

Minutes (FINAL)																															
Meeting:	Board of Directors (session in public) 10.00-12 noon 8 May 2025 Education Centre, QVH																														
Present:	<table border="1"> <tr><td>Jackie Smith (JS)</td><td>Trust Chair (voting) (Chair)</td></tr> <tr><td>Paul Dillon-Robinson (PDR)</td><td>Non-executive director (voting)</td></tr> <tr><td>Peter O'Donnell (POD)</td><td>Non-executive director (voting) [MS Teams]</td></tr> <tr><td>Shaun O'Leary (SOL)</td><td>Non-executive director (voting)</td></tr> <tr><td>Russell Hobby (RH)</td><td>Non-executive director (voting)</td></tr> <tr><td>Jo Emmanuel (JE)</td><td>Non-executive director (voting)</td></tr> <tr><td>Jon Bell (JB)</td><td>Interim Chief finance officer (voting)</td></tr> <tr><td>Tamara Everington (TE)</td><td>Chief medical officer (voting)</td></tr> <tr><td>Edmund Tabay (ET)</td><td>Chief nursing officer (voting)</td></tr> <tr><td>Kirsten Timmins (KT)</td><td>Chief operating officer (voting)</td></tr> <tr><td>Helen Edmunds (HE)</td><td>Chief people officer (non-voting)</td></tr> <tr><td>Abigail Jago (AJ)</td><td>Acting Chief executive officer (voting)</td></tr> <tr><td>Jane Dickson (JD)</td><td>Interim deputy Chief executive officer (non-voting)</td></tr> <tr><td>Aleema Shivji (AS)</td><td>Associate Non-executive director (non-voting)</td></tr> <tr><td>Vivek Chaudhri (VC)</td><td>Associate Non-executive director (non-voting)</td></tr> </table>	Jackie Smith (JS)	Trust Chair (voting) (Chair)	Paul Dillon-Robinson (PDR)	Non-executive director (voting)	Peter O'Donnell (POD)	Non-executive director (voting) [MS Teams]	Shaun O'Leary (SOL)	Non-executive director (voting)	Russell Hobby (RH)	Non-executive director (voting)	Jo Emmanuel (JE)	Non-executive director (voting)	Jon Bell (JB)	Interim Chief finance officer (voting)	Tamara Everington (TE)	Chief medical officer (voting)	Edmund Tabay (ET)	Chief nursing officer (voting)	Kirsten Timmins (KT)	Chief operating officer (voting)	Helen Edmunds (HE)	Chief people officer (non-voting)	Abigail Jago (AJ)	Acting Chief executive officer (voting)	Jane Dickson (JD)	Interim deputy Chief executive officer (non-voting)	Aleema Shivji (AS)	Associate Non-executive director (non-voting)	Vivek Chaudhri (VC)	Associate Non-executive director (non-voting)
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In attendance:	<table border="1"> <tr><td>Leonora May (LM)</td><td>Company Secretary (minutes)</td></tr> <tr><td>Simon Marshall (SM)</td><td>Interim Chief finance officer designate</td></tr> </table>	Leonora May (LM)	Company Secretary (minutes)	Simon Marshall (SM)	Interim Chief finance officer designate																										
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Apologies:	None																														
Members of the public:	5 members of staff, 11 governors and two members of public (for patient story)																														
1-25	<p>Welcome, apologies and declarations of interest</p> <p>The Chair opened the meeting welcoming members of the Board, including SM as interim Chief finance officer designate to his first Board meeting, and those observing the meeting.</p> <p>The Chair acknowledged that this was JB's last Board meeting as he was leaving the Trust tomorrow. She thanked him for the positive difference that he has made during the short time in the role.</p> <p>The Chair reminded those observing the meeting that they were not invited to participate in discussions and that there will be an opportunity for governors to ask questions at the end of the meeting.</p> <p>There were no apologies received.</p> <p>There were no declarations of interest other than those already recorded on the register of interests.</p>																														
2-25	<p>Draft minutes of the public meeting held on 6 March 2025</p> <p>The Board agreed that the minutes of the public Board meeting held on 6 March 2025 are a true and accurate record of that meeting and approved them on that basis.</p>																														
3-25	<p>Matters arising and actions pending from previous meetings</p> <p>Action 3 (organisational risk register) was pending and TE gave the following update. A working group chaired by the Chief medical officer has been established to develop the future model for the care of children at QVH building on the QVH strategy. An evaluation of estate opportunity to support improvements in clinical services is underway led by the Chief nursing officer. Mitigations are in place and actively managed to ensure risks are minimised within the current estate available for paediatric care.</p>																														

	<p>KT provided the Board with an update on action 4 (EPRR report) and specifically Fit testing numbers. She explained that fit testing had improved from 4.7% to 53.3% and recently dropped down to 51.2%. She acknowledged that this requires improvement and the Board endorsed the continued follow up described to ensure that the position improves.</p> <p>The Board noted the verbal and written updates for the actions.</p>
<p>4-25</p>	<p>Patient story [this item was taken before item 2-25]</p> <p>The Board welcomed the patient who was in attendance at the meeting to share her experience of QVH with the Board. The patient described her experience as follows.</p> <p>The patient had a traumatic experience in the operating theatre for which she made a complaint. The response she received to her complaint from the Chief executive was unsatisfactory. The letters stated that the experience she described in the theatre had not been documented. She felt that the letter suggested that she was lying.</p> <p>There was a lack of continuity with her care, and those involved did not seem to have access to her health files. The patient felt like she was not treated as an individual throughout her care until she was introduced to a consultant plastic surgeon who took time to discuss her treatment with her and options available to her.</p> <p>The Board extended apologies to the patient for the experience she described of QVH. AJ explained that this is not the level of care that QVH aspires to provide to patients. She acknowledged the importance of always ensuring that patients are treated as individuals. The Board agreed the importance of learning from this patients experience to ensure that it does not happen again.</p> <p>TE acknowledged the unsatisfactory response the patient received to her complaint. She emphasised the importance of the Trust listening to patients to improve and not being defensive.</p> <p>The Board thanked the patient for sharing her experience.</p>
<p>5-25</p>	<p>Chair's report</p> <p>JS presented the Chair's report to the Board. She highlighted that:</p> <ul style="list-style-type: none"> - The results of the recent Council of Governors effectiveness review were positive with feedback indicating that the relationship between the Board and Council of Governors remains good. This will influence the decision regarding potential removal of the Trust's additional licence conditions - The Board recently completed its annual effectiveness review. The results indicated that the Board is effective and that relationships and the quality of reports have both improved. Board members would welcome increased focus on cultural issues at Board level - Key concern areas for the Board include the Trust's challenging financial position and underlying deficit and the delivery of cost improvement plans for 2025/26 <p>The Board noted the contents of the report.</p>
<p>6-25</p>	<p>Chief Executive's report</p> <p>AJ presented the report to the Board, highlighting the following:</p> <ul style="list-style-type: none"> - There continues to be significant changes which are impacting the whole of the NHS as well as QVH as a provider. The most significant change is that the NHS now needs to operate within its means. The Trust has an ambitious savings target of £7.5m and NHS Sussex has a significant deficit - Providers are at risk of losing autonomy if financial targets are not met

	<ul style="list-style-type: none"> - The QVH Strategy 2025-2030 is being stress tested within the context of national changes and pressures - The Trust's year end position was stronger than forecasted and the Trust delivered a small surplus, however, the Trust has an underlying deficit position - The NHS Staff survey results 2024 have been published and the Trust did well overall with strong staff engagement. There is however a need to focus on staff feeling safe to speak up and improving the experience of our disabled colleagues in the workplace - AJ welcomed SM to the Board. She extended thanks to JB for all that he had done during his time as interim Chief finance officer <p>The Board acknowledged that the national changes present an opportunity for providers to take a more leading role and that it will be important for the Trust to take this opportunity for the benefit of patients.</p> <p>The Board noted the positive year end position and a Board member asked about areas of focus for 2025/26. AJ stated that the biggest priority will be financial grip and control to ensure delivery of the challenging cost improvement plan as well as strengthening compliance and internal control.</p> <p>The Board noted the contents of the report.</p>
<p>7-25</p>	<p>Company secretary's report LM presented the report to the Board. She highlighted the following.</p> <p>A number of compliance reports had been presented to the Audit and risk committee at its meeting in March. These confirmed that there has been improvement in compliance with the Code of governance for NHS provider trusts and there have been breaches of the Trust's governing documents during the year and these have related to contract management and approvals outside of the Scheme of delegation, procurement and waivers. The Trust is not aware of any breaches during quarter four. Work to address these issues includes a review of the governing documents and key policies to ensure that they are accessible to all staff and the development of a Trust wide governance handbook</p> <p>The draft Annual governance statement for 2024/25 has been presented to the Audit and risk committee and the auditors. The draft statement does conclude that significant control issues have been identified and that plans are in place to make improvements. The draft Head of Internal Audit opinion is that there are weaknesses in the system of governance, risk management an internal control.</p> <p>A Board member asked about the timescale for the potential removal of the Trust's additional licence conditions. In response, JS confirmed that the Trust has provided NHS England with information related to the QVH Strategy 2025-2030 and the development of the relationship between the Board and Council of Governors. She hoped that the Trust would receive a response before the end of June 2025.</p> <p>The Board acknowledged the improvement in compliance with governing documents in quarter four as stated within the report. AJ explained what she thought had made a difference in response to a question. She stated that this has been a significant focus for the executive team during the last quarter including leading by example and holding other to account. The governance and finance teams are working through updates to the Trust's governing documents to ensure that they are accessible to staff and they will be communicated and disseminated appropriately to ensure that all staff are aware of their responsibilities. The Board requested ongoing updates on required action to improve compliance. ACTION AJ LM</p>

	<p>PDR confirmed that the Audit and risk committee will oversee the development of the annual governance statement. He reemphasised the importance of it being transparent about the issues.</p> <p>Discussion was had regarding the draft Modern Slavery Statement and the Board agreed that it should be updated to reference work related to safeguarding and consideration should be given to the statement related to assurance for procurement practices.</p> <p>The Board:</p> <ul style="list-style-type: none"> - Noted that the Trust has complied with its standard and additional licence conditions for 2024/25 - Noted the area of non-compliance with the Code of governance for NHS provider trusts - Noted non-compliance with the Trust’s Governing documents - Noted the update related to the Annual governance statement 2024/25 - Approved the committee terms of reference as appended - Approved the Modern slavery statement for 2024/25 as appended subject to the above amendments being made
<p>8-25</p>	<p>Guardian of Safe Working report</p> <p>TE presented the report in the absence of the Guardian of Safe Working who had sent her apologies to the meeting.</p> <p>SOL confirmed that the Quality and safety committee had reviewed the report and were satisfied that an issues related to accommodation had been resolved. He did highlight that there is operational detail behind the report that the committee were concerned about and that this will come back to the committee for further discussion.</p> <p>In response to a question, TE confirmed that she is confident that the Trust’s financial challenges will not have an impact on safe working hours and patient care.</p> <p>Board members fed back that the report is difficult to understand and TE agreed to consider making the report more accessible next time.</p> <p>The Board noted the contents of the report.</p>
<p>9-25</p>	<p>Organisational risk register</p> <p>LM presented the report to the Board as read, highlighting that:</p> <ul style="list-style-type: none"> - The highest scoring risk is related to compliance with the Mental Capacity Act - Two new high scoring risks are being added to the register. The first is in relation to the delivery of the cost improvement plan with an initial score of 20 and the second is in relation to elective recovery funding with an initial score of 16 - The current score for risk 11 (relationship between the Board and Council of Governors) has reduced given the results of the recent Council of Governors effectiveness review which were positive - The current score for risk 14 (non-compliance with governing documents) has been reduced given work completed to address weaknesses in governance arrangements - The current score for risk 115 (delivering breakeven for 2024/25) has been reduced given that the initial draft annual accounts are breakeven, however subject to audit <p>A Board member asked what action is being taken in relation to compliance with the Mental Capacity Act given that the risk has been open for a long time. In response, TE stated that a dedicated task and finish group has been set up to work through actions. She thought that lack of training was not contributing to the issue and that systems and processes make it</p>

	<p>challenging for staff to recognise an issue in real time. SOL confirmed that the Quality and safety committee are monitoring actions related to this risk.</p> <p>The Board noted the contents of the report.</p>
<p>10-25</p>	<p>Annual business plan 2025/26</p> <p>JB presented the report to the Board who were asked to ratify the business plan or 2025/26 which it had previously approved in an extraordinary Board meeting.</p> <p>JB reported that the cost improvement plan at 6% amounts to a total of £7.5m which is very high risk for the Trust. The workforce plan shows a net reduction of c. 32 whole time equivalent posts during the year. The Trust meeting its performance targets depends on activity being paid for and there is a need to better understand the position related to elective recovery funding.</p> <p>JB reported that there is £7.4m of core capital available to the Trust this year, £2m of which is from the sale of the land. Capital resource available for estates work is limited and less than is required to manage the totality of the risks. The team are actively monitoring the highest estates risks. He acknowledged the challenges with capital spend at year end for 2024/25 and stated that the organisation is in a better place going into this financial year.</p> <p>The Board acknowledged the challenges and risks related to the plan. Discussion was had about the Trust's ability to forecast progress against the plan and JB confirmed that a full forecast will not be available for month one or month two but that monthly forecasts will be provided to the Finance and performance committee. JB confirmed that the Board will have an understanding of the trajectory at its meeting in July but that it will be too early in the quarter for robust forecasting. The Board requested an update on the trajectory and phasing of the cost improvement plan as soon as it is available. ACTION SM</p> <p>A Board member asked how confident the team are that activity levels can be met. KT acknowledged that the activity plan is very ambitious. She stated that plans are being put into place including transformation work for the outpatients department. The Trust is waiting for confirmation regarding income for the plan and KT confirmed that this will be monitored carefully.</p> <p>Discussion was had regarding the cost improvement plan. A Board member asked if there will be any quality issues as a result of delivery of the cost improvement plan. In response, AJ confirmed that for each proposed cost reduction, a quality impact assessment is being undertaken to understand the impact. The executive team are sighted in interdependencies and have a granular focus on what reductions mean for patient pathways.</p> <p>AJ reported that the team are moving at pace to identify cost improvement schemes internally but there is a need in some areas to collaborate in order to reduce costs.</p> <p>The Board acknowledged that the land sale had contributed significantly to this year's capital budget and suggested that this be communicated to staff at the appropriate time with information about what the money had been spent on to improve patient experience.</p> <p>A Board member sought further information regarding the reference to improved governance and oversight of the community diagnostic centres (CDCs) within the report. AJ explained that executive oversight now sits with the interim deputy Chief executive officer and that the CDC programme Board reports directly to the Executive leadership team. Oversight of CDC activity is now business as usual.</p>

	<p>The Board is ratified the business plan for 2025/26 as approved at its extraordinary meeting in March 2025, and approved the capital allocation for 2025/26, noting the revised approach.</p>
<p>11-25</p>	<p>Integrated quality and performance report The executive team presented the report highlighting the following:</p> <ul style="list-style-type: none"> - The Trust delivered a financial breakeven position a year end - The long waiting position at year end was better than forecasted. The waiting list is being validated which is helping to improve the forward trajectory - Organisational culture remains a focus and it is recognised that there are different micro cultures across the Trust; some with good practices and some with challenging behaviours. Staff will need to be appropriately support during this period of change and uncertainty <p>The Board noted the contents of the report.</p>
<p>12-25</p>	<p>Six monthly safe staffing review ET presented the report to the Board, reporting that safe staffing levels have been maintained supported by the safe nursing care tool and that there is a need to be flexible to manage nursing staffing levels on a daily basis. There is a need to recognise the current position across the NHS and deliver further efficiencies; part of this work will include a review of nursing staff levels.</p> <p>The Board agreed that there are opportunities for efficiency savings demonstrated by the information within the report and that the impact of this could have been clearer within the report.</p> <p>The Board noted the contents of the report.</p>
<p>13-25</p>	<p>Audit and risk committee assurance PDR presented the committee assurance report to the Board. He reported that the committee has reiterated the importance of actions from internal audit reports being complete in line with the deadline.</p> <p>The committee have continued to have oversight of contract management processes and there has been significant improvement.</p> <p>The Board noted the contents of the report.</p>
<p>14-25</p>	<p>Quality and safety committee assurance SOL presented the committee assurance report to the Board.</p> <p>Committee members had individually expressed dissatisfaction about aspects of the current practice for complaints and the committee has encouraged a less defensive approach which supports learning. He reported that a key issue for the committee to explore further is how learning is embedded in practice, this is particularly important in relation to feedback from patients.</p> <p>The committee has agreed to put aside some time to consider safety risks and issues related to electronic patient records (EPR).</p> <p>SOL highlighted that recent Health Watch and PLACE inspection results were positive.</p> <p>Discussion was had regarding patient stories and the Board agreed the importance of not becoming complacent due to the Trust performing well in the national inpatient survey. Discussion was had about how learning and action taken is fed back to the Board and LM</p>

	<p>confirmed that the annual review of learning from patient stories would be presented to the Board at its meeting in July 2025.</p> <p>The Board noted the contents of the report.</p>
<p>15-25</p>	<p>Financial, workforce and operational performance assurance POD presented the report to the Board. He commended the teams for the positive year end position, acknowledging that it was a challenge.</p> <p>POD confirmed that the committee have reviewed in detail and support the revised EPR business case, which the Board will consider in private due to commercial sensitivity.</p> <p>POD stated that the committee are considering risks related to the cost improvement programme. He highlighted the importance of the Board assuring itself that the requirements of the Board and governance as a whole are not impaired. He recognised that this is a challenging period for executive colleagues.</p> <p>In response to a question, KT provided an update on insourcing solutions being considered to help to reduce the waiting list. She confirmed that from June, an external company will support with moles within the QVH theatres which will be done under tariff and at cost and will help with reduced waiting lists.</p> <p>The Board noted the contents of the report</p>
<p>16-25</p>	<p>Any other business (by application to the Chair)</p> <p>There was no further business and the meeting closed.</p>
<p>17-25</p>	<p>Questions from members of the public One question was received from a governor ahead of the meeting. The question and the Board's response were as follows:</p> <p>Question How will the recent supreme court ruling on biological sex impact QVH?</p> <p>Response We are currently awaiting national guidance on what this means in practice for trans people working in healthcare and those accessing our services and we will provide further updates once this is produced. The Trust's policies have not changed at this time.</p> <p>We recognise that trans and non-binary staff and patients face unacceptably high levels of bullying and harassment and want to emphasise that the rights of transgender and non-binary patients, colleagues and visitors to QVH remain protected. QVH is committed to fostering a culture of inclusivity and belonging for all of our staff, patients and visitors. Our expectation is that everyone is treated with respect, kindness and compassion in line with our values.</p> <p>The Chair invited the lead governor to ask questions regarding any of the items discussed during the meeting on behalf of the governors. The lead governor asked the following questions and the following responses were given.</p> <p>Question Who is responsible for cyber security and can you assure us that necessary steps have been taken to protect our systems?</p> <p>Response</p>

HE is the SIRO. The data security protection toolkit is completed annually which assesses the Trust's cyber security mechanisms. The Trust does regular phishing exercises and complies with NHSE requirements.

Question

Can we revisit previous patient stories to understand what action has been taken since?

Response

Yes, the annual review of learning from patient stories will be presented to the Board at its meeting in July 2025.

Question

What impact will the Federation of Specialist Hospitals report have?

Response

It aligns with national policy so will support how we contribute towards that. It is helpful to align with peers where policy changes might disproportionately have an impact on specialist trusts.

Question

Do we have trained clinical safety officer for the EPR project?

Response

Yes, there are three clinical safety officers currently.

Question

How do we compile our performance metrics and how can we measure ourselves against other trusts?

Response

For 2025/26, a new format of the integrated quality and performance report is being developed and metrics and priority areas will be more accessible within the report. As part of this, the Trust will include regional and national benchmarks where they are available.

Question

Is there an update on the land sale governance review?

Response

Not at this time. The moneys received from the sale of the land had supported the Trust's capital position for 2025/26 and it will be important to engage with governors about what the money is spent on.