# Bundle Public Board 23 July 2026

Agenda attachments

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B - Membership
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51.26 Welcome, apologies and declarations of interest
*Angela McNab, interim Trust Chair*

52.26 QVH Strategic Partnership Governance and Transition Arrangements
*Abigail Jago, acting Chief Executive Officer*
*Approval*

52-26 QVH Strategic Partnership Governance and Transition Arrangements FINAL
52-26.1 Group Memorandum of Understanding 15.07.26

53.26 Any other business (by application to the Chair)
*Angela McNab, interim Trust Chair*
*Discussion*

54.26 Questions from members of the public
*Angela McNab, interim Trust Chair*
*Discussion*

Queen Victoria Hospital
NHS Foundation Trust

# Business Meeting of the Board of Directors

## Thursday 23 July 2026

## Session in PUBLIC
## 14.00-15.00
## Education centre (location 40), QVH

# MEMBERSHIP
# BOARD OF DIRECTORS
# July 2026

## Members (voting):

| | | |
|---|---|---|
| Interim Trust Chair | - | Angela McNab |
| Senior Independent Director | - | Kalee Talvitie-Brown |
| Non-Executive Directors | - | Jagjit Dosanjh-Elton |
| | - | Jo Emmanuel |
| | - | Nick Page |
| Acting Chief Executive Officer | - | Abigail Jago |
| Chief Medical Officer | - | Tamara Everington |
| Acting Chief Nursing Officer | - | Liz Blackburn |
| Interim Chief Finance Officer | - | Ross Dunworth |

## In full attendance (non-voting):

| | | |
|---|---|---|
| Associate Non-Executive Directors | - | Aleema Shivji |
| | - | Vivek Chaudhri |
| Chief People Officer | - | Helen Edmunds |
| Chief Operating Officer | - | Kirsten Timmins |
| Acting Chief Strategy Officer | - | Kathy Brasier |
| Interim Company Secretary | - | Jamie O'Callaghan |

# Annual declarations by directors 2026/27

## Declarations of interests

As established by section 40 of the Trust's Constitution, a director of the Queen Victoria Hospital NHS Foundation Trust has a duty:

- to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the foundation trust.
- not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.
- to declare the nature and extent of any relevant and material interest or a direct or indirect interest in a proposed transaction or arrangement with the
- foundation trust to the other directors.

To facilitate this duty, directors 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 director has no interests to declare (a 'nil return'). Directors must request to update any declaration if circumstances change materially. By completing and signing the declaration form directors 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.

## Register of declarations of interests

| | Relevant and material interests | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 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. | Other |
| Non-executive and executive members of the board (voting) | | | | | | | | |
| **Angela McNab**<br>Interim Trust Chair | Non executive director / Vice Chair of Kent and Medway Integrated Care Board<br><br>Non executive of Dimensions UK Ltd | Shareholder (less than 5%) in Rapid Health | Nil | Nil | Nil | Nil | Nil | Member of Independent Reconfiguration Panel (NDPB) - Advisory |
| **Jagjit Dosanjh-Elton**<br>Non-Executive Director | Non-executive director for Social Investment Business Foundation<br><br>Non-executive director for The Social Investment Business Limited<br><br>Non-executive director for Public Relations Communications Association Limited<br><br>Director 100% Shareholder of Ingenious Exec Limited | Nil | Nil | Trustee for TB Alert | Nil | Nil | Sister works as Chief Nurse at Guys and St Thomas Trust.<br><br>Brother in law works as a Cardiac Consultant at Pembury Hospital Kent | Nil |
| **Jo Emmanuel**<br>Non-Executive Director | Nil | Independent consultancy work for different NHS bodies for mental health, none directly linked to QVH | Nil | School governor for West St Leonards primary academy school | Nil | Nil | Nil | Nil |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Nick Page**<br>Non-Executive Director | Mid & South Essex NHS Foundation Trust: Non-executive director<br><br>Berkshire & Surrey Pathology Services (contractual JV): Non-executive director<br><br>Institute of Chartered Accounts in England & Wales: Council Member<br><br>Chartered Institute for Archaeologists<br><br>Esher Cricket Club Ltd: Director/Charity Trustee<br><br>Esher Cricket Club Trading Ltd: Director<br><br>Carrington Place, Esher, Management Company Ltd: Director<br><br>Willow Property Management Ltd: Director<br><br>Willow Investment Holding Ltd: Director | Mid & South Essex NHS Foundation Trust: | Nil | Nil | Nil | Nil | Nil | Nil |
| **Kalee Talvitie-Brown**<br>Non-Executive Director | Nil | Nil | Nil | Chair of the Corporate Advisory Group, Evelina Children's Hospital Charity. | Nil | Nil | Nil | Nil |
| **Abigail Jago**<br>Acting Chief Executive Officer | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Liz Blackburn**<br>Acting Chief Nursing Officer | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Kathy Brasier**<br>Acting Chief Strategy Officer | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Ross Dunworth**<br>Interim Chief Finance Officer | Shareholder and Director: Whireparish Financial Services Ltd | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Helen Edmunds**<br>Chief People Officer | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Tamara Everington**<br>Chief Medical Officer | Nil | Nil | Nil | Nil | Nil | Azets (Trust's external auditor) support with annual tax return including evaluation of pension tax liability | Nil | Nil |
| **Kirsten Timmins**<br>Chief Operating Officer | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| **Aleema Shivji**<br>Associate Non-Executive Director | Director of 5 Westborne Villas Freehold Ltd and 5 Chatham Place Freehold Ltd | Nil | Nil | Co-Chair, Peace Direct (charity) | Nil | Nil | Nil | Nil |
| **Vivek Chaudhri**<br>Associate Non-Executive Director | Director of Global AI Leaders Network<br><br>Director of Purposeful AI<br><br>NED, East London NHS Foundation Trust (ELFT)<br><br>NED, National Highways | 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 Board member of the trust under given circumstances known as the "fit and proper person test". By completing and signing an annual declaration form, QVH Board members confirm their awareness of any facts or circumstances which prevent them from holding office as a member of QVH NHS Foundation Trust Board.

## Register of fit and proper person declarations

| | 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. |
| **Non-executive and executive members of the board** | | | | | | | |
| **Angela McNab**<br>Interim Trust Chair | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Jagjit Donsanjh-Elton**<br>Non-Executive Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Jo Emmanuel**<br>Non-Executive Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Nick Page**<br>Non-Executive Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Kalee Talvitie-Brown**<br>Non-Executive Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Tamara Everington**<br>Chief Medical Officer | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Ross Dunworth**<br>Interim Chief Finance Officer | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Liz Blackburn**<br>Acting Chief Nursing Officer | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Abigail Jago**<br>Acting Chief Executive Officer | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Helen Edmunds**<br>Chief People Officer | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Kirsten Timmins**<br>Chief Operating Officer | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Kathy Brasier**<br>Acting Chief Strategy Officer | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Aleema Shivji**<br>Associate Non-Executive Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| **Vivek Chaudhri**<br>Associate Non-Executive Director | N/A | N/A | N/A | N/A | N/A | N/A | N/A |

Queen Victoria Hospital
NHS Foundation Trust

**Business meeting of the Board of Directors**
**Thursday 23 July 2026**
**14.00-15.00**

| Agenda: session held in public | | |
|---|---|---|
| **WELCOME** | | |
| 51-26 | **Welcome, apologies and declarations of interest**<br>*Angela McNab, interim Trust Chair* | |
| **STRATEGY** | | **Purpose** |
| 52-26 | **QVH Strategic Partnership Governance and Transition Arrangements**<br>*Abigail Jago, acting Chief Executive Officer* | *Approval* |
| **MEETING CLOSURE** | | |
| 53-26 | **Any other business (by application to the Chair)**<br>*Angela McNab, interim Trust Chair* | *Discussion* |
| **MEMBERS OF PUBLIC** | | |
| 54-26 | **Questions from members of the public**<br>*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 qvh.corporategovernance@nhs.net clearly marked "Questions for the board of directors". Members of the public may not take part in the Board discussion. Where appropriate, the response to written questions will be published with the minutes of the meeting.*<br><br>*Angela McNab, interim Trust Chair* | |

| Report cover-page | | | | | |
|---|---|---|---|---|---|
| **References** | | | | | |
| **Meeting title:** | Board of Directors | | | | |
| **Meeting date:** | 23/07/2026 | | **Agenda reference:** | **52-26** | |
| **Report title:** | **QVH Strategic Partnership Governance and Transition Arrangements** | | | | |
| **Sponsor:** | Abigail Jago, Acting Chief Executive Officer | | | | |
| **Authors:** | Abigail Jago, Acting Chief Executive Officer, Kathy Brasier, Acting Chief Strategy Officer. Jamie O'Callaghan, Interim Company Secretary | | | | |
| **Appendices:** | Appendix 1 - Group Memorandum of Understanding | | | | |
| **Executive summary** | | | | | |
| **Purpose of report:** | Following approval of QVH's preferred strategic partner, this paper seeks approval of the Memorandum of Understanding (MoU) between Ashford and St Peter's Hospitals NHS Foundation Trust (ASPH), Royal Surrey NHS Foundation Trust (RSFT) and Queen Victoria Hospital NHS Foundation Trust (QVH). The paper also provides an update on the governance and leadership arrangements that will support implementation of the strategic partnership. | | | | |
| **Summary of key issues** | Following approval of the ASPH/RSFT Group as QVH's preferred strategic partner, work has progressed on the development of governance arrangements required to support implementation of the partnership. This includes development of a MoU proposals for a shared Group Chair and Group Chief Executive, establishment of dedicated QVH Deputy Chair and Managing Director arrangements, and initial proposals for Group governance structures.<br><br>The MoU, attached at Appendix 1, establishes the purpose, principles, governance framework and leadership arrangements that will underpin the proposed partnership between ASPH, RSFT and QVH. The MoU preserves the sovereignty and statutory responsibilities of each Trust whilst providing a framework for collaborative working across the Group. The Board is asked to approve the MoU and support the associated leadership, governance and implementation arrangements required to support transition from October 2026. | | | | |
| **Recommendation:** | The Board is asked to:<br>• **Approve** the Memorandum of Understanding between Ashford and St Peter's Hospitals NHS Foundation Trust, Royal Surrey NHS Foundation Trust and Queen Victoria Hospital NHS Foundation Trust, attached at Appendix 1.<br>• **Support** the proposed initial Group leadership and governance arrangements.<br>• **Note** the key risks associated with implementation and the mitigating actions proposed to support a safe and effective transition. | | | | |
| **Action required** | **Approval** | Information | **Discussion** | **Assurance** | Review |
| **Link to key strategic objectives (KSOs):** | KSO1:<br>***To deliver outstanding care*** | KSO2:<br>***To innovate and improve*** | KSO3:<br>***To be an excellent employer*** | KSO4:<br>***To deliver sustainable services*** | KSO5:<br>***To collaborate with others*** |
| **Implications** | | | | | |
| **Board assurance framework:** | BAF risks related to sustainability and leadership capacity | | | | |
| **Organisational risk register:** | 223, 224, 225 (listed in table under section 3) | | | | |
| **Regulation:** | NHS England, ICB, CQC Well-Led | | | | |
| **Legal:** | None | | | | |
| **Resources:** | None | | | | |

| Assurance route | |
|---|---|
| **Previously considered by:** | • Strategy and Culture Committee (development of partnership MoU).<br>• QVH Executive Leadership Team.<br>• QVH Private Board. |
| **Next steps** | • Implementation of the Memorandum of Understanding.<br>• Progression of the proposed leadership appointments.<br>• Development of detailed leadership accountabilities and governance arrangements.<br>• Implementation of transition arrangements from October 2026. |

# Strategic Partnership Governance and Transition Arrangements

## 1. Executive Summary

The proposed strategic partnership aims to secure a sustainable future operating model for Queen Victoria Hospital NHS Foundation Trust (QVH), while improving the resilience, quality and long-term development of services across Ashford and St Peter's Hospitals NHS Foundation Trust (ASPH), Royal Surrey NHS Foundation Trust (RSFT) and Queen Victoria Hospital NHS Foundation Trust (QVH). The partnership would extend the existing ASPH/RSFT Group to include QVH, bringing together complementary clinical services, specialist expertise and organisational capability. It is expected to support better patient access, more robust clinical pathways, stronger workforce development, greater organisational resilience, increased opportunities for research and innovation, and a more influential role within the Surrey and Sussex system.

QVH undertook a structured partner selection process in 2025, following approval of its *QVH Strategy 2025–2030* in December 2024, and in response to a changing NHS environment. This included financial pressures, workforce challenges, rising demand, requirements to reduce corporate costs, and a national focus on closer provider collaboration. The appraisal process involved input from staff, clinical leaders, governors, patients, system partners, NHS England and the Surrey and Sussex Integrated Care System, and assessed options against agreed criteria including quality of care, strategic fit, financial sustainability, and deliverability.

Through this process, the ASPH/RSFT Group was identified as QVH's preferred partner, offering the strongest overall strategic fit. This includes alignment with QVH's specialist role, its Centre of Excellence ambitions, and opportunities to strengthen clinical pathways, leadership capacity, governance arrangements and shared corporate functions. The recommendation was approved by the QVH Board in December 2025 and supported by the Council of Governors. The next phase will focus on transition planning, establishing joint governance, outcomes of financial and well-led reviews, and developing a Memorandum of Understanding (MoU) alongside shared leadership arrangements.

Since the Board approved the ASPH/RSFT Group as QVH's preferred strategic partner in December 2025, work has progressed on the development of the governance, leadership and implementation arrangements required to support the partnership. The MoU attached at Appendix 1 establishes the framework through which ASPH, RSFT and QVH will work together whilst retaining their status as separate NHS Foundation Trusts. Following consideration by the QVH Private Board on 9 July 2026, further engagement has taken place with partner organisations and governance leads to finalise the MoU and implementation arrangements. The Board asked to approve the MoU and support the associated governance and leadership arrangements set out within this paper.

## 2. Governance

The proposed strategic partnership will establish an expanded Group model comprising ASPH, RSFT and QVH. The arrangements are intended to build on the existing ASPH/RSFT Group, extending the benefits of collaborative working whilst maintaining each organisation as a separate NHS Foundation Trust and legal entity. Under the proposed arrangements, QVH will retain its own Board of Directors, Council of Governors, constitution and statutory responsibilities.

The next phase of work is focused on establishing the governance arrangements required to support effective collaboration across the three organisations and to realise the clinical, operational and corporate benefits identified through the partnership appraisal process. These arrangements have been developed in accordance with NHS Foundation Trust legislative requirements and are intended to provide a framework through which the organisations can work together whilst maintaining local accountability and supporting delivery of shared objectives.

As the existing ASPH/RSFT Group has matured, its governance arrangements have evolved to support increasing levels of collaboration. The expansion of the Group to include QVH provides an

opportunity to review these arrangements and establish a consistent framework across the three organisations that supports delivery of the Group's objectives whilst maintaining appropriate accountability arrangements.

## 2.1. Memorandum of Understanding

The proposed partnership will be underpinned by a MoU between ASPH, RSFT and QVH. The MoU has been developed from the existing agreement between ASPH and RSFT and adapted to support the expansion of the Group to include QVH. The document establishes the purpose, principles and governance arrangements of the Group and provides the overarching framework through which collaboration will be delivered. It confirms that improving patient care remains the primary objective of the partnership, alongside strengthening operational and financial sustainability through greater alignment of leadership, services and resources.

Development of the MoU has been informed through extensive engagement and discussion with stakeholders across the three organisations. The document has been developed iteratively over a number of months and has been subject to review and refinement through multiple stages of engagement. This has included detailed consideration by the QVH Executive Leadership Team, the Strategy and Culture Committee and the Board, alongside extensive engagement with ASPH and RSFT. This engagement has helped to ensure that the proposed arrangements reflect the priorities of all three organisations whilst maintaining appropriate governance safeguards and preserving the sovereignty, statutory responsibilities and local accountability of each Trust. NHS England has also been engaged throughout development of the arrangements, providing advice and input to ensure alignment with national guidance and expectations regarding provider collaboration and shared governance arrangements.

The MoU establishes a number of key principles that will underpin the Group, including mutual respect, transparency, openness and equality between the three organisations. It confirms that each Trust will retain autonomy and responsibility for matters reserved to it under its constitution and that decisions of one Trust Board or Council of Governors cannot be imposed upon another. The MoU also establishes clear mechanisms for review, amendment and, if required, termination of the arrangements, ensuring appropriate safeguards for all parties.

The MoU (Appendix 1) has been reviewed through the respective governance processes of all three organisations. It reflects the agreed principles, governance arrangements and leadership model for the proposed strategic partnership and provides an appropriate framework for collaborative working whilst preserving the sovereignty, statutory responsibilities and local accountability of each Trust. The Board is asked to approve the MoU. Subject to approval by the Boards of ASPH, RSFT and QVH, the MoU will become effective on 23 July 2026. The arrangements will be subject to annual review by the three organisations to assess their effectiveness, progress against intended benefits and opportunities for further development as the Group matures.

## 2.2. Group Leadership

A Group Chair and Group Chief Executive are currently in place across the ASPH/RSFT Group. The MoU establishes the framework through which these arrangements may be extended to QVH, subject to the appropriate governance and appointment processes. It is proposed that these arrangements are implemented from October 2026, creating a consistent leadership structure across the expanded Group. Appointments will be undertaken in accordance with the constitutions of the three organisations and the arrangements set out within the MoU.

To ensure continued local leadership and accountability within QVH, it is proposed that a dedicated QVH Deputy Chair and QVH Managing Director role operate alongside the Group Chair and Group Chief Executive arrangements. The Deputy Chair will support the effective operation of the Board and Council of Governors, whilst the Managing Director will provide day-to-day strategic and operational leadership of QVH and maintain focus on organisational performance, service delivery and implementation of the *QVH Strategy 2025-2030.*

The QVH Managing Director role was approved by the QVH Nominations and Remuneration Committee in May 2026. Subject to approval of the MoU, recruitment is expected to commence immediately thereafter, recognising that the current Chief Executive Officer is due to leave the organisation at the beginning of October 2026. Subject to completion of the relevant governance and appointment processes, the proposed Group Chair, Group Chief Executive and QVH Deputy Chair arrangements are also expected to commence from October 2026.

QVH currently shares a Chief Finance Officer with RSFT through a time limited interim arrangement. This arrangement will continue during the initial transition period and is scheduled for review in October 2026, at which point consideration will be given to the longer term finance leadership requirements of QVH and any future arrangements that may be appropriate within the developing Group model.

These appointments represent the only partnership-related changes to QVH's senior leadership arrangements during the initial transition phase. No further partnership-related changes to executive or non-executive leadership structures are proposed during the first six months of operation or prior to the commencement of the 2027/28 financial year. This approach is intended to provide organisational stability whilst the new arrangements become established and ensuring continued focus on operational delivery.

The detailed operating arrangements between the Group Chief Executive and QVH Managing Director, including delegated authorities, reporting arrangements, decision-making accountabilities, Board and committee attendance, and governance reporting lines, will be developed during the transition period and brought through the appropriate governance routes prior to implementation.

The MoU sets out the approval and appointment arrangements for Group roles, reflecting the statutory responsibilities of Foundation Trust Boards and Councils of Governors. All Group Director posts must be agreed by the participating Trusts in accordance with their constitutions and reservations of powers and must have an approved role profile and person specification before an appointment process commences. The nomination and appointment routes for Group posts differ according to the role concerned, as set out below:

| **Group Role** | **Appointing groups** |
|---|---|
| Chair & non-executive directors | Appointing organisations' councils of governors, on recommendation from their respective appointments/nominations committees. |
| Chief executive | Appointing organisations' councils of governors, on recommendation from individual board committees comprising the chair and other non-executive directors of each trust. |
| Executive directors | Appointing organisations' individual board committees comprising the chair, other non-executive directors of each trust, and the chief executive. |

Following appointment, governance and meeting arrangements across the Group will continue to be aligned to support the effective discharge of responsibilities by individuals holding Group roles across all three organisations.

### 2.3. Group Governance Structure

The proposed governance arrangements have been developed to support collaborative working across the Group whilst preserving the sovereignty of each Trust. Each Trust Board will retain responsibility for its statutory duties, constitutional responsibilities and matters reserved to it under its own governance framework. The arrangements are intended to strengthen collaboration and shared oversight whilst maintaining local accountability and decision-making.

In accordance with the constitutions of all three trusts, the Boards may make arrangements for the exercise of their functions through committees of directors of each trust. These committees may be established jointly, or held in common, with equivalent committees of the other trusts, comprising directors from each Board to enable collaborative oversight and decision-making where appropriate.

The existing ASPH/RSFT Group has established a number of joint governance arrangements to support collaborative working and delivery of shared objectives. These currently include a Joint Digital Committee and Subsidiary Oversight Committee, together with transformation governance arrangements that oversee delivery of collaborative programmes across the Group. As QVH joins the expanded Group, consideration will be given to whether any of these existing arrangements should be extended to include QVH representation and oversight at an appropriate stage of implementation.

The MoU proposes that the expanded Group initially operates with a joint strategic Committee. The Committee will act as the central forum for overseeing collaborative transformation activity across the three organisations, providing oversight of delivery of the Group's objectives, supporting the identification and mitigation of risks associated with Group working, and making recommendations to the respective Trust Boards as appropriate.

During the initial transition period, each Trust will retain its existing Board, Council of Governors and Board sub-committee structure. This approach is intended to provide organisational stability, maintain established assurance arrangements and allow the new leadership arrangements to become embedded before consideration is given to any wider governance changes. The joint strategic Committee will therefore represent the principal new formal Group governance arrangement during the initial phase of implementation.

The effectiveness of these arrangements will be reviewed as the partnership matures. At an appropriate stage, consideration may be given to whether additional committees should operate jointly, or in common, across the Group where this would strengthen oversight, reduce duplication and support delivery of shared objectives. Any joint committee established within the Group will be supported by approved terms of reference setting out its purpose, delegated authority, membership, quorum and reporting arrangements in accordance with the governance requirements of the participating organisations.

Informal meetings or seminars involving Boards, Councils of Governors and executive teams may also be held in common without the requirement for additional formal governance arrangements. Such forums can support relationship building, development of a shared vision and understanding of priorities across the Group as implementation progresses.

## 3. Key Risks

The proposed partnership represents a significant organisational change programme. Whilst the proposed governance and leadership arrangements have been designed to preserve the sovereignty, accountability and statutory responsibilities of each Trust, a number of risks remain associated with implementation, leadership capacity and organisational change. Risks associated with implementation of the strategic partnership will be managed through the transition programme, existing organisational risk management arrangements and oversight through the proposed Group governance structures. Risk assessments will be reviewed regularly throughout the transition period to ensure that appropriate mitigating actions remain in place and that emerging risks are identified at an early stage.

The principal risks identified at this stage relate to leadership capacity, stakeholder engagement and the effective operation of the proposed governance arrangements. The key risks and mitigating actions are summarised below and will continue to be monitored through the transition programme and existing organisational risk management processes.

| Risk Description | Risk Impact | Risk Mitigation | Risk Score |
|---|---|---|---|
| There is a risk that there is insufficient leadership capacity to run both business-as-usual and partnership transformation. | Operational performance deterioration, staff burnout, delays to implementation and reduced delivery of anticipated benefits. | Appointment of a dedicated QVH Managing Director, development of appropriate support arrangements for Group leadership roles, and ongoing review of leadership capacity throughout the transition period. | Impact 4 Likelihood 4 Score 16 |
| There is a risk of staff uncertainty and resistance to change. | Reduced morale, increased sickness absence and turnover, and reduced engagement with the change programme. | Early and transparent engagement, consistent communication, visible leadership, and structured opportunities for staff involvement and feedback. | Impact 4 Likelihood 4 Score 16 |
| There is a risk of reduced leadership presence and visibility at QVH, and overall Board-level leadership capacity and bandwidth to support across all three organisations. | Reduced local oversight and accountability, diminished stakeholder confidence, and constraints on strategic leadership capacity. | Appointment of a dedicated QVH Managing Director, establishment of local leadership arrangements, and development of clear accountability, governance and committee attendance arrangements (to be agreed) between the Group Chief Executive and Managing Director roles. | Impact 4 Likelihood 4 Score 16 |

The Board should note that the proposed governance and leadership arrangements have been specifically designed to mitigate the principal risks associated with organisational change, including maintaining local leadership visibility, preserving organisational accountability and supporting delivery of operational priorities during the transition period. Further mitigations will be developed as implementation planning progresses. Risks will continue to be monitored and reported through established governance and risk management processes to ensure that the transition to the expanded Group model is delivered safely and effectively.

## 4. Recommendations

The Board is asked to:

- **Approve** the Memorandum of Understanding between Ashford and St Peter's Hospitals NHS Foundation Trust, Royal Surrey NHS Foundation Trust and Queen Victoria Hospital NHS Foundation Trust, attached at Appendix 1.
- **Support** the proposed initial Group leadership and governance arrangements.
- **Note** the key risks associated with implementation and the mitigating actions proposed to support a safe and effective transition.

Ashford and St. Peter's Hospitals NHS Foundation Trust | Royal Surrey NHS Foundation Trust | Queen Victoria Hospital NHS Foundation Trust

**Group Model**
**Memorandum of Understanding (MoU)**

## 1. Background

1.1 The Boards and Councils of Governors of Ashford & St Peter's Hospitals NHS Foundation Trust, Royal Surrey NHS Foundation Trust, and Queen Victoria Hospital NHS Foundation Trust ("the trusts", "the group"), have agreed to form a group model. This builds on the original group model formed by Ashford & St Peter's Hospitals NHS Foundation Trust and Royal Surrey NHS Foundation Trust in 2024.

1.2 The aim of the group is to progress clinically, operational and corporate collaborative transformation to improve the quality and access to care for patients, through the formation of an overarching central leadership function.

1.3 The formation of the group aligns with national and system strategic priorities by supporting collaborative working to improve population health, neighbourhood-based care and the sustainability of NHS services.

1.4 Each trust retains its individual legal trust status and identity, but agrees to collaborate in a strategic way by combining, where appropriate and agreed by each individual trust, organisational, leadership, strategic and governance structures with the stated shared objectives of the group model. The trust boards and councils of governors remain separate in their leadership as distinct legal bodies of the three independent trusts. However, central governance arrangements may be formed in accordance with the needs of the group, as detailed in this MoU.

## 2. Purpose

2.1. This MoU is made between the three trusts for the formulation of a group:

i. Ashford & St Peter's Hospitals NHS Foundation Trust (ASPH)
ii. Royal Surrey NHS Foundation Trust (RSFT)
iii. Queen Victoria Hospital NHS Foundation Trust (QVH)

This MOU supersedes and replaces the original group model MOU dated November/December 2024.

2.2. The Group exists to:

i. improve patient outcomes
ii. improve sustainability
iii. enable shared leadership and resources
iv. identify opportunities for clinical and corporate collaboration

2.3. This partnership is founded on the principles of joint working, mutual respect and a spirit of openness and transparency. The trusts commit to fostering a cooperative environment that promotes innovation, efficiency and shared success.

## 3. Governance

3.1. This MoU outlines the governance arrangements which will underpin the group. This includes any group director roles which are to be held across the three trusts or two of the three trusts, and the establishment of joint committees across all three or two of the three trusts, to support transformation of pathways, coordination of workforce and digital programmes, delivery of corporate and clinical synergies and alignment, or any other matters that the trusts may agree under their individual governance procedures.

3.2. Each of the trusts' boards and councils of governors remain, and will remain, as separate legal and corporate bodies and identities, notwithstanding any group leadership or governance arrangements that may be established as a result of this MoU.

3.3. Each trust will retain their autonomy and statutory responsibilities for service delivery. Decisions concerning each Trust's sovereign matters, including statutory compliance, financial stewardship, and legal obligations, remain the responsibility of each respective board. The group model will operate through aligned leadership, shared roles, and joint governance arrangements to support the delivery of shared strategic objectives. The Group CEO will fulfil the role of the accountable officer for each sovereign organisation.

3.4. All arrangements established under this MoU will operate in accordance with each Trust's constitution, standing orders, and reservation of powers.

3.5. Clear lines of accountability will be maintained at all times, ensuring that decision making authority, responsibilities, and reporting arrangements are transparent across the group.

3.6. Each Trust will nominate a strategic lead to act as the principal point of liaison between the organisations, supporting the implementation of this MoU and facilitating effective collaboration across the group.

3.7. Each Trust Board will receive regular oversight and assurance regarding the implementation of this MoU and progress of the group's collaborative working through governance arrangements agreed by the participating Trusts.

## 4. Implementation, review, and variation

4.1. This MoU shall become effective and operational from 23 July 2026.

4.2. The arrangements set out in this MoU shall remain in force unless terminated in accordance with section 5.

4.3. The trust boards will each undertake an annual effectiveness review of this MoU, any additional

governing documentation executed, and the working arrangements of the group. This will be led by the Chair(s) and Corporate Governance Leads in July each year (commencing July 2027), reporting to September Board(s), and will be based on the CQC Well-Led framework, NHSE Insightful Board guidance, NHSE Provider Capability framework, and any other relevant guidance or regulation that arises.

4.4. Any variation to the MoU must be approved by each and all of the three trust boards.

4.5. Any variation to the MoU must be appended as a schedule and signed by the group chair(s) to confirm appropriate approvals.

4.6. Any variation to the governance structure of the group must be taken through the appropriate process in accordance with all three trusts' constitutions and reservations of powers.

## 5. Termination

5.1. This MoU will have no expiry date stipulated in advance.

5.2. Any one trust may terminate the arrangements set out in this MoU by giving the other two trusts no less than six months' written notice. Such termination must be agreed by the board of the trust that is terminating the arrangement.

5.3. Any specific governance arrangements may be terminated in accordance with the process set out in their governing documentation and all three trusts' constitutions and reservations of powers. For group roles this must be set out in the individual's contract, and for joint committees this must be set out in the committee's terms of reference.

5.4. In the event that one trust withdraws from this MoU, the remaining trusts will review the continuation of the group arrangements, including any shared roles and joint committees, and determine whether these should continue, be varied, or be terminated.

5.5. In the event of termination under this section, the trusts shall work collaboratively to agree appropriate arrangements for any shared group director or other shared roles, and any other shared leadership/governance/service function, including the orderly unwinding of responsibilities, any necessary changes to duties, and associated cost apportionment, and the employing trust shall retain responsibility for the individual's contract of employment unless otherwise agreed in writing between the trusts, it being acknowledged that termination of this MoU shall not of itself terminate any such employment.

## 6. Principles

6.1. Each trust will retain their autonomy and statutory responsibilities for all matters reserved to it under its constitution. Decisions concerning each Trust's sovereign matters, including statutory compliance, financial stewardship, and legal obligations, remain the responsibility of each respective board.

6.2. All three trusts are equal partners in the group.

6.3. The decisions of one trust board or council of governors cannot be enforced upon another trust. Decisions impacting the group as a whole or relating to the operation of the group itself (including in relation to group roles spanning all three trusts) require the agreement of each and all trusts in accordance with their individual procedures and governance documentation.

6.4. The group model is established to realise mutual benefits, and is not to operate at the expense of local leadership.

6.5. Each trust will continue to make decisions in the best interests of their local individual stated strategy, the population they serve and their stakeholders.

6.6. Financial arrangements supporting shared activities will be documented separately.

6.7. Open and transparent communication between the three trusts is central to the group's operation.

6.8. It is understood that the trusts may take different views on some matters – where a divergence, dispute or disagreement arises between trusts which cannot be resolved through executive discussion, the matter shall be referred to the Chair(s) and Chief Executive(s), and if unresolved and to the respective boards as appropriate.

## 7. Risk

7.1. Each Trust will retain its own risk management and assurance processes in relation to its individual trust operations.

7.2. A single group strategic risk register shall be produced at group level, capturing risks arising from group working arrangements and shared leadership.

7.3. The group strategic risk register shall be owned by the Group Chief Executive, on behalf of the three Trust Boards, and maintained by the overarching central leadership function, with regular reporting and assurance provided to each Trust Board.

7.4. Each Trust Board will determine how group related risks are reflected within its own Board Assurance Framework and corporate risk register, including the assessment and management of local impacts.

## 8. Information sharing and governance

8.1. Any data sharing between the Trusts will be conducted through a data sharing agreement coordinated by information governance teams, in line with existing NHS guidelines, ensuring

full compliance with GDPR and other relevant data protection laws.

8.2. To facilitate the necessary levels of information sharing, the Trusts commit to removing barriers to data sharing, to the extent permissible by legislation, whilst remaining compliant with Data Protection regulations.

8.3. If a Trust receives a Freedom of Information Act request or media request related to this MoU, it will consult the other Trusts before responding and take into account any views expressed concerning confidentiality or commercially sensitive information, whilst recognising that each Trust remains responsible for complying with its own statutory obligations under the Freedom of Information Act.

## 9. Group director roles

9.1. In accordance with all three trusts' constitutions, group director roles may be established to provide effective overarching central leadership, accountability and drive progress toward a shared vision.

9.2. Any such appointments require approval by all three trusts in accordance with their constitutions, or both trusts where an appointment is across two of the three, as follows:

| Group Role | Appointing group(s) |
|---|---|
| Chair & non-executive directors | All three / both councils of governors, on recommendation from their respective nominations committees. |
| Chief executive | All three / both councils of governors, on recommendation from individual committees consisting of the chair and the other non-executive directors of each trust. |
| Executive directors | Individual appointments committees of each trust comprising the chair, other non-executive directors, and the chief executive. |

9.3. Any group director role must have a clearly defined role profile and person specification, approved by the appointing bodies, before the appointment process begins.

9.4. The group will begin with a shared Chair and CEO, as agreed by all three Boards and Councils of Governors. Further shared roles may be established over time, according to the needs of the group.

9.5. For any shared group director role, or any director role shared between two or more trusts, the employing trust will be specified in the individual's contract of employment, with any arrangements for accountability, secondment, and cost apportionment set out in the relevant contractual or secondment documentation.

9.6. The shared Chair and Chief Executive will be accountable to each of the three Trust Boards and Councils of Governors individually, and will ensure that the statutory duties and responsibilities of each organisation are fully discharged.

9.7. The removal of any individual in a group role must be progressed in accordance with the governing documentation of the trusts at which the individual is appointed. Should there be a disagreement regarding the removal of any such individual, local resolution shall be led by the chair or chief executive as appropriate, in consultation with the Councils of Governors and Trust Boards, and as determined by each trust's governing documentation.

## 10. Conflict of interests

10.1. Each Trust will identify, declare and manage conflicts of interest arising from arrangements established under this MoU in accordance with its own policies and statutory obligations.

## 11. Joint committees

11.1. In accordance with all three trusts' constitutions, each board may make arrangements for the exercise of any of their functions by a committee of directors of the trust.

11.2. The boards of all three, or two of the three where appropriate, may establish joint committees to exercise functions on behalf of the group, to enable overarching central leadership and decision-making.

11.3. Joint committees may comprise non-executive directors and/or executive directors from each board, as appropriate.

11.4. Any such committees must have a clearly defined set of terms of reference detailing its purpose, duties, terms of authority, membership, chairmanship, quorum, pattern of meetings, and channels of communication and accountability. This must be ratified by all three / both boards (those constituting the committee) before a formal meeting can take place and decisions can be made.

11.5. Any authority delegated by the boards to such a committee must be stated in each trust's reservations of powers, approved by each board.

11.6. The group will establish a joint strategic committee, as agreed by all three Boards, as an overarching central leadership function to drive progress in collaboration. The functions and authority of the joint committee shall be set out within its approved Terms of Reference.

## 12. Status of this MoU

12.1 This MoU is not exhaustive and is not intended to be legally binding between the trusts. It represents a framework for collaboration and does not replace or supersede the legal frameworks or constitutions of each NHS Foundation Trust, save that, in consideration of the

mutual obligations under them, the trusts agree to be legally bound by paragraph 12.2 below.

12.2 This clause 12.2 shall be legally binding:

12.1.1 This MoU is confidential to the trusts and their advisers. Notwithstanding this, and noting the requirements of clause 8.3 above, any trust may disclose information to the extent it is required to do so by any law, any regulatory or government authority but shall notify the other trusts immediately in the event of such disclosure.

12.1.2 This MoU and any dispute, claim or obligation (whether contractual or non contractual) arising out of or in connection with it or its subject matter shall be governed by, and construed in accordance with, English law. The parties irrevocably agree that the English courts shall have exclusive jurisdiction to settle any dispute or claim (whether contractual or non-contractual) arising out of or in connection with this MoU. Unless expressly provided in this MoU, no express term of this MoU or any term implied under them is enforceable pursuant to the Contracts (Rights of Third Parties) Act 1999 by any person who is not a party to it. Unless otherwise agreed, each trust is responsible for its own costs under this MoU, and each trust is severally liable under this MoU and there is no joint liability.

## 13 Approval of the MoU

13.1 The following parties approve this MoU:

| **Name of trust** | **Name of meeting**<br>**Name & role of signatory** | **Date** |
|---|---|---|
| Ashford & St Peter's Hospitals NHS Foundation Trust | Board<br>Joss Bigmore, Chair | 22/07/2026 |
| Royal Surrey NHS Foundation Trust | Board<br>Joss Bigmore, Chair | 23/07/2026 |
| Queen Victoria NHS Foundation Trust | Board<br>Angela McNab, Interim Chair | 23/07/2026 |