



University Hospital Southampton

NHS Foundation Trust

Agenda Council of Governors

Date	29/01/2025
Time	14:00 - 15:30
Location	Conference Room, Heartbeat/Microsoft Teams
Chair	Jenni Douglas-Todd

1 Chair's Welcome and Opening Comments

14:00

2 Declarations of Interest

14:03

3 Minutes of Previous Meeting

14:04

Approve the minutes of the previous meeting held on 23 October 2024

4 Matters Arising/Summary of Agreed Actions

14:05

There are no outstanding actions

5 Strategy, Quality and Performance

5.1 Chief Executive Officer's Performance Report

14:06

Receive and note the report

Sponsor: David French, Chief Executive Officer

6 Governance

6.1 Chair and Non-Executive Director Appraisal Process

14:26

Approve the Chair and Non-Executive Director Appraisal Process

Sponsor: Jenni Douglas-Todd, Trust Chair

Attendee: Steve Harris, Chief People Officer

6.2 Audit and Risk Committee Terms of Reference

14:41

Provide feedback on the proposed changes before presentation to the Board of Directors

Sponsor: Keith Evans, Audit and Risk Committee Chair

Attendee: Craig Machell, Associate Director of Corporate Affairs and Company Secretary

6.3 Governors' Nomination Committee Terms of Reference

14:46

Approve the proposed changes to the Governors' Nomination Committee Terms of Reference

Sponsor: Jenni Douglas-Todd, Trust Chair

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

- 6.4 Annual Business Plan**
14:49 Approve the Annual Business Plan for 2025/26
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Karen Russell, Council of Governors' Business Manager
- 6.5 Non-Executive Director Appointment**
14:52 Note the commencement of appointment of David Liverseidge
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Craig Machell, Associate Director of Corporate Affairs and Company Secretary and Karen Russell, Council of Governors' Business Manager
- 6.6 Governor Attendance at Council of Governors' Meetings**
14:57 Review governor attendance at Council of Governors' meetings
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Karen Russell, Council of Governors' Business Manager
- 6.7 Break**
15:00
- 7 Membership Engagement and Governor Activity**
- 7.1 Membership Engagement**
15:10 Receive the report
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Sam Dolton, Events and Membership Officer
- 7.2 Governors' Nomination Committee Feedback**
15:20 Chair: Jenni Douglas-Todd, Trust Chair
- 8 Review of Meeting**
15:25 Review and feedback on the content of this meeting
Sponsor: Jenni Douglas-Todd, Trust Chair
- 9 Any Other Business**
15:27 Raise any relevant or urgent matters that are not on the agenda
- 10 Date of Next Meeting: 29 April 2025**
15:29 Note the date of the next meeting



University Hospital Southampton

NHS Foundation Trust

Minutes - Council of Governors (CoG) Open Session

Date	23 October 2024	
Time	14.35-15.45	
Location	Conference Room, Heartbeat Education Centre and Microsoft Teams	
Chair	Jenni Douglas-Todd, Trust Chair	
Present	Jenni Douglas-Todd, Trust Chair	JDT
	Shirley Anderson, Elected, New Forest, Eastleigh and Test Valley	SA
	Katherine Barbour, Elected, Southampton City	KB
	Lesley Gilder, Elected, Southampton City	LG
	Sathish Harinarayanan, Elected, Medical Practitioners and Dental Staff	SH
	Councillor Pam Kenny, Appointed, Southampton City Council	PK
	Jenny Lawrie, Elected, Southampton City	JL
	Brian Lovell, Elected, Rest of England and Wales	BL
	Esther O'Sullivan, Elected, New Forest, Eastleigh and Test Valley	EO
	Councillor Louise Parker-Jones, Appointed, Hampshire County Council	LPJ
	Karen Smith, Elected, Health Professional and Health Scientist Staff	KS
	Jake Smokcum, Elected, Nursing and Midwifery Staff	JS
	Professor Emma Wadsworth, Appointed, Solent University	EW
	Mike Williams, Elected, New Forest, Eastleigh and Test Valley	MW
In attendance	Tracey Burt, Minutes	TB
	Sam Dolton, Events and Membership Officer	SD
	David French, Chief Executive Officer (for item 5.1)	DF
	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
Apologies	Patricia Crates, Elected, New Forest, Eastleigh and Test Valley	PC
	Helen Eggleton, Hampshire and Isle of Wight Integrated Care Board (ICB)	HE
	Professor Mandy Fader, Appointed, University of Southampton	MF
	Ben Grassby, Elected, New Forest, Eastleigh and Test Valley	BG
	Linda Hebdige, Elected, Southampton City	LH

1 Chair's Welcome and Opening Comments

The Chair welcomed everyone to the meeting. In particular, the new governors and young Associate Governors.

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 24 July 2024 were **approved** as an accurate record of the meeting.

4 Matters Arising/Summary of Agreed Actions

All actions had been completed.

5 Strategy, Quality and Performance

5.1 Chief Executive Officer's Performance Report

JDT welcomed DF, Chief Executive, to the meeting. For the benefit of the new governors, he advised that he had joined the Trust in 2016 as its Chief Financial Officer and had then become CEO four years ago.

He highlighted the following:

- new theatres had recently been opened on F Level which would allow for greater activity.
- the waiting list was now stable at around 60,000 having previously been increasing at approximately 1,000 patients per month. He acknowledged the significant effort of staff in reducing the figure.
- the Trust had delivered elective activity at 126% of pre-pandemic levels (2019/20), which placed it in the top quartile of peer teaching hospitals across the country.
- over the last year, the volume of first time Outpatient appointments had increased by 9%, whilst follow up appointments had reduced by 9%. The challenge was to ensure that every follow up appointment added value.
- in September 2024, the hospital's ED performance had ranked 4th when compared to 20 peer teaching hospitals across the UK.
- UHS had been asked to send its financial recovery plan to NHS England (NHSE).
- the hospital was constantly looking for ways to stretch itself to do even better (e.g. theatre utilisation, Outpatients and length of stay) but that was a particular challenge, when UHS was already in the top quartile of peer teaching hospitals in the UK.
- UHS was working with its local system partners to reduce the number of mental health patients admitted to the hospital, when they should be seen in more appropriate settings.
- each day there were around 200/250 frail, elderly patients at UHS who did not meet the criteria to reside (nCTR).

On a more positive note, DF advised that:

- the new system to log and communicate pathology results (LIMS) had gone live in July 2024. The previous system had been approximately 25 years old and whilst there had been some initial issues externally, the new system was now more stable.
- an event 'We are UHS' had taken place last week in the Trust. It had provided an opportunity for staff to recognise and celebrate the work done in the hospital. The highlight had been a UHS Staff Awards night at the Hilton Hotel in West End, sponsored by Southampton Hospital Charity and hosted by DF and Gail Byrne, Chief Nursing Officer. Around 400 staff had attended the event.

In response to various questions from governors, DF advised that:

- the Trust did not always receive extra funding for doing additional activity. The government's view was that the NHS was still not as productive as it had been prior to the pandemic and that it should be doing more, with fewer resources. DF did not consider that staff should be asked to work any harder and instead, ways needed to be found to ensure that processes were less labour intensive.
- the number of Southampton City Council (SCC) and Hampshire County Council (HCC) residents, in the hospital, who did nCTR was very similar. Both councils had been subject to significant cuts in funding and were unable to fund sufficient care home places/domiciliary packages, which would enable those patients to leave the hospital.
- the investigation regarding the Never Event that had occurred in September was still underway.

KS said that she had been encouraged to hear DF talk about the LIMS project and the incredible work done by the Pathology Team, which she would feedback to the wider pathology community. DF advised that the Trust had commissioned an external review, which would be shared internally and externally. It was hoped that the review would help other hospitals who would, in the future, implement LIMS.

6 Governance

6.1 Governor Attendance at Council of Governors' Meetings

KR advised that under the Trust's constitution, if a governor failed to attend two successive meetings of the CoG, without good reason, their tenure of office would be terminated.

At the time of review, one governor had missed two successive meetings but this had been discussed and was with good cause.

Decision: The CoG **confirmed** that it was satisfied that the failure of the governor to attend two successive meetings of the CoG had been due to reasonable cause and that they would attend future meetings within a reasonable period. No termination of office was therefore required.

6.2 Appointment to the Governors' Nomination Committee

KR advised that a vacancy had arisen on the Governors' Nomination Committee (GNC) when Kelly Lloyd had left the Trust on 30 June 2024.

Governors had been asked to express an interest in joining the GNC, which JL had done. The CoG had decided by unanimous vote to approve her appointment to the GNC.

6.3 Meeting with the Hampshire and IoW ICB - Chair Appointments

JDT advised governors that Hampshire and IoW Integrated Care Board (ICB) would be meeting with them on 31 October 2024 at 4 p.m.

The intention of the meeting was for the ICB to set out its aspirations for the future of healthcare within Hampshire and the IoW. The ICB had already begun talks with UHS about it working more closely with Hampshire Hospitals NHS Foundation Trust and they also planned for Portsmouth and Isle of Wight hospitals to work together more closely.

KR advised that she would circulate the finalised agenda to governors in due course.

6.4 Strategy Session Planning

KR advised that there would be a Strategy Session for the CoG on Wednesday 11 December 2024 in the Conference Room, Heartbeat Suite.

She asked governors to suggest topics for the session and the following were mentioned:

- Prof. Chris Kipps, Clinical Director of Research and Development, the Wessex secure data environment and public engagement.
- the management of infection prevention within the hospital (e.g. C. difficile) and keeping staff and patients safe. It was suggested that Julie Brooks, Head of Infection Prevention, was invited to the session.
- making boards of governors more effective/looking at case studies. SA and JL mentioned an excellent presentation they had heard by NHS Providers.

KR said that Martin De Sousa, Director of Strategy and Partnerships, was already booked to attend the session.

KR advised that she would circulate further details regarding the Strategy Session in due course.

7 Membership Engagement and Governor Activity

7.1 Membership Engagement

SD introduced the Membership Engagement report.

He advised that the Communications Team had been involved in organising the recent UHS Staff Awards night and he said that there had been good engagement on social channels and from the Daily Echo. The event would also be featured in the quarterly Connect digital magazine to be published in November.

The team was now focussed on the Annual Members' Meeting and Open Evening to be held on 21 November 2024 in the Heartbeat Lecture Theatre and Conference Room. Around 50 members had already signed up to attend and he was hoping that would rise to 80. He encouraged governors (6 had already signed up) to attend, as it would provide them with a good opportunity to engage with the membership.

He advised that in December the virtual event research series would continue with an event on healthy ageing.

The following comments were made:

- JDT said that the data on emails sent out and the number of bounces was interesting. It suggested that there was some merit in a more focussed/targeted approach.
- JDT noted the low engagement with the appeal for second hand clothing for patients to go home in. Governors wondered whether it was due to it being an appeal that had been done before, rather than one that was new.

7.2 Feedback from Strategy and Finance Working Group

EO advised that Jake Wilkins, Associate Director, Always Improving, had given an interesting talk to the group on how the Trust's strategy, transformation plans and improvement goals were delivered.

KR noted that he had emailed a copy of his presentation direct to governors.

7.3 Feedback from Patient and Staff Experience Working Group

KR advised that Shona Small, Complaints Manager and Debbie Watson, Head of Patient and Family Relations, had attended the group to discuss the annual complaints report, which they had circulated prior to the meeting.

They had highlighted the nature and complexity of complaints and the challenges of dealing with people who could be difficult to help. The team had been struggling with a lack of resources but that was beginning to ease and they had been positive about the support they received from senior leadership and from one another.

The team did also receive positive feedback but governors noted that there was no regulatory requirement for that to be recorded.

7.4 Feedback from Membership and Engagement Working Group

SD advised that there had been a discussion about the Annual Members' Meeting and the role of governors, on the evening. It had been decided that governors could choose whether they roamed, chatting to attendees, or manned the stand that would be in the Conference Room.

JDT encouraged all governors to interact with members both at the event and, more generally, in their constituencies.

8 Review of Meeting

Governors felt that the sound quality had improved, both in the room and for those who had joined via Teams. It was, however, noted that some attendees still spoke too quietly.

FM said that she had been encouraged that governors' views were valued and listened to.

There was a suggestion that governors should bring their own cups for drinks and they asked to be reminded prior to the meetings.

9 Any Other Business

There was no other business.

10 Date of Next Meeting

The next meeting of the CoG would be held on 29 January 2025.

Item 5.1 Report to the Council of Governors - 29 January 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	
			Y	
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
Executive Summary:				
<p>Information about Trust performance supports the Council of Governors in their role.</p> <p>This report is intended to inform the Council of Governors about aspects of the Trust's performance.</p>				
Contents:				
The Chief Executive Officer's Performance Report is attached.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

UHS Council of Governors January 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 October 2024 to December 2024, noting that some quarterly performance data is reported further in arrears.

Notable features of the last quarter include:

- A significantly high volume of attendances to our Emergency Department in the period, averaging 448 patients per day. A reflection of a challenging national position which has significantly impacted four-hour performance.
- An extremely challenging number of patients not meeting the criteria to reside with volumes peaking above 250 in recent weeks. These patients continue to occupy hospital beds, restricting flexibility in our elective programmes, and impacting flow through the hospital.
- Whilst the waiting list has stabilised across the quarter, volumes continue to be above 60,000 with pressure predominantly in referral cohort. However, good progress has been made in reducing the longest waiting patients at both 78+ and 65+ weeks.
- The organisation continues to benchmark well for cancer services, ranking in 1st place compared to peer teaching hospitals for two of the three standard waiting time metrics
- The financial environment remains extremely challenging and is being monitored closely. UHS reported an £18.2m deficit after eight months which is £14.8m behind plan. This is predominantly due to savings targets not being fully achieved particularly those related to system transformation.
- The trust remains on target to spend its full capital allocation for 2024/25 and has delivered elective recovery fund activity (ERF) at 128% of 2019/20 levels which is 15% above the trust's target.

2. Safety

Infection Control	Target	Oct 2024	Nov 2024	Dec 2024
MRSA Bacterium infection	0	0	0	2
Clostridium Difficile infection	<=5	10	10	4

MRSA

Two cases of Hospital Onset Healthcare Associated (HOHA) MRSA BSI attributed to UHS in Q3 2024/25. The case underwent a detailed concise review led by the Infection Prevention Team and an after-action review (AAR) with the relevant clinical teams to identify learning and areas for improvement

C.difficile

Trusts are required under the NHS Standard Contract 2024/25 to minimise rates of C. difficile so that they are no higher than the threshold levels set by NHS England and Improvement. Trust-level thresholds comprise total healthcare-associated cases i.e. Hospital-onset healthcare associated (HOHA) and Community-onset healthcare associated (COHA). The number of cases in Q3 2024/25 was similar to the same period last year with 24 cases compared to 21 cases in the equivalent quarter in 2023/24. This is against a nationally set annual threshold of 99.

IP&C practice reviews have continued to be undertaken in Q3 on wards where patients with a newly confirmed positive result are isolated (toxin positive and toxin negative cases irrespective of whether hospital/ community onset or healthcare/community associated) for assurance that all expected standards

are in place to reduce the risk of onward transmission. 70 C. difficile IP&C practice reviews were undertaken, and key themes remain similar to Q2 with evidence that further focus is required to improve practice in a number of standards.

During Q3 2024/25, 3 periods of increased incidence (PII) were declared (two or more new cases of C. difficile on a ward in a 28-day period). Actions were implemented in response and the cases' ribotype results showed no identical types.

Q3 BSI cases

The Infection Prevention and Control department's focus on reducing healthcare associated BSI includes focus on hand hygiene, improvement projects to improve urinary catheter management, improving IV device care management and UHS fundamentals of care project.

Infection Control	Annual Threshold	Cases (Qtr 3)	Cases (YTD)
E coli BSI	141	54	157
Pseudomonas	23	7	28
Klebsiella	56	20	64
MSSA	N/A	8	35
VRE	N/A	2	9

Safety	Target	Oct 2024	Nov 2024	Dec 2024
Never Events	0	1	1	3
Patient Safety Incident Investigations (PSIIs)	N/A	2	1	0
Pressure ulcers category 2 per 1000 bed days	<0.3	0.29	0.40	0.53
Pressure ulcers category 3 per 1000 bed days	<0.3	0.25	0.33	0.43

Serious Incidents – Never Events

We have reported 10 Never Events this year, the majority of which are related to invasive procedures and stop points. Under the oversight of the CMO and CNO the patient safety team have set out a plan to mitigate such events and implement the National safety standards for invasive procedures (NatSSIPs). An oversight group has been established to oversee the implementation plan across the organisation.

Serious Incidents – Patient Safety Incident Investigations (PSII)

In **October** we reported two PSII. One in Pathology/Wessex Genomics: multiple samples affected by low levels of liquid nitrogen cell bank (long-term storage) facility. The second one is across a number of departments (Princess Anne Hospital theatres, specimen transport and pathology). Two specimens were not received in the pathology laboratory reception as expected, therefore tests could not be carried out.

In **November** we reported one PSII in Oncology.

All investigations are underway.

HSMR

Clinical Effectiveness	Target	Aug 2024	Sep 2024	Oct 2024
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)	<=100	90.65	88.14	87.49
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	89.53	88.82	86.31

3. Patient Experience

Friends and Family Test (FFT)

We continue to see positive responses of experience of care from our patient feedback tests

Indicator	Target	Oct 2024	Nov 2024	Dec 2024
Inpatients - Negative Score	<5%	0.3%	0.4%	1.1%
Maternity - Negative Score		0.8%	3.2%	2.2%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)				

During Quarter 3 there has been a focus on providing patients and staff with more information about the importance of FFT (Friends and Family Test). In December, the 'Christmas Countdown' event on the Experience of Care social media platforms featured positive feedback from patients in the form of an advent calendar with pictures of the teams that had received positive patient feedback. This gave a boost to morale in the winter period and an opportunity to educate externally about the FFT process and creating a link to the updated page on the UHS website. There is now an updated Staffnet page on the FFT as well, with links to our new Named Feedback certificates and further information.

Alongside this, our number of Involved Patients has now grown to over 2,000, and they have already supported with the Outpatients Letters Workshop, Head and Neck Forum, and the planning for the next 5 Year Strategy for the Trust, expanding our opportunities to gather the patient voice.

Complaints

Indicator	Target	Oct 2024	Nov 2024	Dec 2024
Complaints received for investigation		35	40	35
Complaints - Taking a Closer Look		15	21	19
Complaints - Early Resolution		55	62	54
Complaints - Total				
Number of complaints closed in month		55	37	54
Trust complaints response time				
Complaints – Taking a Closer Look	35 days	43	28	40
Complaints – Early Resolution	10 days	26	57	20
Complaints - Total		36	43	34
Complaints returned dissatisfied	<15 p/qtr	3	7	4
Parliamentary and Health Service Ombudsman (PHSO) cases upheld, (reported a quarter in arrears)	0	0	0	0

Significant backlogs in PALS and complaints were accumulated across summer and into Q3 primarily due to staff vacancies and absence. However new staff have now joined both teams and they currently have no vacancies. The vacancies and backlogs attributed to the longer handle for Early Resolution and Taking a Closer Look complaints. However, there was an improvement in December and it is anticipated that there will be a steady improvement in the coming quarter.

The key themes for complaints remained unchanged with Clinical Treatment, Communication and Waiting Times/Appointments being the most common.

4. Access Performance

Emergency Access Performance	Target	Oct 2024	Nov 2024	Dec 2024
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	=>78.0%	66.6%	59.4%	57.7%

Attendances to the Emergency Department (ED) increased further in quarter three, averaging 448 per day across October, November and December in 2024. This represents an increase of 6.6% compared to the previous quarter and a 5.8% increase compared to the same period last year. The pressure on the emergency department across the festive period presented significant challenges on hospital flow and bed state - the four hour performance position reducing to 57.7% in December 2024. This position places the hospital in the third quartile when compared to twenty peer teaching hospitals for Type 1 attendances.

Referral to Treatment (RTT)	Target	Oct 2024	Nov 2024	Dec 2024
% incomplete pathways within 18 weeks in month	=>92%	63.41%	62.44%	62.04%
Total patients on a waiting list		60,879	60,338	60,387

Despite a small decrease in December, the trust's RTT waiting list remained above 60,000 in every month within quarter three. The main pressure continues to be the referral element of the pathway with the number of patients waiting for surgery reducing. 62% of patients on the waiting list have been waiting less than 18 weeks - the organisation has consistently benchmarked in the top quartile when compared to peer teaching organisations for this metric.

UHS continues to make good progress in reducing the longest waiting patients. UHS reported zero patients waiting over 78 weeks in December 2024 and 22 patients waiting over 65 weeks. The majority of these patients remain those impacted by the national shortage of corneal tissue. The organisation's focus for the remainder of the year continues to be patients waiting over 52 weeks.

Cancer	Target	Sep 2024	Oct 2024	Nov 2024
Faster Diagnosis - within 28 days	>=77%	82.4%	84.8%	86.2%
31 Day target - decision to treat to first definitive treatment	=>96%	93.1%	94.2%	94.4%
62 day target - urgent referral to first definitive treatment	=>70%	78.1%	77.5%	78.9%

The organisation has made positive progress in improving cancer waiting times in quarter three. Delivery against the 28 day faster diagnosis has remained above the national target and seen month on month improvement achieving 86.2% for November. This places the organisation in first place compared to 20 peer teaching hospitals across the country. The hospital also ranks in first place for the 62day target.

The organisation continues to prioritise cancer patients and their treatments for all tumour sites and cancer types. Pathway efficiencies particularly around pathology and diagnostics are constantly being explored as well as regular dialogue with Wessex Cancer Alliance and the ICB on improvements and innovative techniques to ensure referrals are appropriate and timely.

5. Finance

The financial environment remains extremely challenging as we head into the final quarter of 2024/25. The annual plan for 2024/25 was originally approved as a £14.5m deficit which was reduced to £3.3m following central support funding being issued for organisations in deficit.

UHS is currently reporting an £18.2m deficit after eight months which is £14.8m behind plan. This is predominantly due to savings targets not being fully achieved particularly those related to system transformation not yet yielding financial benefits. These were always known to have greater risk attached due to the scale of change required. Of note both non criteria to reside and mental health schemes are challenged with patient numbers remaining at similar levels to 2023/24. Both these areas were targeted for significant reduction with the aim of delivering both quality and financial savings. The non delivery of system transformation schemes YTD means £9m of planned savings have not been achieved. Other challenges around industrial action and pay disputes have in many areas now been resolved although there are several areas still under discussion with unions. It should also be noted that UHS continues to deliver activity over and above its funded block contract levels which is valued at £20m YTD. This mainly relates to Emergency Department and Non Elective activity.

The YTD deficit and underlying deficit run rate means there is now a significant challenge in delivering the financial plan for the year that would require a surplus to be delivered across the remaining four months and over delivery on efficiency savings targets within the plan. In response to this challenge UHS continues to work with both internal and external stakeholders on how improvements can be achieved.

Despite this challenge the organisation has made significant efforts in making sure workforce growth is controlled and agency costs minimised. Agency expenditure is below 1% of total pay expenditure and continues to benchmark favourably when compared to similar organisations. Surge capacity (beds not normally commissioned) have also remained much lower levels than the previous year although has known peaks and troughs with the winter period often more challenging. The trust has also delivered elective recovery fund activity (ERF) at 128% of 2019/20 levels which is 15% above the trust's target. This has helped deliver additional revenues of £20m across the first half of 2023/24 and helping to reduce long waiting patient numbers. Internal transformation initiatives also continue to drive incremental improvement in theatres productivity, outpatient productivity and length of stay with the former two workstreams showing noticeable improvements across the first half of 2024/25.

Due to the scale of risk around financial delivery however, for both UHS and the H10W system, the trusts financial recovery journey continues to be monitored closely as continuing to run in a deficit is not sustainable for the trusts cash or capital position. The trust however remains positive that in working with system partners, improvements can be achieved in time returning the trust to a breakeven footing.

Further to this the trust remains on target to spend its full capital allocation for 2024/25 totalling £86m. This includes £1.75m funding (awaiting approval) towards Same Day Emergency Care (SDEC), £18m related to continued investment in decarbonisation funded via a Salix grant, and £7m related to the completion of the Southampton Community Diagnostics Centre planned for the Royal South Hants hospital (centrally funded). This continued investment in capacity, digital and estates infrastructure helps support continued efficiency improvement that provide foundations for the future.

6. Human Resources

Indicator	Q2 24/25	Q3 24/25
Staff recommend UHS as a place to work %	64.1%	Results under national embargo
Staff survey engagement score (out of 10)	6.84	Results under national embargo

The annual staff survey takes place throughout September to November. The survey has now closed and we have started to receive the initial results from our supplier, Picker. The HR and OD teams are analysing the initial results and will continue to do so as we receive further results. The participation rate decreased this year, from the previous year, and we will be sharing the results over the coming months as per the national embargo timeline, which is expected to lift February-March 2025. Following this we will be sharing the results trust-wide and supporting teams to receive and respond to the feedback.

Indicator	Target	Oct 2024	Nov 2024	Dec 2024
Staff Turnover (internal target; rolling 12 month)	<=13.6%	10.8%	10.6%	10.7%
Sickness absence 12 month rolling (internal target)	<=3.9%	3.87%	3.9%	3.92%

Turnover:

In December 2024, there was a total of 99.5 WTE leavers, 22.5 WTE more than November 2024 (77 WTE). The highest since September 2024.

Division C recorded the highest number of leavers (28 WTE). Within Division C, Allied Health Professionals staff group had the highest number of leavers (7 WTE), followed by the Nursing and Midwifery Registered staff group at 6 WTE. Divisions B and D had the second and third highest number of leavers (22 and 22 WTE respectively); with the largest numbers being Administrative and Clerical staff group for Div B (8 WTE), and Nursing and Midwifery Registered staff group for Div D (9 WTE).

Sickness:

In December 2024, the Trusts rolling 12-month sickness absence rate increased to 3.92% (0.02% above target). While the in-month sickness absence reduced from 4.2% in November 2024 to 4.1% in December 2024. Over November and December 2024, anxiety, stress and depression remained at 1% while cold, cough and flu – influenza increased from 0.7% in November to 0.9% in December.

Item 6.1 Report to the Council of Governors - 29 January 2025				
Title:	Chair and Non-Executive Director Appraisal Process 2024/25			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Steve Harris, Chief People Officer and Karen Russell, Council of Governors Business Manager			
Purpose (type an 'x' in the appropriate box(es))				
(Re)Assurance	Approval	Ratification	Information	
	Y			
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:				
<p>The NHS Foundation Trust Code of Governance requires that the Council of Governors (CoG) should take the lead on agreeing a process for the evaluation of the chair and the non-executive directors (NEDs). The Governors' Nomination Committee (GNC) advises the CoG on that process.</p> <p>The appraisal process supports the board of directors (Board) in ensuring its overall effectiveness by making sure that any individual or collective development needs are identified and that the chair and non-executive directors continue to have capacity to meet the time commitment required for the role. The outcome of appraisal will also be relevant to any decision by the CoG to reappoint a non-executive director.</p> <p>Following recommendation by the GNC at its meeting on 15 January 2025, the CoG is asked to approve the Chair and NED appraisal process for 2024/25.</p>				
Contents:				
The attached paper sets out the proposed appraisal process for 2024/25.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Chair and Non-Executive Director (NED) Appraisal Process for 2024/25

1. Introduction and purpose

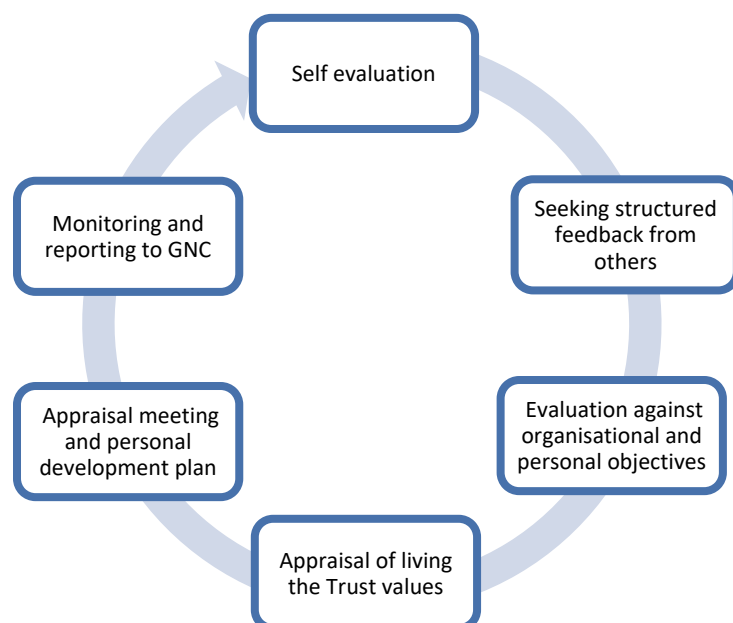
- 1.1 The NHS Foundation Trust Code of Governance requires that the Council of Governors (**CoG**) should take the lead on agreeing a process for the evaluation of the chair and the non-executive directors (**NEDs**). The Governors' Nomination Committee (**GNC**) advises the CoG on that process. The results of the appraisals are shared with the GNC and the CoG.
- 1.2 The Trust normally aims to complete the process by 31 March each year.
- 1.3 The new NHS England (**NHSE**) Fit and Proper Person Framework for boards was introduced with effect from 30 September 2023. NHSE are expected to launch new appraisals processes for all board members as part of a revised national framework for the management of senior leaders. A refreshed appraisal process for chairs was released in 2024, however the remaining board member processes are still outstanding with no clear date yet for implementation.
- 1.4 It is recommended therefore the Trust proceeds with the use of the existing NED appraisal framework and uses the new framework provided for the Chair appraisal.
- 1.5 This paper sets out the proposed process and timescales for the Chair and NED appraisals for 2024/25.

2. Overview of the process

- 2.1 The Chair of the Trust has responsibility for undertaking the appraisals for NEDs. The Chair's appraisal process is conducted by the Senior Independent Director (SID).
- 2.2 Jenni Douglas-Todd, as Trust Chair, will undertake the NED appraisals. Jane Harwood, in her role as SID, will undertake the Chair's appraisal.

2.3 The process will aim to:

- Provide a structured review of performance against personal and organisational objectives set, and the performance of the Trust.
- Reflect on demonstration of the Trust values.
- Review attendance at key Trust meetings.
- Plan for the future, including objective setting for the next year and the identification of a personal development plan.
- Provide overall reporting and assurance to the GNC and CoG.



2.4 The Trust will use the guidance forms provided by NHSE for NED appraisal. The Trust's NED appraisal process is in line with [guidance published by NHS England \(NHSE\)](#).

3. NHSE Framework for Chair's appraisal

3.1 NHSE have a national framework for appraisals of Chairs of provider organisations which was refreshed in 2024. This requests that Trusts ensure a robust multi-source feedback process is conducted. In the refreshed process this is now to be undertaken with consideration given to the NHSE new leadership framework. A summary of these 6 areas can be found in appendix A. The full framework can be found [here](#).

3.2 A summary of the Chair's appraisal is also required to be provided to the NHSE Regional Director.

3.3 It is intended that UHS use the templates provided for the Chair's appraisal, and also include our own local values. Multi-source feedback will continue to be requested from Trust Board members and the CoG. Feedback will also be sought from the ICS.

4. Scope of Appraisal

4.1 Appraisals will cover all non-executive directors. This includes:

- Jenni Douglas-Todd (Trust Chair)
- Keith Evans (Deputy Chair)
- Jane Harwood (Senior Independent Director)

- Dave Bennett
- Professor Diana Eccles
- Dr Tim Peachey
- Alison Tattersall

An objective setting process will take place with David Liverseidge as very recent new starter.

5. Proposed process

5.1 The following is proposed as the process for the 2024/25 round of appraisals:

- Use of the standard NED NHSE appraisal template.
- Use a system of gaining qualitative feedback on each NED to be appraised from both the CoG and from the Board.
- The Chair will meet with each NED to conduct the appraisal once feedback has been collated.
- The SID will conduct the appraisal for the Chair.

5.2 To ensure meaningful views can be obtained, it is suggested that the CoG will be asked to provide positive feedback and areas of development in respect of the NEDs as individuals, and as a group. The Lead Governor (Shirley Anderson) will be asked to seek feedback from the council members.

6. Timetable of events

Action	Details	Who	To be completed by
Agree process and timescales with GNC	GNC briefed on process and timescales.	JDT and SH	15 January 2025
Booking appraisal meetings	Appraisal meetings to be booked by JDT (KB)	KB	31 January 2025
Sending out forms	All feedback forms to be sent out to appraisees and to Governors by close of play on 1 February 2024. Feedback forms to be sent to: <ul style="list-style-type: none"> • Governors (Via Lead Governor) • All Executives • All NEDs 	SH	1 February 2025
Seeking feedback	Feedback to be provided to the Chief People Officer, who will collate it.	SA SH	21 February 2025
Booking appraisal meetings	Appraisal meetings to be booked by JDT (KB)	KB	31 January 2025
Appraisal meetings held	JDT to hold appraisal meetings with: <ul style="list-style-type: none"> • Dave Bennett • Professor Diana Eccles • Keith Evans • Jane Harwood 	JDT	31 March 2025

	<ul style="list-style-type: none"> • Dr Tim Peachey • Alison Tattersall <p>Objective setting meeting to be held with David Liverseidge as a new NED</p>		
	JH to hold appraisal meeting with JDT	JH	31 March 2025
Summary reporting to GNC	<p>SH, JDT and JH to draft a summary report to be shared with GNC covering:</p> <ul style="list-style-type: none"> • Feedback • Areas for development • Objectives going forward <p>Report to be provided to the GNC by SH, JDT and JH.</p>	SH, JDT and JH	22 April 2025
Reporting to COG	GNC, supported by Chief People Officer and Chair, to provide a summary report and assurance to the CoG.	SH, JDT and JH	29 April 2025
Reporting to NHSE	Summary report to be provided to NHSE in line with framework process.	SH	30 April 2025

7. The role of the GNC in assurance and scrutiny

- 7.1 The GNC will be provided with an annual report written by the Chair, supported by the Chief People Officer, which will provide an overview of the appraisals undertaken, including an overall performance summary and objectives.
- 7.2 The GNC will have a direct role in endorsing the appraisal process for the Chair. The SID will undertake the appraisal and provide a key summary to the GNC who will be asked to endorse the outcome.
- 7.3 The CoG will receive assurance from the GNC that appropriate performance appraisal of the Chair and NEDs has taken place.

8. Recommended next steps

- 8.1 Following recommendation by the GNC at its meeting on 15 January 2025, the CoG is asked to approve the Chair and NED appraisal process for 2024/25.

Steve Harris
Chief People Officer

January 2025

Appendix A – Refreshed leadership framework competencies for the Chair Appraisal

Driving high-quality and sustainable outcomes

The skills, knowledge and behaviours needed to deliver and bring about high quality and safe care and lasting change and improvement - from ensuring all staff are trained and well led, to fostering improvement and innovation which leads to better health and care outcomes.

Setting strategy and delivering long-term transformation

The skills that need to be employed in strategy development and planning, and ensuring a system wide view, along with using intelligence from quality, performance, finance and workforce measures to feed into strategy development.

Promoting equality and inclusion, and reducing health and workforce inequalities

The importance of continually reviewing plans and strategies to ensure their delivery leads to improved services and outcomes for all communities, narrows health and workforce inequalities, and promotes inclusion.

Providing robust governance and assurance

The system of leadership accountability and the behaviours, values and standards that underpin our work as leaders. This domain also covers the principles of evaluation, the significance of evidence and assurance in decision making and ensuring patient safety, and the vital importance of collaboration on the board to drive delivery and improvement.

Creating a compassionate, just and positive culture

The skills and behaviours needed to develop great team and organisation cultures. This includes ensuring all staff and service users are listened to and heard, being respectful and challenging inappropriate behaviours.

Building a trusted relationship with partners and communities

The need to collaborate, consult and co-produce with colleagues in neighbouring teams, providers and systems, people using services, our communities, and our workforce. Strengthening relationships and developing

Agenda item 6.2 Report to the Council of Governors - 29 January 2025				
Title:	Audit and Risk Committee Terms of Reference			
Sponsor:	Keith Evans, Chair			
Author:	Craig Machell, Associate Director of Corporate Affairs			
Purpose				
(Re)Assurance	Approval	Ratification		Information
	x			
Strategic Theme				
Outstanding patient outcomes, safety and experience	Pioneering research and innovation	World class people	Integrated networks and collaboration	Foundations for the future
				x
Executive Summary:				
<p>The terms of reference for all Board committees should be reviewed regularly, and at least once annually, to ensure that these reflect the purpose and activities of each committee. The Code of Governance for NHS Provider Trusts requires that Council of Governors is consulted on the terms of reference. The terms of reference are approved by the Board of Directors.</p> <p>It is proposed to amend 10.2 to Code of Governance for NHS Provider Trusts and remove Charitable Funds Committee from Appendix A.</p> <p>No other changes are proposed.</p> <p>The Council of Governors is requested to provide any feedback on the proposed changes to the terms of reference prior to their submission to the Board of Directors for approval.</p>				
Contents:				
Audit and Risk Committee Terms of Reference				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Audit and Risk Committee Terms of Reference Version: 67

Date Issued: ~~29 February 2024~~ 11 March 2025
Review Date: ~~30 January 2025~~ January 2026
Document Type: Committee Terms of Reference

Contents Paragraph		Page
1	Role and Purpose	2
2	Constitution	2
3	Membership	2
4	Attendance and Quorum	3
5	Frequency of Meetings	3
6	Conduct and Administration of Meetings	3
7	Duties and Responsibilities	4
8	Accountability and Reporting	6
9	Review of Terms of Reference and Performance and Effectiveness	6
10	References	6

Appendices		Page
Appendix A	Committee and Reporting Structure	7

Document Status

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

1. Role and Purpose

- 1.1 The Audit and Risk Committee (the **Committee**) is responsible for overseeing, monitoring and reviewing corporate reporting, the adequacy and effectiveness of the governance, risk management and internal control framework and systems and areas of legal and regulatory compliance at University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**) and the external and internal audit functions.
- 1.2 The Committee provides the board of directors of the Trust (the **Board**) with a means of independent and objective review of financial and corporate governance, assurance processes and risk management across the whole of the Trust's activities both generally and in support of the annual governance statement.
- 1.3 The duties and responsibilities of the Committee are more fully described in paragraph 7 below.

2. Constitution

- 2.1 The Committee has been established by the Board. The Committee has no executive powers other than those set out in these terms of reference. It is supported in its work by other committees established by the Board as shown in Appendix A.
- 2.2 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to cooperate with any request made by the Committee.
- 2.3 In carrying out its role the Committee will primarily utilise the work of internal audit, external audit and other assurance functions. It is also authorised to seek reports and assurance from executive directors and managers and will maintain effective relationships with the chairs of other Board committees to understand their processes of assurance and links with the work of the Committee.
- 2.4 The Committee is authorised to obtain external legal or other independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions.

3. Membership

- 3.1 The members of the Committee will be appointed by the Board and will be independent non-executive directors of the Trust (other than the chair of the Board). The Committee will consist of not less than three members, at least one of whom will have recent and relevant financial experience, ideally with a qualification from one of the professional accountancy bodies.
- 3.2 The Board will appoint the chair of the Committee from among its members (the **Committee Chair**). The Committee Chair may be the deputy chair of the Board. However, in the event that the deputy chair must act as chair of the Board for an extended period of time, the deputy chair will resign as Committee Chair. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 3.3 Only members of the Committee have the right to attend and vote at Committee meetings. However, the following will be invited to attend meetings of the Committee on a regular basis:
 - 3.3.1 representative(s) from the external auditor;
 - 3.3.2 representative(s) from the internal auditor;

- 3.3.3 representative(s) from the local counter fraud service;
 - 3.3.4 Chief Financial Officer;
 - 3.3.5 Chief Nursing Officer; and
 - 3.3.6 Associate Director of Corporate Affairs/Company Secretary.
- 3.4 The Chief Executive Officer will be invited to attend meetings of the Committee, at least annually, to discuss with the Committee the process for assurance that supports the annual governance statement.
- 3.5 Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary, particularly when the Committee is considering areas of risk or operation that are the responsibility of a particular executive director or manager.
- 3.6 Governors may be invited to attend meetings of the Committee.

4. Attendance and Quorum

- 4.1 Members should aim to attend every meeting and should attend a minimum of 75% of meetings held in each financial year. Where a member is unable to attend a meeting they should notify the Committee Chair or Company Secretary in advance.
- 4.2 The quorum for a meeting will be two members. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 4.3 When an executive director or manager is unable to attend a meeting they should appoint a deputy to attend on their behalf.

5. Frequency of Meetings

- 5.1 The Committee will meet at least four times each year and otherwise as required.
- 5.2 At least once each financial year the Committee will meet with representatives of the external and internal auditors without management being present to discuss their remit and any issues arising from their audits.
- 5.3 Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Trust's governance, including the chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Chief Nursing Officer, the external audit lead partner and the head of internal audit.

6. Conduct and Administration of Meetings

- 6.1 Meetings of the Committee will be convened by the secretary of the Committee at the request of the Committee Chair or any of its members, or at the request of external or internal auditors if they consider it necessary.
- 6.2 The agenda of items to be discussed at the meeting will be agreed by the Committee Chair with support from the Chief Financial Officer and the Company Secretary. The agenda and supporting papers will be distributed to each member of the Committee and the regular attendees no later than five working days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Committee Chair.
- 6.3 The secretary of the Committee will minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance and any declarations of interest.
- 6.4 Draft minutes of Committee meetings and a separate record of the actions to be taken forward will be circulated promptly to all members of the Committee. Once approved by

the Committee, minutes will be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair.

7. Duties and Responsibilities

The Committee will carry out the duties below for the Trust.

7.1 *Integrated Governance, Risk Management and Internal Control*

7.1.1 The Committee will review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the Trust's activities (clinical and non-clinical), that supports the achievement of the Trust's objectives. In particular, the Committee will review the adequacy and effectiveness of:

7.1.1.1 all risk and control related disclosure statements (in particular the annual governance statement), together with the head of internal audit opinion, external audit opinion or other appropriate independent assurances, prior to submission to the Board;

7.1.1.2 the underlying assurance processes that indicate the degree of achievement of the Trust's objectives, the effectiveness of the management of principal risks and the appropriateness of annual disclosure statements; and

7.1.1.3 the policies and arrangements for ensuring compliance with relevant regulatory, legal and code of conduct requirements and any related reviews, reporting and self-certifications, including the NHS Constitution, the Trust's NHS provider licence, registration with the Care Quality Commission and the Trust's constitution, standing orders and standing financial instructions and management of conflicts of interest.

7.2 *Internal Audit*

7.2.1 The Committee will ensure that there is an effective internal audit function that meets the Public Sector Internal Audit Standards and provides appropriate independent assurance to the Committee, Accounting Officer and Board. This will be achieved by:

7.2.1.1 considering the provision of the internal audit service and the costs involved;

7.2.1.2 reviewing and approving the annual internal audit plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the Trust as identified in any risk assessment;

7.2.1.3 considering the major findings of internal audit work (and the appropriateness and implementation of management responses) and ensuring coordination between the internal and external auditors to optimise audit resources;

7.2.1.4 ensuring the internal audit function is adequately resourced and has appropriate standing within the Trust; and

7.2.1.5 monitoring the effectiveness of internal audit and carrying out an annual review.

7.3 *External Audit*

7.3.1 The Committee will review and monitor the external auditors' integrity, independence and objectivity and the effectiveness of the external audit process. In particular, the Committee will review the work and findings of the external auditors and consider the implications and management's response to their work. This will be achieved by:

7.3.1.1 considering the appointment and performance of the external auditors, including providing information and recommendations to the council of governors in connection with the appointment, reappointment and removal of the external auditors in line with criteria agreed by the council of governors and the Committee;

- 7.3.1.2 discussing and agreeing with the external auditors, before the external audit commences, the nature and scope of the audit as set out in the annual external audit plan;
- 7.3.1.3 discussing with the external auditors their evaluation of audit risks and assessment of the Trust and the impact on the audit fee;
- 7.3.1.4 reviewing all external audit reports, including reports addressed to the Board and the council of governors, and any work undertaken outside the annual external audit plan, together with any significant findings and the appropriateness and implementation of management responses; and
- 7.3.1.5 ensuring that there is in place a clear policy for the engagement of external auditors to supply non-audit services taking into account relevant ethical guidance.

7.4 Financial Reporting

- 7.4.1 The Committee will monitor the integrity of the financial statements of the Trust and any formal announcements relating to the Trust's financial performance.
- 7.4.2 The Committee will ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to the completeness and accuracy of the information provided to the Board.
- 7.4.3 The Committee will review the annual report and financial statements before these are presented to the Board in order to determine their completeness, objectivity, integrity and accuracy and the letter of representation addressed to the external auditors from the Board. This review will cover but is not limited to:
 - 7.4.3.1 the annual governance statement and other disclosures relevant to the work of the Committee;
 - 7.4.3.2 areas where judgment has been exercised;
 - 7.4.3.3 appropriateness and adherence to accounting policies and practices;
 - 7.4.3.4 explanation of estimates or provisions having material effect and significant variances;
 - 7.4.3.5 the schedule of losses and special payments, which will also be reported on separately during the financial year;
 - 7.4.3.6 any significant adjustments resulting from the audit and unadjusted audit differences; and
 - 7.4.3.7 any reservations and disagreements between the external auditors and management which have not been satisfactorily resolved.
- 7.4.4 The Committee will provide advice, where requested by the Board, on whether the annual report and accounts, taken as a whole, are fair, balanced and understandable, and provide the information necessary for stakeholders to assess the Trust's position and performance, business model and strategy.

7.5 Counter Fraud

- 7.5.1 The Committee will review the effectiveness of arrangements in place for counter fraud, anti-bribery and corruption to ensure that these meet the NHS Counter Fraud Authority's standards and the outcomes of work in these areas, including reports and updates on the investigation of cases from the local counter fraud service.

7.6 Raising Concerns/Freedom to Speak Up

- 7.6.1 The Committee will review the effectiveness of the arrangements in place for allowing staff and contractors to raise (in confidence) concerns and possible improprieties in

financial, clinical or safety matters and ensure that any such concerns are investigated proportionately and independently with appropriate follow-up action and safeguards in place for those who raise concerns.

- 7.6.2 The Committee will ensure that the Trust's policy reflects the minimum standards for raising concerns set out by NHS Improvement and that the arrangements in place are regularly audited.

8. Accountability and Reporting

- 8.1 The Committee Chair will report to the Board following each meeting, drawing the Board's attention to any matters of significance or where actions or improvements are needed.
- 8.2 The Committee will report to the Board at least annually on its work in support of the annual governance statement, specifically commenting on:
- 8.2.1 the fitness for purpose of the board assurance framework;
 - 8.2.2 the completeness and maturity of risk management in the Trust;
 - 8.2.3 the integration of governance arrangements;
 - 8.2.4 the appropriateness of the self-assessment of the effectiveness of the system of internal control and the disclosure of any significant internal control issues in the annual governance statement.
- 8.3 The Trust's annual report will include a section describing the work of the Committee in discharging its responsibilities including:
- 8.3.1 the significant issues that the Committee considered in relation to financial statements, operations and compliance, and how these issues were addressed;
 - 8.3.2 an explanation of how the Committee has assessed the effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, the value of external audit services and information on the length of tenure of the current audit firm and when a tender was last conducted; and
 - 8.3.3 if the external auditor provides non-audit services, the value of the non-audit services provided and an explanation of how auditor objectivity and independence are safeguarded.

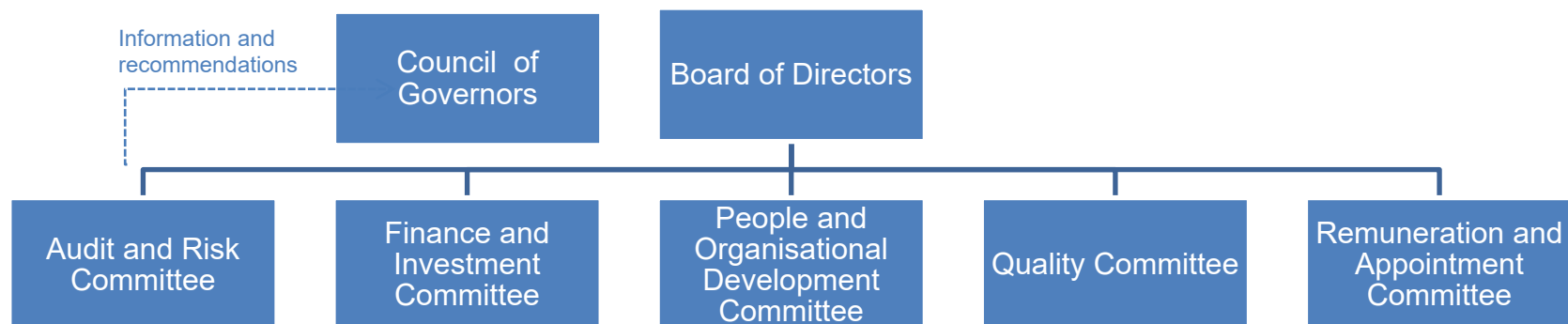
9. Review of Terms of Reference and Performance and Effectiveness

- 9.1 At least once a year the Committee will review its collective performance and its terms of reference. Any proposed changes to the terms of reference will be recommended to the Board for approval in consultation with the council of governors.

10. References

- 10.1 National Health Service Act 2006
- 10.2 ~~NHS Foundation Trust~~ Code of Governance for NHS Provider Trusts
- 10.3 NHS Foundation Trust Annual Reporting Manual
- 10.4 National Audit Office Code of Audit Practice
- 10.5 Public Sector Internal Audit Standards
- 10.6 NHS Counter Fraud Authority's counter fraud standards
- 10.7 NHS Improvement guidance on Freedom to Speak Up

Appendix A



Document Monitoring Information

Approval Committee:	Board of Directors
Date of Approval:	29 February 2024 <u>11 March 2025</u>
Responsible Committee:	Audit and Risk Committee
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	January 2025 <u>January 2026</u>
Target audience:	Board of Directors, Audit and Risk Committee, NHS Regulators, Staff and Public
Key words:	Audit, Risk, Committee, Board, Terms of Reference
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	Addition of para 7.4.4 <u>Amendment of 10.2 to Code of Governance for NHS Provider Trusts and the removal of Charitable Funds Committee from Appendix A. No other changes.</u>
Consultation:	Council of Governors, Internal Audit, External Audit, Counter Fraud
Number of pages:	8
Type of document:	Committee Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	Yes
Is this document to be published in any other format?	No

Item 6.3 Report to the Council of Governors - 29 January 2025				
Title:	Governors' Nomination Committee Terms of Reference			
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	
	Y			
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:				
<p>The Governors' Nomination (GNC) Terms of Reference (ToRs) should be reviewed regularly, and at least once annually, to ensure that they reflect the purpose and activities of the GNC.</p> <p>Following review by the GNC at its meeting on 15 January 2025, the CoG is asked to approve the proposed minor change to paragraph 3.2.</p>				
Contents:				
A revised draft of the GNC ToRs is attached for approval.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Governors' Nomination Committee Terms of Reference

Version: 56

Date Issued: ~~24 July 2024~~29 January 2025
Review Date: January ~~2025~~2026
Document Type: Committee Terms of Reference

Contents Paragraph		Page
1	Role and Purpose	2
2	Constitution	2
3	Membership	2
4	Attendance and Quorum	3
5	Frequency of Meetings	3
6	Conduct and Administration of Meetings	3
7	Duties and Responsibilities	3
8	Accountability and Reporting	5
9	Review of Terms of Reference and Performance and Effectiveness	5
10	References	5

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1. Role and Purpose

- 1.1 The Governors' Nomination Committee (the **Committee**) is responsible for advising and/or making recommendations to the Council of Governors (the **CoG**) on:
 - 1.1.1 the appointment and reappointment of the chair and non-executive director (**NED**) positions on the board of directors (the **Board**) of University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**);
 - 1.1.2 the remuneration, allowances and other terms and conditions of the chair and NEDs;
 - 1.1.3 the evaluation of the performance of the chair and NEDs; and
 - 1.1.4 the approval of the appointment of the chief executive by a committee of the NEDs.
- 1.2 The Committee provides the CoG with a means of ensuring a formal, rigorous and transparent procedure for the appointment of the chair and NEDs and remuneration for the chair and other NEDs reflects the time commitment and responsibilities of their roles in accordance with relevant laws, regulations and Trust policies.
- 1.3 The duties and responsibilities of the Committee are more fully described in paragraph 7 below.

2. Constitution

- 2.1 The Committee has been established by the CoG. The Committee has no powers other than those set out in the Trust's constitution and these terms of reference.
- 2.2 The Committee is authorised by the CoG to act within its terms of reference. All members of staff are requested to cooperate with any request made by the Committee.
- 2.3 The Committee is authorised to seek information from executive directors and managers as is necessary and expedient to the fulfilment of its functions.
- 2.4 The Committee is authorised by the CoG to request independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions.

3. Membership

- 3.1 The members of the Committee will be the chair of the CoG and Board, the Lead Governor and three governors appointed by the Council of Governors. At least three members of the Committee will be governors elected by the members of either the public or staff constituencies. For the purposes of determining whether a constituency is represented on the Committee, the Lead Governor's constituency membership shall be counted in this regard.
- 3.2 The chair of the CoG and Board will chair the Committee (the **Committee Chair**). Where the chair has a conflict of interest, for example when the Committee is considering the chair's reappointment or remuneration, the Committee will be chaired by the senior independent director/~~deputy chair~~ or another non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the governors present will elect one of themselves to chair the meeting.
- 3.3 Only members of the Committee have the right to attend and vote at Committee meetings. However, the following will be invited to attend meetings of the Committee on a regular basis:
 - 3.3.1 the Chief People Officer;
 - 3.3.2 the Associate Director of Corporate Affairs/Company Secretary; and
 - 3.3.3 the Council of Governors' Business Manager.

- 3.4 Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary, particularly when the Committee is considering areas that are the responsibility of a particular executive director or manager. Any attendee will be asked to leave the meeting when the Committee is dealing with matters concerning their appointment or removal, remuneration or terms of service.

4. Attendance and Quorum

- 4.1 Members should aim to attend every meeting and should attend a minimum of 75% of meetings held in each financial year. Where a member is unable to attend a meeting they should notify the Committee Chair or Company Secretary in advance.
- 4.2 The quorum for a meeting will be three members, including the chair of the CoG and Board (or the senior independent director/deputy chair as appropriate or other non-executive director) and a governor elected by either the members of the public or staff constituency. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- 5.1 The Committee will meet as required, which will usually be a minimum of four times each year.

6. Conduct and Administration of Meetings

- 6.1 Meetings of the Committee will be convened by the Company Secretary at the request of the Committee Chair or any of its members.
- 6.2 The agenda of items to be discussed at the meeting will be agreed by the Committee Chair with support from the Chief People Officer and the Company Secretary. The agenda and supporting papers will be distributed to each member of the Committee and the regular attendees no later than three working days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Committee Chair.
- 6.3 The Company Secretary will minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance and any declarations of interest.
- 6.4 Draft minutes of Committee meetings and a separate record of the actions to be taken forward will be circulated promptly to all members of the Committee.

7. Duties and Responsibilities

- 7.1 The Committee will carry out the duties below for the Trust.

Nomination Role

- 7.2 The Committee will:

- 7.2.1 periodically review the balance of skills, knowledge, experience and diversity of the NEDs and, having regard to the views of the Board and relevant guidance on board composition, make recommendations to the CoG with regard to the outcome of the review;
- 7.2.2 review the results of the Board performance evaluation process that relate to the composition of the Board;
- 7.2.3 review annually the time commitment required for the chair and the NEDs;
- 7.2.4 give consideration to succession planning for NEDs, taking into account the challenges and opportunities facing the Trust and its plans to address them, and consulting with the Board as to the skills and expertise needed on the Board in the future;

- 7.2.5 agree with the CoG a clear process for the appointment of the chair or a NED, including, in the case of any new appointments to the Board:
 - 7.2.5.1 preparing a description of the role and capabilities required for the chair or each NED appointment and the expected time commitment, taking into account the views of the Board on the qualifications, skills and experience required;
 - 7.2.5.2 the use of open advertising or the services of external advisers to facilitate the search; and
 - 7.2.5.3 the composition of the interview panel, which shall include a majority of governors;
- 7.2.6 identify and nominate suitable candidates to fill vacant posts within the Committee's remit, for appointment by the CoG, considering candidates from a wide range of backgrounds on merit and against objective criteria, with due regard for the benefits of diversity on the Board including gender and clinical backgrounds, taking care that appointees have enough time available to devote to the role;
- 7.2.7 ensure that a proposed chair or NED is a 'fit and proper' person as defined in law and regulation;
- 7.2.8 ensure that a proposed chair's or NED's other significant commitments are disclosed to the CoG before appointment and that any changes to their commitments are reported to the CoG as they arise, including appointment to executive or other office;
- 7.2.9 ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported;
- 7.2.10 determine whether or not the chair or any NED proposed for appointment is independent (according to the definition in The Foundation Trust Code of Governance and/or in the Trust's constitution or governance procedures);
- 7.2.11 ensure that on appointment the chair and NEDs receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- 7.2.12 advise the CoG in respect of the reappointment of the chair or any NED in accordance with the Trust's constitution, with a particularly rigorous review of any term beyond six years, having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- 7.2.13 advise the CoG in regard to any matters relating to the continuation in office or removal from office of the chair or a NED; and
- 7.2.14 carry out similar duties in relation to any Associate NEDs, adapted as appropriate.

Remuneration and Evaluation Role

7.3 The Committee will:

- 7.3.1 recommend to the CoG a framework or broad policy for the remuneration and terms of service for the chair and NEDs, taking into account applicable guidance, including the document 'Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts' published in November 2019 by NHS England, and the views of the chair (except in respect of his or her own remuneration and terms of service), the Chief People Officer and/or Chief Executive Officer and any external advisers;
- 7.3.2 in accordance with all relevant laws and regulations, recommend to the CoG the remuneration and allowances, and the other terms and conditions of office, of the chair and NEDs;

- 7.3.3 agree the process for evaluation of the chair and NEDs and receive and review reports about the performance of the chair and individual NEDs and consider this evaluation output when reviewing remuneration levels;
- 7.3.4 in adhering to all relevant laws and regulations establish levels of remuneration which:
 - 7.3.4.1 are sufficient to attract, retain and motivate a chair and NEDs of the quality and with the skills and experience required to lead the Trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the Trust;
 - 7.3.4.2 reflect the time commitment and responsibilities of the roles;
 - 7.3.4.3 take into account appropriate benchmarking and market-testing or remuneration in other NHS foundation trusts of comparable scale and complexity, while ensuring that increases are not made where Trust or individual performance do not justify them; and
 - 7.3.4.4 are sensitive to pay and employment conditions elsewhere in the Trust, especially when determining any annual salary increases;
- 7.3.5 be responsible for establishing the criteria for selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee, either periodically or when considering making major changes;
- 7.3.6 monitor procedures to ensure that existing directors remain 'fit and proper' persons as defined in law and regulation;
- 7.3.7 oversee other arrangements related to remuneration and performance evaluation of the chair and NEDs; and
- 7.3.8 carry out similar duties in relation to any Associate NEDs, adapted as appropriate.

8. Accountability and Reporting

- 8.1 The Chair of the Committee will report to the CoG following each meeting.
- 8.2 The Trust's annual report will include sections describing the work of the Committee including remuneration policies, details of the remuneration paid to NEDs and the process it has used in relation to the appointment of NEDs.

9. Review of Terms of Reference and Performance and Effectiveness

- 9.1 At least once a year the Committee will review its collective performance and its terms of reference. Any proposed changes to the terms of reference will be recommended to the CoG for approval.

10. References

- 10.1 National Health Service Act 2006
- 10.2 NHS Foundation Trust Code of Governance
- 10.3 Trust Constitution

Document Monitoring Information

Approval Committee: Council of Governors

Date of Approval: 24 July 2024

Responsible Committee:	Governors' Nomination Committee
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	July 2024
Target audience:	Council of Governors, Governors' Nomination Committee, NHS Regulators, Staff and Public
Key words:	Nomination, Remuneration, Appointment, Committee, Council of Governors, Non-Executive Director, Terms of Reference
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	Membership and attendees
Consultation:	Chief People Officer
Number of pages:	6
Type of document:	Committee Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	Yes
Is this document to be published in any other format?	No

Item 6.4 Report to the Council of Governors - 29 January 2025				
Title:	Council of Governors' Annual Business Plan 2025/26			
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	
	Y			
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:				
<p>The Council of Governors (CoG) is required to review its Business Plan on an annual basis prior to the commencement of the new financial year, to ensure that its duties and responsibilities are conducted as required in a timely manner.</p> <p>The Council of Governors is requested to approve the Annual Business Plan for 2025/26.</p>				
Contents:				
The Council of Governors' Annual Business Plan for 2025/26.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Council of Governors' Annual Business Plan - 2025/26

Agenda Item	April 2025	July 2025	October 2025	January 2026	Required Action
Reports from Executives/Trust Management					
Chief Executive Officer's Report	✓	✓	✓	✓	Receive
Operating Plan	✓				Review and Feedback
Draft Quality Priorities				✓	Review and Feedback
Draft Annual Report (including Quality Accounts)	✓				Review and Feedback
Non-NHS Activity	✓				Approve
Corporate Objectives	✓				Review and Feedback
Annual Report and Accounts (including the Quality Report)		✓			Receive
External Auditor's Report on the Annual Accounts		✓			Receive
Performance of the External Auditor		✓			Receive
Membership Strategy		✓			Approve
Annual Members' Meeting update		✓			Receive
Council of Governors' Business					
Governors' Nomination Committee Feedback	✓	✓	✓	✓	Receive/Approve
Feedback from the CoG Working Groups	✓	✓	✓	✓	Receive
Membership Engagement Update	✓	✓	✓	✓	Receive
Review of Meeting (before AoB)	✓	✓	✓	✓	Discussion
Annual Business Plan				✓	Approve
Audit and Risk Committee Terms of Reference				✓	Review and Feedback
Governors' Nomination Committee Terms of Reference				✓	Approve
Chair and Non-Executive Director Appraisal Process				✓	Approve
Review of Trust's Constitution		✓			Approve
Review Terms of Reference - Council of Governors	✓				Approve
Review Terms of Reference - Council of Governors' Working Groups	✓				Approve
Governors' Election	✓				Information
Outcome of Chair's Appraisal		✓			Receive
Outcome of Non-Executive Directors' Appraisals		✓			Receive
Strategy Day Planning			✓		Information
As Required					
Chair's Appointment and Reappointment					Approve
Non-Executive Director Appointment and Reappointment					Approve
Approve Chief Executive Officer Appointment					Approve
Care Quality Commission Reports and Recommendations					Information
Appointment of the External Auditors					Approve
Terms & Conditions - Chair and Non-Executive Directors					Approve
Non-Executive Directors' Additional Commitments					Information
Governor Attendance at Council of Governors' Meetings					Approve
Governor Vacancies					Approve
Appointment of Deputy Chair/Senior Independent Director					Approve/Consult
Increase of non-NHS income in any financial year by 5% or more					Approve
Policy for the composition of the Council of Governors					Approve
Policy for the composition of the Non-Executive Directors					Approve
Appointment of Lead Governor/Deputy Lead Governor					Approve

Item 6.5 Report to the Council of Governors - 29 January 2025				
Title:	Non-Executive Director Appointment			
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	
			Y	
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:				
<p>At its meeting on 15 April 2024, the Council of Governors (CoG) approved the appointment of David Liverseidge as a non-executive director (NED) for a three-year term on the standard terms and conditions for NED appointments, including the current annual fee of £14,000 as remuneration for the role.</p> <p>Due to his position at Ramsay Health Care UK and the potential for conflict of interest as a result, it was agreed that David's appointment would commence once he had fully retired from Ramsay Health Care UK at the end of 2024.</p> <p>Following his retirement from Ramsay Health Care UK and completion of the 'fit and proper' person checks and declaration processes applicable to directors prior to appointment, David's appointment as a NED commenced on 1 January 2025.</p> <p>The CoG is asked to note the commencement of David's appointment.</p>				
Contents:				
N/A				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Item 6.6 Report to the Council of Governors - 29 January 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:				
<p>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:</p> <ul style="list-style-type: none"> 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. <p>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.</p> <p>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.</p> <p>The CoG is asked to confirm that it is satisfied 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 so that no termination of a current governor's tenure of office is required or occurs.</p>				
Contents:				
N/A				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

7.1 Report to the Council of Governors - 29 January 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
N/A	N/A	N/A	N/A	N/A
Executive Summary:				
This report aims to update the council on Trust membership and recent and planned engagement activities.				
Contents:				
Membership Engagement Report.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Overview of engagement

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

Membership updates

Our routine membership updates have continued to be 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 a December edition produced.
- A quarterly *Connect* digital magazine which mainly focuses on patient stories, UHS successes and individual/team achievements, with the autumn 2024 edition going out in November and the winter 2025 edition going out in January.

Update	Type	Date sent	Sent to	Bounces	Opens*
Autumn 2024	Quarterly magazine	18/11/2024	2931	68	47%
December 2024	Monthly update	12/12/2024	2940	61	51%
Winter 2025	Quarterly magazine	21/01/2025	2951	60	38%

Emails

A link to the annual report and accounts 2023/24 was sent to members in October.

Email	Date sent	Sent to	Bounces	Opens*
Annual report and accounts 2023/24	24/10/2024	2936	64	45%

In person event – Open evening and annual members' meeting

We held our open evening and annual members' meeting in person on 21 November 2024. It included highlights of 2023/24 from the executive team and a membership update from the lead governor. Attendees could take part in an interactive Q&A session with executives and teams from across UHS were invited to showcase their patient services and projects in an exhibition.

Despite 70 people registering for the event, only 17 attended on the night (not including exhibitors), with snow impacting attendance.

We received eight feedback forms, four rating the event excellent, two rating it good, one rating it fair and one rating it poor, with selected comments below:

- “It was very good to have time to be able to talk about the handouts on the spot. So often handouts get put in a bag and taken away and not necessarily looked at further, unless they are of particular interest.”
- “An interesting and informative evening presented in an easy to understand way.”
- “It was very rewarding to see so many of the Board present and willing to face employees and public questions.”
- “I enjoyed hearing the executive team describing and explaining UHS and I was also interested and pleased to hear their responses to staff members from the floor - the exec members spoke with empathy and from the heart.”

Two staff members made comments in the Q&A session and the feedback form regarding staff wellbeing and retention, with Jenni Douglas-Todd responding to them directly by email.

Virtual event

In December we hosted the third virtual event of our series *Transforming lives and healthcare through research*, which focused on healthy ageing. Attendees listened to several short presentations, led Prof Nicholas Harvey, professor of rheumatology and clinical epidemiology at the University of Southampton and director of the MRC Lifecourse Epidemiology Centre, followed by a Q&A session. We received five feedback forms, two rating the event excellent, two good and one fair, with comments including below:

- “That was an excellent presentation, thoroughly enjoyed it. I am 87 and hope that with your info I might live a healthier life.”

<u>Virtual event</u>	<u>Date held</u>	<u>Pre-registrations</u>	<u>Peak live audience</u>	<u>Recording views*</u>
Spotlight on healthy ageing	03/12/2024	189	46	165

* All open rates and recording views as of 22 January 2025

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, including reminders of alternatives to our emergency department for non-life threatening conditions such as pharmacies, urgent treatment centres and NHS 111. Other content with high engagement included:

Stay at home to reduce transition of COVID-19 and other viruses

In December we reminded our community to stay at home to recover if they are unwell with any winter virus or COVID-19. If anyone with a virus needs to go into an indoor setting, a well-fitting mask can help protect others around them.

168,098 impressions 4,957 engagements

Opening of the Woodland Ward special care baby unit

We unveiled our state-of-the-art special care baby unit at Princess Anne Hospital, designed to provide enhanced care for some of the region's sickest babies.

44,630 impressions 15,631 engagements

New year baby

The first baby to be born in 2025 at Princess Anne Hospital was Freddie, who arrived at 3:10am on New Year's Day.

35,727 impressions 10,275 engagements

Member analysis

Age breakdown (and number of new members since 23 October 2024)	
16-21	136 (3)
22-29	228 (1)
30-39	481 (2)
40-49	584 (3)
50-59	818 (6)
60-74	1911 (10)
75+	3621 (4)
Not stated	252

Gender breakdown (and number of new members since 23 October 2024)	
Unspecified	53
Male	3087 (12)
Female	4775 (15)
Transgender	6
Non-binary	3
Prefer not to say	106 (2)
Prefer to self-describe	1

Ethnicity breakdown (and number of new members since 23 October 2024)	
White - English, Welsh, Scottish, Northern Irish, British	6840 (19)
White - Irish	10 (2)
White - Gypsy or Irish Traveller	0
White - Other	95 (2)
Mixed - White and Black Caribbean	4
Mixed - White and Black African	9
Mixed - White and Asian	10
Mixed - Other Mixed	47
Asian or Asian British - Indian	107 (2)
Asian or Asian British - Pakistani	14
Asian or Asian British - Bangladeshi	12 (1)
Asian or Asian British - Chinese	27
Asian or Asian British - Other Asian	203 (1)
Black or Black British - African	52 (1)
Black or Black British - Caribbean	4
Black or Black British - Other Black	75
Other Ethnic Group - Arab	9
Other Ethnic Group - Any Other Ethnic Group	56
Not stated	457 (1)

Member recruitment

As of 22 January 2025, there are 8,031 public members. Since the last Council of Governors meeting on 23 October 2024, 29 new members have joined the Trust. Recruitment has been driven by promoting our spotlight on healthy ageing and cancer research virtual events and asking people to sign up as a pre-requisite to attend.

Conclusion

Our immediate focus is to:

- Continue monthly updates and produce the *Connect* quarterly digital magazine for spring.
- Conclude our virtual event research series with an upcoming event on cancer research.

Our long-term focus remains on implementing the membership engagement strategy 2021-2025.

Recommendation

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