the meeting.</p>
<p>46-24</p>	<p>Questions or comments from members of the foundation trust of members of the public There were none.</p>

Matters arising and actions pending from previous meetings of the Council of Governors - PUBLIC								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	October 2023	70-23	ICS update	Invite Kent and Surrey ICB representatives to provide a strategy update at future CoG meetings	CEO	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 September 2024: Surrey unable to attend future scheduled CoG meetings- other options to be considered	Pending
2	September 2024	43-24	Working group membership	Confirm membership of governor working groups	LM	27 January 2025	January 2025: Report on agenda setting out approach to governor working groups attendance which will be open to all governors	Closed

Report to: Council of governors
Agenda item: 58-25
Date of meeting: 27 January 2025
Report from: Jackie Smith, Trust Chair
Report author: Jackie Smith, Trust Chair
Date of report: 20 January 2025
Appendices: None

Chair's report

Council of Governors

During January, governor working groups will be held with the Finance and Performance and Quality and safety committee Chairs, executive leads and governors.

We held an informal Council of Governors meeting during December 2024. The meeting was used as an opportunity to brief governors on key issues and risks including those related to the Trust's estate and offer an opportunity for governors to ask questions.

I continue to meet regularly with our lead governor and deputy lead governor to discuss key issues.

During December 2024, we held a governor induction event for our seven new governors who we were pleased to welcome to the Council of Governors from 9 December 2024. At the start of 2025/26, we will be holding an all-day training and development day for all of our governors, following the first event held in May 2024 which was welcomed by governors in supporting them to discharge statutory responsibilities.

Jo Davis stood down from her role as staff governor from the end of November 2024. On behalf of the Council of Governors and the Board I would like to extend thanks to Jo for all of her support to the Council of Governors and for her representation of our staff, whose voice is extremely important.

Board of Directors

In November 2024, the Board discussed organisational priorities and what can realistically be delivered in short and medium terms. This remains a challenge and area of focus. Key concern areas for the Board include the Trust's financial position, operational challenges and progress made against major projects.

During December 2024, we held interviews for our clinical Non-executive director role in succession of Karen Norman and two new associate Non-executive director roles. The interview process for the Clinical Non-executive director role was led by the governors and included two stakeholder panel discussions; one with staff and one with governors. The interview process for the associate Non-executive director roles was led by the Board and governors joined the interview panel. As part of the recruitment process, a 'meet the Board' session was held with all shortlisted candidates.

I am pleased to say that Jo Emmanuel has been appointed as the clinical Non-executive director and will join the Board in January 2025. Vivek Chaudhri and

Aleema Shivji have been appointed as associate Non-executive directors and will also join the Trust in January 2025. I would like to extend a warm welcome to them all on behalf of the Board who look forward to working with new colleagues.

I would also like to welcome Edmund Tabay, who has joined the Board this week as our substantive Chief nursing officer, and extend thanks to Jane Dickson who has been our interim Chief nursing officer.

During December 2024, we held a Board development day where we revisited our commitments regarding how we will work together for the future.

Other activities

I continue to meet regularly with the Chair of NHS Sussex and engage with NHSE. We have recently discussed the potential removal of the Trust's additional licence conditions, given that the relationship between the Board and Council of Governors has much improved.

Since the last Board meeting, I have visited the HR department and the plastics administrative team. Other Non-executive colleagues have visited the Canadian wing, the max fax unit, the critical care unit, the head and neck unit, orthodontics and outpatients. The limitations of the Trust's estate and services outgrowing spaces is a key theme emerging from visits. I am pleased to say that governors are increasingly taking up the offer to join Non-executive directors on service visits.

I have continued to Chair the Strategic development committee which met in December 2024 following the publication of the organisational strategy. The committee received outline feedback from the Chief strategy officer and key learnings from the strategy development, considered the future of the committee and agreed that an outline implementation plan would be presented to the Board at its January 2025 meeting.

There was unanimous agreement that the committee should continue to exist, focussed on strategic direction and seeking assurance regarding the delivery and implementation of the strategy. It was clear that the operationalisation of the strategy is a matter for the executive team. The terms of reference are being reviewed to ensure clarity of purpose post strategy publication.

Recommendation

Council is asked to **note** the contents of the report.

Report to: Council of Governors
Agenda item: 98-25
Date of meeting: 16 January 2025
Report from: James Lowell, Chief Executive Officer
Report author: Diane Talbot, Business manager to CEO
Date of report: 20 January 2025
Appendices: None

Chief executive officer (CEO) report

Operational Performance

As part of supporting the system to provide equality of access to services and reduce long waiting patients, we have received over 150 patients who have chosen to be transferred to QVH from the NHS Sussex system. This means that there has been number of people waiting over 65 & 75 weeks for treatment but also due to an increase in patients on cancer pathways who are being prioritised. There is a risk regarding the Trust's long wait position; there is ambition to get to zero over 65 week waits before the end of March 2025 but there are challenges and further analysis of the list is being undertaken. We also have capacity challenges within the breast service.

Financial Performance

The trust is at risk of not breaking even at the end of the financial year. The main reason for this is that we saw a reduction in planned income because we have been unable to meet the targets set for us in some areas. We are working with teams across the Trust to ensure that the targets are met by looking at adding patients to waiting lists and working evenings and weekends. We are also having a broader look at how we can be more efficient and make savings without compromising our services.

The current capital expenditure forecast position for the Trust is for a potential underspend of £1.9m. The Executive team are finalising plans to use this underspend to address urgent estates, medical equipment and IT investment originally planned for next year. These plans will be reviewed by the Finance and Performance Committee and the Board will need to approve the reallocation of this underspend.

Electronic patient record (EPR project)

There are some challenges with the EPR project. Risks have emerged relating to deliverability timescales, finance, governance and benefits realisation. There are some potential variances to the original programme budget up to £3.8m and the overall programme has a potential overspend of £2.1m. Options are being explored to derisk the financial position of the project and a revised business case summary will be presented to the Finance and performance committee in February 2025 and to Board in March 2025.

Strategy update

Following approval of the *QVH Strategy 2025-2030* at the November Trust Board, we are now planning our next steps. The next big milestones is the development of an easy read accessible version for patients and wider stakeholders. We've looked at

easy read documents from other health, care and organisations and we are holding a patient focus group to seek feedback on how ours should look. The finished document will align with Accessible Information Standards.

Annual planning 2025/26

The Trust has entered into the Business planning process for 2025/26. This is within an increasingly challenging financial environment both within the Sussex and wider healthcare systems. The Trust has maintained financial balance whilst the Sussex ICS continues to report an overall deficit for the system, however, the Trust has had to use non-recurrent one off benefits to achieve this, increasing the challenge going into next year. The recent system draft plans for 2025/26 indicate a significant deficit after each Trust delivers a 5% efficiency programme. The system is aiming for a breakeven position and therefore system wide efficiencies are required to close this gap.

As such the system is working on improving the system position and achieving a breakeven across the Sussex ICS for 2025/26. In order to deliver this, each Trust is currently being requested to deliver a minimum 5% efficiency with a c2% system wide efficiency programme to cover the additional improvement required to bring the system to a breakeven position for 2025/26. The Trust is working to deliver this ambitious target and plans are underway with proposals and key opportunities being identified to plan and deliver the Trust strategy. The system are holding meetings with all Trusts to develop plans for the system wide efficiencies in order to bridge the gap and deliver breakeven.

The work on the business plan, which will include the three key pillars; Activity, Workforce and Finance, is progressing. There will be a bottom up approach to the production of the plans, based on the current levels of work, but will also include service developments which will help the Trust to meet its assumed increased elective recovery targets as well as other key metrics. The plan will be aligned to year one of strategy deployment. The plan will also include an annual capital programme to maintain the Trust's infrastructure and deliver both the operational plans and national capital programmes.

There is currently a delay to the publishing of the NHS England planning guidance, with an expected release towards the end of January. Trust plans will need to adapt to the information contained within the guidance. This is likely to lead to an extended planning timetable but the Trust is working to develop the internal plans before the 2025/26 year begins and have is working towards approval by the Trust board by the end of March. The finalisation of the plan will be subject to national timetable. The current working assumption is the Trust will agree a breakeven plan for the year 2025/26 and work with the system to support a Sussex ICS breakeven.

QVH top performing

At the South East Learning Improvement Network Event last month, QVH was commended as the top performer in the South East region for theatre productivity. This is a fantastic achievement and down to a lot of hard work and planning. The theatre teams continue to explore ways that they can make the theatres even more efficient and this has been a huge help towards our commitment to help the wider system and to ensure that we treat the maximum numbers of patients that we can.

East Grinstead Clinical Diagnostic Centre

Community Diagnostic Centres (CDCs) provide a broad range of elective diagnostics away from acute facilities, reducing pressure on hospitals and giving patients quicker and more convenient access to tests. We have secured funding for a CDC at QVH, it

will be built at the front of the site but designed to not be intrusive or overlooking local residents.

Currently the QVH CDC remains within budget and due to complete by February 2026. A planning application will be submitted at the end of January 2025 incorporating pre-application feedback.

New Chief Nurse and Acting Chief Finance Officer

We are delighted to welcome Edmund Tabay, who joined us on 13 January as Chief Nursing Officer. He was previously Hospital Director of Nursing at the Princess Royal Hospital, part of University Hospitals Sussex, where he was responsible for leading, driving and coordinating programmes to improve patient outcomes and patient care. Thank you to Jane Dickson, our Interim Chief Nursing Officer, who will remain in post to handover to Edmund.

Jon Bell joined us in December as our Interim Chief Finance Officer following the resignation of Maria Wheeler. Jon has over 30 years' experience working across the acute, commissioning and community healthcare sectors in the UK, Ireland and the Middle East, and was most recently Chief Finance Officer at The Hillingdon Hospitals NHS Foundation Trust.

System working

I said in my last update that I would share details of the NHS Sussex Committee in Common (CiC). We met informally on 11 December 2024 to consider how we will improve the clinical and financial sustainability of the NHS in Sussex. The CiC remains focussed on its commitment to the delivery of the shared Improving Lives Together Strategy and on making progress in closing financial deficits recurrently. The CiC has undertaken an independent analysis of the population health needs over the next ten years for the 1.7m people who live in Sussex in order that opportunities for improvement can be prioritised accordingly. Other progress to support the delivery of 'Improving Lives Together' has been the establishment of 13 integrated neighbourhood teams; a review of core urgent and emergency care services and the development of 2025/26 operational plans.

Recommendation

The Council of Governors is asked to **note** the contents of the report.

Report to: Council of governors
Agenda item: 62-25
Date of meeting: 27 January 2025
Report from: Leonora May, Company secretary
Report author: Leonora May, Company secretary
Date of report: 18 January 2025
Appendices: None

Approach to filling vacancies on Council of Governor sub-committees

Introduction

A number of new governors joined the Council of Governors during 2024 and there are vacancies on the statutory sub-committees and on the Governor working group for public engagement which can now be filled. This report sets out the proposed process for filling vacancies on those committees.

Statutory sub-committees

There are two statutory sub-committees of the Council of Governors; the Governor steering committee and the Appointments committee.

The Governor steering committee meets approximately four times per year ahead of formal CoG meetings and its purpose is to support and facilitate the work of the Council of Governors through forward planning and agreeing the agendas for upcoming CoG meetings.

The membership is as follows:

Membership (as set out within terms of reference)	
Lead governor (meeting Chair)	Chris Barham
Deputy lead governor	Janet Hall
Trust Chair	Jackie Smith
Senior independent director	Karen Norman
Stakeholder governor	Vacant
Staff governor	Niamh Gavin
Public governor	Roger Smith
Public governor	Vacant
Public governor	Vacant
Public governor	Vacant

There is **one stakeholder governor vacancy** and **three public governor vacancies**.

The Appointments committee meets approximately four times per year plus ad hoc meetings as required. The purpose of the committee is to support the Council of Governors with its statutory duty of appointing the Trust Chair and Non-executive directors (NED) and reviewing performance and remuneration. It will make recommendations to the CoG regarding Trust Chair and NED appointments and will lead the interview process with the Trust including advertising, shortlisting and interview arrangements.

The membership is as follows:

Membership (as set out within terms of reference)	
Meeting Chair	Ken Sim
Lead governor	Chris Barham
Deputy lead governor (to be added to terms of reference during next review)	Janet Hall
Governor (any constituency)	Linda Skinner
Governor (any constituency)	Chris Parrish
Governor (any constituency)	Vacant
Governor (any constituency)	Vacant
Governor (any constituency)	Vacant

The terms of reference state that the membership should comprise of between five and eight governors, including the Chair and the Lead governor. Upon the next review, it is proposed that the terms of reference are updated to state that the membership should comprise of between five and eight governors 'including the Chair, the lead governor and the deputy lead governor'.

There are three vacancies which governors from any constituency can put themselves forward for. It is suggested that these vacancies are filled by public governors as staff and stakeholder constituencies are represented.

It is proposed that these vacancies are now filled following the recent governor elections. The proposed process to fill the vacancies is as follows:

- The Company secretary will email out to governors to invite governors to self-nominate for the vacant roles on the statutory sub-committees
- If, for each sub-committee, less nominations are received than roles, then the governors who have self-nominated will take up the roles
- If more self-nominations are received than roles available, those who have self-nominated will be asked to submit a self-nomination statement (max 250 words) setting out why you would like to be considered for the role. The statements will be shared with the Council of Governors who will be asked to vote for the candidate(s) they would like to appoint as the member
- The membership of the committees will be announced and governors will take up the roles

Governor working group for public engagement

The Governor working group for public engagement meets bi-monthly and its purpose is to support governors with their statutory duty of representing the interests of the members and public and to strengthen engagement. The membership of this group is open but the terms of reference state that the group will be made up of the Chair and at least four other governors. The current membership is as follows:

Membership	
Meeting Chair	John Harold
Governor (any constituency)	Janet Hall
Governor (any constituency)	Denise Holland
Governor (any constituency)	Vacant
Governor (any constituency)	Vacant

As the membership of this group is open, there will be no formal process for filling these roles but governors are asked to consider whether they would like to volunteer to join this group. The Company secretary will email out to governors to seek volunteers and thereafter announce the membership.

Governor working groups aligned to the Board sub-committees

In October 2023, the Trust established Governor working groups aligned to Board sub-committees. The purpose of these groups is to build closer working relationships between NED Chairs of the committees and governors and to enable greater understanding of Trust business and strategic priorities as well as allowing governors to more easily discharge their role of holding NEDs to account for the performance of the Board.

The working groups meet shortly after committee meetings and the NED Chair and executive lead agree what papers should be shared in advance with governors. These are informal groups with no decision making powers.

At least four governors should attend each working group and will include the Chair of the sub-committee and the executive lead for the committee.

Prior to each working group meeting, the governance team will email out to **all governors** to provide the detail of the meeting and invite attendance. Dates of future meetings will be available in the 'key dates for governors' meeting. Please let the governance team know if you plan to attend.

Recommendation

Council is asked to:

- **Agree** the approach to filling vacancies on the statutory sub-committees

Report to: Council of Governors
Agenda item: 63-25
Date of meeting: 27 January 2025
Report from: Chris Barham, Lead governor and committee Chair
Report author: Leonora May, Company secretary
Date of report: 20 January 2025
Appendices: Appendix one: Governor steering committee terms of reference

Governor steering committee terms of reference

Executive summary

The Governor steering committee terms of reference are reviewed annually. The committee reviewed its terms of reference at its meeting on 18 December 2024 and agreed to recommend them to the Council of Governors for approval.

The only proposed changes are related to role titles and dates for the next review.

Recommendation

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

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

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

Attendance
Members and attendees are expected to attend all meetings or to send apologies to the Chair and committee secretary at least five clear days* prior to each meeting.
Papers
Meeting papers shall be distributed to members and individuals invited to attend at least five clear days prior to the meeting.
Reporting
Action notes shall be approved formally by the committee at its next meeting. The committee shall report to the Council of Governors as required.
Review
These terms of reference shall be reviewed by the committee annually or more frequently if necessary. The review process should include the company secretarial team. The Council of Governors shall be required to approve all changes. The next scheduled review of these terms of reference will take place in January 2026.
* Definitions
<ul style="list-style-type: none"> In accordance with the Trust's constitution, 'clear day' means a day of the week not including a Saturday, Sunday or public holiday.

Report to: Council of governors
Agenda item: 64-25
Date of meeting: 27 January 2025
Report from: Leonora May, Company secretary
Report author: Leonora May, Company secretary
Date of report: 18 January 2025
Appendices: None

Approach to filling Council of Governor vacancies

Introduction

This report seeks agreement for the proposed approach to manage three public governor vacancies and one staff governor vacancy.

Composition and vacancies

The Trust's Constitution sets out the composition of the QVH NHS FT Council of Governors which is as follows:

Governor Type	Governor Description	No. of Governors
Elected	Public	20
Elected	Staff	3
Total of Elected Governors		23
Appointed (Local Authority)	Local Authority – West Sussex County Council	1
Appointed (Partnership Organisation)	East Grinstead Town Council	1
Appointed (Partnership Organisation)	The League of Friends	1
Total of Appointed Governors		3
Total Number of Governors		26

There are currently **three public governor vacancies** (15% of total number). The Trust recently held elections to fill nine vacant roles and seven public governors were appointed. The election was uncontested (less valid nominations than vacancies). Since the recent governor election, one public governor stood down from the role.

There is currently **one staff governor vacancy** (33% of total number) as one staff governor stood down from the role in November 2024.

Managing vacancies

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.

Public governor vacancies

The Trust sought to fill public governor vacancies during the last public governor election for which nominations closed in October 2024. The election was uncontested. Since 85% of the public governor roles are filled, it is proposed that the seats are left vacant until the next scheduled elections are to be held (early 2026 to fill the roles from the end of June 2026).

As the last election was uncontested, there are no next highest polling candidates to invite to take up the roles for the remainder of the term of office.

Staff governor vacancies

The last staff governor election was held in 2023 and seven valid nominations were received. The three candidates who received the most votes from the staff constituency were elected to the roles. One staff governor has since stood down and there is one vacancy. Since this is a significant percentage of the total number of staff governors, it is proposed that this vacant role is filled.

In line with the Trust's Constitution, it is proposed that the Trust Chair, on behalf of the Council of Governors, writes to the next highest polling candidate from the 2023 staff governor election to ask if they would be willing to fill the seat for the remainder of the term. If that candidate does not accept the vacancy, it will then be offered to the next highest polling candidate and so on.

If none of the candidates wish to take up the role, it is proposed that a staff governor election is called to fill the remainder of the term of office. This process would start in spring 2025 and the election would 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 55 day timeline would be used.

Recommendation

Council is asked to:

- **Agree** to hold three vacant public governor vacancies until the next scheduled public governor election
- **Agree** to fill the vacant staff governor vacancy

- **Agree** the process to fill the staff governor vacancy as set out above

Report to: Council of governors
Agenda item: 66-25
Date of meeting: 27 January 2025
Report from: All Non-executive directors
Report author: Leonora May, Company Secretary
Ellie Simpkin, Governance Manager
Date of report: 17 January 2025
Appendices: None

Non-executive director assurance

Purpose and introduction

The purpose of this report is to assist the Council of Governors in seeking assurance and holding the Non-executive directors to account for the performance of the Board. This paper contains high level updates from Board sub-committee meetings held during December 2024 and January 2025. The Non-executive directors will each provide a verbal update regarding other activities at the meeting, especially where their particular focus and any areas of concern are.

Key highlights during the period

At its meeting on 16 January 2025, the Board focussed on the Trust's most significant issues and risks which included:

- Challenges around the Trust's financial position at year end and going forwards and the risk that the Trust will not break even
- The risk regarding the Trust's long wait position; the Trust had an ambition to get to zero patients waiting over 65 weeks by the end of March 2025 and there are challenges with this position. Further analysis on the position is being undertaken and will be presented back to the Board
- The electronic patient record (EPR) project risks including deliverability timescales, finance, governance and benefits realisation
- Ongoing estates challenges; the estates team are progressing critical infrastructure work such as electrical infrastructure, fire safety and building condition. There have been recent challenges related to the Trust's boiler system
- Priorities remain a challenge and a key area of focus for the Board

Strategic development committee assurance

Date of meetings: 02 December 2024

Chair: Jackie Smith

Members: Karen Norman, Shaun O'Leary

ALERT (matters that the committee brought to the Board's attention)
No matters to report.
ASSURE (matters that the committee brought to the Board's attention)
No matters to report.
ADVISE (matters that the committee presented to the Board for information)
<ul style="list-style-type: none">• Outline feedback and initial key learnings from the strategy development has been reviewed. An outline implementation plan will be presented to the Board in due course.• It has been agreed that the committee will continue to exist, focusing on strategic direction and seeking assurance regarding the delivery and implementation of the strategy. It was clear that the operationalisation of the strategy is a matter for the executive team. The terms of reference are being reviewed to ensure clarity of purpose post strategy publication.
RISKS DISCUSSED AND NEW RISKS IDENTIFIED
No matters to report.

Audit and risk committee assurance

Date of meeting: 26 November 2024 and 11 December 2024

Chair: Paul Dillon-Robinson

Members: Russell Hobby, Peter O'Donnell

ALERT (matters that the committee brought to the Board's attention)

- An extraordinary meeting was held in November to discuss a number of examples of non-compliance or poor governance practice. A full and robust discussion was had on the reasons for the failings, ownership and accountability, the cultural changes needed across the Trust, and how teams and individual staff are being empowered and supported to ensure that the control environment is operating effectively. The committee has stressed the significance of the issues identified, the importance of good governance and the need to address concerns as a priority. This will continue to be monitored.
- A follow up of the internal audit review of contract management has been carried out by the Trust's internal auditors and has found that 'little progress' has been made in implementing agreed management actions. Actions are now due for completion by end of January 2025
- Benchmarking provided by the Local Counter Fraud Service has highlighted that the Trust had a significant increase in the use and value of single tender waivers from 2022/23 to 2023/24. It is important that the value for money considerations are evidenced in any waiver granted.
- There is work to do on developing the organisation's understanding and management of security risks
- The committee's annual review of compliance with the "policy for policies" has highlighted that the Trust currently has a large number of policies. A focused piece of work will be undertaken to review all policies and identify those which should be re categorised as Standard Operating Procedures
- Work continues on the action plan to address the key areas of "grip and control". The committee is concerned that there are currently a large number of actions and has stressed the importance of identifying and focusing on the fundamentals of grip and control
- Limited assurance has been received with regards to the "effectiveness" of the arrangements in place for staff to raise concerns. Indicators from the 2023 staff survey are positive, with 74.33% of staff that responded saying they feel safe to speak up about concerns, however, only 56% of staff completed the survey. There is ongoing work to develop the culture of the organisation which is needed to ensure that staff are able to rapidly and confidently raise concerns. The committee requested that a further update in six months' time

ASSURE (matters that the committee brought to the Board's attention)

- The committee has received assurance on the clinical audit programme. The report provided clarity of the actions being taken to develop the Trust's clinical audit strategy and programme. The importance of the clinical audit programme being aligned to the needs of the organisation has been highlighted
- The Trust's risk management framework is being embedded across the Trust. Risks are now being reviewed regularly at directorate level. There is further work to do on developing an organisation culture to fully enable the effective management of risks

ADVISE (matters that the committee presented to the Board for information)

- The timetable for the preparation and audit of the annual report and accounts has been agreed with Trust's external auditor, Azets. The committee will be holding an extra meeting in February 2025 to review the detailed plan for the external audit of accounts 2024/25

- Work continues on developing System collaboration governance and risks, although this remains relatively immature

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee was made aware of the emerging risk to the Trust's financial breakeven position
- The two organisational risks which are relevant to the Audit and risk committee have been reviewed. With regard to the risk concerning a non-compliant event involving Standing Financial Instructions or Scheme of Delegation, culture and behaviour are also key controls and are areas in which the Trust has further work to do.

Quality and safety committee assurance

Date of meeting: 7 January 2025

Chair: Shaun O'Leary

Members: Karen Norman, Paul Dillon-Robinson

ALERT (matters that the committee brought to the Board's attention)

- The interim Chief Nursing Officer has acknowledged concerns over the time it is taking to complete patient safety investigations and the quality of the completed reviews. There is a need to train more staff to carry out investigations and improve the oversight of the investigation process. The committee was reassured that action is being taken to address these concerns

ASSURE (matters that the committee brought to the Board's attention)

- There is good assurance that the management of risk and patient safety is being achieved. There were no Patient Safety Incidents and no serious (or above) harm incidents reported during the period 1 August to 30 November 2024. Work is underway to analyse and identify themes of 'near miss' incidents to identify actions which can be taken to further prevent avoidable harm
- All quality watch metrics reported in the Trust's Integrated Quality and Performance Report for month seven remain within expected limits and data demonstrates deployment of safe staffing in inpatient areas
- The results of the National Inpatient Survey report 2023 evidences the outstanding inpatient care experienced at QVH
- Governance structures and the oversight of the process for ensuring Quality Impact Assessments (QIAs) are undertaken for all Cost Improvement Programmes (CIPs), improvement projects and major projects, where appropriate, have been reviewed and reflected in the updated Trust policy which will be embedded across the organisation
- Work has been undertaken to assess the Trust's clinical audit maturity which has helped to provide focus on the areas for improvement. It is now important that agreed ways of working are embedded within the directorate triumvirates

ADVISE (matters that the committee presented to the Board for information)

- In November 2024 the committee held a seminar on the theme of safety culture. Reflections from the seminar are being linked into cultural transformation work which is being led by the Chief Executive Officer and Chief Medical Officer
- The Medicines Management annual report 2023/24 reports that there were no moderate or severe harms from medicines identified in 2023/24 and medicines safety alerts including medicines recalls were actioned appropriately and in a timely manner

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The ongoing risk in relation to mental capacity assessments not being routinely undertaken when required and the risk regarding paediatric care were noted, and are being kept under review

Finance and performance committee assurance

Date of meeting: 06 January 2025

Chair: Peter O'Donnell

Members: Russell Hobby, Jackie Smith

ALERT (matters that the committee brought to the Board's attention)

- A number of material issues have arisen on the delivery of the EPR project. The committee discussed the viability of the project and has asked that the key rationale for the project is reassessed and a revised business case and implementation plan is presented to the committee and Board
- Although the Trust is reporting a breakeven position at month 7 and 8, the underlying position before non-recurrent mitigations is a deficit. There is a significant risk to achieving a year end breakeven position and the team are urgently assessing the key uncertainties that will impact the year end outcome
- Capital spend is significantly behind plan. Estates spend is expected to accelerate in the last quarter, however, this will still leave an overall underspend. A proposal to reallocate capital expenditure underspend and bring forward essential estates' infrastructure work from future years has been reviewed and whilst supportive in principle, the committee has requested further evidence on the progress on estates, the forecast to year end and further assurance that the revised plans will achieve value for money
- There has been an increase in the number of patients waiting over 65 weeks with several patients now waiting over 78 weeks for treatment. There is a risk that the position will not improve by year end. Discussion has been had on the factors which are impacting performance including transfers from other Trusts across Sussex, staffing challenges and the ability to provide additional capacity at weekends
- There is a need to strengthen the Trust's forecasting of activity and the committee has asked for a review of actions to minimise future breaches and that assurance is provided to the Quality & Safety committee on the prioritisation of patients.
- Cancer performance remains challenged and the Trust did not achieve the 31 day and 62 day performance standards in month seven. A significant proportion of the backlog is due to late tertiary referrals from referring providers. A further decline in performance is expected due to the seasonal reduction in activity and patient choice to delay treatment over the Christmas period
- There has been a decline in Diagnostics (DMO1) performance in month eight (92% against target of 95%) due to staffing challenges in sleep services. A plan to address performance is being developed which includes options for outsourcing
- The latest project status report for the Bognor CDC raises concerns over the capability and capacity of the Trust to supervise its delivery given other more local priorities and challenges

ASSURE (matters that the committee brought to the Board's attention)

- The delivery of the East Grinstead CDC is on track and has improved in its risk rating to green
- The Trust continues to meet the urgent care 4-hour standard in its minor injuries unit and the Faster Diagnosis Standard was met in month seven
- Appraisal rates are improving and the committee was reassured that progress is being made to complete overdue staff appraisals

ADVISE (matters that the committee presented to the Board for information)

- The committee has asked for a further update on risk of compliance with the Cyber Assurance Framework, specifically in relation to medical devices
- The business planning process for 2025/26 continues. Discussion was had on the need for business planning to align with the year one delivery of the QVH strategy, taking into account national priorities. We await guidance for the next financial planning assumptions but there is likely to be significant changes to the way funding is allocated across the NHS

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The residual rating of risks relating to fire safety alarm systems and the age and condition of boilers did not accurately reflect the mitigations in place and further assurance on the mitigating actions was requested
- The committee has asked for further details on the risks to patients, staff and assets which have been identified in the Local Security Management Specialist work plan for 2024/25 and the commissioned surveys of specific aspects of site security management

Recommendation

Council is asked to **note** the contents of the report and is invited to ask questions to the Non-executive directors regarding Non-executive director activities since the last meeting.