

Bundle Council of Governors (public) 23 September 2025

Agenda attachments

- 00 A – front cover public
- 00 B – membership
- 00 C – register Sept 2025
- 00 D – Agenda Public CoG 23 September 2025 FINAL
- 42.25 Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy
- 43.25 Draft minutes of the public meeting held on 21 July 2025
 - 43–25 Minutes– PUBLIC CoG– 21 July 2025 DRAFT V1
- 44.25 Matters arising and actions pending from previous meetings
 - 44–25 PUBLIC Matters arising September 2025
- 45.25 Update from Trust Chair
 - 45–25 Chair's report
- 46.25 Update from Chief Executive Officer
 - 46–25 CEO report
- 47.25 Update from Lead Governor and Deputy Lead Governor (verbal)
- 48.25 Non-executive director assurance
 - 48–25 NED assurance report
- 49.25 Questions for Non-executive directors (verbal)
- 50.25 Update from Governor Working Group for Public Engagement (verbal)
- 51.25 Foundation Trust membership strategy review
 - 51–25 FT membership strategy review 2025
- 52.25 Assessment of auditors work and fees 2024/25
 - 52–25 Assessment of auditors work and fees 2024–25
- 53.25 Trust Chair and Non-executive director appraisal process 2024/25
 - 53–25 Trust Chair and non-executive director appraisal process 2024–25
- 54.25 Staff governor vacancy
 - 54–25 Staff governor vacancy
- 55.25 Any other business
- 56.25 To receive any questions or comments from members of the foundation trust or members of the public

Council of Governors Meeting in public

Tuesday 23 September 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 September 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
David Porter	Public governor
Charlie Robinson	Public governor
Rodabe Rudin	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
Graham True	Staff governor
Invited attendees	
Paul Dillon-Robinson	Non-executive director
Peter O'Donnell	Non-executive director
Shaun O'Leary	Non-executive director
Jo Emmanuel	Non-executive director
Russell Hobby	Non-executive director
Aleema Shivji	Associate Non-executive director
Vivek Chaudhri	Associate Non-executive director
Abigail Jago	Acting Chief executive officer and Chief strategy officer
Leonora May	Company secretary (minutes)

Annual declarations by governors 2025/26

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							
Augousti, Michele	Director of Reach Business Consultants Ltd Non-executive director for Sussex Chamber of Commerce	NIL	NIL	NIL	NIL	NIL	NIL
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	NIL	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	Director of Right To Manage Company for block of flats in Maidenhead (NFP)	NIL	NIL	NIL	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	NIL	NIL	NIL	NIL	NIL	NIL	NIL
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

Rudin, Rodabe	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Tite, Jennifer	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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Staff governors							
Gavin, Niamh	Member of EGAS, anaesthetists private practice	NIL	NIL	NIL	NIL	NIL	NIL
True, Graham	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	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Fit and proper persons declaration

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

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

Categories of person prevented from holding office

Categories of person prevented from holding office							
Appointed governors	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.
Lanzer, Bob	NA	NA	NA	NA	NA	NA	NA
Skinner, Linda	NA	NA	NA	NA	NA	NA	NA
Mockford, Julie	NA	NA	NA	NA	NA	NA	NA

**Meeting of the QVH Council of Governors
Tuesday 23 September 2025
14.00-16.00**

Agenda: meeting session held in public		
Standing items		
Ref	Item	purpose
42-25	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Jackie Smith, Trust Chair</i>	-
43-25	Draft minutes of the public meeting held on 21 July 2025 <i>Jackie Smith, Trust Chair</i>	<i>Approval</i>
44-25	Matters arising and actions pending from previous meetings <i>Jackie Smith, Trust Chair</i>	<i>Review</i>
45-25	Update from Trust Chair <i>Jackie Smith, Trust Chair</i>	<i>Information</i>
46-25	Update from Chief Executive Officer <i>Abigail Jago, acting Chief Executive Officer</i>	<i>Information</i>
47-25	Update from Lead Governor and Deputy Lead Governor (verbal) <i>John Harold, deputy Lead governor</i>	<i>Information</i>
Holding non-executive directors to account for the performance of the board of directors		
48-25	Non-executive director assurance <i>All Non-executive directors</i>	<i>Assurance</i>
49-25	Questions for Non-executive directors (verbal) <i>All Non-executive directors</i>	<i>Discussion</i>
Representing the interests of the members and members of public		
50-25	Update from Governor Working Group for Public Engagement (verbal) <i>John Harold, Public Governor and working group Chair</i>	<i>Information</i>
51-25	Foundation Trust membership strategy review <i>Leonora May, Company Secretary</i>	<i>Review</i>
52-25	Assessment of auditors work and fees 2024/25 <i>Paul Dillon-Robinson, Audit and risk committee Chair</i>	<i>Information</i>

Council business		
53-25	Trust Chair and Non-executive director appraisal process 2024/25 <i>Ken Sim, public governor and Appointments committee Chair</i>	<i>Assurance</i>
54-25	Staff governor vacancy <i>Leonora May, Company Secretary</i>	<i>Approval</i>
Meeting closure		
55-25	Any other business <i>By application to the Chair</i>	<i>Discussion</i>
Questions		
56-25	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		
2 February 2026		

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 , 21 July 2025 Meridian Hall, East Court, East Grinstead	
Present:	Jackie Smith (JS)	Trust Chair (meeting Chair)
	Michele Augousti (MA)	Public governor
	Chris Barham (CB)	Public governor
	Antony Fulford-Smith (AFS)	Public governor
	Niamh Gavin (NG)	Staff governor
	Janet Hall (JH)	Public governor (Lead governor)
	John Harold (JHa)	Public governor (deputy Lead governor)
	Felicity Hatch (FH)	Public governor
	Denise Holland (DH)	Public governor
	Bob Lanzer (BL)	Stakeholder governor for WSCC [from item 30-25]
	Julie Mockford (JM)	Stakeholder governor for EGTC
	David Porter (DP)	Public governor
	Charlie Robinson (CR)	Public governor
	Ken Sim (KS)	Public governor
	Linda Skinner (LS)	Stakeholder governor for LoF
	Roger Smith (RS)	Public governor
	Jonathan Squire (JSq)	Public governor
	Jennifer Tite (JT)	Public governor
	Graham True (GT)	Staff governor
In attendance:	Leonora May (LM)	Company secretary (minutes)
	Peter O'Donnell (POD)	Non-executive director
	Shaun O'Leary (SOL)	Non-executive director
	Jo Emmanuel (JE)	Non-executive director
	Paul Dillon-Robinson (PDR)	Non-executive director
	Abigail Jago (AJ)	Acting Chief executive officer
Apologies:	Colin Fry (CF)	Public governor
	Richard Green (RG)	Public governor
	Liz James (LJ)	Public governor
	Chris Parrish (CP)	Staff governor
	Rodabe Rudin (RR)	Public governor
Did not attend:	None	
Members of the public:	One member of staff and two public members	
Ref.	Item	
24-25	<p>Welcome, apologies and declarations of interest and eligibility</p> <p>The Chair opened the meeting and welcomed all present, including JH and JHa to their first Council meeting in their new roles as Lead and deputy Lead governor.</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 CF, RG, LJ, CP and RR 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. LM reminded those who had not yet completed their annual declaration for 2025/26 to do so as soon as possible.</p>	
25-25	<p>Draft minutes of the public meeting held on 7 April 2025</p> <p>JE highlighted that she was not listed as an attendee in the minutes of the meeting.</p> <p>Subject to the above amendment being made, Council agreed that the draft minutes of the public meeting held on 7 April 2025 were a true and accurate record of that meeting and approved them on that basis.</p>	

26-25	<p>Matters arising and actions pending from previous meetings</p> <p><u>70-23 (Invite Kent and Surrey ICB representatives to provide update at future CoG meeting)</u> It was agreed that this action would be closed and revisited at a later date if required since there has been agreement for Surrey and Sussex to join together and there is uncertainty about who the representatives will be. In response to a question, JS confirmed that there is not yet any news regarding who will replace Stephen Lightfoot, who is stepping down as Chair of NHS Sussex in September 2025.</p> <p><u>10-25 (Board consideration of whether governors can attend and observe sub-committees once the Trust's additional licence conditions have been removed)</u> JS confirmed that she had spoken with NHSE who were processing the removal of the additional licence conditions. She will continue to follow up.</p> <p>There were no further pending actions and Council noted the updates.</p>
27-25	<p>Update from Trust Chair</p> <p>JS presented the report, highlighting the following:</p> <ul style="list-style-type: none"> - The Board are focussed on developing an options appraisal for partnership options to enable long term sustainability of the Trust's services - Bob Lanzer has been appointed for a further three year term as our stakeholder governor for West Sussex County Council - The NHS ten year plan, published in July 2025, states the ambition to remove the requirement for NHS foundation trusts to have governors. This is an uncertain time and further guidance is expected in September 2025. Until any new legislation is passed, JS suggested that governors carry on as usual for the benefit of QVH. She agreed to let governors know as soon as she has more information <p>A governor asked whether it would be valuable for governors to put forward ideas about more dynamic arrangements to involving patients, staff and stakeholders, and to lobby with MPs. JS encouraged governors to focus on strengthening governor engagement activities with members and members of public.</p> <p>In response to a question, JS confirmed that there will be a governor working group for the Strategy and culture committee. There will not be a governor sitting on the committee as an observer.</p> <p>Council noted the updates.</p>
28-25	<p>Update from Chief executive officer</p> <p>AJ presented the report to Council highlighting that:</p> <ul style="list-style-type: none"> - The Trust continues to have significant financial challenges, with an ambitious cost reduction programme to hit breakeven. This is a challenge for this year and future years given changes to funding arrangements - The team is doing well to deliver against the plan to date, but there remains a material gap - An option appraisal is being developed for a strategic partnership <p>In response to questions from governors, AJ confirmed that during quarter one of the financial year, £1.5m in cost savings was achieved.</p> <p>AJ confirmed that the Trust remains an active member of the Federation of Specialist Hospitals (FSH). The FSH are keen to work with trusts to understand the impact of the changing external environment.</p> <p>Discussion was had about branding and one governor emphasised the importance of QVH's brand being protected in a strategic partnership. They explained that they thought this would be important for recruitment and retention due to QVH's positive reputation.</p> <p>A governor sought an update on the development of the community diagnostic centres (CDCs). AJ explained that the Board have approved the business case for the QVH CDC and that the team are focussing on achieving activity targets. The design for the Bognor CDC is being progressed as well as discussions with potential partners to take this forward onto the build stage.</p>

	<p>Council noted the updates.</p>
<p>29-25</p>	<p>Update from Lead governor and deputy lead governor JH provided the following updates:</p> <ul style="list-style-type: none"> - Thank you to JHa for putting himself forward for the deputy Lead governor role - She and JHa will have a regular weekly meeting with the Trust Chair to discuss key issues - Governors have discussed the NHS ten year plan and are planning to lobby MPs to protect the governor role - There is now an issues log for feedback from members, members of the public and patients which will provide an audit trail of governor engagement work. JH encouraged all governors to share feedback received with LM for the log. - There will be a governor working group aligned to the Strategy and culture committee - Two governors will attend the Patient experience group which is a sub-group of the patient safety and experience executive sub-committee - There will be two governor vacancies on the Charity committee. One of these spaces will be filled by the stakeholder governor for the League of Friends. Volunteers will be sought to fill the second role <p>Council noted the updates.</p>
<p>30-25</p>	<p>Non-executive director assurance The Non-executive directors presented their assurance report as read and each provided a verbal update of their activities and particular areas of focus.</p> <p>POD reported that the committee are closely monitoring progress being made against the cost improvement target and that the team have done well on this so far. However, it should be noted that the plan gets increasingly challenging as the year progresses. Impacts on patient care, morale and governance will need to be considered.</p> <p>POD explained that the Bognor CDC project is slower than the committee had first thought and that currently QVH remain responsible for the delivery of this. The committee have sought further information on the critical path for the electronic patient record (EPR) project and will track closely once the go live date gets closer.</p> <p>PDR reported that the Audit and risk committee's focus has been on the Annual report and accounts 2024/25 and the external audit. Significant internal control issues have been disclosed in the Annual governance statement which was consistent with the external audit value for money opinion. Committee members have emphasised the importance if improvement in these areas. The committee are assured that the position has much improved. The committee are satisfied with the work of the external auditors. The recent internal audit on risk management received partial assurance and the committee remain focussed on being assured of continued improvement to contract management processes and controls and the use of waivers.</p> <p>SOL reported that compliance with the Mental Capacity Act remains a challenge but there has been a small improvement. The committee challenged whether the lowering of the risk score was premature. Small changes continue to be progressed which will make a marked difference. There had been a disappointing outcome from a recent EHO inspection, and the committee have taken assurance from how seriously the executive have taken the outcome and the action taken since to ensure that improvements are made. The committee will continue to monitor this position until it receives evidence that routine behaviours have changed.</p> <p>SOL reported that complaints have increased by 12%, however, the committee is seeking to understand the correlation between this and activity levels to understand whether there is an issue. The committee had recently reviewed annual reports, none of which had shown a serious decline. Antimicrobial stewardship had much improved. The committee remain focussed on any quality issues for consideration related to the EPR implementation.</p> <p>[BL joined the meeting]</p> <p>SOL confirmed that the committee will receive updates on quality impact assessments for the cost improvement programmes.</p>

	<p>JE confirmed that she will become the Chair of the Charity committee. In the meantime, her focus has been on engaging through attendance at other committees, establishing relationships with executive Board members and understanding key issues such as finance, structures, staff morale and quality and safety.</p> <p>JS confirmed that her sole focus is on future partnership arrangements. The Strategy and culture committee has been established and there will be a governor working group.</p> <p>JS stated that last year was challenging in relation to internal control, however, AJ and the team are doing a good job of gripping these issues and there has been improvement.</p> <p>JS thought that the quality impact assessments for the cost improvement plans are critical and emphasised that quality will inevitably be compromised.</p> <p>Council considered and discussed the updates as follows:</p> <ul style="list-style-type: none"> - In response to a question from a governor, AJ confirmed that the EHO inspection was unannounced. Discussion was had about the EHO inspection and SOL confirmed that the issues were in relation to catering and the wards. AJ confirmed that part of the challenge was in relation to training. Going forward, staff will not serve food unless they have been trained. Larger hospitals have dedicated resource for serving food - A governor asked about the never event in the quality and safety update. SOL confirmed that this was in relation to the wrong finger being marked for surgery but this was picked up before surgery - A governor asked if the strike action will impact the implementation of EPR given that it will be a major change to clinicians. POD confirmed that the team have reassured the Finance and performance committee that job plans and workloads have been factored in, and that is now being considered alongside strike action - In response to a question, PDR confirmed that there is now a Contract management policy in place. For a long time there was not a contract register but this has now been implemented. The Audit and risk committee are keen to see continued ownership of contracts by managers <p>Council noted the updates.</p>
<p>31-25</p>	<p>Questions for Non-executive directors [this item was taken with item 30-25 above]</p>
<p>32-25</p>	<p>Update from governor working group for public engagement (verbal) JHa provided Council with a verbal update regarding the work of the Governor working group for public engagement. He reported that:</p> <ul style="list-style-type: none"> - The group has proposed a governor led newsletter to go to governors every two months. The first edition is currently being drafted - The governor presentation for local groups is still available and the group are considering a shorter version - The group is looking to link up with patient groups - Governors are invited to take part in Charity collections. This is an important way to get feedback about QVH. The dates of collections will be included in the key dates for governors document - The group are keen to build on the issues log. JHa encouraged governors to pass feedback to LM <p>Council agreed that it would be helpful for the group to align its work to supporting the Trust's health inequalities priorities.</p> <p>JS suggested that members of the group reach out to other trusts who do public engagement well to get some ideas and then agree some priority areas.</p> <p>Council noted the update.</p>
<p>33-25</p>	<p>Any other business There was no further business and the Chair closed the meeting.</p>

34-25	Questions or comments from members of the foundation trust of members of the public There were none.

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	April 2025	10-25*	Council of Governors effectiveness review	Board consideration of whether governors can attend and observe Board sub-committee meetings once the Trust's additional licence conditions have been removed	JS, LM	TBC- dependent on additional licence conditions	July 2025: completion dependent on confirmation of removal of additional licence conditions	Pending

Report to: Council of governors
Agenda item: 45-25
Date of meeting: 23 September 2025
Report from: Jackie Smith, Trust Chair
Report author: Jackie Smith, Trust Chair
Date of report: 12 September 2025
Appendices: None

Chair's report

Council of Governors

At the end of July 2025, Chris Parrish (Patient Experience Manager) stepped down from his role as a staff governor. I would like to thank Chris for his contribution to the Council of Governors whilst in this role. Agreement is being sought from the Council of Governors on the approach to filling the vacancy for remainder of the term (until the end of June 2026) at its September meeting.

During September, governor working groups have been held with the Finance and Performance, Quality and safety committee and Audit and risk committee Chairs, executive leads and governors. We also held the first governor working group meeting for the new Strategy and culture committee. All governors were invited to this governor working group meeting where an update was provided on work completed to date on the option appraisal for strategic partnership opportunities.

I have met with the lead governor and deputy lead governor and will meet with them regularly to discuss key issues.

Board of Directors

Work continues to develop an option appraisal to consider strategic partnership options and this is the Board's key priority. At a seminar in September, the Board reviewed the current position, the case for change, partnership objectives and the timetable governance and next steps.

The Board also remains focussed on the Trust's challenging financial position for this year and future years.

Paul Dillon-Robinson, one of our Non-executive directors and Chair of the Audit and risk committee, will complete his second and final term on 30 September 2025 after six years on the Board. I would like to extend my thanks to Paul for everything he has done for QVH during his time in the role.

I am pleased to welcome Jagjit Dosanjh-Elton who will join the Board as a Non-executive director and the Chair of the Audit and risk committee from 1 October 2025.

Other activities

I am delighted that the Trust has once again received excellent results in the latest national Adult Inpatient Survey, receiving the highest score in the country for overall patient experience. I offer my thanks and congratulations to all staff for their hard work and dedication to delivering outstanding patient care.

Our [Annual report and accounts 2024/25](#) have been published on our website. This document is testament to the hard work of everyone at QVH. Our Annual General

Meeting (AGM) is being held at 6pm on 23 September 2025 and will include a review of what we achieved during 2024/25 and a presentation from our external auditor. There will also be an opportunity for members and stakeholders to hear about our future plans and from our Council of Governors about their work during the period.

I continue to meet regularly with the Chair of NHS Sussex and engage with NHSE as well as Chair's and Chief executive officers from other providers within and outside of the system to explore collaborative working opportunities. It has been announced that Ian Smith has been appointed as Chair across the Surrey and Sussex Integrated Care Boards (ICBs). I am looking forward to working with Ian in his new role.

Since the last Board meeting, non-executive colleagues have visited the facial palsy, corneo outpatients, hand surgery, psychological therapies and sleep departments. I am pleased that governors continue to take up the offer to join Non-executive directors on service visits.

Recommendation

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

Report to: Council of Governors
Agenda item: 46-25
Date of meeting: 23 September 2025
Report from: Abigail Jago, Acting Chief Executive Officer/Chief Strategy Officer
Report author: Jane Dickson, Interim Deputy Chief Executive Officer
Kathy Brasier, Deputy Chief Strategy Officer
Allison Hunter, Strategy Support Officer
Date of report: 02 September 2025
Appendices: None

Chief Executive Officer (CEO) report

Alert

- The Trust continues to face significant financial challenges in 2025/26, requiring £7.5m in savings to break even. Current delivery confidence is £5m with further improvements expected.
- The Trust continues to carry material risks relating to its estate, notably roof damage in the theatre complex. No disruption to patient care is expected.
- The revised national Cyber Assessment Framework introduces additional requirements and action plans are in place to meet the requirements of the new framework.
- Key risks for the organisation relate to the financial position, estates challenges and ongoing delivery of our performance standards.

Assure

- An internal audit of governance arrangements shows strengthened controls in procurement and contract management compared to the previous year. These issues were referenced in our Annual Governance Statement within our Annual report and accounts 2024/25.
- Work continues in the development of an option appraisal to consider strategic partnership opportunities, working in collaboration with potential partners to ensure future sustainability for the organisation.
- The Environmental Health Officer (EHO) carried out an inspection of the Trust's food hygiene arrangements in June 2025. Two Hygiene Improvement Notices were issued and have now been removed due to significant progress.
- Preparations are well underway for commencement of the East Grinstead Community Diagnostic Centre (CDC) building works. A contractor has been appointed and several site surveys are underway.
- The Electronic Patient Record programme is progressing well, with the Trust confident in meeting planned go-live date of 4th November. Although the programme is rated amber due to its complexity, detailed planning and assurance process are in place including a formal review by NHS England (NHSE) in September. This milestone marks a significant step in QVH's digital transformation, which will continue with further system upgrades in future phases.
- Across all strategic objectives, steady progress is being made and reported monthly through the Integrated Quality Performance Report (IQPR). The full delivery of our cost improvement programme for 2025/26 is the most significant risk.

Advise

- QVH has been placed in segment 3 (segment 1 highest and 4 lowest), of the NHS Oversight Framework and ranked 29th out of 134 providers. The Trust is also required to complete a Provider Capability Assessment as part of this process.
- The Year 1 Key Strategic Objectives (KSO) for 2025/26 have been progressed for Q1, and monitored against the deliverables identified, with Q2 objectives beginning to progress.
- Negotiations continue with University of Chichester on Heads of Terms for the Bognor CDC programme. We continue to work with Integrated Care Board (ICB) and primary care partners to negotiate a long-term operating model for the Bognor site.

National and Local Updates

NHS Oversight Framework

The NHS Oversight Framework has introduced a revised approach to assessing NHS organisations for 2025/26, aiming to improve accountability and identify where supported is required to improve. In Q1 for the 2025/26 NHS National Oversight Framework segment and league table position, the Queen Victoria Hospital NHS Foundation Trust (QVH) has been placed in segment 3, within a framework of 4 segments, in an acute league table position of 29 of 134. Data will be refreshed quarterly.

There is a new national requirement for the Trust to complete a Provider Capability Assessment. This will evaluate the Trust's strengths across areas such as strategy, leadership and planning, quality of care, people and culture, access and service delivery and financial performance. This will inform a view of the organisation's capability as part of the National Oversight Framework.

Finance and Performance

For month 4 the Trust reported a surplus of £327k, which reduced our YTD deficit position to £464k in line with our plan 2025/26. Whilst this position is encouraging, delivering the full £7.5m savings target remains challenging. £7.6m in schemes have been identified, but current forecasts suggest £5m is achievable, with further progress expected.

Work continues to close the gap through productivity and procurement improvements. Looking ahead, future financial pressures may arise due to changes in national funding models. Planning for 2026/27 is now underway.

The Trust met its Referral to Treatment (RTT) targets for 2025/26, however did not achieve its internal forecast for the 52-week standard due to a reduction in overall waiting list following national validation work.

Cancer targets for Faster Diagnostics (FDS) and 62-day standards were met, however 31-day performance remains under pressure due to rising skin referrals. Month 4 targets were achieved overall, with continued focus on improving 65-week waits.

Quality and Safety

Adult Inpatient Survey

The results of the 2024 NHS Adult Inpatient Survey have been published and show that QVH continues to be one of the highest performing trusts in England for patient experience.

Key highlights:

- We were rated "much better than expected" in 36 areas compared to other NHS trusts.

- We saw statistically significant improvement in 37 areas compared to our own 2023 results.
- Our overall experience score rose to 9.4, well above the national average of 8.2.

Patients told us they felt:

- Treated with kindness and compassion (score: 9.8)
- Treated with respect and dignity (score: 9.8)
- Confident in our doctors and nurses (both scored 9.8)
- Safe and supported during pain management and privacy during treatment (scores: 9.7 and 9.9)
- Well-informed about their care and discharge plans.

These results reflect the hard work, professionalism and compassion shown by our teams every day. They also show that we are not only maintaining high standards, but improving year on year.

There are areas where we can do more and over the coming months we will be analysing the data and seeing where we can look to improve.

Food Hygiene Inspection Update

Following a food hygiene inspection by the Environmental Health Office (EHO) in June 2025, the Trust received two improvement notices. Prompt action was taken, and by August, the notices were lifted after substantial progress was confirmed. A follow-up inspection is scheduled for September and the Trust is focused on maintaining high standards and ensuring ongoing compliance.

Strategic Partnership Development

QVH continues to develop strategic partnerships, with active engagement from staff, NHSE and the Sussex ICB. The option appraisal process has commenced and approach shared with the newly formed Strategy and Culture Committee. An engagement plan is underway, including workshops attended by 185 staff from 52 teams with over 900 pieces of feedback. The feedback is being used to shape the approach, and further stakeholder sessions took place in September.

Celebrating our QVH Team

Recognising the impact of diagnostics

QVH was highlighted by the Department of Health and Social Care (DHSC) as a best practice example for its Community Diagnostic Centre (CDC). The CDC provides diagnostic tests and scans out of hours in the community and has significantly improved respiratory care and reduced hospital visits.

The winners of the HSJ Awards 2025 will be announced in November.

Recommendation

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

Report to: Council of governors
Agenda item: 48-25
Date of meeting: 23 September 2025
Report from: All Non-executive directors
Report author: All Non-executive directors
Ellie Simpkin, Governance manager
Date of report: 12 September 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 August and September 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.

Strategy & culture committee assurance

Dates of meeting: 6 August 2025

Chair for the meeting: Jackie Smith

Members: Shaun O'Leary, Russel Hobby

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

- The importance of the assessment of the organisation's culture as a critical component to considerations of the strategic partnership options appraisal.
- The scale of work to be completed on the strategic partnership is significant with a challenging timeline.
- The committee has emphasised the importance of the Board understanding what it will take for the Trust to breakeven in 2025/26 and in future years.

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

- The committee was assured that extensive engagement has been undertaken on the development of the strategic partnership options and that engagement from potential partners has been good. There is a robust process being developed to support the Board in assessing options.

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

- The committee has requested that consideration be given to the minimum requirements to support Board decision making which must be supported by the case for change.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The key risks identified and discussed include organisational morale, external factors and input and the financial position.

Audit and risk committee assurance

Dates of meeting: 1 September 2025

Chair: Paul Dillon-Robinson

Members: Russell Hobby, Peter O'Donnell

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

- Cyber security is a significant risk for all organisations and recognised as a complex area. The committee received assurances on the measures being taken to mitigate the risk, focusing on an internal audit independent assessment of the Trust's own evaluation under the Cyber Assessment Framework. The committee accepted that the auditor's review was undertaken early in the Trust's internal processes and there are a number of additional national requirements for the 2024/25. An action plan is in place to address the gaps, which require further development, by end of December 2025.
- The committee received an update regarding the mitigations in place to provide assurance relating to the delivery of Key Strategic Objective 4 (to deliver sustainable services), with a focus on the short-term financial measures. The development of the Trust's Board Assurance Framework is underway and assurances on all the Key Strategic Objectives will need to be tested further.
- Security management services are being delivered in line with their annual plan, with new contracts in place, however, there is dependence on the availability of digital resource to deliver some of the key works required. The Trust needs to ensure that it is clear on the level of risk it holds and that there are appropriate mitigations in place.

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

- There is sustained progress being made across all areas to address the financial control and governance issues which were reported to the committee back in November 2024, and resulted in the external audit Value for Money (VFM) assessment. Improvements to the effectiveness of the finance, workforce, procurement and contract management control environment are being embedded. Progress has now been made to improve contract management, as demonstrated by the internal audit report on procurement compliance which received a reasonable assurance outcome.
- The committee received assurance that QVH has appropriate Business Continuity processes in place to deal with unexpected incidents and to react proportionately when events occur.
- Progress is being made with embedding the Trust's Risk management framework across the organisation. The earlier internal audit on risk management concluded with a partial assurance outcome and progress is being made on the management actions. The committee stressed the importance of a focus on; a) the effectiveness of mitigations, and b) managing to risk appetite.

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

- The external auditor's annual report 2024/25 will be presented at the Trust's Annual General Meeting that is taking place on 23 September 2025. The audit resulted in an unqualified opinion on the 2024/25 financial statements. As reported previously, there was one significant weakness identified in the 2024/25 VFM assessment relating to governance arrangements, which the committee has been monitoring (see above).
- The revised operational and management governance structure is now in place. It is important that the Board continues to ensure that there is effective oversight of these areas and that there is appropriate escalation of issues and risks that are discussed.

- Internal audit and the Local Counter Fraud Service have provided useful benchmarking reports on Cost Improvement Programmes and themes and trends on fraud referrals. The committee was assured that the Executive team has used these reports to help inform 'continuous improvement'.
- Although the committee has received positive assurance on the financial control improvements, there remains a need to be mindful of minimising the direct award of contracts without any mini-competition.
- Implementation of management actions from internal audits is generally good, but this remains an area for ongoing focus. The committee stressed that management can challenge audit recommendations but, if they are accepted, they should be implemented promptly to mitigate the underlying risk.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The importance of robust management of the Trust's cyber risk and the security management risks has been discussed.

Quality and safety committee assurance

Date of meeting: 2 September 2025

Chair: Shaun O'Leary

Members: Jo Emmanuel, Paul Dillon-Robinson

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

- Although there has been progress, policy management remains an area for improvement. A further update on the action being taken to ensure that clinical policies are being reviewed within the specified timeframe has been requested.
- The implementation of the Trust's Electro-Bio Medical Engineering contract is progressing well, however, there is a potential financial risk for the Trust due to the actual scope of the asset base being larger than anticipated.

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

- The Trust has maintained a high Friends and Family Test recommendation rate and improved data capture for patient ethnicity. There was one reportable patient safety incident which is being comprehensively reviewed and declared as required.
- The committee received assurance on the management of risk and patient safety at QVH. Progress is being made on improving the timely investigation, completion and closing of incidents. This will continue to be monitored over the forthcoming months to ensure that the progress is sustained. The committee has requested that future patient safety reports include further analysis of the highest reported incident categories.
- The current challenges with the estates infrastructure are being managed appropriately with mitigations in place to avoid patient harm or impact on the quality of patient care. Progress has been made to support compliance and resilience. The committee will be receiving a further update on the planned fire evacuation exercises at its next meeting.
- The Trust has received positive results in the GMC National training survey 2025, with 18 'green flags' - an increase of six from 2024. Detailed analysis of the results has been carried out and action plans for areas requiring further attention have been developed in conjunction with the clinical/surgical tutor for each speciality.
- Assurance was taken from a report on the findings from recent safeguarding reviews in which QVH has been a contributing organisation. Common themes across the cases includes the critical role of clear inter/multi- agency communication and the importance of embedding professional curiosity in clinical encounters.

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

- The Trust has received the outcome of the review of the Burns service review undertaken by the NHS England South-East Regional Specialised Commissioning Team. Overall, the service is recognised for delivering high quality, compassionate care with consistently positive patient feedback and a strong, motivated workforce, however, there are challenges. QVH has established a task & finish group to oversee the delivery of an improvement plan to explore what further compliance with national standards can be achieved and outline realistic long-term solutions for the service.
- The committee has undertaken its annual effectiveness review. The overall outcome was positive. Although the quality of reports has improved, this is an area for further development.
- Good progress is being made on the delivery of the Trust's Health Inequalities Programme for 2025/26. The committee was pleased to note that there is good engagement from staff and that ethnicity data capture has improved from 79.6% to 85.5% since April 2025.

- Delivery of the Trust's clinical audit plan 2025/26 is on track.
- Progress is being made to deliver the Trust's Quality Priorities 2025/26. One project for improvement for quarter 1 has been completed and all other projects for improvement are in progress with named project leads in place. The committee will continue to receive updates on the progress and impact of the work throughout the year.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- A deep dive review on risk 117 – medical devices has been undertaken and the committee was assured on the action being taken to mitigate the risk.
- Discussion was had on the mitigating action being taken to reduce the score of risk 176 which relates to the storage temperature of medicines. The need to prioritise a long term solution is recognised.

Finance and performance committee assurance

Date of meeting: 1 September 2025

Chair: Peter O'Donnell

Members: Russell Hobby, Jackie Smith

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

- Work has commenced on developing the Trust's Medium Term Financial Planning (MTFP) in line with national guidance. The committee will receive further updates as work progresses.
- The delivery of the full year Cost Improvement Programme remains a significant challenge and risk for the Trust.
- Cancer performance continues to be challenged due to the increase in the number of skin cancer referrals. The Trust is part of an NHS Sussex task and finish which is reviewing pathways and options to address the increase in the demand for services.
- The Trust continues to have patients waiting in excess of 65 weeks, largely within breast reconstruction. Action is being taken to provide more capacity to reduce the long waiting position, however, it is likely that this will remain a challenge going forward.
- Although there has been some significant progress on the Bognor Community Diagnostic Centre (CDC) the project is rated red/amber due to risks relating to finances, resourcing, and external stakeholder influences.
- The Trust's Local Security Management Strategic Work Plan 2025/26 is underway. Security reviews have been undertaken to inform action plans and priorities and address security weaknesses, taking into account the nature of the buildings and hospital site. The committee asked for further assurance on areas including ensuring compliance with new Terrorism Act.
- Work continues to deliver the estates infrastructure improvements. There is limited capital available, with alternative funding sources being explored. The committee has stressed the importance of ensuring that the risks are accurately recorded on risk registers and that rationale for the mitigated scoring is clear.

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

- Despite the challenges, the Trust met its planned month three and month four performance against the 2025/26 operational targets for Referral to Treatment for first appointments and 18 week performance, and the Cancer Faster Diagnosis Standard.
- The overall CDC activity plan was achieved in month four. Action plans are in place for the underperforming modalities.
- The reported year to date financial position at month was a deficit of £0.5m which is in line with plan. Discussion was had on the best and worst case scenario forecasting and the measures which can be taken to manage the Trust's cash flow.
- Delivery of the East Grinstead CDC build remains on track with groundworks expected to commence on site in September 2025.
- The committee received assurance on Electronic Patient Record go live plan which included the timeline of critical path key milestones for staff engagement, system build, testing, training and organisational readiness. The plan to maintain hospital activity during the go live phase was noted. The implementation of the new Patient Administration System (PAS) will be key in delivering the benefits realisation from the EPR.

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

- In 2024/25 QVH supported 55 apprentices across 22 different apprenticeship standards. 76% of annual levy income was spent against a target of 75%, an increase from 70% in 2023/24. The action plan for 2025/26 includes the promotion of apprenticeship uptake amongst underrepresented groups and will be monitored by the Executive Leadership Team.
- The committee supports the Executive Leadership Team's approach to developing a business case for the rebuilding of the medical photography site which has now been demolished to remove Reinforced Autoclaved Aerated Concrete (RAAC). The Trust will now proceed to engage design consultancy services to develop the business case which will come to the Board for approval. The award of the build contract will follow due process once the business case has been agreed. This approach means that the programme will slip into 2026/27. The risk potential risk to the availability of capital funding is acknowledged and will be managed by the Executive Leadership Team.
- The contract renewal for the Trust's relocatable MRI scanner was approved.
- The committee received an update on the delivery of the Trust's Cyber Assurance Framework – Data Security and Protection Toolkit (CAF-DSPT) action plan and the mitigations which are in place to manage the current risks. The committee will receive further updates as work progresses.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee queried whether a risk relating the constraints on the capital funding available to address the aging estate should be added to the organisational risk register.

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.

Report to: Council of Governors
Agenda item: 51-25
Date of meeting: 23 September 2025
Report from: Leonora May, Company Secretary
Report author: Ellie Simpkin, Governance manager
Date of report: 12 September 2025
Appendices: None

Membership strategy review

Introduction

It is a statutory requirement that the membership engagement strategy for an NHS foundation trust (FT) should be reviewed annually.

This report aims to show that our membership engagement is relevant and appropriate for the size of the Trust, and that we continue to consider opportunities for enhancing current practice.

Background

One of the principles of the NHS foundation trust model was to strengthen local ownership of, and responsibility for, hospital services. Patients in areas served by an FT who had an interest in their local hospital were invited to register as members of the organisation.

Membership is free, and members are able to:

- vote in elections for the Council of Governors
- stand for election to the Council of Governors
- receive regular information about what we are doing

All QVH staff who are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months are enrolled as members of the staff constituency.

Foundation trusts are no longer required or expected to grow their membership.

We encourage our patients, their families and carers, stakeholders, ex-employees and interested members of public to sign up to our public membership as a way to help keep our local communities informed, hear first-hand experiences of the care we provide, and help us make decisions about how we develop services that patients and carers really need. We do this working within the context that we are the smallest acute trust in the country, without the resources for a dedicated membership function.

Membership requirements

In order to become a public member, the person must reside in Kent, Surrey, East Sussex, West Sussex or South London. If a person applies for membership but does not reside in one of these areas, they will become an affiliate member which means that they will receive news from the Trust but are not able to stand for election for a governor role, nor vote in elections.

All QVH staff who are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months are eligible to become a staff member and are automatically enrolled as members of the staff constituency.

An individual who is a member of either the public or staff constituency shall not be a member of the other constituency. If an individual satisfies the criteria for membership of the staff constituency then they shall not become a member of the public constituency.

A membership which is representative of those eligible for membership

QVH Constitution states that:

- *The Trust shall at all times strive to ensure that, taken as a whole, its actual membership of the public constituency is representative of those eligible for membership of the foundation trust, and*
- *the area set out for the public constituency shall have regard to the need for those eligible for such membership to be representative of those to whom the Trust provides services.*

Our public membership is drawn from Kent, Surrey, East Sussex, West Sussex and South London as set out in our Constitution.

Analysis of public membership

At present we have c.6,969 public members, a net decrease of c.300 members since September 2024. 23 people have joined the membership during this period. The minimum number of public members is 200 as set out within Annex one of the Constitution.

The following table shows the distribution of our membership across the constituency:

Membership profile by area	No. public of members
West Sussex	3,168
East Sussex	1,090
Kent	1,212
Surrey	1,106
South London	216
Out of area (affiliated member)	177
Total	6,969

Figures shown below are for public members who have provided information related to their age, gender and ethnicity. These are not mandatory fields on the application which means that some public members have not provided this information.

Age	No. of public members	% of membership	% of constituency population
22-29	38	0.6	10.3
30-39	158	2.3	15.0
40-49	289	4.1	13.5
50-59	546	7.8	13.1
60-74	1,436	20.6	14.7
75+	1,818	26.1	8.9
Not stated	2,684	38.5	-
Total	6,969	100	-

Gender	No. of public members	% of membership	% of constituency population
Male	2,722	39.0	48.5
Female	3,637	52.2	51.5
Not stated	610	8.8	-
Total	6,969	100	100

Ethnicity	No. of public members	% of membership	% of constituency population
White - English, Welsh, Scottish, Northern Irish, British	3,267	46.88	67.55
White - Irish	39	0.56	1.24
White - Gypsy or Irish Traveller	3	0.04	0.39
White - Other	135	1.94	8.48
Mixed - White and Black Caribbean	3	0.04	1.11
Mixed - White and Black African	6	0.09	0.63
Mixed - White and Asian	13	0.19	1.18
Mixed - Other Mixed	9	0.13	1.29
Asian or Asian British - Indian	51	0.73	2.69
Asian or Asian British - Pakistani	8	0.11	1.22
Asian or Asian British - Bangladeshi	4	0.06	0.57
Asian or Asian British - Chinese	13	0.19	1.09
Asian or Asian British - Other Asian	23	0.33	2.42
Black or Black British - African	24	0.34	4.41
Black or Black British - Caribbean	6	0.09	2.20
Black or Black British - Other Black	3	0.04	1.00
Other Ethnic Group - Arab	2	0.03	0.00
Any Other Ethnic Group	8	0.11	2.54
Not stated	3,352	48.1	-
Total	6969	100	100

Membership promotion

The Trust recognises that its public constituency is not directly representative of those eligible for membership as demonstrated within the above tables and will continue to promote and support the benefits of membership as follows:

- We will continue to promote the benefits of membership such as early notification of events where members can learn more about our services and advance notification of forthcoming media coverage
- Use opportunities to promote membership to patients and members of the public who contact the Trust with positive feedback

- Promotion of membership through information in areas such as outpatients (use of information screens) to encourage patients to consider membership and understand its benefits
- Promotion of membership through the QVH website membership page and news stories

Membership engagement

Communication

We encourage as many existing and prospective members as possible to provide their email address. The number of email addresses we have for our public members remains consistent at 42%. All new members now enrolling via the Trust website are required to provide an email address as part of the process. Members who do not have (or do not wish to provide) an email address continue to be valued and we aim to engage with them as much as possible using other media and events.

We continue to mail hard copies of QVH News to those members for which we do not have an email address. The covering letter asks members to contact the Governance team if they would like to update their contact details and communication preference to email to help the Trust stay in touch and achieve our green plan ambitions.

We are always mindful not to overuse email communication as this may lead to 'engagement fatigue' with members asking to be removed from the database or unsubscribing from emails. Since September 2024, we have emailed members on eight occasions. This is an increase from six communications the previous year.

Email Communication	No. of members sent to	Opens	No. of unsubscribes
QVH public governor elections 2024	3009	50%	14
QVH News September 2024	2990	54%	15
QVH Strategy 2025-2030	2978	60%	24
QVH News June 2025	2933	57%	9
QVH staff awards 2025	2928	49%	9
Stakeholder workshop invitation September 2025	2913	61%	14
Governors' newsletter	2882	64%	29
Invitation to AGM 2025	2855	57%	11

Public engagement

The Governor working group for public engagement continues to lead on opportunities to engage with the public membership and the wider general public. Activity undertaken over the past year includes:

- Promotion of the governor elections held in December 2024. Banners were placed outside of the hospital main entrance and East Grinstead high street. Posters and leaflets were shared around the hospital and at community sites.
- Development of a presentation to share with local community groups and Parrish Councils.
- QVH news now includes a governor led page with a 'meet the governor' profile and information on how to become a member or a governor.

- A membership poster has been developed for distribution around the hospital and other venues.
- Governors have been invited to participate in Charity events and bucket collections. As well as supporting the QVH Charity it is also an opportunity for governors to engage with members of the public.
- Governors are now invited to join hospital volunteers on front desk duties as an opportunity for you to meet visitors to QVH and get an insight into their experience
- Governors have developed a governor led newsletter

Recommendation

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

Report to: Council of Governors
Meeting date: 23 September 2025
Agenda item: 52-25
Report from: Paul Dillon-Robinson, Audit & risk committee chair
Report author: Paul Dillon-Robinson, Audit & risk committee chair
Report date: 1 September 2025
Appendices: none

Assessment of external auditors work and fees 2024/25

Introduction

One of the statutory duties of the Council of governors is to approve the appointment of the external auditor. In October 2023, the Council approved the appointment of Azets as the Trust's external auditor.

The Audit & risk committee is required to review the performance of the external auditor after the completion of the year-end audit and report to the Council of Governors. This report provides a review of the 2024/25 audit to members of the Council.

2024/25 external audit

The Audit & risk committee is satisfied with the overall quality of output and performance of Azets as our external audit provider.

The committee is of the view that Azets has developed a constructive relationship with the QVH finance team. There has been positive feedback from both the interim Chief Finance Officer and Azets over the audit process. Regular meetings between Azets and the finance team have helped to maintain the flow of the audit and there were benefits of very detailed planning, which ensured a clear understanding of the external audit needs and timeline.

No significant errors were identified from the audit and management initiated one change to the draft accounts, which had only a balance sheet impact. One unadjusted change was agreed not to be significant, arising from updated information received after accounts closure.

The most substantial issue arising from the audit was the significant weakness in Value for Money assessment relating to the Trust's arrangements for effective operation of internal controls due to instances of non-compliance with Trust policies during the 2024/25 financial year. This was identified as a potential significant weakness by Azets during the planning stage, taking into account the discussions already held by the committee over the Trust's governance and non-compliance with processes and procedures. The committee welcomes the pragmatic approach taken by the auditors in relation to these matters. The areas of non-compliance and action taken by the Trust to address these issues are reflected in the Trust's Annual Governance Statement 2024/25.

The fees for the audit were as expected and considered reasonable. No additional services were provided by Azets.

Recommendation

Council is asked to **NOTE** the contents of this report.

Report to: Council of governors
Agenda item: 53-25
Date of meeting: 15 July 2024
Report from: Ken Sim, Appointments committee Chair
Report author: Leonora May, Company secretary
Date of report: 16 September 2025
Appendices: None

Trust Chair and non-executive director (NED) appraisal process 2024/25

Introduction

The appointments committee received assurance at its meeting on 16 September 2025 that the Trust Chair and NED appraisals for 2024/25 had been completed in accordance with the guidance set out by NHS England. The content of the appraisals remains private and the only third party that will see a summary is NHS England.

The Appointments committee has a duty to review annually the performance of the NEDs, including the Chair by agreeing a process for determining the performance evaluations in line with national guidance. As in previous years, governors were invited to provide feedback for the NED and Trust Chair appraisals. The Appointments committee has a duty to receive a report from the Trust Chair and SID regarding the appraisal process and provide assurance to Council that the appraisals have been completed in line with national guidance.

Trust Chair

The senior independent director (SID) confirmed that he had completed the Trust Chair's appraisal during August 2025 in accordance with the guidance set out by NHS England. He confirmed that he and the Trust Chair had reviewed progress towards key objectives, discussed feedback received and agreed a set of objectives for the remainder of this year.

He had sought feedback from a wide range of internal and external stakeholders including fellow Board members and governors. He thanked governors for their input.

The Appointments committee noted that the SID will complete the Trust Chair appraisal form and return it to NHS England.

Non-executive directors (NEDs)

The Trust Chair confirmed that she had completed the NED appraisals throughout April- September 2025 in accordance with the guidance set out by NHS England.

She had sought feedback on each of the NEDs performance during the year from fellow Board members, the Company secretary and governors and then met with them each individually to review performance, set objectives and identify learning and development needs.

The Appointments committee noted that the Trust Chair will complete the NED team appraisal summary template and return it to NHS England.

The Appointments committee were assured that the appraisals had been completed in line with national guidance.

Recommendation

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

Report to: Council of governors
Agenda item: 54-25
Date of meeting: 23 September 2025
Report from: Leonora May, Company secretary
Report author: Ellie Simpkin, Governance manager
Date of report: 12 September 2025
Appendices: None

Staff governor vacancy

Introduction

At the end of July 2025 Chris Parrish stepped down from his staff governor role. This report seeks agreement to the proposed approach to fill the staff governor vacancy for the remainder of the term, until the end of June 2026.

Composition and vacancies

The Trust's Constitution sets out the composition of the QVH NHS Foundation Trust 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

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. 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.

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.

In November 2024 one staff governor stood down from their role and, in line with the Trust's Constitution and with the agreement of Council, the position was offered to the next highest polling candidate from the 2023 staff governor election. This member of staff accepted the offer and joined the Council of Governors in March 2025 to serve the remainder of the term until June 2026.

Another staff governor vacancy has now arisen and, given that this is a significant percentage of the total number of staff governors (33%), the Trust Chair and Lead governor agreed that this vacancy should be filled. In line with the Trust's Constitution, the Trust Chair, on behalf of the Council of Governors, will ask the next highest polling candidate from the 2023 staff governor election if they would be willing to fill the seat for the remainder of the term (until end of June 2026). That candidate has indicated that they would like to accept the position. Agreement is being sought from Council on this approach to filling the staff vacancy.

Recommendation

Council is asked to **agree** the process to fill the staff governor vacancy as set out above.