

Agenda Council of Governors

Date	26/04/2023
Time	14:00 - 16:05
Location	Microsoft Teams
Chair	Jenni Douglas-Todd

- 1**
14:00
Chair's Welcome and Opening Comments
- 2**
14:02
Declarations of Interest
- 3**
14:03
Minutes of Previous Meeting
Approve the minutes of the previous meeting held on 25 January 2023
- 4**
14:04
Matters Arising/Summary of Agreed Actions
- 5**
Strategy, Quality and Performance
 - 5.1**
14:05
Annual Report and Quality Accounts Timetable
Note the Annual Report and Quality Accounts Timetable
Sponsor: David French, Chief Executive Officer
Attendee: Craig Machell, Associate Director of Corporate Affairs and Company Secretary
 - 5.2**
14:10
Chief Executive Officer's Performance Report
Receive and note the report
Sponsor: David French, Chief Executive Officer
 - 5.3**
14:30
Operational Plan 2023/24
Receive and note the update
Sponsor: Ian Howard, Chief Financial Officer
Attendees: Andrew Asquith, Director of Planning and Productivity and Philip Bunting, Director of Operational Finance
 - 5.4**
14:50
Non-NHS Activity
Receive and note the update
Sponsor: Ian Howard, Chief Financial Officer
Attendee: Pete Baker, Commercial and Enterprise Director
- 15:00
Break
- 6**
Governance
 - 6.1**
15:10
Appointment of Deputy Lead Governor
Note the appointment of Sandra Gidley as Deputy Lead Governor
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Karen Russell, Council of Governors' Business Manager

- 6.2 Review Terms of Reference - Council of Governors and Working Groups**
15:15 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
- 6.3 Council of Governors' Elections 2023**
15:20 Note the timetable for the Council of Governors' elections
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Karen Russell, Council of Governors' Business Manager
- 6.4 Appointed Governor for Hampshire County Council (Oral Update)**
15:25 Receive an update regarding the appointed governor for Hampshire County Council
Sponsor: Jenni Douglas-Todd, Trust Chair
- 6.5 Proposal for Filling the Vacancy in the Rest of England and Wales Constituency**
15:30 Approve the proposal for filling the vacancy in the Rest of England and Wales constituency
Sponsor: Jenni Douglas-Todd, Trust Chair
Attendee: Karen Russell, Council of Governors' Business Manager
- 7 Membership Engagement and Governor Activity**
- 7.1 Membership Engagement**
15:35 Receive and note the report
Sponsor: David French, Chief Executive Officer
Attendee: Sam Dolton, Events and Membership Officer
- 7.2 Feedback from Strategy and Finance Working Group**
15:45 Chair: Mandy Fader
- 7.3 Feedback from Patient and Staff Experience Working Group**
15:50 Chair: Sandra Gidley
- 7.4 Feedback from Membership and Engagement Working Group**
15:55 Chair: Kelly Lloyd
- 8 Review of Meeting**
16:00 Review and feedback on the content of this meeting
Sponsor: Jenni Douglas-Todd, Trust Chair
- 9 Any Other Business**
16:02 Raise any relevant or urgent matters that are not on the agenda
- 10 Date of Next Meeting: 26 July 2023**
16:04 Note the date of the next meeting

Minutes - Council of Governors (CoG) Open Session

Date	25 January 2023	
Time	14.00-16.00	
Location	Conference Room, Heartbeat Education Centre and Microsoft Teams	
Chair	Jenni Douglas-Todd, Trust Chair	
Present	Jenni Douglas-Todd, Trust Chair	JDT
	Theresa Airiemiokhale, Elected, Southampton City	TA
	Shirley Anderson, Elected, New Forest, Eastleigh and Test Valley	SA
	Patricia Crates, Elected, New Forest, Eastleigh and Test Valley	KB
	Dr Nigel Dickson, Elected, New Forest, Eastleigh and Test Valley	PC
	Helen Eggleton, Appointed, Hampshire and Isle of Wight Integrated Care Board	ND HE
	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
	Kelly Lloyd, Elected, Health Professional and Health Scientist Staff and Lead Governor	KL
	Councillor Cathie McEwing, Appointed, Southampton City Council	CMc
	Catherine Rushworth, Elected, Isle of Wight	CR
	Liz Taylor, Elected, Non-clinical and support staff	LT
	Quintin van Wyk, Elected, Rest of England and Wales	QvW
	Professor Emma Wadsworth, Professor of Work Environment and Vice Provost Research and Innovation, Solent University	EW
In attendance	Tracey Burt, Minutes	TB
	Sam Dolton, Events and Membership Officer	SD
	Steve Harris, Chief People Officer (for Item 6.1	SHa
	Craig Machell, Associate Director of Corporate Affairs and Company Secretary	CMa
	Karen Russell, Council of Governors' Business Manager	KR
	David French, Executive Officer (for Item 5.1)	DAF
Apologies	Katherine Barbour, Elected, Southampton City	KB
	Professor Mandy Fader, Appointed, University of Southampton	MF
	Councillor Alexis McEvoy, Appointed, Hampshire County Council	AM
	Esther O'Sullivan, Elected, New Forest, Eastleigh and Test Valley	EO
	Ian Ward, Elected, Rest of England and Wales	IW

1 Chair's Welcome and Opening Comments

JDT welcomed everyone to the meeting and in particular EW who was attending for the first time.

2 Declarations of Interest

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

3 Minutes of Previous Meeting

The minutes of the meeting held on 19 October 2022 were **approved** as an accurate record of the meeting.

4 Matters Arising/Summary of Agreed Actions

The updates on the actions in the paper were noted. Young governor representatives (action no. 444) was on the agenda for discussion (item 6.3).

5 Strategy, Quality and Performance

5.1 Chief Executive Officer's Performance Report

DAF joined the meeting to present the performance report. He also provided updates on the last three months and the Trust's financial position.

He advised that the last peak of Covid-19 had been in October 2022, when there had been nearly 100 patients with Covid-19 in the hospital, although most had been admitted for other reasons. That had caused operational challenges as it had been necessary to cohort patients with Covid-19, which had not been the most efficient way to run the hospital and was also not ideal for the patients.

Despite national and local efforts, the uptake of flu vaccinations had been less strong than in previous years. Going into December another wave of Covid-19 had just started and there had also been a high prevalence of flu and RSV. Children's ED and 111 had been close to being overwhelmed and ED attendances had more than doubled at UHS, which had put massive pressure on the hospital.

That picture had been mirrored nationally and many hospitals (excluding UHS) had gone into critical incident mode. It had been an exceptionally difficult time going into Christmas and pressure created by non-elective emergency patients had continued throughout the holiday period. A year ago, attendances during a typical day in ED at UHS (excluding Eye Casualty) had been around 300 but during December, that number had exceeded 500 on several days.

Whilst the hospital had regained a more normal feel during the latter half of January, the RCN strikes had commenced. UHS had not been impacted by the first wave of industrial action but it had experienced two days of action last week and the Trust had aimed to achieve four things:

1. to respect people's right to strike.
2. to keep as much work going as possible, even with the capacity problems the hospital faced.
3. to keep the hospital safe.
4. to ensure that there was not polarisation amongst the staff after the strikes.

DAF said that he felt the Trust had done reasonably well at achieving its aims but around 700 of its nurses had taken industrial action on both days, which had been higher than expected. The Trust had, however, kept roughly half the elective surgery going and he thanked the planning team and senior nurses for their efforts.

In response to questions from governors, DAF advised that issues around contractual pay and conditions were a matter for the government to resolve but UHS had tried to focus on the smaller things it could do to support staff, e.g. discounted meals/food and reduced parking costs. The Staff Satisfaction Survey had, however, shown a deterioration in satisfaction levels but UHS remained one of the top ten hospitals in the country to work in.

With regard to the Trust's financial position, DAF advised that the hospital was currently spending around £4m more each month than it was earning and the reserves it had built up over the years for capital investment, were dwindling. The number of patients in the hospital's beds was higher than planned due to the difficulties of discharging to social care and the cost of staffing those extra beds was significant.

Trusts had been challenged to do 104% more activity than they had done in the year prior to Covid-19. UHS had achieved 106% and in some months around 110%, which was more than many Trusts and was worth around £25m. The Trust had not, however, received any money for that activity and it was lobbying for payment.

SA queried whether the extra activity was impacting on quality. DAF advised that the Trust's clinical outcomes remained strong but it was beginning to have an impact and he noted that organisations under pressure often did less well. Staff tended to suffer morale injury if they were so busy they felt unable to do the best for their patients and that was being seen across the country.

DAF described the hospital as feeling like a hamster wheel and he advised that the Trust Board had recently discussed how it could be slowed down. If it was not possible to increase capacity, then it may be necessary to consider ways of reducing demand.

HE highlighted the cancer metrics and the psychological impact on patients who had to wait longer for their treatment. DAF noted that cardiac patients faced similar delays, due to capacity issues, and acknowledged that whilst work was being done to improve these situations, more work was needed.

6 Governance

6.1 Chair and Non-Executive Director Appraisal Process

SHa advised that each year the Non-Executive Directors (NEDs) and the Trust Chair were required to participate in an annual appraisal process. The results were shared with the Governors' Nomination Committee (GNC) and the CoG.

The appraisal process was based on a national framework from NHSE and guidance provided by them would be used. High quality, multi-source feedback would be obtained from Trust Board members and governors for both the NED and Chair appraisals. Feedback from the Integrated Care System (ICS) would also be sought as part of the Chair's appraisal process.

The Chair would conduct individual appraisal meetings with each NED, once feedback had been collated and would consider objectives for the following year. The appraisal process for the Chair would be undertaken by Jane Harwood, NED and Senior Independent Director (SID) and a summary would be provided to the NHSI Regional Director.

SHa advised that he would guide KL through the process of collecting feedback from the governors as this was her first term as Lead Governor. He also acknowledged that many governors were relatively new in their roles and he assured them that guidance would be provided in good time.

Decision: The CoG **approved** the appraisal process as recommended by the GNC, following its meeting on 11 January 2023.

6.2 Annual Business Plan 2023/24

KR highlighted the Business Plan and advised that the CoG was required to review (and approve) it on an annual basis, prior to commencement of the new financial year.

Decision: The CoG **approved** the Annual Business Plan for 2023/24.

6.3 Composition of the Council of Governors

CM advised that as part of a review of the composition of the CoG, the Membership and Engagement Working Group had discussed proposals regarding the representation of young people on the CoG. In the past, two young people had been appointed to the CoG, one from a college and one from a university.

The Trust already had a Youth Ambassador Group (made up of service users) and it had been suggested that the group was asked to provide two representatives (one each from the 16-18 and 18-25 age groups) to join the CoG as associate members. They would be non-voting roles and would not affect the formal composition of the CoG or require any change to the Trust's constitution.

Following discussion, the governors agreed that the young governor representatives should be invited to become associate members for up to two years.

The possibility of reaching out to other minority groups, in a similar way, was also suggested and may be considered in the future.

Decision: The CoG **approved** the proposal to invite two representatives from the Trust's Youth Ambassador Group (one each from the 16-18 and 18-25 age groups) to become associate members of the CoG for up to two years.

6.4 Vacancy for the Nursing and Midwifery Staff Governor

JDT advised that Wendy Marsh, who had been elected as the governor for the Nursing and Midwifery staff group, with effect from 1 October 2022, had stood down for personal reasons with effect from 6 December 2022.

In accordance with the Trust's constitution, the paper outlined the three options available to fill the vacancy but JDT advised that given the circumstances, the first was the only viable option.

KR advised that once the election had been arranged, the vacancy would be publicised and Gail Byrne, Director of Nursing and Midwifery, would be asked to encourage interest from within the Trust's nursing and midwifery community.

Decision: The CoG **approved** Option 1 to fill the vacant seat for the Nursing and Midwifery staff group by calling an election to coincide with the scheduled governor elections in 2023.

- 6.5 Confirmation of Chair of the Patient and Staff Experience Working Group**
JDT advised that a vacancy had arisen for the chair role of the CoG Patient and Staff Experience Working Group as the previous incumbent had stood down when his first term of office had ended on 30 September 2022.

SG had expressed an interest in the role and the working group had voted unanimously to support her appointment.

Decision: The CoG **confirmed** the appointment of SG as chair of the CoG Patient and Staff Experience Working Group following her election by the working group.

- 6.6 Appointment of Deputy Lead Governor**

JDT advised that HE would complete her first term of office as Deputy Lead Governor on 11 March 2023. Any governor who wished to apply for the role would be required to submit a written statement to the Company Secretary by a specified date (tbc). The statements would then be circulated to all governors by email and an electronic vote would take place.

HE advised that she would be happy to talk to any governor about the role.

Decision: The CoG **noted** the process for the appointment of a new Deputy Lead Governor.

- 6.7 Audit and Risk Committee Terms of Reference**

The Terms of Reference for all Board committees should be reviewed regularly, and at least once annually, to ensure that they reflected the purpose and activities of each committee. The NHS Foundation Trust Code of Governance required consultation with the Council of Governors on the Audit and Risk Committee Terms of Reference. The Terms of Reference were then to be approved by the Board of Directors (**the Board**).

The Terms of Reference ensured that the purpose and activities of the Audit and Risk Committee were clear and supported transparency and accountability in the performance of its role and complied with the NHS Foundation Trust Code of Governance.

The Code of Governance for NHS Provider Trusts, applicable from April 2023, included provisions which stated that the Deputy Chair should not be Chair of the Audit Committee. However, the key concern was that the Audit Committee Chair should be independent, and where the Deputy Chair was expected to act as Chair of the Board, there was potential for the director's independence to become compromised over time.

It was proposed to include the proviso in the Audit and Risk Committee Terms of Reference, that should the Deputy Chair have to act as Chair of the Board for an extended period of time, they would resign as committee Chair in order to preserve the independence of the committee Chair. Given the current committee Chair's experience and qualifications, it was considered appropriate that he should remain as committee Chair and that the non-compliance could be justified under the 'comply or explain' principle and that the underlying concern in respect of independence was to be mitigated through that proviso. This explanation was to be documented in the Trust's Annual Report. This had been discussed with the Audit and Risk Committee and the CoG Governors' Nomination Committee (**GNC**) had also been consulted.

An additional consideration was that, as part of succession-planning and Board composition discussions, the Board was to consider the need for an additional suitably (financially) qualified individual to be a member of the committee, who could replace the committee Chair should he have to resign due to his Deputy Chair commitments.

The CoG was asked for its views on the proposals:

- in response to questions from SG and CMc about the possibility of replacing either the Audit and Risk Chair or Deputy Chair, CMA advised that this would be difficult due to the relevant experience and qualifications of the individual. CMA also explained that the Code of Governance for NHS Provider Trusts was not in alignment with corporate business and agreed that feedback on the change should be provided in the annual review.
- KL felt that the proposals had been well considered and were justified but agreed that feedback on the change should be provided.

Decision: The CoG **agreed** with the proposals subject to feedback being provided regarding the changes introduced to the Code of Governance and that its views would be considered when the proposals were reviewed by the Board.

7 Break

8 Membership Engagement and Governor Activity

8.1 Membership Engagement

SD introduced the Membership Engagement report and noted that over the last three months most of the Trust's membership engagement had been through virtual and digital platforms but there had been some activity in the community. He highlighted the following:

- a *Connect* membership newsletter had been sent out in October and December 2022;
- approximately 275 postal members of the Trust had now provided their email address which would make it easier to keep in touch with them on a more cost effective basis;
- in October public members who specified a stated interest in cardiac, orthopaedics or rheumatology had been invited to take part in real examinations from final year University of Southampton medical students on placement at the Trust. This had resulted in a good interest rate among members;
- the Annual Members' Meeting had taken place in November and had included highlights from the report and accounts as well as a look at progress made in implementing the Trust's five-year strategic plan. An update on the membership strategy had kindly been provided by HE;
- as part of the global men's health awareness month in November, the Trust had held a men's health matters event for both public and staff members. IT had focussed on raising awareness on prostate and testicular cancer and also mental health;
- members had been invited to a virtual event to mark 20 years of the Trust's Wessex Blood and Marrow Transplant Programme in November, with staff and former patients reflecting on the service;
- the Trust had marked Disability History Month in November with a virtual event looking at how Workforce Disability Equality Standards data was put into action to improve the experience of its disabled staff, with guest speaker Pete Loughborough, a senior analyst at NHS England;
- to mark Black History Month in October, Lou Taylor, director of Black History Month South, had been invited to speak about his organisation's new

partnership with the Trust. Staff of black heritage had been encouraged to take part in a project;

- a virtual event had been held in January inviting members to contribute to the Trust's plans to become a tobacco smoke-free hospital site, with examples of interventions to help patients to quit smoking;
- the Trust, including some of the governors, had taken part in community sessions in public libraries across Southampton. These provided an opportunity for the public to learn more about how they could get involved in developing UHS services, participate in specific projects and give their views on care received; and
- there had been good engagement with stories on social media. For example, a team of UHS medics had received the Best Team award at The Sun's Who Cares Wins awards after transporting 21 young Ukrainian cancer patients back to England so they could continue their life-saving treatment.

Priorities included:

- the continuation of virtual health education events exclusively for members;
- production of an edition of *Connect* in February 2023; and
- engagement with the University of Southampton Students Union and other stakeholders on attracting younger members.

As most of the recent community activities had taken place in the Southampton area, SD encouraged public governors from other constituencies to contact him if they would like any support in engaging with their constituents.

8.2 Feedback from Governors' Nomination Committee (GNC)

A meeting of the GNC had been held on 11 January 2023 to consider the Chair and Non-Executive Director appraisal process for 2022/23. This had been presented to the CoG for approval earlier in the meeting.

There was still a vacancy on the GNC and KR had emailed governors on 18 January 2023 to invite expressions of interest. JDT encouraged governors to consider if they would like to volunteer for this additional role.

8.3 Feedback from Strategy and Finance Working Group

A meeting of the Strategy and Finance Working Group had been scheduled for 24 January. Unfortunately, this had been cancelled as the Chair had become unwell. This would be re-arranged once she had recovered.

8.4 Feedback from Patient and Staff Experience Working Group

A meeting of the Patient and Staff Experience Working Group had been held on 17 January. SG, who had been appointed by the Working Group members as its new Chair, had been unable to attend. KR advised that following a request from the Southampton City governors, there had been a discussion on tackling health inequalities which included a presentation on a prevention project related to diabetes which was underway at the Trust. The presentations had been well received by governors.

8.5 Feedback from Membership and Engagement Working Group

A meeting of the Membership and Engagement Working Group had been held on 19 January. SD had attended to provide an update on membership engagement which had also been covered at Item 8.1, and there had been a discussion regarding proposals for young governor representatives which had been presented to the CoG at Item 6.3.

KL also advised that where virtual membership events had been recorded and the videos were available for viewing at a later date, via social media, these could incorporate a link to join as a member of the Trust. Consideration was also to be given to inviting network leads to attend future Membership and Engagement Working Group meetings. Proposals for financial support for international staff had been put to SHa which included a possible loan.

9 Any Other Business

A question was raised as to whether governors could use the Park and Ride facility when attending CoG meetings as car parks on site could be extremely busy.

KL reminded governors that Hampshire and Isle of Wight ICB were to hold a virtual strategy update event for governors on 14 February from 5.30pm-7pm. KR had circulated the calendar invitation.

Action: KR to establish whether governors could use the Park and Ride facility when attending CoG meetings.

10 Review of Meeting

There were no comments following the meeting.

11 Date of Next Meeting - 26 April 2023

The next meeting would be held on 26 April 2023.



List of action items

Agenda item	Assigned to	Deadline	Status
Council of Governors 31/03/2021 5.5 Amendment to the Trust's Constitution - CCG Merger			
444.	Review the Council of Governors' Composition	● Craig Machell ● Karen Russell	26/04/2023 ■ Closed
<p><i>Explanation action item</i> A review of the Council of Governors' composition is to be carried out to check that it still remains appropriate.</p> <p>Following discussions by the Membership and Engagement Working Group, proposals for a change to the composition of the CoG, it was agreed to reduce the number of governors representing the Rest of England by one governor; and to increase the number of governors representing New Forest, Eastleigh and Test Valley by one governor.</p> <p>Suggestions regarding young governor representatives were considered further at a sub-group on 24 August 2022 and these will be discussed at the Membership and Engagement Working Group at its meeting on 17 October 2022.</p> <p>Proposals have now been prepared and will be presented at the Membership and Engagement Working Group Meeting on 19 January 2023.</p>			
<p><i>Explanation Russell, Karen</i> At its meeting on 25 January 2023, the CoG approved the proposal to invite two representatives from the Trust's Youth Ambassador Group (one each from the 16-18 and 18-25 age groups) to become associate members of the CoG for up to two years.</p> <p>We have now been advised that the two associate members have been selected and details of their appointment was confirmed to governors on 19 April 2023.</p>			

Council of Governors 19/10/2022 8.2 Governors' Nomination Committee Feedback				
868.	Public and Staff Governor Vacancies on the Governors' Nomination Committee (GNC)	● Russell, Karen	26/04/2023	■ Closed
<p><i>Explanation action item</i> There were two vacancies on the GNC. Governors who were interested in joining the GNC were invited to submit an expression of interest to the Chair.</p> <p>KR also circulated an email to governors inviting expressions of interest on 24 October 2022.</p> <p>KR circulated an email to governors inviting expressions of interest on 24 October 2022. Shirley Anderson submitted an application and the CoG approved her membership of the GNC by written resolution in November 2022.</p> <p>A further email to invite expressions of interest for the remaining vacancy was sent to governors on 18 January 2023. Patricia Crates submitted an application and the CoG approved her membership of the GNC by written resolution in March 2023.</p>				
Council of Governors 25/01/2023 10 Any Other Business				
890.	Use of the Park and Ride facility by governors	● Russell, Karen	26/04/2023	■ Closed
<p><i>Explanation action item</i> Two governors asked about the possibility of using the Park and Ride facility when attending CoG meetings as car parks on site could be extremely busy.</p> <p><i>Explanation Russell, Karen</i> It has been agreed that governors are able to use the Park and Ride facility. Information regarding its use was circulated to governors on 7 February 2023.</p>				

Report to the Council of Governors				
Title:	Annual Report and Quality Accounts Timetable			
Agenda item:	5.1			
Sponsor:	David French, Chief Executive Officer			
Author:	Craig Machell, Associate Director of Corporate Affairs and Company Secretary			
Date:	26 April 2023			
Purpose	Assurance or reassurance	Approval	Ratification	Information Y
Issue to be addressed:	<p>NHS England has published the timetable for the 2022/23 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 2023, whereas the annual report and accounts cannot be published until after they have been laid before Parliament. Parliament's summer recess commences on 20 July 2023.</p>			
Response to the issue:	<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 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 2023. The attached timetable sets out the process in greater detail.</p>			
Implications:	<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 2022/23.</p>			
Risks:	<ol style="list-style-type: none"> 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 2022/23. 2. Ensuring openness, transparency and accountability regarding the performance and activities of the Trust. 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. 			
Summary: Conclusion and/or recommendation	<p>The Council of Governors is asked to note the timetable.</p>			

Annual Report and Accounts (including the Quality Accounts) 2022-23 Timetable

NHS England (**NHSE**) has published the timetable for the 2022/23 annual report and accounts and guidance on producing the annual report and accounts.

The proposed timetable is set out below

Action	Date
Draft quality account reviewed at Council of Governors' meeting	Wednesday, 26 April 2023
Deadline for draft accounts submission to NHSE	Thursday, 27 April (noon)
Issue final draft quality accounts to ICB, Local Healthwatch, Overview and Scrutiny Committee and Council of Governors for one month consultation	By Friday, 28 April 2023
Early May Bank Holiday	Monday, 1 May 2023
Coronation Bank Holiday	Monday, 8 May 2023
Circulation of first draft annual report to external auditor, Board of Directors and Council of Governors	w/c Monday, 8 May 2023
Draft annual report and accounts reviewed at Audit and Risk Committee meeting	Monday, 22 May 2023
Draft quality account reviewed at Quality Committee meeting	Monday, 22 May 2023
Draft annual report and accounts reviewed at Board of Directors meeting	Thursday, 25 May 2023
Spring Bank Holiday	Monday, 29 May 2023
Final draft annual report and accounts including quality accounts reviewed at Audit and Risk Committee meeting	Monday, 19 June 2023
Final draft annual report and accounts including the quality accounts approved by Board of Directors	Monday, 19 June 2023
Deadline for submission of signed annual report and accounts and supporting documentation to NHS England	By Friday, 30 June 2023 (noon)
Add quality accounts to Trust website and forward the link to quality-accounts@nhs.net	Friday, 30 June 2023
Final audit opinion and audit certificate (following completion of value for money external audit)	TBC
Submit annual report to Parliament	TBC
Publish annual report and accounts (including quality accounts) on Trust website	TBC
Present update on annual report and accounts and external audit report to Council of Governors (in closed session)	TBC - Tuesday, 19 July 2022
Present final annual report and accounts (including the quality accounts) to Council of Governors	TBC
Annual Members' Meeting	TBC

Report to the Council of Governors				
Title:	Chief Executive Officer's Performance Report			
Agenda item:	5.2			
Sponsor:	David French, Chief Executive Officer			
Author:	Jason Teoh, Director of Data and Analytics			
Date:	26 April 2023			
Purpose	Assurance or reassurance	Approval	Ratification	Information Y
Issue to be addressed:	Information about Trust performance supports the Council of Governors in their role.			
Response to the issue:	This report is intended to inform the Council of Governors about aspects of the Trust's performance.			
Implications:	This report provides performance information relating to a broad range of Trust services and activities. There are no specific implications.			
Risks:	This report is provided for the purpose of information.			
Summary:	This report is provided for the purpose of information.			

UHS Council of Governors 26th April 2023

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 December 2022 to February 2023, noting that some performance data in relation to some of the targets is reported further in arrears.

This has again been a challenging operational period for the Trust. Notable features of the period included:

- Ongoing high volume of attendances to the Emergency Department – particularly in December 2022 due to a high number of paediatric attendances due to Strep A.
- A significant number of patients not meeting the criteria to reside, usually at between 180 – 210 patients, continuing to occupy hospital beds, restricting flexibility in our elective programmes, and impacting flow through the hospital (including patients awaiting admission from the Emergency Department onto wards).
- Challenges with cancer services due to higher cancer referral volumes and the need to balance staffing capacity.
- A number of days of industrial action impacting elective services during the period.
- Ongoing growth in the RTT waiting list due to higher post-pandemic referral volumes causing the waiting list to rise to over 54,000 patients. However, good progress has been made in reducing the longest waiting patients at both 104+ and 78+ weeks.

2. Safety

Infection Control	Target	Dec 2022	Jan 2023	Feb 2023
Clostridium Difficile infection	<=5	10	8	4
MRSA Bacterium infection	0	0	0	0

An increase in Clostridium Difficile cases continues to be seen across the Hampshire and Isle of Wight integrated care system (HIOW ICS) and nationally. Reasons for this are likely to be multifactorial, including increased complexity of patients and associated use of necessary antimicrobials to treat these patients.

From April 2023 Infection Prevention will be introducing an after-action concise review of healthcare associated C.difficile cases. Initial collation of information and assessment of case will be undertaken followed by rapid after-action discussion with clinical and ward team.

Infection Control	Target	Dec 2022	Jan 2023	Feb 2023
Healthcare acquired COVID infection	-	35	56	40
Probable hospital-associated COVID infection	-	15	29	19

The Trust has continued to focus on preventing transmission of COVID-19, whilst supporting the recovery and restoration of services and operational activity, alongside transitioning to 'Living with Covid' in our hospital settings. Our infection rates have been broadly in line with national trends.

Safety	Target	Dec 2022	Jan 2023	Feb 2023
Never Events	0	1	1	0
Serious incidents requiring investigation (month in arrears)	N/A	4	3	7
Number of overdue SIRIs (excluding agreed extensions and cases involving Health Safety Investigation Branch)	0	1	3	2
Pressure ulcers category 2 per 1000 bed days	<0.3	0.24	0.51	0.27
Pressure ulcers category 3 per 1000 bed days	<0.3	0.42	0.3	0.43

Serious Incidents

UHS have had two never events during this time-period: a wrong site surgery, and a fall from a restricted window. Both cases are still currently under investigation. The wrong site surgery patient had kidney stones removed from the wrong kidney that they were planned and consented for, although no direct harm has occurred as the patient was due to have the other kidney stones removed at a later date. The fall (and associated clinical handling) is being reviewed by the CQC and an external review of the windows has commenced. Pressure ulcers, in particular category 3, have remained high with themes being staffing challenges to ensure two hourly repositioning and the increased acuity of patients. There has been an increase in overdue SIRIs which is due to some complex investigations and a result of ongoing clinical pressures for those requiring input into the investigations.

HSMR

Clinical Effectiveness	Target	To Sep 2022	To Oct 2022	To Nov 2022
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)	<=100	91.2	89.3	88.1
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	89.6	87.5	86.6

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.

Note: the HSMR patient cohort excludes those patients with a primary diagnosis of COVID-19, the Trust has separate positive evidence regarding the outcomes of COVID-19 treatment.

3. Patient Experience

Friends and Family Test (FFT)

Indicator	Target	Dec 2022	Jan 2023	Feb 2023
Inpatients - Negative Score	<5%	1.2%	0.9%	0.8%
Maternity - Negative Score		2.8%	1.5%	2.8%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)				

We are pleased with the improvements in the Inpatients score seen over the last few months, which takes it to one of the best positions in recent history. However, the maternity score continues to fluctuate.

Although it is challenging to identify the key improvement factors, we recognise there have been staffing challenges within the maternity service which may have impacted results.

Complaints

Indicator	Target	Dec 2022	Jan 2023	Feb 2023
Complaints received for investigation	-	31	34	39
Number of complaints closed in month		29	31	32
Trust average response time for complaints (based on resolved date)	55 days	31	34	32
Complaints returned dissatisfied	<15 per quarter	8	6	10
Parliamentary and Health Service Ombudsman (PHSO) cases upheld, (reported a quarter in arrears)	0	0	0	0

Complaints remain close to pre-pandemic levels, but due to ongoing operational challenges and clinical pressures, the team are still working to a 55-day closure target, meeting this for 95% of complaints.

New Parliamentary and Health Ombudsman standards have been formally launched in 2023 and UHS Patient Advice and Liaison Service (PALS) and complaints teams are undertaking a review of its compliance with these standards of best practice. Adjustments are being made to how complaints are classified across PALS and complaints. Overall complaint numbers will increase as more PALS cases get reported as formal complaints.

4. Access Performance

Emergency Access Performance		Dec 2022	Jan 2023	Feb 2023
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	=>95.0%	55.9%	65.4%	68.6%
% patients spending less than 4 hours in ED – Local Delivery System	≥ 90.0%	66.2%	72.9%	73.3%

Attendances to the Emergency Department (ED) have remained high through this period, averaging 371 per day (compared to 347 per day a year before – a 7% increase). This included a particularly challenging 12 day period in December 2022 where daily attendances were over 400 each day, including two days with over 500 attendances, due to the Strep A incidents before Christmas. The improvement in performance in January and February 2023 is linked to lower attendances compared to December 2022.

Alongside the ongoing flow challenges due to the number of patients no longer meeting the Criteria to Reside, means that UHS four-hour performance remains below target. However, we continue to benchmark well against other trusts which demonstrates that this is a national challenge. In the period of December 2022 to February 2023, UHS ranked in the top quartile of the 17 teaching hospitals that we benchmark against (Type 1 attendances).

In addition, UHS continues to ensure that we do not delay ambulance handovers. The average time to handover remains stable (approximately 16 minutes), and we have one of the lowest volumes of ambulance handover delays over 30+ and 60+ minutes in the South East and South West regions.

Referral to Treatment (RTT)	Target	Dec 2022	Jan 2023	Feb 2023
% incomplete pathways within 18 weeks in month	=>92%	63.3%	63.7%	63.1%
Total patients on a waiting list		53,941	54,254	54,692

The number of patients on the RTT waiting list continues to increase as higher referrals continue above pre-pandemic levels. The proportion of patients that we have being treated within 18 weeks is in line with other teaching hospitals, with UHS within the top third of teaching hospitals.

UHS continues to make good progress in reducing the longest waiting patients. We ended the year with no patients waiting over two years for treatment, and only 15 patients (all complex patients) who had waited over 78 weeks for treatment.

Cancer	Target	Dec 2022	Jan 2023	Feb 2023
Urgent GP referrals seen in 2 weeks	=>93%	79.6%	82.3%	Check after 31.03
Diagnosis within 28 days	>=75%	79.1%	68.7%	Check after 31.03
Treatment started within 62 days of urgent GP referral	=>85%	55.3%	50.8%	Check after 31.03

As a specialist teaching hospital, we treat some of the more complex cancer cases from the region. However, all cancer services are under pressure from higher demand and this is a national trend. In January and February 2023, cancer referrals were 9.3% higher than the equivalent months in 2019.

UHS has historically benchmarked in the upper quartile, relative to our teaching hospital peers. Our position slipped in the face of operational challenges in October and November 2022, into the second and third quartiles. To correct this each tumour site has developed clear recovery action plans, and we have seen signs of recovery and an upward performance trajectory in between December 2022 to February 2023. The Trust is focussed on progressing the action plans with support from the ICB and Wessex Cancer Alliance.

5. Finance

The financial position for the trust is particularly challenging with a forecast deficit for 2022/23 of £11m. However, this position is supported by a number of non-recurrent measures including additional income, meaning our underlying deficit is well in excess of this position.

The key drivers are:

- COVID-19 related cost pressures – patient numbers remained significant in the early part of the year and staff sickness absence has also remained above pre-COVID levels. This has generated a cost pressure compared to plan assumptions.
- Inflationary pressures especially related to energy costs – these are emerging to a greater extent as the year progresses with energy costs particularly high over the winter period despite the government price cap offering some protection. Energy costs are more than three times greater than they were in 2019/20.
- An increase in the volume of patients not meeting the criteria to reside who are medically optimised for discharge – this is causing particularly acute operational challenges and means the trust has unfunded bed capacity open. This has also limited the Trust's ability to deliver additional elective activity supressing Elective Recovery Funding (ERF).
- More recently industrial action is also creating one off costs due to backfill requirements needing to be put in place at short notice. This is likely to remain a challenge into 2023/24.

Despite this the cost improvement programme for the Trust continues to deliver savings with the £45m savings plan forecast to be delivered in full.

Looking forward, there is a significant challenge for 2023/24 in improving both the Trust and HIOW Integrated Care System's finances. For UHS we are currently projecting a £35m deficit, predicated on the achievement of a £60m (5%) cost improvement programme. Both internally, and with system partners, there is a focus on productivity improvement and exploring initiatives that can make a scalable difference. Similarly, financial controls and governance have been reviewed to ensure there isn't any further deterioration.

The Trust has made significant progress with its capital programme, including a new wards project and theatres refurbishments. The Trust remains on target to spend its full capital budget of £48m for 2022/23. Additional to this the Trust has been successfully awarded external capital of c£27m for spend in 2022/23 which will further support investment in capacity, infrastructure and digital. This will be spent in full in this financial year.

6. Human Resources

Indicator	Target	Q3 22/23	Q4 22/23
Staff recommend UHS as a place to work	-	6.91	6.92
Staff survey engagement score	-	7.1	7.02

The Pulse Survey results shows a small improvement in recommendation of UHS as a place to work (although down compared to last year), and a further decline in the engagement score. We believe this reflects the ongoing challenging environment that staff are working in. However, we remain slightly better than national averages.

Indicator	Target	Dec 2022	Jan 2023	Feb 2023
Turnover (internal target)	<=12%	14.3%	14.2%	14.1%
Sickness absence 12 month rolling (internal target)	<=3.4%	4.7%	4.6%	4.4%
Nursing Vacancies (Registered Nurse only in clinical wards) (internal target)	<=15%	12.4%	11.9%	11.3%

Turnover

Turnover has been decreasing since July 2022; in March 2023 there were 88.1 WTE leavers, which is the lowest it has been since March 2021. Turnover is currently 13.49% (rolling 12-month average) which remains higher than the trust-wide target of <12% but is a reduction from 14.9% a year ago.

Sickness

The rolling sickness rate (4.3%) is lower than 12 months ago (4.65%); however, this has been on a downtrend since July 2022. March in-month sickness is 3.73%, which is 0.20% higher than February due to COVID-related sickness. The target for 23/24 is 3.9% and this will be revised in the People Report in future.

Nursing Vacancies

Registered nursing vacancies continues to decrease over the quarter due to the several initiatives supporting and improving the recruitment and retention of this staffing group: NQNs in September, Apprenticeships in October / November, and the ongoing overseas recruitment programme.

Report to the UHS Council of Governors				
Title:	Operating Plan for 2023/24			
Agenda item:	5.3			
Sponsor:	Ian Howard, Chief Financial Officer			
Authors:	Andrew Asquith, Director of Planning & Productivity and Phil Bunting, Director of Operational Finance			
Date:	26 April 2023			
Purpose	Assurance or reassurance	Approval	Ratification	Information
				Y
Issue to be addressed:	Information about trust planning and budget setting supports the Council of Governors in their role.			
Response to the issue:	<p>This report is intended to inform the Council of Governors about aspects of the Trust's operating environment and plan for 2023/24.</p> <p>A more detailed report is presented to Trust Board for their consideration and approval.</p>			
Implications: (Clinical, Organisational, Governance, Legal?)	This report provides information relating to a broad range of trust services and activities, there are no specific implications.			
Risks: (Top 3) of carrying out the change / or not:	This report is provided for the purpose of information			
Summary: Conclusion and/or recommendation	This report is provided for the purpose of information.			



**University Hospital
Southampton**
NHS Foundation Trust

Council of Governors - Operating Plan for 23/24

Phil Bunting, Director of
Operational Finance

Andrew Asquith, Director of
Planning and Productivity

26 April 2023

Contents

- National Expectations 2023/24 (Page 3)
 - National Financial Framework 2023/24 (Page 4)
- UHS Context 2022/23 (Pages 5-6)
- Our Plan 2023/24 (Pages 7-9)
- HIOW ICS position, and NHSE view (Page 10)
- Commentary (Page 11)
- Implementation and monitoring (Page 12)
- Questions (Page 13)

National Expectations 2023/24

Guidance released by NHS England (NHSE), from 23rd December onward

“our three tasks over the coming year:

- *recover our core services and productivity;*
- *as we recover, make progress in delivering the key ambitions in the Long Term Plan (LTP), and;*
- *continue transforming the NHS for the future”*

Hospitals and ‘Integrated Care Systems’ (ICS) expected (amongst other things) to:

- Increase elective activity (at UHS from 105% approx. to 113% of 19/20 levels)
- Reduce “follow-up” appointments to 75% of 19/20 levels, no payments above this level
- Eliminate waiting times > 65 weeks by March 2024
- Deliver a balanced income and expenditure budget i.e. no financial deficit
- Improve A&E waiting times to at least 76% within 4 hours
- Improve maternity staffing ‘fill’ rates and safety

National Financial Framework 2023/24

- How will the trust be paid?
 - Fixed income in relation to most hospital activity, non-elective admissions in particular
 - Variable payments, at national tariffs, for elective, daycase, and outpatient activity (excluding follow ups)
- Funding allocated for other specific service opening / increases requested of UHS, typically for specialised services
- £28m (2.9%) increase for inflation (risk given headline CPI @ 10%)
- £27m (2.8%) decrease relating to efficiency requirements (Covid reductions of £11m + Efficiency £16m)
- Challenge therefore to 'consume your own smoke'

UHS Context 2022/23

- Exceptional growth in attendances to Emergency Department since 19/20 (15% approximately), deterioration in treatment times to 75% within 4 hours
- Elective waiting list size increasing by 3% per annum, but waiting times >104 weeks eliminated and waiting times >74 weeks reduced to under 150 patients
- UHS and HIOW ICS delivering relatively high levels of elective activity, but with relatively high costs / deficit compared to other ICSs / Regions
- Increase in UHS staff by 2000 (18%) since 19/20, approximately $\frac{1}{4}$ for specific new services, $\frac{1}{2}$ for activity/capacity increases, $\frac{1}{4}$ for a range of other reasons
- UHS continues to be productive / cost effective in comparison with other hospital trusts, though our costs have grown faster than activity since 2019/20

UHS Context 2022/23

- Underlying UHS financial deficit (difference between expenditure and income) of £45m, largely as a result of factors outside local control e.g. inflation, energy costs, COVID funding reduction, increase in delayed discharges, sickness absence rates, unfunded cost of new NHS approved drugs
- Increased Cost Improvement target of £45m delivered in full during 22/23, though only half of these savings were made through recurrent schemes, and savings were mainly achieved through non-pay costs
- £88m Capital invested (using a combination of local funds and external bids mainly to NHSE programmes), including ward construction, theatre refurbishment, MRI scanner replacement, 'park and ride' for staff
- Reducing levels of cash held, as a result of both the revenue deficit, and funding capital investments i.e. Buildings, Medical Equipment, IT Systems

Our Plan 2023/24

(Submitted 30th March with UHS Board Approval)

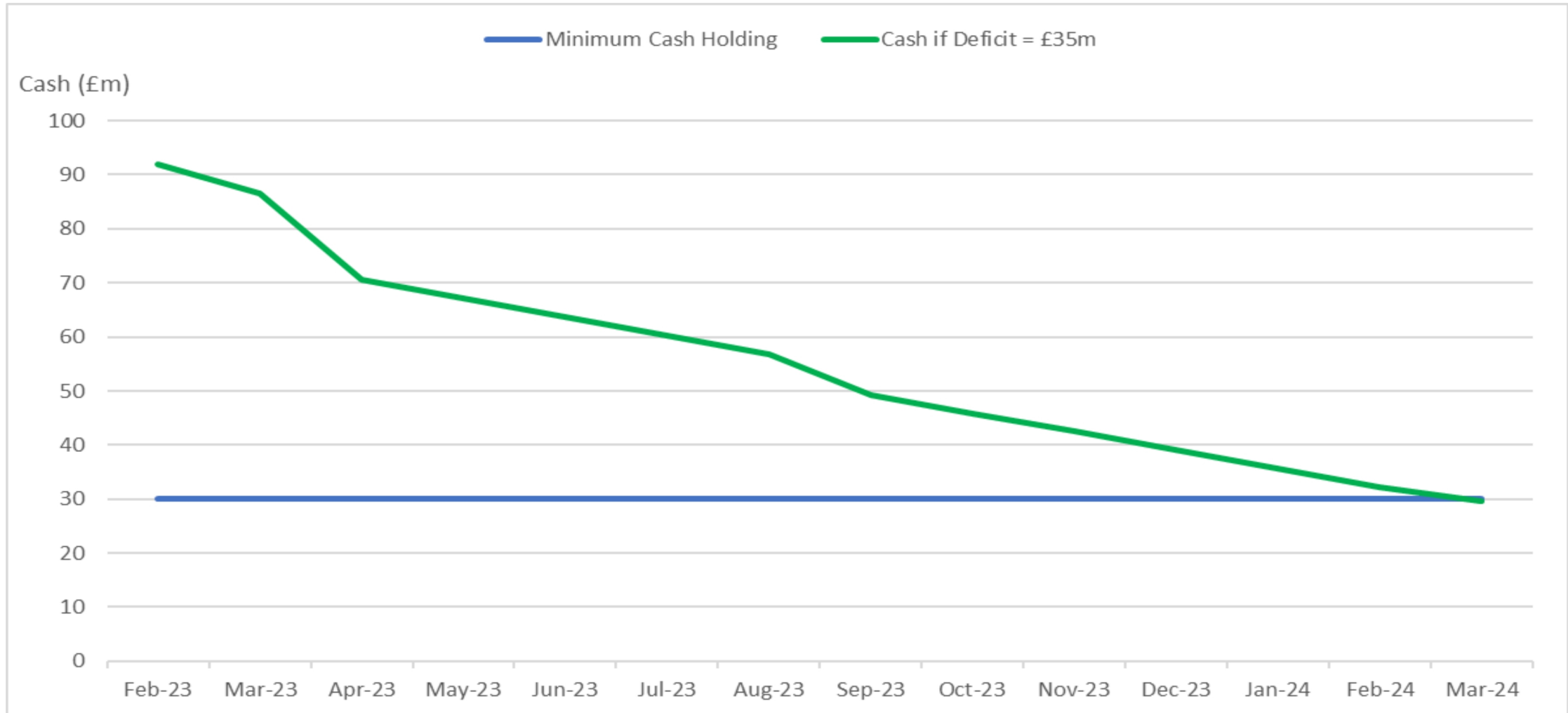
- Increase elective activity levels to 113%, or ideally higher
- Planned reduction in the number of follow-up appointments of 10%, compared to 2022/23
- Reduce the rate of growth in the elective waiting list size, and hold this level from Q4 onwards
- Eliminate waiting times for treatment greater than 65 weeks
- Reduce waiting times for cancer treatment and diagnostic tests, return to the national target of 85% of cancer treatment starting within 62 days
- NHSE funded service expansions including Mechanical Thrombectomy, CAR-T, Paediatric ICU retrieval, and two inpatient wards to support elective activity

Our Plan 2023/24

(Submitted 30th March with UHS Board Approval)

- Plan to keep numbers of staff posts level – increases of approx. 300 related to funded expansions, offset by reductions through efficiency / cost improvement
- Plan to increase the number of employed staff (WTE) by 340, reducing the use of bank/agency workers by a similar amount
- Cost Improvement requirement of £60m (6%), plan to achieve through pay / non-pay savings, financial contributions on additional NHS activity/income etc.
- Financial Deficit of £35m (since improved to £30m), with the intention of fully recovering financial balance in 2024/25
- Avoid cash deterioration beyond £30m
- Capital investment of £70m, including £21m externally funded

Our Plan 2023/24 (Submitted 30th March with UHS Board Approval)



Our Plan 2023/24

(Submitted 30th March with UHS Board Approval)

Supporting notes:

- The UHS Plan is submitted to NHSE as part of a combined HIOW ICS Plan which includes the ICB, 4 Acute Trusts, Solent, Southern, South Central Ambulance Trusts
- Current NHS arrangements are 'System by default' i.e. NHSE expects to hold ICS to account collectively for their performance, and also seeks to distribute the majority of NHS funds via ICBs on a population based 'fair-shares' basis
- Our plan is the product of intensive focus on both planning and implementation, governance including consideration by UHS Executive Committee and Board monthly since January, and significant dialog between UHS and HIOW ICB and system partners

HLOW ICS 23/24 position, and NHSE view

- ‘Re-submission’ (typically an amended submission) will be required from all NHS organisations / ICS at the start of May
- NHSE has not accepted our current plan
- We are being challenged, as part of HLOW ICS, to:
 - Justify the level of workforce growth since 19/20
 - Set a sustainable (affordable) workforce and financial model, and trajectory as to how quickly we could reach this
 - Increase the scale of ambition in relation to follow-up activity reduction
- There is substantial concern that HLOW ICS would, otherwise, be anticipating a large financial deficit in the year 23/24

Commentary

- Our plan is extremely challenging, as a result of the combination of financial and non-financial objectives
- Delivery of our plan in full is our intention, but is not guaranteed
- UHS has reasons for positivity, including investments in physical capacity, our recruitment levels, our people, and record of efficiency / control / innovation
- Aligning both the right physical capacity and staffing levels will be critical to delivering higher volumes of treatment and care whilst operating efficiently
- The impact of ICS initiatives to better manage emergency demand and reduce discharge delays, that both impact on hospitals, is very important
- Achieving further / more rapid financial improvements a part of plan re-submission is being considered by the Executive and Board currently

Implementation and Monitoring

- We are in the process of communicating the detailed requirements by service / budget area, and securing agreement of these 23/24 plans
- Transformation programmes (for inpatient 'Flow'/Outpatient improvement/Theatres) are established and resourced to support improvement
- A Trust Savings Group was established in 22/23, chaired by the Chief Financial Officer, this oversees other financial recovery programmes of work
- Additional financial controls have been implemented
- Progress against our plan and national targets is reported and monitored monthly by both the Trust Executive Committee and by Trust Board
- Supported by a range of other groups / meetings focused on the review of specific topics or areas e.g. Operational Performance, Value for Money



**University Hospital
Southampton**
NHS Foundation Trust

Council of Governors
- Operating Plan for 23/24

Questions?

Phil Bunting, Director of
Operational Finance

Andrew Asquith, Director of
Planning and Productivity

26 April 2023



University Hospital Southampton
NHS Foundation Trust

University Hospital Southampton
NHS Foundation Trust
Tremona Road, Southampton
Hampshire, SO16 6YD

www.uhs.nhs.uk

Report to the Council of Governors				
Title:	Non-NHS Activity			
Agenda item:	5.4			
Sponsor:	Ian Howard, Chief Financial Officer			
Author:	Peter Baker, Commercial & Enterprise Director			
Date:	26 April 2023			
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 2023-24.</p> <p>Private Patients: During the past financial year, the Trust will have supported 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>The plan for 2023/4 is to focus on key areas of service that can provide growth to generate income to support the services financial plans, areas such as neuro, paediatrics, and robotics.</p> <p>Overseas Visitors: 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>New processes and investment into the overseas visitor's team will see delivery of increased income 2023-24.</p> <p>Partnership: This area of the service focuses on how we can better interact with businesses where we are spending public finance already or how we can develop new relationships with new partners. Key examples for the coming year would be building on the asset of our staff multi-storey car park at Adanac Park. This is not used at weekends and so there is scope for innovative use. Currently we have partnered with Southampton Football Club to allow them use of our spare capacity for</p>			

	<p>the men’s first team fixtures on a pilot basis. In the coming year we should finalise the signing of a deal for the city of Southampton to have its first weekend park and ride; clear examples of innovative use of NHS assets, for non-NHS activity without any detriment to our core mission, with significant financial contribution of over a million pounds.</p> <p>UHS International Development Centre: In order to fully realise the potential of UHS inventions, a new concept has been worked on for the past 12 months aimed at using private sector funding to commercialise 5-10 innovations per year, instead of 1 every 2 years under current funding arrangements. UHS will own a significant proportion of the independent company, with financial risk being owned by the remaining shareholders; spread over entrepreneurs, public and private sector investors.</p> <p>The aim is to launch the IDC in April 2023 with UHS non-executives sitting on the Board to provide appropriate governance although it will take some time for the IDC to generate a material income stream and the business plan shows a return based on licensed income to the Trust in 2026-27.</p> <p>Innovation: The list of registered UHS innovations has doubled over the past 12 months and 2 innovations, Pneumasave and MediEMO are currently in the process of being licenced to 3rd parties.</p> <p>Other innovations including an X-ray screening plate and a Kidney Sensor control system have had Patent applications successfully filed and the MyMR trademark, used for the UHS patient record system, registered as a trademark to stop 3rd parties gaining market traction on the back of UHS success in this area.</p> <p>Other new innovations include a ‘4k video imaging system with AI capability’, ‘Urine flow rate monitoring’ and ‘Bio-sign trending’ for use in ICU. All of these innovations will be commercialised via the new UHS IDC.</p> <p>Contracts: Non-NHS Income provides significant from third party contracts under commercial oversight, examples of contracts include independent hospitals (Spire, Nuffield, BMI), Cochlear implants, UHS/UPL pharmacy, Mymhealth & MoD Service.</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">1. Non-compliance with the provisions of the National Health Service Act 2006 and the Trust's constitution.2. Monitoring the performance of the Trust against its principal purpose.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.
Summary:	<p>In summary, the contribution arising from non-NHS activity in 2022-23 as a percentage of Trust income (est. £1.1b) equates to 2.1%.</p> <p>Given the current and forecast levels of non-NHS income, the Council of Governors is requested to note this update.</p>

Report to the Council of Governors				
Title:	Appointment of Deputy Lead Governor			
Agenda item:	6.1			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors' Business Manager			
Date:	26 April 2023			
Purpose	Assurance or reassurance	Approval	Ratification	Information
			Y	
Issue to be addressed:	Helen Eggleton reached the end of her first term of office as Deputy Lead Governor on 11 March 2023.			
Response to the issue:	<p>The deputy lead governor is chosen by the council of governors and in accordance with the appointment process set out in annex 6 of the Trust's constitution, governors who were interested in taking on the role were requested to submit a written statement in support of their candidature.</p> <p>Sandra Gidley expressed an interest in taking on the role and her appointment was fully supported by the council of governors by means of a written resolution. Sandra's appointment as deputy lead governor took effect from 23 March 2023.</p>			
Implications: (Clinical, Organisational, Governance, Legal?)	The council of governors may appoint a deputy lead governor in accordance with annex 6 of the Trust's constitution.			
Risks: (Top 3) of carrying out the change / or not:	1. Effective functioning of the council of governors.			
Summary: Conclusion and/or recommendation	The council of governors is asked to note the appointment of Sandra Gidley as its deputy lead governor.			

Report to the Council of Governors				
Title:	Review Terms of Reference - Council of Governors and Working Groups			
Agenda item:	6.2			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors' Business Manager			
Date:	26 April 2023			
Purpose	Assurance or reassurance	Approval Y	Ratification	Information
Issue to be addressed:	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 December 2022.			
Response to the issue:	<p>Following review, minor changes are proposed to the Council of Governors' terms of reference to reflect changes to the composition of the Council of Governors since the last review. There are also minor changes proposed to the Council of Governors' Working Groups terms of reference to accurately reflect the arrangements currently in place for the working groups.</p> <p>The proposed changes are highlighted on the terms of reference documents.</p>			
Implications:	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.			
Risks:	<ol style="list-style-type: none"> 1. Non-compliance with the National Health Service Act 2006 and The NHS Foundation Trust Code of Governance. 2. Non-compliance with the Trust's constitution and the Standing Orders for the Practice and Procedure of the Council of Governors. 3. The Council of Governors and its working groups may not function as effectively without terms of reference in place. 			
Summary:	<p>The Council of Governors is asked to approve the revised terms of reference for the:</p> <ul style="list-style-type: none"> • Council of Governors; • Council of Governors' Membership and Engagement Working Group; • Council of Governors' Patient and Staff Experience Working Group; and • Council of Governors' Strategy and Finance Working Group. <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: 6

Date Issued: ~~27-26~~ April ~~2022~~2023
 Review Date: April ~~2023~~2024
 Document Type: Terms of Reference

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

Appendices		Page
Appendix A	Working Group and Reporting Structure	6

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 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 ~~Four~~ Five from New Forest Eastleigh and Test Valley
 - 3.1.1.3 One from The Isle of Wight
 - 3.1.1.4 ~~Three~~ 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~~ 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
 - 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 **Student Associate** Governors **Representatives**~~ 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.

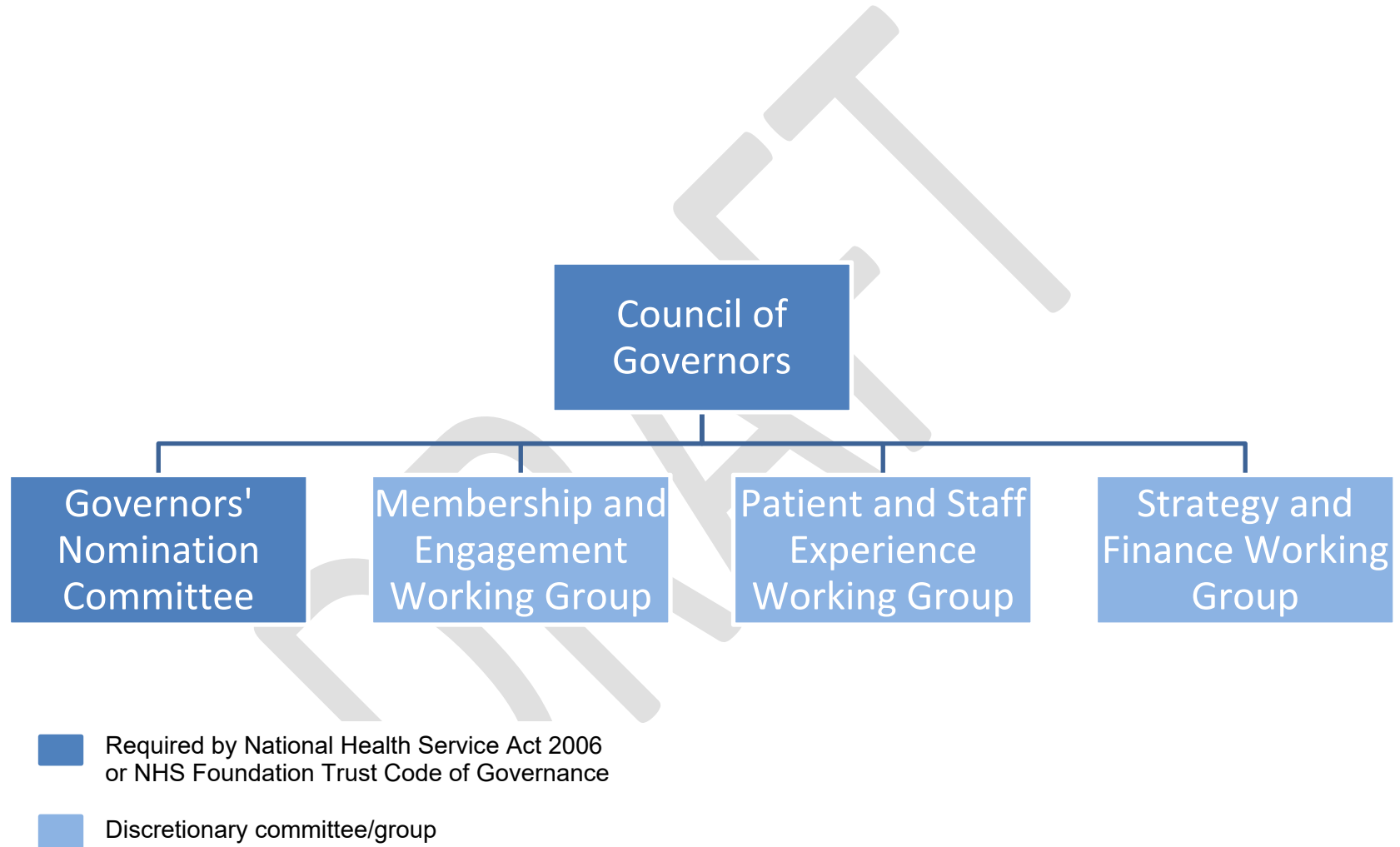
9. Review of Terms of Reference and Performance and Effectiveness

- 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:	27-26 April 2022 2023
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: ~~27 April 2022~~ 26 April 2023
 Review Date: April 2023 2024
 Document Type: Terms of Reference

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

Appendices		Page
Appendix A	Working Group and Reporting Structure	5

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' 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.

3.23.3 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.

3.33.4 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.

3.3.13.4.2 the two ~~Student Governor Representatives~~ Associate Governors;

3.3.23.4.3 the Senior Communications Manager – brand and engagement marketing;

3.3.33.4.4 the Events and Membership Officer;

3.3.43.4.5 the Council of Governors' Business Manager; and

3.3.53.4.6 the Company Secretary.

3.43.5 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.

3.53.6 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 agenda of items~~ 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. ~~The agenda~~ 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.

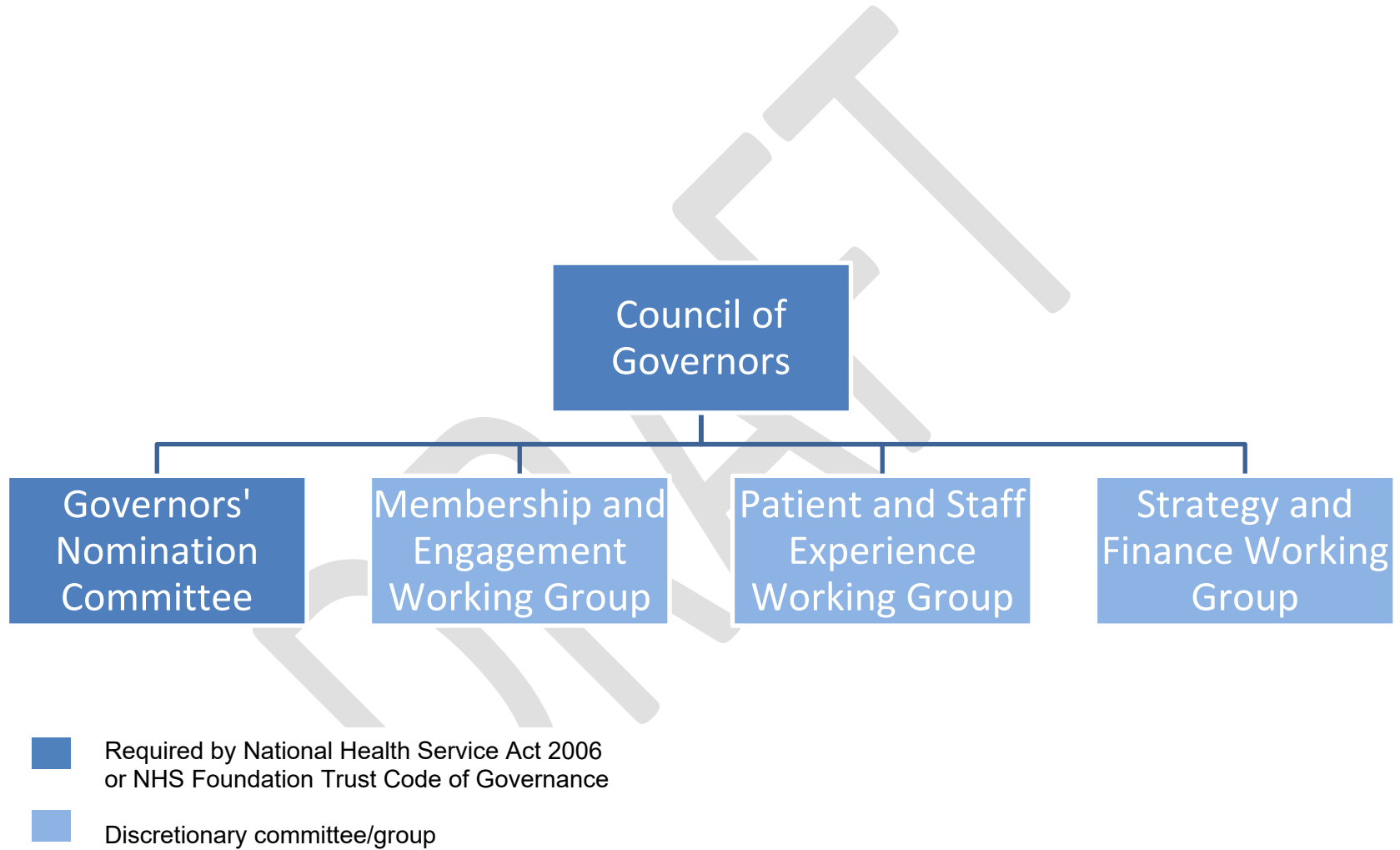
9. Review of Terms of Reference and Performance and Effectiveness

- 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
Date of Approval:	27 April 2022 <u>26 April 2023</u>
Responsible Committee:	Council of Governors' Membership and Engagement Working Group
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	April 2023 <u>2024</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: ~~27 April 2022~~ 26 April 2023
Review Date: April 2024~~3~~
Document Type: Terms of Reference

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

Appendices		Page
Appendix A	Working Group and Reporting Structure	5

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' 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.

3.2.3 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.

3.3

3.4.2 the two ~~Student~~ Associate Governors. ~~Representatives~~;

3.3.13.4.3 the Events and Membership Officer;

3.3.23.4.4 the Council of Governors' Business Manager; and

3.3.33.4.5 the Company Secretary.

3.43.5 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.

3.53.6 Non-executive directors may be invited to attend meetings of the Working Group.

DRAFT

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 agenda of items 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. The agenda 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

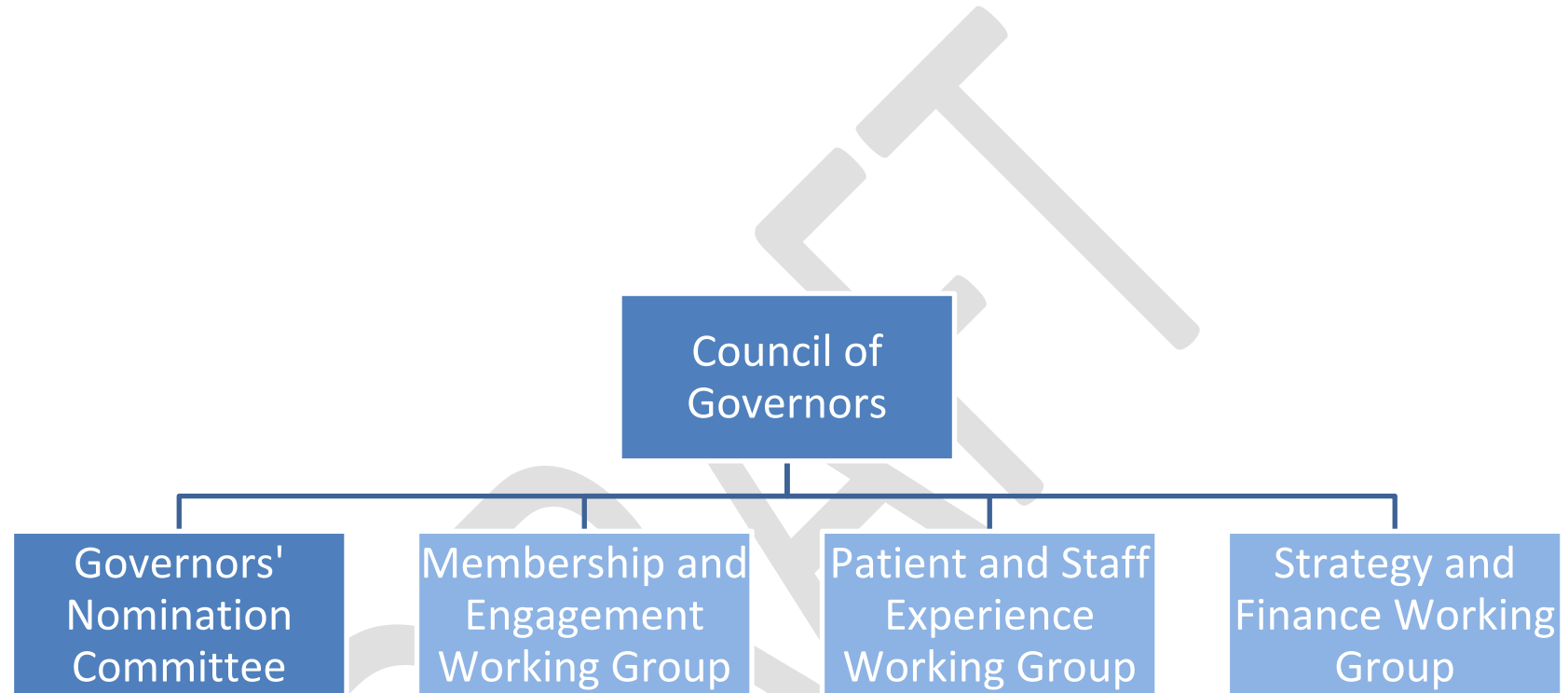
- 9.1 At least once a year the Working Group will review its collective performance and effectiveness and its terms of reference. Any proposed changes to the terms of reference will be approved by the CoG.



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:	27-26 April 2022 2023
Responsible Committee:	Council of Governors' Patient and Staff Experience Working Group
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	April 2022 2023
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: ~~27-26~~ April ~~2022~~2023
 Review Date: April ~~2023~~2024
 Document Type: Terms of Reference

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

Appendices		Page
Appendix A	Working Group and Reporting Structure	5

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.

3.23.3 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.

3.33.4 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 Student Associate Governors; Representatives;

3.3-13.4.3 the Events and Membership Officer

3.3-23.4.4 the Council of Governors' Business Manager; and

3.3-33.4.5 the Company Secretary.

3.43.5 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.

3.53.6 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 agenda of itemsttopics 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. The agendaConfirmation 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.

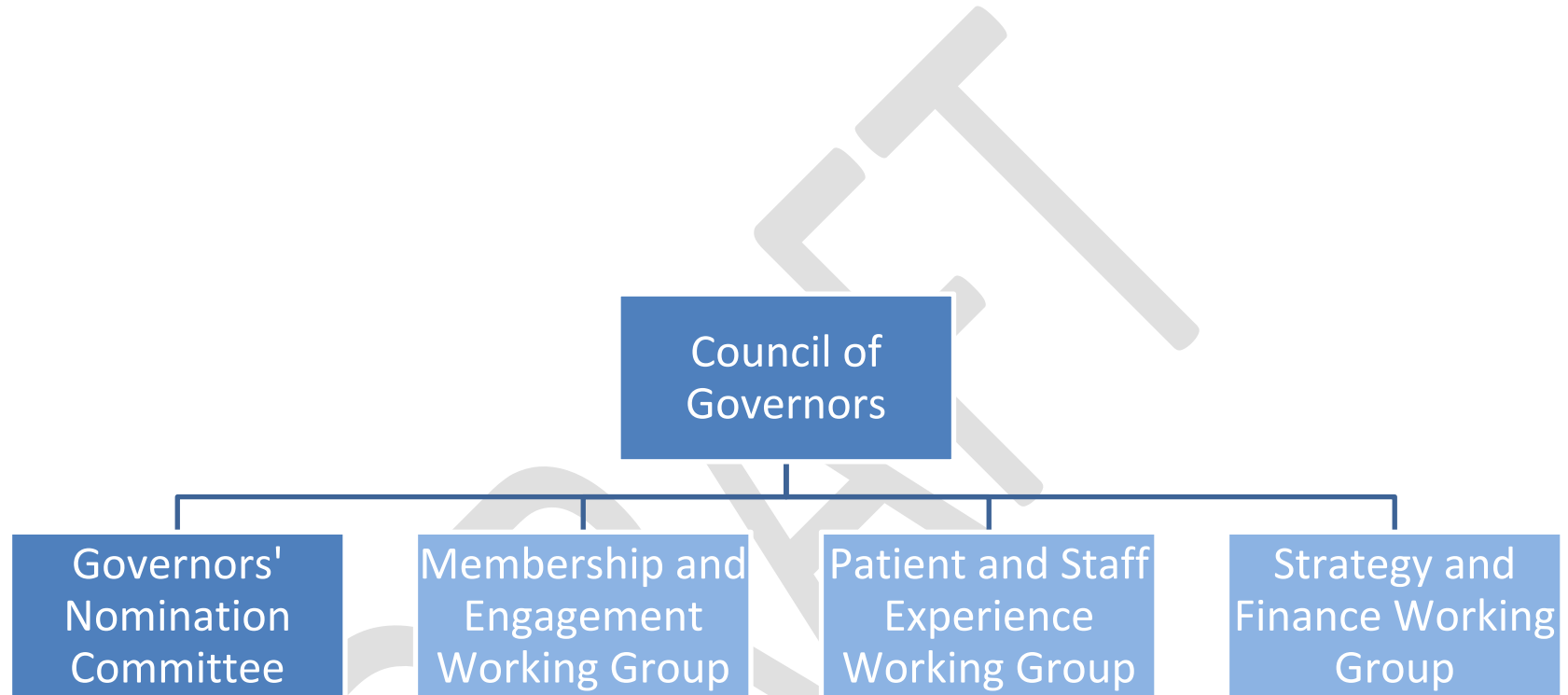
9. Review of Terms of Reference and Performance and Effectiveness

- 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



■ 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:	27 April 2022
Responsible Committee:	Council of Governors' Strategy and Finance Working Group
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	April 2023
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:	Minor changes reflecting current practice
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:	Council of Governors' Elections 2023																	
Agenda item:	6.3																	
Sponsor:	Jenni Douglas-Todd, Trust Chair																	
Author:	Karen Russell, Council of Governors' Business Manager																	
Date:	26 April 2023																	
Purpose	Assurance or reassurance	Approval	Ratification	Information X														
Issue to be addressed:	<p>A number of vacancies will arise within the council of governors on 1 October 2023 as current governors reach the end of their term of office:</p> <ul style="list-style-type: none"> • New Forest, Eastleigh and Test Valley public constituency - two vacancies; • Medical practitioners and dental staff class - one vacancy; • Health professional and health scientists staff class - one vacancy <p>In addition, the council of governors has also agreed to fill the following existing vacancy at the scheduled elections in 2023:</p> <ul style="list-style-type: none"> • Nursing and midwifery staff class - one vacancy for a two year term of office 																	
Response to the issue:	<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"> <thead> <tr> <th>Action</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Publication of Notice of Election</td> <td>Monday, 19 June 2023</td> </tr> <tr> <td>Deadline for Receipt of Nominations - 5pm</td> <td>Wednesday, 2 August 2023</td> </tr> <tr> <td>Publication of Statement of Nominations</td> <td>Thursday, 3 August 2023</td> </tr> <tr> <td>Deadline for Candidate Withdrawals</td> <td>Monday, 7 August 2023</td> </tr> <tr> <td>Notice of Poll/Issue of Ballot Packs</td> <td>Tuesday, 22 August 2023</td> </tr> <tr> <td>Close of Poll - 5pm</td> <td>Monday, 25 September 2023</td> </tr> </tbody> </table>				Action	Date	Publication of Notice of Election	Monday, 19 June 2023	Deadline for Receipt of Nominations - 5pm	Wednesday, 2 August 2023	Publication of Statement of Nominations	Thursday, 3 August 2023	Deadline for Candidate Withdrawals	Monday, 7 August 2023	Notice of Poll/Issue of Ballot Packs	Tuesday, 22 August 2023	Close of Poll - 5pm	Monday, 25 September 2023
Action	Date																	
Publication of Notice of Election	Monday, 19 June 2023																	
Deadline for Receipt of Nominations - 5pm	Wednesday, 2 August 2023																	
Publication of Statement of Nominations	Thursday, 3 August 2023																	
Deadline for Candidate Withdrawals	Monday, 7 August 2023																	
Notice of Poll/Issue of Ballot Packs	Tuesday, 22 August 2023																	
Close of Poll - 5pm	Monday, 25 September 2023																	

	Declaration of Result	Tuesday, 26 September 2023
Implications:	<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> <p>The council of governors' election supports 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 New Forest, Eastleigh and Test Valley constituency, the medical practitioners and dental staff class, the health professional and health scientist staff class and the nursing and midwifery staff class.</p>	
Risks:	<ol style="list-style-type: none"> 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. 2. The council of governors may not function as effectively without the full complement of governors to represent all areas of the public and staff constituencies. 3. The public and staff constituencies would have fewer governors than required to represent their views. 	
Summary:	<p>The council of governors is asked to note the proposed timetable and arrangements for the elections to the council of governors in 2023.</p>	

Report to the Council of Governors				
Title:	Vacancy for a governor in the Rest of England and Wales constituency			
Agenda item:	6.5			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors' Business Manager			
Date:	26 April 2023			
Purpose	Assurance or reassurance	Approval	Ratification	Information
		X		
Issue to be addressed:	<p>Ian Ward was elected as a governor for the Rest of England and Wales constituency with effect from 1 October 2022. Ian resigned as a governor on 18 April 2023 for personal reasons.</p> <p>Governors are asked to consider proposals to fill the governor vacancy in the Rest of England and Wales constituency.</p>			
Response to the issue:	<p>In accordance with the UHS constitution there are three 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"> To call an election to fill the vacant seat. This option would involve holding an additional election for the Rest of England and Wales constituency and would have both financial and resource implications. The cost for external election services would be in the region of £1800-2000. There would also be an additional demand on staff resources in both the Corporate Affairs and Communications Teams. <p>The election would take a minimum of 40 days from the publication of the notice of election, plus approximately 21-28 days for the preliminary administrative and communication processes to be completed to prepare for the election. The successful candidate would serve the remainder of the seat's term of office, which would be approximately twelve months by the time the result of the next election was declared.</p> 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. <p>There were three candidates who stood for election for the seat in the Rest of England and Wales constituency in 2022 and the total number of votes cast was 140.</p> 			

	<p>The first preference votes for the remaining two candidates were as follows:</p> <ul style="list-style-type: none"> • Candidate 2 - 45 • Candidate 3 - 20 <p>This option could allow the seat to be filled immediately with no additional time, resource or cost implications and would be the recommended option.</p> <p>3. To leave the seat vacant until the next scheduled elections are held if the unexpired period of office is less than twelve months. This option would not be appropriate in this case as the remaining term of office would be 17 months from the date the seat becomes vacant.</p>
<p>Implications: (Clinical, Organisational, Governance, Legal?)</p>	<p>This appointment supports the effective operation of the council of governors and the representation of the Rest of England and Wales constituency.</p>
<p>Risks: (Top 3) of carrying out the change / or not:</p>	<ol style="list-style-type: none"> 1. Non-compliance with the Trust's constitution, which requires a decision regarding the vacancy to be made by the council of governors. 2. The Rest of England and Wales constituency would have reduced representation on the council of governors to represent its views. 3. The council of governors may not function as effectively without the full number of members of the council of governors.
<p>Summary: Conclusion and/or recommendation</p>	<p>The council of governors is asked to approve Option 2 to fill the vacant seat for the Rest of England and Wales constituency by inviting the next highest polling (runner-up) candidate for the respective seat at the most recent election, they are willing to take office, to fill the seat for any unexpired period of the term of office. We have made initial contact with the next highest polling candidate and they have provisionally indicated that they would be willing to fill the vacancy if the council of governors was to approve this option.</p> <p>This would ensure that the vacancy is filled quickly with no additional time, resource or cost implications and the Rest of England and Wales constituency would maintain continuity of representation on the council of governors.</p>

Report to the Council of Governors				
Title:	Membership Engagement			
Agenda item:	7.1			
Sponsor:	David French, Chief Executive Officer			
Author:	Sam Dolton, Events and Membership Officer			
Date:	26 April 2023			
Purpose	Assurance or reassurance	Approval	Ratification	Information Y
Issue to be addressed:	Information about engagement with Trust members supports the Council of Governors in their role.			
Response to the issue:	This report aims to update the council on Trust membership and recent and planned engagement activities.			
Implications: (Clinical, Organisational, Governance, Legal?)	This report provides engagement information, there are no specific implications.			
Risks: (Top 3) of carrying out the change / or not:	This report is provided for the purpose of information.			
Summary: Conclusion and/or recommendation	This report is provided for the purpose of information.			

Overview of engagement

Membership engagement has continued over the last three months, mainly through digital channels.

The February *Connect* membership newsletter was sent to all public members who we have an email address for and included full coverage of HRH The Princess Royal's visit to Princess Anne Hospital, as well as updates from across the Trust and details of projects which members can get involved in.

We had planned to produce a virtual event focusing on the prevention and treatment of type 2 diabetes, but due to ongoing industrial action this event has had to be postponed twice. It has now been rescheduled for 3 May 2023.

At the end of February we hosted a virtual event with South Central Ambulance Service NHS Foundation Trust (SCAS) on heart health. The agenda included a presentation from Mark Ainsworth-Smith MBE, consultant pre-hospital care practitioner, SCAS, on the signs and symptoms of heart attack and cardiac arrest, followed by Richard Jabbour, consultant interventional cardiologist, UHS, looking at an introduction to interventional cardiology. There were also introductions to each speaker from Loretta Light, governor, Oxfordshire constituency, SCAS and Kelly Lloyd from UHS. This was the best attended virtual event we have produced so far and feedback has been very positive, with attendees finding the session informative and delivered in an easy to understand language and tone suitable for non-clinicians.

We also sent two targeted emails to smaller sections of our database. In January the University of Southampton hosted their Annual Wade Lecture in person and online, with Professor Sharon Peacock CBE, executive director and chair of the COVID-19 Genomics UK (COG-UK) consortium discussing the science behind the waves of SARS-CoV-2 variants, the technology that helped us detect them and the impact this had on vaccinations. Given the subject matter the University of Southampton allowed us to extend the invitation to public members who had registered for our virtual event on *Next steps for COVID-19 vaccination* in December 2021.

In March our experience of care team relaunched the Youth and Young Adult Ambassador Groups, so we directly invited our public members under the age of 25 to join. The first meeting of the groups was held in person at the end of the month and was attended by 17 young people in total.

In other communications, the clinical research team at UHS recently launched a new digital magazine, so the first issue was sent to all public members who we have an email address for in January.

Connect newsletter

Connect edition	Date sent	Sent to	Bounces	Opens*
February 2023	24/02/2023	2922	48	49%

Virtual event

<u>Virtual event</u>	<u>Date held</u>	<u>Pre-registrations</u>	<u>Peak live audience</u>	<u>Recording views*</u>
Heart health	28/02/2023	357 (207 UHS members)	111	229

Targeted campaigns

Email	Date sent	Sent to	Bounces	Opens*
Invitation to the Annual Wade Lecture	26/01/2023	99	0	77%
Invitation to join Youth/Young Adult Ambassador Groups	03/03/2023	122	2	59%

Other

Email	Date sent	Sent to	Bounces	Opens*
UHS Clinical Research Magazine – Issue One	25/01/2023	2913	19	50%

* All open rates and recording views as of 18 April 2023

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, particularly during industrial action to advise our community on using services appropriately and making everyone aware of alternatives to our emergency department such as NHS 111, the Urgent Treatment Centre at Royal South Hants Hospital and the Healthier Together app for children. Other content with high engagement included:

Royal visit at Princess Anne Hospital

In February HRH The Princess Royal marked 42 years of opening Princess Anne Hospital with a surprise visit.

102,746 impressions 17,067 engagements

Milk bank issues plea for donors

The Southampton Donor Milk Bank launched an appeal for donors as milk reserves are running low.

44,794 impressions 8,473 engagements

UHS the first UK Hospital Trust to implant novel heart failure device

We became the first Hospital Trust in the UK to fit a heart failure patient with a novel sensor that can give clinicians an early warning about a deterioration in their condition.

40,801 impressions 4,670 engagements

Professor Saul Faust receives OBE

Professor Saul Faust, consultant paediatrician and director of the NIHR Southampton Clinical Research Facility, has received an OBE from the Prince of Wales, which recognises his leading role in the national COVID-19 vaccination programme

30,383 impressions 2,511 engagements

Governor updates

Weekly updates and a round-up of the key staff briefing messages are continuing to be sent, including regular updates on how the Trust has been managing industrial action. Governors have been encouraged to share key messages on social channels to help us manage demand for services effectively.

Overview of membership

Member analysis

	Number of members	18 - 60	60 - 74	75+
Apr 2022	8210	2285	2222	3703
Jun 2022	8207 ↓	2308	2192	3707
Oct 2022	8174 ↓	2358	2156	3657
Jan 2023	8134 ↓	2346	2109	3679
Apr 2023	8098 ↓	2346	2079	3673

Ethnicity breakdown (and number of new members since 25 January 2023)	
White - English, Welsh, Scottish, Northern Irish, British	7079 (35)
White - Irish	7
White - Gypsy or Irish Traveller	0
White - Other	76 (3)
Mixed - White and Black Caribbean	3
Mixed - White and Black African	8 (1)
Mixed - White and Asian	5 (1)
Mixed - Other Mixed	44
Asian or Asian British - Indian	64
Asian or Asian British - Pakistani	14 (1)
Asian or Asian British - Bangladeshi	10
Asian or Asian British - Chinese	12 (1)
Asian or Asian British - Other Asian	200
Black or Black British - African	36
Black or Black British - Caribbean	3
Black or Black British - Other Black	74
Other Ethnic Group - Arab	7
Other Ethnic Group - Any Other Ethnic Group	53
Not stated	403 (4)

Member recruitment

Since the last Council of Governors meeting on 25 January 2023, 46 new members have joined the Trust. Recruitment has been driven by publicising our virtual events on social channels through partner organisations.

Conclusion

Our immediate focus is to:

- Continue virtual health education events, with the next one on 3 May focusing on the prevention and treatment of type 2 diabetes.
- Produce editions of *Connect* this month and in June 2023.
- Co-ordinate the UHS stall at upcoming summer events, including Love Where You Live, Mela and Pride.
- Support the delivery of Council of Governor elections in the New Forest, Eastleigh and Test Valley constituencies and three staff constituencies.

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.

Appendices

- None