

## Agenda Council of Governors

<b>Date</b>	01/05/2024
<b>Time</b>	14:35 - 16:30
<b>Location</b>	Conference Room, Heartbeat/Microsoft Teams
<b>Chair</b>	Jenni Douglas-Todd

- 1**  
14:35  
**Chair's Welcome and Opening Comments**
- 2**  
14:36  
**Declarations of Interest**
- 3**  
14:37  
**Minutes of Previous Meeting**  
Approve the minutes of the previous meeting held on 31 January 2024
- 4**  
14:38  
**Matters Arising/Summary of Agreed Actions**
- 5**  
**Strategy, Quality and Performance**
  - 5.1**  
14:40  
**Chief Executive Officer's Performance Report**  
Receive and note the report  
Sponsor: David French, Chief Executive Officer  
Attendee: Joe Teape, Chief Operating Officer
  - 5.2**  
15:00  
**Corporate Objectives 2024/25**  
Review and feedback  
Sponsor: David French, Chief Executive Officer  
Attendee: Martin de Sousa, Director of Strategy and Partnerships
  - 5.3**  
15:10  
**Non-NHS Activity**  
Receive and note the update  
Sponsor: Ian Howard, Chief Financial Officer  
Attendee: Pete Baker, Commercial and Enterprise Director
  - 5.4**  
15:20  
**Annual Report and Quality Accounts Timetable 2023/24**  
Note the timetable  
Sponsor: David French, Chief Executive Officer  
Attendee: Craig Machell, Associate Director of Corporate Affairs and Company Secretary
- 15:25  
**Break**

- 6 Governance**
- 6.1 Review Terms of Reference - Council of Governors and Working Groups**  
15:35 Approve the proposed changes to the 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
- 6.2 Vacancy for the Health Professional and Health Scientist Staff Governor**  
15:38 Approve the proposal  
Sponsor: Jenni Douglas-Todd, Trust Chair  
Attendee: Karen Russell, Council of Governors' Business Manager
- 6.3 Council of Governors' Elections 2024**  
15:41 Note the timetable  
Sponsor: Jenni Douglas-Todd, Trust Chair  
Attendee: Karen Russell, Council of Governors' Business Manager
- 7 Membership Engagement and Governor Activity**
- 7.1 Membership Engagement**  
15:44 Receive the report  
Sponsor: Jenni Douglas-Todd, Trust Chair  
Attendee: Sam Dolton, Events and Membership Officer
- 7.2 Membership Strategy - Review of the Trust's Public Membership**  
15:54 Approve the proposal  
Sponsor: Jenni Douglas-Todd, Trust Chair  
Attendee: Sam Dolton, Events and Membership Officer
- 7.3 Governors' Nomination Committee Feedback**  
16:04 Chair: Jenni Douglas-Todd, Trust Chair
- 7.4 Feedback from Strategy and Finance Working Group**  
16:09 Chair: Mandy Fader
- 7.5 Feedback from Patient and Staff Experience Working Group**  
16:14 Chair: Sandra Gidley
- 7.6 Feedback from Membership and Engagement Working Group**  
16:19 Chair: Kelly Lloyd
- 8 Review of Meeting**  
16:24 Review and feedback on the content of this meeting  
Sponsor: Jenni Douglas-Todd, Trust Chair
- 9 Any Other Business**  
16:26 Raise any relevant or urgent matters that are not on the agenda
- 10 Date of Next Meeting: 24 July 2024**  
16:29 Note the date of the next meeting.



# University Hospital Southampton

NHS Foundation Trust

## Minutes - Council of Governors (CoG) Open Session

<b>Date</b>	31 January 2024	
<b>Time</b>	14.00-16.15	
<b>Location</b>	Conference Room, Heartbeat Education Centre and Microsoft Teams	
<b>Chair</b>	Katherine Barbour, Elected, Southampton City	
<b>Present</b>	Theresa Airiemiokhale, Elected, Southampton City	TA
	Shirley Anderson, Elected, New Forest, Eastleigh and Test Valley	SA
	Katherine Barbour, Elected, Southampton City	KB
	Patricia Crates, Elected, New Forest, Eastleigh and Test Valley	PC
	Helen Eggleton, Hampshire and Isle of Wight Integrated Care Board (ICB)	HE
	Professor Mandy Fader, Appointed, University of Southampton	MF
	Lesley Gilder, Elected, Southampton City	LG
	Sathish Harinarayanan, Elected, Medical Practitioners and Dental staff	SH
	Linda Hebdige, Elected, Southampton City	LH
	Sandra Gidley, Elected, New Forest, Eastleigh and Test Valley	SG
	Jenny Lawrie, Elected, Southampton City	JL
	Brian Lovell, Elected, Rest of England and Wales	BL
	Esther O'Sullivan, Elected, New Forest, Eastleigh and Test Valley	EO
	Catherine Rushworth, Elected, Isle of Wight	CR
	Jake Smokcum, Elected, Nursing and Midwifery Staff	JS
	Liz Taylor, Elected, Non-Clinical and Support Staff	LT
	Professor Emma Wadsworth, Appointed, Solent University	EW
	Mike Williams, Elected, New Forest, Eastleigh and Test Valley	MW
<b>In attendance</b>	Jessica Burnett, Associate Governor	JB
	Tracey Burt, Minutes	TB
	Martin De Sousa, Director of Strategy and Partnerships (for item 5.1)	MDeS
	Sam Dolton, Events and Membership Officer	SD
	David French, Chief Executive Officer (for item 5.2)	DF
	Steve Harris, Chief People Officer (for items 6.5 and 6.6)	SH
	Kelly Kent, Head of Strategy and Partnerships (for item 5.1)	KK
	Craig Machell, Associate Director of Corporate Affairs and Company Secretary	CM
	Karen Russell, Council of Governors' Business Manager	KR
<b>Apologies</b>	Jenni Douglas-Todd, Trust Chair	JDT
	Councillor Edward Heron, Appointed, Hampshire County Council	EH
	Kelly Lloyd, Elected, Health Professional and Health Scientist Staff and Lead Governor	KL
	Councillor Victoria Ugwoeme, Appointed, Southampton City Council	VU
	Quintin van Wyk, Elected, Rest of England and Wales	QVW

**1 Chair's Welcome and Opening Comments**

KR provided apologies from JDT who was unable to attend due to an unexpected personal matter. KB volunteered to chair the meeting and her offer was supported by the governors. She welcomed everyone to the meeting.

**2 Declarations of Interest**

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

**3 Minutes of Previous Meeting**

The minutes of the meeting held on 26<sup>th</sup> July 2023 were **approved** as an accurate record of the meeting.

**4 Matters Arising/Summary of Agreed Actions**

There were no outstanding items.

**5 Strategy, Quality and Performance**

**5.1 Hampshire Together Consultation**

The Chair introduced Martin De Sousa (MDeS), Director of Strategy and Partnerships and Kelly Kent (KK), Head of Strategy and Partnerships. KK shared a PowerPoint presentation and provided an update on Hampshire Hospitals' (HH) plan to build a new hospital and how it would impact on UHS.

She advised that the plans were still in the consultation phase and that the two potential locations were either near to Junction 7 of the M3 or on the current Basingstoke hospital site. The preferred option was for the new specialist acute hospital to be near Junction 7 and for the RHCH at Winchester to be refurbished as a dedicated planned surgery centre.

The main impact on UHS would be across two of its services, maternity and ED. A midwife-led birthing unit at Winchester was likely to mean 500 additional births moving to UHS and the closure of their ED could increase ED attendances at UHS by 4300 p.a.

UHS had submitted a letter of support for the development, on the basis that the two Trusts continued to work together to mitigate the impact on UHS. KK advised that the best outcome for UHS would be that the work it gained would be offset by support from HH.

The following comments were made by governors:

- the lack of public transport to the proposed urgent treatment centre was a significant concern, particularly as the frail elderly often did not drive.
- whether some UHS work would be moved to HH. MDeS advised that it would be helpful if UHS could move some of its elective work to them.
- there would be environmental issues if people had to travel further.
- CR said that many families from the Isle of Wight travelled to the mainland to use maternity services and she was concerned that there may no longer be space for them at UHS.
- MW queried who made the broader strategic decisions and KK advised that many stakeholders were involved in the programme and a wide variety of interests were being represented.

KK advised that the public consultation would close at midnight on the 17 March 2024.

The Chair thanked MDeS and KK for their presentation.

## 5.2 Chief Executive Officer's Performance Report

The Chair welcomed DAF, Chief Executive, to the meeting and he described the current situation at the hospital. He advised that some issues were widespread across the whole NHS and he shared how those were impacting on UHS and what the Trust was doing about them.

He acknowledged that winter was always a difficult time for the NHS but he said that it felt as though the current winter had been more difficult than those of recent years. Demand was high, respiratory illness and infection levels were significant and several other local hospitals had declared critical incidents. UHS had decided that masks should be worn in clinical areas and c150 beds were currently out of action, due largely to Norovirus and flu.

He advised that the NHS was not meeting its Criteria to Reside which meant that many patients who were ready to leave hospital were prevented from doing so, due to a lack of capacity downstream in other health/social care settings. UHS currently had in excess of 200 patients who fell into that category and the number had been as high as 270.

The flow of patients through ED and around the hospital had been impacted by bed closures and delayed transfers of care, which meant that patient experience was poorer, there were long waits, teams were caring for the wrong patients and there were elective surgery cancellations. Many ambulances were sitting outside hospitals, unable to admit patients and the national Category 2 response time during the last two weeks had been extended from 18 minutes to 3.5 hours.

There were ongoing conversations with Hampshire County Council and Southampton City Council about the discharge process and how it could be improved. Whilst they were keen to help the hospital, both were in financial difficulty and there was no quick solution. DAF advised that UHS was trying to make the point further "up the line" that a stroke patient delayed before urgent treatment could be delivered, represented a £1m difference between someone working and paying taxes or needing care and being unable to work following the stroke.

Despite of all the challenges and industrial action, UHS was in the top quartile nationally for its delivery against its peers (115% against a national average of 97%) due to investment in capacity and people working extremely hard. However, the Trust's cash balance was reducing which would restrict its future ability for capital investment. It had also made difficult decisions regarding recruitment which did not reflect how staff, on the ground, felt.

DAF said that the Trust needed to achieve an appropriate balance between its finances, performance and quality of care and that it was important for it to focus on what it could control (e.g. whether theatre productivity and outpatient/discharge processes were as good as they could be).

The following comments/questions were raised by governors:

- the high number of red boxes, related to safety, in the CEO's performance report were noted. DAF said that it was positive these were being reported, rather than hidden and advised that there had been a cluster of incidents in dermatology. There had been extensive conversations with the team to address the issues and the British Association of Dermatologists had been invited to consider what improvements could be made.

- whether there was a plan nationally or locally to build convalescent hospitals to prevent delayed transfers of care. DAF advised that there was not a national strategy but said that there was already capacity in the care home market and that there were domiciliary care providers available but insufficient money to pay for either.
- whether the Trust had been as innovative as it could be regarding the planning and creation of extra capacity. DAF emphasised the need for incremental improvements and said that transformation projects had focussed on inpatient flow, outpatient pathways and theatre flow. The Trust had also set up a joint venture with an investment house to take UHS innovations to market. He acknowledged, however, that the Trust's risk appetite had currently been suppressed due to the pressure it was under.
- whether a high proportion of finance was spent on agency/bank staff. DAF advised that out of 13.5k staff, around 100 were agency and 40/50 of those were specialists (e.g. mental health nurses). Bank numbers were higher, at around 400 and were mostly registered/unregistered nurses. He noted that a lot of UHS staff wanted to do extra shifts through the bank and he advised that there was not a significant difference in cost between substantive and bank. He advised that the Trust was currently around 95% recruited to.
- what systems were in place for staff, who felt they were too stretched, to report their concerns and how were they supported? DAF said that staff were encouraged to talk to one another, that there was a Freedom to Speak Up Guardian and Talk to David sessions. He also advised that he personally read all emails that he received and that Gail Byrne, Chief Nursing Officer, was regularly out and about in the organisation. He therefore felt satisfied that he knew where the organisation was but acknowledged that it was difficult to plot a way to make improvements, given the national situation.

The Chair thanked DAF for his report and for all the work he was doing during such a difficult period. It was also noted how uplifting his updates were in the Staff Briefings.

## **6 Governance**

### **6.1 Governors' Nomination Committee Terms of Reference**

KR advised that the Governors' Nomination Committee (GNC) Terms of Reference had been reviewed at its meeting on 22 January 2024. Several minor grammatical changes had been made and one addition related to the remuneration and terms of service for Chairs and Non-Executive Directors.

**Decision:** The CoG **approved** the changes.

### **6.2 Annual Business Plan 2024/25**

KR advised that the CoG was required to review its Business Plan on an annual basis, prior to the commencement of the new financial year.

**Decision:** The CoG **approved** the Annual Business Plan for 2024/25.

### **6.3 Audit and Risk Committee Terms of Reference**

The Audit and Risk Committee had met on 15 January 2024 and had reviewed its Terms of Reference. It had proposed that a paragraph be added (7.4.4) to reflect the new requirements of the Code of Governance, which had applied from April 2023.

**Decision:** The CoG **approved** the addition to the Terms of Reference as outlined in section 7.4.4.

#### 6.4 Governor Attendance at Council of Governors' Meetings

KR advised that under the Trust's constitution, if a governor failed to attend two successive meetings of the CoG, their tenure of office would immediately be terminated, unless their absences were due to reasonable cause and they could attend future meetings.

At the time of review, one governor had failed to attend two successive CoG meetings. JDT was satisfied that the absences had been due to reasonable cause and that the governor wished to continue their term of office.

It was noted that the governor had sent their apologies prior to the meetings and had explained why they had been unable to attend.

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

#### 6.5 Chair and Non-Executive Director Appraisal Process

SH, Chief People Officer, presented this report and advised that the Chair and Non-Executive Director (NED) appraisal process had been discussed at the GNC meeting on 22 January 2024.

He advised that the appraisal process was generally conducted during the last quarter of the year and that the process relied on multi-source feedback. The governors played an important part in that and would be asked to provide their feedback, which would then be coordinated by KL, Lead Governor and himself.

The Chair would conduct the NED appraisals and Jane Harwood, NED/Senior Independent Director, would conduct the Chair's appraisal, following multi-source feedback (including from external stakeholders). A summary report would then be presented to the GNC in April 2024 and to the CoG in May 2024.

The following comments were made:

- the timescale for receiving feedback was relatively tight but SH advised that it could, if necessary, be extended by a few days. Appraisals would take place during March.
- whether guidance for providing feedback would be given, SH said that the aim was not to be too prescriptive as governors had, in the past, provided some rich insights. He did, however, encourage governors to consider the Trust's values, when providing feedback.
- the feedback would be shared with the relevant NED but it would be anonymous.
- it was acknowledged that some governors saw NEDs more than others but all feedback was valuable and would be fed into the appraisal discussion.

**Decision:** following recommendation by the GNC at its meeting on the 22 January 2024, the CoG **approved** the Chair and NED appraisal process for 2023/24.

#### 6.6 Non-Executive Director Reappointment

SH reminded the CoG that at their meeting on the 6 December 2023 they had approved a proposal by the GNC to proceed with the recruitment of a NED with charities and commercial experience. A separate recruitment campaign for a second NED would then be held in early 2024 to appoint someone with significant digital and business transformation experience.

However, the initial recruitment campaign in December had generated significant interest from high calibre applicants, with a range of useful skills. It had therefore been proposed that the recruitment process was paused and relaunched in early 2024 to include both posts.

The following comments were made:

- SG noted that shortlisting was due to take place on 14 February 2024 and queried whether the two posts had already been advertised. SH said that it had been important to act quickly, to maintain the interest of potential candidates and he advised that the GNC had been supportive.
- Femi Macaulay, Associate NED, (who had been appointed for an initial period of six months) would need to apply for one of the posts.
- search firms were generally used to support NED recruitment. However, the campaign had been so successful that a search firm would not be used, which would result in a significant cost saving.

**Decision:** as recommended by the GNC following its meeting on 22 January 2024, the CoG:

- **supported** proceeding with the appointment of a second NED.
- **agreed** that the GNC and the CoG would lead the appointment process for both NEDs as outlined in the paper.
- **approved** the process by which the appointments would be made.

## 7 Membership Engagement and Governor Activity

### 7.1 Membership Engagement

SD introduced the membership engagement report which was based on the last six months. He advised that:-

- they were changing the frequency of how they engaged with members. There would now be quarterly editions of the Connect magazine and shorter monthly membership updates.
- the annual members' meeting had been held online in October 2023 and had included an update on the annual report and accounts, a membership update from KL and a spotlight on maternity services from Emma Northover, Director of Midwifery. The team had been disappointed by the low number of attendees watching live (26 against 149 pre-registrations) but the feedback provided had been positive. It was felt that the timing (17:30) may have been a factor and the event was likely to be held later, in future.
- members and governors had attended a successful carers' listening lunch in Romsey during November, hosted by Southampton Hospital Charity. Valuable feedback had been collected by the Experience of Care Team.
- a series of virtual healthcare research events was being planned. Potential topics had been suggested to members and dementia research had received the highest number of votes.
- the team planned to attend various community events during the spring/summer and would welcome governor support.
- Francesca Prior, Interim Communities Engagement Manager, Southampton City Council, had attended a recent membership engagement working group meeting and had talked about the successful Love Where You Live events held last year.
- the Trust currently had approximately 8000 public members but only around 3000 were regularly engaged with via email and it was hoped to increase that number. Long term proposals regarding postal members had been discussed.
- the team was keen to ensure that the membership reflected the community that UHS served.



The following comments were made by governors:

- the January newsletter had been full of good information.
- videos showing 'a day in the life of ...' may be a new idea to consider.

**Action:** It was **agreed** that SD would circulate a list of all events (once available) to governors, so that they could indicate their availability.

## 7.2 **Governors' Nomination Committee Feedback**

The governors were advised that there was nothing further to feedback, which had not already been mentioned during the meeting.

## 7.3 **Feedback from Strategy and Finance Working Group**

MF advised that the Strategy and Finance Working Group had met at the beginning of January and had looked at how UHS was connecting with its partners and how it developed health innovations.

Two speakers had attended. One was an executive director from Health Innovation Wessex who had spoken about their role in spreading innovation. The other had been Dave Bennett, NED, who had talked about the ways in which the Trust was pulling in investors, to enable innovators within UHS to find investment.

There had been a good discussion, with a focus on what was being done to adopt new innovations to reduce health inequalities.

KB suggested that it might be worth asking someone from the Health Determinants Research Collaborations to attend a meeting of the Strategy and Finance Working Group as they had recently been awarded funding to address issues in Southampton.

It was also suggested that Paul Grundy (PG), Chief Medical Officer, who was leading a new health inequalities group in the Trust, be invited to speak at a meeting of the working group.

**Action:** it was **suggested** that MF/KR obtain more information from PG about the new health inequalities group at UHS.

## 7.4 **Feedback from Patient and Staff Experience Working Group**

SG advised that there had been a deep dive into maternity and that Tim Peachey (TP), NED and Emma Northover (EN), Director of Midwifery had attended the working group.

The last CQC inspection had given a good overall rating for maternity services at the Princess Anne Hospital and a "requires improvement" rating for safety. SG said that she had been surprised by the latter but EN had explained why it had been a good outcome. There was a national shortage of midwives and there had been some concerns around equipment, buildings that were no longer fit for purpose and security systems. EN had advised that the concerns were being addressed but had to be considered along with other priorities across the wider Trust.

The following comments were made by governors:

- there were 16 vacancies in midwifery at the PAH but no issues with retention.
- work was being done to ensure there was collaboration between departments and that there was an ethos that encouraged medics and midwives to work together.
- HE said that the window replacement scheme at the PAH had been carried out.

- CR said that families being repatriated gave excellent feedback about the midwifery services at the PAH.

SG said that it had been helpful to have TP in the meeting and that she had been impressed to see how effective a NED could be in their role.

**Actions:** 1) SG to seek clarification regarding the specific issues picked up in the CQC report around security and the actions that had been taken. 2) that governors consider joining a matrons' walkabout at the PAH, so they could see the current security system that was in place.

#### **7.6 Feedback from Membership and Engagement Working Group**

Feedback had been provided by SD as part of the Membership Update earlier in the meeting as KL, the chair of the working group, was unable to attend.

#### **8 Review of Meeting**

The governors thanked KB for chairing the meeting and said that their thoughts were with JDT.

#### **9 Any Other Business**

MW requested an update regarding the data breach and CM advised that there had been fewer than 30 contacts and that only one had been a complaint. Monitoring continued but the dedicated phone line had been stood down. It was possible, however, that it may attract some attention when the Information Commissioners' Office published its findings.

#### **10 Date of Next Meeting**

The next meeting of the CoG would be held on 1 May 2024.



# University Hospital Southampton

NHS Foundation Trust

25 April 2024 05:33

Agenda item	Assigned to	Deadline	Status	
Council of Governors 31/01/2024 7.1 Membership Engagement				
1114	Membership Events 2024/25	● Sam Dolton	01/05/2024	■ Pending
	<i>Explanation action item</i> It was agreed that SD would circulate a list of all events (once available) to governors, so that they could indicate their availability.			
Council of Governors 31/01/2024 7.3 Feedback from Strategy and Finance Working Group				
1115	Trust's Inequalities Strategy	● Mandy Fader/Karen Russell	01/05/2024	■ Pending
	<i>Explanation action item</i> It was suggested that MF/KR obtain more information from PG about the new health inequalities group at UHS.			
	<i>Explanation Russell, Karen</i> Paul Grundy (Chief Medical Officer) and Luci Hood (Head of Medical Directorate) is to attend the Strategy and Finance Working Group meeting on Monday, 29 April to provide a presentation regarding the Trust's Health Inequalities Strategy.			
Council of Governors 31/01/2024 7.4 Feedback from Patient and Staff Experience Working Group				
1116	Security at the Princess Anne Hospital	● Sandra Gidley/Karen Russell	01/05/2024	■ Pending
	<i>Explanation action item</i> It was agreed that SG would seek clarification regarding the specific issues picked up in the CQC report around security and the actions that had been taken and that governors consider joining a matrons' walkabout at the PAH, so they could see the current security system that was in place.			
	<i>Explanation Russell, Karen</i> An update has been requested and will be provided by 1 May 2024.			

Report to the Council of Governors				
<b>Title:</b>	<b>Chief Executive Officer's Performance Report</b>			
<b>Agenda item:</b>	<b>5.1</b>			
<b>Sponsor:</b>	<b>David French, Chief Executive Officer</b>			
<b>Author:</b>	<b>Sam Dale, Associate Director of Data and Analytics</b>			
<b>Date:</b>	<b>1 May 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  Y
<b>Issue to be addressed:</b>	Information about Trust performance supports the Council of Governors in their role.			
<b>Response to the issue:</b>	This report is intended to inform the Council of Governors about aspects of the Trust's performance.			
<b>Implications:</b>	This report provides performance information relating to a broad range of Trust services and activities. There are no specific implications.			
<b>Risks:</b>	This report is provided for the purpose of information.			
<b>Summary:</b>	This report is provided for the purpose of information.			

# UHS Council of Governors April 2024

## 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 January 2024 to March 2024, noting that some performance data in relation to some of the targets is reported further in arrears.

There have been a host of well reported operational and financial challenges in 2023/24 for the entire NHS and the Trust. Despite these, Southampton Hospital has continued to make significant progress in quarter four to meet the forecasted finance position and national performance targets. The organisation is now reviewing the recently published 2024/25 NHS operational guidance to ensure our planned programmes of work are fully aligned to both national priorities and our local and regional strategies.

Notable features of the last quarter include: -

- The trust continued to track closely to its required deficit forecast of £25m. NHS England granted one off cash support of £24.6m meaning the reported deficit for 2023/24 is now forecast to close at £0.4m. The position was supported through a savings programme which delivered £63m in 2023/24.
- Despite the operational and pathway flow challenges in the organisation, the hospital increased activity levels in 2023/24 (in line with the elective recovery priorities) and generated £19m of additional clinical income across elective and outpatient care settings.
- There has been significant progress on referral to treatment waiting times as the overall waiting list reduced further to 58,435 by March 2024 and the Trust ranked in the top quartile against peer organisations for all waiting time categories.
- The trust finished the year strongly for cancer performance, ranking first against peer teaching hospitals for two of the national performance metrics.
- A continued area of focus and partnership working is the high volume of patients not meeting the criteria to reside, restricting flexibility in our elective programmes and impacting flow through the hospital.
- Whilst the organisation significantly improved waiting time performance for the emergency department in March 2024, a series of action plans are being worked through to ensure this improvement continues into 2024/25.

### 2. Safety

Infection Control	Target	Jan 2024	Feb 2024	Mar 2024
Clostridium Difficile infection	<=5	10	6	8
MRSA Bacterium infection	0	2	0	1

#### MRSA

7 Healthcare Associated BSI attributed to UHS 2023 2024 against a nationally set threshold of 0

All cases underwent a detailed concise review led by the Infection Prevention Team and an after-action review (AAR) with the relevant clinical teams to identify learning and areas for improvement.

A range of MRSA prevention and reduction strategies remain in place within UHS including MRSA screening on admission (& additional screening as per policy), risk reduction washes using chlorhexidine following admission to hospital and ongoing focus and awareness on key elements of IP&C practice.

### C.difficile

The increased incidence in C. difficile cases continues to be reported both nationally and locally across the Hampshire and Isle of Wight integrated care system (HIOW ICS) likely reflecting increased frailty and complexity post pandemic. The increased trend continues to be reflected in UHS case numbers, with the nationally set threshold of 60 cases met by the end of Q2.

Whilst delivery of actions within the C. difficile improvement plan have continued in Q4, accelerated action is required in Q1 2024 2025 specifically relating to

1. Improving IP&C practice standards including equipment cleanliness (particularly cleanliness of commodes), hand hygiene practices and isolation care with assurance from Divisions/Care Groups that processes and plans are in place to drive and sustain improvements in practice.
2. Antimicrobial stewardship and application of the principles of prudent antimicrobial prescribing – initial analysis of antimicrobial usage data from the national PPS survey and identification of targeted improvement measures where required.

Safety	Target	Jan 2024	Feb 2024	Mar 2024
Never Events	0	1	1	0
Patient Safety Incident Investigations (PSIIs)	N/A	0	2	2
Pressure ulcers category 2 per 1000 bed days	<0.3	0.45	0.46	0.33
Pressure ulcers category 3 per 1000 bed days	<0.3	0.36	0.59	0.28

### Serious Incidents

UHS has had two never events in quarter 4, one within critical care and one in dermatology / 18 Week support team. The dermatology case was a wrong site surgery. This incident has not resulted in harm and incidentally has resulted in the patient having an appropriately less invasive procedure. The other patient received an overdose of insulin due to an incorrect device being used. The patient has made a full recovery following this. A key finding was an unintended change in supply of insulin syringes which contributed to the wrong dose being administered.

There have been four PSIIs in quarter 4. Two of these were neonatal deaths not meeting the Maternity and Newborn Safety Investigations (MNSI) criteria, one was a failure to rescue with complications during spinal surgery and the fourth was infection related where two patients had the same cystoscope used without decontamination between two patients.

### HSMR

Clinical Effectiveness	Target	To Nov2023	To Dec 2023	To Jan 2024
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)	<=100	87.52	88.83	89.85
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	86.11	87.58	88.56

HSMR performance is reported three months in arrears. The Trust, and Southampton General Hospital specifically, continues to have better than target performance. This reflects better than expected survival, with 100 being the expected index based upon national average performance for the same period, adjusted for the types of patients / conditions reported by UHS.

### 3. Patient Experience

#### Friends and Family Test (FFT)

Indicator	Target	Jan 2024	Feb 2024	Mar 2024
Inpatients - Negative Score	<5%	0.80%	0.59%	0.27%
Maternity - Negative Score		2.70%	5.43%	3.28%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)				

Most comments relating to Inpatients and Maternity are about staff attitude, communication and clinical treatment, and the majority of these are positive comments praising staff but also link to staff being stretched which can impact these themes.

Overall patient experience measures positively increased in March, for example, experience of discharge, and adjustments being made for patients with impairments or disabilities, which may contribute to improved overall scoring.

#### Complaints

Indicator	Target	Jan 2024	Feb2024	Mar 2024
Complaints received for investigation		54	40	60
Number of complaints closed in month		55	33	36
Trust average response time for complaints (based on resolved date)	35 days	32	29	30
Complaints returned dissatisfied	<15 per quarter	2	3	3
Parliamentary and Health Service Ombudsman (PHSO) cases upheld, (reported a quarter in arrears)	0	0	0	0

Comparing Q3 to Q4 there has been an increase in Taking a Closer Look complaints from 84 to 109. There has been a decrease in Early Resolution complaints from 204 to 40 due to refinements made in the way the PALS work streams were labelled. The top three themes remain as clinical treatment, communication and patient care.

### 4. Access Performance

Emergency Access Performance		Jan 2024	Feb 2024	Mar 2024
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	=>95.0%	66.1%	66.9%	73.5%

Attendances to the Emergency Department (ED) have remained high through this period, averaging 425 per day across January, February and March. Whilst this presents flow challenges for the organisation, UHS has been able to improve four hour performance each month in quarter four achieving the highest performance position of the year in March 2024.

We continue to benchmark well against other comparator hospitals. In March 2024, UHS ranked in second place when compared to the 20 teaching hospitals that we benchmark against for Type 1 attendances.

Referral to Treatment (RTT)	Target	Jan 2024	Feb 2024	Mar 2024
% incomplete pathways within 18 weeks in month	=>92%	62.3%	62.1%	61.5%
Total patients on a waiting list		57,725	58,106	58,435

The number of patients on the RTT waiting list has continued to remain stable over recent months despite referral volumes continuing to be significantly above pre-pandemic levels. The proportion of patients who have been waiting over 18 weeks for treatment is in line with other teaching hospitals, with UHS within the top quartile in January and February 2024.

UHS has made significant progress in treating long waiting patients in recent months. The trust reported zero patients waiting over two years for treatment and just eighteen patients waiting over 78 weeks, seventeen of these patients are the impact of a national shortage supply of corneal tissue outside of our control. The trust reported less than 50 patients waiting over 65 weeks and is well placed to achieve the national target of zero by September 2024.

Cancer	Target	Dec 2023	Jan 2024	Feb 2024
Faster Diagnosis - within 28 days	>=75%	87.2%	84.3%	89.0%
31 Day target - decision to treat to first definitive treatment	=>96%	90.0%	86.0%	87.6%
62 day target - urgent referral to first definitive treatment	=>85%	79.5%	77.8%	82.2%

As a specialist teaching hospital, our cancer services are under pressures not seen in other Wessex region hospitals but replicated with other national, acute, teaching hospitals.

Nevertheless, recent performance against the current cancer waiting time standards has been extremely positive as a series of action plans have been successfully delivered in 2023/24. In February 2024 the Trust ranked first for both the 28day faster diagnosis performance and the 62 day standard when compared with peer teaching hospitals.

## 5. Finance

The financial environment has remained extremely challenging through the closing months of 2023/24. Continued periods of industrial action, coupled with increasing service demand, has put a significant strain on the organisation and its finances. Particularly industrial action has not only had a direct financial impact of increased backfill costs (particularly for consultants needing to cover junior doctor rota gaps) and lost income (due to suppressed elective activity) but there has been an opportunity cost of clinical and management time whereby significant planning has been required to ensure the hospital could continue to function safely.

Surge capacity (unfunded extra beds) has been required across all months of the financial year which has been particularly driven by non-criteria to reside numbers increasing to peaks of 250. The level of Mental Health demand has also increased noticeably from 2022/23 for which patients require enhanced levels of support often at a significant cost premium to the trust utilising agency staff.



Despite these pressures however the trust has reduced its previously forecasted deficit to £29.1m (£3.1m worse than the planned deficit of £26m) mitigating the risk of further financial deficit. One off funding to offset the impact of industrial action has helped maintain this trajectory. Financial improvement actions across the final months have also helped stabilise the rate of pay expenditure growth and deliver increased levels of efficiencies. This has enabled £63m of savings to be achieved in 2023/24 particularly focused on transforming services under the three workstreams of theatre optimisation, outpatients and inpatient flow. This work will continue on into 2024/25 supporting continued improvement.

The trust also continues to overperform on the elective recovery target which supports financial sustainability via increased tariff income and also helps supports waiting list reduction targets. 118% of 2019/20 levels of elective, daycase and outpatient first attendances has been delivered in 2023/24 compared to an original target of 113%. This target was subsequently reduced to 109% as an offset for industrial action pressures. YTD this has generated over £19m of additional income for the trust.

In part due to the successful delivery of the improvement to our forecast position, NHS England has granted UHS one off cash support of £24.6m that will mean the reported deficit for 2023/24 is now forecast to close at £4.5m. This one-off cash injection will enable continued investment in capital in future years although does not remove the trusts underlying challenge which will continue into 2024/25.

Further to this the trust remains on target to spend its full capital allocation for 2023/24 totalling £75m. This continued investment in capacity, digital and infrastructure helps support continued ongoing financial sustainability and efficiency improvements that provide foundations for the future.

## 6. Human Resources

Indicator	Q3 23/24	Q4 23/24
Staff recommend UHS as a place to work %	67.7%	63.0%
Staff survey engagement score (out of 10)	7.0	6.8

The Pulse survey results shows a reduction in recommendation of UHS as a place to work and a minor decline in the engagement score. We believe this reflects the ongoing challenging environment that staff are working in however, we remain better than national averages.

Indicator	Target	Jan 2024	Feb 2024	Mar 2024
Staff Turnover (internal target; rolling 12 month)	<=13.6%	11.3%	11.0%	11.4%
Sickness absence 12 month rolling (internal target)	<=3.9%	3.77%	3.79%	3.80%

### Turnover:

Turnover (12 month rolling average) has been on a downtrend since April 2023, and is currently up 0.4% from February 2024 at 11.4% keeping the Trust's turnover below the 23/24 target of <13.6%; in March 2024 there were 142.9 WTE leavers, which is 78.3 WTE higher than February 2024. The local target in 2023/24 of <13.6% has been achieved (11.4%)

### Sickness:

The current rolling sickness rate as of March 2024 is 3.8%, below the sickness target for 23/24 <3.9%. In-month sickness for March is 3.6%. The rolling sickness rate for March 2024 is lower than April 2023 figure (4.1%). Covid and respiratory prevalence is decreasing.

Report to the Council of Governors				
<b>Title:</b>	Corporate Objectives 2024/25			
<b>Agenda Item:</b>	5.2			
<b>Sponsor:</b>	David French, Chief Executive Officer			
<b>Author:</b>	Martin de Sousa, Director of Strategy and Partnerships			
<b>Date:</b>	1 May 2024			
<b>Purpose:</b>	Assurance or reassurance	Approval	Ratification	Information  X
<b>Issue to be addressed:</b>	Each year our corporate objectives are revised to reflect both our strategy and our operating environment.			
<b>Response to the issue:</b>	<p>This paper sets out UHS' Corporate Objectives for year 2024/25 as agreed by Trust Board in March 2024.</p> <p>Our corporate objectives are informed by the strategic ambitions set out in 'Our Strategy 2021-25' and aligned to our strategic themes.</p> <p>This year 14 corporate objectives have been proposed. This is a reduction in the number of objectives from previous years, which reflects the need to focus effort, and to support teams in knowing the priority areas for the organisation.</p>			
<b>Implications:</b> (Clinical, Organisational, Governance, Legal?)	Determining appropriate corporate objectives which are aligned to our values, strategic ambitions, legal and regulatory requirements will have positive impacts.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	<p>In the absence of objectives, we would risk</p> <ul style="list-style-type: none"> <li>not making progress towards our longer-term strategic ambitions</li> <li>not being able to monitor and measure progress or make corrective adjustments when required</li> </ul>			
<b>Summary: Conclusion and/or recommendation</b>	The objectives are presented to the Council of Governors for review and feedback.			

## Annual Corporate Objectives for 2024-25

**Outstanding patient outcomes, safety, and experience - a national reputation for outstanding patient outcomes, experience, and safety, providing high quality care and treatment across an extensive range of services from fetal medicine, through all life stages and conditions, to end of life care.**

<b>Ambition 1</b>	We will monitor clinical outcomes, safety, and experience of our patients regularly to ensure they are amongst the best in the UK and the world.
<b>Ambition 2</b>	We will reduce harm, learning from all incidents through our proactive patient safety culture
<b>Ambition 3</b>	We will ensure all patients and relatives have a positive experience of our care, as a result of the environment created by our people and facilities,

Ref	Lead	New Objectives for 2024-25
1(a)	CNO	Establish an integrated approach to quality management through review of current governance structures, aligning work in the domains of safety, outcomes, experience, and improvement and consolidation of management information in a quality dashboard.
Ref	Lead	
1(b)	COO	Treat patients according to need but aim to meet national target of zero 65 week waiters by end of September 2024, and continued reduction of longer waiters subsequent to this.
Ref	Lead	
1(c)	COO	Reduce length of stay across elective and non-elective pathways by focusing on inpatient flow improvement
Ref	Lead	
1(d)	CNO	Improve patient experience and outcomes through continued implementation of the 'Fundamentals of Care' programme.

<p><b>Pioneering research and innovation - a leading teaching hospital with a growing reputable and innovative research and development portfolio that attracts the best staff and efficiently delivers the best possible treatments and care for our patients.</b></p>		
<b>Ambition 1</b>	We will recruit and enable people to deliver pioneering research in Southampton	
<b>Ambition 2</b>	We will optimise access to clinical research studies for our patients.	
<b>Ambition 3</b>	We will enable innovation in everything we do, and ensure that 'cutting edge' investigations and treatments are delivered in Southampton	
<b>Ref</b>	<b>Lead</b>	<b>New Objective for 2024-25</b>
2(a)	CMO	Deliver year 4 of the research and innovation investment plan, including the Southampton Emerging Therapies and Technologies Centre (SETT), Research Leaders programme (RLP) and delivery infrastructure. Anticipate an impact on growth in activity and the financial return from the investment as a result of staffing challenges across the research infrastructure.
<b>Ref</b>	<b>Lead</b>	
2(b)	CMO	<p>Deliver Year 2 of the five-year R&amp;D strategy implementation plan (revised) for Research for Impact.</p> <ul style="list-style-type: none"> <li>• Develop a set of initiatives to recognise and reward staff for engaging in research.</li> <li>• Show a clear return on investment of the Research Leaders Programme.</li> <li>• Develop a set of initiatives with QI, education, and innovation teams to develop an approach to collaborative / system working.</li> <li>• Agree UHS/UoS collaborative clinical research centres of excellence and areas of strategic growth.</li> </ul>

World class people - supporting and nurturing our people through a culture that values diversity and builds knowledge and skills to provide rewarding career paths within empowered, compassionate, and motivated teams		
<b>Ambition 1</b>	We will recruit and develop enough people with the right knowledge and skills to meet the needs of our patients	
<b>Ambition 2</b>	We will provide satisfying and fulfilling roles. Growing our talent through development and opportunity for progression.	
<b>Ambition 3</b>	We will empower our people, embracing diversity and embedding compassion, inclusion, and equity of opportunity.	
Ref	Lead	New Objective for 2024-25
3(a)	CPO	To deliver a workforce plan for UHS for 2024/25 which is safe, sustainable and affordable.
Ref	Lead	
3(b)	CPO	To deliver targeted improvements in staff experience, engagement, and culture in line with the UHS People Strategy and Belonging and Inclusion Strategy.
Ref	Lead	
3(c)	CPO	To sustain turnover at less than 13% and maintain sickness absence under 4% to March 2025.

Integrated networks and collaboration - delivering our services with partners through clinical networks, collaboration, and integration across geographical and organisation boundaries.		
<b>Ambition 1</b>	We will work in partnership with key stakeholders across the Integrated Care System (ICS)	
<b>Ambition 2</b>	We will strengthen our acute clinical networks across the region, centralising when necessary and supporting local care when appropriate	
<b>Ambition 3</b>	We will foster local integration with primary and community care as well as mental health and social care services for seamless delivery across boundaries.	
<b>Ambition 4</b>	We will build on our successful partnership with University of Southampton (UOS), growing our reputation as a nation leading university teaching hospital	
Ref	Lead	New Objective for 2024-25
4(a)	CMO	Work in partnership with acute trusts, working directly with priority areas to progress joint network strategies with the principle aim to create capacity onsite. Internally embed networking frameworks to drive delivery and demonstrate progress against the UHS maturity networks.
Ref	Lead	
4(b)	COO	Work with the Local Delivery System on vertical integration to reduce the number of patients without criteria to reside in UHS.

**Foundations of the future - making our corporate infrastructure (finance, digital, estate) fit for the future to support a leading university teaching hospital in the 21st century and recognising our responsibility as a major employer in the community of Southampton and our role in delivering a greener NHS**

<b>Ambition 1</b>	We will deliver best value to the taxpayer as a financially efficient and sustainable organisation
<b>Ambition 2</b>	We will support patient self-management and seamless care across organisational boundaries through our ambitious digital programme, including real time data reporting, to inform our care
<b>Ambition 3</b>	We will expand and improve our estate, increasing capacity where needed and providing modern facilities for our patients and our people.
<b>Ambition 4</b>	We will strengthen our role in the community as employer of choice, a partner in delivery of services to our population and by leading the Greener NHS agenda locally

Ref	Lead	New Objective for 2024-25
5(a)	CFO	Deliver a stretching financial plan for 2024/25, including identifying what needs to be true to recover to a sustainable financial position and exit RSP. This will be supported by delivery of the CIP plan and improvements in productivity across all Divisions/Departments.

Ref	Lead	
5(b)	CEO	Engage the organisation in the challenge to manage demand so that capacity and demand are in equilibrium. Stop the PTL growth by Q3 and begin to see a reduction of the PTL in Q4.

Ref	Lead	
5(c)	CNO	Deliver the aims of the 24/25 Transformation programmes and Always Improving strategic priorities. Realise targeted reductions in length of stay and outpatient follow-up and increases in theatre utilisation whilst increasing our maturity against the NHS Impact framework

Ref	Lead	
5(d)	CFO	Deliver the prioritised 2024/25 capital programme and set a prioritised capital plan for 2025/26, as well as setting aspirations for future year programmes.

Ref	Lead	
5(e)	CMO	Complete Year 2 of the Public Sector Decarbonisation Scheme

Report to the Council of Governors				
Title:	Non-NHS Activity			
Agenda item:	5.3			
Sponsor:	Ian Howard, Chief Financial Officer			
Author:	Peter Baker, Commercial & Enterprise Director			
Date:	1 May 2024			
Purpose	Assurance or reassurance	Approval	Ratification	Information
	X			
Issue to be addressed:	<p>One of the responsibilities of the Council of Governors is to determine whether the Trust's non-NHS activity would significantly interfere with its principal purpose, which is to provide goods and services for the health service in England, or the performance of its other functions.</p> <p>This paper seeks to provide an update to the Council on the portfolios of activity within the Commercial Service.</p>			
Response to the issue:	<p>Commercial Services undertake activity in a range of portfolios, delivering additional value through non-core income to the Trust. The below outlines activities that we will be focussed on for the financial year 2024-25.</p> <p><b>Private Patients:</b> During the past financial year, the Trust has continued to support clinicians to undertake activity in their own time. By supporting clinical staff to undertake this work, we can secure new income. The alternative to not undertaking this work is that the activity would be undertaken by another private provider such as Spire or Nuffield, and the profit would likely go to their shareholders rather than be ploughed back into the NHS. UHS has zero permanent beds for private patient activity.</p> <p>During the financial year 23/24 we have continued to support clinicians with the provision of private activity. Whilst growth in the total private medical market has been reported across the industry, UHS has taken care to ensure that NHS performance targets are not de-prioritised in favour of private income. As a result, whilst pricing and margins have improved inline with the UK market, our total revenue associated with private work has fallen slightly. This is not a trend that we expect to continue but does reflect the capacity prioritisation that has been necessary across the Trust this year.</p> <p><b>Overseas Visitors:</b> All patients are able to access NHS services for emergency treatment, no matter what their nationality or permanent residence. However, for ongoing treatment, cost can be recovered for non-UK nationals and UK nationals not residing in the UK.</p> <p>In this report last year we predicted growth in income from overseas visitors arising from enhancements to our systems and processes, enabling faster and more accurate identification of patients who are not eligible to free-of-charge NHS treatments. This expectation has</p>			



	<p>materialised and we have seen an increase in related income. Further improvements are likely to have a marginal benefit moving forward as we have high confidence in our existing processes to identify this cohort of patients.</p> <p><b>UHS International Development Centre:</b> In order to realise the potential of UHS inventions a new company was setup in 2023 to support the funding and development of innovative products. As reported in last year’s annual report immediate income was not expected, due to the lead time in taking products to market. The IDC has a healthy pipeline of UHS and other NHS Trust products under review with a number being out forward for external investment. The business plan continues to show a return based on licensed income to the Trust in 2026-27.</p> <p><b>Innovation:</b> UHS staff and partnerships with external companies continue to provide a rich source of new innovations for consideration. This has been helped by the professionalisation of supporting processes for example the setup of the IDC (as above) and also close working with the Southampton Emerging Therapies and Technologies (SETT) centre. Again many of these are longer term revenue generators, for example the Trust is collaborating with the University of Southampton with potential for joint shareholding across 3 new spin-outs. We are working as a test bed with several med-tech organisations interested in the introduction of groundbreaking FDA approved technology into the NHS, and will seek ongoing equity or revenue generation deals in such cases.</p> <p>Other UHS innovations such as Mediemo, which now has a strong business case behind it to take it to market and Pneumasave, in negotiation with an international distributor, are being prepared to benefit from partnerships or licensing deals to generate longer term income to the Trust.</p> <p>There is also a focus on-going trademark registration and protection work taking place to ensure that UHS IP assets can be managed in the most beneficial way in the future.</p> <p><b>Contracts:</b> services provided by UHS to non-NHS entities remain under commercial oversight, examples of contracts include independent hospitals (Spire, Nuffield, BMI), medical and advisory services to the cruise liner industry, and reciprocal arrangements with subcontracted healthcare providers such as Alliance Medical.</p>
<p>Implications:</p>	<p>There is a clear legal requirement that the Trust must derive greater levels of income from its principal purpose, rather than its non-NHS income.</p> <p>It also enables the Council of Governors to monitor when it may need to specifically approve an increase in non-NHS income under other provisions of the National Health Service Act 2006.</p> <p>This would apply to proposals to increase by 5% or more the proportion of total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England (including private work)</p>

Risks:	<ol style="list-style-type: none"><li>1. Non-compliance with the provisions of the National Health Service Act 2006 and the Trust's constitution.</li><li>2. Monitoring the performance of the Trust against its principal purpose.</li><li>3. Ensuring NHS activity is not negatively impacted by non-NHS activity whilst recognising how income from additional activity supports NHS services and the activity itself supports innovation.</li></ol>
Summary:	<p>In summary, the contribution arising from non-NHS activity in 2023-24 as a percentage of Trust income (baseline £1.36bn) equates to 1.8%.</p> <p>Given the current and forecast levels of non-NHS income, the Council of Governors is requested to note this update.</p>

<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Annual Report and Quality Accounts Timetable 2023/24</b>			
<b>Agenda item:</b>	<b>5.4</b>			
<b>Sponsor:</b>	<b>David French, Chief Executive Officer</b>			
<b>Author:</b>	<b>Craig Machell, Associate Director of Corporate Affairs and Company Secretary</b>			
<b>Date:</b>	<b>1 May 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  Y
<b>Issue to be addressed:</b>	<p>NHS England has published the timetable for the 2023/24 annual report and accounts and associated guidance.</p> <p>The Trust is required to produce an annual report and accounts as well as a Quality Account. The Trust has decided to align the timetables of both the Quality Account and the annual report and accounts, and to incorporate these into the same document.</p> <p>The Quality Account is required to be published by 30 June 2024, whereas the annual report and accounts cannot be published until after they have been laid before Parliament. Parliament's summer recess commences on 23 July 2024.</p>			
<b>Response to the issue:</b>	<p>The Trust has taken the decision to produce the annual report and accounts and the quality accounts on the same timetable as a single document. However, due to the additional work required to complete the value for money external audit, the quality accounts will be published as a separate document by 30 June 2024. The attached timetable sets out the process in greater detail.</p>			
<b>Implications:</b>	<p>The Trust meets the requirements of the National Health Service Act 2006, The National Health Service (Quality Accounts) Regulations 2010 and the NHS foundation trust annual reporting manual 2023/24.</p>			
<b>Risks:</b>	<ol style="list-style-type: none"> <li>1. Non-compliance with the National Health Service Act 2006, The National Health Service (Quality Accounts) Regulations 2010 and the NHS foundation trust annual reporting manual 2023/24.</li> <li>2. Ensuring openness, transparency and accountability regarding the performance and activities of the Trust.</li> <li>3. Pressure on staff to provide information for inclusion in the annual report and accounts and the quality accounts as the Trust deals with significant emergency pressures and delivers the elective recovery programme.</li> </ol>			
<b>Summary: Conclusion and/or recommendation</b>	<p>The Council of Governors is asked to note the timetable.</p>			

## Annual Report and Accounts 2023-24

### Timetable

Action	Lead	Date
Submit NHS Pensions requests for senior managers' remuneration information ('Greenbury')	Finance	Tuesday, 2 January – Wednesday, 28 February 2024
Good Friday	N/A	Friday, 29 March 2024
Easter Monday	N/A	Monday, 1 April 2024
Request for first draft narrative and data tables for annual report	Company Secretary	Wednesday, 3 April 2024
Deadline for draft accounts submission to NHSE through Portal	Financial Controller	Wednesday, 24 April 2024 (noon)
Issue final draft quality account to ICB, Local Healthwatch, Overview and Scrutiny Committee and Council of Governors for one month consultation	Head of Clinical Quality Assurance	Friday, 3 May 2024
Early May Bank Holiday	N/A	Monday, 6 May 2024
Circulation of first draft annual report to external auditor, Board of Directors and Council of Governors	Company Secretary	w/c Monday, 6 May 2024
Re-submit TACs to NHS England to provide updated agreement of balances	Financial Controller/CFO	Wednesday, 8 May 2024 (noon)
Submission of draft annual report and accounts for Audit and Risk Committee meeting	Financial Controller/CFO	Tuesday, 14 May 2024
Draft annual report and accounts reviewed at Audit and Risk Committee meeting	Financial Controller/CFO	Monday, 20 May 2024
Spring Bank Holiday	N/A	Monday, 27 May 2024
Submission of draft quality account for Quality Committee meeting	Head of Clinical Quality Assurance	Tuesday, 28 May 2024
Submission of papers for Board of Directors' meeting	N/A	Thursday, 30 May 2024
Draft quality account reviewed at Quality Committee meeting	Head of Clinical Quality Assurance	Monday, 3 June 2024
Provide written statements and comments received from quality account consultation to Communications	Head of Clinical Quality Assurance	Wednesday, 5 June 2024
Board of Directors' meeting	N/A	Thursday, 6 June 2024
Submission of final draft annual report and accounts including quality account for Audit and Risk Committee meeting	Company Secretary	Wednesday, 12 June 2024 (noon)
Submission of final draft annual report and accounts including quality account for Board of Directors' meeting	Company Secretary	Wednesday, 12 June 2024 (noon)

Action	Lead	Date
Final draft annual report and accounts including quality account reviewed at Audit and Risk Committee meeting	Company Secretary	Monday, 17 June 2024
Final draft annual report and accounts including the quality account approved by Board of Directors	Company Secretary	Monday, 17 June 2024
Sign: <ul style="list-style-type: none"> <li>the introduction to the annual report and accounts</li> </ul>	Company Secretary/Chair	Monday, 17 June 2024
Sign: <ul style="list-style-type: none"> <li>the introduction to the annual report and accounts</li> <li>the performance report</li> <li>the accountability report</li> <li>the remuneration report</li> <li>the annual governance statement</li> <li>the statement on quality from the chief executive (part 1 of the quality account)</li> <li>the Statement of Financial Position</li> <li>the Statement of accounting officer's responsibilities</li> <li>the foreword to the accounts</li> <li>the chief executive certificate on the summarisation schedules (TAC schedules)</li> </ul>	Company Secretary/CEO	Monday, 17 June 2024
Sign finance director certificate on the summarisation schedules (TAC schedules)	CFO	Monday, 17 June 2024
Sign management representation letter	CFO	Monday, 17 June 2024
Sign external audit opinion on the accounts	Grant Thornton	By Monday, 17 June 2024
Submit to NHSE through portal: <ul style="list-style-type: none"> <li>audited accounts</li> <li>signed Statement of Financial Position</li> <li>signed Statement of accounting officer's responsibilities</li> <li>signed foreword to the accounts</li> <li>audited TAC schedules (submission of PFR form)</li> <li>audited TAC schedules signed by the Chief Executive (by typing in</li> </ul>	Financial Controller	By Friday, 28 June 2024 (noon)

Action	Lead	Date
<p>the Chief Executive's name in the signature box)</p> <ul style="list-style-type: none"> <li>• full final text of audited annual report including: <ul style="list-style-type: none"> <li>○ signed performance report</li> <li>○ signed accountability report</li> <li>○ signed remuneration report</li> <li>○ signed annual governance statement</li> <li>○ signed statement on quality from the chief executive (part 1 of the quality account)</li> </ul> </li> <li>• auditor ISA 260 report</li> <li>• original signed audit report (audit opinion) on the accounts (electronic signature included in PDF is acceptable)</li> <li>• original signed chief executive and finance director certificate on the summarisation schedules (TAC schedules)</li> <li>• auditor report on the summarisation schedules (TAC schedules)</li> </ul>		
Reply to NHSE's letter regarding events after the reporting date	Financial Controller	TBC
Add quality account to Trust website and forward the link to <a href="mailto:quality-accounts@nhs.net">quality-accounts@nhs.net</a>	Head of Clinical Quality Assurance/ Company Secretary	Friday, 28 June 2024
Final audit opinion and audit certificate (following completion of value for money audit)	Grant Thornton	TBC
Check format of annual report and accounts with DHSC Parliamentary Office	Company Secretary/ Communications	TBC
Submit annual report to Parliament	Company Secretary	TBC
Add annual report and accounts to website	Communications	TBC
Submit final full annual report and accounts to NHS England as a single PDF document through Portal	Financial Controller	TBC
Parliament summer recess begins	N/A	Wednesday, 24 July 2024
Present annual report and accounts (including quality account) to Council of	Company Secretary/	TBC

<b>Action</b>	<b>Lead</b>	<b>Date</b>
Governors	CFO/ External Auditor	
Annual Members' Meeting	Communications	TBC

<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Review Terms of Reference - Council of Governors and Working Groups</b>			
<b>Agenda item:</b>	<b>6.1</b>			
<b>Sponsor:</b>	<b>Jenni Douglas-Todd, Trust Chair</b>			
<b>Author:</b>	<b>Karen Russell, Council of Governors' Business Manager</b>			
<b>Date:</b>	<b>1 May 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>  Y	<b>Ratification</b>	<b>Information</b>
<b>Issue to be addressed:</b>	The terms of reference for the Council of Governors and its working groups should be reviewed regularly, and at least once annually, to ensure that these reflect the purpose and activities of the Council of Governors and each of the working groups. The terms of reference for the Governors' Nomination Committee were reviewed by the Council of Governors at its meeting in January 2024.			
<b>Response to the issue:</b>	<p>Following review, a couple of minor changes are proposed to the Council of Governors' terms of reference to reflect the current composition of the Council of Governors and compliance arrangements.</p> <p>There are also a few very minor grammatical changes proposed to the Council of Governors' Working Groups terms of reference.</p> <p>The proposed changes are highlighted on the terms of reference documents.</p>			
<b>Implications:</b>	The terms of reference ensure that the purpose and activities of the Council of Governors and its working groups are clear and support transparency and accountability in the performance of their roles.			
<b>Risks:</b>	<ol style="list-style-type: none"> <li>1. Non-compliance with the National Health Service Act 2006 and The NHS Foundation Trust Code of Governance.</li> <li>2. Non-compliance with the Trust's constitution and the Standing Orders for the Practice and Procedure of the Council of Governors.</li> <li>3. The Council of Governors and its working groups may not function as effectively without terms of reference in place.</li> </ol>			
<b>Summary:</b>	<p>The Council of Governors is asked to approve the revised terms of reference for the:</p> <ul style="list-style-type: none"> <li>• Council of Governors;</li> <li>• Council of Governors' Membership and Engagement Working Group;</li> <li>• Council of Governors' Patient and Staff Experience Working Group; and</li> <li>• Council of Governors' Strategy and Finance Working Group.</li> </ul> <p>The terms of reference for the Council of Governors' working groups have been reviewed by the relevant working group prior to submission to the Council of Governors.</p>			



## Council of Governors Terms of Reference

Version: **67**

Date Issued: ~~26 April 2023~~ 1 May 2024  
 Review Date: April 2024<sub>5</sub>  
 Document Type: Terms of Reference

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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 general duties of the council of governors (**CoG**) of University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**) are:
  - 1.1.1 to hold the non-executive directors (**NEDs**) individually and collectively to account for the performance of the board of directors (the **Trust Board**); and
  - 1.1.2 to represent the interests of the members of the Trust as a whole, and the interests of the public.
- 1.2 The duties and responsibilities of the CoG are more fully described in paragraph 0 below.

## 2. Constitution

- 2.1 The establishment and role of the CoG is derived from the National Health Service Act 2006 (as amended). The CoG is accountable to the members of the Trust and the public.
- 2.2 It is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The CoG is authorised to investigate any activity within its terms of reference. In carrying out its role the CoG is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The CoG 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 and supported by the Company Secretary.

## 3. Membership

- 3.1 The CoG comprises:
  - 3.1.1 Public elected governors from the following areas:
    - 3.1.1.1 Five from Southampton City
    - 3.1.1.2 Five from New Forest Eastleigh and Test Valley
    - 3.1.1.3 One from The Isle of Wight
    - 3.1.1.4 Two from the Rest of England and Wales.
  - 3.1.2 Staff elected governors, one from each of the following staff classes:
    - 3.1.2.1 Medical practitioners and dental staff
    - 3.1.2.2 Nursing and midwifery staff
    - 3.1.2.3 Health professional and health scientist staff
    - 3.1.2.4 Non clinical and support staff.
  - 3.1.3 Appointed governors, one from each of:
    - 3.1.3.1 ~~NHS Hampshire, Southampton and Isle of Wight Clinical Commissioning Group~~ Hampshire and Isle of Wight Integrated Care Board
    - 3.1.3.2 Southampton City Council
    - 3.1.3.3 Hampshire County Council
    - 3.1.3.4 University of Southampton
    - 3.1.3.5 Solent University.

- 3.2 The chair of the Trust (the **Trust Chair**) is the chair the CoG. In the absence of the Trust Chair, the deputy chair appointed by the CoG (the **Deputy Chair**) will chair the meeting, or in their absence, another non-executive director. If there is no non-executive director present or available, the governors present will elect one of themselves to chair the meeting.
- 3.3 Only members of the CoG have the right to attend and vote at CoG meetings. However, the two Associate Governors will be invited to attend all meetings of the CoG. The Company Secretary and the Council of Governors' Business Manager will also attend all meetings of the CoG.
- 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 CoG is considering areas of risk or operation that are the responsibility of a particular executive director or manager.

#### **4. Attendance and Quorum**

- 4.1 Governors should aim to attend every meeting. Where a governor is unable to attend a meeting they should notify the Trust Chair or Council of Governors' Business Manager in advance, providing a reason for their absence.
- 4.2 The quorum for a meeting will be one-third of the governors. A duly convened meeting of the CoG 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 CoG.
- 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 CoG will meet at least four times each year.

#### **6. Conduct and Administration of Meetings**

- 6.1 Meetings of the CoG will be convened by the Company Secretary at the request of the Trust Chair, or the Deputy Chair in their absence.
- 6.2 If the Trust Chair refuses to call a meeting after a requisition for that purpose, at least one-third of the governors may request the Trust Chair to convene a meeting in writing specifying the business to be transacted at the meeting. If the Trust Chair does not call a meeting within seven clear days after the receipt of the signed request, one-third or more of the governors may call a meeting for the purpose of conducting that business.
- 6.3 The agenda of items to be discussed at the meeting will be agreed by the Trust Chair with support from the Company Secretary and the Council of Governors' Business Manager. The agenda and supporting papers will be distributed to each member of the CoG and the regular attendees, no later than five days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Trust Chair.
- 6.4 The Council of Governors' Business Manager will minute the proceedings of all meetings of the CoG, including recording the names of those present and in attendance and any declarations of interest.
- 6.5 Draft minutes of CoG meetings and a separate record of the actions to be taken forward will be circulated promptly to all members of the CoG.

## **7. Duties and Responsibilities**

The CoG will have the following duties and responsibilities.

### **7.1 Holding the Non-Executive Directors to Account**

- 7.1.1 hold the NEDs individually and collectively to account for the performance of the Trust Board;

### **7.2 Appointment of Chair, Non-Executive Directors, Chief Executive and External Auditor**

- 7.2.1 approve the policies and procedures for the appointment and, where necessary, for the removal of the Trust Chair and NEDs;
- 7.2.2 approve the appointment (or removal) of the Trust Chair;
- 7.2.3 approve the appointment (or removal) of a non-executive director;
- 7.2.4 approve the policies and procedures for the appraisal of the Trust Chair and NEDs;
- 7.2.5 approve the policy for the composition of the NEDs;
- 7.2.6 approve changes to the remuneration, allowances and other terms of office for the Trust Chair and NEDs;
- 7.2.7 consider and, if appropriate, approve the appointment of the chief executive officer of the Trust as recommended by the Trust Chair and the NEDs;
- 7.2.8 approve the criteria for appointing, re-appointing or removing the external auditor;
- 7.2.9 approve the appointment or reappointment and the terms of engagement of the external auditor;

### **7.3 Constitution and Compliance**

- 7.3.1 approve amendments to the constitution, recognising that any changes in respect of the powers, duties or role of the CoG will need to be approved at the next general meeting of members;
- 7.3.2 approve the policy for the composition of the CoG;
- 7.3.3 notify NHS England and NHS Improvement if the CoG is concerned that the Trust has breached, or is at risk of breaching, its licence conditions in the event that these concerns cannot be resolved through engagement with the Trust Board;
- 7.3.4 receive the Trust's annual report and accounts (including the quality accounts/report) and any report of the external auditor on them;
- 7.3.5 decide whether a member is disqualified from membership or no longer eligible to be a member in the event of a dispute referred by the Company Secretary;
- 7.3.6 consider any appeal by a member about entitlement to membership following a decision by the Company Secretary;

### **7.4 Governors**

- 7.4.1 decide whether to appoint committees of the CoG to assist in the performance of its functions;
- 7.4.2 approve the appointment of governors to any committees or working groups of the CoG or joint working groups with the Trust Board;
- 7.4.3 approve the process for appointment or election to the role of lead governor and, as necessary, deputy lead governor;
- 7.4.4 receive reports from the chairs of each committee or working group of the CoG on the discharge of the committee's or working group's duties;
- 7.4.5 approve the removal from office of any governor in accordance with procedure set out in the constitution;
- 7.4.6 approve jointly with the Trust Board the procedure for the resolution of disputes and concerns between the Trust Board and the CoG;

- 7.4.7 decide whether or not to terminate the tenure of office of a governor for failure to attend meetings or to terminate a governor's tenure of office for other reasons;
- 7.4.8 decide what action to take when a vacancy arises among the elected governors;

### **7.5 Strategy, Planning and Reorganisations**

- 7.5.1 in response to requests from the Trust Board, provide feedback on the development of the annual operating plan and the strategic direction of the Trust;
- 7.5.2 contribute to the development of stakeholder strategies, including membership engagement strategies;
- 7.5.3 where the Trust's forward plan contains a proposal that the Trust will carry on an activity other than the provision of goods and services for the purposes of the NHS in England, determine whether the CoG is satisfied that such activity will not interfere with this and notify the Trust Board of its determination;
- 7.5.4 consider and, if appropriate, approve proposed increases to the amount of income derived from the provision of goods and services other than for the purpose of the NHS in England where such an increase is greater than 5% of the total income of the Trust in the relevant financial year;
- 7.5.5 consider and, if appropriate, approve proposals from the Trust Board for mergers, acquisitions, separations and dissolutions (which will require the approval of more than half of the total number of governors);
- 7.5.6 consider and, if appropriate, approve proposals for significant transactions in accordance with the constitution or such other transactions as the Trust Board may submit for the approval of the CoG from time to time (which will require the approval of more than half of governors voting at a quorate meeting of the CoG);

### **7.6 Representing Members and the Public**

- 7.6.1 represent the interests of the members of the Trust as a whole and of the public;
- 7.6.2 consider and, if appropriate, approve the membership engagement strategy;
- 7.6.3 contribute to members' and other stakeholders' understanding of the work of the Trust in line with engagement strategies;
- 7.6.4 seek the views of stakeholders, including members and the public and feed back relevant information to the Trust Board or to individual executive directors as appropriate;
- 7.6.5 promote membership of the Trust and contribute to opportunities to recruit members in accordance with the membership engagement strategy; and
- 7.6.6 report to members each year on the performance of the CoG.

## **8. Accountability and Reporting**

- 8.1 The CoG will report to the membership at the Annual Members' Meeting and on such other occasions as are arranged.

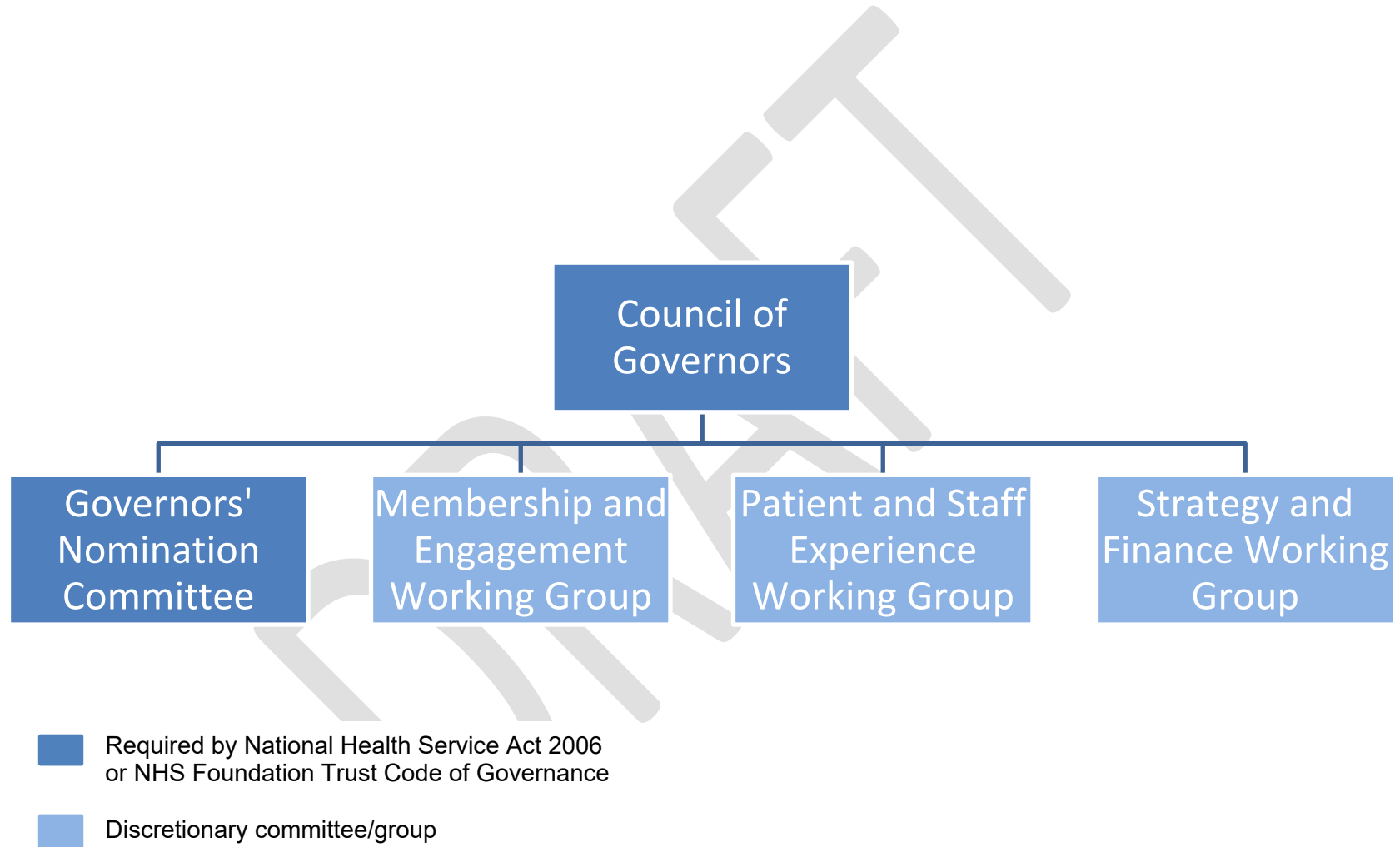
## **9. Review of Terms of Reference and Performance and Effectiveness**

- 9.1 At least once a year the CoG will review its collective performance and effectiveness and its terms of reference. Any proposed changes to the terms of reference will be approved by the CoG.

## **10. References**

- 10.1 National Health Service Act 2006
- 10.2 NHS Foundation Trust Code of Governance
- 10.3 Trust Constitution
- 10.4 Standing Orders for the Practice and Procedure of the Council of Governors

## Appendix A



## Document Monitoring Information

Approval Committee:	Council of Governors
Date of Approval:	<del>26 April 2023</del> <u>1 May 2024</u>
Responsible Committee:	Not applicable
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	Not applicable
Target audience:	Council of Governors, Board of Directors, NHS Regulators, Staff, Members and Public
Key words:	Council, Governors, COG
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	Changes to the composition of the CoG approved in April 2022 and aligning the description of duties and responsibilities of the CoG to those set out in Schedule of Decisions Reserved to the Board and the Scheme of Delegation approved by the Trust Board in March 2022
Consultation:	Council of Governors
Number of pages:	7
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No

# Council of Governors' Membership and Engagement Working Group Terms of Reference

Version: 4

Date Issued: ~~26 April 2023~~ 1 May 2024  
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 Document Type: Terms of Reference

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## 1. Role and Purpose

- 1.1 The Council of Governors' Membership and Engagement Working Group (the **Working Group**) is responsible for developing a membership engagement strategy for University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**) for recommendation to the council of governors (the **CoG**) and the Trust's board of the directors for approval.
- 1.2 The Working Group will develop an informed approach to membership engagement and growing the membership, and support and monitor the delivery of the membership engagement strategy.
- 1.3 The duties and responsibilities of the Working Group are more fully described in paragraph 7 below.

## 2. Constitution

- 2.1 The Working Group has been established by the CoG and is authorised to assist the CoG in carrying out its functions. None of the powers of the CoG are delegated to the Working Group.
- 2.2 The Working Group is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The Working Group is authorised by the CoG to investigate any activity within its terms of reference. In carrying out its role it is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The Working Group 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 and supported by the Company Secretary and the Council of Governors' Business Manager.

## 3. Membership

- 3.1 The Working Group will be comprised of governors who have volunteered to participate in the Working Group. The Working Group will consist of no fewer than three members, including a minimum of three elected governors, one of whom must be a public governor.
- 3.2 The chair of the Working Group will be elected by the members of the Working Group and their appointment will be confirmed by the CoG (the **Working Group Chair**). The appointment process is as follows:
  - governors seeking election as the Working Group Chair will be required to submit a written statement (not exceeding 300 words) to the company secretary or their representative in support of their candidature by a specified deadline;
  - statements received by the deadline will be circulated to all governors by the company secretary or their representative by email, with a request for governors to vote by email by a specified deadline; and
  - the company secretary or their representative shall act as the returning officer in respect of the election.
- 3.3 In the absence of the Working Group Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 3.4 All governors who are participating in the Working Group have the right to attend and vote at meetings. However, the following will be invited to attend meetings of the Working Group on a regular basis:

- 3.4.1 the remaining members of the Council of Governors who are not members of the Working Group.
  - 3.4.2 the two Associate Governors;
  - 3.4.3 the Senior Communications Manager – brand and engagement marketing;
  - 3.4.4 the Events and Membership Officer;
  - 3.4.5 the Council of Governors' Business Manager; and
  - 3.4.6 the Company Secretary.
- 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 Working Group is considering areas of risk or operation that are the responsibility of a particular executive director or manager.
- 3.6 Non-executive directors may be invited to attend meetings of the Working Group.

#### **4. Attendance and Quorum**

- 4.1 Members should aim to attend every meeting. Where a member is unable to attend a meeting they should notify the Working Group Chair or Council of Governors' Business Manager in advance.
- 4.2 The quorum for a meeting will be three governors, including one public governor. A duly convened meeting of the Working Group 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 Working Group.
- 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 Working Group will meet at least four times each year.

#### **6. Conduct and Administration of Meetings**

- 6.1 Meetings of the Working Group will be convened by the Council of Governors' Business Manager at the request of the Working Group Chair or any of its members.
- 6.2 The topics to be discussed at the meeting will be agreed by the Working Group Chair with support from the Company Secretary and the Council of Governors' Business Manager. Confirmation of the topics for the meeting and any supporting papers will be distributed to each member of the Working Group and the regular attendees, no later than three days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Working Group Chair. Copies of any other documentation presented in the meeting will be provided for information following the meeting.
- 6.3 The Council of Governors' Business Manager will record the actions to be taken forward as required and maintain a record of those present and in attendance and any declarations of interest.
- 6.4 Subject to these terms of reference, the Working Group will conduct its business in accordance with the Standing Orders for the Practice and Procedure of the Council of Governors where applicable.

#### **7. Duties and Responsibilities**

The Working Group will have the following duties and responsibilities:

- 7.1 on at least an annual basis, review the Trust's strategy and policies in relation to membership and engagement and recommend any amendments to the CoG and the Trust's board of directors, ensuring alignment with the Trust's strategic vision;
- 7.2 set up procedures to ascertain the interests, needs and aspirations of the membership as a whole and report to the CoG on progress;
- 7.3 support the individual governors' needs in enabling elected governors to interact with their constituency/class and to ensure that mechanisms are in place to enable individual governors to communicate with their constituency members in an effective and appropriate manner;
- 7.4 promote the development and implementation of an engagement plan to ensure effective communication with members;
- 7.5 contribute to the development of the Trust's membership and advise on ways in which membership can become more representative of the communities served by the Trust;
- 7.6 contribute to the development of an approach that engages the patients of the Trust from the Channel Islands, acknowledging that there is no provision statutorily for them to become members of the Trust;
- 7.7 encourage greater engagement of members in surveys and focus groups across the Trust;
- 7.8 support the delivery of important healthcare messages to members, empowering them to become advocates within their communities;
- 7.9 assist in the development of a youth membership programme to engage on topics most relevant to a younger audience and which takes into account their needs and aspirations; and
- 7.10 promote awareness of membership and staff governors among staff at the Trust.

## **8. Accountability and Reporting**

- 8.1 The Working Group Chair will report to the CoG on the activities of the Working Group at the next meeting of the CoG following the Working Group meeting.

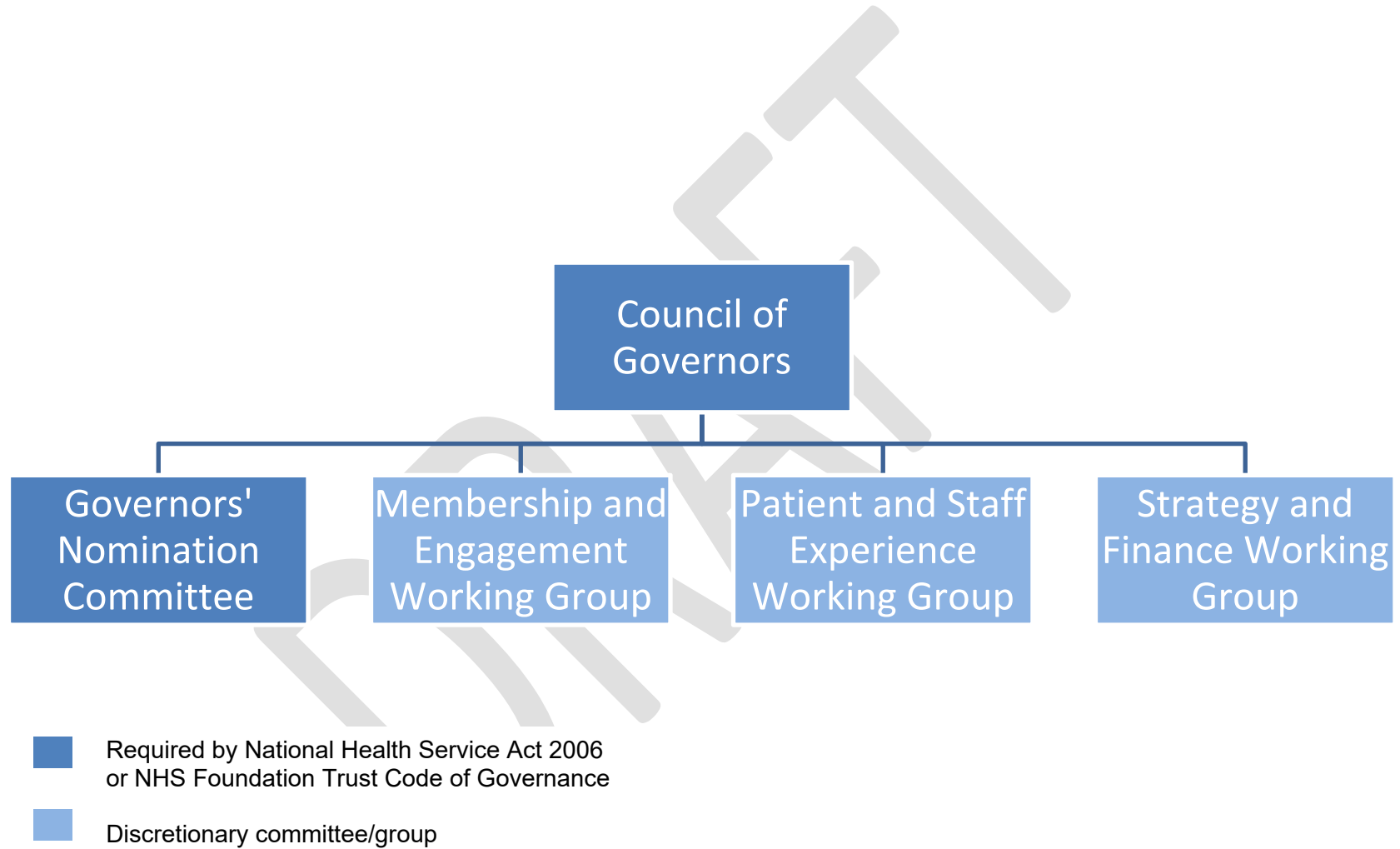
## **9. Review of Terms of Reference and Performance and Effectiveness**

- 9.1 At least once a year the Working Group will review its collective performance and effectiveness and its terms of reference. Any proposed changes to the terms of reference will be approved by the CoG.

## **10. References**

- 10.1 National Health Service Act 2006
- 10.2 NHS Foundation Trust Code of Governance
- 10.3 Trust Constitution
- 10.4 Standing Orders for the Practice and Procedure of the Council of Governors

Appendix A



Document Monitoring Information

Approval Committee:	Council of Governors
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Responsible Committee:	<del>Council of Governors' Membership and Engagement Working Group</del> <u>Not Applicable</u>
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	<del>April 2024</del> <u>Not Applicable</u>
Target audience:	Council of Governors, Board of Directors, NHS Regulators, Staff, Members and Public
Key words:	Council, Governors, COG, Working Group, Membership, Engagement
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	Changes to reflect current membership engagement strategy
Consultation:	Council of Governors
Number of pages:	6
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No

# Council of Governors' Patient and Staff Experience Working Group Terms of Reference

Version: 3

Date Issued: ~~26 April 2023~~ 1 May 2024  
 Review Date: April 2024/2025  
 Document Type: Terms of Reference

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## 1. Role and Purpose

- 1.1 The Council of Governors' Patient and Staff Experience Working Group (the **Working Group**) is responsible for providing the council of governors (the **CoG**) with information and assurance on both the patient and staff experience at University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**) which supports the Trust to:
  - 1.1.1 deliver safe, high quality, patient-centred care; and
  - 1.1.2 achieve the Trust's strategic ambition of world-class people by enabling staff to thrive, excel and belong.
- 1.2 The duties and responsibilities of the Working Group are more fully described in paragraph 7 below.

## 2. Constitution

- 2.1 The Working Group has been established by the CoG and is authorised to assist the CoG in carrying out its functions. None of the powers of the CoG are delegated to the Working Group.
- 2.2 The Working Group is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The Working Group is authorised by the CoG to investigate any activity within its terms of reference. In carrying out its role it is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The Working Group 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 and supported by the Company Secretary and the Council of Governors' Business Manager.

## 3. Membership

- 3.1 The Working Group will be comprised of governors who have volunteered to participate in the Working Group. The Working Group will consist of no fewer than three members, including a minimum of three elected governors, one of whom must be a public governor.
- 3.2 The chair of the Working Group will be elected by the members of the Working Group and their appointment will be confirmed by the CoG (the **Working Group Chair**). The appointment process is as follows:
  - governors seeking election as the Working Group Chair will be required to submit a written statement (not exceeding 300 words) to the company secretary or their representative in support of their candidature by a specified deadline;
  - statements received by the deadline will be circulated to all governors by the company secretary or their representative by email, with a request for governors to vote by email by a specified deadline; and
  - the company secretary or their representative shall act as the returning officer in respect of the election.
- 3.3 In the absence of the Working Group Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 3.4 All governors who are participating in the Working Group have the right to attend and vote at meetings. However, the following will be invited to attend meetings of the Working Group on a regular basis:

- 3.4.1 the remaining members of the Council of Governors who are not members of the Working Group.
- 3.4.2 the two Associate Governors.
- 3.4.3 the Events and Membership Officer;
- 3.4.4 the Council of Governors' Business Manager; and
- 3.4.5 the Company Secretary.
- 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 Working Group is considering areas of risk or operation that are the responsibility of a particular executive director or manager.
- 3.6 Non-executive directors may be invited to attend meetings of the Working Group.



#### **4. Attendance and Quorum**

- 4.1 Members should aim to attend every meeting. Where a member is unable to attend a meeting, they should notify the Working Group Chair or Council of Governors' Business Manager in advance.
- 4.2 The quorum for a meeting will be three governors, including one public governor. A duly convened meeting of the Working Group 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 Working Group.
- 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 Working Group will meet at least four times each year.

#### **6. Conduct and Administration of Meetings**

- 6.1 Meetings of the Working Group will be convened by the Council of Governors' Business Manager at the request of the Working Group Chair or any of its members.
- 6.2 The topics to be discussed at the meeting will be agreed by the Working Group Chair with support from the Company Secretary and the Council of Governors' Business Manager. Confirmation of the topics for the meeting and any supporting papers will be distributed to each member of the Working Group and the regular attendees, no later than three days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Working Group Chair. Copies of any other documentation presented in the meeting will be provided for information following the meeting.
- 6.3 The Council of Governors' Business Manager will record the actions to be taken forward as required and maintain a record of those present and in attendance and any declarations of interest.
- 6.4 Subject to these terms of reference, the Working Group will conduct its business in accordance with the Standing Orders for the Practice and Procedure of the Council of Governors where applicable.

#### **7. Duties and Responsibilities**

The Working Group will have the following duties and responsibilities:

- 7.1 gain an understanding of the current activity and initiatives to improve the patient experience underway at both Trust and divisional level;
- 7.2 gain an understanding of the services provided by the Trust and the issues affecting its users, including:
  - 7.2.1 the patient's individual needs e.g. respect, privacy;
  - 7.2.2 choice of treatment offered to patients;
  - 7.2.3 ease of access to services;
  - 7.2.4 the Trust's approach and performance in relation to infection control, standard of cleanliness, same sex wards, bereavement and complaints;
  - 7.2.5 waiting times for both inpatient and outpatient services;
- 7.3 contribute to the initiatives to enhance patients' experience and assist in identifying areas where improvements can be made;

- 7.4 be involved in discussion on improvement of the patient experience as a result of feedback from the membership and stakeholders;
- 7.5 be aware of government or regulatory initiatives for improvement of the patient experience;
- 7.6 be aware of any issues/concerns raised by Care Quality Commission relating to patient experience and the Trust's action plans to address these;
- 7.7 be involved in discussions to help the Trust identify what factors patients take into account when choosing UHS as opposed to other service providers;
- 7.8 advise on the development and implementation of the Trust's patient and public involvement plan and review its implementation;
- 7.9 gain an understanding of the current activity and initiatives to improve the staff experience underway at both Trust and divisional level;
- 7.10 gain an understanding of the procedures in place to ensure that staff are well-informed, appropriately trained, involved in decisions that affect them, treated fairly and consistently and provided with a safe working environment;
- 7.11 gain an understanding of the people strategy of the Trust;
- 7.12 assist in ensuring that the Trust's strategies encompassing staff experiences are consistent with national guidance and that Trust policies and processes are in place to meet them;
- 7.13 be aware of government or regulatory initiatives for improvement of staff experience;
- 7.14 be involved in discussions on ways in which the contribution of staff can benefit patients', visitors' and carers' experiences of the Trust; and
- 7.15 consider staff needs and priorities which can contribute to the improvement of working conditions, environment and -working lives of staff including:
  - 7.15.1 health and wellbeing;
  - 7.15.2 flexible working;
  - 7.15.3 personal development;
  - 7.15.4 inclusion and belonging; and
  - 7.15.5 staff benefits.

## **8. Accountability and Reporting**

- 8.1 The Working Group Chair will report to the CoG on the activities of the Working Group at the next meeting of the CoG following the Working Group meeting.

## **9. Review of Terms of Reference and Performance and Effectiveness**

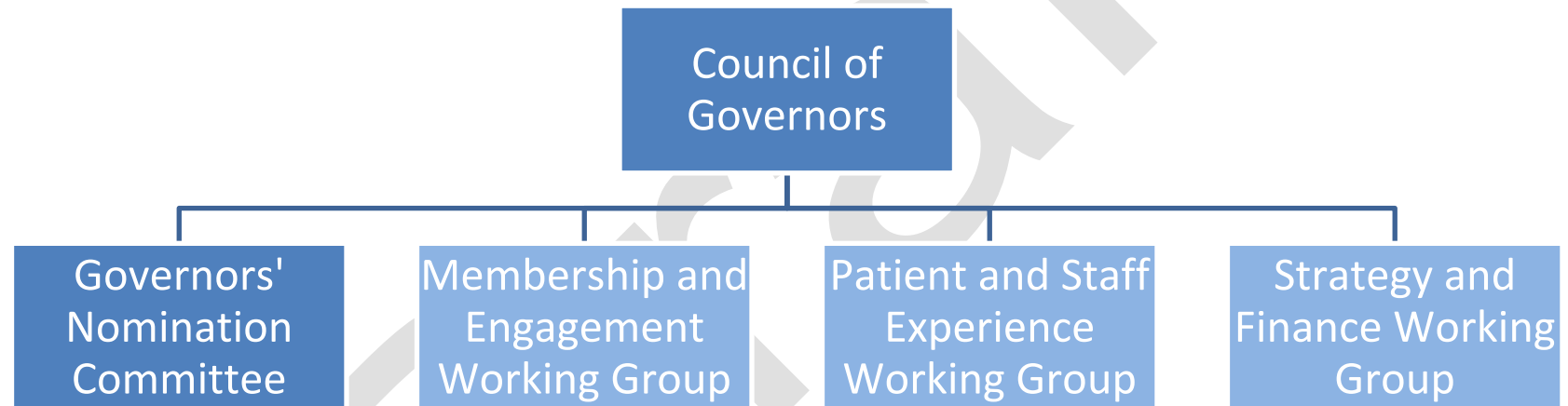
- 9.1 At least once a year the Working Group will review its collective performance and effectiveness and its terms of reference. Any proposed changes to the terms of reference will be approved by the CoG.

## **10. References**

- 10.1 National Health Service Act 2006
- 10.2 NHS Foundation Trust Code of Governance
- 10.3 Trust Constitution
- 10.4 Standing Orders for the Practice and Procedure of the Council of Governors

Draft

Appendix A



- Required by National Health Service Act 2006 or NHS Foundation Trust Code of Governance
- Discretionary committee/group

Document Monitoring Information

Approval Committee:	Council of Governors
Date of Approval:	<del>26 April 2023</del> <u>1 May 2024</u>
Responsible Committee:	<del>Council of Governors' Patient and Staff Experience Working Group</del> <u>Not Applicable</u>
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	<del>April 2023</del> <u>Not Applicable</u>
Target audience:	Council of Governors, Board of Directors, NHS Regulators, Staff, Members and Public
Key words:	Council, Governors, COG, Working Group, Patient Experience, Staff Experience
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	Minor updates to reflect updates to Trust strategies and current practice of the Working Group
Consultation:	Council of Governors
Number of pages:	6
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No

# Council of Governors' Strategy and Finance Working Group Terms of Reference

Version: 5

Date Issued: ~~26 April 2023~~ 1 May 2024  
 Review Date: April 2024/2025  
 Document Type: Terms of Reference

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## Document Status

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

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

## 1. Role and Purpose

- 1.1 The Council of Governors' Strategy and Finance Working Group (the **Working Group**) is responsible for maintaining awareness of the strategic and financial plans of University Hospital Southampton NHS Foundation Trust (**UHS** or the **Trust**) in order to:
  - 1.1.1 advise the council of governors (the **CoG**) on providing feedback and views on the development of the annual operating plan and the strategic direction of the Trust; and
  - 1.1.2 contribute to members' and other stakeholders' understanding of the work of the Trust.
- 1.2 The Working Group will provide views gained from engagement with Trust members, the public and staff on the issues to be considered as part of strategic and financial planning.
- 1.3 The Working Group is also responsible for advising the CoG on the appointment of the external auditor.
- 1.4 The duties and responsibilities of the Working Group are more fully described in paragraph 7 below.

## 2. Constitution

- 2.1 The Working Group has been established by the CoG and is authorised to assist the CoG in carrying out its functions. None of the powers of the CoG are delegated to the Working Group.
- 2.2 The Working Group is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The Working Group is authorised by the CoG to investigate any activity within its terms of reference. In carrying out its role it is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The Working Group 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 and supported by the Company Secretary and the Council of Governors' Business Manager.

## 3. Membership

- 3.1 The Working Group will be comprised of governors who have volunteered to participate in the Working Group. The Working Group will consist of no fewer than three members, including a minimum of three elected governors, one of whom must be a public governor.
- 3.2 The chair of the Working Group will be elected by the members of the Working Group and their appointment will be confirmed by the CoG (the **Working Group Chair**). The appointment process is as follows:
  - governors seeking election as the Working Group Chair will be required to submit a written statement (not exceeding 300 words) to the company secretary or their representative in support of their candidature by a specified deadline;
  - statements received by the deadline will be circulated to all governors by the company secretary or their representative by email, with a request for governors to vote by email by a specified deadline; and
  - the company secretary or their representative shall act as the returning officer in respect of the election.

- 3.3 In the absence of the Working Group Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 3.4 All governors who are participating in the Working Group have the right to attend and vote at meetings. However, the following will be invited to attend meetings of the Working Group on a regular basis:
  - 3.4.1 the remaining members of the Council of Governors who are not members of the Working Group.
  - 3.4.2 the two Associate Governors;
  - 3.4.3 the Events and Membership Officer
  - 3.4.4 the Council of Governors' Business Manager; and
  - 3.4.5 the Company Secretary.
- 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 Working Group is considering areas of risk or operation that are the responsibility of a particular executive director or manager.
- 3.6 Non-executive directors may be invited to attend meetings of the Working Group.

#### **4. Attendance and Quorum**

- 4.1 Members should aim to attend every meeting. Where a member is unable to attend a meeting they should notify the Working Group Chair or Council of Governors' Business Manager in advance.
- 4.2 The quorum for a meeting will be three governors, including one public governor. A duly convened meeting of the Working Group 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 Working Group.
- 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 Working Group will meet at least four times each year.

#### **6. Conduct and Administration of Meetings**

- 6.1 Meetings of the Working Group will be convened by the Council of Governors' Business Manager at the request of the Working Group Chair or any of its members.
- 6.2 The topics to be discussed at the meeting will be agreed by the Working Group Chair with support from the Company Secretary and the Council of Governors' Business Manager. Confirmation of the topics for the meeting and any supporting papers will be distributed to each member of the Working Group and the regular attendees, no later than three days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Working Group Chair. Copies of any other documentation presented in the meeting will be provided for information following the meeting.
- 6.3 The Council of Governors' Business Manager will record the actions to be taken forward as required and maintain a record of those present and in attendance and any declarations of interest.
- 6.4 Subject to these terms of reference, the Working Group will conduct its business in accordance with the Standing Orders for the Practice and Procedure of the Council of Governors where applicable.



## **7. Duties and Responsibilities**

The Working Group will have the following duties and responsibilities:

- 7.1 gain an understanding of the key issues that support and underpin the Trust's strategies and capital plan;
- 7.2 provide feedback on new and revised versions of the Trust's strategies and financial plans as they develop;
- 7.3 assist in regularly feeding back information about the Trust, its vision and performance to the constituencies/classes and stakeholder organisations represented by the CoG;
- 7.4 ensure that all patient, carer and public involvement activity undertaken by governors has been captured in a consistent way and is reflected in the strategies, quality priorities and annual report and quality accounts/report of the Trust;
- 7.5 have involvement, as appropriate, in interpreting and responding to findings of national and local surveys;
- 7.6 gain an understanding of regulatory initiatives for improvement that may affect the Trust's strategies;
- 7.7 advise the CoG on the criteria and process for appointing the Trust's external auditor to be agreed with the Audit and Risk Committee and on the appointment itself following a recommendation from the Audit and Risk Committee; and
- 7.8 review the performance of the external auditor annually, taking into account the views of the Audit and Risk Committee on the external auditor's performance.

## **8. Accountability and Reporting**

- 8.1 The Working Group Chair will report to the CoG on the activities of the Working Group at the next meeting of the CoG following the Working Group meeting.

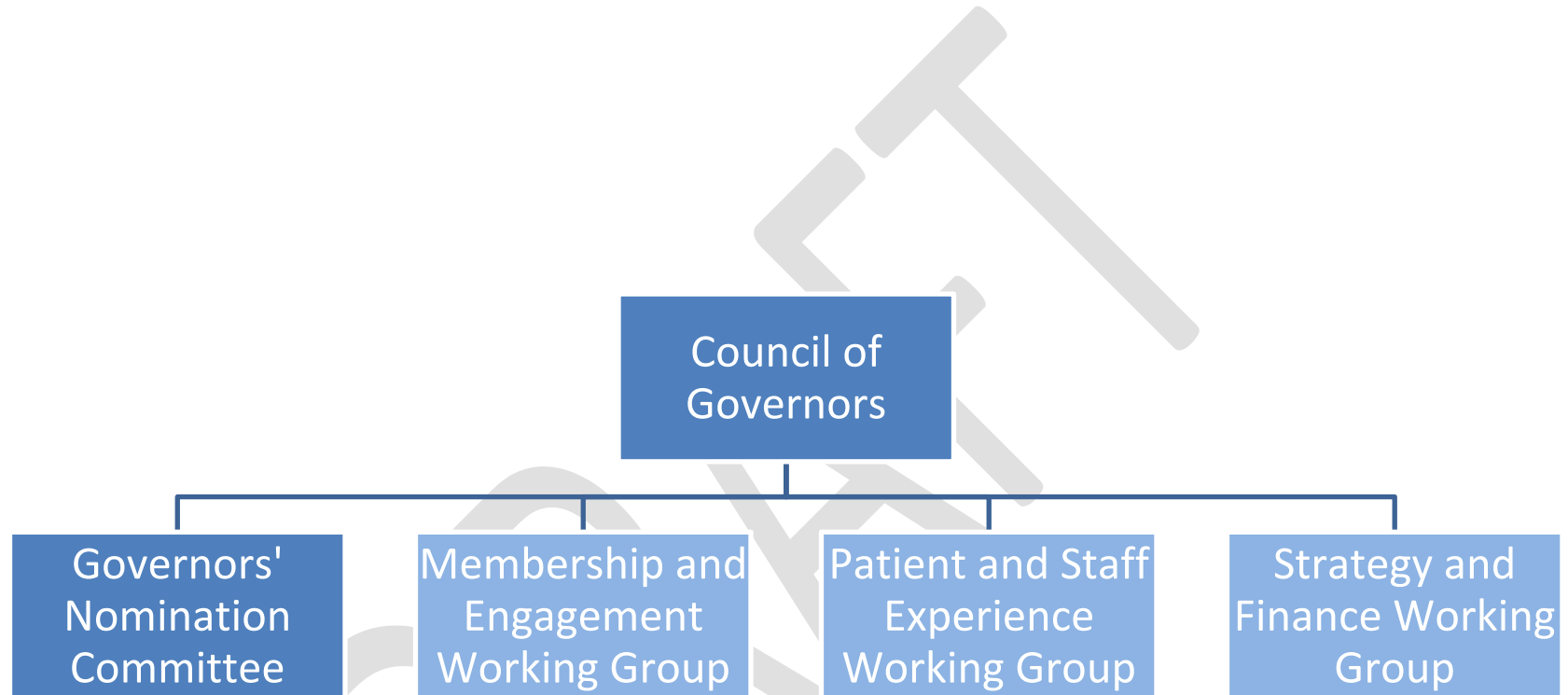
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## **10. References**

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- 10.3 Trust Constitution
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Appendix A



■ Required by National Health Service Act 2006 or NHS Foundation Trust Code of Governance

■ Discretionary committee/group

Document Monitoring Information

Approval Committee:	Council of Governors
Date of Approval:	<del>27 April 2022</del> <u>1 May 2024</u>
Responsible Committee:	<del>Council of Governors' Strategy and Finance Working Group</del> <u>Not Applicable</u>
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	<del>April 2023</del> <u>Not Applicable</u>
Target audience:	Council of Governors, Board of Directors, NHS Regulators, Staff, Members and Public
Key words:	Council, Governors, COG, Working Group, Strategy, Finance
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	<del>Minor changes reflecting current practice</del> <u>Minor grammatical change</u>
Consultation:	Council of Governors
Number of pages:	6
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No

Report to the Council of Governors				
Title:	Vacancy for the Health Professional and Health Scientist Staff Governor			
Agenda item:	6.2			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors' Business Manager			
Date:	1 May 2024			
Purpose	Assurance or reassurance	Approval  X	Ratification	Information
Issue to be addressed:	<p>Kelly Lloyd was elected for a second term as the governor for the health professional and health scientist staff group with effect from 1 October 2023. Kelly will be standing down as a governor on 28 June 2024 due to leaving her employment at the Trust.</p> <p>Governors are asked to consider proposals to fill the governor vacancy for the health professional and health scientist staff group.</p>			
Response to the issue:	<p>In accordance with the Trust's constitution there are 3 options for filling a seat where a vacancy arises for any reason other than the expiry of the term of office:</p> <ol style="list-style-type: none"> <li><b>To call an election to fill the seat for the remainder of that seat's term of office.</b> The election can be included in the scheduled governor elections for 2024 which are currently in the planning stage. This would be the recommended option and would ensure that the vacancy is filled with no additional delay, and with minimum resource and cost implications.</li> <li><b>To invite the next highest polling (runner-up) candidate for that seat at the most recent election, who is willing to take office, to fill the seat for any unexpired period of the term of office.</b> Kelly was the only candidate at the most recent election in 2023 and was elected uncontested, therefore this is not an option in this case.</li> <li><b>To leave the seat vacant until the next scheduled elections are held if the unexpired period of office is less than twelve months.</b> This option would not be appropriate in this case as the remaining term of office is more than 12 months from the date the seat becomes vacant.</li> </ol>			
Implications: (Clinical, Organisational, Governance, Legal?)	This appointment supports the effective operation of the council of governors and the representation of the health professional and health scientist staff group.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> <li>Non-compliance with the Trust's constitution, which requires a decision regarding the vacancy to be made by the council of governors.</li> <li>The council of governors may not function as effectively without a</li> </ol>			

	<p>governor to represent the health professional and health scientist staff group.</p> <p>3. The health professional and health scientist staff group would not have a governor to represent its views.</p>
Summary: Conclusion and/or recommendation	<p>The council of governors is asked to approve <b>Option 1</b> to fill the vacant seat for the health professional and health scientist staff group by calling an election to coincide with the scheduled governor elections in 2024.</p> <p>This would ensure that the vacancy is filled with no additional delay, and with minimum resource and cost implications.</p>

<b>Report to the Council of Governors</b>																				
<b>Title:</b>	<b>Council of Governors' Elections 2024</b>																			
<b>Agenda item:</b>	<b>6.3</b>																			
<b>Sponsor:</b>	<b>Jenni Douglas-Todd, Trust Chair</b>																			
<b>Author:</b>	<b>Karen Russell, Council of Governors' Business Manager</b>																			
<b>Date:</b>	<b>1 May 2024</b>																			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  <b>X</b>																
<b>Issue to be addressed:</b>	Two vacancies will arise within the Rest of England and Wales public constituency of the council of governors on 1 October 2024 as current governors reach the end of their term of office.																			
<b>Response to the issue:</b>	<p>The Trust's constitution requires vacancies arising on the council of governors due to the expiry of a term of office to be filled by an election conducted in accordance with the model election rules, as published by NHS Providers in August 2014. These are included at Annex 4 of the Trust's constitution.</p> <p>The proceedings at an election of the council of governors are required to be conducted in accordance with the timetable specified in the model election rules. The proposed timetable is outlined below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><b>Action</b></th> <th style="text-align: left;"><b>Date</b></th> </tr> </thead> <tbody> <tr> <td>Publication of Notice of Election</td> <td>Monday, 17 June 2024</td> </tr> <tr> <td>Deadline for Receipt of Nominations - 5pm</td> <td>Wednesday, 31 July 2024</td> </tr> <tr> <td>Publication of Statement of Nominations</td> <td>Thursday, 1 August 2024</td> </tr> <tr> <td>Deadline for Candidate Withdrawals</td> <td>Monday, 5 August 2024</td> </tr> <tr> <td>Notice of Poll/Issue of Ballot Packs</td> <td>Tuesday, 20 August 2024</td> </tr> <tr> <td>Close of Poll - 5pm</td> <td>Wednesday, 25 September 2024</td> </tr> <tr> <td>Declaration of Result</td> <td>Thursday, 26 September 2024</td> </tr> </tbody> </table> <p>The council of governors' elections will be conducted by an independent election service provider acting as the returning officer on behalf of the Trust.</p>				<b>Action</b>	<b>Date</b>	Publication of Notice of Election	Monday, 17 June 2024	Deadline for Receipt of Nominations - 5pm	Wednesday, 31 July 2024	Publication of Statement of Nominations	Thursday, 1 August 2024	Deadline for Candidate Withdrawals	Monday, 5 August 2024	Notice of Poll/Issue of Ballot Packs	Tuesday, 20 August 2024	Close of Poll - 5pm	Wednesday, 25 September 2024	Declaration of Result	Thursday, 26 September 2024
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<b>Implications:</b>	The council of governors' elections support compliance with legislation applicable to NHS foundation trusts and the Trust's constitution regarding terms of office and elections for governors. It also ensures the adequate representation of those to whom the Trust provides services and the effective operation of the council of governors through the representation of the Rest of England and Wales constituency.																			

Risks:	<ol style="list-style-type: none"><li>1. Non-compliance with the National Health Service Act 2006 and the Trust's constitution, which require elections to the council of governors to be conducted in accordance with the model election rules as published by NHS Providers in August 2014.</li><li>2. The council of governors may not function as effectively without the full complement of governors to represent all areas of the public constituencies.</li><li>3. The Rest of England and Wales public constituency would have no governors to represent its views.</li></ol>
Summary:	The council of governors is asked to note the proposed timetable and arrangements for the elections to the council of governors in 2024.

Report to the Council of Governors				
<b>Title:</b>	<b>Membership Engagement</b>			
<b>Agenda item:</b>	<b>7.1</b>			
<b>Sponsor:</b>	<b>Jenni Douglas-Todd, Trust Chair</b>			
<b>Author:</b>	<b>Sam Dolton, Events and Membership Officer</b>			
<b>Date:</b>	<b>1 May 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  <b>Y</b>
<b>Issue to be addressed:</b>	Information about engagement with Trust members supports the Council of Governors in their role.			
<b>Response to the issue:</b>	This report aims to update the council on Trust membership and recent and planned engagement activities.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	This report provides engagement information, there are no specific implications.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	This report is provided for the purpose of information.			
<b>Summary: Conclusion and/or recommendation</b>	This report is provided for the purpose of information.			



## Overview of engagement

Over the last three months we have continued to be proactive in engaging with our members.

### Membership updates

Our routine membership updates have now been split into two different formats:

- A monthly email to keep public members updated on what's happening across the Trust and the ways they can get involved in various projects.
- A quarterly *Connect* digital magazine which mainly focuses on patient stories, UHS successes and individual/team achievements.

Update	Type	Date sent	Sent to	Bounces	Opens*
January 2024	Email update	31/01/2024	3016	52	48%
February 2024	Email update	27/02/2024	3034	53	50%
Spring 2024	Connect magazine	18/04/2024	3027	54	38%

### Events

At the beginning of February we attended a health and wellbeing event in Weston alongside the Trust's gypsy, roma and traveller (GRT) liaison lead. This was an opportunity to promote UHS membership to attendees and raise awareness of alternatives to our emergency department for anyone who doesn't need treatment for life threatening conditions.

At the end of February we hosted the first virtual event of our new series *Transforming lives and healthcare through research*, which focused on dementia. Attendees listened to several short presentations, led by Professor Chris Kipps, consultant neurologist and clinical director of research and development at UHS, followed by an engaging Q&A session. Feedback has been positive, with the 7 feedback forms submitted all rating the event excellent and comments below:

- "I thought it was organised very well. Topics covered were useful and valid, very informative. Good variety to speakers"
- "It was really expressing"
- Suggestion – "A longer session so that the speakers have more time to present and it is less rushed"

<u>Virtual event</u>	<u>Date held</u>	<u>Pre-registrations</u>	<u>Peak live audience</u>	<u>Recording views*</u>
Spotlight on dementia	29/02/2024	232	58	169

## Other emails

Members were invited to observe the March public Trust Board meeting via Microsoft Teams.

Email	Date sent	Sent to	Bounces	Opens*
March Board Meeting	21/11/2024	3030	53	40%

\* All open rates and recording views as of 22 April 2024

## Public engagement on social

Impressions = number of times a post has been displayed

Engagement = number of likes, shares, comments

We have been active across our social media channels. Content with high engagement included:

### Surgeons: At the Edge of Life on BBC2

UHS staff are starring in the highly acclaimed latest six-part series of Surgeons: At the Edge of Life currently showing on BBC2, with 1.6m people tuning in to watch the first episode at the end of March.

227,412 impressions      24,817 engagements

### Celebrating the anniversary of Princess Anne Hospital

In March we marked the 43<sup>rd</sup> anniversary of the opening of Princess Anne Hospital by posting maternity stats from the last year, as well as photos from when the hospital was opened by The Princess Royal in 1981 and her surprise visit last year.

44,612 impressions      6,766 engagements

### New radiotherapy technology to treat cancer patients

Also in March we announced a significant advancement in our fight against cancer and other conditions with the rollout of state-of-the-art radiotherapy technology.

30,120 impressions      2,212 engagements

### Visitor restrictions removed with immediate effect

In February temporary visitor restrictions as part of infection prevention control measures were lifted with immediate effect.

25,196 impressions      3,421 engagements

## Governor updates

Weekly updates and a round-up of the key staff briefing messages are continuing to be sent.

**Member analysis**

<b>Age breakdown (and number of new members since 31 January 2024)</b>	
<b>16-21</b>	<b>147 (4)</b>
<b>22-29</b>	<b>227 (7)</b>
<b>30-39</b>	<b>477 (6)</b>
<b>40-49</b>	<b>587 (5)</b>
<b>50-59</b>	<b>815 (16)</b>
<b>60-74</b>	<b>1982 (7)</b>
<b>75+</b>	<b>3614 (4)</b>
<b>Not stated</b>	<b>256</b>

<b>Gender breakdown (and number of new members since 31 January 2024)</b>	
<b>Unspecified</b>	<b>53</b>
<b>Male</b>	<b>3141 (10)</b>
<b>Female</b>	<b>4804 (37)</b>
<b>Transgender</b>	<b>6</b>
<b>Non-binary</b>	<b>1</b>
<b>Prefer not to say</b>	<b>99 (2)</b>
<b>Prefer to self-describe</b>	<b>1</b>

<b>Ethnicity breakdown (and number of new members since 31 January 2024)</b>	
<b>White - English, Welsh, Scottish, Northern Irish, British</b>	<b>6945 (34)</b>
<b>White - Irish</b>	<b>7</b>
<b>White - Gypsy or Irish Traveller</b>	<b>0</b>
<b>White - Other</b>	<b>88 (3)</b>
<b>Mixed - White and Black Caribbean</b>	<b>3</b>
<b>Mixed - White and Black African</b>	<b>9</b>
<b>Mixed - White and Asian</b>	<b>7</b>
<b>Mixed - Other Mixed</b>	<b>47 (1)</b>
<b>Asian or Asian British - Indian</b>	<b>102 (1)</b>
<b>Asian or Asian British - Pakistani</b>	<b>14</b>
<b>Asian or Asian British - Bangladeshi</b>	<b>10</b>
<b>Asian or Asian British - Chinese</b>	<b>27 (1)</b>
<b>Asian or Asian British - Other Asian</b>	<b>203 (2)</b>
<b>Black or Black British - African</b>	<b>49 (1)</b>
<b>Black or Black British - Caribbean</b>	<b>4</b>
<b>Black or Black British - Other Black</b>	<b>75 (1)</b>
<b>Other Ethnic Group - Arab</b>	<b>9 (1)</b>
<b>Other Ethnic Group - Any Other Ethnic Group</b>	<b>55</b>
<b>Not stated</b>	<b>451 (4)</b>

## Member recruitment

As of 22 April 2024, there are 8105 public members. Since the last Council of Governors meeting on 31 January 2024, 49 new members have joined the Trust. Recruitment has been driven by promoting our spotlight on dementia research virtual event and asking people to sign up as a pre-requisite to attend.

## Conclusion

Our immediate focus is to:

- Produce the virtual event *Choosing the right healthcare for your child* with South Central Ambulance Service on 7 May.
- Continue sending monthly updates to members and publish the Summer 2024 Connect members' magazine.
- Support the delivery of Council of Governor elections in the Rest of England and Wales public constituency and the health professional and health scientist staff constituency.

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

## Recommendation

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

Report to the Council of Governors				
<b>Title:</b>	<b>Membership Strategy - Review of the Trust's Postal Membership</b>			
<b>Agenda item:</b>	<b>7.2</b>			
<b>Sponsor:</b>	<b>Jenni Douglas-Todd, Trust Chair</b>			
<b>Author:</b>	<b>Sam Dolton, Events and Membership Officer</b>			
<b>Date:</b>	<b>1 May 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		Y		
<b>Issue to be addressed:</b>	<p>Many public members were recruited when the Foundation Trust was formed in 2011 in response to a mailshot to 50,000 patients, and we currently hold an email address for only about one third of our membership. This means that a large proportion of our database is out of date and members may be deceased or have moved address.</p> <p>Our database is managed by Civica, who work with an organisation called Data8 to assist with data cleansing. They claim to be 75% to 90% accurate but cannot pick up every death, as each death is registered in different ways and relies upon that death being recorded correctly each time.</p> <p>Public members with an email address are contacted regularly and given the option to opt out of communication, but those for whom we only have a postal address are only contacted when there is an election to the council of governors in their constituency.</p> <p>The last time there were elections in every public constituency in 2022, over £6.5k was spent by the Trust on producing and sending out election nomination postcards and ballot papers. These were sent to 5,441 public members, 647 returned a ballot paper, a 12% return rate.</p> <p>One of the proposals in our membership strategy is to review active and inactive members, giving inactive members for whom we do not hold an email address the opportunity to opt into membership, deleting from our database anyone who does not respond.</p> <p>Postal members can opt in to receiving email communication, which will be more cost effective for the Trust and lessen our environmental impact. If they do not have access to email they can continue to be postal members if they opt in, but based on the 12% return rate from the 2022 governor election we only expect a small proportion to do this.</p>			

<p>Response to the issue:</p>	<p>Governors are asked to consider proposals that public members for whom we do not hold an email address should be asked to opt in if they wish to continue as a Trust member.</p> <p>Three options were proposed to the membership and engagement working group at its meeting on 11 January 2024:</p> <p><b>1. Instruct our election provider to send out opt in communication with nomination postcards when the next elections in every public constituency are held in 2025.</b> There would be no or minimal additional cost implication as we would already be contacting these members by post regarding the election.</p> <p><b>2. Send out opt in correspondence separate to election correspondence.</b> This would carry a one off cost implication likely to be around £4k.</p> <p><b>3. Continue postal membership without asking members to opt in.</b> This would carry a continued cost implication in printing and sending out thousands of postcards and ballot papers every time there is a public election.</p>
<p>Implications: (Clinical, Organisational, Governance, Legal?)</p>	<p>Options 1 and 2 would result in a smaller public membership, but one that is more reflective of the communities the Trust serves – our constitution states the Trust shall at all times strive to ensure that, taken as a whole, its actual membership is representative of those eligible for membership.</p> <p>Options 1 and 2 would be more cost effective and environmentally friendly long term.</p>
<p>Risks: (Top 3) of carrying out the change / or not:</p>	<p>1. Not asking postal members to opt in would result in additional costs, resources and environmental impact at every public election to the council of governors.</p> <p>2. Not asking postal members to opt in could result in continued contact with members who may have moved or who are deceased, at every public election to the council of governors.</p> <p>3. Not asking postal members to opt in would mean our membership database continues to be out of date.</p>
<p>Summary: Conclusion and/or recommendation</p>	<p>The council of governors is asked to approve <b>Option 1</b>, which was the preferred option without any objections by governors who attended the membership and engagement working group meeting on 11 January 2024.</p>