

Agenda

Group Name: Council of Governors' Meeting
Date of Meeting: Thursday 24 January 2019
Venue: Conference Room, Heartbeat Education Centre, F Level, North Wing, SGH
Time: 2.45-6.00pm
Apologies to: Sue Diduch - Corporate Affairs Administrator Tel: 023 8120 3885

Closed Session **In Private Governor-Only Meeting**
2.45 – 3.15pm Governors only in attendance

NED Session **Council of Governors' Meeting with Non-Executive Directors**
3.15 – 4.15pm Governors and Non-Executive Directors in attendance

Break Tea and coffee to be served
4.15 – 4.30pm

Open Session

- 4.30 1. **Chair's Welcome and Opening Comments**
2. **Apologies for Absence**
3. **Declarations of Interest**
4. **Minutes of Previous Meeting** held on 9 October 2018 Enclosure 1
5. **Matters Arising/Summary of Agreed Actions** Enclosure 2
- 4.35 6. **Chief Executive's Performance Report** Enclosure 3
Receive an update on current performance of the Trust
(Paula Head, Chief Executive)
- 4.45 7. **Quality Account Indicator** Enclosure 4
To identify an indicator from the 2018/19 Quality Improvement Framework for external audit; to be included in the 2018/19 Quality Account.
(Gail Byrne, Director of Nursing & Organisational Development/
Serena Gaukroger-Woods, Head of Clinical Quality Assurance)
- 4.55 8. **Proposals for Council of Governors' Operations** Enclosure 5
(Peter Hollins, Chairman)

- 5.15 9. **Feedback from Working Groups and Events** Oral
Receive feedback from governors following attendance at engagement events, NHS Providers events and from Chairs of governor working sub-groups (by exception only)
- Engagement Events (if any)
 - NHS Providers Events (if any)
 - Patient Experience Sub-group
 - Strategy & Finance Sub-group
 - Staff Experience Sub-group
 - Membership & Engagement Sub-group
- 5.35 10. **Review of Terms of Reference and Business Programme** Enclosure 6
(Peter Hollins, Chairman/Charlie Helps, Interim Associate Director Corporate Affairs)
- 5.45 11. **Membership Engagement** Enclosure 7
Receive an update on membership engagement activities
(Emma Abdulaal, Membership Manager)
- 5.55 12. **Any other business**
13. **Date of next meeting:** Tuesday 12 March 2019, 2.45 to 6.00pm, Conference Room, Heartbeat Education Centre, F Level, North Wing, SGH

In attendance: Paula Head, Chief Executive
Emma Abdulaal, Membership Manager

Apologies: Bob Purkiss, Rest of England and Wales
Ellen McNicholas, West Hampshire CCG
Mark Kelsey, Southampton City CCG

Council of Governors' Minutes – Open Session

Minutes of the Council of Governors' (CoG) meeting on Tuesday 9 October 2018, held in the Conference Room, Heartbeat Education Centre, North Wing, University Hospital Southampton, commencing at 14.30 and concluding at 15.40.

Present:

| | |
|---|----|
| Peter Hollins, Chair | PH |
| Simon Porter, Senior Independent Director/Deputy Chair | SP |
| Andrew Grapes, Elected, New Forest, Eastleigh & Test Valley | AG |
| Anne Murphy, Elected, New Forest, Eastleigh & Test Valley | AM |
| Rob Chambers, Elected, Southampton City Centre | RC |
| Edward Osmond, Elected, Southampton City Centre | EO |
| Rose Wiltshire, Elected, Isle of Wight | RW |
| Colin Bulpett, Elected, Rest of England & Wales | CB |
| Robert Purkiss, Elected, Rest of England & Wales | RP |
| Max Jonas, Elected, Medical & Dental Staff | MJ |
| Amanda Turner, Elected, Non-Clinical Staff | AT |
| Dr Mark Kelsey, Appointed, Southampton City CCG | MK |
| Michelle Cowen, Appointed, University of Southampton | MC |
| Shirley Anderson, Appointed, Business South | SA |
| Cllr Keith Mans, Appointed, Hampshire County Council | KM |

In attendance:

| | |
|---|-----|
| Paula Head, Chief Executive | PHe |
| Amanda Lowe, Associate Director Corporate Affairs | AL |
| Norma Cadavieco, Corporate Affairs Manager | NC |

Apologies:

| | |
|---|-----|
| Diane Eldridge, Elected, Southampton City Centre | DE |
| Tony Havlin, Elected, Southampton City Centre | TH |
| Cllr Sue Blatchford, Appointed, Southampton City Council | SB |
| Ian Ward, Elected, Rest of England & Wales | IW |
| Reuben Pengelly, Elected, New Forest, Eastleigh & Test Valley | RPe |
| Emma Abdulaal, Membership Manager | EA |

51/18 Chair's Welcome and Opening Comments

51.1 The chair welcomed everyone to the meeting.

52/18 Declarations of Interest

No declarations of interest were made.

53/18 Minutes of Previous Meeting

The minutes of the meeting held on 10 July 2018 were accepted as a correct record.

54/18 Matters Arising/Summary of Agreed Actions

54.1 Governor Elections

PH updated Governors on the results of the recent Governor elections and welcomed the new governors to the Council. Two vacancies remain following the election and the Governors agreed to defer recruitment to these until the next cycle of elections in 2019.

54.2 Ref 30.4 - NHS Jobs and Public Appointments Portal Costs

AL confirmed that there is no cost to advertise vacancies on NHS Jobs or the Public Appointments Portal.

Action By

- 54.3 Ref 41.2 - Equality & Diversity Training for Governors
A training date has been agreed for 28 November. Details will be circulated to Governors once confirmed.

55/18 Chief Executive's Performance Report

- 55.1 PH welcomed PHe and introduced to her to the Council. PHe highlighted the Trust's current performance against constitutional targets and noted that the Executive team is focussed on improving compliance against them with a specific emphasis on the Emergency Access target.
- 55.2 RP highlighted an apparent discrepancy between staff satisfaction and other HR indicators, and sought further detail around how this reflects on staff experience at the Trust. PHe agreed that this disconnect is notable, adding that that turnover, sickness absence and nursing vacancies will be reviewed in detail at Quality Committee, including understanding why people are leaving and what is included in the turnover rate. PHe added that performance against the Emergency Access target also provides insight into staff experience and work to create support mechanisms for staff in high pressure areas is ongoing. SH added that 50 nurse apprentices started the programme in September which will add long-term future proofing against challenges with nursing vacancies.
- 55.3 RW queried whether ward-based training for nurses had been considered by the Trust. PHe confirmed that this has been considered, however, the current direction for the Trust in relation to ward-based training has not been agreed.
- 55.4 MC queried whether vacancy rates are mapped across the year to identify patterns, i.e.: when newly qualified nurses join the Trust. SH confirmed that this has been mapped and added that the vacancy rates should improve in the next few months with newly qualified nurses taking up post.
- 55.5 PH introduced the Countess Mountbatten Hospice (CMH) paper outlining the transfer of the service to an independent charity, highlighting a positive outlook from staff and better long-term outcomes for the hospice. AT noted a declaration of interest as she worked on the transfer.
- 55.6 KM requested clarification around funding arrangements for CMH during the transition period. AT confirmed that the funding split between the hospice and commissioners is outlined in the paper as 60/40. MJ sought confirmation that staff subject to TUPE will retain their pensions. AT confirmed that terms & conditions will remain the same, including pensions, but agreed to provide further detail around pensions from HR.
ACTION: AT to provide further detail around pension transfers for CMH staff subject to TUPE.
- 55.7 The Council of Governor **NOTE** the Chief Executive's Performance Report and CMH Update.

AT

56/18 Update from Governors' Nomination Committee

- 56.1 PH updated the Governors on the items considered at the Governors' Nomination Committee (GNC) and provided an overview of the NED appraisals. RP highlighted the areas of focus for the appraisals and noted that GNC is satisfied with the appraisal process and outcomes.
- 56.2 PH left the meeting for the following section.
RP updated the council on the Chair's appraisal and the proposed extension of term. RW queried whether remuneration should be increased. SP confirmed that the Chair's remuneration had been reviewed recently and had remained at the agreed level. The Council is in agreement with the extension of term.
- 56.3 The Council of Governors **AGREE** to the proposed extension of term for the Chair and **NOTE** the update from the Governors' Nomination Committee.

57/18 Feedback from Working Groups and Events

57.1 Engagement Events

There have been two members' evenings since July. The first focused on innovations at UHS and the second was the annual members' meeting.

57.2 **NHS Provider Events**

There have been no NHS Providers events since the last Council of Governors Meeting.

57.3 **Patient Experience Sub-Group**

The group has not met since the last Council of Governors' meeting.

57.4 **Strategy & Finance Sub-Group**

The group met on 5 September 2018, where a presentation on subsidiary organisations was delivered.

57.5 **Staff Experience Sub-Group**

The group has not met since the last Council of Governors' meeting.

57.6 **Membership & Engagement Sub-Group**

The group has not met since the last Council of Governors' meeting.

57.7 The Council of Governors **NOTED** the feedback from Working Groups and Events.

58/18 Membership Engagement

58.1 PH introduced the report and welcomed questions to be taken back to EA in her absence.

MJ queried how many new members signed up on the Open Day.

AT queried how many attendees were present at the Members' Evening.

RP sought further detail around the age and ethnic breakdown of the membership and clarification around how the Trust works to recruit the family of staff members.

58.2 **ACTION: EA to provide clarification around the queries raised.**

58.3 The Council of Governors **NOTED** the Membership Engagement Update.

EA/AL

59/18 Any Other Business

59.1 PH noted that this is AL's last Council of Governors meeting and thanked her for contributions.

59.2 EO sought clarification around arrangements for contact in AL's absence. AL confirmed that all correspondence should be directed to Vicky Boland, Corporate Affairs Manager.

59.3 PH noted that a fundraising event for the children's Emergency Department is being held on 12 October 2018.

60/18 Date of Next Meeting: Thursday 24 January 2019, 2.45-6.00pm, Conference Room, Heartbeat Education Centre, F Level, North Wing, SGH.

UHSFT – Council of Governors’ Actions Summary for 24 January 2019 Council of Governors’ meeting

| Action & Minute Reference | By whom | Target Date | Current Status |
|---|---|-------------|---|
| <i>Council of Governors – 9 October 2018</i> | | | |
| 55.6 | <u>Chief Executive’s Report</u> AT to provide further detail around pension transfer for CMH staff subject to TUPE. | AT | All staff where transferred over with full NHS pensions benefits. |
| 58.2 | <u>Membership Engagement</u> EA to provide clarification around the queries raised: <ul style="list-style-type: none"> • how many new members signed up on the Open Day. • how many attendees were present at the Members’ Evening. • further detail around the age and ethnic breakdown of the membership and clarification around how the Trust works to recruit the family of staff members. | EA | Update to be provided at the CoG meeting 24 January 2019. |

16 January 2019

Council of Governors' meeting 24 January 2019

| | |
|--|--|
| Title | Chief Executive's Quarterly Performance Report |
| Authors' names & Job titles | Paula Head, Chief Executive |
| Purpose of the paper | For information <input checked="" type="checkbox"/> To note <input type="checkbox"/> For approval <input type="checkbox"/> For decision <input type="checkbox"/> |
| History | Regular Report |
| Main issues / Executive Summary | To update the Council of Governors on the Trust's performance. |
| Implications | N/A |
| Action Required | The Council of Governors are asked to note the report. |
| Next Steps | N/A |

Council of Governors 24 January 2019

Chief Executive's Performance Report

1. Purpose

The purpose of this report is to summarise the Trust's performance against a range of key indicators. This report covers the period Sep 2018 to Nov 2018 noting that some targets are reported in arrears.

2. Safety

| Infection Control | Target | September 2018 | October 2018 | November 2018 |
|---|--------|----------------|--------------|---------------|
| Clostridium Difficile infection (confirmed lapse in care) | <=4 | 1 | 2 | 5 |
| MRSA Bacterium infection | 0 | 0 | 0 | 0 |

| Safety | Target | September 2018 | October 2018 | November 2018 |
|--|--------|----------------|--------------|---------------|
| Never Events | 0 | 0 | 0 | 0 |
| Serious incidents requiring investigation (month in arrears) | N/A | 4 | 0 | N/A |
| Number of overdue SIRIs (month in arrears) | 0 | 0 | 1 | N/A |
| Avoidable hospital acquired grade 3 and 4 pressure ulcers (month in arrears) | <=1 | 2 | 2 | N/A |

There were 5 clostridium difficile cases in November against a target of 4. This comprised 1 with No lapse in care, 2 lapses in care not affecting patient safety and 2 lapses in care affecting patient safety. Due to good performance in previous months we are still below year to date target of 32.

The overdue SIRI is a paediatric patient whose parents want to be involved in the RCA but have been unable to due to the child being very unwell. The CCG have been supportive of this and have given us an extension until the end of January 2019.

We have had 2 avoidable grade 3 and 4 pressure ulcers in both September and October. Of these 3 were on the sacrum and 1 was on the heel. We remain above trajectory to achieve the 20% reduction this year and continue the focus on ensuring that the 2 hourly repositioning of patients is essential.

| Clinical Effectiveness | Target | To June 2017 | To July 2018 | To Aug 2018 |
|---|--------|--------------|--------------|-------------|
| Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average) | <=100 | 89.8 | 88.4 | 88.6 |
| Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average) | <=100 | 83 | 81.9 | 81.9 |

HSMR performance remains low due to continued low values from several specialties and an improvement in performance from previously higher specialties, e.g. Neurology, Neurosurgery and General Medicine.

Patient Experience

Friends and Family Test (FFT)

| Indicator | Target | September 2018 | October 2018 | November 2018 |
|-----------------------------|--------|----------------|--------------|---------------|
| Inpatients - Negative Score | <5% | 0.78% | 1.25% | 0.91% |
| ED - Negative Score | | See below* | See below* | See below* |
| Maternity - Negative Score | | 0.85% | 2.13% | 1.98% |

*Friends and Family test results remain positive in Inpatients and Maternity. ED FFT scores were removed from the Trust Board IPR due to low response rates.

Concerns and Complaints

There is a new KPI setting out complaints per 1000 units. In November 2018 complaint performance was 0.35 for the month (against the target of <1.2).

More detailed complaint data is outlined for the period September to November 2018.

| Indicator | Target | September 2018 | October 2018 | November 2018 |
|--|------------------|-------------------------------------|--------------|---------------|
| Complaints received for investigation | Trends monitored | 32 | 48 | 30 |
| Number of complex concerns | | 38 | 44 | 34 |
| Number of complaints and complex concerns | | 70 | 92 | 64 |
| Complaints open at end of month | | 5 | 17 | 31 |
| Number of complaints closed in month | | 33 | 47 | 46 |
| Trust average response time for complaints (based on resolved date) | 35 days | 44 | 36 | 39 |
| Complaints returned dissatisfied | 15 per quarter | 5 | 7 | 8 |
| Parliamentary and Health Service Ombudsman (PHSO) cases upheld (reported a quarter in arrears) | 0 | 1 for Q2, 2 Partially upheld for Q3 | | |

All feedback, including concerns and complaints are welcomed by the Trust, therefore no definitive targets are set for a reduction in numbers received, however trends will be monitored. What is important is that learning and improvement occurs as a result of concerns and complaints, and that this learning is disseminated across the Trust.

The total number of complaints and complex concerns continues to increase although this is in line with increasing activity throughout the Trust. Comparative data to other similar sized trusts demonstrates a significantly lower rate of complaints per 1000 staff than other major trusts.

4. Access Performance

| Emergency Access Performance | | September 2018 | October 2018 | November 2018 |
|--|----------|----------------|--------------|---------------|
| % patients spending less than 4 hours in UHS ED's (Types 1, 2 & 3, which includes Lymington) | =>95% | 93.0% | 90.5% | 84.7% |
| % patients spending less than 4 hours in ED - UHS site (Main ED, Eye Casualty & Urgent Care Hub) | ≥ 90% | 79.8% | 83.4% | 87.2% |
| % patients spending less than 4 hours in ED - Lymington Minor Injuries Unit | =>95% | 99.8% | 99.8% | 99.9% |
| % patients spending less than 4 hours in ED - RSH Minor Injuries Unit | =>95% | 99.6% | 99.2% | 99.5% |
| % patients spending less than 4 hours in ED - Combined system total | ≥ 90.30% | 87.1% | 89.2% | 91.5% |

The national target for Emergency Access is 95% of patients treated and discharged within 4 hours. Our trajectory target for Q3 is to achieve 90.3% including all emergency attendances for our population (i.e. including the Royal South Hants Minor Injuries Unit). We achieved this target. Eye casualty (Type 2) performance is still an area of concern and has remained low in November, now at 88.3%. Challenges include the need for further development of nursing staff in clinical skills (following retirement of highly experienced colleagues), and a range of pressures which have hindered efforts to increase medical input. Division B are working with both the executive and care group on a number of plans to improve performance. Lymington MIU (Type 3) remains at a high level of performance (99.9%)

| Referral to Treatment (RTT) | Target | September 2018 | October 2018 | November 2018 |
|---|--------|--|--------------|---------------|
| % incomplete pathways within 18 weeks in month | =>92% | 85.3% | 85.7% | 86.4% |
| % of elective operations cancelled at the last minute | <=1% | * Data not available due to a change in metrics. | | |
| Total patients in backlog (internal target) | <1200 | 4,491 | 4,403 | 4,159 |
| New referrals received (month in arrears) | N/A | 19,100 | 23,422 | N/A |

RTT performance has improved despite delays to treatment on the 28th November, with an improvement of 0.7% achieved during the month and total waiting list size (30496) stable within the target (31297), though further substantial further improvements will be necessary for the national target to be recovered.

The Trust did not meet the 92% target for Referral-to-Treatment in August due to insufficient capacity to meet rising levels of demand. It is anticipated that the Trust will achieve 92% by the end of the calendar year. A formal recovery action plan has been requested by Commissioners. Actions to recover this position include recruitment to medical staff in a number of key specialty areas. This has to be finely balanced against a request not to increase the contract over performance.

| Cancer | Target | Aug 2018 | Sep 2018 | Oct 2018 |
|--|--------|----------|----------|----------|
| Urgent GP referrals seen in 2 weeks | =>93% | 89.56% | 84.50% | 84.81% |
| Breast symptomatic patients referral seen in 2 weeks | =>93% | 82.50% | 82.64% | 63.75% |
| Treatment started within 62 days of urgent GP referral | =>85% | 72.89% | 68.12% | 76.52% |

Recovery of the Treatment started within 62 days of urgent GP referral wait, is likely to be slow and significant challenges are being experienced linked to significant growth in referrals and the number of additional cancers being treated (250 year to date).

A major contributor to the two week targets not being achieved is the lack of sufficient breast radiology capacity to cope with volumes of referrals. The service is attempting to mitigate the problem moving forward with locum shifts (with partial success) and they have made an appointment with a start date of January. In October GP two week wait performance was impacted by exceptional absence issues in skin services.

As we are currently unable to use the IPT method for 'Treatment started within 62 days of urgent GP referral (month in arrears), we have instead used the NHSE methodology which varies by approximately +/-1%.

In October, we did not meet the targets for Urgent GP Referrals seen in 2 weeks, Breast symptomatic patient referral seen in 2 weeks and 62-day urgent GP referral to treatment. The Urgent GP referral and Breast Symptoms targets were not achieved due to insufficient breast radiology capacity.

5. Finance

| Indicator | September 2018 | October 2018 | November 2018 |
|--------------------------------------|---------------------------------------|------------------------------------|---------------------------------------|
| Financial position | £0.7m deficit, £0.9m better than Plan | £1m surplus, £1.6m worse than Plan | £2.5m surplus, £1.8m better than Plan |
| Cost improvement plans (CIPs) | £2.1m against a target of £2.7m | £2.2m against a target of £2.7m | £2m against a target of £2.8m |
| Financial Sustainability Risk Rating | 1 | 1 | 1 |

In November 2018 the Trust delivered a control total surplus excluding PSF of £2.5m, £1.8m better than Plan. Year to date the Trust is now £0.3m ahead of Plan. Under the single oversight framework, the Trust has delivered a score for Finance and Use of Resources of a '1' for the YTD. Currently we have assumed full PSF will be earned in Q3 relating to both A&E and finance and therefore report YTD PSF income of £12.3m, £1.5m behind Plan due to Q2 A&E performance. However due to changes in NHSE guidance Q2 A&E performance can be achieved by performing against a year to date target which we believe has been successful.

CIP delivery in the month was £2m against a target of £2.8m, meaning a £0.8m shortfall to Plan in the month. This slow delivery (£6.8m off-plan YTD) remains a cause for concern. M8 income performance may mean improved CIP performance can be recognised in M9.

6. Human Resources

| Indicator | Target | Q2 | National Average |
|---|---------|-----|------------------|
| Staff FFT - % of staff likely or extremely likely to recommend UHS as a place to work | =>75.5% | 78% | 64% |
| Staff recommending UHS as a place to receive care/treatment | =>85.0% | 92% | 81% |

The Trust continues to maintain strong performance against the Staff Friends and Family Test measure being amongst the top 20 in the country for both measures. Staff recommending UHS as a place to receive care/treatment rose again this quarter to 92%.

| Indicator | Target | Sep 2018 | Oct 2018 | Nov 2018 |
|--|--------|----------|----------|----------|
| Turnover – rolling 12 months (internal target) | <=12% | 13.51% | 13.08% | 13.17% |
| Sickness absence – rolling 12 months (internal target) | <=3.4% | 3.43% | 3.38% | 3.35% |
| Nursing vacancies (internal target) | <=8% | 14.21% | 13.20% | 12.66% |

Staff turnover has decreased; groups which have left UHS employment under TUPE arrangements over the year have been excluded this month.

The sickness target has again been achieved. Total nursing vacancies have decreased again this month, reflecting recruitment achievements specifically in the unregistered workforce.

Council of Governors' meeting 24 January 2019

| | |
|--|--|
| Title | Local Quality Indicator 2018/19 |
| Sponsoring Executive | Gail Byrne, Director of Nursing & Organisational Development |
| Authors' names & Job titles | Serena Gaukroger-Woods, Head of Clinical Quality Assurance |
| Purpose of the paper | <p>For information <input type="checkbox"/> To note <input type="checkbox"/> For approval <input type="checkbox"/> For decision <input checked="" type="checkbox"/></p> <p>The Council of Governors are asked to choose one indicator to be audited from the selected local indicators.</p> |
| History | This is the fourth paper presented to the Council of Governors for the development of the Quality Account |
| Main issues / Executive Summary | <p>Since 2012 all NHS foundation trusts are required to have their Quality Accounts audited and to gain external audit assurance. The auditors are required to undertake sample testing on two mandated performance indicators and one locally selected indicator.</p> <p>This paper is presented for the Council of Governors to identify their chosen local indicator.</p> |
| Implications | The Council of Governors will be provided with a limited assurance report of the chosen indicator following external audit. |
| Action Required | The Council of Governors are asked to identify the local quality indicator that will be audited by the external auditors KPMG. |
| Next Steps | The indicator will be audited by KPMG and a limited assurance report provided to the Council of Governors. |

1 Purpose/Context/Introduction

- 1.1 The Health Act 2009 and associated regulations require that from April 2010 all healthcare providers working for, or on behalf of, the NHS would be placed under a legal requirement to publish an annual Quality Account. Sections 8 and 9 of the Act place a duty on those providers .The duty is to publish prescribed information about quality of services for the period 1 April to 31 March each year, and this Quality Account will be available to the public.
- 1.2 Since 2012 all NHS Foundation Trusts are required to have their Quality Accounts audited and to gain external audit assurance.
- 1.3 The auditors are required to undertake sample testing on two mandated performance indicators and one locally selected indicator.

2 Key Issues

- 2.1 UHSFT is awaiting details about the mandated performance indicators identified by Monitor.
- 2.2 The locally identified indicator has been selected for presentation by reviewing the indicators presented in the Quality Account 2017/18 under the sections clinical effectiveness, patient experience and patient safety.
- 2.3 The locally identified indicators have been scrutinised by external auditors KPMG and deemed suitable for audit.
- 2.4 The locally selected indicators proposed for external audit are:
 - Clinical effectiveness – antimicrobial resistance
 - Patient experience- Improving end of life care
 - Patient safety – delivery of national safety strategy for maternity care
- 2.4 The auditors are required to provide a report to the Council of Governors and Board of Directors (the Governors' Report) of their findings and recommendations for improvements concerning the content of the quality report, the mandated indicators and the locally selected indicator.

3 Next Steps

- 3.1 The chosen indicator will be audited by the external audit company and reported back to the Council of Governors on their findings.

4 Recommendation

- 4.1 Note and decide on the chosen local indicator from the Quality Account 2018/19 for external audit.

Council of Governors' meeting 24 January 2019

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|--|--|
| Title | Proposals for Council of Governors' Operations |
| Authors' names & Job titles | Peter Hollins, Trust Chair |
| Purpose of the paper | For information <input type="checkbox"/> To note <input type="checkbox"/> For approval <input type="checkbox"/> For decision <input checked="" type="checkbox"/> |
| History | The Council of Governors has discussed possible operational changes and some options for change were recently sent to governors. |
| Main issues / Executive Summary | The Council of Governors to consider formalising the proposed changes. |
| Implications | Improved effectiveness of the Council of Governors. |
| Action Required | Governors are asked to approve the changes and comment on detailed items. |
| Recommendations | Council of Governors to approve the proposed changes. |

UHS Council of Governors – future approach and meetings

I should start by thanking governors for their response to my letter of October 24th asking for your thoughts on the suggestions on how the work of governors might proceed.

The response to the proposals was overwhelmingly positive. The results appear in Appendix 1, together with some of the (anonymised) additional comments made by individual governors.

All governors agreed to circulation of their individual contact details and a list of these has now been completed and sent. Formal approval is now, however, sought for the other items included in my note as follows:-

1. That governors agree to a simple skills audit.
2. The principal governor working group meetings (Patient Experience, Membership Engagement and Strategy and Finance) be held on the same day as the Council of Governor meetings.
3. That UHS hold an annual strategy day for governors.
4. That buddying arrangements be adopted for new governors.

In anticipation of support for the above, the following appendices are attached:-

Appendix 1 - An analysis of the results of the survey and anonymised comments made by individual governors.

Appendix 2 -The proposed format for the skills audit is attached. Governors will be invited to complete this if approved and return it to the Trust by February 15th.

Appendix 3 - A schedule of meeting dates for 2019-20. The proposal is to hold the Strategy Day in October which fits in well with the Trust's budgeting cycle and also provides an opportunity for new processes to bed down a little before the strategy discussion.

Appendix 4 - A proposed standard schedule for the Council of Governor meetings.

Appendix 5 - Purpose for each of the COG Working Groups

Members of the Council of Governors are invited to:-

- Approve the changes referred to in items 1-4 above.
- Comment on the skills audit, proposed meeting dates and the standard schedule of governor days indicated in the appendices.
- Indicate which of the governor working groups they would like to attend.

Peter Hollins

Chair UHS

Appendix 1 Analysis of Governor responses to the survey

All but 2 governors responded.

All were supportive of circulating basic Governor contact information, the Governor skills audit, the governors annual strategy day and for the adoption of buddying arrangements for new governors.

Of those who responded all but two were supportive of holding governor working groups on the same day. Of these two, one was actively opposed to the idea on the grounds that it would be difficult for a number of governors to make the time available. The other had concerns that it would potentially be a wearying day with a potential overlap between the groups.

Other comments made were as follows;

- One governor suggested that the Q&A session with NEDs be abandoned in favour of a more open dialogue based possibly on an on-line forum.
- Another governor suggested that it was important to be clearer about the outputs which were expected from the working groups.
- A third governor expressed concern about a perceived loss of momentum of the COG over recent months and a sense that governors had less idea what was expected of them than was formerly the case.
- A fourth felt that the governors role needed to be more clearly defined and given more importance. They felt that the Trust would derive substantial benefit from this.
- A fifth expressed concern about the intent to integrate the work of the Staff experience working group into the activity of the other two groups, feeling that this could have a negative impact on the perception of the importance of staff culture. They expressed the wish for this to be discussed by the COG at an open meeting.

Appendix 2– Proposed format for governor skills audit

Governor name

Please indicate your knowledge and experience in respect of each of the following aspects using the following numbers. For the purpose of this, please ignore any skills or experience you may have acquired as a governor of UHS.

1. Where you have a formal qualification in respect of the aspect.
2. Where you feel you would be regarded as an expert practitioner.
3. Where you feel you have a good understanding of what is required.
4. Where you have some understanding of the principles involved.
5. Where you feel you are a novice.

| | 1 | 2 | 3 | 4 | 5 |
|--|---|---|---|---|---|
| A. Clinical health sector experience | | | | | |
| B. Health sector experience – non clinical | | | | | |
| C. Organisational governance | | | | | |
| D. Financial management | | | | | |
| E. Human resource management | | | | | |
| F. Equality and diversity | | | | | |
| G. Commercial/business expertise | | | | | |
| H. Commissioning experience | | | | | |
| I. Legal | | | | | |
| J. Communication and media | | | | | |
| K. Working with volunteers | | | | | |
| L. Public policy development | | | | | |

Appendix 3– Proposed CoG schedule of meetings 2019-20

Tuesday 9th July 2019 – Regular meeting

Tuesday 8th October 2019 – Regular meeting

Thursday 5th December 2019 – Board Strategy Day

Tuesday 21st January 2020 – Regular meeting

Tuesday 10th March 2020 – Regular meeting

Appendix 4– Proposed model schedule of governor meeting days

- 9.00 Membership development working group
- 10.30 Patient experience working group
- 11.15 Break
- 11.30 Strategy and finance working group
- 13.00 Lunch
- 14.00 Private Council of Governors meeting
- 14.45 Q&A with UHS NEDs
- 15.45 Break, tea
- 16.00 Open Council of Governors meeting
- 17.30 End

Appendix 5 – Governor working groups

The general purpose of the Governor Working Groups (WGs) is to support the Council of Governors in discharging the two essential elements of governor responsibilities;

- To represent the needs of the community to the Trust
- To hold to account the Trust Board, primarily through the Non-Executive Directors on behalf of the community it exists to serve

The number, nature and format of the WGs is a matter for the Council of Governors to determine as is their frequency and, within reason, the manner in which they carry out their task.

However, the currently established Working Groups are as follows with their broad purpose indicated.

Patient Experience Working Group

The purpose of the Patient Experience Working Group is to enable governors to consider the direct and indirect information available on the quality of the UHS patient experience and to make recommendations to the Trust on ways in which experiences of UHS patients can be improved or enhanced.

Strategy and Finance Working Group

The purpose of the Strategy and Finance Working Group is to develop an understanding of UHS' strategy and use money, and to propose any change in strategy or the use of available financial resources which it believes would confer patient benefits.

Membership Development Working Group

In principle it is UHS' responsibility to recruit new members and a governor responsibility to engage with the membership and represent their views to the Trust. In practice, it is not realistic to separate these two activities.

The Membership Development Working Group therefore works with the Trust to expand membership and encourage membership involvement with the Trust. This includes engaging with members and organisations to stimulate interest in the role of governors and encouraging individuals to stand as governors on future elections.

Council of Governors' meeting 24 January 2019

| | |
|--|--|
| Title | Council of Governors' Terms of Reference and Business Programme |
| Sponsoring Executive | Paula Head, Chief Executive |
| Authors' names & Job titles | Charlie Helps, Interim Associate Director Corporate Affairs |
| Purpose of the paper | For information <input type="checkbox"/> To note <input type="checkbox"/> For approval <input checked="" type="checkbox"/> For decision <input type="checkbox"/> |
| History | The Council of Governors' terms of reference and business programme require review on an annual basis to ensure they remain accurate and fit for purpose. |
| Implications | None. |
| Recommendation | The council of governors are asked <ul style="list-style-type: none"> • to provide feedback in relation to the terms of reference and business programme. • to formally approve the terms of reference and business programme. |
| Next Steps | The Council of Governors' terms of reference and business programme will be reviewed again in January 2020. |

Council of Governors Terms of Reference

KEY DETAILS:

| | |
|----------------------------------|--------------------|
| Document Type: | Terms of reference |
| Date document valid from: | 01 January 2019 |
| Document review due date: | 31 December 2020 |

AUDIT TRAIL:

| | | | |
|---|--|---------------------------------|------------------------|
| Dates reviewed: 17 March 2015 September 2016 September 2017 January 2019 | | Version number: 4 | Dates archived: |
| Dates agreed: | | Version number: 4 | |
| Details of most recent review: Updated to reflect the requirement of the Health and Social Care Act 2012 Change of review date | | | |
| Signature of Chairman of Committee: | | | |
| Print Name: | | Peter Hollins | |
| Post Held: | | Trust Chair | |
| Date: | | 24 January 2019 | |

Council of governors

Terms of Reference

1. Duties of the Council of Governors

1.1 The general duties of the council of governors are:

- 1.1.1 to hold the non-executive directors individually and collectively to account for the performance of the board of directors; and,
- 1.1.2 to represent the interests of the members of the Trust as a whole, and the interests of the public.

2. Membership

2.1 The council comprises:

Public elected governors:

Southampton City x 5

New Forest Eastleigh and Test Valley x 4

The Isle of Wight x 1

Rest of England and Wales x 3

Staff elected governors x 4

Appointed governors, one from each of:

Southampton Clinical Commissioning Group

West Hampshire Clinical Commissioning Group

Southampton City Council

Hampshire County Council

Business South

University of Southampton (Under 21 representative)

Richard Tauntons College (Under 21 representative)

2.2 The council structure is:

Chair: chairman of the Trust

Deputy Chair: deputy chair and senior independent director

Council Administrator: corporate affairs manager on behalf of the Trust company secretary.

2.3 Membership as set out in the constitution will include elected and appointed governors.

2.4 Directors may be asked to attend when the council and/or its committees are discussing areas that are the responsibility of that individual officer.

2.5 The council is accountable to the membership of the Trust and the wider general public in the areas served by the Trust.

2.6 The council will report to the membership at the Annual Members Meeting and on such other occasions as are arranged.

3. Quorum:

3.1 The quorum for the meeting shall be one third of the council membership.

4. Frequency of Meetings:

4.1 The council shall meet at least four times a year.

4.2 Members are expected to attend all meetings of the council and the committees of which they are a member, or give timely apologies if absence is unavoidable.

4.3 Attendance issues will be addressed as set out in the FT Constitution.

5. Committees and Groups:

5.1 Committees and groups reporting to the council are:

- Governor nomination committee
- Membership and engagement group
- Patient experience group
- Staff experience group
- Strategy group

6. Administration

6.1 It is the duty of the council chair to ensure that:

- the administration of the council is managed efficiently and effectively
- the council undertakes the duties assigned to it
- reports to the council and actions arising from meetings are completed in a timely manner
- the chair and council administrator meet as required to set agendas and follow-up action points
- meeting papers are circulated at least three days in advance of the meeting by the administrator.

6.2 The council administrator's duties include:

- agreement of the agenda with the Company Secretary and Chairman.
- collation of the council papers
- taking the minutes and keeping a record of action points and issues to be carried forward
- forward planning of agenda items
- ensuring records of council business, terms of reference, etc. are stored appropriately and are retained in line with record retention requirements
- reminding contributors of report deadlines
- distributing papers at least three days in advance of meetings
- keeping mailing lists up to date
- recording attendance and drawing the chair's attention when this needs follow up action.

7. Duties

7.1 The statutory responsibilities of the council of governors are to:

- Appoint and, if appropriate, remove the chair and other non-executive directors
- Decide the remuneration and allowances, and the other terms and conditions of office, of the chair and other non-executive directors on the recommendation of the Governor nomination committee
- Approve the appointment of the chief executive
- Appoint and, if appropriate, remove the Trust's auditor
- Receive the Trust's annual accounts, any report of the auditor on them and the annual report (including the Quality Account)
- Approve any annual increases of more than 5% in the Trust's non-NHS income;
- Hold the non-executive directors individually and collectively to account for the performance of the Board of Directors
- Represent the interests of the members of the foundation trust as a whole, and the interests of the public
- Approve significant transactions (as specified in the constitution)
- Approve mergers or acquisitions or separations (as specified in the constitution)
- Approve amendments to the constitution (note that the Board of Directors also has a role as specified in the constitution)
- Determine that any proposals in the forward plan for non-NHS income will not interfere with the Trust's principal purpose and notify the Trust's directors of the decision.

7.1.1 The constitutional duties of the council of governors include:

- Providing views to the board of directors on the strategic direction of the Trust to inform the trust's forward plan
- Developing membership of the Trust
- Regularly feeding back information about the Trust to the membership, and feeding the views of constituencies and stakeholder organisations to the Trust
- Holding the board of directors to account in relation to potential breaches of the Terms of the FT Licence
- Complying with the NHS Foundation Trust Code of Governance.

8. Authority:

8.1 The council is entitled to investigate any activity within its terms of reference. It may seek and secure the information it requires from any employee and all employees are directed to co-operate with any request made by the council.

8.2 The council can seek external advice from any source if necessary, taking into consideration issues of confidentiality and Standing Financial Instructions.

8.3 Both functions must be supported and administrated by the Company Secretary.

9. Monitoring Compliance and Effectiveness

9.1 To support the continual improvement of governance standards the council of governors is required to:

- Conduct an annual self-assessment of its performance and effectiveness.
- Review its terms of reference as and when necessary.
- Prepare an annual work plan, where appropriate.

10. Confidentiality

10.1 Each member acknowledges that all proceedings of the group are confidential and must not be disclosed or discussed with anyone other than other governors.

Council of Governors' Business Programme 2019/20

| Agenda Item | July | October | January | March |
|---|------|---------|---------|-------|
| Every meeting | | | | |
| Chief executive's performance report | ✓ | ✓ | ✓ | ✓ |
| Governors' nomination committee feedback | ✓ | ✓ | ✓ | ✓ |
| Feedback from governor sub-groups and events | ✓ | ✓ | ✓ | ✓ |
| Membership engagement update | ✓ | ✓ | ✓ | ✓ |
| Once per year | | | | |
| Governor elections | ✓ | | | |
| Receive the annual accounts, annual report, quality account and performance of the auditors | ✓ | | | |
| Review terms of reference and agree business programme | | | ✓ | |
| Review of Trust constitution | ✓ | | | |
| Identify a local indicator for audit as part of the quality account | | | ✓ | |
| Quality Improvement Framework | | | ✓ | |
| Operational Plan | | | ✓ | |
| As required | | | | |
| Care Quality Commission | | | | |
| Appointment of the external auditor | | | | |
| Updates on local health economy e.g. Sustainability and transformation plan | | | | |
| Non-executive director recruitment | | | | |
| Chair recruitment | | | | |
| Non-executive director and/or chair terms and conditions | | | | |
| Chief executive officer appointment | | | | |
| Additional topics agreed with the chair | | | | |

Council of Governors' meeting 24 January 2019

| | |
|--|--|
| Title | UHS Trust membership update |
| Sponsoring Executive | Paula Head, chief executive |
| Authors' names & Job titles | Emma Abdulaal, communications manager |
| Purpose of the paper | For information <input checked="" type="checkbox"/> To note <input type="checkbox"/> For approval <input type="checkbox"/> For decision <input type="checkbox"/> |
| Main issues / Executive Summary | This paper aims to update the council on Trust membership and recent and planned engagement activities. |
| Action Required | Please review the attached UHS Trust membership update and provide feedback/comments at the CoG meeting on Thursday, 24 January 2019. |

UHS membership update

Aims of this paper

- Provide an overview of current UHS public members
- Provide a summary of membership engagement activities that have happened since October 2018 when the most recent update was provided
- To give the Council of Governors the opportunity to comment on and put forward any thoughts about future member engagement

Current members

The table below shows the current number of UHS public members broken down into constituencies.

| Constituency | Number of members |
|-------------------------------------|-------------------|
| Southampton City | 2,957 |
| New Forest, Eastleigh & Test Valley | 3,513 |
| Isle of Wight | 790 |
| Rest of England and Wales | 1,309 |
| Out of trust area (inc Jersey) | 7 |
| Total number of members | 8,576 |

Please note these numbers are correct as of 8 January 2019.

Membership engagement – summary

Please see below a summary of membership engagement activities that have taken place since July 2018.

Members' evenings

We have hosted one members' evening since October, with the next one due to be held on 24 January 2019. The event in October was a joint event hosted by Southampton City CCG. Thank you to the governors who attended to support the event and for your help in signing up new members.

The event was a great chance to speak to new people who are interested in healthcare in the Southampton City area and share more information with them about UHS and membership of the Trust. We also had photos from our NHS70 celebrations on display as well as healthy living and flu vaccine information (all provided by Public Health England) for them to take away.

Members' mail

Two members' mails have gone out since October, including one in early January.

Membership engagement group

The group has not met since June 2018. I would welcome meeting with any of the governors, particularly those I haven't yet had the chance to meet to discuss any ideas around membership engagement you have.

Recruitment

Recruitment continues with social media and engagement events being used as the main points of reaching people. The combined membership evening with Southampton City CCG led to around 20 new members signing up, while conversations with others at events have led to more. Following discussions about an open letter to the public inviting them to get involved with us, a draft letter has been written and attached as part of this report.

Upcoming dates

Member's evenings for 2019

- 24 January
- 18 March
- 20 May
- 23 July
- 23 September (annual members' meeting)
- 18 November

DRAFT

We'd like to tell you more about your hospitals

Opportunities in 2019

2018 was a big year for University Hospital Southampton NHS Foundation Trust with celebrating 70 years of the NHS and 70 years of Southampton General Hospital. We are incredibly proud of the work we do for you so have lots of events and opportunities planned for 2019 that we would love for you to get involved with.

University Hospital Southampton is one of the largest acute teaching trusts in England, with three sites across Southampton. We provide services for 1.9 million people living in Southampton and Hampshire and specialist services including neurosciences, cancer, cardiovascular, and midwifery to more than 3.7 million people in central southern England and the Channel Islands.

There are many different ways that you can find out more about developments and changes within the Trust, as well as opportunities to share with us your ideas and feedback so we can learn from your experiences.

Our public governors are elected from our Trust membership and represent you on the Council of Governors. They along with others members of the Trust would like to offer to come and talk to you about how we are providing the best quality healthcare for you and your families, as well as give you the chance to share with us your views.

We'd be delighted if you would like to find out more about how we can work together and if you would like to host a talk from us.

Please contact us for a chat or to invite us to come and speak to you.

- You can call us 023 8120 4853
- You can email us via uhsmember@uhs.nhs.uk
- You can write to us via the membership office, Southampton General Hospital, mailpot 18, Tremona Road, Southampton, Hampshire, SO16 6YD

We look forward to hearing from you.

Council of Governors

SIDE BOXES

What are hospital governors?

The Council of Governors is the body through which directors explain and justify their actions. It works closely with the Trust Board to make sure services are meeting your needs. It consists of 23 governors who gather the views of the hospital's members and give them a voice at the highest level of the organisation. Our members fall into one of four constituencies and there are governors representing each area: Southampton City; Isle of Wight; New Forest, Eastleigh and Test Valley; Rest of England and Wales

What is Trust membership and who can join?

Trust members play an important role in shaping the future of your hospitals and are kept up to date about the latest news. It is free to join and anyone over the age of 16 can register. You don't need to have been a patient, just be interested in supporting and knowing more about the work taking place at University Hospital Southampton. You can register as a member by visiting our website.