

Agenda Council of Governors

Date	29/01/2026
Time	14:00 - 15:30
Location	Conference Room, Heartbeat/Microsoft Teams
Chair	Jenni Douglas-Todd

- 1**
14:00
Chair's Welcome and Opening Comments
- 2**
14:02
Declarations of Interest
- 3**
14:03
Minutes of Previous Meeting
Approve the minutes of the previous meeting held on 28 October 2025
- 4**
14:05
Matters Arising/Summary of Agreed Actions
There are no outstanding actions
- 5**
Strategy, Quality and Performance
- 5.1**
14:06
Chief Executive Officer's Performance Report
Receive and note the report
Sponsor: David French, Chief Executive Officer
- 6**
Governance
- 6.1**
14:26
Non-Executive Director Appointment
Approve the appointment
Sponsor: Jenni Douglas-Todd, Trust Chair
- 6.2**
14:36
Chair and Non-Executive Director Appraisal Process
Approve the Chair and Non-Executive Director Appraisal Process
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Steve Harris, Chief People Officer
- 6.3**
14:46
Governor Attendance at Council of Governors' Meetings
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
- 6.4**
14:51
Review Governors' Nomination Committee Terms of Reference
Approve the proposed changes to the Governors' Nomination Committee Terms of Reference
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

- 6.5 Council of Governors' Annual Business Plan**
14:55 Approve the Annual Business Plan for 2026/27
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Karen Russell, Council of Governors' Business Manager
- 6.6 Review Audit and Risk Committee Terms of Reference**
14:59 Following review by the Audit and Risk Committee no changes are proposed
Sponsor: Keith Evans, Audit and Risk Committee Chair
Attendee: Craig Machell, Associate Director of Corporate Affairs and Company Secretary
- 7 Membership Engagement and Governor Activity**
- 7.1 Membership Engagement**
15:04 Receive the report
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Sam Dolton, Events and Membership Officer
- 7.2 Governors' Nomination Committee Feedback**
15:14 Chair: Jenni Douglas-Todd, Trust Chair
- 8 Review of Meeting**
15:19 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: 22 April 2026**
15:29 Note the date of the next meeting

Minutes - Council of Governors (CoG) Open Session

Date	28 October 2025	
Time	14.00-15.40	
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
	Tara Cavell, Elected, New Forest, Eastleigh and Test Valley	TC
	Patricia Crates, Elected, New Forest, Eastleigh and Test Valley	PC
	Lesley Gilder, Elected, Southampton City	LG
	Ben Grassby, Elected, Rest of England and Wales	BG
	Richard Green, Elected, Southampton City	RG
	Martin Hall, Elected, New Forest, Eastleigh and Test Valley	MH
	Simon Jacob, Elected, Nursing and Midwifery Staff	SJ
	Councillor Pam Kenny, Appointed, Southampton City Council	PK
	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
	Stephanie Stinton, Elected, Southampton City	SS
	Liz Taylor, Elected, Non-Clinical and Support Staff	LT
	Mike Williams, Elected, New Forest, Eastleigh and Test Valley	MW
In attendance	Tracey Burt, Minutes	TB
	Sam Dolton, Events and Membership Officer (for item 7.1)	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
	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

- 1 Chair's Welcome and Opening Comments**
The Chair welcomed everyone to the meeting, particularly the new governors. She also congratulated the governors who had been re-elected for a second term.
- 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 16 July 2025 were **approved** as an accurate record of the meeting.

4 Matters Arising/Summary of Agreed Actions

It was noted that the two action items had been completed.

No. 1277 - the Communications Team was under pressure in terms of resourcing and SD had taken on additional roles within the team. He had, however, agreed to attend future CoG meetings (either in person or via MS Teams) to give the Membership report and to answer any questions.

No. 1278 - SD would update the CoG regarding the Gypsy, Roma and Traveller community, when we joined the meeting for item 7.1.

5 Strategy, Quality and Performance

5.1 Chief Executive Officer's Performance Report

The Chair welcomed DAF to the meeting to present his report. He told governors that he would outline where the Trust was, as an organisation and also talk about the wider NHS.

He advised that the current intensity and pressure within the wider NHS had filtered down to Trusts very quickly. There were now two forms of league tables, one of which was in the public domain and looked at around twenty metrics regarding hospital performance. It included all acute hospitals (including those that specialised in only one area of medicine, e.g. cancer) and UHS had come 48th out of 134. He also advised that financial over-rides meant that UHS was below other organisations who had a worse gross score but were not in financial difficulty.

Each week the Trust received league tables for Emergency Department (ED) four-hour performance and the percentage of patients waiting less than 18 weeks for treatment. During mid to late summer ED performance had been relatively strong but it had deteriorated in the last couple of weeks and the Trust was committed to making improvements. It was, however, in the top quartile for its 12-hour performance.

DAF advised that the level of demand on services at UHS was greater than its capacity to treat patients and did not match the funding it received. The Trust Board had therefore taken the decision that the hospital should reduce some of its activity so that it was better aligned to the money it received. Consequently, the waiting list for the treatment of some benign conditions had risen.

There were still extensive recruitment controls in place and the Trust was aiming to only replace 7 out of 10 clinical staff. Innovative ways of working were being considered and DAF acknowledged that there were pockets of staff unhappiness around the organisation.

In recent weeks there had been an increase in the level of violence and aggression towards staff. Flags were being seen in and around the hospital and DAF advised that there was a cohort of society who were prepared to say things that were inconsistent with the values of UHS. Whilst the Trust had a policy of zero tolerance, calling out such behaviour was often seen as a badge of honour.

A member of the public had recently been banned from attending UHS, other than for "life and limb" need. It was the first time the hospital had taken such a decision, due to racist behaviour, and both the patient and his GP had been written to.

In response to questions from governors, DAF said that these patients were not flagged across the wider NHS but he had raised the matter at a national level.

The Trust was empowering UHS staff to take action and the message around zero tolerance had been shared with the local community.

The CoG was supportive of the action the Trust had taken and was keen to support the staff and Trust Board in strengthening its message around zero tolerance.

DAF said that whilst the situation within the NHS was currently tricky, there were a number of things that gave him hope. The link between activity and money was being re-established and he thought that the financial architecture would improve during 2026.

He noted that:

- the UHS strategy document he had written 5 years ago was being refreshed to take into account a 10-year plan.
- the Trust had been given funding for an urgent treatment centre at UHS. It would be in addition to the one at the Royal South Hants, separate to ED and would have its own staff.
- the Trust and the University of Southampton had agreed to swap various buildings. It would enable the university to develop a flagship immunology centre at the hospital, while UHS developed the personalised medicine agenda on the university site at Chilworth.
- the Trust was in negotiation with a private sector company regarding the potential provision of a five-theatre estate (from April 2026).

PC said that Romsey residents had been dismayed that the phlebotomy service at Romsey hospital had been lost. DAF acknowledged that it had been a difficult decision and it was hoped that local GPs would carry out some of the work, while other residents used the service at UHS.

6 Governance

6.1 Governor Attendance at Council of Governors' Meetings

KR noted that if a governor failed to attend two successive meetings of the CoG, they would be contacted to ensure that their absences were due to reasonable cause and that they would soon be able to attend again.

The Chair advised that a governor had been contacted, as they had missed two successive meetings. Their absences had, however, been for good reason.

Decision: The CoG **agreed** that the correct process had been followed to confirm that the failure of a current governor to attend two successive meetings of the CoG had been due to reasonable causes and they would attend future meetings within a reasonable period.

6.2 Review of Council of Governors' Expenses Reimbursement Protocol

CM advised that he and KR had reviewed the Council of Governors' Expenses Reimbursement Protocol. A few minor changes had been made and could be seen as tracked changes on the document circulated with the meeting papers.

Decision: The CoG **approved** the proposed changes to the Council of Governors' Expenses Reimbursement Protocol.

6.3 Appointment of Deputy Chair

The Chair advised that the current deputy chair, Keith Evans, Non-Executive Director (NED), would come to the end of his second term of office on 31 January

2026. A new deputy chair therefore needed to be appointed and the process to enable that had taken place. The Chair recommended to the CoG that Jane Harwood, NED and Senior Independent Director (SID) be appointed to the role with effect from 1 October 2025.

Decision: The CoG **approved** the appointment of Jane Harwood as Deputy Chair with effect from 1 October 2025.

7 Membership Engagement and Governor Activity

7.1 Membership Engagement

The Chair welcomed SD, Events and Membership Officer, to the meeting and he introduced himself to the governors. He highlighted the following from the Membership Engagement report:

- the autumn edition of the quarterly digital magazine for members would go out shortly.
- the Trust's annual members meeting had been held on 8 October 2025 and several governors had attended. The feedback had been positive and those attending had appreciated the clear insight given into both the successes and challenges within UHS. Suggestions for improvements to future annual meetings had included allowing more time for Q&As and to enjoy the exhibitions. Also, that microphones would make hearing easier.
- during the nomination stage for local CoG elections, postal members had been given the option to become email members or to continue as postal members. If they had not responded, they were removed from the membership database. Consequently, there had been a significant reduction in postal members, which had saved the Trust over £2,200 on printing and postage costs during the ballot stage for the CoG elections.
- 39 new members had joined the Trust since the last CoG meeting in July 2025. SD thanked the governors who had helped to man the UHS stall at Southampton Pride in the summer, when attendees had been encouraged to become Trust members.

With regard to the outstanding action item (1278) where it had been noted that there were currently no members from the Gypsy, Roma and Traveller (GRT) community, SD advised that he had spoken with other Trusts and they had all acknowledged that it was a challenging group to engage with.

The following comments were made:

- UHS had previously employed a GRT Liaison Lead but there was no longer funding for the post.
- much of the work to engage with the GRT community was now being done by the local Integrated Care Board (ICB).
- SD advised that reports were available on the work being done at a regional level and he was willing to introduce governors to the appropriate people.
- not all GRT communities were mobile and data held by schools may be helpful.
- SA suggested that governors needed to consider how they reached out to their constituents, including the GRT community. SD said that social media and attendance at local events was used but he acknowledged that other opportunities could be considered (e.g. the use of QR codes).

7.2 Governors' Nomination Committee Feedback

The Chair advised that:

- the Trust had engaged Odgers Berndtson, an executive recruitment company, to help with the search for a new Audit and Risk Committee Chair, as Keith Evans, NED, was due to leave. The Governors' Nomination Committee (GNC)

and others (e.g. UHS executives and NEDs) would be involved in the final interview of candidates.

- Tim Peachey, NED and Chair of the Quality Committee, had agreed to extend his term of office for another 12 months, to September 2026. The process to recruit a replacement for him would begin in February/March 2026.
- a replacement for Jane Harwood, NED, would also need to be found as her term of office would come to an end in September 2026.
- if the Trust's financial position improved next year, a decision may be made to replace the NED post previously held by Dave Bennett.

The CoG would be kept up to date regarding developments.

8 Review of Meeting

The following comments were made:

- sound quality continued to be an issue.
- the governors had appreciated DAF's open, honest and transparent presentation, which had been easy to understand. They also commended him on his work to make the hospital a safe place for staff. The Chair agreed to pass on the feedback to him.
- governors would have appreciated hearing more about the Trust's Violence and Aggression policy. CM noted that it was currently being reviewed but could be an agenda item for a future CoG meeting.

9 Any Other Business

- the Chair thanked JL who had been elected as Deputy Lead Governor and BL who had been appointed to the GNC.
- PC encouraged governors to attend the carol service being held at Romsey Abbey on 1 December 2025. Money raised from tickets would go to the Southampton Hospital Charity.
- CR advised that the campaign on the Isle of Wight to raise money to buy a minibus to transport its residents with cancer to appointments in Southampton, had been successful and a Daisy Ring Bus was now operational. Local volunteers were being sought to drive it.

The Chair thanked governors for their attendance and said that she looked forward to seeing them at the Strategy Day in December.

10 Date of Next Meeting

The next meeting of the CoG would be held on 29 January 2026.

Item 5.1 Report to the Council of Governors - 29 January 2026				
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:				
<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 2026

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 September to November 2025, noting that some performance data is reported further in arrears and therefore unavailable.

Notable features of the quarter include:-

- The Trust continues to face a highly challenging financial position, reporting a £41m deficit at Month 8, despite delivering £58m of savings, and has implemented a financial recovery plan to improve the run-rate.
- Capital spending is on track, with over £55m to be invested this year, including £6m investment in the emergency department to establish an urgent treatment centre supporting improved patient flow.
- Emergency care pressures persisted, with performance dipping in October but improving to 63.0% for four-hour performance in November supported by redesigned urgent care pathways.
- The overall waiting list has stabilised across Q3, with focused work reaping benefits through the reduction of long waiting patients as we make progress towards zero 65-week waiters, one percent of patients waiting over 52 weeks and a much improved performance position by the end of the financial year.
- Cancer performance remains strong for the 28-day faster diagnosis standard (81.3%), with ongoing efforts to increase capacity and maintain resilience against rising demand.
- Safety indicators highlight two never events and a small number of PSIs under formal review, alongside targeted improvements in infection control and IV cannula practice.
- Friends and Family Test results remain positive overall, with 94% positive feedback, and new initiatives introduced such as QR codes at bedsides and a health inequalities dashboard.
- Workforce data shows turnover stable at around 10%, sickness slightly above target, and the annual national staff survey in progress during the quarter.

2. Safety

Infection Control	Target	September 2025	October 2025	November 2025
Clostridium Difficile infection	<=5	9	7	7
MRSA Bacterium infection	0	0	0	3
E. Coli	<=33	15	12	14

MRSA

For each MRSA BSI case the infection prevention team undertake an initial concise case review and associated practice reviews that are relevant to the case e.g. MRSA care bundle compliance review, invasive device review. Nursing/clinical team attend an after-action review to discuss the case, review initial findings/learning and agree recommendations/actions for improvement where required. Each case is then reviewed by the Chief Nursing Officer & Chief Medical Officer.

Key learning from the 3 cases of MRSA bacteraemia in November 2025 related to the management and care of intravenous devices (IV cannula).

Actions for improvement are focused on IV cannula insertion and ongoing care:

- Programme of education and awareness on IV cannula review.
- Support from IV care product suppliers - clinical educators visiting the Trust in December 2025/January 2026 to provide refresher training on expected correct practices/techniques.
- Development of additional educational resources by the Infection Prevention Team to support improvements in practice.

C.difficile

Twice weekly C.difficile ward rounds have continued (undertaken by the anti-infectives pharmacists and Infection Prevention Nurses) to follow up inpatients with a new diagnosis of Clostridium difficile to ensure appropriate management, to reduce risk of complications and onward transmission, and to support improvements in practice where required. A high proportion of patients reviewed have one or more risk factors for developing C.difficile including, current or prior exposure to antibiotics, advanced age, prior history of C.difficile diarrhoea and other factors.

Ongoing actions and interventions to support improvements in practice and reduction of C.difficile include:

- Focus on antimicrobial stewardship (AMS) and application of the principles of prudent antimicrobial prescribing including review and update of antimicrobial prescribing guidelines.
- Ongoing focus on improving IP&C practice standards including equipment cleanliness, hand hygiene practices, appropriate glove use, care and management of patients requiring isolation.

Safety	Target	September 2025	October 2025	November 2025
Never Events	0	1	0	1
Patient Safety Incident Investigations (PSIIs)	N/A	2	5	2
Pressure ulcers category 2 per 1000 bed days	<0.3	0.3	0.3	0.3
Pressure ulcers category 3 per 1000 bed days	<0.3	0.3	0.3	0.3

PSII and Never Events

Never Events:

Two never events were reported across the period relating to wrong site surgery in Dermatology and an endoscope applied to an incorrect patient.

PSII

Between September and November, a small number of patient safety incidents were identified that required formal investigation. These incidents were reviewed through established patient safety governance arrangements. Key areas of focus included pathway oversight, access to timely diagnostics, management of patients with complex needs, and the impact of capacity and workforce pressures. Actions have been identified and are being monitored through existing assurance frameworks to strengthen controls, improve reliability of care, and support organisational learning.

HSMR

Clinical Effectiveness	Target	July 2025	August 2025	September 2025
Hospital Standardised Mortality Ratio (HSMR)–UHS (rolling 12 month average)	<=100	90.87	91.82	92.32
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	88.87	90.02	90.51

The HSMR statistics have been refreshed for the September 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	September 2025	October 2025	November 2025
Inpatients - Negative Score	<5%	1.3%	1.5%	1.9%
Maternity - Negative Score		2.4%	4.3%	4.2%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)				

Between September 1 and November 30, we received 5,164 responses, with 94% positive feedback and 98% of patients reporting they felt listened to. To improve FFT feedback a roll out of QR codes by inpatient bedsides commenced in September. To address potential health inequalities, the Experience of Care team have developed a 'Protected Characteristic Dashboard' that analyses responses by gender, ethnicity, and disability status.

Complaints

Indicator	Target	September 2025	October 2025	November 2025
Complaints received for investigation				
Complaints – Taking a Closer Look		35	54	39
Complaints – Early Resolution		41	50	57
Complaints - Total		76	104	96
Number of complaints closed in month		55	89	100
Average Response Time (days)				
Complaints – Taking a Closer Look	55 days	41	52	51
Complaints – Early Resolution	15 days	37	36	31
Other				
Complaints returned dissatisfied	<15 p/qtr	11	6	7
PHSO cases upheld	0	0	0	0

The complaints team are managing a high volume of complaints with increasing numbers of patients with complex physical and mental health issues. Currently the complaints team only have a small backlog and the team have made significant progress since the previous quarter.

Overall, PALS dealt with 1608 contacts in September, October and November. This included early resolution complaints (148), everyday conversations (873), feedback (134) and signposting (653). In addition to this they also processed, cases with no set up required (153), disclosure enquiries (114) and GP contacts (47). PALS are working with the IT Transformation team to look at whether there are any new ways of managing their workflows to improve productivity.

4. Access Performance

Emergency Access Performance	Target	September 2025	October 2025	November 2025
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	=>78.0%	67.6%	58.4%	63.01%

October performance reflected a significantly challenging month within the emergency department due to attendance volumes and complexity of arrivals resulting in increased admissions. However, in November, 63.0% of patients spent less than four hours in the department reflecting an improvement of 4.6% and above our in year performance plan. The key focus area in November was the redesign of urgent care areas into a same day emergency care service for ambulatory and minors' pathways. This is part of a series of planned pathway improvements designed to drive improvements towards the national target of 78% by March 2026.

Referral to Treatment (RTT)	Target	September 2025	October 2025	November 2025
% incomplete pathways within 18 weeks in month	=>92%	61.0%	60.9%	60.7%
Total patients on a waiting list		63,160	63,960	63,399

The organisation has been managing an increasing waiting list throughout the first six months of the year as referrals increased in key specialties and outsourced capacity was limited to drive financial stability. Waiting list performance has stabilised in quarter three and significant progress has now been made in reducing the volume of long waiting patients as we target zero patients over 65 weeks and the national target of 1% of the waiting list being above 52 weeks. Aligned with national ambitions, the Trust has increased its focus on pathway validation and patient communication to ensure pathways are well managed.

Cancer	Target	August 2025	September 2025	October 2025
Faster Diagnosis - within 28 days	>=77%	80.5%	81.2%	81.3%
31 Day target - decision to treat to first definitive treatment	=>96%	94.7%	93.6%	94.3%
62 day target - urgent referral to first definitive treatment	=>70%	75.9%	72.2%	73.5%

The Trust has maintained strong performance for the 28 day faster diagnosis pathway element achieving 81.3% for the latest validated month (October 2025). Performance for the 31day metric

(94.3%) and 62 day metric (73.5%) are both marginally short of the national targets, but all services are committed to maximising capacity, appropriately managing referrals and optimising pathways to achieve the performance ambitions set at the start of the year. Challenges have emerged throughout the financial year, but services have maintained flexibility through insourcing and weekend working to ensure cancer patients are appropriately prioritised. In some areas this has been supported through funding from the Cancer Alliance.

5. Finance

The financial environment remains extremely challenging for UHS as we approach the final quarter of the financial year. The Trust's plan for 2025/26 targeted a financial breakeven position, which was predicated on the achievement of £110m of savings. This level of savings achievement represents 8% of turnover and would be a record for UHS if delivered.

The financial architecture in 2025/26 has also meant a greater proportion 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, and supported by the CFO and Director of Financial Improvement, to help drive the pace of efficiency improvement in a mindful way.

Despite significant progress with savings achievement (over £58m achieved as at the end of November), at M8 the Trust is reporting a deficit of £41m which is £24m behind plan. The Trust has faced a number of pressures, including:

1. The Trust continues to have significant operational pressures, with the level of demand on the hospital exceeding the level of activity funded by commissioners.
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.
4. The Trust set an extremely challenging savings target, and it has proven challenging to deliver savings to the level and pace required.

Due to scale of the variance to plan and deficit trajectory if the prevailing run rate continued, a financial recovery plan has been implemented, supported by the Trust board and other system partners. This targets further improvement over the remainder of 2025/26, which has generated favourable movements in the Trusts' deficit run rate and will help provide a more sustainable footing for the future. There is however a significant risk to the delivery of the plan, with the Trust estimating unmitigated in-year risks of £55m. We are however striving to deliver further financial improvements. The deficit has put a strain on the cash position of the Trust, and we have therefore required additional cash support from NHS England, which has been received.

Further to this the Trust remains on target to spend its full capital allocation for 2025/26 totalling over £55m, for which £29m is externally funded following successful grant/business case applications. This includes further investment in the emergency department of £6m to establish an urgent treatment centre supporting improved patient flow. 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

During quarter three, the national and annual staff survey is live and therefore open for responses to individuals within the organisation. Results from this will be subject to embargo and not openly available until March 2026. Quarterly pulse survey data will be available for next quarter's reporting.

Indicator	Target	September 2025	October 2025	November 2025
Staff Turnover (internal target; rolling 12 month)	<=13.6%	10.4%	10.9%	10.1%
Sickness absence 12-month rolling (internal target)	<=3.9%	3.8%	4.4%	4.1%

Turnover:

In November 2025, there was a total of 114.5 WTE leavers, 34.3 WTE more than October 2025 (80.2 WTE). Division C recorded the highest number of leavers (44.8 WTE). Within Division C, the Clinical Services staff group had the highest number of leavers (15.3 WTE). Divisions A and Trust HQ had the second and third highest number of leavers (28.5 and 24.6 WTE respectively); with the largest number of leavers for Division A being the Nursing and Midwifery Registered staff group (10.3 WTE), while in Trust HQ Admin & Clerical staff group accounted for 14.5 WTE leavers.

Sickness:

The current 12 month rolling sickness rate is 4.1% (as of November 2025), this is 0.2% above the 3.9% target. For November 2025, in-month sickness is at 4.2%, an increase on October 2025 (4.1%) and year-to-date sickness is 3.69%.

Item 6.1 Report to the Council of Governors - 29 January 2026				
Title:	Non-Executive Director Appointment			
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 appointment and reappointment of non-executive directors (NEDs) is one of the statutory responsibilities of the Council of Governors (CoG) role following recommendation by the Governors' Nomination Committee (GNC).</p> <p>Keith Evans (KE) will reach the end of his second term of office as a NED and Chair of the Audit and Risk Committee on 31 January 2026. There will therefore be a vacancy for an independent NED on the board of directors (Board).</p> <p>At its meeting on 28 October 2025, the CoG was advised that following consultation with the GNC, the Trust had engaged Odgers Berndtson, an executive recruitment company, to help with the search for a replacement for KE.</p> <p>The GNC has undertaken a recruitment and selection process for a new NED and Chair of the Audit and Risk Committee and has identified a suitable candidate for appointment by the CoG.</p>				
Contents:				
The attached paper provides details of this process, and the candidate proposed for appointment.				
Risk(s):				
N/A				
Equality Impact Consideration:			N/A	

Non-Executive Director Appointment

Background

The appointment and reappointment of non-executive directors (**NEDs**) is one of the statutory responsibilities of the Council of Governors (CoG) role following recommendation by the Governors' Nomination Committee (GNC).

Keith Evans (**KE**) will reach the end of his second term of office as a NED and Chair of the Audit and Risk Committee on 31 January 2026. There will therefore be a vacancy for an independent NED on the board of directors (**Board**).

At its meeting on 28 October 2025, the CoG was advised that following consultation with the GNC, the Trust had engaged Odgers Berndtson, an executive recruitment company, to help with the search for a replacement for KE.

The GNC has undertaken a recruitment and selection process for a new NED and Chair of the Audit and Risk Committee and has identified a suitable candidate for appointment by the CoG.

When considering the appointment of a non-executive director, the GNC and the CoG should consider:

- the composition of the current Board, including in terms of its skills, knowledge and diversity;
- the individual's other commitments and the time available for the role; and
- independence.

Recruitment Process

External advertisement is a requirement for any full appointment to an NED role. The GNC considered proposals from three executive recruitment companies to identify a replacement NED and Chair of the Audit and Risk Committee and unanimously agreed to engage Odgers Berndtson.

The selection process included the following:

Longlisting meeting with members of the GNC	13 November 2025
Shortlisting meeting with members of the GNC	2 December 2025
Stakeholder panel with representation from the Board, and the Hampshire and Isle of Wight ICB	8/9 December 2025
Final interview panel with members of the GNC	15 December 2025

Applications received were as follows:

Applications longlisted	16
Applications shortlisted	6
Applications invited to stakeholder sessions	6
Applications invited to final interview	4

Recommendation

Following completion of the selection process, one candidate, Steven Peacock, is recommended for appointment. His CV is attached as an appendix.

Steven is an experienced finance leader with a career spanning senior executive and non-executive roles across PLCs, venture capital-backed businesses, charities and the NHS. He combines deep financial expertise with strategic leadership and governance experience and has worked in a range of complex environments. He has chaired audit committees for Dorset Healthcare and Royal Bournemouth and Christchurch Hospitals ensuring effective internal control, risk management and compliance with accounting standards and has experience of offering challenge and support to boards to strengthen governance in highly regulated environments.

He has served as a NED for Dorset Healthcare since 2020 and previously for Royal Bournemouth and Christchurch Hospitals for eight years (where he also held the position of Vice Chair) working closely with executives and governors, providing oversight of finance, performance and quality during periods of significant operational and strategic change. This role will come to an end in March 2026 on completion of his second term of office.

Steven's executive career includes senior roles at Estée Lauder, WH Smith Travel and Homebase, where he delivered efficiency improvements and large-scale operational change. He has experience of balancing financial control with commercial acumen and has delivered multi-million-pound cost savings.

He has championed equality, diversity and inclusion, serving as Executive Sponsor for the RNLI's LGBTQ+ network and embedding inclusive practices into organisational culture.

Steven has nearly 14 years of NHS non-executive experience, including roles as Audit Committee Chair for two organisations, Senior Independent Director and Vice Chair. He is keen to continue contributing to the NHS and sees this role as a chance to apply his financial and risk expertise to support a successful acute provider in a health system he knows.

The recommended candidate will be subject to the 'fit and proper' persons checks and declaration processes applicable to directors prior to appointment and annual fit and proper persons checks and declaration processes thereafter.

As recommended by the Governors' Nomination Committee following its meeting on 20 January 2026, the Council of Governors is asked to approve that:

- Steven Peacock is appointed as a non-executive director for a three-year term on the standard terms and conditions for non-executive director appointments, including the current annual fee of £14,000 as remuneration for the role.
- A supplement of £2000 per annum is also payable for the additional role as Chair of the Audit and Risk Committee.

The appointment will be subject to the proper completion of the 'fit and proper' persons checks and declarations processes referred to above.

Steven Michael Peacock FCA

Career Summary:

An experienced Chartered Accountant with a proven track record in PLC, Venture Capital, Not for Profit and Charity Organisations both as an Executive and Non-Executive at main board level.

I am comfortable in working in complex governance environments and have extensive experience in managing broad stakeholder groups including Trustees at Board level and formal committee settings.

I am commercial, strategic and pragmatic in my approach, which coupled with my collaborative style and ability to generate and deliver change has led to portfolios and remits extending beyond finance – including commercial roles, oversight of IT, Procurement and being the SRO for a variety of organisational strategic programmes.

As a Non-Executive Director (NED), I have nearly 14 years of experience in the NHS working as a Unitary Board member, and over this time I have experienced first-hand the risks and opportunities of the challenging environment faced by the NHS and the evolving healthcare ecosystem. I have held roles including Audit Committee Chair (for 2 organisations), Finance Committee member, Freedom to Speak Up Non-Exec lead, Senior Independent Director and Vice Chair. This gives me a clear insight into the needs and challenges of Executives and Non-Executives and how I can support, in either capacity.

I am a keen advocate for Equality, Diversity and Inclusion and was proud to be the Executive Sponsor at the RNLI for the Harbour Network that supports the developing LGBTQ+ agenda.

Current Employment:

a. National Trust

February 2025 – Current

Chief Finance Officer

- Accountable for all financial matters of the National Trust, covering England, Wales and Northern Ireland.
- Role includes exec responsibility for IT, Procurement, Internal Audit, Risk Management, Pensions & Governance.
- Focused on delivering org-wide restructuring to support, longer term strategic need & near term financial imperatives.

b. Dorset Healthcare University Foundation Trust

March 2020 – Current

The Trust is responsible for all mental health services and many physical health services in Dorset, delivering both hospital and community-based care. Serving a population of nearly 800,000 people and employing around 6,000 staff across over 300 sites with a Turnover of c. £250M.

My 2nd 3 year term will be coming to an end in the next 5 months

Non Executive Director

Audit Committee Chair (March 2020 – Current)

Senior Independent Director (March 2020 – March 2023) Stepped down in line with NHS Guidance of Audit Chair conflicts.

Further Employment History:

c. RNLI

February 2018 – February 2025

Chief Finance Officer

- Accountable for all financial matters of the RNLI both domestically and internationally.
- Developing an inclusive mindset to finance as an 'enabler', supporting the strategic ambition of the RNLI. Good financial governance is the responsibility of all colleagues in the RNLI.
- **June 2018** – responsibility broadened to include Strategic & Business Planning, Project Management Office (PMO) & Continuous Improvement (Lean) functions.
- **September 2020** – appointed Senior Responsible Officer (SRO) for the organisation wide Strategic Programme known as 'Evolving Regionalisation' which in summary seeks to:
 - Design & implement '**empowerment within a framework**' to support decision-making nearest the point of need.
 - Engage the whole organisation in **cross functional, collaborative working with a customer focused mindset** – Making the life of the volunteer on the coast as easy as possible.
- **December 2023** – appointed lead for financial transformation programme – delivering initial diagnostic review and feasibility assessment aimed at delivering sustainable and strategic right-sizing.
- **April 2024** – appointed SRO for Finance ERP system implementation and payroll transition.

Some key deliverables to date

- Led the **financial strategy of the RNLI through the Pandemic**.
- Performed a **strategic finance review of the RNLI** identifying the financial challenges that face the RNLI and a plan to support the long-term financial sustainability whilst delivering on its key strategic objectives.
- This work supported me leading a **major 'right-sizing' initiative** across the RNLI. All delivered pre-pandemic.
- A focus on developing the mindset of the organisation to become more financially aware '**Living within our means**'.
- Reorganised the Finance function to reduce costs of the function by 15%, with increased accountability and improving decision support.

d. Estee Lauder

January 2012 – January 2018

Estee Lauder is a worldwide organisation with a turnover of c \$9bn.

Financial Services Group Director

- For the UK Region (Turnover of c\$1bn) and UK representative on the 'Estee Lauder - Global Centre of Excellence for Finance'.
- Finance lead on the strategy development for the UK across all of the Estee Lauder brands.
- Leading a team to manage financial, trading and operational areas of the organisation.
 - **Improved efficiency** through automation and organisation that removed c.10% of costs– including areas such as financial accounting, payroll & accounts payable/receivable.
 - **Improved profitability** through areas like:
 - A focus on removing unnecessary head office and field cost – revised expenses policy (£3M saving pa), a focus on conference and related costs (£2M saving p.a.) – part of the historical working practices that were a challenge to overcome.
 - A focus on 'in store' costs – staff costs were the biggest P&L line outside of 'Cost of Goods' – required a dedicated specific project – see below
 - **Improved balance sheet** focus & cash-flow productivity (+£10M cash p.a.) through focus on areas including cashflow, stock management, fixed assets control management (new stores and refits as well as larger investment projects)
 - **A focus on 'if it was my money'** was a catalyst in the change of behaviour that was required in the delivery of the above.
- Finance lead on acquisitions integration into core business in the UK.
- Previous experience as Finance Director for the 'On-line' Business –focus on delivering an on line vs off line focus

Programme Director – Selling Effectiveness September 2014

- In addition to my financial responsibilities, I was also appointed the Programme Director for a major multi-million pound investment in the UK. This work stream provided a key deliverable in the Estee Strategic Vision.
- A global leading strategic initiative that scoped how Estee Lauder would deliver exceptional customer service in stores whilst delivering a focus on customer and staff engagement, brand loyalty, sales and profitability.
- The programme had a remit including the re-development & automation of 'in-store' processes including the implementation of a Workforce Management System and the development of improved Omni Channel capabilities in the UK.

e. Royal Bournemouth & Christchurch Hospitals Foundation Trust Sept 2009 – Sept 2017

An Acute Hospital in Bournemouth supporting a local population of 550,000.

Re-appointed in 2013 and 2016. In September 2017 completed my maximum allowed 8 year tenure as a Non-Exec with an NHS Trust.

Non Executive Director & Vice Chairman Appointed Vice Chairman in September 2015.

**Held positions as Chair of the Audit Committee & Member of the Finance, Remuneration & Charity Committees
Trustee of the Royal Bournemouth Hospital Charity.**

- Challenge and support the Board in strategic direction and operational delivery.
- To ensure an effective system of internal control, risk management and corporate governance is in place.
- To ensure that financial statements comply with accounting policies and practices.
- To challenge and support the transition to a focus on Performance, Quality and Value for Money in a very challenging environment.
- Trust now recognised as one of the High Performing Trusts in the UK.

f. WH Smiths (Travel) PLC:

June 2010 – Dec 2011

Travel had a T/O c£450m with outlets in predominantly travel locations eg Airports, Rail Stations but also Hospitals.

Interim Finance Director

- Focus of my interim role was to:
 - Shape the long-term financial strategy for Travel.
 - Improve the credibility of the finance function.
 - To reshape the team into a decision support function.

g. Homebase Limited:

July 99 – Nov 08

UK's 2nd largest home improvement retailer. T/O c£1.6bn from 300 out-of-town stores throughout the UK & Ireland

Trading Director – Showroom (Sept 05 – Nov 08)

- Promoted into a Commercial role heading up the key strategic growth categories nationally.
- Full operational trading ownership and strategic development of the 'Showroom' – which includes Kitchens, Bathrooms, Furniture, Conservatories and Fireside.
- Responsible for customer order fulfilment (Home Delivery) and customer service management (Call Centre).
- Full P&L management and budgeting responsibility for £300m annual turnover with all the associated costs of sale including Home Delivery and Customer Service (call centre) infrastructure.
- Responsible for the leadership and development of a team of 50 core personnel and c.100 within the call centre and warehouse functions.
 - **Delivered double digit LFL growth in the showroom areas,**

- Lead a programme to deliver a 'test before invest' programme for implementing new ranges of kitchens & bathrooms in store showrooms saving millions from the cost of poor store implementations,
- Set up a national kitchen installation service as a key part of the kitchen service offering.
- Lead the set-up of a new warehouse to support the bathrooms business as we changed to a direct sourcing model from the Far East and Eastern Europe delivering significant cost reduction (5% improvement in GP%) from sourcing directly.

Head of Commercial Finance (July 99 – Sept 05)

- Overall financial responsibility for Buying, Stock Merchandising, Distribution and Marketing for Homebase
- I led this function through the challenges of changing corporate ownership from PLC (Sainsbury's) to VC (Permira) to PLC (GUS – subsequently Home Retail Group). This involved the finance function evolving its approach to support the significant changes in emphasis and priorities as a result of changes in ownership.
- I developed the role of the team to a respected commercial function where involvement is actively sought in decision making, from a team historically suppressed to cost control only.

Employment History Summary:

Company: Arthur Andersen
Position Held: Insolvency Specialist
Period: October 1990 – October 1995

I worked within Corporate Recovery on a wide range of Insolvencies and Bank Investigations across many different sectors - ranging from large organisations such as The Maxwell Group and Leyland DAF to a Holiday Park on the Isle of Wight. My role involved taking control of the business and assets, quickly assessing the best route to realise value for the lender and lead the negotiations for the onward sale of business and assets.

Company: Kingfisher Group (Superdrug)
Position Held: Business Analyst – Marketing/Pricing
Period: November 1995 – November 1996

Responsible for the reporting and recommendation on ROI for National Marketing and Promotional activity. Also devised and implemented a national competitor price monitoring system to improve business performance.

Company: Fosters Brewing Group, Australia
Position Held: New Business/Acquisitions Analyst
Period: December 1996 – October 1997

Commercial manager focusing on 'New Business' opportunities. (1) New Concepts within the existing portfolio of 'Tied' Public Houses and (2) the Acquisition of new companies to expand the portfolio – including an AU\$300m acquisition.

Returning from Australia: October 1997 – December 1997
 Travelled around Australia and South East Asia

Company: United Biscuits (McVities/KP)
Position Held: Commercial and Finance Manager – Vending Division
Period: December 1997 – July 1999

New Business Development Manager for 'Workplace Vending', tasked with converting the initially complex proposition into a business plan. Achieved Board approval to Regional Test and subsequently took the venture through to national roll-out.

Education:

Arthur Andersen Chartered Accountant – Qualified 1994
 Higher Education 1st Class Honours – Economics
 Secondary School 12 'O' Levels, 3 'A' Levels

Other Interests:

I am a keen cyclist, runner and sailor to balance out my love of good food! Now our children are less dependent my wife and I are rekindling our enjoyment of long walks and exploration with our dog, Salty.

Item 6.2		Report to the Council of Governors - 29 January 2026		
Title:	Chair and Non-Executive Director Appraisal Process 2025/26			
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>NHS England (NHSE) also requires all trusts to undertake a robust board appraisal process. This year UHS will be using the new revised NHSE appraisal process guidance that was published in 2025.</p> <p>Following recommendation by the GNC at its meeting on 20 January 2026, the CoG is asked to approve the Chair and NED appraisal process for 2025/26.</p>				
Contents:				
The attached paper sets out the proposed appraisal process for 2025/26.				
Risk(s):				
N/A				
Equality Impact Consideration:			N/A	

Chair and Non-Executive Director (NED) Appraisal Process for 2025/26

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 aims to complete the process by 30 April this year.
- 1.3 The new NHS England (**NHSE**) Fit and Proper Person Framework for boards was introduced with effect from 30 September 2023, followed by the new board member appraisal guidance on 1 April 2025. This guidance outlines NHSE's expectations and recommendations in the completion of board member appraisals. It has been developed in service of board effectiveness and to ensure a consistent and standard approach to appraisal. UHS had completed its appraisal processes prior the implementation of the new guidance last year and therefore this is our first year of using the revised process.
- 1.4 This paper sets out the proposed process and timescales for the Chair and NED appraisals for 2025/26.

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.
 - Support the process through seeking multi source feedback from other board members and governors.
 - Reflect on the NHSE leadership competency framework for board members.
 - Reflect on the 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 a performance rating in line with NHS guidelines.
 - Provide overall reporting and assurance to the GNC and CoG.
- 2.4 Feedback forms based on the new NHSE appraisal guidance will be provided to governors for completion. The Trust's NED appraisal process is in line with [guidance published by NHS England \(NHSE\)](#).

2.5 The Trust will review NEDs against our existing Trust values. The values set out in the NHS framework map with the Trust's own values and therefore this is deemed a reasonable approach within the framework.

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.

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 and ICB.

4. Scope of Appraisal

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

- Jenni Douglas-Todd (Trust Chair)
- Jane Harwood (Senior Independent Director, and from 1 October 2025, Deputy Chair)
- Professor Diana Eccles
- David Liverseidge
- Dr Tim Peachey
- Alison Tattersall

An objective setting process meeting will be held with Steven Peacock once he has commenced in the NED role.

Keith Evans leaves the Trust on 31 January 2026 and therefore an appraisal will not be completed.

5. Proposed process

5.1 The following is proposed as the process for the 2025/26 round of appraisals:

- Use of an appraisal feedback template based on the new NHSE appraisal guidance.
- Use a system of gaining qualitative feedback on each NED to be appraised from both the CoG and 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	20 January 2026
Booking appraisal meetings	Appraisal meetings to be booked by JDT (CM)	CM	31 January 2026
Sending out forms	All feedback forms to be sent out to appraisees and to Governors by close of play on 1 February 2026. Feedback forms to be sent to: <ul style="list-style-type: none"> • Governors (Via Lead Governor) • All Executives • All NEDs 	SH	1 February 2026
Seeking feedback	Feedback to be provided to the Chief People Officer, who will collate it.	SA SH	28 February 2026
Appraisal meetings held	JDT to hold appraisal meetings with: <ul style="list-style-type: none"> • Professor Diana Eccles • Jane Harwood • David Liverseidge • Dr Tim Peachey • Alison Tattersall <p>Objective setting meeting to be held with Steven Peacock once he has commenced in the NED role</p>	JDT	10 April 2026
	JH to hold appraisal meeting with JDT	JH	10 April 2026
Summary reporting to GNC	SH, JDT and JH to draft a summary report to be shared with GNC covering: <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	21 April 2026
Reporting to COG	GNC, supported by the Chief People Officer and the Chair, to provide a summary report and assurance to the CoG.	SH, JDT and JH	22 April 2026
Reporting to NHSE	Summary report to be provided to NHSE in line with framework process.	SH	30 April 2026

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. Next steps

- 8.1 Following recommendation by the GNC at its meeting on 20 January 2026, the CoG is asked to approve the Chair and NED appraisal process for 2025/26.

Steve Harris
Chief People Officer

Karen Russell
Council of Governors' Business Manager

January 2026

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

Item 6.3 Report to the Council of Governors - 29 January 2026				
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 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.</p>				
Contents:				
N/A				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Item 6.4 Report to the Council of Governors - 29 January 2026				
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 Committee (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>Two minor changes have been identified. The changes relate to the replacement of the Foundation Trust Code of Governance with the Code of Governance for NHS Provider Trusts by NHS England, which requires references to be updated in the Terms of Reference.</p> <p>Following review by the GNC at its meeting on 20 January 2026, the CoG is asked to approve the proposed minor changes to paragraphs 7.2.10 and 10.2.</p>				
Contents:				
A draft of the revised ToRs is attached for approval.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Governors' Nomination Committee Terms of Reference

Version: 67

Date Issued:	29 January 2025 2026
Review Date:	January 2026 2027
Document Type:	Committee Terms of Reference

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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 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-Code of Governance for NHS Provider Trusts](#) 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~~ Code of Governance for NHS Provider Trusts
- 10.3 Trust Constitution

Governors' Nomination Committee Terms of Reference	Version: 57
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Document Monitoring Information	
Approval Committee:	Council of Governors
Date of Approval:	24 July 2024 <u>29 January 2026</u>
Responsible Committee:	Governors' Nomination Committee
Monitoring (Section 9) for Completion and Presentation to Approval	July 2024 <u>January 2026</u>

Committee:	
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 6.5 Report to the Council of Governors - 29 January 2026				
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	
	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>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 2026/27.</p>				
Contents:				
The Council of Governors' Annual Business Plan for 2026/27.				
Risk(s):				
N/A				
Equality Impact Consideration:		N/A		

Council of Governors' Annual Business Plan - 2026/27

Agenda Item	April 2026	July 2026	October 2026	January 2027	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
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
Governor Elections	✓				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 and 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
Foundation Trust Changes					Information

Agenda item 6.6 Report to the Council of Governors - 29 January 2026				
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>The terms of reference were last reviewed in January 2025 with only minor amendments agreed.</p> <p>No changes are proposed to the terms of reference.</p>				
Contents:				
Paper				
Risk(s):				
N/A				
Equality Impact Consideration:			N/A	

Audit and Risk Committee Terms of Reference Version: 8

Date Issued: [...] 2026
Review Date: January 2027
Document Type: Committee Terms of Reference

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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
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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.

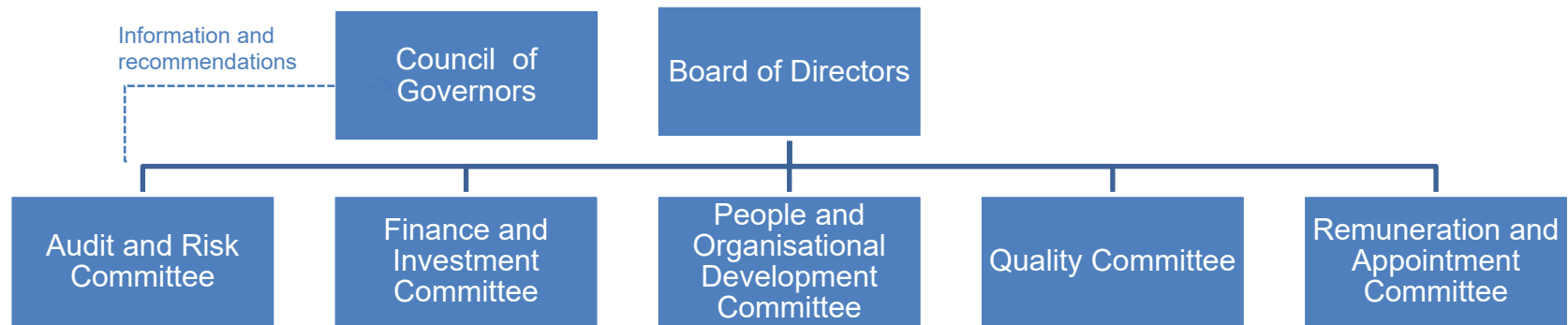
9. Review of Terms of Reference and Performance and Effectiveness

- 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 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:	[...] 2026
Responsible Committee:	Audit and Risk Committee
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	January 2027
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:	No changes.
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

Agenda item 7.1 Report to the Council of Governors - 29 January 2026				
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 membership engagement has slowed down due to absences within the communications team and the need to focus on wider hospital winter pressures.

Membership updates

A Connect monthly newsletter was sent out to all public members in January. It was a round up of the latest news and developments, including:

- The recent announcement of David French stepping down as UHS CEO.
- Launch of our Winter Well campaign for the public to take action this winter to protect themselves from seasonal illness and help ease pressure on hospital services.
- Updates from experience of care, research & development and December staff award winners.

Update	Type	Date sent	Sent to	Bounces
January 2026	Monthly update	21/01/2026	3,326	11

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, focusing on Winter Well and emergency pressures.

Other content with high engagement included:

Christmas day baby

Baby Ozzy was the first of six babies born on Christmas Day at Princess Anne Hospital.

332,688 impressions 22,107 engagements

Appeal for return of walking frames

In late October we asked our community to return UHS walking frames no longer needed to support patients ready to go home.

229,371 impressions 8,635 engagements

Digital tool to help children with ADHD sleep

We're leading a groundbreaking trial of a digital support tool designed to help children with ADHD improve their sleep. Developed by experts and parents, Sleep Buddy offers practical advice, sleep plans and guidance tailored to the unique challenges faced by children with ADHD.

90,271 impressions 3,301 engagements

Pudsey Bear visit

In November we had a very special visitor when Children in Need's Pudsey Bear dropped in to Southampton Children's Hospital. He visited all seven wards, spreading joy with hugs, high-fives and tasty treats.

39,949 impressions 4,929 engagements

Member analysis

Age breakdown (and number of new members since 28 October 2025)	
16-21	98
22-29	200 (1)
30-39	346 (1)
40-49	380
50-59	493
60-74	1,064 (3)
75+	1,463 (2)
Not stated	146

Gender breakdown (and number of new members since 28 October 2025)	
Unspecified	44
Male	1,621 (2)
Female	2,413 (4)
Transgender	6
Non-binary	3
Prefer not to say	103 (1)
Prefer to self-describe	1

Ethnicity breakdown (and number of new members since 28 October 2025)	
White - English, Welsh, Scottish, Northern Irish, British	3,347 (5)
White - Irish	8
White - Gypsy or Irish Traveller	0
White - Other	87 (1)
Mixed - White and Black Caribbean	5
Mixed - White and Black African	9
Mixed - White and Asian	8
Mixed - Other Mixed	28
Asian or Asian British - Indian	97
Asian or Asian British - Pakistani	10
Asian or Asian British - Bangladeshi	12
Asian or Asian British - Chinese	25
Asian or Asian British - Other Asian	105
Black or Black British - African	53 (1)
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

Member recruitment

As of 20 January 2026, there are 4,191 public members. Since the last Council of Governors meeting on 28 October, 7 new members have joined the Trust.

Conclusion

Our immediate focus is to:

- Continue monthly updates.
- Switch public member database provider to a more cost-effective alternative.



Recommendation

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