<table>
<thead>
<tr>
<th>Time</th>
<th>Event</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>3.00 - 3.30pm</td>
<td>Closed Session: In Private Governor Only Meeting</td>
<td>Governors only in attendance</td>
</tr>
<tr>
<td>3.30 - 4.15pm</td>
<td>NED Session: Council of Governors Meeting with Non-Executive Directors</td>
<td>Governors and Non-Executive Directors in attendance</td>
</tr>
<tr>
<td>4.15 - 4.30pm</td>
<td>Break</td>
<td>Tea and coffee break</td>
</tr>
<tr>
<td>4.30</td>
<td>Open Session</td>
<td></td>
</tr>
<tr>
<td>4.30</td>
<td>1.</td>
<td>Chair’s Welcome and Opening Comments</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.00</td>
<td>7.</td>
<td>Sustainability and Transformation Plan</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.20</td>
<td>9.</td>
<td>Feedback from Governors’ Nominations Committee</td>
</tr>
</tbody>
</table>
10. Feedback from Working Groups and Events
   Receive feedback from governors following attendance at engagement events, NHS Providers events and from Chair’s of governor working sub-groups (by exception only).
   - Engagement Events (if any)
   - NHS Providers Events (if any)
   - Patient Experience Sub-group
   - Strategy Sub-group
   - Staff Experience Sub-group
   - Membership & Engagement Sub-group

11. Review of Council of Governor Sub-groups
   Annual review of scope, purpose and membership of CoG sub-groups.
   (Peter Hollins, Chair / Bryan Bird, Lead Governor)

12. Membership Engagement
   Receive an update on membership engagement activities.

Enclosure 6

Enclosure 7

13. Any other business

14. Date of next meeting: Tuesday 10 January 2016, 3 to 6pm, Conference Room, Heartbeat Education Centre, F Level, North Wing, SGH
Minutes of the Council of Governors’ meeting on Tuesday 28 June 2016, held in Lecture Room A, Education Centre, C Level, South Academic Block, Hospital Southampton, commencing at 16.30 and concluding at 18.00.

Present: Peter Hollins, Chair PH
Simon Porter, Senior Independent Director/Deputy Chair SP
Leon Spender, Elected, Southampton City LS
Colin Pritchard, Elected, Southampton City CP
Bryan Bird, Elected, New Forest, Test Valley & Eastleigh BB
Andrew Grapes, Elected, New Forest, Test Valley & Eastleigh AG
Chris Godeseth, Elected, Rest of England & Wales CG
Annette Purkis, Elected, Other Clinical Staff AP
Anita Beer, Elected, Non-Clinical and Support Staff AB
Katie Prichard-Thomas, Elected, Nursing & Midwifery Staff KPT

In attendance: Fiona Dalton, Chief Executive FD
Amanda Lowe, Associate Director of Corporate Affairs AL
Vicky Boland, Corporate Affairs and Policy Manager VB
John Oldroyd, KPMG JO

Apologies: Brian Birch, Elected, Medical & Dental Staff BB
Caroline Powell, Elected, Southampton City CP
John Haydon, Elected, Rest of England & Wales JH
Rose Wiltshire, Elected, Isle of Wight RW
Simon Hunter, Appointed, West Hampshire CCG SH
Andrew Gibson, Appointed, Hampshire County Council AG
Kate Thompson, Appointed, Business South KT
Michelle Cowen, Appointed, University of Southampton MC
Neil Thomas, KPMG NT
Katherine Barnes, Membership Manager KB

26/16 Chair’s Welcome and Opening Comments
The Chair welcomed Governors to the meeting and noted apologies.

27/16 Declarations of Interest
None.

28/16 Minutes of Previous Meeting
The minutes of the meeting held on 15 March 2016 were accepted as an accurate record with one exception, an amendment to minute 23.2. Governors requested that Neil Pearce provide an update in January 2017.

29/16 Matters Arising/Summary of Agreed Actions
29.1 Ref 53/15 Council of Governors Business Programme
FD confirmed that £5.2m private patient income has been assumed for 2016/17.
29.2 Ref 24/16 Any Other Business Point 24.2
FD confirmed that the contract for the PET CT scan service had been awarded to Alliance Medical UK. In addition, a reconfiguration of the Nuclear Medicine department had been approved by Trust Board.

30/16 Chief Executive’s Performance Report
30.1 The proposed new format of the Chief Executive’s Performance Report was introduced. FD provided an update on Trust performance highlighting:
- Serious Incidents Requiring Investigation (SIRIs): a significant proportion of recent SIRIs relate to patients in mental health crisis. The Trust Board has discussed in detail the actions required to address this issue.
- Pressure ulcers: The Trust has significantly reduced the number of avoidable grade 3 and 4 pressure ulcers.
- Emergency Department (ED) Friends and Family Test: The response rate has declined and an improvement plan has been agreed with the new ED Matron.
- Access Performance: In April and May the Trust met the ED performance trajectory agreed as part of the Sustainability and Transformation Fund (STF). Targets for cancer, Referral to Treatment (RTT) and diagnostics were achieved.
- Finance: The Financial Sustainability Risk Rating (FSRR) was ‘3’. This is better than plan.
- Staffing: Nurse vacancies have increased to 15%; largely as a result of an uplift in the Trust’s total number of nurses (83 whole time equivalents).
- STF: This requires 22 statutory organisations to work together across Hampshire and the Isle of Wight to develop a common plan. Focused workstreams are being developed across the acute service providers, which include Lymington, Portsmouth, Southampton and the Isle of Wight hospitals.
- EU Referendum: At this stage, the impact to the Trust is unknown. However, there has been an immediate impact for the Trust’s staff. The Trust Board is clear that the hospital would not be able to operate without the contributions from staff from the EU and the rest of the world. A zero tolerance approach to discrimination will be enforced.

30.2 CP highlighted the results of the staff Friends and Family Test (FFT): 24% of staff would not recommend UHS as a place to work, as well as the staff survey results, whereby, 33% of staff had reported feeling stressed. FD advised that the Trust was taking initiatives to ensure that UHS was a place that people wanted to work and positive feedback has already been received. The Trust has recently launched LiveWell and Inspire, a healthy lifestyle service available to all staff.

30.3 AP expressed concern regarding the poor handling of staff car parking. FD provided an update on the changes being implemented, recognising the problems staff have experienced.

30.4 Following detailed discussion and questioning, the Council of Governors NOTED the report and update provided.

31/16 Future Information Needs
31.1 PH advised that, following feedback from Governors, a condensed version of the Chief Executives report had been provided. PH sought the views of the Council on the revised structure of the report.
Action: Vacancy rates for all staff groups to be included in future reports. AL/VB

31.2 LS noted the work currently being undertaken by AL and VB to enhance the Governor handbook.

31.3 Following detailed discussions the Council of Governors NOTED the update.
32/16 2015/16 Annual Accounts and Annual Report, Quality Account and Performance of the External Auditor

32.1 The Annual Report (including the Annual Accounts and Quality Account) were presented to the Governors.

32.2 JO summarised the External Auditors report of the annual report and accounts. SP presented the report on the performance of the External Auditors, providing an overview of the work undertaken by the Audit and Risk Committee, including the actions that are being taken to address RTT data quality.

32.3 LS reminded Governors that they had an open invitation to attend/observe meetings of the Audit and Risk Committee.

32.4 CP queried the financial impact to the Trust arising from tariff reductions over recent years.

**Action: FD to confirm the total impact of tariff reduction.**

32.5 The Council of Governors NOTED the updates provided.

33/16 UHS Constitution

33.1 AL introduced the revised Constitution, providing a summary of the changes which include the introduction of a maximum term of office for Governors (six years), reflecting best practice across public and private sector organisations. All revisions have been subject to review by the Trusts legal advisors, Hempsons. It was confirmed that a number of Governors will have already exceeded six years and in recognition of this it was proposed that those Governors continue to the end of their current terms of office. All changes to the Constitution must be agreed with both the Trust Board and Council of Governors. LS highlighted the high number of Governor positions out for election this year. AL advised that this was exceptional due to a number of resignations received in recent months.

33.2 Governors provided feedback on the revised document, noting:

- The need to stagger future election campaigns in order to minimise vacancies.
- Concerns regarding the ability to fill governor vacancies. AL provided assurance that a lot of work was being undertaken in the lead up to elections to ensure the Trust receives sufficient nominations for election to the Council.
- The need to ensure future Governors are adequately briefed on the role and time commitment required, historically this has not been the case.

33.3 Following detailed discussion and debate, the Council of Governors APPROVED the UHS Constitution.

34/16 Governors Elections

34.1 AL provided an overview of the election timetable, highlighting the nominations deadline.

34.2 PH confirmed that LS had taken the decision to stand down from the Council, effective 30 June. Nominations were sought for a Lead Governor, with one nomination received for Bryan Bird.

34.3 The Council of Governors NOTED the elections timetable provided and AGREED the appointment of Bryan Bird as Lead Governor for the remainder of his term of office.

35/16 Proposed Changes to the operations of the Council of Governors

35.1 PH introduced the update, highlighting that these changes had been developed in response to feedback previously provided by Governors. LS supported the proposals outlined, with a view that the effectiveness of the revised arrangements be subject to review in 9 to 12 months to enable newly appointed Governors opportunity to provide their views/input. PH emphasised the importance of Governor attendance at Trust Board sub-committee meetings and the need to vary Governor attendance.
35.2 AP requested that the meeting schedule be updated to include the details of the Chair and membership of each of the Board sub-committees. 
**Action:** Revise meeting schedule to include the details of Committee membership and circulate to Governors.

KPT expressed concern regarding Governors capacity to attend the volume of meetings, highlighting that this was becoming increasingly difficult for Staff Governors. It was proposed that, for newly elected Staff Governors, line manager agreement to release staff be sought in advance.

35.3 The Council of Governors **AGREED** the proposed changes to the operations of the Council of Governors subject to a review of effectiveness in 9 to 12 months time.

**36/16 Feedback from Working Groups and Events**

36.1 **NHS Providers Events**
BB provided an overview of the recent Governor Forum meeting, confirming that formal feedback had been provided to Governors via email.

36.2 **Joint Patient Experience and Strategy Sub-Group**
BB provided an update noting that presentations were received from the Director of Nursing and NED, Mike Sadler.

36.3 The Council of Governors **NOTED** the updates.

**37/16 Membership Engagement.**

37.1 LS highlighted the importance of ensuring that an effective strategy was developed to support ongoing engagement with members. PH emphasised the importance of ensuring Governor leadership in relation to membership engagement to ensure appropriate representation of member’s views. 

**Action:** The Membership Engagement Manager to meet with PH and Lead Governor to develop future engagement strategies.  

The Council of Governors **NOTED** the update.

**38/16 Any other business**

38.1 PH thanked LS and those Governors coming to the end of their second term for their significant contributions to the Trust and Council of Governors.

**39/16 Date of Next Meeting:**
Tuesday 20th September 2016, 3 to 6pm, Conference Room, Heartbeat Education Centre, F Level, North Wing, Southampton General Hospital.
### UHSFT – Council of Governors’ Actions Summary for 8 November 2016 Council of Governors’ meeting

<table>
<thead>
<tr>
<th>Action &amp; Minute Reference</th>
<th>By whom</th>
<th>Target Date</th>
<th>Current Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>23.3 Update from Associate Medical Director</td>
<td>Neil Pearce</td>
<td>10/01/2017</td>
<td>To be on the agenda for the January CoG meeting.</td>
</tr>
<tr>
<td></td>
<td>NP provided an update to the governors on 12 safety initiatives that are being led by medical staff across the Trust. NP to provide a further update in January 2017.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Council of Governors – 28 June 2016</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>31.1 Chief Executive’s Performance Report</td>
<td>VB/AL</td>
<td>Nov 16</td>
<td>FT to provide a verbal update at the November CoG meeting.</td>
</tr>
<tr>
<td></td>
<td>Vacancy rates for all staff groups to be included in future reports.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>CP queried the financial impact to the Trust arising from tariff reductions over recent years. FD to confirm the total impact of tariff reduction.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>35.2 Proposed Changes to the operations of the Council of Governors</td>
<td>VB</td>
<td>Nov 16</td>
<td>Complete.</td>
</tr>
<tr>
<td></td>
<td>Revise meeting schedule to include the details of Committee membership and circulate to Governors.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>37.1 Membership Engagement</td>
<td>KB / PH / BB</td>
<td>July 16</td>
<td>Complete.</td>
</tr>
<tr>
<td></td>
<td>The Membership Engagement Manager to meet with PH and Lead Governor to develop future engagement strategies.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Council of Governors' meeting 8 November 2016

Title
Chief Executive's Quarterly Performance Report

Sponsoring Director
Fiona Dalton, Chief Executive

Authors’ names & Job titles
Vicky Boland, Corporate Affairs & Policy Manager

Purpose of the paper
For information ☑ To note □ Formal approval □ For decision □

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 8 November 2016

Chief Executive’s Performance Report

1. Purpose

The purpose of the report is to summarise the Trust’s performance against a range of key indicators. This report covers the period July to September 2016.

2. Safety

<table>
<thead>
<tr>
<th>Infection Control</th>
<th>Target</th>
<th>July 2016</th>
<th>Aug 2016</th>
<th>Sep 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clostridium Difficile infection (confirmed lapse in care)</td>
<td>&lt;=3</td>
<td>4</td>
<td>1</td>
<td>2</td>
</tr>
<tr>
<td>MRSA Bacterium bloodstream infection</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Never Events</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

The Trust recorded 2 Clostridium Difficile infections for the month of September which remains under target. Year to date there have been 16 cases against a target of 21.

<table>
<thead>
<tr>
<th>Safety</th>
<th>Target</th>
<th>June 2016</th>
<th>July 2016</th>
<th>Aug 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Serious incidents requiring investigation (month in arrears)</td>
<td>22</td>
<td>2</td>
<td>4</td>
<td>8</td>
</tr>
<tr>
<td>Avoidable hospital acquired grade 3 and 4 pressure ulcers (month in arrears)</td>
<td>2-3</td>
<td>1</td>
<td>0</td>
<td>1</td>
</tr>
</tbody>
</table>

The Trust recorded 8 Serious Incidents Requiring Investigation (SIRI) in August (data is reported a month in arrears) which is unusually high, however post investigation 2 have been found to have no errors or lapses in care and 1 was identified as unavoidable. For the sixth month in a row there were no never events but one event is still under consideration. Just 1 avoidable grade 3 and 4 pressure ulcer was recorded for august (data is one month in arrears); this is a significant improvement.

<table>
<thead>
<tr>
<th>Clinical Effectiveness</th>
<th>Target</th>
<th>To Apr 16</th>
<th>To May 16</th>
<th>To Jun 16</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)</td>
<td>&lt;=100</td>
<td>103.4</td>
<td>103.94</td>
<td>103.8</td>
</tr>
<tr>
<td>Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)</td>
<td>&lt;=100</td>
<td>94.76</td>
<td>95.45</td>
<td>95.4</td>
</tr>
</tbody>
</table>

The Trust’s Hospital Standardised Mortality Ratios (HSMR) was below 100 last year but increased to its current level earlier this year. We are confident that this change was due to a change in coding (in particular around palliative care) and not due to any change in clinical practice. We have corrected this coding issue and the data for subsequent months has improved but this will only gradually impact on the rolling 12 month figure.

The UHS-wide figure continues to be significantly impacted upon by Countess Mountbatten House – as this is an unusual model of a hospice run by an NHS Trust.

Most importantly, we have a robust process, led by our Interim Medical Examiner Group, of immediate review of every death on the SGH / PAH site, to ensure that any avoidable factors are identified and addressed.
3. Patient Experience

Friends and Family Test (FFT)

<table>
<thead>
<tr>
<th>Indicator</th>
<th>Target</th>
<th>July 2016</th>
<th>Aug 2016</th>
<th>Sep 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Inpatient - Negative Score</td>
<td>&lt;=5%</td>
<td>1.11</td>
<td>1.33</td>
<td>1.27</td>
</tr>
<tr>
<td>ED - Negative Score</td>
<td></td>
<td>2.00</td>
<td>1.44</td>
<td>2.50</td>
</tr>
<tr>
<td>Maternity - Negative Score</td>
<td></td>
<td>0.00</td>
<td>0.22</td>
<td>0.60</td>
</tr>
</tbody>
</table>

The Friends & Family Test continues to give us monthly feedback on patients’ views and experience at UHS. Nationally we are expected to measure the negative score – i.e. what proportion of patients would not recommend our services to their friends and families. We continue to focus on ensuring that we get an adequate sample size of patients (a particular challenge for ED), and that we address concerns that patients raise.

Concerns and Complaints

<table>
<thead>
<tr>
<th>Indicator</th>
<th>Target</th>
<th>May 2016</th>
<th>June 2016</th>
<th>July 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of low level concerns</td>
<td>Trends monitored</td>
<td>90</td>
<td>103</td>
<td>80</td>
</tr>
<tr>
<td>Number of complex concerns</td>
<td></td>
<td>27</td>
<td>21</td>
<td>9</td>
</tr>
<tr>
<td>Number of complaints</td>
<td></td>
<td>34</td>
<td>46</td>
<td>32</td>
</tr>
<tr>
<td>% Acknowledged in 3 days</td>
<td></td>
<td>100%</td>
<td>100</td>
<td>100</td>
</tr>
<tr>
<td>% Closed in target</td>
<td></td>
<td>98%</td>
<td>100</td>
<td>100</td>
</tr>
<tr>
<td>Complaints returned dissatisfied</td>
<td></td>
<td>&lt;5</td>
<td>9</td>
<td>3</td>
</tr>
<tr>
<td>Upheld/partially upheld PHSO investigations</td>
<td></td>
<td>0</td>
<td>Q1 = 1</td>
<td></td>
</tr>
</tbody>
</table>

All feedback, including concerns and complaints are welcomed by the Trust, therefore no definitive targets will be 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 this is disseminated across the Trust.

4. Access Performance

<table>
<thead>
<tr>
<th>Emergency Department (ED)</th>
<th>National Target</th>
<th>Trajectory July 16</th>
<th>Performance July 16</th>
<th>Trajectory Aug 16</th>
<th>Performance Aug 16</th>
<th>Trajectory Sept 16</th>
<th>Performance Sept 16</th>
</tr>
</thead>
<tbody>
<tr>
<td>% of patients spending less than 4 hours in ED (Types 1, 2 and 3)</td>
<td>=&gt;95%</td>
<td>93.1</td>
<td>92.5</td>
<td>88.4</td>
<td>94.6</td>
<td>93.2</td>
<td>94.1</td>
</tr>
</tbody>
</table>

The number of patients attending ED increased in September with attendances reaching 8,100; an increase of 7.5% on last year for the same period. Despite this increase our ED performance against the 4hr target has improved and was just under the 95% target in September. We were ahead of the improvement trajectory for August and September, and on a year to date basis.
The Trust continues to meet the 92% target for the 18-weeks Referral to Treatment coming in at 92.02%. For September the Trust has an increase of 5% in the rolling 12 month volume of new referrals putting pressure on outpatient services. A more in depth analysis of referrals is expected at a future Trust Board session.

Cancer performance data is reported a month in arrears. The Trust met all of its cancer targets apart from the Breast symptomatic patients metric (where we are improving and now close to achieving the target) and treatment started within 62 days of urgent GP referral in August.

5. Finance

<table>
<thead>
<tr>
<th>Indicator</th>
<th>July 2016</th>
<th>August 2016</th>
<th>September 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Financial position</td>
<td>£3.9m surplus (£1.2m better than plan)</td>
<td>£0.5m loss (£0.6m better than plan)</td>
<td>£1.9m surplus (£1.2m better than plan)</td>
</tr>
<tr>
<td>Cost improvement plans</td>
<td>£0.1m behind plan</td>
<td>£0.1m behind plan</td>
<td>£0.4m behind plan</td>
</tr>
<tr>
<td>Financial Sustainability Risk Rating</td>
<td>3</td>
<td>3</td>
<td>3</td>
</tr>
</tbody>
</table>

In September, the Trust delivered a pre donation surplus of £1.9m which is favourable to plan by £1.2m and results in a FSRR of 3. Cumulatively, the Trust is £7.1m ahead of plan. This is a strong position with the year to date actual surplus being £6.3m, although the Trust needs to deliver a further £9.9m surplus in the remainder of the year in order to hit the 2016/17 plan.

6. Human Resources

<table>
<thead>
<tr>
<th>Indicator</th>
<th>Target</th>
<th>Sept 2016 (Q2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Staff FFT - % of staff likely or extremely likely to recommend UHS as a place to work</td>
<td>=&gt;75.5%</td>
<td>76%</td>
</tr>
</tbody>
</table>

The Trust maintained performance against the Staff Friends and Family Test measure which asks staff whether they would recommend the Trust as a place to work to friends and family, with 76% of respondents saying yes, they would recommend the Trust. The last available publically published data shows the national average performance at 64%.
## Indicators and Targets

<table>
<thead>
<tr>
<th>Indicator</th>
<th>Target</th>
<th>July 2016</th>
<th>August 2016</th>
<th>Sept 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Turnover – rolling 12 months (internal target)</td>
<td>&lt;=10%</td>
<td>13.71</td>
<td>13.24</td>
<td>12.87</td>
</tr>
<tr>
<td>Sickness absence – rolling 12 months</td>
<td>&lt;=3%</td>
<td>3.42</td>
<td>3.41</td>
<td>3.42</td>
</tr>
<tr>
<td>Nursing vacancies (internal target)</td>
<td>&lt;=8%</td>
<td>15.8</td>
<td>16.5</td>
<td>13.7</td>
</tr>
</tbody>
</table>

Availability of staff is one of the biggest challenges for the trust given the national workforce situation.

Turnover remains very high at 12.87%, although our benchmarking intelligence suggests that this is lower than many comparable trusts. Our workforce team remain very focused on supporting and developing staff to try to improve staff retention and reduce turnover.

In addition we are also working hard to recruit additional staff. The UHS brand is being embedded with social media activity for recruitment and branding has significantly increased. HR are working to launch a new careers website by the end of the year.

September continued to be extremely challenging in terms of staffing. Whilst all of the newly qualified nursing staff commenced at the end of the month (reflected in the nursing vacancy figure) they will not start to impact the clinical workforce until October/November when they have completed their induction and supernumerary supervision period. It is important to us to protect this induction time for newly qualified nurses to ensure that they feel supported and valued by the hospital.
Listening and Learning

The Trust is committed to listening to and learning from our patients. There are a variety of ways we ask patients to provide us with feedback, including: FFT comments; real-time feedback surveys, ‘have your say’ feedback; NHS choices; CEO lunch and national surveys. This rich source of data provides insight into what matters to patients, what we do well and how we can improve.

Patient Feedback: what we do well

‘Any worries about dignity and understanding were unnecessary - the radiographer was very understanding and helpful’ (Breast Imaging, FFT comment)

‘The staff care and support to both myself and my wife was excellent. The outpatient C3 staff were often almost too busy for their comfort but they gave the same attention to all aspects of their important work. Thank you’ (C3, NHS Choices)

‘The staff were amazing always checking that I was comfortable and well looked after’ (CCU, FFT comment)

‘The care provided and professionalism of the staff was 1st class... amazing and always on hand to answer any questions we had ’ (G6, NHS Choices)

‘Because from the moment I arrived I knew I was safe. Everyone has been kind efficient and supportive. Keeping the patient informed is so important and this helps so much. (ED, FFT comment)

‘That I was treated with respect and individually. Midwives were very helpful and kind. Explain me everything so good. Housekeeping lady was very kind and nice. I was so hungry after labour and she bring me lovely jam on toast:)’ (PAH, NHS Choices)

Patient Feedback: complaint: C/16/17/0028

Extract from complaint: ‘On March 14 I underwent an oesophagectomy and was looked after very well by all the medical staff. My reason for writing is the inability of the catering department to deal with meals that I could eat bearing in mind that I am milk allergic and celiac. The dietician visited me on 23 March to discuss my diet and informed the caterers of my needs. For the next three weeks after my operation I am only allowed to have pureed food. From my point of view the caterers do not appreciate how important appropriate food is after the operation...... provision of food was abysmal.’

Key issues:
- Often offered meals that contained milk so could not eat.
- Fish not available.
- Meals either not provided at all or cold.
- Family had to bring in food.

Actions taken:
- Fish- Known supplier quality issue due to fish bones. Raised with the relevant department and assurance sought of quality.
- Meeting with catering supervisor took place during admission and staff liaison with the chef.
- Shared with area matron and ward leader to ensure continued monitoring of meal provision for special diets.
# Council of Governors
## Terms of Reference

**Key Details:**
- **Document Type:** Terms of reference
- **Date document valid from:** 8 November 2016
- **Document review due date:** 8 November 2017

**Audit Trail:**

<table>
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<th>8 November 2016</th>
<th>Version number:</th>
<th>2</th>
</tr>
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<td>Dates agreed:</td>
<td>17 March 2015</td>
<td>Version number:</td>
<td>2</td>
</tr>
<tr>
<td>Details of most recent review:</td>
<td>Nov 2016: Date of review updated and change to job title to Associate Director of Corporate Affairs.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Signature of Chairman of Committee:**

- **Print Name:** Peter Hollins
- **Post Held:** Trust Chair
- **Date:** 8 November 2016
Council of governors
Terms of Reference

1. Aims and objectives
1.1 The council has been established to represent the interests of, and be accountable to, the membership of the Trust. The council of governors is responsible for providing appropriate oversight and governance of the Trust and should hold the board of directors to account for the performance of the Trust through the non-executive directors.
1.2 The council of governors has a wider duty to represent the interests of the general public and staff in the areas served by the Trust.

2. Membership
2.1 The council comprises:
   Public elected governors as below:
   - 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 organisation below:
   - Southampton Clinical Commissioning Group
   - West Hampshire Clinical Commissioning Group
   - Southampton City Council
   - University of Southampton
   - Hampshire County Council
   - Business Solent.
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 Associate Director of Corporate Affairs.
2.3 Membership as set out in the constitution will comprise of both elected and appointed governors.
2.4 Other Trust officers may be asked to attend when the committee is discussing areas that are the responsibility of that individual.
2.5 The committee 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 via the Annual General Meeting (AGM).

3. Quorum:
3.1 The quorum for the meeting shall be one third of the council membership.
4. **Frequency of Meetings:**
4.1 The committee shall meet at least four times a year.
4.2 Members are expected to attend all meetings of the council and of committees of which they are a member, or give timely apologies if absence is unavoidable.
4.3 Poor attendance will be followed up by the council chair.

5. **“Feeder” Committees to this committee:**
5.1 Committees and sub groups reporting to the council comprise:
   - Membership and engagement strategy group
   - Patient experience group
   - Staff experience group
   - Strategy group
   - Nomination committee.

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 chair and attendees
   - 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 the corporate 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 members 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
• 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 separation (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; in particular 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 the Trust’s performance in accordance with the Terms of the licence
• Complying with the NHS Foundation Trust Code of Governance.

8. Authority:
8.1 The council has delegated authority from the membership and is authorised 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.

9. Monitoring Compliance and Effectiveness
9.1 In order to support the continual improvement of governance standards the council of governors is required annually to:
• complete a self-assessment of the effectiveness of the committee
• review the terms of reference for the committee, reaffirming the purpose and objectives
• 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.
<table>
<thead>
<tr>
<th>Name of Report</th>
<th>Purpose</th>
<th>Lead</th>
<th>Where Before</th>
<th>Where After</th>
<th>30-Jun-16</th>
<th>08-Nov-16</th>
<th>10-Jan-17</th>
<th>14-Mar-17</th>
</tr>
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<tbody>
<tr>
<td>Strategic</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Election Feedback</td>
<td>Provision of progress reports in respect of election campaigns</td>
<td>Peter Hollins</td>
<td>N/A</td>
<td>N/A</td>
<td>Jun</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2015/16 Annual Accounts and Annual Report</td>
<td>To receive the annual accounts and report (External auditors to attend)</td>
<td>Auditors / Amanda Lowe / David French</td>
<td>Trust Board</td>
<td>AGM</td>
<td>Jun</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Review of Working Sub-Groups</td>
<td>Confirm membership, purpose and scope of meetings</td>
<td>Peter Hollins</td>
<td>Working Sub-Groups</td>
<td>N/A</td>
<td>Nov</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Constitution</td>
<td>Approval of the Trust’s Constitution</td>
<td>Peter Hollins</td>
<td>Trust Board</td>
<td>N/A</td>
<td>Jun</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Performance of Auditors</td>
<td>Receive a report from the A&amp;AC on the performance of the external (required by statute) and internal (info only) auditors</td>
<td>Simon Porter</td>
<td>Audit &amp; Assurance Committee</td>
<td>N/A</td>
<td>Jun</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>External Audit Plan</td>
<td>Consider the external auditor’s plan for the final accounts, quality account, annual report etc. (External auditors to attend)</td>
<td>Peter Hollins</td>
<td>Audit &amp; Assurance Committee</td>
<td>N/A</td>
<td>Mar</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operational Plan</td>
<td>Consider the Trust’s strategic direction re: the Annual Plan submitted to Monitor and submit comments for consideration by the Board in preparing this document</td>
<td>Jane Hayward</td>
<td>Strategy Sub-Group</td>
<td>Trust Board</td>
<td>Mar</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Quality account indicators external assurance</td>
<td>To identify a local indicator</td>
<td></td>
<td>xxx</td>
<td>N/A</td>
<td>Jan</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Quality Account</td>
<td>Consider the Trust’s quality account and submit any comments for consideration by the Board in preparing this document</td>
<td>Gail Byrne</td>
<td>Trust Board, Patient Experience Group</td>
<td>Trust Board</td>
<td>Mar</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operational</td>
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<td></td>
</tr>
<tr>
<td>Feedback from Governors’ Nomination Committee</td>
<td>Receive an update on the issues discussed in GNC and consider the recommendations made by the GNC</td>
<td>Peter Hollins</td>
<td>Governors’ Nomination Committee</td>
<td>N/A</td>
<td>Nov</td>
<td>Jan</td>
<td>Mar</td>
<td></td>
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<tr>
<td>Feedback from NED and Chair Appraisals</td>
<td></td>
<td></td>
<td>Governors’ Nomination Committee</td>
<td>N/A</td>
<td>Mar</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Feedback on NED and Chair Pay</td>
<td></td>
<td></td>
<td>Governors’ Nomination Committee</td>
<td>N/A</td>
<td>Nov</td>
<td>Mar</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Feedback on NED and/or Chair Appointments</td>
<td></td>
<td></td>
<td>Governors’ Nomination Committee</td>
<td>N/A</td>
<td>Mar</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trust Performance Report</td>
<td>Regular update on the performance of the Trust and key developments / initiatives / concerns</td>
<td>Fiona Dalton</td>
<td>N/A</td>
<td>N/A</td>
<td>Jun</td>
<td>Nov</td>
<td>Jan</td>
<td>Mar</td>
</tr>
<tr>
<td>Agreement of COB terms of reference and Annual Business Programme for 2016/17</td>
<td>Approve the terms of reference and annual business programme for the year</td>
<td>Peter Hollins</td>
<td>N/A</td>
<td>N/A</td>
<td>Nov</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
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<td></td>
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</tr>
<tr>
<td>Feedback from Working Groups and Events</td>
<td>Receive feedback from engagement events, NHS Providers events and governor working sub-groups (by exception only)</td>
<td>Governors</td>
<td>N/A</td>
<td>N/A</td>
<td>Jun</td>
<td>Nov</td>
<td>Jan</td>
<td>Mar</td>
</tr>
<tr>
<td>Membership Engagement</td>
<td>Update on membership engagement</td>
<td>Katherine Barnes</td>
<td>N/A</td>
<td>N/A</td>
<td>Jun</td>
<td>Nov</td>
<td>Jan</td>
<td>Mar</td>
</tr>
<tr>
<td>Sustainability &amp; Transformation Plan</td>
<td>Update on the STP</td>
<td>Peter Hollins / Fiona Dalton</td>
<td>N/A</td>
<td>N/A</td>
<td>Nov</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Update from Associate Medical Director</td>
<td>To provide an update on safety initiatives.</td>
<td>Neil Pearce</td>
<td>N/A</td>
<td>N/A</td>
<td>Jan</td>
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Insert additional items as requested
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<thead>
<tr>
<th>Name of Report</th>
<th>Purpose</th>
<th>Lead</th>
<th>Where Before</th>
<th>Where After</th>
<th>06-Jun-16 CANCELLED</th>
<th>24-Oct-17</th>
<th>Dec/Jan TBC</th>
<th>Mar TBC</th>
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<tr>
<td>Feedback from NED Appraisal</td>
<td>Verbal feedback from the chair re individual NEDs' performance in 15/16 and targets set for 16/17.</td>
<td>Peter Hollins/Steve Harris</td>
<td>Summary report to CoG</td>
<td></td>
<td></td>
<td></td>
<td>Mar</td>
<td></td>
</tr>
<tr>
<td>Feedback from Chair Appraisal</td>
<td>Verbal feedback from the Senior Independent Director re the Chair’s performance in 15/16 and targets set for 16/17.</td>
<td>Simon Porter/Steve Harris</td>
<td>Summary report to CoG</td>
<td></td>
<td></td>
<td></td>
<td>Mar</td>
<td></td>
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<tr>
<td><strong>Pay and Terms &amp; Conditions</strong></td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>NED Pay</td>
<td>Review NED pay and their terms and conditions (including travel expenses).</td>
<td>Peter Hollins/Steve Harris</td>
<td>Summary report to CoG</td>
<td>Sept</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Chair Pay</td>
<td>Review the Chair’s pay and their terms and conditions (including travel expenses).</td>
<td>Simon Porter/Steve Harris</td>
<td>Summary report to CoG</td>
<td>Sept</td>
<td></td>
<td></td>
<td>Mar</td>
<td></td>
</tr>
<tr>
<td><strong>Appointment, Reappointment and Removal</strong></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NED/Chair Appointment</td>
<td>Consider reappointing eligible NEDs/Chair or seeking new NEDs/Chair under competitive conditions.</td>
<td>Peter Hollins/Simon Porter/Steve Harris</td>
<td>Trust Board (to consider balance of skills)</td>
<td>None for 16/17</td>
<td>Mar (to consider for 17/18)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NED Recruitment</td>
<td>Consider options for recruitment of NEDs coming up to end of tenure</td>
<td>Peter Hollins / Steve Harris</td>
<td>Annual review</td>
<td>Sept</td>
<td></td>
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Governors Nominations Committee Business Programme 2016/17
To: Council of Governors
From: Peter Hollins – Chair of the Trust Board and Council of Governors
Date: 26 October 2016
Subject: Non Executive Director Tenures and appointment process

1.0 Introduction and purpose

The Governors Nomination Committee (GNC) is charged with considering issues of Non Executive Directors pay, terms and appointment. The GNC subsequently is tasked with making recommendations to the Council of Governors (COG) for ratification. On October 24 the GNC considered the issues set out below.

This paper sets out briefly the current duration of each of the NEDs tenures with the Trust. It also sets the recommendation to extend the tenure of two NEDs, whilst recruiting a replacement for another.

It also provides for information the proposed process of recruitment to a new NED.

2.0 Current NED tenures

The current tenures of each of the NEDs is set out in appendix A including their areas of responsibility.

Each NED can service a maximum of two 3 year periods (6 years in total). At the end of the first 3 year period any extension must be reviewed by GNC and a recommendation accepted by COG.

2.1 NED tenure expiry

It should be noted that the following NEDs tenures expire;

- Lynn Lockyer – expiry of second term in 19 September 2017
- David Price – expiry of first term in 27 July 2017
- Mike Sadler – expiry of first term in 8 August 2017

Lynn Lockyer has reached the end of her second tenure. She is ineligible for further extension and the GNC, on behalf of COG, will need to consider a process of recruiting a replacement.

3.0 Proposal for extension of tenure

The GNC unanimously recommended that David Price and Mike Sadler be offered extended tenure for a further 3 years, subject to completion of satisfactory appraisal during February 2017.

4.0 Recruitment to a new NED

Lynne Lockyer will be leaving the Trust in September 2017. This provides a suitable time period for the search and selection of a replacement.

The GNC agreed the following process, including taking a strong role in supporting the appointment.
The Chair will need to work with stakeholders to consider the type of NED the board wishes to bring to the Trust. This will involve considering existing skills sets, potential gaps and opportunities.

<table>
<thead>
<tr>
<th>Action</th>
<th>Detail</th>
<th>Provisional Timescale</th>
</tr>
</thead>
<tbody>
<tr>
<td>Preparation</td>
<td>• A working party is established by GNC, lead by the Chairman</td>
<td>To be completed by 1 January 2017</td>
</tr>
<tr>
<td></td>
<td>• Trust head hunter engaged for project</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Job role and person specification review by Chairman and working party.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Review of skills to complement the existing board.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Review the salary to ensure competitive in line with GNC</td>
<td></td>
</tr>
<tr>
<td>Search</td>
<td>• National wide reaching advertisement and head hunter search conducted</td>
<td>Advertisement of the role to take place in January 2017</td>
</tr>
<tr>
<td></td>
<td>• GNC working party long list and shortlisting</td>
<td></td>
</tr>
<tr>
<td>Selection</td>
<td>• Assessment process designed and set up</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• GNC working party an Chair lead selection process</td>
<td></td>
</tr>
<tr>
<td>Appointment</td>
<td>• Recommendation made to extra ordinary COG</td>
<td>Post to be recruited by 1 May 2017</td>
</tr>
<tr>
<td></td>
<td>• Fit and Proper Persons test undertaken</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Starting timescale agreed</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Start date agreed</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• New NED starts in post</td>
<td></td>
</tr>
</tbody>
</table>

Peter Hollins  Chair of the Trust Board and COG
### Appendix A

<table>
<thead>
<tr>
<th>Name /Term of Appointment</th>
<th>Special Interest Areas</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Peter Hollins</strong>&lt;br&gt;1) 1/4/16 – 31/3/19</td>
<td>Watching brief and general interest in all areas&lt;br&gt;Appointment &amp; Remuneration Committee Chair&lt;br&gt;Council of Governors Chair&lt;br&gt;Governors’ Nomination Committee Chair</td>
</tr>
<tr>
<td><strong>Prof. Iain Cameron</strong>&lt;br&gt;1) 19/12/11 – 18/12/14&lt;br&gt;2) 19/12/14 – 18/12/17</td>
<td>University liaison lead&lt;br&gt;Lead NED - Infection Control&lt;br&gt;Lead NED – Whistle Blowing&lt;br&gt;Lead NED – Patient Outcomes (as member of Quality Committee)&lt;br&gt;Lead NED – Research</td>
</tr>
<tr>
<td><strong>Ms Lynne Lockyer</strong>&lt;br&gt;Designate NED 1/1/11 – 30/9/11&lt;br&gt;1) 1/10/11 – 30/9/14&lt;br&gt;2) 1/10/14 – 30/9/17</td>
<td>Quality Committee member&lt;br&gt;Strategy &amp; Finance Committee member&lt;br&gt;Lead NED – Staff and HR&lt;br&gt;Lead NED – Safeguarding (adults &amp; children)&lt;br&gt;Lead NED – End of Life Care&lt;br&gt;Lead NED – Vulnerable Adults&lt;br&gt;Nominated NED – Medical Disciplinary</td>
</tr>
<tr>
<td><strong>Mr Simon Porter</strong>&lt;br&gt;Designate NED 1/1/11 – 31/5/11&lt;br&gt;1) 1/6/11 – 31/5/15&lt;br&gt;2) 1/6/15 – 31/5/18</td>
<td>Senior Independent Director/Deputy Chair&lt;br&gt;Audit &amp; Risk Committee Chair&lt;br&gt;Strategy &amp; Finance Committee Member&lt;br&gt;Lead NED, Security (as Chair of Audit &amp; Risk Committee)&lt;br&gt;Lead NED, Health &amp; Safety&lt;br&gt;Attends SCCCG Board meetings</td>
</tr>
<tr>
<td><strong>Dr David Price</strong>&lt;br&gt;1) 28/7/14 – 27/7/17</td>
<td>Strategy &amp; Finance Committee Chair&lt;br&gt;Audit &amp; Risk Committee member&lt;br&gt;Lead NED - IT</td>
</tr>
<tr>
<td>Name</td>
<td>Position/Committee membership</td>
</tr>
<tr>
<td>-------------------------</td>
<td>------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Dr Mike Sadler</td>
<td>Quality Committee Chair&lt;br&gt;Audit &amp; Risk Committee member&lt;br&gt;Lead NED - Patient Experience/Safety/Outcomes&lt;br&gt;Lead NED – Patient Safety (incl Nutrition)&lt;br&gt;Lead NED – Children's services and maternity</td>
</tr>
<tr>
<td>Ms Jenni Douglas-Todd</td>
<td>Charitable Funds Committee Chair&lt;br&gt;Organ Donation Committee Chair&lt;br&gt;Strategy &amp; Finance Committee Member&lt;br&gt;Lead NED - Equality &amp; Diversity</td>
</tr>
</tbody>
</table>
To: Council of Governors  
From: Peter Hollins – Chair of the Trust Board and Council of Governors  
Date: 31 October 2016  
Subject: Non Executive Director Annual Review of Pay and Terms and Conditions

1.0 Introduction and purpose

The Governors Nomination Committee (GNC) is charged by the Council of Governors (COG) to conduct the process of appointment, review, and remuneration of Non Executive Directors (NEDs). This committee then makes recommendations to the full COG meeting for ratification.

This paper sets out proposals for ratification by COG for some changes to NED pay, terms and conditions in the following areas:

- Reclaim of expenses such as travel.
- Remuneration for responsibilities for chairing sub committees

2.0 Current NED Payment terms

Current terms for NED pay are set out below:

<table>
<thead>
<tr>
<th>Role</th>
<th>Approximate Time commitment</th>
<th>Fee type payable</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Senior independent director</td>
<td>4 days per month</td>
<td>Annual Fee</td>
<td>£13,181</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Additional payment for SID role</td>
<td>£2,500 for SID role</td>
</tr>
<tr>
<td>Non-executive director</td>
<td>4 days per month</td>
<td>Annual Fee</td>
<td>£13,181</td>
</tr>
<tr>
<td>Chair of Audit and Assurance</td>
<td></td>
<td>Additional annual payment</td>
<td>£2,500</td>
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NEDs can currently reclaim for expenses incurred on the following principles:

- Travel from home to the Trust
- Travel from the Trust to other locations
- Other reasonable expenses incurred in line with the duties of the role

Levels of reimbursement are made in line the provisions of the Trust’s expenses policy. This is mirrors the national rates for reclaim for NHS staff.

3.0 Proposed changes

The following changes are proposed to COG by the GNC. These proposals were fully supported by the GNC.
3.1 *Committee responsibility payment*

The Committees of Quality and Strategy and Finance hold significant accountability to the Trust Board. The Strategy and Finance Committee meets monthly and takes a detailed view on strategic financial performance, planning and investment decisions.

The Quality Committee enables a six weekly deep dive into the quality issues at the Trust. It also focuses on core performance and areas of concern / interest on behalf of the Board.

Neither are a statutory requirement such as Audit and Assurance, however both these Committees hold significant importance to the Trust Board and are formal sub Committees. They also hold a significant work commitment.

The following is proposed

- To pay the Chair of the Quality Committee £2,500 for Chair responsibilities for the six weekly Committee meetings.
- To pay the Chair of the Strategy and Finance Committee £2,500 for Chair responsibilities for the monthly Committee meetings.

3.2 *Travel Expenses*

It is proposed to make changes to the travel expenses that can be claimed by NEDs for all new appointments.

It is proposed that the contractual terms will be as follows:

- Expenditure can be reclaimed for items reasonably incurred through the duties of the role in line with the national provisions for expense claims for other NHS staff. This excludes travel from home to normal base of work (i.e. from home to UHS).

These changes will be implemented for the new apportionments next year. Existing terms will be honoured for all current NED tenures

4 *Next Steps*

COG is asked to:

- Ratify the recommendation to provide additional responsibility premia as outlined in section 3
- Ratify a change the terms of expenses reclaim for all new NED appointments. This will remove reclaim of expenses from home to normal place of work at UHS.

Peter Hollins  Chair Trust Board and Council of Governors
Steve Harris  Associate Director of HR
To: Governors Nomination Committee  
From: Simon Porter – Senior Non Executive Director  
Date: 31 October 2016  
Subject: Hours delivered by the role of the Chair at UHS

1.0 Introduction and purpose

The Governors Nomination Committee (GNC) is charged by the Council of Governors (COG) to conduct the process of appointment, review, and remuneration of Non Executive Directors (NEDs). This committee then makes recommendations to the full COG meeting for ratification. It is also charged with decision relating to the remuneration of the Chair, including the ratification of any significant decisions regarding contract terms.

This paper sets out a proposal for ratification by COG to review the hours provided by the role of the Chair with plans to reinvest savings back into NED capacity.

2.0 The Current Position

The current Chair (Peter Hollins) was recruited by the CoG and began his role on 1 April 2016. The advertisement for the role set out an estimated weekly time commitment of 3.5 days. Salary for this role was agreed at £52,275.

Since taking the post the Chair has reviewed his current provision of hours and believes that efficiencies can be made in the interests of the Trust.

The chair believes the current key duties can be covered in a reduced time commitment, whilst ensuring the deliverables, responsibility and accountability of the role are met.

3.0 The Proposal

The Chairman has provided a proposal that he would wish for a consideration of a reduction in weekly hours commitment to 2.5 days.

The rational is as follows:

- A clear delineation between the roles of Non Executive Directors and Executive Directors. The Executive must ensure they are the accountable officers for delivery in the Trust. NED involvement should be to add value through wide-ranging expertise, to provide constructive challenge, and to hold to account.
- Ensuring the CEO can continue with her important role of publicly ‘flying the flag for the hospital’ internally and externally with the Chair providing an important support role to this.
- The relationships between the CEO and Chairman is very positive, and Fiona is in agreement this would provide sufficient Chair leadership to her, the executive team and the Trust.
- It avoids needless resources utilised by the chair role when these could be effectively redirected to other NED areas. NEDs have taken new key roles taking responsibility for sub board committees (Quality and Performance, and Strategy and Finance). Reinvestment to support these responsibilities would be prudent.
The Chairman has made a firm commitment that he would step up hours in the event of a board crisis, a sudden change in Executive, NED leads, or if the performance of the Trust deteriorated requiring intestine leadership intervention.

It should be noted that the Chair makes himself available for advice and support to the Trust (and Fiona) on a flexible basis that includes days he is not present on site.

4.0 Remuneration

The primary rational for the Chair remuneration is based on the level of accountability the role holds and the post holder is expected to discharge in the course of their duties. The salary however is also influenced to some degree on the hours of work provided by the role.

The current salary of £52,275 is proposed to be reduced to £47,275. The accountability and responsibility for the post has not changed therefore a direct pro rata reduction is not considered appropriate.

However it is considered reasonable to propose a modest reduction in the overall salary package. The savings can be reinvested into other Non Executive Roles for chairing of formal sub board committees. This would be through offering two existing NEDs an additional £2,500 for chairing each of these committees.

5.0 Next Steps

COG is asked to:

- Ratify the proposal to reduce the onsite hours required for the Chairman

Simon Porter
Senior Independent Director

Steve Harris
Associate Director of HR

October 2016
UHS Governors’ Working Groups

Following my note of the 4th October to all governors, Bryan Bird and I have discussed the responses from governors expressing their preferences for participation in the individual working groups.

Some proved more popular than others, and some governors did not respond at all; our thanks go to those who did. In order to get a workable distribution of governors across the range and also having taken into account expressed preferences where possible, Bryan and I are suggesting the following membership of each group.

**Patient Experience**

Bryan Bird (Chair), John Haydon, Tina Baker, Richard Goldsmith, Ed Chaney, Heather Parsons, Rose Wiltshire, Michelle Cowen, Joan Wilson, Robert Chambers, Emily Garrett.

**Staff Experience**

Annette Purkis (Chair), Tina Baker, Pamela Ashurst, Andrew Grapes, Amanda Turner, Brian Birch, Simon Hunter.

**Strategy**

Sylvia Wyatt (Chair), Pamela Ashurst, Amanda Turner, Ann Murphy, Andrew Gibson, Sue Blatchford, Michelle Cowen, Robert Purkiss, Brian Birch.

**Membership Development**

Kate Thompson (Chair), Bryan Bird, Andrew Grapes, John Haydon, Richard Goldsmith.

Given the need to ensure a sensible distribution of governors between the groups, I realise that there may be a few cases in which individual governors might be a little disappointed with the outcome. It would be really helpful, however, if governors were able to confirm their availability to serve as indicated.

Thank you.

*Peter Hollins*

*2.11.16*
Nomination Committee of the Council of Governors
Terms of Reference

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| Version number:               | 2                             |
|                               |                               |

| Details of most recent review: | Nov 16: Removal of reference to becoming an NHS Foundation Trust. Amendment to job title to Associate Director of Corporate Affairs. Year applicable and chair updated. |
|                               |                               |

| Signature of Chair of Committee: |                               |
| Print Name:                      | Peter Hollins                 |
| Post Held:                       | Trust Chair                   |
| Date:                            | 8 November 2016               |
Governors’ Nomination Committee

Terms of Reference

1. Aims and objectives
1.1 The council of governors is responsible for the appointment, re-appointment and removal of the Chair and other Non-Executive Directors of the Foundation Trust. In addition, the council of governors has a responsibility for agreeing the remuneration and evaluating the performance of the Chair and other Non-Executive Directors.

2. The Role of the Committee
2.1 The committee is responsible for advising and/or making recommendations to the council of governors relating to:

- Evaluation of the performance of the chair and non-executives.
- The remuneration, allowances and other terms and conditions of office for the chair and non-executives;
- The recruitment process for the selection of candidates for the office of chair or other non-executive directors;
- Approving the appointment (by the non-executive directors) of the chief executive.

2.2 The committee will consider reports from the HR director and head of corporate affairs to enable it to fulfil its duties.

2.3 To ensure objectivity for the evaluation of performance, arrangements will be to consult:

- The chair of UHS when reviewing the performance of the non-executives
- The senior independent director when reviewing the performance of the chair.

2.4 The committee will comply with the requirements as set out in the UHS Constitution (Annex 8, Appendix 4) when nominating and selecting a chair or non-executive director.

3. Membership
3.1 The committee comprises governors who have volunteered to participate in this group.

3.2 Membership of all meetings – except those appointing a non-executive director where only one public council governor is required - shall consist of:

- Three public council governors;
- One Staff Council governor;
- One appointed governor.

3.3 The chief executive and HR director shall attend all meetings as appropriate.

3.4 All meetings will be chaired by either the chair or senior independent director as set out in Annex 8: Appendix 4 of the UHS Constitution.

3.5 The committee is accountable to the council of governors.

4. Quorum:
4.1 The quorum for the meetings shall be:
For nominations committees – three governors of which at least one is a public governor
For appointments committees – two governors of which at least one is a public governor.

5. Secretary
5.1 The Associate Director of Corporate Affairs will or his/her nominee shall act as the Secretary to the Committee.

6. Frequency of Meetings
6.1 Meetings will be held once a quarter with further meetings being convened as required to consider the approach to replacing retiring non-executive directors and undertaking the appointment process as set out in Annex 8: Appendix 4 of the UHS Constitution.

7. Notice of Meetings
7.1 Meetings of the Committee shall be summoned by the Secretary of the Committee in the instruction of the Chairman or, in the case of the nomination, appointment and remuneration of the Chairman the Senior Independent Director.
7.2 Meeting papers will be circulated three days in advance of the Committee meeting by the Secretary.
7.3 Once a year the committee will meet to agree the remuneration of the chair and non-executive directors and to evaluate their performance.
7.4 It is expected that all members will attend every meeting or give timely apologies if absence is unavoidable.
7.5 Poor attendance will be followed up by the chair.

8. Minutes
8.1 The Secretary shall minute and the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
8.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
8.3 Minutes of the Committee meetings shall be circulated promptly to all members of the committee and to the Chairman.
8.4 Proceedings of the Committee shall be reported by the Chairman to the Council of Governors at its next meeting.

9. Annual Members’ Meeting
7.1 The Chairman and the Senior Independent Director shall attend the Trust’s Annual Members’ Meeting prepared to respond to questions on the Committee’s activities.

10. Authority
10.1 The Governors’ Nomination Committee is a sub-committee of the Council of Governors of the University Hospital Southampton NHS Foundation Trust (UHS). The committee will conduct business in accordance with the council of governors Standing Orders (Annex 6, section 5 of the UHS Constitution).
10.2 The committee has delegated authority from the council of governors and is authorised 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 group.

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

11. Monitoring Compliance and Effectiveness
11.1 In order to support the continual improvement of governance standards, sub-groups of the council of governors are required to annually:

- complete a self-assessment of the effectiveness of the committee
- review the terms of reference for the committee, reaffirming the purpose and objectives.

12. Confidentiality
12.1 Each member acknowledges that all proceedings of the group are confidential and must not be disclosed or discussed with anyone other than other governors.
Annex 1
Committee on Standards in Public Life
The Seven Principles of Public Life

Selflessness
Holders of public office should act solely in terms of the public interest.

Integrity
Holders of public office must avoid placing themselves under any obligation to people or organisations that might try to influence them in their work. They should act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must resolve any conflict of interests and relationships.

Objectivity
Holder of public office must act and take decisions impartially, fairly, and on merit, using the best evidence and without discrimination or bias.

Accountability
Holders of public office are accountable to the public for their decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for doing so.

Honesty
Holders of public office should be truthful.

Leadership
Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support these principles and be willing to challenge wherever it occurs.

These principles apply to all aspects of public life.
These are set out here for the benefit of all who serve the public in any way.
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### Signature of Chairman of Group:

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<tr>
<th>Print Name:</th>
<th>Bryan Bird</th>
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Patient experience Group

Terms of Reference

1. Aims and objectives
1.1 As a Foundation Trust, the council of governors is responsible for regularly feeding back information about the Trust, its vision and performance to the constituencies/classes and stakeholder organisations. One of the Trust’s key goals is to establish and deliver a valued based customer focused organisation and to put patients' needs first. At the heart of this goal is a strategy for developing a high quality patient experience so patients choose to be treated at the Trust.

1.2 The patient experience group provides a mechanism for ensuring that the council of governors is able to provide the Trust with independent and objective recommendations and support for enhancing the patient experience.

1.3 The group will use information obtained from the governor visits to clinical service areas within the Trust to assist them gain the knowledge of the workings of the Trust in the provision of clinical services to patients. Through this group members will develop an understanding of the quality and standard of patient care, and overall view of the hospital environment, atmosphere and state of repair as experienced by patients and visitors.

2. Membership
2.1 The group comprises council members who have volunteered to participate in this group.

2.2 At least three elected members of whom two should be a public governor.

2.3 The Group shall be free to request the attendance at meetings any Director or deputy relevant to the agenda business.

2.4 The chair of the group will be elected by the group membership. This will be ratified by the full council of governors.

2.5 The group is accountable to the council of governors.

2.6 The group will report on activity to each council of governors meeting which are held at least four times a year.

3. Quorum:
3.1 The quorum for the meeting shall be at least three governors (one of whom must be a public governor).

3.2 The group chair can be included in the quorum.

4. Frequency of Meetings:
4.1 The group shall meet at least quarterly but may meet more frequently if it wishes.

4.2 It is expected that all members will attend every meeting or give timely apologies if absence is unavoidable.

4.3 Poor attendance will be followed up by the chair.

5. Administration
5.1 It is the duty of the group chair to ensure that:

• the administration of the group is managed efficiently and effectively
• the group undertakes the duties assigned to it
• reports to the group and actions arising from meetings are completed in a timely manner
• meeting papers are circulated at least three days in advance of the meeting by the administrator
• The notes of the meeting will be circulated to all group members and the associate director of corporate affairs (for filing).

5.2 The Associate Director of Corporate Affairs will facilitate:
• the organisation of venues and papers plus guest speakers on request.
• administrative support, provided by the corporate governance team, as required to reflect the needs of the chair and/or individual meetings.

6. Duties
6.1 The group will:
• gain an understanding of the current activity and initiatives to improve the patient experience underway both at corporate and divisional level
• gain an understanding of the services provided by the Trust and the issues affecting its users. A non exhaustive list of patient experiences includes:
  ❖ the patient’s individual needs e.g. respect, privacy;
  ❖ choice of treatment offered to patients;
  ❖ ease of access to services;
  ❖ the Trust’s approach and performance in relation to infection control, standard of cleanliness, same sex wards, bereavement, and complaints procedure
  ❖ waiting times for both in-patient and out-patient services
• contribute to the initiatives to enhance patients’ experience and assist in identifying areas where improvements can be made.
• be involved in discussion on improvement of the patient experience as a result of feedback from the membership and stakeholders
• be aware of government or Monitor-based initiatives for improvement of the patient experience.
• be aware of any issues /concerns raised by CQC relating to patient experience and Trust action plans to address these
• be involved in discussions to help the Trust identify what factors patients take into account when choosing UHS as opposed to other service providers.
• advise on the development and implementation of the Trust’s patient and public involvement plan and review its implementation
• the group reserves the right to include any aspect of service which is raising concerns with patients and the public.

7. Authority:
7.1 The patient experience group is a sub-group of the council of governors of the University Hospital Southampton NHS Foundation Trust (UHS). The group will conduct business in accordance with the council of governors’ standing orders (annex 6, section 5. of the UHS Constitution).
7.2 The group has delegated authority from the council of governors and is authorised 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 group.

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

7.4 The group reserves the right to include any aspect of service which is raising concerns with patients and the public.

8. Monitoring Compliance and Effectiveness

8.1 In order to support the continual improvement of governance standards, sub-groups of the council of governors are required to annually:

- complete a self-assessment of the effectiveness of the group
- review the terms of reference for the group, reaffirming the purpose and objectives.

9. Confidentiality

9.1 Each member acknowledges that all proceedings of the group are confidential and must not be disclosed or discussed with anyone other than other governors.
Staff Experience Group of the Council of Governors
Terms of Reference

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Details of most recent review:
(Outline main changes made to document)

14th June 2013:
Membership: to include all elected staff representatives.
Director of HR, deputy, NED or other speakers to attend meetings by request of the committee members.
Quorum: meeting must include at least two staff governors.
Duties: remove examples
Confidentiality: change to statement

April 14: no amendment but year applicable updated.
Chair amended to Pat Kemish

Nov 16: no amendment but year applicable updated.
Chair amended to Annette Purkis. Amendment to administrative support arrangements and job title for Associate Director of Corporate Affairs.

Signature of Chairman of Committee:

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Staff Experience Group

Terms of Reference

1. Aims and objectives
   1.1 As a Foundation Trust, the council of governors is responsible for regularly feeding back information about the Trust, its vision and performance to the constituencies/classes and stakeholder organisations. One of the Trust’s key goals is to create a supportive, developmental and listening environment for its staff so they are able to excel and contribute to the success of the organisation. The staff experience group provides a mechanism through which the council of governors can seek assurance on this key matter.

   1.2 The group will use information obtained from governor visits within the Trust and information obtained from discussions with senior members of HR and staff representatives/unions to assist them gain the knowledge of the workings of the Trust, and overall view of the hospital working environment and atmosphere as experienced by staff.

2. Membership
   2.1 The committee comprises all elected staff members and other council members who have volunteered to participate in this group.

   2.2 At least three should be elected members of whom one should be a public governor.

   2.3 The Director of HR, deputy, NED or other speakers shall attend committee meetings to provide advice and guidance as requested by the committee.

   2.4 The chair of the committee will be elected by the committee membership. This will be ratified by the full council of governors.

   2.5 The committee is accountable to the council of governors.

   2.6 The committee will report on activity to each council of governors meeting which are held at least four times a year.

3. Quorum:
   3.1 The quorum for the meeting shall be at least three governors, (two of whom must be a staff governor and one of whom must be a public governor).

   3.2 The committee chair can be included in the quorum.

4. Frequency of Meetings:
   4.1 The committee shall meet quarterly.

   4.2 It is expected that all members will attend every meeting or give timely apologies if absence is unavoidable.

   4.3 Poor attendance will be followed up by the chair.

5. Administration
   5.1 It is the duty of the committee chair to ensure that:
       • the administration of the committee is managed efficiently and effectively
       • the committee undertakes the duties assigned to it
• reports to the committee and actions arising from meetings are completed in a timely manner
• meeting papers are circulated at least three days in advance of the meeting by the administrator
• a note-taker from within the committee is appointed
• The notes of the meeting will be circulated to all group members and the head of corporate affairs (for filing).

5.2 The Associate Director of Corporate Affairs will facilitate:
• the organisation of venues and papers plus guest speakers on request.
• administrative support, provided by the corporate governance team, as required to reflect the needs of the chair and/or individual meetings.

6. Duties
6.1 The committee will:
• gain an understanding of the current activity and initiatives to improve the staff experience underway both at corporate and divisional level
• gain an understanding of the procedures in place to ensure that staff are well informed, appropriately trained, involved in decisions that affect them, are treated fairly and consistently and provided with a safe working environment
• gain an understanding of the equality and diversity strategy of the Trust
• assist in ensuring that the Trust strategies encompassing staff experiences are consistent with national guidance and that Trust policies and processes are in place to meet them
  be aware of government or Monitor-based initiatives for improvement of staff experience.
• be involved in discussions on ways in which the contribution of staff can benefit patients, visitors and carer’s experience of the Trust.
• consider staff needs and priorities which can contribute to staff working conditions environment, and improvement of working lives. by:
  • Flexible working
  • Childcare facilities

7. Authority:
7.1 The staff experience group is a sub-committee of the council of governors of the University Hospital Southampton NHS Foundation Trust (UHS). The group will conduct business in accordance with the council of governors’ standing orders (annex 6, section 5. of the UHS Constitution).

7.2 The committee has delegated authority from the council of governors and is authorised 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 committee.

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

8. Monitoring Compliance and Effectiveness
8.1 In order to support the continual improvement of governance standards, sub-committees of the council of governors are required to annually:

- complete a self-assessment of the effectiveness of the committee
- review the terms of reference for the committee, reaffirming the purpose and objectives.

9. **Confidentiality**

9.1 Each staff member should be mindful of any confidential issues when liaising with their constituent staff groups. Other members of the group shall acknowledge that all proceedings of the group are confidential and must not be disclosed or discussed with anyone other than other governors.
Strategy Group of the Council of Governors  
Terms of Reference

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**Details of most recent review:**  
*(Outline main changes made to document)*  
- April 14 – amended year applicable and updated name of chair  
- Nov 16 – Year applicable and chair amended. Amendment to administrative support arrangements and job title for Associate Director of Corporate Affairs.

**Signature of Chairman of Group:**

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Strategy Group

Terms of Reference

1. Aims and objectives
1.1 As a Foundation Trust, the council of governors has a key role in commenting on the strategic direction of the Trust. This group will assist governors to fulfil their responsibility for regularly feeding back information about the Trust’s strategic vision to the constituencies/classes and stakeholder organisations.

1.2 The group will use information obtained from governor visits within the Trust and information obtained from discussions with the Trust’s director of strategy and business development to gain knowledge of the Trust’s approach to developing its strategies. This will enable the group to develop an informed approach in respect of commenting on future strategies and plans and act as a successful conduit for information between the council of governors and the director of strategy and business development.

2. Membership
2.1 The group comprises governors who have volunteered to participate in this group.

2.2 At least three should be elected members of whom one should be a public governor.

2.3 The director of strategy and business development, or a deputy, shall attend all group meetings to provide advice and guidance as necessary.

2.4 The chair of the group will be elected by the group membership. This will be ratified by the full council of governors.

2.5 The group is accountable to the council of governors.

2.6 The group will report on activity to each council of governors meeting which are held at least four times a year.

3. Quorum:
3.1 The quorum for the group meetings shall be at least three governors (one of whom must be a public governor).

3.2 The group chair can be included in the quorum.

4. Frequency of Meetings:
4.1 The group shall meet quarterly.

4.2 It is expected that all members will attend every meeting or give timely apologies if absence is unavoidable.

4.3 Poor attendance will be followed up by the chair.

5. Administration
5.1 It is the duty of the group chair to ensure that:
   - the administration of the group is managed efficiently and effectively
   - the group undertakes the duties assigned to it
   - reports to the group and actions arising from meetings are completed in a timely manner
   - meeting papers are circulated at least three days in advance of the meeting by the administrator
   - a note-taker from within the group is appointed
• the notes of the meeting will be circulated to all group members and the head of corporate affairs (for filing).

5.2 The Associate Director of Corporate Affairs will facilitate:

• the organisation of venues and papers plus guest speakers on request.
• administrative support, provided by the corporate governance team, as required to reflect the needs of the chair and/or individual meetings.

6. Duties
6.1 The group will:

• gain an understanding of the key issues that support and underpin the Trust’s strategies, e.g.:
  - 2020 vision
  - Integrated Business Plan
  - Annual Plan
• comment upon new and refreshed versions of the Trust’s strategies and plans as they develop.
• comment upon and engage in the Trust’s key strategies and plans and assist in regularly feeding back information about the Trust, its vision and performance to the constituencies/classes and stakeholder organisations.
• ensure that all patient, carer and public involvement activity has been captured in a consistent way and is reflected in the strategies of the Trust.
• have involvement, as appropriate, in interpreting and responding to findings of national and local surveys.
• gain an understanding of Monitor-based initiatives for improvement that may affect the Trust’s strategies e.g. the Trust has in place systems to comply with the NHS Constitution.

7. Authority:
7.1 The strategy group is a sub-group of the council of governors of the University Hospital Southampton NHS Foundation Trust (UHS). The group will conduct business in accordance with the council of governors’ standing orders (annex 6, section 5. of the UHS Constitution).

7.2 The group has delegated authority from the council of governors and is authorised 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 group.

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

8. Monitoring Compliance and Effectiveness
8.1 In order to support the continual improvement of governance standards, sub-groups of the council of governors are required to annually:

• complete a self-assessment of the effectiveness of the group
• review the terms of reference for the group, reaffirming the purpose and objectives.
9. Confidentiality
9.1 Each member acknowledges that all proceedings of the group are confidential and must not be disclosed or discussed with anyone other than other governors.
<table>
<thead>
<tr>
<th>Title</th>
<th>UHS Trust membership update</th>
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<tbody>
<tr>
<td>Sponsoring Executive</td>
<td>Fiona Dalton, chief executive</td>
</tr>
<tr>
<td>Authors’ names &amp; Job titles</td>
<td>Katherine Barnes, membership manager</td>
</tr>
<tr>
<td>Purpose of the paper</td>
<td>For information ☑</td>
</tr>
<tr>
<td>Main issues / Executive Summary</td>
<td>This paper aims to update the council on Trust membership and recent and planned engagement activities.</td>
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<tr>
<td>Action Required</td>
<td>Please review the attached UHS Trust membership update and provide feedback/comments at the CoG meeting on Tuesday, 8 November.</td>
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UHS Trust membership update

**Aims of this paper**
- To provide an overview of current UHS public members
- To provide a summary of membership engagement activities that have taken place since June 2016 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.

<table>
<thead>
<tr>
<th>Constituency</th>
<th>Number of members</th>
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<tbody>
<tr>
<td>Southampton City</td>
<td>3,188</td>
</tr>
<tr>
<td>New Forest, Eastleigh and Test Valley</td>
<td>3,822</td>
</tr>
<tr>
<td>Isle of Wight</td>
<td>839</td>
</tr>
<tr>
<td>Rest of England and Wales</td>
<td>1,382</td>
</tr>
<tr>
<td><strong>Total number of members</strong></td>
<td><strong>9,231</strong></td>
</tr>
</tbody>
</table>

Please note that these numbers are correct at the time of reporting.

**Membership engagement – a summary**
Please see below a summary of membership engagement activities that have taken place since June 2016 when the most recent update was provided.

**Members’ evenings**
A members’ evening took place on Wednesday, 8 June and the theme was genomic medicine. 70 members attended and the evening was successful overall with positive feedback received.

At this members’ evening, the audience were encouraged to take part in an interactive session and it was noted that this more interactive style was well received and could be used at future evenings.

**2016 governor elections**
Between the end of June and the end of August governor elections in four public constituencies and two staff groups took place.

Members were notified via email and post regarding standing as a governor and voting in the elections (all members with an email address were contacted via email and those without were contacted via post).

Election information events took place in July to provide members with more information about the elections and the role of a governor. Social media, Staffnet, Staff Briefing and the UHS public website was also used to promote the elections.

A total of 14 candidates contested 10 vacancies on the council and the results are available on our [website](#).

**Annual members’ meeting**
This year’s annual members’ meeting took place on Wednesday, 31 August. Over 60 people attended which represents a 100% increase on last year’s attendance.
The meeting was split into two halves with the first focussing on the Trust’s achievements over the past year and the plan for the year ahead. The theme for the second half was ‘UHS at the forefront of cancer care’ with two guest speakers.

The meeting was really well received and the format worked effectively. Feedback included:

- “Amazing possibilities. Very interesting to hear about them.”
- “Very interesting and reassuring to know that the local trust is at the cutting edge. I do think there is an excellent culture amongst staff.”
- “Excellent presentations – again. Thank you.”

Members’ mail
Our members’ newsletter, members’ mail, is sent to all public members who have provided an email address (currently 3,106 members).

This newsletter is sent every-other month and includes a welcome from the chairman, various topical Trust items (e.g. updates on the new main entrance and the elections), governor and chief executive blogs, save the date reminders for events and recent news from the Trust.

The latest edition of the members’ mail was sent in October and included updates on NHS Fab change Day, a charity appeal for the new children’s emergency and trauma department, an update on the success of the open day, an appeal for volunteers to take part in a research study, news items from the Trust and the date for the October Trust Board meeting.

Membership engagement committee
A new membership engagement committee has recently been set up. This is a sub-group of the Council of Governors and is led by a group of governors and the membership manager. Kate Thompson, appointed governor from Business South, is the chair for the committee.

The purpose of the group is to develop how the Trust and governors engage with the Trust members and members of the public.

At an initial meeting that took place on Monday, 17 October, it was agreed that the first task for the group/governors is to analyse and respond to the members’ survey that took place back in May/June.

It’s hoped that a number of governors will take part in this group. To find out more, please contact Kate Thompson.

Membership engagement – looking ahead
The membership manager post is currently out to advert and will close on Monday, 7 November, with interviews following shortly after. The new membership manager will be responsible for continuing our membership engagement activities and recruiting new members.