

Document:	Minutes FINAL	
<b>Meeting:</b>	<b>Council of Governors session in public 14.00-16.00 , 21 July 2025 Meridian Hall, East Court, East Grinstead</b>	
<b>Present:</b>	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
<b>In attendance:</b>	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
<b>Apologies:</b>	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
<b>Did not attend:</b>	None	
<b>Members of the public:</b>	One member of staff and two public members	
<b>Ref.</b>	<b>Item</b>	
<b>24-25</b>	<p><b>Welcome, apologies and declarations of interest and eligibility</b> 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>	
<b>25-25</b>	<p><b>Draft minutes of the public meeting held on 7 April 2025</b> 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 <b>agreed</b> that the draft minutes of the public meeting held on 7 April 2025 were a true and accurate record of that meeting and <b>approved</b> them on that basis.</p>	

<b>26-25</b>	<p><b>Matters arising and actions pending from previous meetings</b>  <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 <b>noted</b> the updates.</p>
<b>27-25</b>	<p><b>Update from Trust Chair</b>          JS presented the report, highlighting the following:</p> <ul style="list-style-type: none"> <li>- The Board are focussed on developing an options appraisal for partnership options to enable long term sustainability of the Trust's services</li> <li>- Bob Lanzer has been appointed for a further three year term as our stakeholder governor for West Sussex County Council</li> <li>- 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</li> </ul> <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 <b>noted</b> the updates.</p>
<b>28-25</b>	<p><b>Update from Chief executive officer</b>          AJ presented the report to Council highlighting that:</p> <ul style="list-style-type: none"> <li>- 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</li> <li>- The team is doing well to deliver against the plan to date, but there remains a material gap</li> <li>- An option appraisal is being developed for a strategic partnership</li> </ul> <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>

	Council <b>noted</b> the updates.
29-25	<p><b>Update from Lead governor and deputy lead governor</b> JH provided the following updates:</p> <ul style="list-style-type: none"> <li>- Thank you to JHa for putting himself forward for the deputy Lead governor role</li> <li>- She and JHa will have a regular weekly meeting with the Trust Chair to discuss key issues</li> <li>- Governors have discussed the NHS ten year plan and are planning to lobby MPs to protect the governor role</li> <li>- 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.</li> <li>- There will be a governor working group aligned to the Strategy and culture committee</li> <li>- Two governors will attend the Patient experience group which is a sub-group of the patient safety and experience executive sub-committee</li> <li>- 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</li> </ul> <p>Council <b>noted</b> the updates.</p>
30-25	<p><b>Non-executive director assurance</b> 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"> <li>- 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</li> <li>- 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</li> <li>- 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</li> <li>- 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</li> </ul> <p>Council <b>noted</b> the updates.</p>
<p><b>31-25</b></p>	<p><b>Questions for Non-executive directors</b> [this item was taken with item 30-25 above]</p>
<p><b>32-25</b></p>	<p><b>Update from governor working group for public engagement (verbal)</b> 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"> <li>- The group has proposed a governor led newsletter to go to governors every two months. The first edition is currently being drafted</li> <li>- The governor presentation for local groups is still available and the group are considering a shorter version</li> <li>- The group is looking to link up with patient groups</li> <li>- 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</li> <li>- The group are keen to build on the issues log. JHa encouraged governors to pass feedback to LM</li> </ul> <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 <b>noted</b> the update.</p>
<p><b>33-25</b></p>	<p><b>Any other business</b> There was no further business and the Chair closed the meeting.</p>

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