

Bundle Council of Governors (public) 21 April 2026

Agenda attachments

A – front cover public

B – membership

C – register April 2026

D – Agenda Public CoG 21 April 2026 FINAL

- 1.26 Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy
Angela McNab, interim Trust Chair
- 2.26 Draft minutes of the public meeting held on 25 February 2026
Angela McNab, interim Trust Chair
Approval
Minutes– PUBLIC CoG– 25 February 2026 DRAFT V1
- 3.26 Matters arising and actions pending from previous meetings
Angela McNab, interim Trust Chair
Review
03–26 PUBLIC Matters arising Apr 2026
- 4.26 Update from Trust Chair
Angela McNab, interim Trust Chair
Information
04–26 Chairs report
- 5.26 Update from Chief Executive Officer
Abigail Jago, acting Chief Executive Officer
Information
05–26 CEO report
- 6.26 Update from Lead Governor and Deputy Lead Governor (verbal)
Janet Hall, Lead governor
John Harold, deputy Lead governor
Information
- 7.26 Non-executive director assurance incl. update on engagement activities
All Non-executive directors
Assurance
07–26 NED assurance report V2
- 8.26 Questions for Non-executive directors (verbal)
All Non-executive directors
Discussion
- 9.26 Update from Governor Working Group for Public Engagement (verbal)
John Harold, Public Governor and working group Chair
Information
- 10.26 Council of Governors effectiveness review
Leonora May, Company secretary
Discussion
10–26 Council of Governors effectiveness review
10–26.1 Appendix one– Effectiveness review results
- 11.26 Governor elections – update
Leonora May, Company secretary
Information
11–26 Council of Governors election update
- 12.26 Review of Council of Governors Standing Orders
Leonora May, Company secretary
Approval
12–26 CoG SO's

12-26.1 CoG SOs April 2026 DRAFT V1

13.26 Any other business

*By application to the Chair
Discussion*

14.26 To receive any questions or comments from members of the foundation trust or members of the public

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.

Council of Governors Meeting in public

Tuesday 21 April 2026

14.00-16.00

Education centre, QVH



Queen Victoria Hospital NHS Foundation Trust Council of Governors Membership April 2026

Members	
Angela McNab	Trust Chair
Michele Augousti	Public governor
Chris Barham	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
Liz James	Public governor
Bob Lanzer	Stakeholder governor for WS County Council
Julie Mockford	Stakeholder governor for EG Town Council
David Porter	Public governor
Kokila Ramalingam	Staff 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	
Jagjit Dosanjh-Elton	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
Leonora May	Company secretary (minutes)

Annual declarations by governors 2026/27

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
Hall, Janet	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

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.
--	--	--	---	---	--	---

Staff governors							
Gavin, Niamh	Member of EGAS, anaesthetists private practice	NIL	NIL	NIL	NIL	NIL	NIL
Ramalingam, Kokila	Director of ASK Residentials Ltd Director of ASKR Holdings Ltd	NIL	20% Shareholder in Raise Healthcare Pvt Ltd (QVH supplier)	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
Hall, Janet	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
Ramalingam, Kokila	NA	NA	NA	NA	NA	NA	NA
True, Graham	NA	NA	NA	NA	NA	NA	NA
Appointed governors							

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.
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 21 April 2026
14.00-16.00

Agenda: meeting session held in public		
Standing items		
Ref	Item	Purpose
01-26	Welcome, apologies, declarations of interest and eligibility, confirmation of quoracy <i>Angela McNab, interim Trust Chair</i>	-
02-26	Draft minutes of the public meeting held on 25 February 2026 <i>Angela McNab, interim Trust Chair</i>	<i>Approval</i>
03-26	Matters arising and actions pending from previous meetings <i>Angela McNab, interim Trust Chair</i>	<i>Review</i>
04-26	Update from Trust Chair <i>Angela McNab, interim Trust Chair</i>	<i>Information</i>
05-26	Update from Chief Executive Officer <i>Abigail Jago, acting Chief Executive Officer</i>	<i>Information</i>
06-26	Update from Lead Governor and Deputy Lead Governor (verbal) <i>Janet Hall, Lead governor</i> <i>John Harold, deputy Lead governor</i>	<i>Information</i>
Holding non-executive directors to account for the performance of the Board of directors		
07-26	Non-executive director assurance incl. update on engagement activities <i>All Non-executive directors</i>	<i>Assurance</i>
08-26	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		
09-26	Update from Governor Working Group for Public Engagement (verbal) <i>John Harold, Public Governor and working group Chair</i>	<i>Information</i>
Council business		
10-26	Council of Governors effectiveness review <i>Leonora May, Company secretary</i>	<i>Discussion</i>

11-26	Governor elections - update <i>Leonora May, Company secretary</i>	<i>Information</i>
12-26	Review of Council of Governors Standing Orders <i>Leonora May, Company secretary</i>	<i>Approval</i>
Meeting closure		
13-26	Any other business <i>By application to the Chair</i>	<i>Discussion</i>
Questions		
14-26	<p>To receive any questions or comments from members of the foundation trust or members of the public</p> <p><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></p>	<i>Discussion</i>
Date of next meeting		
Next meeting of the council of governors to be held in public		
To be confirmed – 21 July 2026 meeting to be rescheduled		

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 13.00-14.30, 25 February 2026 Zambezi room, Jubilee Community Centre	
Present:	Angela McNab (AM)	Interim Trust Chair (meeting Chair)
	Antony Fulford-Smith (AFS)	Public governor
	Richard Green (RG)	Public governor
	Janet Hall (JH)	Public governor (Lead governor)
	John Harold (JHa)	Public governor (deputy Lead governor)
	Felicity Hatch (FH)	Public governor [from item 77-26]
	Bob Lanzer (BL)	Stakeholder governor for WSCC
	David Porter (DP)	Public governor
	Rodabe Rudin (RR)	Public governor
	Linda Skinner (LS)	Stakeholder governor for LoF
	Roger Smith (RS)	Public governor
	Jonathan Squire (JSq)	Public governor
	Jennifer Tite (JT)	Public governor [from item 76-26]
	Graham True (GT)	Staff governor
In attendance:	Leonora May (LM)	Company secretary (minutes)
	Shaun O'Leary (SOL)	Non-executive director
	Peter O'Donnell (POD)	Non-executive director
	Jo Emmanuel (JE)	Non-executive director [from item 76-26]
	Abigail Jago (AJ)	Acting Chief executive officer
	Simon Marshall (SM)	Interim Chief finance officer [until item 82-26]
Apologies:	Michele Augousti (MA)	Public governor
	Chris Barham (CB)	Public governor
	Niamh Gavin (NG)	Staff governor
	Denise Holland (DH)	Public governor
	Liz James (LJ)	Public governor
	Julie Mockford (JM)	Stakeholder governor for EGTC
	Kokila Ramalingam (KR)	Staff governor
	Charlie Robinson (CR)	Public governor
	Ken Sim (KS)	Public governor
	Jagjit Dosanjh-Elton (JDE)	Non-executive director
	Russell Hobby (RH)	Non-executive director
	Aleema Shivji (AS)	Associate Non-executive director
	Vivek Chaudhri (VC)	Associate Non-executive director
Members of the public:	One member of staff	
Ref.	Item	
72-26	<p>Welcome, apologies and declarations of interest and eligibility The Chair opened the meeting and welcomed all present.</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 MA, CB, NG, DH, LJ, JM, KR, CR, KS, JDE, RH, AS and VC and the meeting was declared as being quorate.</p> <p>There were no governor declarations of interest other than those already recorded on the register of interests.</p>	
73-26	<p>Draft minutes of the public meetings held on 23 September and 16 December 2025 Council agreed that the draft minutes of the public meetings held on 23 September and 16 December 2025 were a true and accurate record of those meetings and approved them on that basis.</p>	

74-26	<p>Matters arising and actions pending from previous meetings <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> AM confirmed that this action has been proposed to be closed as governors supported the suggestion that this decision would be put on hold until a substantive Chair is appointed.</p> <p>There were no pending actions and Council noted the update.</p>
75-26	<p>Update from Senior independent director SOL presented the report, welcoming AM as Chair of the Council of Governors and of the Board. AM thanked everyone for being so welcoming and confirmed that she will submit a Chair's report to the next meeting.</p> <p>Council noted the updates.</p>
76-26	<p>Update from Chief executive officer [JT joined the meeting] AJ presented the report to Council highlighting that:</p> <ul style="list-style-type: none"> - The Trust remains on track to meet its financial plan at year end for 2025/26. The financial plan for next year is challenging - There are a number of patients outside of breast reconstruction waiting more than 65 weeks which needs to be managed closely - There are national challenges around 62 day Cancer performance. The Trust is working with the Cancer alliance to address access challenges for patients - The key focus for the Board continues to be the strategic partnership implementation - The East Grinstead community diagnostic centre (CDC) build is behind schedule. The team continues to work through the transition arrangements for Bognor CDC - The electronic patient record (EPR) launch went well. The Trust's patient administration system (PAS) needs to be replaced and funding challenges related to this have been resolved - The Trust continues to carry significant risk related to its ageing estate and the team remain committed to bidding for national funding at every opportunity - During January 2026, the Trust declared a business continuity incident due to a water shortage. Staff responded well and patient care was largely undisrupted <p>[JE joined the meeting]</p> <p>A governor asked what it would take to fix the Trust's estate and whether the national funding recently received is enough to maintain the estate in a reasonable condition. SM responded, stating that the Trusts internal resources are not sufficient to maintain the estate to an acceptable condition, however, the national funding does help with backlog maintenance, for example electrical infrastructure. A full rebuild of the estate would cost approximately £130m. There is an opportunity to bid for medium size schemes which would support a rebuild of outpatients.</p> <p>Council noted the updates.</p>
77-26	<p>Update from Lead governor and deputy lead governor (verbal) JH and JHa provided the following updates. JH shared that the national lead governors association (NLGA) is focussed on lobbying members of parliament (MPs) about the ten year plan which sets out the intention to remove the requirement for foundation trusts to have governors. The NLGA have asked all Council's to lobby local MPs. JH has agreed with AM that QVH governors will wait until the Trust's additional licence conditions have been removed for an appropriate amount of time before lobbying.</p> <p>[FH joined the meeting]</p> <p>JH confirmed that she has met with the lead governors from Royal Surrey and Ashford and St Peter's Hospitals NHS foundation trusts (RSASP). There has been discussion about a meeting between the three Councils of Governors in the future which JH thought would be beneficial.</p> <p>Council noted that Colin Fry has resigned from his public governor role.</p>

	<p>JH and JHa urged governors to participate in engagement activities and join Non-executive directors on service visits as well as take up opportunities to spend time with volunteers at the main desk. Governors should share any feedback from engagement activities for the issues log. Governors requested more frequent Non-executive director service visits. Council acknowledged that a number of these were cancelled during the recent business continuity incident.</p> <p>Governors asked about future opportunities to be involved in '15 steps' challenges or 'compliance in practice' visits. Governors fed back that these opportunities have been welcomed in the past. AJ agreed to pick this up with the Chief nursing officer and feedback at the next meeting. ACTION AJ</p> <p>Council noted the updates.</p>
<p>78-26</p>	<p>Non-executive director assurance incl. update on engagement activities</p> <p>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>JE gave an update on the work of the Quality and safety committee. She reported that there has been an issue with 65 week wait reporting and that there are a number of patients waiting more than 65 weeks who are outside of breast reconstruction. The Chief medical officer had completed clinical harm reviews for these patients at pace and the outcome of this exercise was reported to the committee. The committee have requested more information about what the contributing factors to delays are and how these patients are identified and recorded. Good progress is being made with policies though a number remain out of date. The committee have welcomed the recent work completed by the Chief nursing officer on safe staffing and efficiencies.</p> <p>SOL provided an update on the Strategy and culture committee. The committee's focus over the last year has been on the strategic partnership. POD has taken over as Chair of the committee. The committee met this morning and a governor working group meeting is being arranged.</p> <p>POD gave an update on the work of the Finance and performance committee. He shared that the committee are focussed on operational processes and ensuring accuracy of reporting. Reporting to the committee had not included information about patients waiting more than 65 weeks outside of breast reconstruction. Activity for the East Grinstead CDC is off plan and there is a need to continue to engage with GPs. The East Grinstead CDC build is 6-9 weeks behind plan and the committee will continue to have oversight of this. The committee is assured that the Trust will meet its financial plan for 2025/26, however more is being delivered non-recurrently than planned. POD thought that the financial plan for 2026/27 will be challenging and risky.</p> <p>POD confirmed that the Finance and performance committee continue to be focussed on the Trust's ageing estate and associated risks. He suggested that there will continue to be inherent risks to business continuity until ageing infrastructure can be replaced.</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, JE acknowledged that the Trust does inherit long waiting patients and acknowledged the importance of transparency in the waiting list and ensuring priority according to clinical need - Prosthetics wait times were discussed and it was noted that they are not nationally monitored. A governor urged that this waiting list is given the appropriate level of attention. AJ confirmed that an 18 week standard applies to consultant led pathways of which maxillofacial services is one. Prosthetics is not included in this and there are significant waits for prosthetics patients. AJ confirmed that prosthetics waiting times will be included within integrated performance reporting for next year - Discussion was had regarding late referrals and a governor emphasised the importance of engaging with those who are submitting late referrals in order to influence and mitigate the challenge - A staff governor suggested that the Trust consider training programmes for prosthetists, acknowledging that the roles are highly specialist and difficult to recruit to. AJ confirmed that the Trust does have some good examples of specialists being trained by the Trust. The estate is a challenge as the prosthetics lab limits how many staff can work and train in the area. This is an ongoing consideration

	<ul style="list-style-type: none"> - A governor asked what the Trust is doing to encourage the NHS to fund skin cancer care appropriately to address the increasing demand and to ensure that patients are not waiting longer than they should. POD confirmed that this is a national strategic consideration and that the Chief operating officer is part of a national group considering cancer pathways challenges <p>Council noted the updates.</p>
<p>79-26</p>	<p>Questions for Non-executive directors [this item was taken with item 78-26 above]</p>
<p>80-26</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 there has been progress in key areas including:</p> <ul style="list-style-type: none"> - Governor profiles are available on the website. There is one governor picture and four biographies missing. He urged those governors complete their profile - The February 2026 edition of governor news has been shared with members and was focussed on the role of the governor and demonstrating the value in public engagement. Some governors did not receive the newsletter and LM confirmed that Civica were looking into this - AJ and the team will provide governors with a presentation which will include information about the partnership to support governors with public engagement <p>Discussion was had about engagement opportunities and JHa encouraged all governors to suggest ideas about which groups governors could engage with. Council noted that annual Parish council meetings are usually scheduled for the Spring and that this will be a key opportunity. RR agreed to look at the dates of these meetings.</p> <p>Council noted the update.</p>
<p>81-26</p>	<p>Business planning 2026/27 SM presented the report to Council. He reported that the business plan for 2026/27 has been submitted and that the Trust awaits feedback from NHSE and the ICB. He confirmed that the plan requires the Trust to be more productive and that the Trust will not receive additional income for additional work. There will need to be a headcount reduction of 49 whole time equivalent and the cost improvement programme (CIP) is worth £7.5m. 10% of the CIP is currently unidentified. SM emphasised that next year's plan is very challenging. The Board has approved the plan, recognising that it is high risk and that there is more work to be done on developing the detail before the end of 2025/26.</p> <p>A governor asked how many of the 49 whole time equivalent roles will be clinical versus administrative. In response, SM confirmed that the Trust is prioritising sufficient capacity for clinical teams but that the detail needs to be worked through. He confirmed that the partnership is an opportunity and that there is no allowance in the plan for redundancy payments.</p> <p>Council noted the contents of the report.</p> <p>[SM left the meeting]</p>
<p>82-26</p>	<p>Staff and public governor election plan LM presented the report to Council, reporting that three staff governors and six public governors are coming to the end of their terms at the end of June 2026. She set out the proposal to hold a governor election to fill those roles to ensure that governor duties can be fulfilled and that Council can hold quorate meetings.</p> <p>Council noted that there has been no further guidance from NHSE about the ten year plan besides continue business as usual. LM confirmed that governors continue to have statutory duties until any future legislation is passed.</p> <p>Council supported the suggestion that governors currently serving their second term could serve a third, noting that this would not be out of line with best practice and would support stability at a time of uncertainty for governors.</p>

	<p>Council:</p> <ul style="list-style-type: none"> - Approved a governor election to full staff and public governor vacancies - Supported the next steps as set out within the report
83-26	<p>Trust Constitution</p> <p>LM presented the report to Council which sought approval for changes to the Trust's Constitution. LM confirmed that the proposed change is to 17.2 of the Constitution, allowing governors to hold office for three terms as opposed to two. This would allow those governors currently in their second term to put themselves forward for a third term.</p> <p>In response to a question from a governor, LM confirmed that this change will mean that governors will not be able to serve more than three consecutive terms.</p> <p>Council approved the change to the Trust's Constitution.</p>
84-26	<p>Governor steering committee terms of reference</p> <p>Council approved the terms of reference.</p>
85-26	<p>Appointments committee terms of reference</p> <p>Council approved the terms of reference.</p>
86-26	<p>Any other business</p> <p>There was no further business and the Chair closed the meeting.</p>
87-26	<p>Questions or comments from members of the foundation trust or members of the public</p> <p>There were none.</p>

Matters arising and actions pending from previous meetings of the Council of Governors - PUBLIC								
ITEM	MEETING Month	REF.	TOPIC	AGREED ACTION	OWNER	DUE	UPDATE	STATUS
1	February 2026	77-26	Governor visits	Feedback on future opportunities for governors to be involved in '15 steps' or 'compliance in practice' visits or similar opportunities.	AJ	1 April 2026	April 2026: The acting Chief nursing officer is connecting with the Lead governor about governor attendance at the Patient Experience Group. Monthly environmental visits will replace the '15 steps' initiative and governors will be invited to participate once these have been arranged.	Closed

Report to: Council of governors
Agenda item: 04-26
Date of meeting: 21 April 2026
Report from: Angela McNab, interim Chair
Report author: Angela McNab, interim Chair
Date of report: April 2026
Appendices: None

Chair's report

Introduction

I was delighted to join QVH as interim Chair at the beginning of this year and I have received a warm welcome from Board colleagues, the Council of Governors, other colleagues from across the Trust and key system partners.

Since joining QVH, I have had the opportunity to meet with Board colleagues, governors and colleagues from NHSE and the ICB.

I have been able to observe Board sub-committee meetings and have visited the pharmacy, theatres, histopathology and the QVH Charity team. I am looking forward to visiting many more areas across the hospital in the coming months.

Council of Governors

I have established regular meetings with our lead and deputy lead governor to discuss key issues.

Colin Fry and Denise Holland have stepped down from their roles as public governors. I would like to extend thanks on behalf of the Council of Governors and Board to Colin and Denise for their support to QVH in their capacity as public governors.

Governor working groups continue to be held with committee Chairs, executive leads and governors. We held an informal Council of Governors meeting on 9 April 2026 where we shared information with governors about the East Grinstead Community diagnostic centre (CDC) and progress with the strategic partnership.

At its meeting on 25 February 2026, the Council of Governors agreed to hold an election process to fill staff and public governor roles to ensure that governor statutory duties can be fulfilled and ensure that the Council of Governors can hold quorate meetings. We would welcome nominations from staff and public members of all backgrounds and experiences who are aged 18+ to help to ensure that the voice of our Council of Governors is representative of the diverse populations that we serve. Nominations will open on 21 April 2026.

Board of Directors

The key priority for the Board in the coming months remains driving forward the strategic partnership to ensure that our services remain sustainable for the future. Abigail and I remain closely connected to the Group Chair and Chief Executive Officer of the Royal Surrey NHS FT and Ashford and St Peters Hospitals NHS FT Group (RSASP Group) regarding strategic partnership developments and are continuing to consider the potential benefits for clinical services.

Peter O'Donnell, Shaun O'Leary and Russell Hobby come to the end of their terms as Non-executive directors at the end of June 2026 and this is their last Council of Governors meeting. I would like to extend my thanks to them on behalf of the Board and Council of Governors for all that they have done during their time as Board members.

We have started the recruitment process for Non-executive roles with the Council of Governors and interviews are scheduled for early June 2026. Once this recruitment process has concluded, I will make a proposal to the Board and Council of Governors regarding Senior Independent Director arrangements from July 2026 and will provide an update on membership of Board committees and Chairing arrangements for both the Strategy and culture committee and Finance and performance committee. There will be a further opportunity for reflections and thanks to Peter, Shaun and Russell at their last Board meeting which will be in May 2026.

During February 2026, the Board completed its annual effectiveness review, the results of which were considered in detail by the Board at its seminar in April 2026. Some high level findings of that review are:

- Board members acknowledged that the quality of papers has much improved, however, there is still room for further improvements including triangulation, analysis and clearer summaries
- There are strong working relationships between the Non-executive and Executive Board members and the Board will need to continue to focus on relationships given the changes to Board membership during 2026
- Assurance reporting from the sub-committees is effective and the alert, assure and advise format of these reports is welcomed
- Board members acknowledged that the cultural assessment discussed by the Board in November 2025 was a positive step forward, and that the culture conversation must be kept alive at Board level
- The approach to Board seminars has worked well and there is a need to consider a forward plan for these during 2026/27. The majority of Board seminars has been spent on the strategic partnership as this has been the Board's key priority
- Board members acknowledged a need for increased strategic focus on the three shifts within the NHS ten-year plan 'fit for the future'

Recommendation

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

Report to: Council of governors
Agenda item: 05-26
Date of meeting: 21 April 2026
Report from: Abigail Jago, acting CEO
Report author: Abigail Jago, acting CEO
Date of report: April 2026
Appendices: None

Chief Executive Officer's report

Alert

- The Trust met its planned breakeven position for 2025/26 and as a result was allocated an additional £1.6m of funds from systems that were unable to meet their financial targets. Consequently, the 25/26 accounts will recognise a surplus of £1.6m.
- There remains considerable financial challenge as we plan for 2026/27 and beyond.
- The Trust received formal confirmation from NHSE in March 2026 that its additional licence conditions have been removed.
- QVH is behind plan in delivery of the trajectory for zero patients waiting greater than 65 weeks outside breast reconstruction and the proportion of the waiting list waiting over 52 weeks. It is also behind plan for RTT 18-week performance by c.1%. Recovery plans have been developed to strengthen management, increase validation and oversight and assurance, yet there remains risk in achieving the RTT year-end operational targets.
- East Grinstead Community Diagnostic Centre (CDC) build continues to progress. There is a delay to the build due to factors including the recent adverse weather conditions. This is not expected to have an impact on activity or income next year.
- Key risks for the organisation relate to the financial position, estates challenges and delivery of performance standards.

Assure

- The Trust continues to deliver its planned capital improvements within the available financial envelope. £2.8m of additional Estates Safety capital funding and £0.75m of digital capital funding was confirmed during November and December 2025. This investment allowed us to reduce many of our immediate high-level estate risks by the year end and accelerate the next stage of our digital programme.
- Significant progress was achieved across 2025/26 Key Strategic Objectives (KSOs).
- QVH continues to work with Royal Surrey NHS Foundation Trust and Ashford and St Peter's Hospitals NHS Foundation Trust (RSFT/ASPH) group to establish a future strategic partnership. A period of shared planning, analysis and assurance is now underway to make sure a new partnership will provide a credible route to sustainability, resilience, and strategic integration, while preserving and improving each organisations' identity and specialisms.

Advise

- The Trust submitted its updated business plan on the 12 February in line with the national submission timetable.
- Responsibility for the continuing development of the Bognor CDC has now been handed over ABC CIC, a consortium of local GPs. Work led by the CIC continues across the partnership to finalise the refit of an existing building, to finalise the lease agreement and to tender the required construction works. The £12.1m of funds available to complete the scheme have been approved / secured and are currently held by NHSE pending the signing of the grant agreement before they are released to the CIC. QVH is in the process of transitioning its support to the programme.

Business Planning

The Trust submitted its three-year business plan to NHS England on the 12 February in line with the national timetable. High level feedback has now been received and work continues to finalise the plan including confirming final contract offers with commissioners.

Key elements of the plan include:

- The Trust intends to deliver a break-even position for 2026/27 and beyond, and to increase activity in order to work to a trajectory towards the delivery of constitutional standards as per national guidance.
- The national and local rules have been applied including funded inflation at 2% offset by the expected 2% productivity improvements, the capped 2.5% contract reduction (including deficit support funding & convergence adjustments) and the 1% elective recovery transformation reserve.
- £2.5m of activity related income growth has been included in order to deliver the planned care standards and CDC workload. Contract negotiations are expected to continue up to the end of March.
- £7.5m (6.3%) of efficiency savings are required in 2026/27 in order to deliver the required activity and a break-even position. The unidentified element of the best value plan has reduced to £0.8m between the first and second submissions.
- Workforce numbers, reflect the increase in RTT and CDC activity, but are reduced by the efficiency programme requirements and consequently show a net reduction in WTE of 49 for 2026/27.
- Capital allocations have been given for the next 4 years. QVH has been allocated £4.2m, £4.0m, £5.0m and £5.1m respectively.
- Due to the capital required to fund PAS transition and complete the CDC in 2026/27 there is £2.2m available to spend on digital, estates, and medical equipment. The Trust has been provisionally allocated £3.6m of estates safety funding and is awaiting final confirmation of this following the submission of the required bids.
- The operational performance elements of plan were accepted subject to review and ongoing monitoring for RTT18 and total waiting list size standards in year 2 and 3. We will continue to be working on these areas.

Provider Capability Assessment

The NHS Oversight Framework (NOF) 2025/6 outlines the approach to assessing integrated care boards (ICB), NHS Trusts and Foundation Trusts. As part of this framework NHSE assess NHS trust board capability. A key element of this was a board self-assessment in regard to six domains including:

- Strategy, leadership and planning
- Quality of Care
- People and culture

- Access and delivery of services
- Productivity and value for money
- Financial performance and oversight

In line with requirements QVH submitted the self-assessment in October. The assessment has been assessed by the regional team and triangulated with track record of delivery, regulatory history and any relevant third party information. The ratings were subject to review and ratification by NHS England's (NHSE) Executive Board.

There are four outcome ratings from the assessment, Green, Amber-green, Amber-red and Red. Following this process QVH has been allocated an overall capability rating of Amber-Green for 2025/6. NHSE will continue to monitor the performance of QVH.

Strategic Partnership Development

Progress continues on the strategic partnership with RSFT and ASPH, with core programme governance in development. A period of shared planning, analysis and assurance has started which includes finance and governance reviews to enable all three trusts to identify future benefits. This phase is important as it will help ensure expectations, governance arrangements and timescales are fully aligned.

A structured programme with six workstreams has been developed. A QVH Partnership Steering and joint Partnership Working Group are in place.

QVH continues to progress a shared structured engagement and communication approach. This approach continues to support the transition, building on extensive staff, volunteer, patient, Council of Governors and stakeholder involvement that took place during the development of the *QVH Strategy 2025-2030* and partnership appraisal work.

Acknowledgement – Company Secretary

As this is Leonora May's final Council of Governors meeting before leaving the Trust in May, I would like to place on record my thanks for her significant contribution as Company Secretary. Leonora has provided exceptional support to the Board, Council of Governors and Executive team, bringing considerable expertise, professionalism and leadership to the Trust's governance arrangements. Her hard work and thoughtful advice have been greatly valued, particularly at such an important time for the Trust as we consider our future strategic direction. On behalf of colleagues, I would like to thank her for her significant commitment and wish her every success in her new role.

Recommendation

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

Report to: Council of governors
Agenda item: 07-26
Date of meeting: 21 April 2026
Report from: All Non-executive directors
Report author: All Non-executive directors
Ellie Simpkin, Governance manager
Date of report: 7 April 2026
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 in February and March 2026.

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

Date of meeting: 25 February 2026

Chair: Peter O'Donnell

Members: Shaun O'Leary, Angela McNab

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

- A structured programme has been established to guide the next phase of partnership development. Six priority workstreams have been identified to ensure a well-coordinated and well-governed transition: programme alignment, corporate governance, communication and engagement, leadership and culture, clinical and corporate alignment and finance and planning alignment. Delivery will be driven by the QVH partnership steering group and a joint partnership working group which will include partners from Royal Surrey NHS Foundation Trust (RSFT) and Ashford and St Peter's Hospitals NHS Foundation Trust (ASPH). The committee has discussed the importance of ensuring that there is shared understanding and clear communication of the benefits that the strategic partnership will bring to the organisation, including financial sustainability, opportunities for staff, patient experience and outcomes, as well as the benefits to the wider population.

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

- The committee has reviewed the engagement and communication plan for the strategic partnership transition. The plan uses the comprehensive engagement which the Trust undertook throughout the development of the QVH Strategy 2025-2030 and the strategic partnership options as a foundation for further engagement with staff and stakeholders.
- Significant progress has been made on the delivery of the Trust's 2025/26 Key Strategic Objectives (KSO) priorities despite the challenging environment. Key achievements include delivery of the Electronic Patient Record, progress with the Research & innovation strategy and the development of the Children's model. The committee has reviewed the proposed KSO priorities for Year 2 (2026/27). It is important that the Trust is clear on how these will support the delivery of both local and national priorities.

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

- The QVH organisational culture assessment which was reported to the Board in November 2025 will be updated with the results from the 2025 staff survey. This will allow the impact of actions and initiatives to be tracked and the assessment will be used to inform areas of similarity and difference between organisations as the strategic partnership progresses.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee reviewed Board Assurance Framework (BAF) risks which relate to the long term sustainability of the Trust and leadership capacity. The scores for both BAF risks remained the same, with assurance ratings of amber.
- A new organisational risk relating to the partnership not being deliverable by September 2026 due to extended timelines caused by requirements for governance and finance reviews is proposed.

Audit and risk committee assurance

Date of meeting: 2 March 2026

Chair: Jagjit Dosanjh-Elton

Members: Russell Hobby, Peter O'Donnell

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

- In preparation for the Trust's next well-led review, a self-assessment has been completed which will support the development of the scope for the review and areas of focus. Since the Trust's well-led review in 2023 there has been a programme of transformational change. The areas for improvement identified through the self-assessment will be addressed either through programmes of work which are still embedding or through the partnership. These include embedding the Trust's behaviours framework and values which were agreed in 2024, succession planning, establishing Equality, Diversity & Inclusion networks, embedding the triumvirate directorate structures and, although good progress has been made, further embedding the Trust's continuous improvement methodology. The committee has suggested that oversight of the effectiveness of the triumvirate and clinical leadership structures is provided by the Strategy & culture committee.
- A deep dive of the estates BAF demonstrates that robust processes are in place to manage the risk, however, the committee noted the need for a broader perspective on the various types of estates risks. In particular, there is a need to understand how the risks and the risk management differ by location/clinical area to clearly identify and assess the residual risk being carried.
- The committee discussed the importance of providing evidence-led assurance rather than reassurance in the areas of the estate, cyber and compliance and has asked that the Executive team further considers how it provides such assurance.

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

- The draft Head of Internal Audit Opinion for 2025/26 is that the Trust has an adequate and effective framework of governance, risk management and internal control. The final opinion will be set out in the annual internal audit report after year end.
- The committee has reviewed a first draft of the Annual governance statement (AGS) 2025/26 which is likely to conclude that no significant internal control issues have been identified during 2025/26. The significant internal control issues identified in 2024/25 relating to weaknesses in governance arrangements have been addressed through the implementation of the key actions which have strengthened the internal control environment. The committee has received assurance throughout 2025/26 on the compliance with Trust's governing documents which demonstrates that the strengthened control environment is operating effectively.
- The Trust's risk management framework continues to embed across the organisation. There are areas of good practice including active corporate and clinical directorate risk champions and monthly risk surgeries. The Executive committee for quality and risk (ECQR) is maintaining oversight of local and organisation risk registers and regularly reviews the BAF. There is still work to do to ensure that controls and actions being added to the risk registers for all risks, assessments are being completed on the effectiveness of controls and actions owners are providing updates on their actions in a timely manner. The Trust's internal auditors are currently undertaking a review of the Trust's BAF and risk management practices; the outcome of this will be reported to the Audit and Risk committee in due course.
- An internal audit review of financial management received a 'reasonable assurance' outcome which demonstrates that process is designed and, in many

parts, operating effectively. Management actions have been agreed to improve the uptake of budget holder training and ensure that Quality Impact Assessments (QIAs) for efficiency schemes are signed off early in the approval process.

- There continues to be good progress with completing the management actions arising from the internal audit reviews.
- There is sustained progress reducing the use of single tender waivers.
- The Trust's compliance with the code of governance for NHS provider trusts has materially improved since 2023/24 with the only area of non-compliance being in relation to Chair and Non-executive director pay. An explanation of where the Trust has departed from the code will be included in the Annual report and accounts.
- Compliance with the standard NHS licence conditions will be reported in the Annual report and accounts 2025/26 with evidence provided in the annual governance statement as required.
- An improvement in the uptake of counter fraud training means that the Trust's draft Counter fraud functional standards (CFFSR) return for 2025/26 has assessed the Trust as 'green'. The rating is subject to the completion of the current counter fraud work plan and activities and the final assessment will be reported in June 2026 as part of the Local Counter Fraud Services annual report 2025/26.

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

- The committee has approved the Trust's internal audit plan for 2026/27 and the associated Internal Audit Charter. The plan has been developed in conjunction with the Executive leadership team and is based the Trust's corporate objectives, risk profile and assurance framework as well as other, factors affecting the organisation in the year ahead.
- The committee has reviewed and approved the Trust's Counter Fraud Work Plan for 2026/27.
- The committee has undertaken its annual self-assessment of committee effectiveness. The results were overall positive and the committee has discussed how it works with the Board sub-committees to best escalate and share relevant matters.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee supports the suggestion that a separate BAF is developed for the Trust's cyber risk. It also suggested the risks and mitigations relating to the Trust's strategic partnership could be better reflected in the sustainability BAF.
- The committee agrees with the current scoring of the regulation BAF and notes that the Trust's upcoming Well-led review will be key source of assurance.

Quality and safety committee assurance

Date of meeting: 26 February 2026

Chair: Jo Emmanuel

Members: Shaun O'Leary, Russell Hobby

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

- The target to achieve zero 65 week waits has not been met in specialties outside of breast reconstruction. The committee noted the actions underway to prevent further patients tipping into 65 week waits. Clinical harm reviews have been performed on patients who will exceed a 65 week wait if they have not had a clock stop by 31 March 2026. Treatment has been brought forward for one patient with a reasonable possibility of moderate harm delay.
- There were significant operational pressures during December 2025 including industrial action, increased sickness and patient cancellations which adversely affected performance. Of particular concern, 62-day cancer performance deteriorated further in November 2025 and fell below 70%, driven by challenges within the skin cancer pathway in part due to a significant increase in urgent suspected cancer referrals. Actions include strengthening patient tracking list oversight, increasing teledermatology use, additional weekend activity, and pathway improvement work supported by the Surrey and Sussex Cancer Alliance but the position remains a concern.
- There was a further decrease in ethnicity reporting since November 2025, despite existing interventions. Work continues within the Health Inequalities (HI) Steering group to further improvement compliance. A HI dashboard has been developed to enable analysis targeted improvement in HI activity.
- There are delays in issuing clinic letters in some specialties which has affected the timely supply of medicines in the community. Immediate mitigations have been implemented and sustainable improvements are expected through the digital transformation programme.

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

- Positive progress is being made in addressing out-of-date policies. This remains a priority area for the Executive Team, and the committee requested a further update at its June meeting.
- The committee received a verbal update on the results of the internal audit of incident management and was assured that the four recommended actions will be addressed through the Executive sub-committee for quality. Outcomes will be reported back to the committee in May 2026.
- Actions are underway to address gaps in compliance with NICE guidance, including improving awareness of the suspected metastatic spinal cord compression protocol and enhancing monitoring processes within the directorate.
- The committee received reasonable assurance against National Safety Standards for Invasive Procedures (NatSSIPs). Mitigations are in place to address identified risks, including inconsistent debrief completion, operational pressures (late starts, overruns, utilisation), and variation in Local Standards for Invasive Procedures (LocSSIPs) awareness among agency, temporary and new staff, especially in non-theatre areas.
- Progress against the 2025/26 Quality Priorities remains on track, with several milestones delivered as planned.
- The proposed Quality Priorities for 2026/2027 have been drafted and the staff engagement process underway. The final priorities will be presented to the committee for approval.

- The annual Emergency preparedness, resilience and response (EPRR) report has assessed QVH as substantially compliant against the NHSE Core Standards, with full compliance against 55 of 59 standards and partial compliance in four.
- The committee noted assurance regarding the approach to developing the 2026/2027 Clinical Audit Plan and the core components included within it.

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

- The committee confirmed approval of the updated Terms of Reference and reviewed and approved its 2026/2027 work programme.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- The committee reviewed the quality BAF and received the organisational risk register. With regard to the high scoring organisational risk relating to the Sussex Pathology Network, it is acknowledged this is a system project and the Trust is working hard to move forward.

Finance and performance committee assurance

Date of meeting: 2 March 2026

Chair: Peter O'Donnell

Members: Russell Hobby, Jagjit Dosanjh-Elton

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

- The forecast shows the Trust delivering a breakeven position at Month 12. The underlying position is forecast to be in line with expectations ie £1.6m deficit.
- System-level engagement is essential to mitigate the £0.5m financial exposure risk linked to Sussex partner performance and Deficit Support Fund (DSF).
- There are risks to finalising the 2026/27 business plan, with the position dependent on more detailed Cost Improvement Programme planning, ongoing contract negotiations with Integrated Care Boards and NHS England's assessment of the first-cut plans.
- There is an ongoing risk to achieving the 65-week Referral to Treatment target and other operational targets for year end. Although February 2026 performance was expected to remain on plan, there was a potential impact in March, in part, due to a high volume of consultant annual leave requests. While close monitoring continues, further work is required to maintain delivery and it is unlikely we will be able to mitigate all the slippage.
- In December 2025 cancer performance remained below the 75% standard. Key pressures relate to pathway capacity, 62-day backlog clearance, and increased demand.
- There are delivery and financial risks to the East Grinstead Community Diagnostic Centre (CDC) build, with progress running behind plan and several cost pressures emerging linked to weather delays, design issues and additional construction requirements.
- East Grinstead CDC activity was behind this year's plan at c80% with some modalities experiencing low demand. The committee discussed next year's activity plan and was assured it reflects lessons learned from this year's activity levels.
- Reported theatre utilisation figures appear inaccurate, suspected due to Archie system reporting issues. December 2025 and January 2026 performance is expected to have dipped due to leave and sickness but the scale of variation suggests data quality concerns that are being investigated. The committee will receive an update at its next meeting.
- Increased long-term sickness is expected to result in a rise in bank usage. Sickness and appraisal compliance were highlighted as areas requiring continued focus.

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

- The Trust's efficiency programme for 2026/27 continues to be developed and progress has been made to firm up plans and reduce the value of unidentified savings. However, elements of the programme remain high risk with 25% of the total value either unidentified or based on a scheme that is considered high risk.
- Surrey & Sussex Cancer Alliance has reviewed the cancer pathways and identified no significant gaps. System improvement work is underway, supported by additional weekend capacity. Improvement was observed in Months 9 and 10.
- CDC pathways are planned to move to e-referral service in month 11, facilitating a greater number of GP practices to access the services. Mutual aid is being offered to neighbouring Trusts to increase utilisation. Increased GP engagement will be a priority to support improved CDC activity.
- Archie implementation has moved into the deployment phase and work continues as planned. The plans for the new Patient Administration System implementation will be reviewed at a future committee meeting.

- A Theatre Transformation Group has been established, led by the Clinical Director for Core Clinical & Community Services, focusing on reducing late starts and enhancing throughput, including improved use of the third procedure room.
- Clear plans are in place for the transition of the Bognor CDC by March 2026, with arrangements established for transferring governance, capital funding and equipment via the ICB to a Community Interest Company (CIC). QVH will continue to provide full governance and oversight until the handover is complete.
- Critical infrastructure risks are being actively managed. Fire safety remains the primary concern, and mitigation actions covering infrastructure, evacuation processes and training are being overseen by the Quality & Safety committee. New estates leadership will provide an overview of residual risks and planned actions, and an updated summary of mitigations will be brought back to the committee.
- The updated Green Plan is progressing, with a realistic five-year pathway for decarbonisation aligned to national programmes and forthcoming estates work, including boiler replacement. While longer-term solutions (5–10 years) remain uncertain due to funding and infrastructure dependencies, the Trust continues to work with Sussex partners Care without Carbon, and plans to re-establish the internal green groups to support delivery. The plan is considered achievable within current estate constraints.

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

- The committee reviewed its terms of reference and approved its 2026/2027 work programme.

RISKS DISCUSSED AND NEW RISKS IDENTIFIED

- There are delays with the Sussex pathology network programme. QVH's actions are on track, however, delays outside of the Trust's control may result in misaligned and using outdated systems. Digital dependencies and national shortages in histopathologists present a strategic risk to long-term pathology sustainability. The committee requested that a contingency option is explored.
- The committee requested clearer separation and focus of the cyber risk on the register.
- The committee considered the estates risks. The estates survey and associated actions are delayed. Ongoing risks were noted related to the theatre roof work which should become clearer over next few months as investigations continue.

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: 10-26
Date of meeting: 21 April 2026
Report from: Angela McNab, interim Trust Chair
Leonora May, Company secretary
Report author: Leonora May, Company secretary
Date of report: April 2026
Appendices: Appendix one: Survey results

Council of Governors effectiveness review

Introduction

Members of the Council of Governors were asked to complete a survey on its effectiveness during March 2026. This report sets out the outcome of the review with proposed actions for discussion and agreement.

Background

The review of effectiveness of the Council of Governors on a regular basis is good practice and is recommended by the Code of governance for NHS provider trusts which states that led by the Chair, Councils of Governors should periodically assess their collective performance including how it has discharged its statutory duties. Most trusts tend to undertake this review on an annual basis. The results of an evaluation should inform the creation of an action plan for the Council of Governors to ensure that steps are taken to address any issues that arise from the review.

There were a total of 13 questions in the survey. For 10 of those questions, governors were asked to mark a statement against a five point agreement scale which ranged from strongly disagree to strongly agree, with agree or strongly agree being the ideal score for each question. Governors were also invited to provide comments to supplement their responses and there were additional questions regarding training opportunities, areas for improvement and things to celebrate. The responses to the five point scale statements are included in full at appendix one to this report.

Survey results

There was a good response to the survey, with a total of 17 governors completing it. The results of this survey were largely positive, with some areas for improvement identified.

Areas of positive feedback

- Governors agreed that Council of Governor meetings are effectively Chaired
- Governors agreed that behaviours demonstrated by governors are in line with the Trust values and Nolan principles
- All governors that responded to the survey feel able to fully contribute to discussions in Council meetings without inhibition
- Generally, governors agreed that the quality of papers is good, however some governors suggested that papers can be long and would benefit from summaries
- Generally, governors agreed that the secretariat support to the Council of Governors is good. One governor strongly disagreed
- Generally, governors agreed that the Chair and Non-executive directors

effectively engage with the Council of Governors and they are assured by the Non-executive reports to the Council of Governors

Areas of mixed feedback

- Not all governors agreed that there ample opportunities to hold the Non-executive directors to account for the performance of the Board (two governors disagreed). Comments suggest that governors feel that it is difficult in practice for governors to do without seeing the Non-executive directors in action in committee meetings
- Not all governors feel supported in their role (one disagreed, two neither agreed nor disagreed). Some comments suggest that training has felt limited and governors would welcome more
- Not all governors thought that the induction programme was effective (two governors disagreed, nine neither agreed nor disagreed). Comments were mixed with some governors having attended an induction a long time ago. Those who have attended an induction more recently thought that it was adequate but commented that lots of learning happens once in the role

Additional insight from the comments provided by governors

- A number of governors indicated that they find the concept of holding Non-executive directors to account difficult, particularly without being able to observe Non-executive directors in private Board or committee meetings. Some comments suggested that the governor working groups aligned to the sub-committees are not an effective avenue for holding to account
- Comments suggested that governors would welcome more training. Topics suggested include the governor role, NHS finance, wider NHS structure and workings. Some comments suggested a bi-annual seminar/ training with governors and Non-executive directors would be helpful
- Comments suggested governors would welcome a guided tour of the hospital as part of future induction
- Comments suggest that there has been continuing positive evolution of the relationship between the Council of Governors and the Board

Suggested action plan

<u>Question/ theme</u>	<u>Comments and proposed action</u>
A number of governors indicated that they find the concept of holding Non-executive directors to account difficult, particularly without being able to observe Non-executive directors in private Board or committee meetings. Some comments suggested that the governor working groups aligned to the sub-committees are not an effective avenue for holding to account.	<p>The last governor training event was held in March 2025. It is proposed that a training event (focussed on the governor role including holding to account) is scheduled for after the 2026 election to include any new governors.</p> <p>The training session will include specific training on holding to account questions to ask Non-executive directors focussed on assurance, strategy and supporting and holding executive director's to account. The Trust will provide governors with some example questions</p>

	<p>as a useful resource for CoG and working group meetings.</p> <p>There are a number of mechanisms in place for governors to ask questions to hold the Non-executive directors (NEDs) to account. These include:</p> <ul style="list-style-type: none"> - Formal Council of Governors meetings - Informal Council of Governors meetings - Governor working groups aligned to Board sub-committees - Governor questions at Board meetings - Visits <p>It was previously agreed that governor observation at sub-committee meetings will be placed on hold until a substantive Chair is in post.</p>
<p>Comments suggested that governors would welcome more training. Topics suggested include the governor role, NHS finance, wider NHS structure and workings. Some comments suggested a bi-annual seminar/ training with governors and Non-executive directors would be helpful.</p>	<p>The last governor training event was held in March 2025. It is proposed that a training event (focussed on the governor role including holding to account) is scheduled for after the 2026 election to include any new governors.</p> <p>Additional topics (NHS finance and wider NHS structure) will be scheduled for future informal meetings.</p>
<p>Comments suggested governors would welcome a guided tour of the hospital as part of future induction.</p>	<p>This can be provided as part of the new governor induction programme and can be available to current governors to join.</p>

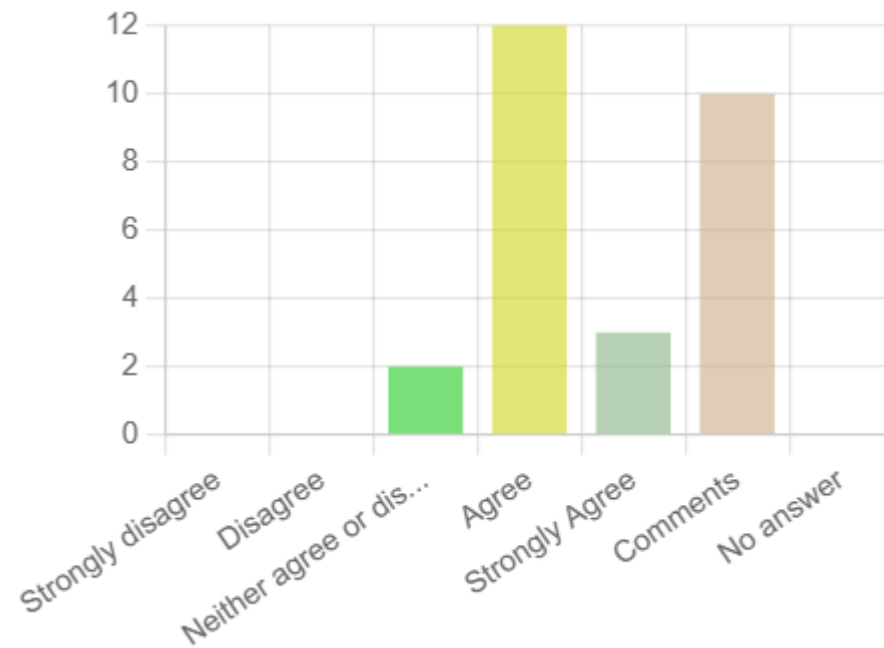
Recommendation

Council is asked to:

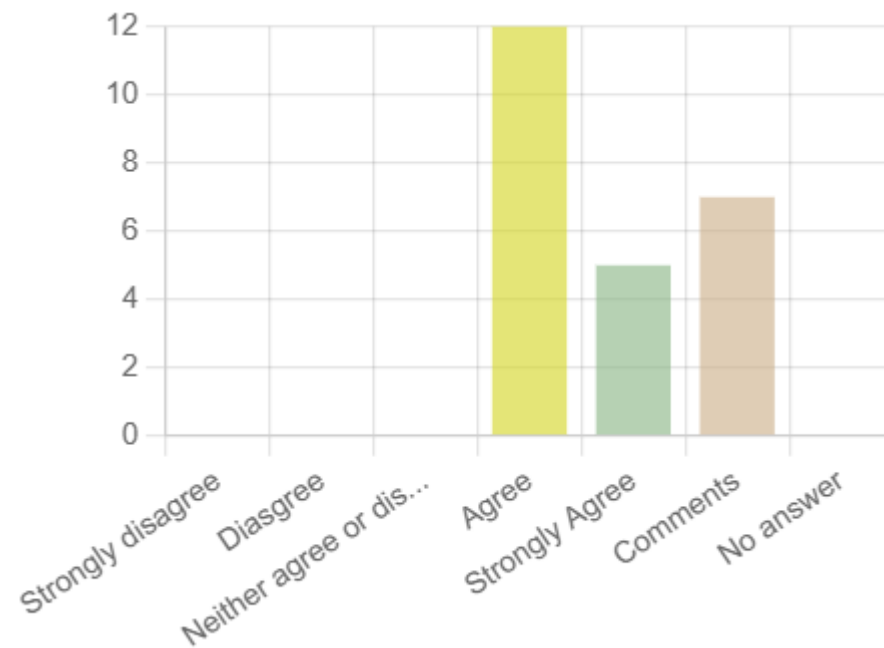
- **Note** the contents of the report
- **Agree** to the contents of the action plan, and discuss and agree any further recommended action

Appendix one: survey results

The quality of papers submitted to the Council of Governors is good

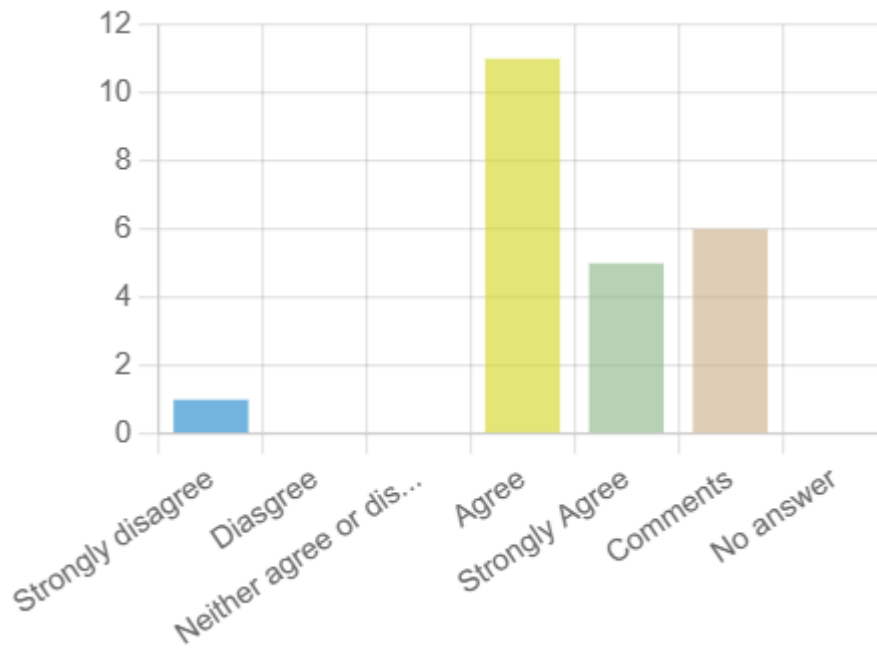


Council of Governor meetings are effectively Chaired

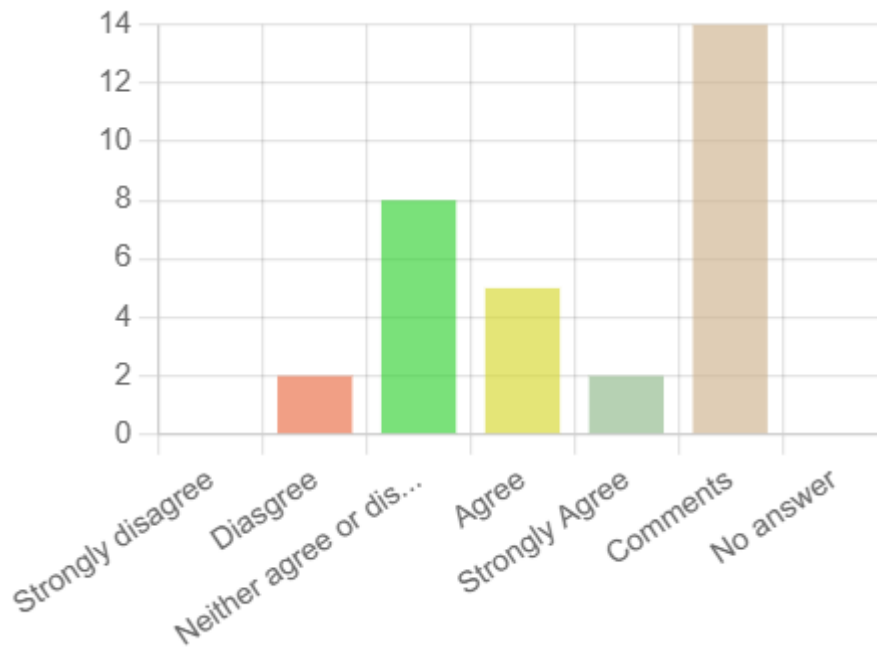


Appendix one: survey results

The Secretariat support to the Council of Governors is good

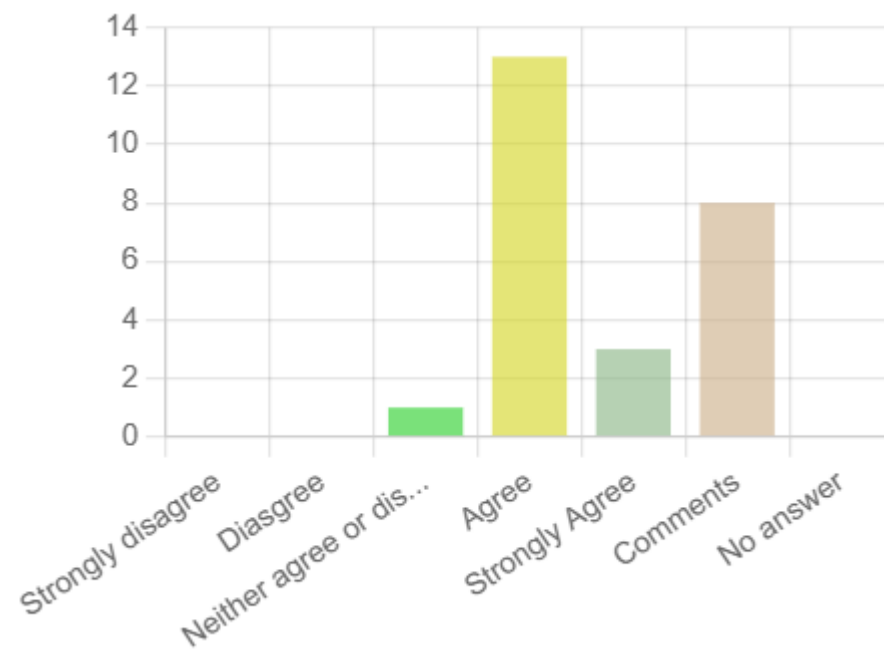


To what extent do you agree that there are ample opportunities to hold the Non-executive directors to account for the performance of the Board?

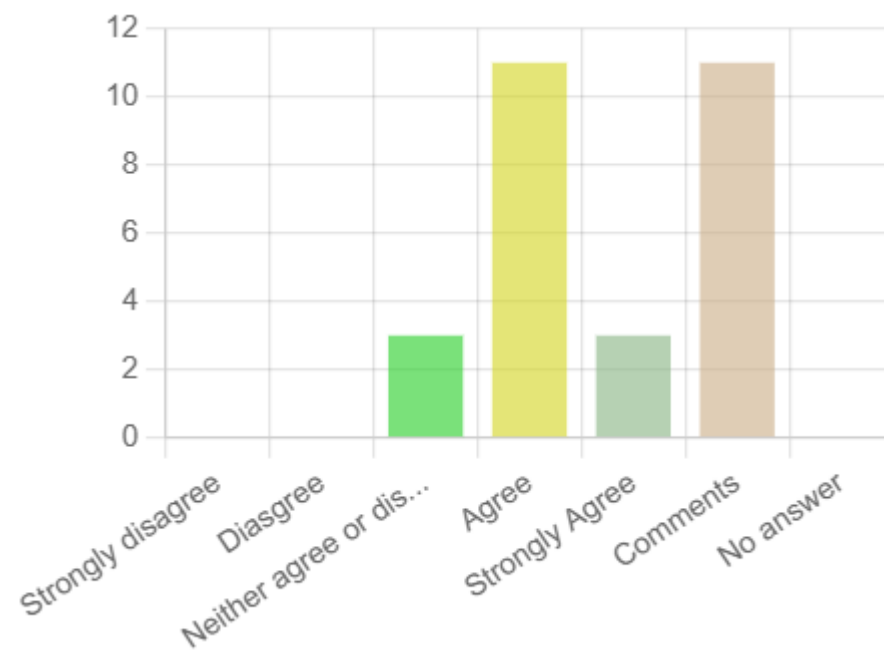


Appendix one: survey results

The Chair and Non-executive directors effectively engage with the Council of Governors

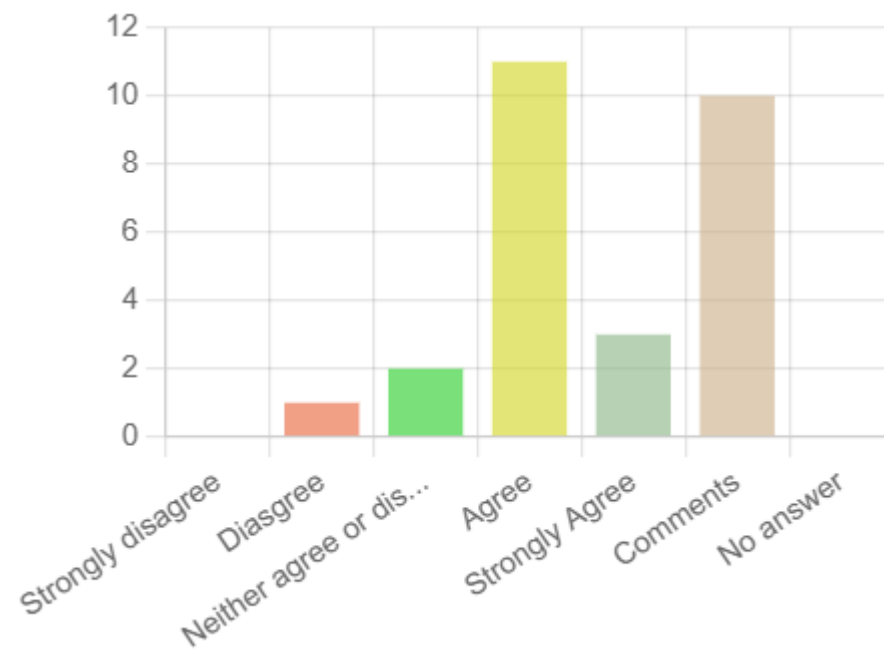


I am assured by the Non-executive led committee reports to the Council of Governors

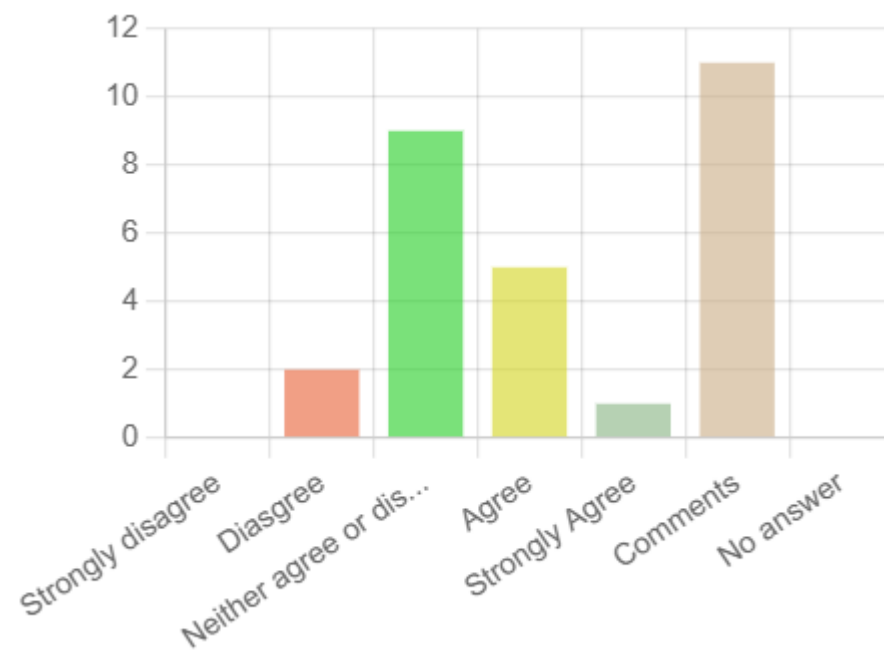


Appendix one: survey results

I feel supported in my role; I have access to advice, support and training

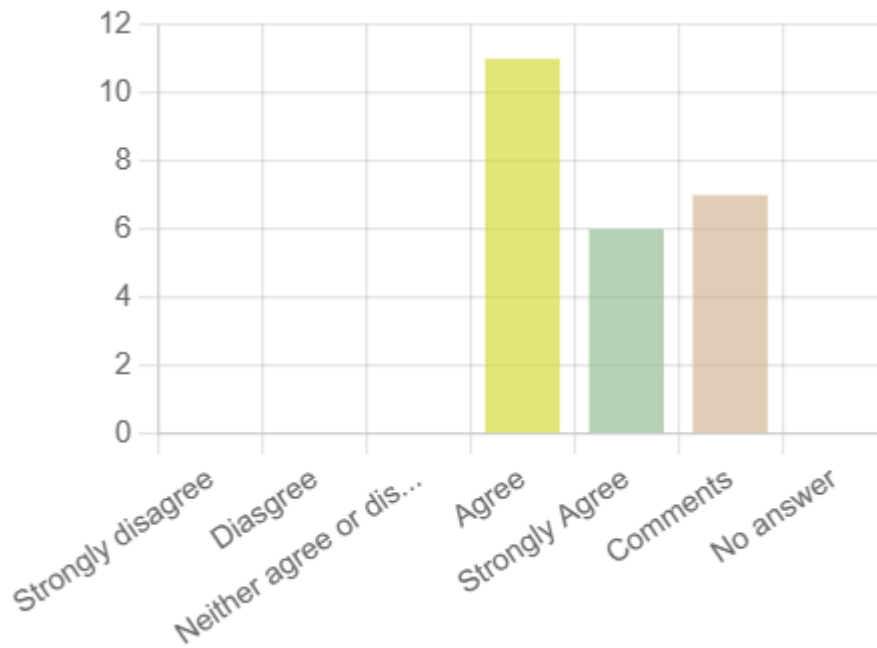


The Council of Governors induction programme is effective

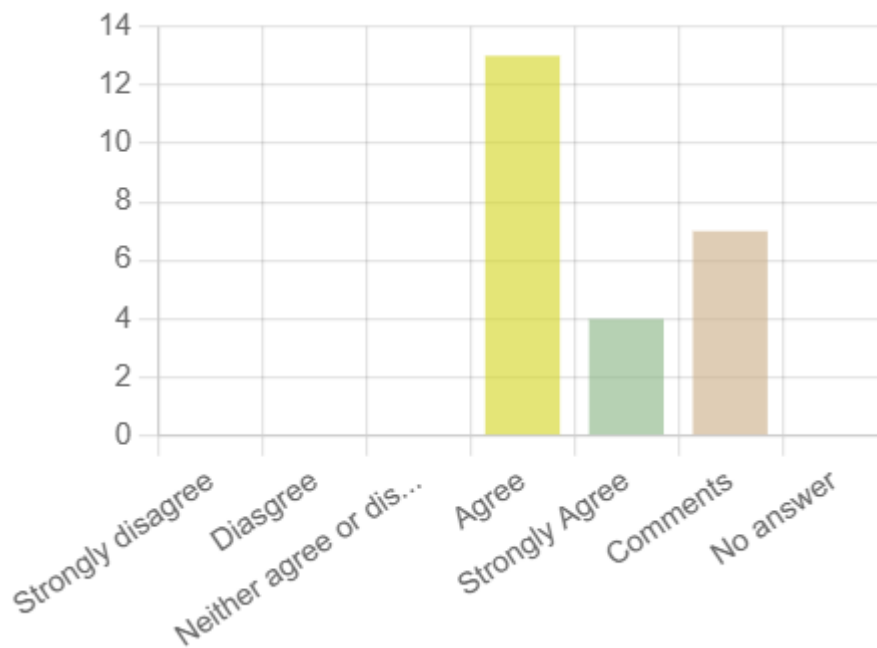


Appendix one: survey results

Behaviours demonstrated by governors are in line with the Trust values and Nolan principles



I feel able to fully contribute to discussions in Council meetings without inhibition



Report to: Council of governors
Agenda item: 11-26
Date of meeting: 21 April 2026
Report from: Leonora May, Company secretary
Report author: Leonora May, Company secretary
Date of report: April 2026
Appendices: None

Council of Governors election update

Introduction

At its meeting on 25 February 2026, the Council of Governors approved an election process to fill staff and public governor vacancies. This report seeks to provide governors with an update on the election process and timeline.

Background

There are a number of governors coming to the end of their first or second terms at the end of June 2026:

<u>Governor</u>	<u>Constituency</u>	<u>First/ second term</u>	<u>Term end date</u>	<u>Key role</u>
Chris Barham	Public	Second	30/06/2026	
Niamh Gavin	Staff	First	30/06/2026	
Janet Hall	Public	First	30/06/2026	Lead governor
Ken Sim	Public	Second	30/06/2026	Chair of Appointments committee
Roger Smith	Public	Second	30/06/2026	
Jonathan Squire	Public	First	30/06/2026	
Graham True	Staff	First	30/06/2026	
Kokila Ramaligam	Staff	First	30/06/2026	

All of those governors could nominate themselves to serve a second or third term in their staff or public governor role in line with the Trust's Constitution.

Election process and timeline

The elections will be conducted using the first past the post method in accordance with the Model Election Rules and set out within the Trust's Constitution. The Trust has appointed Civica as its 'returning officer' to administer the election process. The timeline and process is set out below.

ELECTION STAGE	41 days
Notice of Election / nomination open	Tuesday, 21 Apr 2026
Nominations deadline	Wednesday, 6 May 2026
Summary of valid nominated candidates published	Thursday, 7 May 2026
Final date for candidate withdrawal	Monday, 11 May 2026
Electoral data to be provided by Trust	Wednesday, 13 May 2026
Notice of Poll published	Monday, 25 May 2026

Voting packs despatched	Tuesday, 26 May 2026
Close of election	Monday, 15 Jun 2026
Declaration of results	Tuesday, 16 Jun 2026

The Trust is taking a proportionate approach to communication related to the elections. Staff and public members have been notified of the upcoming election process via email and via the staff newsletter. The next edition of Governor News will include information about the election. During the election period, there will be an election page on the Trust's website and the staff intranet. All staff and public members will receive formal notice of election from Civica on 21 April with information about the election and how to nominate. In our communications, we are encouraging people of all backgrounds and experiences to put themselves forwards for the roles.

All prospective new governors will be required to attend a pre-election event, as required by the Trust's Constitution. The pre-election event will be an opportunity for prospective governors to learn about the Trust, the role and ask any questions about the election process.

Elected and re-elected governors will start their terms on 1 July 2026. There are up to ten public governor roles and three staff governor roles to fill. Any public governor roles not filled during the election process will remain vacant as previously agreed, subject to being able to hold quorate Council of Governors meetings.

Recommendation

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

Report to: Council of governors
Agenda item: 12-26
Date of meeting: 21 April 2026
Report from: Leonora May, Company Secretary
Report author: Leonora May, Company Secretary
Date of report: April 2026
Appendices: Appendix one: Council of Governors Standing Orders

Council of Governors Standing Orders

Introduction

The Council of Governors Standing Orders are due to be reviewed by the Council of Governors.

The company secretariat has reviewed the Standing Orders and is content that they remain aligned to the Trust's Constitution and the Code of governance for NHS provider trusts, ensuring that the highest standards of corporate governance are applied to the business of the Council of Governors.

Some minor amendments are proposed for approval as set out below and by tracked changes in the document.

Summary of proposed changes

- Author updated to be the Company Secretary on the front page
- Document control sheet updated to include version 4 and the date of approval by the Council of Governors
- Removal of the definitions of 'monitor' and 'NHS Improvement' as these bodies no longer exist

Next steps

If Council approves the proposed changes, version four of the Standing Orders will come into effect immediately and be uploaded on the Trust's website.

Recommendation

Council is asked to **approve** the Council of Governors Standing Orders.

Standing Orders

Council of Governors Queen Victoria Hospital NHS Foundation Trust

Author: ~~Clare Pirie, Director of communications and corporate affairs~~ Company Secretary

Approved: Council of Governors

Review: In conjunction with the Constitution, but as a minimum every three years

document control sheet

Document title		QVH Council of Governors Standing Orders
Version	1	Approved by the Council of Governors at its meeting held in public on 20 October 2016
Version	2	Approved by the Council of Governors at its meeting held in public on 14 October 2019
Version	3	Approved by the Council of Governors at its meeting held in public on 28 November 2022
<u>Version</u>	<u>4</u>	<u>Approved by the Council of Governors at its meeting held in public on 21 April 2026</u>

INTRODUCTION

Queen Victoria Hospital NHS Foundation Trust (the Trust) is a Public Benefit Corporation under the National Health Service Act, 2006 (the 2006 Act) which was established to provide goods and services for the purpose of the health service in England. A Public Benefit Corporation is a body corporate which is constituted in accordance with Schedule 7 of the 2006 Act.

The Council of Governors adopts these Standing Orders in order to make further provisions for the regulation of the practice and procedure to be followed at its meetings in matters not already provided for in the Constitution in that regard.

CONTENTS

1. INTERPRETATION.....	5
2. THE COUNCIL OF GOVERNORS.....	6
3. MEETINGS OF THE COUNCIL OF GOVERNORS	6
4. PETITIONS	7
5. NOTICES OF MOTION.....	7
6. WITHDRAWAL OF MOTIONS OR AMENDMENTS.....	7
7. MOTION TO RESCIND A RESOLUTION	7
8. MOTIONS.....	8
9. WRITTEN MOTIONS.....	8
10. CHAIR’S RULING	8
11. MINUTES	9
12. SUSPENSION OF COUNCIL OF GOVERNORS’ STANDING ORDERS.....	9
13. VARIATION AND AMENDMENT OF STANDING ORDERS	9
14. RECORD OF ATTENDANCE	10
15. DECLARATIONS OF INTERESTS	10
16. REGISTER OF INTERESTS	10
17. STANDARDS OF BUSINESS CONDUCT	11
18. REMUNERATION	11
19. PAYMENT OF EXPENSES TO GOVERNORS	11
20. RESOLUTION OF DISPUTES.....	11
21. MISCELLANEOUS	12

1. INTERPRETATION

In these Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning in these Standing Orders. For ease of reference certain words and expressions defined in the Constitution appear below with their definitions:

Word or expression	Meaning
"The 2006 Act"	the National Health Service Act 2006(as amended);
"The 2012 Act"	the Health and Social Care Act 2012
"Constitution"	the Constitution for the time being of the Foundation Trust;
"Board of Directors"	the Board of Directors as constituted in accordance with the Constitution;
"Clear Day"	a day of the week not including a Saturday, Sunday or public holiday;
"Standing Orders"	these Standing Orders of the Council of Governors and as may be amended from time to time;
"Chair"	The person appointed in accordance with the Constitution to ensure that the Board of Directors and Council of Governors successfully discharge their overall responsibilities for the Foundation Trust as a whole. The expression "the Chair" shall include the Deputy Chair or any other Non-Executive Director appointed if the Chair or Deputy Chair is absent or is otherwise unavailable;
"Chief Executive"	the Chief Executive and Accounting Officer of the Foundation Trust;
"Council of Governors"	the Council of Governors as constituted in accordance with the Constitution;
"Director"	a member of the Board of Directors whether they be an "Executive Director" or a "Non-Executive Director" (as the case may be) as those terms are defined in the Constitution;
"Governor"	a member of the Council of Governors;
"Licence"	means the licence granted to the Foundation Trust under Section 88 of the 2012 Act

“Monitor”	the body corporate known as Monitor, as provided by Section 61 Of the 2012 Act; which in April 2016 became part of NHS Improvement;
“Motion”	a formal proposal to be discussed and voted on during the course of a meeting;
“NHS Improvement”	the operational name for the organisation that is responsible for overseeing foundation trusts, NHS trusts and independent providers of NHS-funded care. NHS Improvement is responsible for the functions provided until April 2016 by Monitor;
“Officer”	an employee of the Trust;
“Register of Interests”	the register of Governors interests declared from time to time and maintained by the Secretary;
“Secretary”	means the Secretary of the Foundation Trust as defined in the Constitution
“Foundation Trust”	means The Queen Victoria Hospital NHS Foundation Trust and has the same meaning as in the Constitution;
“Deputy Chair”	means the Deputy Chair of the Foundation Trust appointed in accordance with Paragraph 36 of the Constitution.

2. THE COUNCIL OF GOVERNORS

Roles and Responsibilities

2.1 The role of the Council of Governors is to function as representatives of the members of the Foundation Trust. The general duties of the Council of Governors are to hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors and to represent the interests of the members of the Foundation Trust as a whole and the interests of the public.

2.2 The Council of Governors cannot delegate any of its powers but can appoint advisory committees to support it in its work.

3. MEETINGS OF THE COUNCIL OF GOVERNORS

Setting the Agenda

3.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.

3.2 A governor desiring a matter to be included on an agenda for a meeting of the Council of Governors shall specify the question or issue to be included in writing to the Chair, Secretary and lead governor at least three Clear Days before notice of the meeting is given. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than three Clear Days before the notice is given may be included on the agenda at the discretion of the Chair. In order to facilitate the appropriate and timely receipt of any such question or issue the Chair of each meeting of the Council of Governors shall at each meeting advise those present and include in the minutes of such meeting details of the date of issue of the notice of the subsequent meeting.

3.3 The Governor Steering Committee shall work with the Chair and Secretary to provide advice, support and input into the planning of Council of Governor agendas for upcoming meetings. Members of the committee shall act as representatives for their constituencies and proactively engage with their peers to gather views and ensure that they are considered in agenda planning. The Governor Steering Committee shall be chaired by the lead governor.

4. PETITIONS

4.1 Where a petition has been received by the Foundation Trust, the Chair shall include the petition as an item for the agenda for the next meeting of the Council of Governors.

4.2 A petition must be received a minimum of five Clear Days before the meeting so it may be included in the agenda papers.

5. NOTICES OF MOTION

5.1 Any Governor desiring to move or amend a motion shall send a written notice thereof to the Chair or Secretary, in sufficient time to enable its inclusion in the agenda for the next following meeting of the Council of Governors, and the Chair or Secretary shall insert in the agenda for the meeting all notices so received. This Paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda, subject to the Chair's discretion.

6. WITHDRAWAL OF MOTIONS OR AMENDMENTS

6.1 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

7. MOTION TO RESCIND A RESOLUTION

7.1 Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing, shall bear the signature of the Governor who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Council of

Governors, a motion to the same effect shall not be proposed within six months other than by the Chair.

8. MOTIONS

8.1 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

8.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

8.2.1 an amendment to the motion;

8.2.2 the adjournment of the discussion or the meeting;

8.2.3 that the meeting proceed to the next business;

8.2.4 that the motion be now put;

8.2.5 that members of the public be excluded in accordance with paragraph 21.1 of the Constitution

8.2.6 no amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

9. WRITTEN MOTIONS

9.1 In urgent situations and with the consent of the Chair, business may be effected by a written motion to deal with business otherwise required to be conducted at a meeting of the Council of Governors.

9.2 If all members of the Council of Governors have been notified of the proposal and a simple majority of the member of the Council of Governors entitled to attend and vote at a meeting of the Council of Governors confirms acceptance of the written motion either in writing or electronically within five Clear Days of despatch then the motion will be deemed to have been resolved, notwithstanding that the Governors have not gathered in one place.

9.3 The effective date of the resolution shall be the date that the last confirmation is received by the Secretary and, until that date a member of the Council of Governors who has previously indicated acceptance can withdraw and the motion shall fail.

9.4 Once the resolution is passed, a copy certified by the Secretary shall be recorded in the minutes of the next ensuing meeting where it shall be signed by the person presiding at it.

10. CHAIR'S RULING

10.1 Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair

of the meeting on questions of order, relevancy, regularity and any other matters shall prevail and be observed at the meeting.

10.2 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Council of Governors' Standing Orders (on which she or he shall be advised by the Secretary).

11. MINUTES

11.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where, once agreed, and if appropriate as amended, they shall be signed by the person presiding at it as a true record.

11.2 No discussion shall take place upon the subject matter of the minutes except upon their accuracy or where the Chair considers discussion appropriate.

11.3 Without prejudice to the provisions of the Constitution of the circulation of meeting papers, minutes of meetings will be taken and circulated in accordance with wishes of the Council of Governors.

12. SUSPENSION OF COUNCIL OF GOVERNORS' STANDING ORDERS

12.1 Except where this would contravene any law or regulation (to which the Foundation Trust or the Council of Governors' is subject), or the Licence or the Constitution, any one or more of the Council of Governors Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors' are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.

12.2 A decision to suspend Council of Governors' Standing Orders and the reason for such decision shall be recorded in the minutes of the meeting.

12.3. A separate record of matters discussed during the suspension of Council of Governors' Standing Orders shall be made and shall be available to the Governors.

12.4 No formal business may be transacted while Council of Governors' Standing Orders are suspended.

13. VARIATION AND AMENDMENT OF STANDING ORDERS

13.1 These Council of Governors' Standing Orders shall be varied or amended only:

13.1.1 if the variation or amendment proposed does not contravene the law or regulation to which the Foundation Trust or the Council of Governors' is subject, or the Licence or the Constitution; and

- 13.1.2 if a notice of motion under Standing Order 5 has been given; and
- 13.1.3 if at least two-thirds of the Governors are present; and provided that
- 13.1.4 no fewer than half the Governors present and entitled to vote, vote in favour of the variation or amendment.

14. RECORD OF ATTENDANCE

14.1 The names of the Governors present at the meeting shall be recorded in the minutes.

15. DECLARATIONS OF INTERESTS

Declaration of interests and conflicts of interest

15.1 Provisions of the Constitution on conflicts of interests shall apply as if they were expressly set out as part of these Standing Orders.

15.2 If a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and on or before such consideration and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if he has declared a pecuniary interest or other relevant and material interest, he shall not take part in the consideration or discussion of the matter. For the purpose of these Council of Governors' Standing Orders "relevant and material" interests shall have the same meaning as stated in Annex 8 of the Constitution:

15.3 Any travelling or other expenses or allowances payable to a Governor in accordance with the Constitution or these Standing Orders shall not be treated as a pecuniary or relevant and material interest.

Fit and proper persons test

15.4 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 an executive director or equivalent, a non-executive director or a governor of the trust under given circumstances known as the "fit and proper person test".

15.5 In accordance with its fit and proper person requirements policy, the Trust requires Governors to declare on appointment and thereafter at the beginning of each financial year that they remain a fit and proper person to be appointed as a Governor.

15.6 If Governors have any doubt about the regulations or declarations, this should be discussed with the Secretary or Chair.

15.7 The consequences of false, inaccurate, or incomplete information by individuals subject to the Regulations may be their removal from office, pending the outcome of an investigation.

16. REGISTER OF INTERESTS

16.1 The Secretary shall record any declarations of interest made in a Register of Interests kept by them in accordance with the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

16.2 The Register will be available for inspection by members of the public free of charge at all reasonable times. A person who requests it is to be provided with a copy or extract from the register.

17. STANDARDS OF BUSINESS CONDUCT

17.1 In relation to their conduct as a Governor of the Trust, each Governor must comply with the codes of conduct or requirements set out in these Council of Governors' Standing Orders, the Licence and Constitution for the time being and otherwise as implemented by the Foundation Trust plus, in general terms the principles outlined in relation to standards of business conduct for NHS staff as may apply from time to time. In particular, the Foundation Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.

17.2 A Governor shall not solicit for any person any appointment in the Foundation Trust.

18. REMUNERATION

18.1 Governors are not to receive remuneration but may receive reimbursement of expenses.

19. PAYMENT OF EXPENSES TO GOVERNORS

19.1 The Foundation Trust may pay travelling and other expenses to Governors for attendance at general meetings of the Governors, or any other business authorised by the Secretary as being under the auspices of the Council of Governors.

19.2 Mileage claims will be reimbursed at the prevalent Inland Revenue Allowable Mileage Rate. Car parking and standard public transport fares will be reimbursed at the cost incurred subject to Trust policies.

19.3 Any other expenses relating to business may be reimbursed but will require the prior authorisation of the Secretary.

19.4 Expenses will be authorised and reimbursed through the Secretary's office at such rates as the Foundation Trust decides on receipt of a completed and signed expenses form provided by the Secretary.

19.5 A summary of expenses paid to Governors shall be published in the Annual Report.

20. RESOLUTION OF DISPUTES

Resolution of disputes between the Board of Directors and the Council of Governors

Subject to any provision in that regard in the Constitution, all disputes or conflicts between the Board of Directors and the Council of Governors shall be communicated, managed and resolved in accordance with the Constitution or in the absence of any provision in that regard in the Constitution, then in accordance with any written protocols that may be agreed by the Board of Directors and the Council of Governors.

21. MISCELLANEOUS

Review of Standing Orders

21.1 These Standing Orders shall be reviewed regularly and at least every 3 years, by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

Confidentiality

21.2 A Governor shall not disclose any matter or business of the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

Conflict of Terms

21.3 For the avoidance of doubt in the event of any conflict between the terms or with regard to the interpretation of these Council of Governors' Standing Orders and the terms of the Foundation Trust's Licence or the Foundation Trust's Constitution the terms and interpretation of the Foundation Trust Licence and the Constitution shall prevail at all times.

Contact details for governors

21.4 It shall be the responsibility of each Governor to ensure that the Secretary has accurate and up to date details of his or her full address, email address, telephone and if appropriate mobile telephone numbers. Notices or other communications sent to such addresses or numbers pursuant to these Council of Governors' Standing Orders shall be deemed to have been validly given.

Timely consideration of matters

21.5 The Council of Governors shall always give due and proper and timely consideration to matters referred to the Council of Governors by the Trust or the Board of Directors whether regarding the business or forward planning of the Trust or otherwise.

Collective and individual responsibility of the governors

21.6 In conducting the business and affairs of the Council of Governors the Governors for the time being both individually and collectively undertake to observe these and all future Council of Governors' Standing Orders, the Authorisation and the Trust Constitution for the time being effective.