

Agenda - Council of Governors

Date 28/10/2025
Time 14:00 - 15:30
Location Heartbeat Conference Room/Microsoft Teams
Chair Jenni Douglas-Todd

1 Chair's Welcome and Opening Comments

14:00

2 Declarations of Interest

14:05

3 Minutes of Previous Meeting

14:06

Approve the minutes of the previous meeting held on 16 July 2025.

4 Matters Arising/Summary of Agreed Actions

14:08

5 Strategy, Quality and Performance

5.1 Chief Executive Officer's Performance Report

14:09

Receive and note the report

Sponsor: David French, Chief Executive Officer

6 Governance

6.1 Governor Attendance at Council of Governors' Meetings

14:29

Review governor attendance at Council of Governors' meetings

Sponsor: Jenni Douglas-Todd, Trust Chair

Attendees: Craig Machell: Associate Director of Corporate Affairs and Company Secretary and Karen Russell, Council of Governors' Business Manager

6.2 Review of Council of Governors' Expenses Reimbursement Protocol

14:34

Review the proposed changes to the Council of Governors' expenses reimbursement protocol

Sponsor: Jenni Douglas-Todd, Trust Chair

Attendees: Craig Machell, Associate Director of Corporate Affairs and Company Secretary and Karen Russell, Council of Governors' Business Manager

6.3 Appointment of Deputy Chair

14:39

Approve the appointment of Jane Harwood as Deputy Chair

Sponsor: Jenni Douglas-Todd, Trust Chair

14:49

Break

- 7 Membership Engagement and Governor Activity**
- 7.1 Membership Engagement**
14:59 Receive the report
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Sam Dolton, Events and Membership Officer
- 7.2 Governors' Nomination Committee Feedback**
15:09 Chair: Jenni Douglas-Todd, Trust Chair
- 8 Review of Meeting**
15:14 Review and feedback on the content of this meeting
Sponsor: Jenni Douglas-Todd, Trust Chair
- 9 Any Other Business**
15:24 Raise any relevant or urgent matters that are not on the agenda
- 10 Date of Next Meeting: 29 January 2026**
15:29 Note the date of the next meeting



University Hospital Southampton

NHS Foundation Trust

Minutes - Council of Governors (CoG) Open Session

Date	16 July 2025	
Time	14.00-15.45	
Location	Conference Room, Heartbeat Education Centre and Microsoft Teams	
Chair	Jenni Douglas-Todd, Trust Chair	
Present	Jenni Douglas-Todd, Trust Chair	JDT
	Theresa Airiemiokhale, Elected, Southampton City	TA
	Shirley Anderson, Elected, New Forest, Eastleigh and Test Valley	SA
	Patricia Crates, Elected, New Forest, Eastleigh and Test Valley	PC
	Sandra Gidley, Elected, New Forest, Eastleigh and Test Valley	SG
	Lesley Gilder, Elected, Southampton City	LG
	Ben Grassby, Elected, Rest of England and Wales	BG
	Professor Sue Latter, Appointed, University of Southampton	SL
	Jenny Lawrie, Elected, Southampton City	JL
	Brian Lovell, Elected, Rest of England and Wales	BL
	Councillor Louise Parker-Jones, Appointed, Hampshire County Council	LPJ
	Cat Rushworth, Elected, Isle of Wight	CR
	Karen Smith-Baker, Elected, Health Professional and Health Scientist Staff	KSB
	Jake Smokcum, Elected, Nursing and Midwifery Staff	JS
	Liz Taylor, Elected, Non-Clinical and Support Staff	LT
In attendance	Andrew Asquith, Director of Planning and Productivity (for Item 5.2)	AA
	Tracey Burt, Minutes	TB
	Keith Evans, NED, Chair Audit and Risk Committee	KE
	Steve Harris, Chief People Officer (for Item 5.1)	SHa
	Craig Machell, Associate Director of Corporate Affairs and Company Secretary	CM
	Farhanah Miah, Associate Governor	FM
	Neylia Mustafapour, Associate Governor	NM
	Karen Russell, Council of Governors' Business Manager	KR
	David Watts, Corporate Affairs	DW
Apologies	Professor Cathy Barnes, Appointed, Solent University	CB
	Sathish Harinarayanan, Elected, Medical Practitioners and Dental Staff	SH
	Linda Hebdige, Elected, Southampton City	LH
	Councillor Pam Kenny, Appointed, Southampton City Council	PK
	Esther O'Sullivan, Elected, New Forest, Eastleigh and Test Valley	EO
	Mike Williams, Elected, New Forest, Eastleigh and Test Valley	MW

1 Chair's Welcome and Opening Comments

JDT welcomed everyone to the meeting. She noted that several governors were coming to the end of their term of office and said that she would return to the matter later in the meeting.

2 Declarations of Interest

There were no new declarations of interest relating to matters on the agenda.

3 Minutes of Previous Meeting

The minutes of the meeting held on 29 April 2025 were **approved** as an accurate record of the meeting.

4 Matters Arising/Summary of Agreed Actions

There were two items arising from the previous meeting on 29 April 2025:

- the poor acoustics in the Heartbeat Suite conference room. JDT advised that she would update governors during Any Other Business.
- JDT welcomed KE to the meeting to provide an update regarding the Annual Report and accounts. He advised that it contained three parts, the Annual Report, the Quality Account and detailed annual financial statements and he encouraged governors to read it. External auditors had been going through the document for quality control purposes but he did not expect any issues to be raised.

CM advised that he hoped to issue the Annual Report and accounts by Friday 18 July. The final version, however, was now unlikely to be published until September, as it still had to be laid before Parliament, whose summer recess commenced on 21 July 2025.

5 Strategy, Quality and Performance

5.1 Chief Executive Officer's Performance Report

JDT welcomed SHa to the meeting, who said that he was attending on behalf of David French, CEO.

He advised that the organisation was under a significant level of duress and he said that he had never known so many competing challenges. Much time was currently occupied by managing organisational change and the need to deliver the financial plan, whilst treating more patients than ever before, with a reduced workforce. At the end of Month 2 (May 2025) the Trust had been in line with the financial plan, with a deficit of £8m and the delivery of £12.5m of savings.

Whilst the Trust benchmarked well across many areas, the Emergency Department (ED) continued to be a challenge, with more patients than ever attending. An external review of the department had been undertaken in June but it was proving difficult to move forward. The non-criteria to reside (NCTR) numbers had increased to peaks of 270 from an average of 220 and continued to have a negative impact on expenditure and patient flow across the organisation.

Waiting lists were growing and SHa suggested that public patience was wearing thin, which meant that an increase in complaints was being seen. The hospital mortality rate, however, continued to show better than expected survival rates.

SH advised that the Trust had one of the most challenging workforce plans it had ever had. It was looking to reduce the workforce by 6% and had set out a number of ways to achieve that goal, including some challenging recruitment controls.

The divisional structure, which had been in place for around 15 years had now been changed to align more closely to national NHS priorities and to yield savings. The new structure, with three divisions instead of four, had gone live on 1st July 2025 and had mostly been achieved through natural attrition. Divisions had been asked to look for a 5% reduction in their pay costs and a 10% target

had been set for the Trust HQ function. Work was also being undertaken to reduce spending on bank staff.

A Mutually Agreed Resignation Scheme (MARS), which was unique to UHS, had been launched and 222 applications had been received. Scrutiny of those applications was ongoing but it had been decided that 95 could not be allowed to resign and 14 were not eligible.

Resident doctors, nationally, had turned down a 5.5% pay deal and had issued 14 days' notice of industrial action, starting on 25 July 2025. Consultants and senior colleagues would, therefore, be required to provide cover by acting down. The Royal College of Nursing was also currently campaigning heavily regarding their pay and industrial action was possible.

JDT thanked SHa for his report.

5.2 Operating Plan 2025

JDT welcomed AA, Director of Planning and Productivity, who said that he was attending on behalf of Ian Howard, Chief Financial Officer. He referred to the 2025-26 Annual Plan Summary presentation that had been circulated to governors and said that it was a difficult national landscape. He highlighted the following:

- page 3 - when producing its annual plan, the Trust did not have an entirely free hand but had to work within the national NHS planning guidance/financial framework for 2025/26. That framework stated that:
 - all organisations must live within their means.
 - there was to be a significant reduction in staff numbers, particularly within corporate roles, bank and agency.
 - there must be a target to improve waiting times, e.g. a 5% improvement in the percentage of patients waiting more than 18 weeks from their referral to starting treatment.
 - there would be a new limit on the income available to support elective appointments and treatment. Money would no longer follow the patient and Trusts would receive no extra income if they treated/saw additional patients.
- page 19 - despite all the adversity, reductions and cut-backs, the annual plan outlined a significant number of service developments/investments that were planned at UHS. These included the opening of an Urgent Treatment Centre at UHS.

The following comments were made/questions raised:

- given the current financial climate, whether there was likely to be any increase in research activity. AA advised that the Trust had a strong history of supporting research and he said that much of the treatment patients received had been informed by consultants leading research at UHS.
- UHS was nowhere near the 5% improvement target that had been set by the NHS in relation to 18-week performance. BL queried whether the target was wrong or whether the Trust's ambitions were too soft. AA acknowledged that it was a highly ambitious target but said that UHS was making improvements and it was right that Trusts should be striving to achieve it.
- whether the Trust had to bid for national government money. AA advised that the money the organisation received for its annual running costs was set at the beginning of each financial year and there was very little (or no) opportunity to increase it during the year. SHa noted, however, that AA and his colleagues were adept at moving quickly to submit appropriate, high

quality bids, whenever national funding for specific service developments became available.

- SA noted that there was an unprecedented challenge in relation to the people agenda, which was likely to impact staff survey results. SHa acknowledged that there was likely to be a deterioration in the results across the NHS and UHS would be looking to see whether its results were in line with that. He said that the Trust had always tried to be as transparent as possible with its staff and every two weeks there were Talk to David sessions that were open to all staff, to ask any questions they wanted to.
- SA queried whether there was appropriate support for the most senior staff in the organisation. SHa advised that the executive team were very supportive of one another and that they were also well supported by the NEDs.
- PC asked whether the Did Not Attend (DNA) rate impacted waiting lists. AA advised that it was around 6% but was reducing and varied between services. Also, clinics were often over-booked, so the time was generally used effectively.

JDT thanked AA for attending.

6 Governance

6.1 Review Terms of Reference - Council of Governors

JDT advised that the Terms of Reference had been reviewed and a small number of minor amendments proposed. It was noted that working groups had been removed but it was agreed that they could be re-instated in the future, if appropriate.

The CoG **approved** the revised Terms of Reference.

7 Membership Engagement and Governor Activity

7.1 Membership Engagement

JDT advised that Sam Dolton (SD), Events and Membership Officer, would no longer attend CoG in person but would still provide a report for the meetings. This was due to changes in the organisation, a reduction in Communication Team staff due to the MARS programme and a significant increase in SD's workload.

The following comments were made:

- whether SD could, in future, attend to give his report as other staff did.
- members who preferred to be contacted by post had received a written letter asking if they still wanted to be a postal member. If no response had been received, they had been removed from that list.
- JDT expressed surprise that there were no members from the gypsy/traveller community and would discuss with SD.

7.2 Governors' Nomination Committee Feedback

JDT advised that the Governors' Nomination Committee had met, informally, prior to the CoG meeting, so they could be updated regarding the NED vacancy.

She advised that whilst it had been decided not to replace the NED who was leaving, the Trust had planned to recruit a replacement for Tim Peachey (TP), who had already been a NED for six years. However, at the stakeholder panel last week, it had been agreed that there was no one suitable to appoint, so the interviews had been stood down.

The Trust had now engaged with the NHS regional team to try to extend TP's term for another 12 months. If approved, at the start of the next calendar year the Trust would try again to recruit a suitable replacement. It was, however, well

known nationally that clinical NEDs were difficult to find, so it was possible that headhunters would be used.

KE's tenure as NED and Chair of the Audit and Risk Committee, would come to an end in January 2026 and it was hoped that the process to replace him would commence in September 2025.

8 Review of Meeting

The following comments were made:

- it had been an informative meeting and the NEDs had provided thorough answers to questions.
- sound in the conference room continued to be poor.
- several governors raised a concern regarding the incorrect pronunciation of BAME used by KE. JDT apologised to the governors and said that she would speak to KE.

9 Any Other Business

- JDT noted that:
 - TA had reached the end of her second term as a governor. JDT thanked her for her contributions and wished her well for the future.
 - LH and EO had both come to the end of their first term and had decided not to stand again. JDT thanked them for their contributions to the CoG.
 - after two years as an Associate Governor, NM, was leaving and hoped to attend Reading University to study pharmacy. JDT wished her all the best with her exam results and future career.
 - PC, SG, LG, JL, CR, JS and LT were all reaching the end of their first term as governors and had the opportunity to stand again. Nominations would close at 5 p.m. on 30th July.
- CR had offered to replace Katherine Barbour as the CoG representative on the Trust's Sustainability Board. The CoG accepted her offer.
- Southampton Pride would take place on 23/24 August and JDT thanked those governors who had already said they would attend. LT asked any other governors who were interested in attending, to let her know.
- JDT advised that the cost of upgrading the sound equipment in the conference room had been considered but, in the current climate, was too high (around £5k). Other solutions therefore needed to be considered and she mentioned that a different seating arrangement at the last Trust Board had helped.
- SL, who had joined the CoG meeting online, advised that volume had not been a problem but she had experienced some broadband issues.
- JDT advised that in light of the financial challenges, the Trust had taken the decision not to provide refreshments for meetings, across the organisation. The CoG was keen to support the decision and agreed that they would, in future, bring their own lunch to meetings. They wanted, however, to retain the same timetable of sessions, as they valued the time together.
- SG queried whether the CoG could have a briefing on the new NHS Plan and its implications for UHS. JDT advised that the detail of the plan was still being worked out but she was aware that all Trusts were to become Foundation Trusts by 2035 and there would no longer be a requirement to have a CoG. Given NHSE was hoping to develop an implementation plan by the autumn, she was hopeful governors would be able to have a fuller discussion at the next CoG.

10 Date of Next Meeting

The next meeting of the CoG would be held on 28 October 2025.

List of action items

Agenda item		Assigned to	Deadline	Status
Council of Governors 16/07/2025 7.1 Membership Engagement				
1277	Presentation of the Membership Report at Council of Governors' Meetings	● Karen Russell	28/10/2025	■ Completed
	<i>Explanation action item</i> Due to a lack of resource in the Communications Team, Sam Dolton was no longer able to attend CoG on a regular basis. SG asked if it was possible for Sam to continue to attend just to present the quarterly membership report.			
	<i>Outcome</i> Sam has kindly agreed to attend (either in person or via MS Teams) for the presentation of the membership report and to answer any questions which may arise.			
1278	Trust Membership - Gypsy, Roma and Traveller (GRT) Community	● Jenni Douglas-Todd ● Karen Russell	28/10/2025	■ Completed
	<i>Explanation action item</i> JDT noted in the membership report that there were currently no members from the GRT community and advised that she would discuss with Sam Dolton.			
	<i>Outcome</i> Sam has been reviewing the position regarding GRT members at other foundations trusts and will provide an update at the CoG meeting on 28 October 2025.			

Item 5.1 Report to the Council of Governors - 28 October 2025				
Title:	Chief Executive Officer's Performance Report			
Sponsor:	David French, Chief Executive Officer			
Author:	Sam Dale, Associate Director of Data and Analytics			
Purpose (type an 'x' in the appropriate box(es))				
(Re)Assurance	Approval	Ratification	Information	
			x	
Strategic Theme (type an 'x' in the appropriate box(es))				
Outstanding patient outcomes, safety and experience	Pioneering research and innovation	World class people	Integrated networks and collaboration	Foundations for the future
x		x		x
Executive Summary:				
Information about Trust performance supports the Council of Governors in their role. This report is intended to inform the Council of Governors about aspects of the Trust's performance.				
Contents:				
The Chief Executive Officer's Performance Report is attached.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

UHS Council of Governors October 2025

Chief Executive's Performance Report

1. Purpose and Context

The purpose of this report is to summarise the Trust's performance against a range of key indicators. Where available, this report covers data from the period June to August 2025, noting that some performance data is reported further in arrears and therefore unavailable.

Notable features of the quarter include:

- The trust's financial plan for 25/26 was breakeven including a savings target of £110m. In August, the trust reported a deficit of £25m which is £10m behind plan. The organisation has now submitted a financial recovery plan to NHS England to minimise the deficit through schemes of greater scale and pace.
- The trust remains on target to spend its full capital allocation for 2025/26 ensuring continued investment in capacity, digital and infrastructure.
- The trust's overall waiting list has been increasing since the start of the financial year with several services impacted by increased demand. However, the waiting list remained stable between July and August (63,018 patients).
- The percentage of patients waiting less than 18 weeks decreased to 62.0% for August 2025. The organisation is reporting an increase in the volume of long waiting patients (over 65 and 78 weeks) in certain surgical specialties but is exploring options to bring this back in line with national ambitions.
- In August 2025 the ED department delivered a much improved four hour performance position of 68.7% and a reduction in average time in the department for admitted and non-admitted patients.
- The trust reported one never event across the reported period and five PSSIs (Patient Safety Incident Investigations).
- The HSMR statistics have been refreshed for the July 2025 position and continue to reflect better than expected survival.
- Despite the challenging environment facing all NHS staff, the latest pulse survey illustrates a 5.5% improvement for staff who recommend UHS as a place to work.

2. Safety

Infection Control	Target	June 2025	July 2025	August 2025
Clostridium Difficile infection	<=5	8	13	12
MRSA Bacterium infection	0	0	1	1
E.coli	<=33	16	15	21

MRSA

The trust reported two cases of MRSA. One case in Maternity in July, likely acquired through a genito-urinary source. One case in Child Health in August where a blood culture sample result was MRSA positive attributed to PICC line insertion. Key findings are that a PICC monitoring form was not completed on insertion and that no MRSA screening was completed following transfer from another hospital.

C.difficile

The increased incidence in C. difficile cases continues to be reported both nationally and locally across the Hampshire and Isle of Wight integrated care system (HIOW ICS). Scoping activities by NHSE/UKHSA are now being undertaken to further understand the reasons for the sustained year on year increase in cases.

Safety	Target	June 2025	July 2025	August 2025
Never Events	0	1	0	0
Patient Safety Incident Investigations (PSIIs)	N/A	2	1	2
Pressure ulcers category 2 per 1000 bed days	<0.3	0.3	0.2	0.4
Pressure ulcers category 3 per 1000 bed days	<0.3	0.3	0.3	0.3

PSII and Never Events

We reported one never event in June 25, where oral oxycodone was drawn up for a sub cutaneous infusion instead of injectable solution. The patient only received a small amount and no harm has been attributed to this incident.

In the quarter we declared five patient safety incident investigations. These included delayed recognition and treatment, missed medication and full blood counts and post-operative complications.

HSMR

Clinical Effectiveness	Target	May 2025	June 2025	July 2025
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)	<=100	91.26	91.39	90.87
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	89.51	89.45	88.87

The HSMR statistics have been refreshed for the July 2025 position. The current position continues to reflect better than expected survival. The index expresses 100 as being the expected value, based on national performance for the same period, adjusted for many variables, including the types of patients / conditions reported by provider trusts. UHS performance is statistically significantly below the expected value and shows a similar profile to this period in the last two years.

3. Patient Experience

Friends and Family Test (FFT)

Indicator	Target	June 2025	July 2025	August 2025
Inpatients - Negative Score	<5%	1.06%	1.35%	0.47%
Maternity - Negative Score		4.04%	2.22%	4.04%
(Maternity = feedback on ‘Birthing Care’ by women who gave birth in the period)				

We continue to perform well in our Friends and Family Test (FFT) results. Recently, the Experience of Care team attended Southampton PRIDE, equipped with iPads loaded with FFT surveys, to proactively gather feedback from potential service users of University Hospital Southampton (UHS).

FFT outcomes are consistently shared with care groups and divisional governance meetings. Particular attention is given to areas identified as non-compliant, enabling us to assess whether the FFT function remains appropriate or requires targeted support from the Patient Involvement team.

Complaints

Indicator	Target	June 2025	July 2025	August 2025
Complaints received for investigation				
Complaints – Taking a Closer Look	55 days	51	46	39
Complaints – Early Resolution		15	12	16
Complaints – Total		66	58	55
Number of complaints closed in month		61	49	60
Trust complaints response time				
Complaints – Taking a Closer Look	55 days	38	46	37
Complaints – Early Resolution		11	25	18
Complaints - Total		33	39	32
Complaints returned dissatisfied	<15 p/qtr	6	5	9
Parliamentary and Health Service Ombudsman (PHSO) cases upheld, (reported a quarter in arrears)	0	0	0	0

As at 15 October, there were 500 unanswered PALS emails going back to 15 September 2025. PALS dealt with 2120 contacts in June, July and August, which included early resolution complaints (15), everyday conversations (435), feedback (42) and signposting (224). The complaints team are also managing a high volume of complaints with increasing numbers of patients with complex physical and mental health issues.

4. Access Performance

Emergency Access Performance	Target	June 2025	July 2025	August 2025
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	=>78.0%	60.8%	61.0%	68.7%

In August 2025 the ED department delivered a much improved four hour performance position of 68.7% and a reduction in average time in the department for admitted and non-admitted patients. The stronger August position reflects both a reduction in attendances in the month but also the early focus on action plans agreed internally and with the support of ECIST (Emergency Care Improvement Support Team) following a recent visit. The hospital continues to perform well against the 12 hour target averaging 2.1% of patients across this financial year.

The hospital successfully transitioned to a new emergency department system (Miya) on 13 October. Whilst the implementation of a new digital system requires significant training and some disruption,

the rollout has been well managed and we look forward to the long term benefits for patient management and flow throughout the organisation.

Referral to Treatment (RTT)	Target	June 2025	July 2025	August 2025
% incomplete pathways within 18 weeks in month	=>92%	64.1%	63.4%	62.0%
Total patients on a waiting list		62,644	63,007	63,018

The overall waiting list across the trust remained steady at 63,018 patients for August 2025 which is an increase of just eleven patients since July 2025. However 18 week performance for August was 61.8% which is a reduction since July 2025 (63.4%).

The trust reported thirty patients waiting over 78 weeks by the end of August 2025. The pressure area continues to be patients within the hospital's skin service waiting for low priority surgery for benign conditions. Discussions are ongoing with the ICB and other trusts about pathway options for this cohort of long waiting patients.

There were 188 patients waiting over 65 weeks predominantly within the surgery caregroup, but also within trauma and orthopaedics and gynaecology, where capacity has outstripped demand. The trust is meeting the regional team fortnightly to discuss action plans to address the waiting list position including providing speciality level support and expert insight for the most challenged areas.

Cancer	Target	May 2025	June 2025	July 2025
Faster Diagnosis - within 28 days	>=77%	78.0%	73.1%	80.0%
31 Day target - decision to treat to first definitive treatment	=>96%	96.0%	96.0%	95.3%
62 day target - urgent referral to first definitive treatment	=>70%	77.5%	70.4%	78.0%

The trust reported an improvement in July for performance against both national cancer metrics. 28 day faster diagnosis performance significantly increased to 80.0% for July (73.1% in June) moving the trust back in the top quartile compared to peer teaching hospitals. Similarly, performance for the 62 day standard improved to 78% for July 2025 ranking UHS 2nd against peer teaching hospitals.

5. Finance

The financial environment remains extremely challenging for UHS. Our plan submission for 2025/26 targets breakeven delivery which is predicated on the achievement of £110m of savings. This represents 8% of turnover and would be a record achievement for UHS if delivered. The shape of the financial plan is one that requires month on month improvement with a deficit plan of £17m in the first half of the year offset by an equivalent surplus plan of £17m in the second half of the year.

The financial architecture in 2025/26 also means a greater majority of the trust's income is fixed (or capped) therefore savings are required to be achieved mainly via cost out schemes covering both pay and non pay. All areas were asked to explore workforce reductions (5% for clinical divisions and 10% for corporate areas) and a financial improvement group was established, chaired by the CEO, to help drive the pace of efficiency improvement in a mindful way.

As at August (month 5) the trust is reporting a deficit of £25m which is £10m behind plan. The key deficit drivers are as follows:

1. The trust continues to 'overtrade' on block contracts with activity exceeding funded levels. Demand management continues to be a focus for the trust engaging with system partners to ensure only the most appropriate patients are admitted to UHS.
2. Non-criteria to reside numbers have increased to peaks of over 275 from an average of 215 in 2024/25. This is over 20% of the trust's bed base and has a significant cost in addition to clinical risks of patient deconditioning and infection. This remains a focus of the inpatient flow programme.
3. Mental health patient demand has grown from previous years with patients often requiring enhanced levels of support at a premium cost to the trust. UHS continues to work with system providers on improvements for this patient group.

Despite these pressures however the trust has continued to ensure value for money remains an organisational priority and is focused on transforming services under the three workstreams of theatre optimisation, outpatients and inpatient flow.

There are positive signs of month-on-month improvement, but this has not been at the required pace to deliver the year-to-date plan. At the current run rate the scale of deficit would not be sustainable for the trust, or affordable for the NHS, and for this reason a financial recovery plan has been developed, signed off by the Trust Board, and submitted to NHS England. This targets greater scale and pace of financial improvement to try and minimise the deficit.

Further to this the trust remains on target to spend its full capital allocation for 2025/26 totalling over £74m for which £44m is externally funded following successful grant/business case applications. This includes further investment in the emergency department of £8m. This continued investment in capacity, digital and infrastructure helps support continued ongoing financial sustainability and efficiency improvements.

6. Human Resources

Indicator	Q1 25/26	Q2 25/26
Staff recommend UHS as a place to work %	47.7%	53.2%
Staff survey engagement score (out of 10)	6.39	6.60

The Q2 trust survey results reflect the staff Pulse survey completed in July. The organisation is now focussed on the national NHS staff survey which continues until November.

The pulse survey indicates improvements since quarter one in both the survey engagement scores and recommendation as a place to work since. Given the financial and operational pressures within the organisation, the trust has increased the number of platforms for senior leaders to engage with staff ensuring feedback is heard and changes well communicated. The trust is also providing additional support services for those managing change within their teams.

Indicator	Target	June 2025	July 2025	August 2025
Staff Turnover (internal target; rolling 12 month)	<=13.6%	10.4%	10.9%	10.1%
Sickness absence 12 month rolling (internal target)	<=3.7%	3.9%	3.9%	3.8%

Turnover:

In August 2025, there was a total of 122 WTE leavers, 35 WTE more than July 2025 (87 WTE). Division A recorded the highest number of leavers (37 WTE). Within Division A, Nursing and Midwifery Registered

staff group had the highest number of leavers (16 WTE). Divisions C and B had the second and third highest number of leavers (35 and 28 WTE respectively); with the largest number of leavers for Division C being the Additional Clinical Services staff group (12 WTE), while in Division B Nursing and Midwifery Registered staff group accounted for 11 WTE leavers.

Sickness:

The current rolling sickness rate is 3.8% (as of August 2025), this is 0.1% above the 25/26 target (3.7%) and a reduction of 0.1% compared with both July 25 and June 2025 (both 3.9%). In-month sickness for August 2025 was 3.3%, a reduction of 0.22% from July 2025. Year-to-date sickness is 3.4% as of August 2025.

Item 6.1 Report to the Council of Governors - 28 October 2025				
Title:	Governor Attendance at Council of Governors' Meetings			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors' Business Manager			
Purpose (type an 'x' in the appropriate box(es))				
(Re)Assurance	Approval	Ratification	Information	
		X		
Strategic Theme (type an 'x' in the appropriate box(es))				
Outstanding patient outcomes, safety and experience	Pioneering research and innovation	World class people	Integrated networks and collaboration	Foundations for the future
N/A	N/A	N/A	N/A	N/A
Executive Summary:				
Under the Trust's constitution (paragraph 2.1 of Annex 5) if a governor fails to attend two successive meetings of the council of governors, his or her tenure of office is to be immediately terminated by the council of governors (CoG) unless the CoG is satisfied that: - the absences were due to reasonable cause; and - he/she will be able to attend meetings of the CoG within such a period as the CoG considers reasonable. Following the recent review, there was one governor who had failed to attend two successive ordinary meetings of the CoG. Reasons for non-attendance were provided and were due to reasonable causes. In order to ensure that the CoG considers the situation when a governor fails to attend two successive ordinary meetings of the CoG, the process is for the Chair or Company Secretary contact the governor to understand the reasons for this if these have not already been provided. The Chair or Company Secretary would then provide confirmation to the CoG as to whether this was due to reasonable causes and the governor's ability to attend future meetings. This would also help to identify any steps that the Trust could take to facilitate attendance. The CoG is asked to confirm that it is satisfied that the process has been followed correctly to confirm that the failure of one current governor to attend two successive meetings of the CoG was due to reasonable causes and that they would be able to attend future meetings within a reasonable period.				
Contents:				
N/A				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Item 6.2 Report to the Council of Governors - 28 October 2025				
Title:	Review of Council of Governors' Expenses Reimbursement Protocol			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Craig Machell, Associate Director of Corporate Affairs and Company Secretary and Karen Russell, Council of Governors' Business Manager			
Purpose (type an 'x' in the appropriate box(es))				
(Re)Assurance	Approval	Ratification	Information	
	x			
Strategic Theme (type an 'x' in the appropriate box(es))				
Outstanding patient outcomes, safety and experience	Pioneering research and innovation	World class people	Integrated networks and collaboration	Foundations for the future
N/A	N/A	N/A	N/A	N/A
Executive Summary:				
The Council of Governors' Expenses Reimbursement Protocol is required to be reviewed regularly and at least once every three years. Following review, the rates at which travelling and other expenses are paid to governors remain consistent with HM Revenue and Customs (HMRC) 'approved amounts' therefore no changes are required. However, a minor change to some of the wording which was unnecessary was identified. The Council of Governors is asked to approve the proposed changes to the Council of Governors expenses reimbursement protocol which are shown as tracked changes on the attached document.				
Contents:				
N/A				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Council of Governors expenses reimbursement protocol,

Trust reference		Version number	34
Description	This document sets out the policy and procedure for the payment of travelling and other expenses to governors and the rates at which these will be paid		
Level and type of document	Level 1: applicable across the Trust Standard operating procedure – controlled document		
Target audience	Governors, Corporate affairs team		
List related documents/policies (do not include those listed as appendices)	Constitution		
Author(s) (names and job titles)	Karen Flaherty <u>Craig Machell</u> , Associate Director of Corporate Affairs		
Document sponsor	Trust Chair		

This is a controlled document. Whilst this document may be printed, the electronic version posted on Staffnet is the controlled copy. Any printed copies of this document are not controlled.

As a controlled document, this document should not be saved onto local or network drives but should always be accessed from Staffnet.

1 Version control

Date	Author(s)	Version created	Approval committee	Date of approval	Date next review due	Key changes made to document
28/04/22		3	Board of Directors	28/04/2022	April 2025	Updated rates at which travel expenses are paid and clarified policy in a number of areas.
28/10/2025		4	?	28/10/2025	April 2028	Minor changes to wording

2 Index

1	Version control.....	1
2	Index	2
3	Introduction	3
4	Scope.....	3
5	Aim/purpose.....	3
6	Training.....	3
7	Travel.....	3
8	Parking.....	4
9	Subsistence	4
10	Carers' costs	4
11	Completing expenses claim forms	4
12	Roles and responsibilities	5
13	Document review.....	5
14	Process for monitoring compliance	5
15	Appendices	6
16	References.....	6

3 Introduction

The role of governor of a foundation trust is voluntary, and governors do not receive payment for this role.

In accordance with paragraph 20 of the constitution of University Hospital Southampton NHS Foundation Trust (the **Trust**), the Trust should determine the rates at which travelling and other expenses are paid to governors. This document sets out the circumstances in which governors may be reimbursed for legitimate and necessary expenses incurred in the course of their duties as governors of the Trust.

4 Scope

This policy and procedure applies to all governors. Where governors have been appointed by a partner organisation, in some cases that organisation may pay the expenses incurred by the appointed governor in performing the governor role in accordance with its own policies and procedures.

5 Aim/purpose

Governors may incur expenses in carrying out their role. The expenses incurred will depend on each governor's personal circumstances. All expenditure must be actually and necessarily incurred in carrying out the role and responsibilities of a governor. This will include travelling and other expenses for governors to attend council of governors' meetings, board of directors' meetings and committee or working group meetings as well as to any training or member events that the Trust requests governors to attend.

The payment of expenses ensures that the Trust provides financial support to governors and they do not incur additional personal expenditure when performing their role.

6 Training

The Trust has a duty to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately. Where training is not provided by the Trust, the Trust will be responsible for booking places on training courses, seminars and similar events for governors, therefore no Governor need incur any personal expense. Places at many external governor events are limited, so not all governors wishing to attend may be able to do so.

Governors may identify and propose any suitable training opportunities they would like to attend to the Trust prior to such events taking place. Where approved by the Trust, the Trust will book places on these events. Any training, or similar events, booked directly by governors may not be funded by the Trust.

6 Travel

Travel expenses will be paid at the rates set out below, which are the HM Revenue and Customs (HMRC) 'approved amounts', which do not require reporting or deductions for tax purposes. Governors should only claim for the return distance between their home and the Trust site or other venue or the distance travelled where this is less. When their journey starts from a location other than their home address and is further away than their home then this should be agreed with the Council of Governors' Business Manager in advance.

Public transport	Paid on a like for like basis. Any claim must be supported by a valid ticket. Rail fares reimbursed at standard class only for advance purchase tickets.
Cars and vans	45p per mile up to 10,000 miles and then 25p per mile thereafter. Governors are responsible for ensuring their private vehicles are appropriately insured.

Passenger allowance	5p per mile. This applies where a governor carries another governor in their own car or van.
Motorcycles	24p per mile
Bikes	20p per mile
Taxi	Taxis should only be used in exceptional circumstances where no other reasonable transport method is available or possible. Any claim must be supported by a valid taxi receipt issued by the driver.
Toll charges	Any toll charges must be supported by a valid ticket/receipt.

No driving penalties or fines will be reimbursed by the Trust. The Trust will not be responsible for any loss or damage to private vehicles or property or possessions.

7 Parking

Redeemable tickets will be issued for you to use car park facilities at the Trust's sites. Parking expenses incurred when attending meetings or events not held at Trust sites must be supported by a valid ticket/receipt.

No traffic or parking fines will be reimbursed by the Trust.

8 Subsistence

When away from the Trust sites and attending meetings that last more than five hours when meals are not provided, the Trust will reimburse governors subsistence claims in line with current staff allowances. The cost of any alcohol consumed, with or without meals, will not be reimbursed by the Trust and should not be claimed. Receipts for any expenditure will be required. Any potential claims for subsistence should be discussed with the Council of Governors' Business Manager in advance.

9 Carers' costs

Governors may claim for reasonable carers' costs for children under 16 and dependents, where there is medical or social services evidence that care is required and not already in place in order to attend meetings. Any potential claim for carers' costs should be discussed with the Council of Governors' Business Manager in advance.

A receipt for the carers' costs should be attached to the claim form. Expenses for carers' costs will not be liable to deductions for tax and national insurance.†

~~There is also some wording in brackets at the end of the carers costs section that should be removed as the actual costs would be paid provided that are not being paid/reimbursed by someone else.~~

10 Completing expenses claim forms

The Trust will provide governors with an expenses claims form on request. Claim forms should be completed and returned to the Council of Governors' Business Manager for authorisation as soon as possible after the expense has been incurred and no later than one month after the date on which the expenses were incurred. All claims (except mileage costs) should be supported by an itemised invoice or receipt. Claims, including invoices and receipts, received more than one month after the expenses were incurred could result in the claim not being paid depending on the reasons for this.

In signing and dating the claim form, you are confirming:

- that you actually and necessarily incurred the expense while carrying out your role as a governor;

- that the journeys made were required for you to fulfil your duties and responsibilities as a governor; and
- that you have not received any reimbursement from any other source for the expenses claimed.

Claims will normally be reimbursed direct to the nominated bank or building society account by bank transfer. In order to ensure efficient reimbursement, the expenses claim form requests your bank details. This information will be held in the strictest confidence.

11 Roles and responsibilities

Governors will be responsible for accurately completing expenses claims forms, retaining receipts and tickets to support any claim and submitting these to the Trust as soon as possible after the expense has been incurred and no later than one month of the date on which the expenses were incurred.

The Council of Governors' Business Manager will be responsible for making expenses claims forms available to governors, verifying that the claim relates to a meeting or event that governors were required or requested to attend and keeping accurate records of all claims submitted.

The Associate Director of Corporate Affairs and Company Secretary will be responsible for making the final decision as to whether any claim should be accepted or accepted later than one month after the expenses were incurred.

12 Document review

All Trust policies will be subject to a specific minimum review period of one year; we do not expect policies to be reviewed more frequently than annually unless changes in legislation occur or new evidence becomes available. The maximum review period for policies is every three years. The author of the policy will decide an appropriate frequency of review between these boundaries.

Where a policy becomes subject to a partial review due to legislative or national guidance, but the majority of the content remains unchanged, the whole document will still need to be taken through the agreed process as described in this policy with highlighted changes.

This Council of Governors reimbursement protocol will be reviewed every three years.

13 Process for monitoring compliance

The purpose of monitoring is to provide assurance that the agreed approach is being followed. This ensures that we get things right for patients, use resources well and protect our reputation. Our monitoring will therefore be proportionate, achievable and deal with specifics that can be assessed or measured.

Key aspects of this policy will be monitored:

Element to be monitored	Total expenses incurred by all governors in each financial year as an aggregate figure and comparative information from the previous year
Lead (name/job title)	Council of Governors' Business Manager
Tool	Expenses claim forms and cost centre breakdown
Frequency	Annually
Reporting arrangements	This information is included in the Trust's annual report and accounts

Where monitoring identifies deficiencies actions plans will be developed to address them.

14 Appendices

Expenses claim form

15 References

National Health Service Act 2006

Item 6.3 Report to the Council of Governors - 28 October 2025				
Title:	Appointment of Deputy Chair			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors' Business Manager			
Purpose (type an 'x' in the appropriate box(es))				
(Re)Assurance	Approval	Ratification	Information	
	x			
Strategic Theme (type an 'x' in the appropriate box(es))				
Outstanding patient outcomes, safety and experience	Pioneering research and innovation	World class people	Integrated networks and collaboration	Foundations for the future
N/A	N/A	N/A	N/A	N/A
Executive Summary:				
In accordance with the paragraph 26.1 of the Trust's constitution, the council of governors (CoG) is responsible for appointing the deputy chair. The current deputy chair, Keith Evans, will come to the end of his second term of office on 31 January 2026 therefore a new deputy chair needs to be appointed. It is usual practice for the Trust's Chair to make a recommendation to the CoG as to who should be appointed to the role. Following discussion with non-executive directors, the Trust's Chair would like to recommend to the CoG that Jane Harwood, non-executive director and senior independent director (SID), be appointed to the role of Deputy Chair. The NHS Code of Governance permits the same individual to serve as both the Deputy Chair and SID. The CoG is asked to approve the appointment of Jane Harwood as Deputy Chair with effect from 1 October 2025.				
Contents:				
N/A				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

7.1 Report to the Council of Governors - 28 October 2025				
Title:	Membership Engagement			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Sam Dolton, events and membership officer			
Purpose (type an 'x' in the appropriate box(es))				
(Re)Assurance	Approval	Ratification	Information	
			x	
Strategic Theme (type an 'x' in the appropriate box(es))				
Outstanding patient outcomes, safety and experience	Pioneering research and innovation	World class people	Integrated networks and collaboration	Foundations for the future
Executive Summary:				
This report aims to update the council on Trust membership and recent and planned engagement activities.				
Contents:				
Membership engagement report.				
Risk(s):				
This report is provided for the purpose of information.				
Equality Impact Consideration:		N/A		

Overview of engagement

Over the last three months we have continued to engage with our members.

* All open rates as of 20 October 2025

Membership updates

Our routine membership updates are split into two different formats:

- A monthly newsletter to keep public members updated on what's happening across the Trust and the ways they can get involved in various projects, with an edition produced in September.
- A quarterly *Connect* digital magazine which mainly focuses on patient stories, UHS successes and individual/team achievements, with the autumn 2025 edition going out later in October.

Update	Type	Date sent	Sent to	Bounces	Opens*
September 2025	Monthly update	17/09/2025	3,022	64	53%

Other emails

To mark Organ Donation Week in September we invited our public members to register their decision on the organ donation register.

A link to the annual report and accounts 2024/25 was also sent to members in September.

Email	Date sent	Sent to	Bounces	Opens*
Register organ donation decision	22/09/2025	3,003	65	50%
Annual report and accounts 2024/25	24/09/2025	2,984	65	47%

Annual members' meeting

We held our annual members' meeting in person on 8 October 2025. It included highlights of 2024/25 from the executive team, as well as a look at our current priorities, and a membership update from the lead governor. Following the presentation, there was a Q&A session with our executives covering a range of topics. Teams from across UHS took part in an exhibition showcasing their patient services and projects.

In total 42 people attended the meeting (26 public members, 16 staff members), up from 17 last year.

We have received 13 feedback forms:

- 8 rating the event excellent
- 4 good
- 1 fair
- 0 poor

Positive feedback included:

- "I thought David's presentation was excellent. Pitched to the "layman" - not too medical, not too accounting."
- "It was a clear insight to both successes and challenges within the UHS. Very open and honest."
- "An excellent opportunity to understand the problems and to look at the possible solutions, given that there is an imbalance between supply and demand."

Suggestions for improvement:

- "Microphones would have made hearing a lot easier."
- "Allow more time to be given to questions and to visit the range of stalls and the excellent We Are UHS display."

Public engagement on social

Impressions = number of times a post has been displayed

Engagement = number of likes, shares, comments

We have been active across our social media channels, content with high engagement included:

RSV protection for premature babies

Earlier in October BBC News reported on the nationwide roll out of a new drug to protect premature babies from RSV this winter, following a successful trial at UHS.

124,076 impressions 9,378 engagements

Singer-songwriter plays Live at the Wards

In September musician Tom Speight brought his Live at the Wards tour to UHS, treating inflammatory bowel disease patients to a special acoustic performance.

111,047 impressions 8,933 engagements

Marking Childhood Cancer Awareness Month

Throughout September the Southampton Children's Hospital accounts marked Childhood Cancer Awareness Month with five posts spotlighting teams and individuals on our Piam Brown Ward, highlighting the difference their care makes to young patients and their families.

200,284 combined impressions 17,833 combined engagements

Member analysis

Age breakdown (and number of new members since 16 July 2025)	
16-21	107 (4)
22-29	199 (1)
30-39	338 (3)
40-49	391 (6)
50-59	494 (5)
60-74	1,064 (11)
75+	1,464 (9)
Not stated	146

Gender breakdown (and number of new members since 16 July 2025)	
Unspecified	44 (1)
Male	1,629 (19)
Female	2,418 (15)
Transgender	6
Non-binary	3
Prefer not to say	102 (4)
Prefer to self-describe	1

Ethnicity breakdown (and number of new members since 16 July 2025)	
White - English, Welsh, Scottish, Northern Irish, British	3,360 (25)
White - Irish	8
White - Gypsy or Irish Traveller	0
White - Other	86 (2)
Mixed - White and Black Caribbean	5 (1)
Mixed - White and Black African	9
Mixed - White and Asian	8
Mixed - Other Mixed	28
Asian or Asian British - Indian	97 (2)
Asian or Asian British - Pakistani	10
Asian or Asian British - Bangladeshi	12
Asian or Asian British - Chinese	25
Asian or Asian British - Other Asian	106 (3)
Black or Black British - African	52 (3)
Black or Black British - Caribbean	4
Black or Black British - Other Black	39
Other Ethnic Group - Arab	11
Other Ethnic Group - Any Other Ethnic Group	29
Not stated	314 (3)

During the nomination stage of Council of Governor elections in Southampton City, New Forest, Eastleigh and Test Valley, and Isle of Wight, postal members were given the option to become email members or continue as postal members. If they did not respond they would be removed from the membership database. This has reduced our postal members from around 5,000 to 1,154 and during the ballot stage of the election this saved the Trust over £2,200 on printing and postage costs.

Member recruitment

As of 20 October 2025, there are 4,203 public members. Since the last Council of Governors meeting on 16 July 2025, 39 new members have joined the Trust. Recruitment has been driven by:

- Governors attending Southampton Pride as part of the UHS stall in August and encouraging attendees to sign up.
- Promoting the annual members' meeting on social media channels.
- Several 'involved patients' registered with our experience of care team attended the annual members' meeting and weren't members of the Trust, so were sent an email after the event inviting them to become Trust members.

Conclusion

Our immediate focus is to:

- Continue monthly updates and produce the *Connect* quarterly digital magazine for the autumn and winter.

Recommendation

This paper aims to update the Council of Governors on Trust membership and recent and planned engagement activities.