

## Agenda Council of Governors

<b>Date</b>	31/01/2024
<b>Time</b>	14:00 - 16:15
<b>Location</b>	Conference Room, Heartbeat/Microsoft Teams
<b>Chair</b>	Jenni Douglas-Todd

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

14:00

### **2 Declarations of Interest**

14:01

### **3 Minutes of Previous Meeting**

14:02

Approve the minutes of the previous open meeting held on 26 July 2023.

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

14:03

### **5 Strategy, Quality and Performance**

#### **5.1 Hampshire Together Consultation (Oral Update)**

14:04

Receive the update

Sponsor: David French, Chief Executive Officer

Attendees: Martin De Sousa, Director of Strategy and Partnerships and Kelly Kent, Head of Strategy and Partnerships

#### **5.2 Chief Executive Officer's Performance Report**

14:19

Receive and note the report

Sponsor: David French, Chief Executive Officer

### **Break**

14:39

### **6 Governance**

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

14:49

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

Sponsor: Jenni Douglas-Todd, Trust Chair

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

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

14:54

Approve the Annual Business Plan for 2024/25

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

Attendee: Karen Russell, Council of Governors' Business Manager

- 6.3**  
14:57 **Audit and Risk Committee Terms of Reference**  
Provide feedback on the proposed changes before presentation to the Board of Directors  
Sponsor: Keith Evans, Audit and Risk Committee Chair  
Attendee: Craig Machell, Associate Director of Corporate Affairs and Company Secretary
- 6.4**  
15:02 **Governor Attendance at Council of Governors' Meetings**  
Review governor attendance at Council of Governors' meetings  
Sponsor: Sponsor: Jenni Douglas-Todd, Trust Chair  
Attendee: Craig Machell, Associate Director of Corporate Affairs and Company Secretary
- 6.5**  
15:07 **Chair and Non-Executive Director Appraisal Process**  
Approve the Chair and Non-Executive Director Appraisal Process  
Sponsor: Jenni Douglas-Todd, Trust Chair  
Attendee: Steve Harris, Chief People Officer
- 6.6**  
15:22 **Non-Executive Director Appointment**  
Approve the Non-Executive Director Recruitment Process  
Sponsor: Jenni Douglas-Todd, Trust Chair  
Attendee: Steve Harris, Chief People Officer
- 7**  
**Membership Engagement and Governor Activity**
- 7.1**  
15:37 **Membership Engagement**  
Receive and note the report  
Sponsor: David French, Chief Executive Officer  
Attendee: Sam Dolton, Events and Membership Officer
- 7.2**  
15:47 **Governors' Nomination Committee Feedback**  
Chair: Jenni Douglas-Todd, Trust Chair
- 7.3**  
15:52 **Feedback from Strategy and Finance Working Group**  
Chair: Mandy Fader
- 7.4**  
15:57 **Feedback from Patient and Staff Experience Working Group**  
Chair: Sandra Gidley
- 7.5**  
16:02 **Feedback from Membership and Engagement Working Group**  
Chair: Kelly Lloyd
- 8**  
16:07 **Review of Meeting**  
Review and feedback on the content of this meeting  
Sponsor: Jenni Douglas-Todd, Trust Chair
- 9**  
16:11 **Any Other Business**  
Raise any relevant or urgent matters that are not on the agenda
- 10**  
16:14 **Date of Next Meeting: 1 May 2024**  
Note the date of the next meeting

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

<b>Date</b>	26 July 2023	
<b>Time</b>	14.50-16.25	
<b>Location</b>	Conference Room, Heartbeat Education Centre and Microsoft Teams	
<b>Chair</b>	Jenni Douglas-Todd, Trust Chair	
<b>Present</b>	Jenni Douglas-Todd, Trust Chair	JDT
	Theresa Airiemiokhale, Elected, Southampton City	TA
	Shirley Anderson, Elected, New Forest, Eastleigh and Test Valley	SA
	Katherine Barbour, Elected, Southampton City	KB
	Patricia Crates, Elected, New Forest, Eastleigh and Test Valley	PC
	Dr Nigel Dickson, Elected, New Forest, Eastleigh and Test Valley	ND
	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
	Brian Lovell, Elected, Rest of England and Wales	BL
	Esther O’Sullivan, Elected, New Forest, Eastleigh and Test Valley	EO
	Catherine Rushworth, Elected, Isle of Wight	CR
	Professor Emma Wadsworth, Appointed, Solent University	EW
<b>In attendance</b>	Jessica Burnett, Associate Governor	JB
	Tracey Burt, Minutes	TB
	Sam Dolton, Events and Membership Officer	SD
	Craig Machell, Associate Director of Corporate Affairs and Company Secretary	CM
	Karen Russell, Council of Governors’ Business Manager	KR
	Joe Teape, Chief Operating Officer (for items 5.1 and 5.2)	JT
<b>Apologies</b>	Helen Eggleton, Hampshire and Isle of Wight Integrated Care Board (ICB)	HE
	Professor Mandy Fader, Appointed, University of Southampton	MF
	Lesley Gilder, Elected, Southampton City	LG
	Councillor Edward Heron, Appointed, Hampshire County Council	EH
	Liz Taylor, Elected, Non-Clinical and Support Staff	LT
	Councillor Victoria Ugwoeme, Appointed, Southampton City Council	VU
	Quintin van Wyk, Elected, Rest of England and Wales	QVW

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

The Chair welcomed everyone to the meeting and in particular, the new governors.

## **2 Declarations of Interest**

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

## **3 Minutes of Previous Meeting**

The minutes of the meeting held on 26 April 2023 were **approved** as an accurate record of the meeting.

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

There were no outstanding items.

## **5 Strategy, Quality and Performance**

### **5.1 Chief Executive Officer's Performance Report**

The Chair introduced JT, Chief Operating Officer, who was attending on behalf of David French (DAF), CEO. JT explained that the Chief Executive was unable to join the governors as he had a meeting in Bournemouth to attend but he was keen for them to know that he placed a high degree of importance on the CoG.

JT advised that industrial action was an ongoing challenge and was having a significant impact on the Trust's performance, finances, the care it offered and on staff. A lot of work had needed to be rescheduled, which then impacted on other patients and it was exhausting for the staff who had to keep covering extra work. However, they had coped well and he was proud of the way teams had stepped up.

He noted that today was the second day of the radiographers' strike, having already had consultant and junior doctor strikes.

He said that there was constant challenge regarding the Trust's performance and whilst UHS was not leading the way, compared to other major teaching hospitals, it was generally mid-pack. Also, the Trust was concerned to try not to exhaust teams on the front line and was constantly looking for new ways to deliver services.

New capacity was being built and included two new wards and two additional theatres. There had also been investment in diagnostic equipment, digital infrastructure and backlog maintenance, including the refurbishment of staff rooms. A Wellbeing Hub and a roof garden at the Princess Anne Hospital, had also been opened for staff.

The Trust faced a serious financial position with a planned deficit of £26m for 2023/24 and the HIOW ICB had one of the largest deficits in the country. Money, performance and maintaining the quality of care all needed to be kept in balance but some costs, e.g. energy prices and drugs, were outside of the Trust's control.

The Trust had delivered significant levels of additional elective activity, achieving 108% of pre-Covid activity levels but waiting lists continued to rise. Overall the situation was fragile but the Trust was working hard to maintain a balanced position and to keep staff morale up.

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

- teams often came forward with ideas and the Trust was keen to focus on what it could control, e.g. improvement programmes, patient flow and outpatient programmes.

- the Trust had not always been good at looking outwards to see where it could provide external support but was now considering ways in which it could help others in the wider HIOW ICB.
- there had been a press release when the HIOW ICB had gone into the Recovery Support Programme (RSP) and subsequently, NHSE had required Boards to sign undertakings in respect of their obligations under the RSP. The UHS Board was due to sign its undertaking on 27 July 2023.
- the Trust was strongly committed to having a diverse workforce and recognised the changes in society. It was investing time and effort in appropriate training and when recruiting, considered people who could bring appropriate challenge to the organisation.
- all Non-Executive Directors (NEDs) had an EDI objective for 2023/24. At a recent board development day, diversity within the Trust had been considered and how that agenda could be taken forward.
- whilst some of the indicators were improving (e.g. staff sickness), it was important that those at the top of the organisation were mindful of the ongoing challenges and pressures being faced by staff on the ground.
- there was a process in place to maintain contact with patients waiting to start cancer treatment (which had been delayed due to the increased volume of referrals).
- Emergency Department attendances had remained high and the Trust had seen a deterioration in its four-hour performance. It did not have long ambulance delays (meaning that ambulances could be released back into the community) and instead, queued patients on trollies in ED. A detailed performance report would be discussed at the Open Trust Board on 27 July 2023.

**Actions:** 1) JB raised concerns regarding reminder text messages received by patients and JT offered to link with her outside of the CoG to discuss further.  
2) SG noted the performance data related to complaints and JT agreed to ask the team for greater detail.

## 5.2 Corporate Objectives

JT presented the Corporate Objectives 2023/24 which had been approved at Trust Board on 25 May 2023 and were informed by the strategic ambitions set out in 'Our Strategy 2021-25' and incorporated:

- ongoing recovery of the Trust's elective services from the impact of the pandemic facilitated by demand/capacity equilibrium, transformation projects and the Always Improving Strategy.
- building effective clinical networks.
- establishing UHS as an anchor organisation within the community and HIOW ICS.
- continuing to support and retain the Trust's world class workforce.
- delivery of the UHS financial plan for 2023/24 within the wider ICS context.

Through discussions during the annual strategy and transformation planning process, it had been agreed that fewer and more over-arching objectives would be appropriate for 2023/24.

**Action:** The governors agreed that the objectives were a significant improvement compared to those of the previous year and the Chair asked JT to thank the team.

## 6 Governance

### 6.1 Annual Report and Accounts 2022/23 (including the Quality Report)

CM presented the Annual Report and Quality Account 2022/23 which included reports on performance and accountability, the annual governance statement and a report from the Trust's auditor, Grant Thornton UK LLP.

He advised that the Quality Account had been published on 30 June 2023 and that the Annual Report and Accounts had been laid before Parliament on 11 July 2023.

The Chair thanked CM for his work and SD also noted his appreciation.

### 6.2 Non-Executive Director Reappointment

The Chair advised that the first three-year term of office as a NED for Jane Harwood (JH) would come to an end on 30 September 2023. She had met her objectives as a NED and was willing to stand for reappointment for a second, three-year term. The Governors' Nomination Committee (GNC) had recommended her reappointment at a meeting on 10 July 2023.

ND commented that the remuneration package for NEDs (set by NHSE) was not overly generous for the work they did. The Chair advised that under the NHSE remuneration framework, the basic pay of a NED was £13k p.a. with a supplementary payment of £2k p.a. for significant other duties (e.g. committee Chair). In 2020 the CoG at UHS had agreed to pay an additional £1k p.a. to NEDs as an alternative to reimbursement of travel expenses.

The Chair advised that there was a national discussion regarding NED remuneration, particularly in light of other pay discussions that were taking place.

**Decision:** The CoG **approved** the reappointment of JH as a NED for a second three-year term, commencing on 1 October 2023, on the same terms and conditions as her current appointment.

### 6.3 Interim Non-Executive Director Appointment

The Chair advised that Jane Bailey (JB), NED, had resigned from her role as a NED at UHS with effect from 31 July 2023 to take up a position as Deputy Chair at a London hospital.

It was proposed that Femi Macaulay (FM), who had been an Associate NED at UHS since 17 January 2022 be appointed as an interim NED until the recruitment process for a new NED had been completed. It would ensure that committees remained quorate and that there was time to consider the balance of skills and experience amongst Board members.

FM had indicated that he would be willing to take on the role of a NED, on an interim basis, as outlined. At their meeting on 10 July 2023, the GNC had recommended to the CoG that they:

- approve the appointment of FM as an interim NED for an initial period of six months commencing 1 August 2023 on the standard terms and conditions applicable to NED appointments.
- approve the reappointment of FM as an Associate NED from 1 February 2024 for the remainder of his current term of office as an Associate NED.

The Chair noted the benefits of having a full suite of NEDs (rather than any Associate NEDs) and advised that the intention was to recruit two NEDs (which would have no additional financial implications).

SG advised that she did not support the recommendation from the GNC but agreed that it was a practical way forward and that FM may feel he had more right to speak up as a NED (rather than as an Associate NED).

KB declined to vote as she had not seen FM contribute during meetings. KL noted that since FM had received feedback, his confidence had grown and his contributions increased.

**Decision:** The CoG **approved** the appointment of FM as an interim NED for six months, commencing on 1 August 2023, as outlined above.

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

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

At the time of review, three governors had failed to attend two successive CoG meetings, due to reasons beyond their control, of which the Chair was aware.

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

### **7 Membership Engagement and Governor Activity**

#### **7.1 Membership Engagement**

SD introduced the membership engagement report. He felt that it had been a positive period and he thanked governors for their contributions to membership engagement. He advised that the team had attended a number of community events which had included:

- the Eastleigh Mela Festival where around half the people who had signed up for membership had been under the age of 40. Unfortunately, the Southampton Mela had been cancelled due to bad weather.
- a Love Where You Live event in Clovelly Road. The team would also be attending a Love Where You Live event in Weston on 12<sup>th</sup> August.
- a Southampton Play Day for children which had provided a good opportunity for the team to speak to parents, while their children played.

The team would also be attending Southampton Pride in late August, a men's health event at the end of September and freshers' events. The winter months would see an increase in virtual events and SD said that he would welcome ideas for events that helped members to look after their own health and the health of others.

TA advised that she had attended the Young Carers' Festival with SD. She said that the stall had been excellent and that it had been good to see the young people interacting with the games. She recommended that similar, interactive activities, were included on membership stalls in the future.

KL felt that it would be useful to contact new members, after a few months, to see if membership was meeting their expectations.

The ethnic breakdown of members was noted and whilst it was felt that membership was moving in the right direction, it was suggested that the demographic of people attending events should be considered carefully. ND said that it might be helpful to compare that data with the hospital's inpatient/outpatient data.

## **7.2 Annual Members' Meeting Update**

SD advised that the Annual Members' Meeting would be held on 10 October from 5.30 to 7.30 p.m. and that it would be virtual.

DAF, CEO and Serena Gaukroger-Woods, Head of Quality and Assurance would be present and the first half would focus on the Trust's annual report and accounts. Following feedback from last year's meeting, more time had been allowed for Q&As.

KL would also provide a membership update and the team was considering an innovative topic for the last session, which would appeal to a wide audience.

## **7.3 Governors' Nomination Committee Feedback**

The Chair advised that there was nothing further to feed back, that had not already been mentioned during the meeting.

## **7.4 Feedback from the Strategy and Finance Working Group**

EO advised that Adrian Byrne, Director of Informatics Management had attended and had discussed:

- My Medical Record.
- that only a select cohort of patients could see their personal health records and the Trust was keen to expand that service to others.
- that there was a need for product development.
- that it had not been possible to integrate systems across the HIOW ICS.
- there had been no engagement from community hospitals with My Medical Record.

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

SG advised that Vicky Purdie, Head of Patient Safety and Patient Safety Incident Response Framework (PSIRF) Lead, had attended the first half of the meeting. She had talked about the implementation of PSIRF which was a national initiative that put a greater emphasis on quality and the reasons why an incident had occurred, rather than who was to blame for it.

During the second part of the meeting, Steven Harris (SH), Chief People Officer and Ceri Connor, Director of OD, Inclusion, Training and Development, had talked about the staff survey results and some of the work being done around those.

SH advised that UHS had performed well against other hospitals in a number of areas and had been ranked 7<sup>th</sup> nationally as the best place to work. 92% of staff had said that they had not experienced harassment or bullying at work, which meant that 8% had and the Trust was taking that very seriously. 54% had experienced violence at work, which was also a concern.



However, staff felt trusted to do their job and felt that they made a difference to patients.

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

KL advised that only she and VU had attended the meeting. Mark Turnball, from the Cost Improvement and Transformation Team had attended and talked about the work he was involved with.

VU had discussed the work she was doing at Southampton City Council and was keen to collaborate with the hospital on a community health event.

**8 Review of Meeting**

Governors felt that the closed session with the NEDs had been valuable but expressed some uncertainty about how much they could delve into what was said. The governors felt that some deep dives into topics would be useful.

**9 Any Other Business**

The Chair reminded governors that the terms of office for KL, SA, SH and ND were coming to an end. She hoped that the first three would stand for re-election but advised that ND would be standing down.

She thanked him for the wealth of experience, insight and time he had given to the governors and said that she had greatly enjoyed working with him. In response, ND said that he had thoroughly enjoyed his three years. He also commented that whilst the governors gave their time voluntarily, the executives and NEDs (who were good people) worked above and beyond the remuneration they received.

**10 Date of Next Meeting - 18 October 2023**

The next meeting of the CoG would be held on 18 October 2023.



Agenda item	Assigned to	Deadline	Status	
Council of Governors 26/07/2023 5.1 Chief Executive Officer's Performance Report				
1005	Concerns regarding text messages received by patients	● Joe Teape	31/01/2024	■ Completed
	<i>Explanation action item</i> JB raised concerns regarding reminder text messages received by patients. JT offered to link with her outside of the CoG to discuss further.  The concerns raised were addressed and a full response was provided to JB and the CoG on 29 August 2023.			
1006	Complaints Data	● Joe Teape and Karen Russell	31/01/2024	■ Completed
	<i>Explanation action item</i> SG asked for further detail regarding performance data relating to complaints. JT agreed to request this.  As requested by JT, a copy of the Annual Complaints Report 2022/23 was circulated to the governors on 16 October 2023.			
Council of Governors 26/07/2023 5.2 Strategic Objectives				
1007	Corporate Objectives	● Joe Teape and Karen Russell	31/01/2024	■ Completed
	<i>Explanation action item</i> The CoG agreed that the objectives were a significant improvement compared to those of the previous year and the Chair asked JT to thank the team.  JT confirmed that this has been done and the CoG was advised on 16 October 2023.			

Report to the Council of Governors				
<b>Title:</b>	Chief Executive Officer's Performance Report			
<b>Agenda item:</b>	5.2			
<b>Sponsor:</b>	David French, Chief Executive Officer			
<b>Author:</b>	Sam Dale, Associate Director of Data and Analytics			
<b>Date:</b>	31 January 2024			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  Y
<b>Issue to be addressed:</b>	Information about Trust performance supports the Council of Governors in their role.			
<b>Response to the issue:</b>	This report is intended to inform the Council of Governors about aspects of the Trust's performance.			
<b>Implications:</b>	This report provides performance information relating to a broad range of Trust services and activities. There are no specific implications.			
<b>Risks:</b>	This report is provided for the purpose of information.			
<b>Summary:</b>	This report is provided for the purpose of information.			

# UHS Council of Governors January 2024

## Chief Executive's Performance Report

### 1. Purpose and Context

The purpose of this report is to summarise the Trust's performance against a range of key indicators. Where available, this report covers data from the period October to December 2023, noting that some performance data is reported further in arrears and therefore unavailable.

Whilst the statistics reflect that this has been an extremely challenging period for the NHS and the Trust, Southampton Hospital has continued to make positive progress in a number of areas of performance and benchmark well against peer teaching hospitals. Notable features of the period include:

- An extremely difficult financial environment as the Trust reports and forecasts a financial deficit whilst maintaining its elective recovery programmes throughout winter.
- The financial and operational impact of industrial action as staff strive to maintain continuity of service whilst minimising the clinical impact especially on high priority patients.
- A significant number of patients not meeting the criteria to reside at levels recently above 250 patients who continue 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).
- The high volume of attendances to the Emergency Department (averaging 410 patients per day) has continued reflecting an ongoing national trend and significantly impacting four-hour performance.
- Improved performance in key cancer services as the Trust adopts three new national cancer waiting time standards.
- Some recent stability in the RTT waiting list which now stands at 58,031 and positive progress in the targeted reduction of long waiting patients.

### 2. Safety

Infection Control	Target	Oct 2023	Nov 2023	Dec 2023
Clostridium Difficile infection	<=5	6	6	9
MRSA Bacterium infection	0	1	2	1

#### C.difficile

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.

Actions and interventions to support improvements in practice and improved outcomes for patients have continued in Q3 and have included:

- Improving IP&C practices including standards of isolation care.
- Cleanliness standards, particularly cleanliness of commodes
- IPT ward rounds which include a focus on isolation care, equipment cleanliness.

#### MRSA

Actions and interventions to support improvements in practice and improved outcomes for patients have continued in Q3 and have included:

- Infection Prevention Team to undertake MRSA practice reviews of newly colonised MRSA positive patients and ensure decolonisation prescribed and administered, along with other expected practice standards.

- Infection prevention team to update flow chart on how nurses can prescribe Octenisan risk reduction washes on JAC.
- Ensure awareness of patients MRSA status and prescribing of MRSA decolonisation (Chlorhexidine and nasal mupirocin) for patients known to be MRSA positive.
- MRSA Decolonisation to ensure it is prescribed immediately following MRSA positive result.
- Review the process for the commencement of risk reduction washes for patients newly admitted to the unit.
- Review process for the insertion and daily care and review of IV cannula ensuring clear documentation as per agreed trust standards.
- At the time of writing (23 Jan), the Trust is experiencing significant infection outbreaks across multiple areas of the hospital. We are therefore considering restrictions for patient visiting and the re-introduction of face masks in clinical areas.

Safety	Target	Oct 2023	Nov 2023	Dec 2023
Never Events	0	2	1	1
Serious incidents requiring investigation (month in arrears)	N/A	0	1	1
Number of overdue SIRIs (excluding agreed extensions and cases involving Health Safety Investigation Branch)	0	3	3	1
Pressure ulcers category 2 per 1000 bed days	<0.3	0.42	0.29	0.29
Pressure ulcers category 3 per 1000 bed days	<0.3	0.52	0.34	0.12

### Serious Incidents

UHS have had four never events in this quarter; three wrong site surgery within dermatology and one misplaced nasogastric tube. For the wrong site surgery patients, two patients had an unnecessary procedure and one resulted in a larger scar - this resulted in low harm to all three patients. For the misplaced nasogastric tube this resulted in harm to the patient. Harm from long waits continues to be reviewed across the divisions with harm tools being completed this quarter.

### HSMR

Clinical Effectiveness	Target	To Aug 2023	To Sep 2023	To Oct 2023
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)	<=100	85.77	85.48	86.3
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	84.27	84.29	85.23

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

## 3. Patient Experience

### Friends and Family Test (FFT)

Indicator	Target	Oct 2023	Nov 2023	Dec 2023
Inpatients - Negative Score	<5%	0.39%	0.23%	1.09%

Maternity - Negative Score	1.89%	2.33%	0.94%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)			

The response rate for FFT has increased since launching SMS FFT for ED attenders, which has directly contributed to the overall score for the Trust. Inpatient negative scores remain significantly below target with a majority of positive scores across all areas.

Across inpatient and maternity, feedback responses are often linked to staffing levels with a large portion of negative comments stating that the staff were great but too stretched which directly impacted experience of care.

## Complaints

Indicator	Target	Oct 2023	Nov 2023	Dec 2023
Complaints received for investigation	-	183	58	54
Number of complaints closed in month		226	91	62
Trust average response time for complaints (based on resolved date)	35 days	16	29	22
Complaints returned dissatisfied	<15 per quarter	4	2	1
Parliamentary and Health Service Ombudsman (PHSO) cases upheld, (reported a quarter in arrears)	0	0	0	0

The complaint numbers include 'early resolution complaints', managed by PALS, and 'taking a closer look' complaints managed by the complaints team. The numbers of 'early resolution complaints have fallen since Q2 due to the recategorisation of some complaints to 'everyday conversations'.

## 4. Access Performance

Emergency Access Performance		Oct 2023	Nov 2023	Dec 2023
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	≥95.0%	61.1%	59.5%	60.7%

Attendances to the Emergency Department (ED) have remained high through this period, averaging 420 per day across October, November and December. This, alongside ongoing flow challenges due to the number of patients no longer meeting the Criteria to Reside, means that UHS has seen a deterioration in our four-hour performance.

Although lower than target, we continue to benchmark well against other trusts which demonstrates that this is a national challenge. In both October and November 2023, UHS ranked in the top half of the 20 teaching hospitals that we benchmark against (Type 1 attendances).

Referral to Treatment (RTT)	Target	Oct 2023	Nov 2023	Dec 2023
% incomplete pathways within 18 weeks in month	=>92%	62.26%	62.71%	61.4%
Total patients on a waiting list		59,151	59,075	58,031

The number of patients on the RTT waiting list has shown some stability in recent months despite referral volumes continuing to be above pre-pandemic levels. The proportion of patients who have been waiting over 18 weeks for treatment is in line with other teaching hospitals, with UHS within the top quartile in October and November 2023.

UHS continues to make progress in treating our long waiting patients. At the time of writing UHS has zero patients waiting over two years for treatments and low volumes of complex patients now waiting over 78 weeks. With the exception of a small cohort of ophthalmology patients impacted by corneal transplant supply issues, we are targeting zero patients waiting over 65 weeks by March-24.

Cancer	Target	Sep 2023	Oct 2023	Nov 2023
Urgent GP referrals seen in 2 weeks	=>93%	76.47%	89.20%	88.90%
Diagnosis within 28 days	>=75%	83.28%	84.95%	85.35%
Treatment started within 62 days of urgent GP referral	=>85%	69.50%	68.20%	73.63%

As a specialist teaching hospital, our cancer services are under pressures not seen in other Wessex region hospitals, but replicated in other national, acute, teaching hospitals. Cancer referrals continue to remain high compared to pre-COVID levels and in 2023/24 average monthly referrals are 8% higher than seen in 2022/23.

Nevertheless, recent performance against the current cancer waiting time standards has been positive as a series of action plans have been successfully delivered in 2023. The Trust ranked 1st for 28day faster diagnosis performance compared to 20 peer teaching hospitals in November 2023 and 2nd for the 62 day standard measuring time from referral to first treatment.

## 5. Finance

The financial environment remains extremely challenging for UHS with the trust reporting a year-to-date deficit of £23m at the end of Q3 (April 2023 – Dec 2023).

In year, the challenge of managing industrial action coupled with increasing demand has put a significant strain on the trust. Industrial action has not only had a direct financial impact of increased backfill costs (particularly for consultants needing to cover junior doctor rota gaps) and lost income (due to suppressed elective activity) but there has been an opportunity cost of clinical and management time whereby significant planning has been required to ensure the hospital continued to function safely. Although there has been some central funding provided for managing these pressures, the impact on UHS should not be underestimated.

Surge capacity (unfunded extra beds) has been required across all months of the financial year which has been particularly driven by non-criteria to reside numbers increasing to peaks of 270. Mental health patient demands have also increased noticeably from 2022/23 for which patients require enhanced levels of support often at a significant cost premium to the trust.

Despite these pressures however the Trust has continued to ensure value for money remains an organisational priority with £45m of savings achieved YTD particularly focused on transforming services under the three workstreams of theatre optimisation, outpatients and inpatient flow.

The Trust also continues to overperform on the elective recovery target which supports financial sustainability via increased tariff income and also helps support waiting list reduction targets. Currently 116% of 2019/20 levels of elective, daycase and outpatient first attendances are being delivered compared to an original target of 113%. This target has subsequently been reduced to 109% as an offset for industrial action pressures. YTD this has generated over £11m of additional income for the Trust.

Further to this the Trust remains on target to spend its full capital allocation for 2023/24 totalling over £50m. This continued investment in capacity, digital and infrastructure helps support continued ongoing financial sustainability and efficiency improvements that provide foundations for the future.

Delivery of the Trust’s annual plan of £26m deficit does however require a step change in financial improvement across Q4. For this reason, the Trust has taken additional measures in recent months, primarily around the level of external recruitment, to help stabilise the financial position and support the delivery of the required annual plan. This is important not only for in year delivery but to ensure the Trust is on a sustainable footing ready for 2024/25 particularly with regards to cash which is used to support the ongoing capital expenditure plan.

Despite the scale of this challenge we do continue looking forward with optimism that our investments in infrastructure and transformation provide the “foundations for the future”, including sustainable finances, and support us to deliver “world class people, delivering world class care” as outlined in our strategy.

## 6. Human Resources and Workforce

Indicator	Target	Q2 23-24	Q3 23-24
Staff recommend UHS as a place to work	-	6.9	N/A
Staff survey engagement score	-	7.0	N/A

Q3 is the annual staff survey and results are under embargo until end of March/early April and are therefore unavailable.

Indicator	Target	Oct 2023	Nov 2023	Dec 2023
Staff Turnover (internal target; rolling 12 month)	<=13.6%	11.81%	11.50%	11.47%
Sickness absence 12 month rolling (internal target)	<=3.9%	3.72%	3.74%	3.69%

### SICKNESS:

The current rolling sickness rate as of December 2023 is 3.7% which reflects a continued downtrend from January 2023. The sickness target for 23/24 is <3.9%. Covid prevalence has decreased over the last 12 months, however, Covid increased by 0.2% in December 2023.

### TURNOVER:

Turnover (12 month rolling average) has been on a downward trend since January 2023, and is currently at 11.5% keeping the Trust’s turnover below the 23/24 target of <13.6%. In December 2023 there were 99.5 WTE leavers, which is 28.5 WTE higher than November 2023.



Report to the Council of Governors				
Title:	Governors' Nomination Committee Terms of Reference			
Agenda item:	6.1			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Craig Machell, Associate Director of Corporate Affairs and Company Secretary and Karen Russell, Council of Governors' Business Manager			
Date:	31 January 2024			
Purpose	Assurance or reassurance	Approval  Y	Ratification	Information
Issue to be addressed:	The Governors' Nomination ( <b>GNC</b> ) Terms of Reference ( <b>ToRs</b> ) should be reviewed regularly, and at least once annually, to ensure that they reflect the purpose and activities of the GNC.			
Response to the issue:	Following review, a few minor grammatical changes are proposed to the GNC ToRs. An additional change to paragraph 7.3.1 relating to remuneration for chairs and non-executive directors was agreed at the GNC meeting on 22 January 2024. A revised draft of the ToRs is attached for review and recommendation to the Council of Governors ( <b>CoG</b> ) for approval.			
Implications: (Clinical, Organisational, Governance, Legal?)	The terms of reference ensure that the purpose and activities of the GNC are clear and support transparency and accountability in the performance of its role.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> <li>1. Non-compliance with the National Health Service Act 2006 and The NHS Foundation Trust Code of Governance.</li> <li>2. Non-compliance with the Trust's constitution relating to the appointment of the chair and non-executive directors and the composition of the GNC.</li> <li>3. The CoG and the GNC may not function as effectively without terms of reference in place.</li> </ol>			
Summary: Conclusion and/or recommendation	Following recommendation by the GNC at its meeting on 22 January 2024, the CoG is requested to approve the proposed changes to the GNC terms of reference.			

## Governors' Nomination Committee Terms of Reference

Version: 4

Date Issued:	<del>17 January 2023</del>
Review Date:	<del>January 2024</del> <u>January 2025</u>
Document Type:	Committee Terms of Reference

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## 1. Role and Purpose

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

## 2. Constitution

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

## 3. Membership

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

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

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

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

#### **5. Frequency of Meetings**

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

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

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

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

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

##### ***Nomination Role***

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

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

### **Remuneration and Evaluation Role**

7.3 The Committee will:

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

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

## 8. Accountability and Reporting

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

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

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

## 10. References

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

### Document Monitoring Information

Approval Committee: Council of Governors

Date of Approval: 14 December 2022

<b>Responsible Committee:</b>	Governors' Nomination Committee
<b>Monitoring (Section 9) for Completion and Presentation to Approval Committee:</b>	January 2022
<b>Target audience:</b>	Council of Governors, Governors' Nomination Committee, NHS Regulators, Staff and Public
<b>Key words:</b>	Nomination, Remuneration, Appointment, Committee, Council of Governors, Non-Executive Director, Terms of Reference
<b>Main areas affected:</b>	Trust-wide
<b>Summary of most recent changes if applicable:</b>	Membership and attendees
<b>Consultation:</b>	Chief People Officer
<b>Number of pages:</b>	6
<b>Type of document:</b>	Committee Terms of Reference
<b>Does this document replace or revise an existing document?</b>	Yes
<b>Should this document be made available on the public website?</b>	Yes
<b>Is this document to be published in any other format?</b>	No

Report to the Council of Governors				
<b>Title:</b>	<b>Council of Governors' Annual Business Plan 2023/24</b>			
<b>Agenda item:</b>	<b>6.2</b>			
<b>Sponsor:</b>	<b>Jenni Douglas-Todd, Trust Chair</b>			
<b>Author:</b>	<b>Karen Russell, Council of Governors' Business Manager</b>			
<b>Date:</b>	<b>31 January 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		Y		
<b>Issue to be addressed:</b>	The Council of Governors (CoG) is required to review its Business Plan on an annual basis prior to the commencement of the new financial year, to ensure that its duties and responsibilities are conducted as required in a timely manner.			
<b>Response to the issue:</b>	The Annual Business Plan for 2024/25 is attached for approval.			
<b>Implications:</b> (Clinical, Organisational, Governance, Legal?)	This will ensure that the council of governors continues to conduct its business as required in accordance with current rules and practice.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	<ol style="list-style-type: none"> <li>1. Non-compliance with the National Health Service Act 2006 and The NHS Foundation Trust Code of Governance.</li> <li>2. Non-compliance with the Trust's constitution and the Standing Orders for the Practice and Procedure of the Council of Governors.</li> </ol>			
<b>Summary: Conclusion and/or recommendation</b>	The Council of Governors is requested to approve the Annual Business Plan for 2024/25.			



**Council of Governors' Annual Business Plan - 2024/25**

Agenda Item	May 2024	July 2024	October 2024	January 2025	Required Action
<b>Reports from Executives/Trust Management</b>					
Chief Executive Officer's Report	✓	✓	✓	✓	Receive
Operating Plan	✓				Review and Feedback
Draft Quality Priorities				✓	Review and Feedback
Draft Annual Report (including Quality Accounts)	✓				Review and Feedback
Non-NHS Activity	✓				Approve
Corporate Objectives	✓				Review and Feedback
Annual Report and Accounts (including the Quality Report)		✓			Receive
External Auditor's Report on the Annual Accounts		✓			Receive
Performance of the External Auditor		✓			Receive
Membership Strategy		✓			Approve
Annual Members' Meeting update		✓			Receive
<b>Council of Governors' Business</b>					
Governors' Nomination Committee Feedback	✓	✓	✓	✓	Receive/Approve
Feedback from the CoG Working Groups	✓	✓	✓	✓	Receive
Membership Engagement Update	✓	✓	✓	✓	Receive
Review of Meeting (before AoB)	✓	✓	✓	✓	Discussion
Annual Business Plan				✓	Approve
Audit and Risk Committee Terms of Reference				✓	Review and Feedback
Governors' Nomination Committee Terms of Reference				✓	Approve
Chair and Non-Executive Director Appraisal Process				✓	Approve
Review of Trust's Constitution		✓			Approve
Review Terms of Reference - Council of Governors	✓				Approve
Review Terms of Reference - Council of Governors' Working Groups	✓				Approve
Governors' Election	✓				Information
Outcome of Chair Appraisal		✓			Receive
Outcome of Non-Executive Directors' Appraisals		✓			Receive
Strategy Day Planning			✓		Information
<b>As Required</b>					
Chair's Appointment and Reappointment					Approve
Non-Executive Director Appointment and Reappointment					Approve
Approve Chief Executive Officer Appointment					Approve
Care Quality Commission Reports and Recommendations					Information
Appointment of the External Auditors					Approve
Terms & Conditions - Chair and Non-Executive Directors					Approve
Non-Executive Directors' Additional Commitments					Information
Governor Attendance at Council of Governors' Meetings					Approve
Governor Vacancies					Approve
Appointment of Deputy Chair/Senior Independent Director					Approve/Consult
Increase of non-NHS income in any financial year by 5% or more					Approve
Policy for the composition of the Council of Governors					Approve
Policy for the composition of the Non-Executive Directors					Approve
Appointment of Lead Governor/Deputy Lead Governor					Approve

Report to the Council of Governors				
<b>Title:</b>	<b>Audit and Risk Committee Terms of Reference</b>			
<b>Agenda item:</b>	<b>6.3</b>			
<b>Sponsor:</b>	<b>Keith Evans, Chair of Audit and Risk Committee</b>			
<b>Author:</b>	<b>Craig Machell, Associate Director of Corporate Affairs and Company Secretary</b>			
<b>Date:</b>	<b>31 January 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		<b>X</b>		
<b>Issue to be addressed:</b>	The terms of reference for all Board committees should be reviewed regularly, and at least once annually, to ensure that these reflect the purpose and activities of each committee. The Code of Governance for NHS Provider Trusts requires that Council of Governors is consulted on the terms of reference. The terms of reference are approved by the Board of Directors.			
<b>Response to the issue:</b>	<p>It is proposed to add the following paragraph to reflect the new requirements of the Code of Governance, which applies from April 2023:</p> <p>7.4.4 The Committee will provide advice, where requested by the Board, on whether the annual report and accounts, taken as a whole, are fair, balanced and understandable, and provide the information necessary for stakeholders to assess the Trust's position and performance, business model and strategy.</p> <p>No other changes are proposed.</p>			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	The terms of reference ensure that the purpose and activities of the Audit and Risk Committee are clear and support transparency and accountability in the performance of its role and comply with The NHS Foundation Trust Code of Governance.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	<ol style="list-style-type: none"> <li>1. Non-compliance with the National Health Service Act 2006, the Code of Governance for NHS Provider Trusts and the Trust's constitution relating to the composition of Board committees.</li> <li>2. Non-compliance with the Trust's standing financial instructions and policies relating to the specific responsibilities of the Audit and Risk Committee.</li> <li>3. The Board of Directors and the committee may not function as effectively without terms of reference in place.</li> </ol>			
<b>Summary: Conclusion and/or recommendation</b>	The Council of Governors is requested to provide any feedback on the proposed changes to the terms of reference prior to their submission to the Board of Directors for approval.			

**Audit and Risk Committee Terms of Reference** Version: **56**

Date Issued: ~~31 January 2023~~ 31 January 2024  
 Review Date: ~~[31] January 2024~~ 2025  
 Document Type: Committee Terms of Reference

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## 1. Role and Purpose

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

## 2. Constitution

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

## 3. Membership

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

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

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

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

#### **5. Frequency of Meetings**

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

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

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

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

## **7. Duties and Responsibilities**

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

### **7.1 *Integrated Governance, Risk Management and Internal Control***

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

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

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

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

### **7.2 *Internal Audit***

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

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

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

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

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

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

### **7.3 *External Audit***

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

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

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

#### **7.4 Financial Reporting**

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

- 7.4.4 The Committee will provide advice, where requested by the Board, on whether the annual report and accounts, taken as a whole, are fair, balanced and understandable, and provide the information necessary for stakeholders to assess the Trust's position and performance, business model and strategy.

#### **7.5 Counter Fraud**

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

#### **7.6 Raising Concerns/Freedom to Speak Up**

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

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

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

## **8. Accountability and Reporting**

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

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

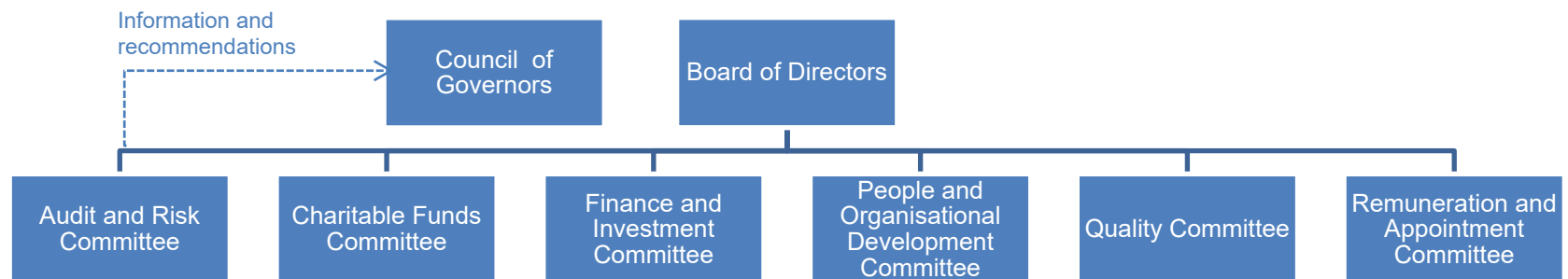
- 9.1 At least once a year the Committee will review its collective performance and its terms of reference. Any proposed changes to the terms of reference will be recommended to the Board for approval in consultation with the council of governors.

## **10. References**

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



## Appendix A



## Document Monitoring Information

Approval Committee:	Board of Directors
Date of Approval:	<del>TBC</del> <u>[31] January 2024</u>
Responsible Committee:	Audit and Risk Committee
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	January <del>2024</del> <u>2025</u>
Target audience:	Board of Directors, Audit and Risk Committee, NHS Regulators, Staff and Public
Key words:	Audit, Risk, Committee, Board, Terms of Reference
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	<del>Amendment to para 3.2.</del> <u>Addition of para 7.4.4</u>
Consultation:	Council of Governors, Internal Audit, External Audit, Counter Fraud
Number of pages:	8
Type of document:	Committee Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	Yes
Is this document to be published in any other format?	No

Report to the Council of Governors				
Title:	Governor attendance at Council of Governors' Meetings			
Agenda item:	6.4			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors Business Manager			
Date:	31 January 2024			
Purpose	Assurance or reassurance	Approval	Ratification	Information
		Y		
Issue to be addressed:	<p>Under the Trust's constitution (paragraph 2.1 of Annex 5) if a governor fails to attend two successive meetings of the council of governors, his or her tenure of office is to be immediately terminated by the council of governors (<b>CoG</b>) unless the CoG is satisfied that:</p> <ul style="list-style-type: none"> <li>the absences were due to reasonable cause; and</li> <li>he/she will be able to attend meetings of the CoG within such a period as the CoG considers reasonable.</li> </ul> <p>Following the recent review, there was one governor who had failed to attend two successive ordinary meetings of the CoG. Reasons for non-attendance were provided and were due to reasonable causes.</p>			
Response to the issue:	<p>In order to ensure that the CoG considers the situation when a governor fails to attend two successive ordinary meetings of the CoG, the process is for the Chair or Company Secretary contact the governor to understand the reasons for this if these have not already been provided. The Chair or Company Secretary would then provide confirmation to the CoG as to whether this was due to reasonable causes and the governor's ability to attend future meetings. This would also help to identify any steps that the Trust could take to facilitate attendance.</p>			
Implications: (Clinical, Organisational, Governance, Legal?)	<p>This will ensure that governors make every effort to attend CoG meetings and the Trust facilitates attendance of governors at CoG meetings as set out in The NHS Foundation Trust Code of Governance.</p>			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> <li>Non-compliance with the Trust's constitution relating to attendance of CoG meetings.</li> <li>The effective functioning of the CoG by facilitating attendance and participation of governors at CoG meetings.</li> </ol>			
Summary: Conclusion and/or recommendation	<p>The CoG is asked to confirm that it is satisfied that the failure of a current governor to attend two successive meetings of the CoG was due to reasonable causes and that they would be able to attend future meetings within a reasonable period so that no termination of a current governor's tenure of office is required or occurs.</p>			

Report to the Council of Governors				
Title:	Chair and Non-Executive Director Appraisal Process 2023/24			
Agenda item:	6.5			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Steve Harris, Chief People Officer			
Date:	31 January 2024			
Purpose	Assurance or reassurance	Approval  Y	Ratification	Information
Issue to be addressed:	The NHS Foundation Trust Code of Governance requires that the Council of Governors ( <b>CoG</b> ) should take the lead on agreeing a process for the evaluation of the chair and the non-executive directors ( <b>NEDs</b> ). The Governors' Nomination Committee ( <b>GNC</b> ) advises the CoG on that process.			
Response to the issue:	The attached paper sets out the proposed appraisal process for 2023/24.			
Implications: (Clinical, Organisational, Governance, Legal?)	<p>The appraisal process supports the board of directors (<b>Board</b>) in ensuring its overall effectiveness by making sure that any individual or collective development needs are identified and that the chair and non-executive directors continue to have capacity to meet the time commitment required for the role. The outcome of appraisal will also be relevant to any decision by the CoG to reappoint a non-executive director.</p> <p>It should be noted that NHSE are were expected to publish a new board appraisal process as part of the revised Fit and Proper Persons requirements. The new framework has been due since September 23. This has not to date been issued so it is advised to proceed on the basis of the current process.</p>			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> <li>1. Non-compliance with The NHS Foundation Trust Code of Governance.</li> <li>2. The Board may not function as effectively without an effective appraisal process in place for the chair and non-executive directors.</li> </ol>			
Summary: Conclusion and/or recommendation	Following recommendation by the GNC at its meeting on 22 January 2024, the CoG is asked to approve the Chair and NED appraisal process for 2023/24.			

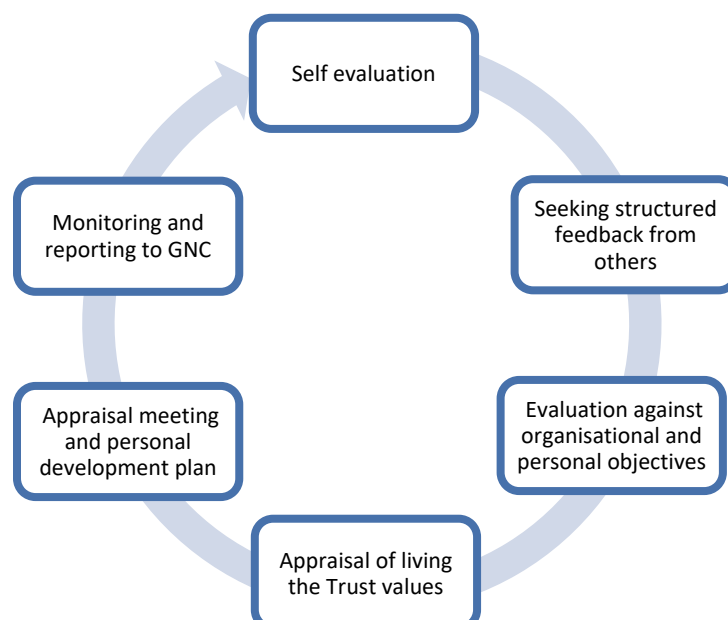
## Chair and Non-Executive Director (NED) Appraisal Process for 2023/24

### 1. Introduction and purpose

- 1.1 The NHS Foundation Trust Code of Governance requires that the Council of Governors (**CoG**) should take the lead on agreeing a process for the evaluation of the chair and the non-executive directors (**NEDs**). The Governors' Nomination Committee (**GNC**) advises the CoG on that process. The results of the appraisals are shared with the GNC and the CoG.
- 1.2 The Trust normally aims to complete the process by 31 March each year.
- 1.3 The new NHS England (**NHSE**) Fit and Proper Person Framework for boards was introduced with effect from 30 September 2023. As yet, NHSE has not published revised guidance in respect of Board appraisal processes including those for Chairs and Non-Executive Directors. It is proposed therefore we proceed with the same process as 2022/23.
- 1.4 This paper sets out the proposed process and timescales for the Chair and NED appraisals for 2023/24.

### 2. Overview of the process

- 2.1 The Chair of the Trust has responsibility for undertaking the appraisals for NEDs. The Chair's appraisal process is conducted by the Senior Independent Director (SID).
- 2.2 Jenni Douglas-Todd, as Trust Chair, will undertake the NED appraisals. Jane Harwood, in her role as SID, will undertake the Chair's appraisal.
- 2.3 The process will aim to:
  - Provide a structured review of performance against personal and organisational objectives set, and the performance of the Trust.
  - Reflect on demonstration of the Trust values.
  - Review attendance at key Trust meetings.
  - Plan for the future, including objective setting for the next year and the identification of a personal development plan.
  - Provide overall reporting and assurance to the GNC and CoG.



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

### 3. NHSE Framework for Chair's appraisal

3.1 NHSE have a national framework for appraisals of Chairs of provider organisations. This requests that Trusts ensure a robust multi-source feedback process is conducted against key areas of performance and competencies (summary in Appendix A). The full framework can be found [here](#).

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

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

### 4. Scope of Appraisal

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

- Jenni Douglas-Todd (Trust Chair)
- Keith Evans (Deputy Chair)
- Jane Harwood (Senior Independent Director)
- Dave Bennett
- Professor Diana Eccles
- Dr Tim Peachey
- Femi Macaulay (Interim NED)

### 5. Proposed process

5.1 The following is proposed as the process for the 2023/24 round of appraisals:

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

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

### 6. Timetable of events

Action	Details	Who	To be completed by
Agree process and timescales with GNC	GNC briefed on process and timescales.	JDT and SH	22 January 2024

<b>Action</b>	<b>Details</b>	<b>Who</b>	<b>To be completed by</b>
Sending out forms	All feedback forms to be sent out to appraisees and to Governors by close of play on 1 February 2024. Feedback forms to be sent to: <ul style="list-style-type: none"> <li>• Governors (Via Lead Governor)</li> <li>• All Executives</li> <li>• All NEDs</li> </ul>	SH	1 February 2024
Seeking feedback	Feedback to be provided to the Chief People Officer, who will collate it.	KL SH	14 February 2024
Booking appraisal meetings	Appraisal meetings to be booked by JDT (KB)	KB	31 January 2024
Appraisal meetings held	JDT to hold appraisal meetings with: <ul style="list-style-type: none"> <li>• Dave Bennett</li> <li>• Professor Diana Eccles</li> <li>• Keith Evans</li> <li>• Jane Harwood</li> <li>• Femi Macaulay</li> <li>• Dr Tim Peachey</li> </ul>	JDT	31 March 2024
	JH to hold appraisal meeting with JDT	JH	31 March 2024
Summary reporting to GNC	SH, JDT and JH to draft a summary report to be shared with GNC covering: <ul style="list-style-type: none"> <li>• Feedback</li> <li>• Areas for development</li> <li>• Objectives going forward</li> </ul> Report to be provided to the GNC by SH, JDT and JH.	SH, JDT and JH	21 April 2024
Reporting to COG	GNC, supported by Chief People Officer and Chair, to provide a summary report and assurance to the CoG.	SH, JDT and JH	1 May 2024
Reporting to NHSE	Summary report to be provided to NHSE in line with framework process.	SH	1 May 2024

## **7. The role of the GNC in assurance and scrutiny**

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

7.3 The CoG will receive assurance from the GNC that appropriate performance appraisal of the Chair and NEDs has taken place.

**8. Recommended next steps**

8.1 Following recommendation by the GNC at its meeting on 22 January 2024, the CoG is asked to approve the Chair and NED appraisal process for 2023/24.

Steve Harris  
Chief People Officer

January 2024



## **Appendix A – Summary of NHSE areas for Chair Appraisal**

- Leading the Board, both in shaping the agenda and managing relationships internally and externally.
- Ensuring the Board sets the Trust's long-term vision and strategic direction and holding Executive Directors to account for delivering the Trust's strategy.
- Creating the right tone at the top, encouraging change and shaping the organisation's culture.
- Building system partnerships and balancing organisational governance priorities with system collaboration (this is becoming more important as organisations move to integrated care systems, prioritising population health in line with the NHS Long Term Plan).

Report to the Council of Governors				
Title:	Non-Executive Director Appointment			
Agenda item:	6.6			
Sponsor:	Jenni Douglas-Todd, Chair			
Author:	Steve Harris, Chief People Officer			
Date:	31 January 2024			
Purpose	Assurance or reassurance	Approval  Y	Ratification	Information
Issue to be addressed:	<p>1. Jane Bailey resigned from her role as a non-executive director (<b>NED</b>) of the Trust with effect from 31 July 2023. There is therefore a vacancy for an independent non-executive director on the board of directors (<b>Board</b>). At their meeting on 26 July 2023, the Council of Governors (<b>CoG</b>) approved a proposal by the Governors' Nomination Committee (<b>GNC</b>) to appoint Femi Macaulay as an interim NED for an initial period of six months commencing 1 August 2023, until the recruitment process for a new NED had been completed.</p> <p>2. There are currently six independent NEDs and one Associate NED (<b>ANED</b>) on the Board. The intention is to move forward with an additional full NED instead of an ANED. The rate of pay is the same for both roles, therefore there will be no additional costs incurred.</p>			
Response to the issue:	<p>At their meeting on 6 December 2023, the CoG approved a proposal by the GNC to proceed with the recruitment of a NED with charities and commercial experience. It had been intended to run a separate recruitment campaign for a second NED in early 2024, with a focus on seeking an individual with significant digital and business transformation experience.</p> <p>The initial recruitment campaign has resulted in a higher number of quality applications than expected, therefore it is proposed that the process is paused and relaunched to include both NED vacancies.</p> <p>The attached paper sets out details of the proposed recruitment process, including the job description and person specification for each NED role.</p>			
Implications:	<p>The appointment and reappointment of non-executive directors is one of the statutory responsibilities of the CoG role following recommendation by the GNC.</p> <p>These appointments will ensure that the balance of the NED and executive directors on the Board is maintained in accordance with the Trust's Constitution.</p>			

Risks:	<ol style="list-style-type: none"><li>1. Failure to ensure an appropriate balance of executive and independent non-executive directors in accordance with the Trust's Constitution and The Code of Governance for NHS Provider Trusts.</li><li>2. Ensuring the appropriate balance of skills and experience among the non-executive directors on the Board.</li><li>3. Ensuring the effective functioning of the Board.</li></ol>
Summary:	<p>As recommended by the GNC following its meeting on 22 January 2024, the CoG is asked to:</p> <ol style="list-style-type: none"><li>1. Support proceeding with the appointment of a second NED.</li><li>2. Agree that the GNC and the CoG lead the appointment process for both NEDs as outlined in this paper.</li><li>3. Approve the process by which the appointment will be made.</li></ol>

## Background

Jane Bailey resigned from her role as a non-executive director (**NED**) of the Trust with effect from 31 July 2023. There is therefore a vacancy for an independent non-executive director on the Trust Board.

At their meeting on 26 July 2023, the Council of Governors (**CoG**) approved a proposal by the Governors' Nomination Committee (**GNC**) to appoint Femi Macaulay as an interim NED for an initial period of six months commencing 1 August 2023, until the recruitment process for a new NED had been completed.

In addition, there are currently six independent NEDs and one Associate NED (**ANED**) on the Board. The intention is to move forward with an additional full NED instead of an ANED. The rate of pay is the same for both roles is the same, therefore there will be no additional costs incurred.

The appointment and reappointment of non-executive directors is one of the statutory responsibilities of the CoG role following recommendation by the GNC.

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

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

## Specification

At their meeting on 6 December 2023, the CoG approved a proposal by the GNC to proceed with the recruitment of a NED with charities and commercial experience. It had been intended to run a separate recruitment campaign for a second NED in early 2024, with a focus on seeking an individual with significant digital and business transformation experience.

The initial recruitment campaign resulted in a higher number of quality applications than expected, with some of the candidates demonstrating significant board level digital and business transformation experience so may prefer to apply for the second NED vacancy. It is therefore proposed to pause the initial campaign and relaunch to include both NED vacancies.

In addition, any appointment should seek where possible to improve the diversity (especially representation of black and minority groups in line with Section C, 1.1 of the Code of Governance for NHS Provider Trusts) of the Board.

## Recruitment Process

External advertisement is a requirement for any full appointment to an NED role. As the initial recruitment campaign has proven successful in identifying a wide pool of high quality candidates, we will again use internal advertisement processes and not engage a third party search agency.

It is proposed to set up a stakeholder group with representation from the Board, the Hampshire and Isle of Wight ICB and the University of Southampton.

The timetable is as follows:

- Longlisting: 6 February 2024
- Shortlisting: 14 February 2024
- Stakeholder Panel: 22 February 2024
- Final Interviews: 26 February 2024

The Person Specification has been updated to reflect the skills set being targeted in both the NED appointments (bordered in the document).

### **Recommendation/Proposal**

As recommended by the GNC following its meeting on 22 January 2024, the CoG is asked to:

- Support proceeding with the appointment of a second independent NED.
- Agree that the GNC and the CoG lead the appointment process for both NEDs as outlined in this paper.
- Agree the process by which the appointments will be made.

## Job Description

Post Title: Non-Executive Director  
Responsible to: Chair  
Work base: Trust Headquarters

### Job Summary

The Non-Executive Director works alongside the Chair and the board of directors of University Hospital Southampton NHS Foundation Trust and will be required to contribute to setting the strategic direction, effectively participate in the board, ensuring effective governance and compliance and meeting performance targets required by NHS England, the Care Quality Commission and other statutory bodies.

The Non-Executive Director will need to ensure that the Board acts in the best interests of patients, the community and wider public, and delivers in line with the Trust's Vision. The post will report to the Chair and have accountability to the Trust's Council of Governors.

### Key Functions and Responsibilities

As members of the Board of University Hospital Southampton NHS Foundation Trust, all directors are required to:

- Provide entrepreneurial leadership within a framework of prudent and effective controls which enable risk to be assessed and managed;
- Set strategic aims, ensure that the necessary financial and human resources are in place to meet objectives, and review management's performance;
- Set values and standards and ensure that the Trust's obligations to its Service Users and others are understood and met;
- Ensure that the Trust promotes equality and diversity in its dealings with patients, staff and other stakeholders;
- Focus on ensuring effective compliance of Clinical, Corporate, Legal and Financial elements of the organisation;
- Contribute to the Trust's over-arching commitment to a patient focused culture.

In addition to these requirements for all directors, the role of the Non-Executive Director has the following key elements:

- Helping to plan for the future to improve healthcare services;
- Making sure that the management team meets its performance targets;
- Making sure that the finances of the organisation are managed properly with accurate information;
- Helping the Board to be sure that it is working in the public interest and keeps its patients and the public properly informed;
- Ensuring good two-way communications between the board and front-line staff at the hospital;

- Serving on important board committees - this will include determining executive director remuneration and participation in the appointment of the Chief Executive and other executive directors ensuring the appropriate process is followed in their recruitment and retention.

Non-Executive Directors should seek to establish and maintain confidence in the Foundation Trust. They should be independent in judgment and have an enquiring mind. To be effective, Non-Executive Directors will need to have an understanding of the wider NHS and the external environment in which it operates and become well-informed about the Trust and develop a good knowledge of issues relevant to the Trust. Non-Executive Directors should seek continually to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

Non-Executive Directors must:

- Act as an objective, critical friend;
- Uphold the highest ethical standards of integrity and probity;
- Support executives in their leadership of the Trust;
- Question intelligently, debate and challenge constructively and thoughtfully and determine outcomes fairly and wherever possible seek to develop an evidence-based practice to inform the board, governors and the general public;
- Act with integrity, objectivity, honesty and openness;
- Listen sensitively to the views of others, inside and outside the Board;
- Promote openness and trust in relationships with all Board members;
- Demonstrate high standards of corporate and personal conduct as stated in the Nolan principles of standards of conduct in public life;
- Be prepared to act as an ambassador for the Trust;
- Work within and towards the principles of the Trust.

## Remuneration

Remuneration is as determined by the Governors' Nomination Committee (GNC) and approved by the Council of Governors. Remuneration is taxable under Schedule E and subject to Class I National Insurance contributions. It is not pensionable.

## Time commitment

This is currently 2½ days per month (on average). This may be during the working day or in the evening. All members of the Board of Directors are expected to attend the monthly meetings of the Board and monthly study sessions.

## Appointment, tenure and termination of office

The Non-Executive Director is appointed for an initial period of three years, subject to satisfactory appraisal. The appointment may be renewed for a second three-year term, subject to the approval of the Council of Governors. An uncontested third term will only be considered in exceptional circumstances, but the Non-Executive Director will be eligible to reapply for a further term of three years in open competition. The Non-Executive Director may be removed from office by NHS England or the Council of Governors, in accordance with the Constitution. This post is a public appointment or statutory office and is not subject to the provisions of employment law. The Non-Executive Director is an appointee not an employee. To ensure that public service values are

maintained at the heart of the NHS, all Directors are required, on appointment, to agree to and abide by the Code of Conduct for the Trust's Board of Directors.

## Person Specification

### Qualifications

Degree educated and/or professional qualification/or able to demonstrate equivalent knowledge and skills gained though senior level experience.

### Experience

Significant experience at or very near board level gained in a large and complex organisation, probably but not definitively in the commercial sector.

Heavyweight contribution either as a practitioner in, or having had senior leadership experience of, one of the following:

- Communications
- Business development
- Information technology, in particular the digital world
- Strategic estate or asset management
- Safety processes in a sophisticated environment such as aviation

As there will be two vacancies, the individual job descriptions will specify:

One NED role will act as the Non-Executive lead for the Trust Charity, therefore charities sector experience, either acting as a trustee or a chair of a charity is essential.

The second NED role will require recent and significant board level digital and business transformation experience, gained from a large and complex organisation.

### Knowledge

- An understanding of public service values and accountability.
- Knowledge of, and exposure to, delivering improvements in equality and diversity within organisations.
- A general understanding of the local and health needs of the community.

### Skills

- Ability to work as an effective member of the Board and to contribute to a continued patient focused culture.
- The ability to understand and absorb complex data and information and reach informed judgement.
- Ability to chair a sub-committee of the Board.
- Ability to demonstrate how to work across boundaries creating networks which facilitate high levels of collaboration within and across organisations and sectors.



### Values and personal qualities

- Demonstrable commitment to the Trust's values.
- Knowledge of public service values and the ability to understand their relevance to foundation trusts.
- Real enthusiasm to help the Trust deal with the challenge of providing high-quality healthcare with increasing efficiency.
- High level of work organisation, self-motivation and drive for performance.
- Emotional intelligence and resilience.
- Ability to inspire Board colleagues.
- Ability to work effectively, constructively challenge and collaborate with Board colleagues and the Council of Governors.
- Personal integrity and commitment to openness, inclusiveness and high standard
- Self-Awareness – understands own emotions, strengths and limitations.
- Independence of mind.
- Able to meet the Fit and Proper Persons requirements for NHS Directors.

Report to the Council of Governors				
<b>Title:</b>	<b>Membership Engagement</b>			
<b>Agenda item:</b>	<b>7.1</b>			
<b>Sponsor:</b>	<b>David French, Chief Executive Officer</b>			
<b>Author:</b>	<b>Sam Dolton, Events and Membership Officer</b>			
<b>Date:</b>	<b>31 January 2024</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  <b>Y</b>
<b>Issue to be addressed:</b>	Information about engagement with Trust members supports the Council of Governors in their role.			
<b>Response to the issue:</b>	This report aims to update the council on Trust membership and recent and planned engagement activities.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	This report provides engagement information, there are no specific implications.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	This report is provided for the purpose of information.			
<b>Summary: Conclusion and/or recommendation</b>	This report is provided for the purpose of information.			

## Overview of engagement

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

### Connect newsletter

Digital editions of our *Connect* magazine were produced in August, November and December, the latter two rebranded as Autumn and Winter editions. This is because we are now producing quarterly editions of *Connect*, supplemented with a shorter monthly membership update email primarily promoting opportunities to get involved in areas such as in research and development, experience of care, voluntary services and other services.

<b>Connect edition</b>	<b>Date sent</b>	<b>Sent to</b>	<b>Bounces</b>	<b>Opens*</b>
<b>August 2023</b>	<b>30/08/2023</b>	<b>2970</b>	<b>47</b>	<b>45%</b>
<b>Autumn 2023</b>	<b>03/11/2023</b>	<b>3041</b>	<b>55</b>	<b>51%</b>
<b>Winter 2023</b>	<b>18/12/2023</b>	<b>3042</b>	<b>55</b>	<b>49%</b>

### Events

In October we held our annual members' meeting online, focusing on highlights from the annual report 2022/23, with contributions from David French, chief executive officer; Ian Howard, chief financial officer; Gail Byrne, chief nursing officer and Steve Harris, chief people officer. Then the second half of the meeting included a membership update from Kelly Lloyd, lead governor and a spotlight on maternity services at Princess Anne Hospital with Emma Northover, director of midwifery.

While feedback from the annual members' meeting was positive (of those who completed the feedback form 6 rated the event excellent and 1 good) and the recording has been well viewed, the number of people who watched it live was lower than expected as there were 149 pre-registrations, but a peak live audience of only 26. So we surveyed everyone who registered and found that:

- 9 said the timing was inconvenient for them
- 8 said they had an unexpected incident so weren't able to join live
- 6 said they only registered to receive the recording as they prefer to watch back in their own time
- 2 said the event was too long for them to watch in one go

<b>Virtual event</b>	<b>Date held</b>	<b>Pre-registrations</b>	<b>Peak live audience</b>	<b>Recording views*</b>
<b>Annual members' meeting 2023</b>	<b>09/10/2023</b>	<b>149</b>	<b>26</b>	<b>201</b>

In November members and governors were invited to a carers listening lunch in Romsey. Hosted by Southampton Hospitals Charity with support from Carers Together in Hampshire, the carers listening lunch was an opportunity to gain valuable feedback from carers of our

patients, focusing on themes around experience of care, shared decision making and involvement in the discharge process.

We also continued to attend community events in the latter part of the summer, including the Southampton Children’s Play Association’s annual play day, Southampton Pride, a men’s health event, Solent and University of Southampton freshers fairs and Love Where You Live events in Weston and Portswood. In addition to encouraging the public to sign up as members (see member recruitment section), these events were also an opportunity to hear the views of the community and promote a range of UHS initiatives.

Governors who attended events were asked to give their feedback on participation throughout the summer and responded with these comments:

- “The event at the Hindu temple was excellent, let’s do this again. Having the body to start a conversation helped. I suggest we go to all events we can as it raises our profile - if people are willing to volunteer.”
- “Great for connecting with the UHS team and getting to know staff. Not so good as young carers to whom I spoke were not in the UHS catchment area. Great to talk with the youngsters and hear their stories, but they seemed more keen on collecting any memorabilia items from the stand.”
- “(The University of Southampton Freshers Fair) went very well. It was very well attended. The free tote bags definitely got people's attention and many medical students were interested in finding out more and signing up for volunteering. I enjoyed the day.”
- “I enjoyed attending these events and felt happy and proud to be representing UHS. It was very important to have a vehicle for approaching and communicating with the community members - like the body parts game. For the Freshers Fair, I think the Volunteering Board was particularly a big draw; I think the freebies must have been too as they had all gone by the time I helped on the stall.”
- “It was really great to have interactive activities on the stand (putting the body parts in place) to engage people, especially with children. I think it was definitely worthwhile to attend events and to build rapport with the general public surrounding what we do at UHS.”

### Targeted emails

In August NIHR Clinical Research Network Wessex were looking for the public to give views on the design for their new research buses, so we sent their survey to public members who specified a stated interest in research.

We also sent a targeted email in September to all new members from May 2023 to publicise the next phase of recruitment for our quality and patient safety partners (QPSPs).

Email	Date sent	Sent to	Bounces	Opens*
Design for new research buses	31/08/2023	194	3	48%
QPSP role to new members	04/09/2023	117	0	44%

## Other emails

Members were invited to observe September, November and January’s public Trust Board meetings via Microsoft Teams.

In October we invited public members to help us carry out clinical accreditation scheme (CAS) reviews. The CAS team were pleased with the responses, with nearly 40 members expressing an interest in being part of the reviews.

And in November we launched a poll to decide which healthcare research events to focus our next virtual events series on, with members given the choice of eight topics and asked to choose up to four preferences. 281 members completed the poll, with the results as follows:

1. Dementia research – 187 votes
2. Healthy ageing – 180
3. Cancer research – 177
4. Pioneering advanced therapies – 136
5. Artificial intelligence – 117
6. Asthma and allergy – 77
7. Preparing for surgery – 43
8. Before, during and after pregnancy – 35

Plans are currently progressing to host our first event in the series on dementia in the next few weeks.

<b>Email</b>	<b>Date sent</b>	<b>Sent to</b>	<b>Bounces</b>	<b>Opens*</b>
<b>September Board Meeting</b>	<b>15/09/2023</b>	<b>2956</b>	<b>52</b>	<b>41%</b>
<b>Clinical accreditation scheme reviews</b>	<b>04/10/2023</b>	<b>3048</b>	<b>67</b>	<b>54%</b>
<b>November Board Meeting</b>	<b>16/11/2023</b>	<b>3043</b>	<b>50</b>	<b>48%</b>
<b>Research topics poll</b>	<b>30/11/2023</b>	<b>3037</b>	<b>55</b>	<b>45%</b>
<b>January Board Meeting</b>	<b>17/01/2024</b>	<b>3029</b>	<b>44</b>	<b>40%</b>

\* All open rates and recording views as of 23 January 2024

**Public engagement on social**

Impressions = number of times a post has been displayed

Engagement = number of likes, shares, comments

We have been active across our social media channels, including live updates and photos from our We Are UHS Champions annual staff awards ceremony in October. Other content with high engagement included:

**Clothing donations appeal**

In November our Patient Support Hub launched an appeal for our community to donate clothing to patients who don't have clean, warm clothes to go home in.

102,590 impressions      6,046 engagements

**Busy emergency department**

Earlier this month we reminded the public to only use our emergency department for life threatening emergencies, encouraging them to use NHS 111 and urgent treatment centres in Southampton and Lymington for less severe conditions.

80,605 impressions      12,117 engagements

**Santa visits children's wards**

Santa visited our children's wards just before Christmas, handing out gifts and sharing some heart-warming moments with children in our care.

67,298 impressions      16,733 engagements

**Game-changing pacemaker**

In October our heart experts were among the first in the UK to implant the ground breaking Aveir VR leadless pacemaker, which is no larger than a pen lid.

49,511 impressions      10,117 engagements

**World Prematurity Day**

To commemorate World Prematurity Day on 17 November Princess Anne Hospital was lit up in purple as we celebrated the incredible work of our neonatal unit.

45,579 impressions      2,552 engagements

**Governor updates**

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

## Overview of membership

### Member analysis

Age breakdown (and number of new members since 26 July 2023)	
16-21	153 (76)
22-29	217 (49)
30-39	478 (20)
40-49	591 (16)
50-59	798 (8)
60-74	2011 (9)
75+	3608 (8)
Not stated	257 (5)

Gender breakdown (and number of new members since 26 July 2023)	
Unspecified	53 (5)
Male	3166 (45)
Female	4789 (121)
Transgender	6
Non-binary	1 (1)
Prefer not to say	97 (19)
Prefer to self-describe	1

Ethnicity breakdown (and number of new members since 26 July 2023)	
White - English, Welsh, Scottish, Northern Irish, British	6964 (90)
White - Irish	7
White - Gypsy or Irish Traveller	0
White - Other	85 (4)
Mixed - White and Black Caribbean	3
Mixed - White and Black African	9
Mixed - White and Asian	7 (2)
Mixed - Other Mixed	46 (2)
Asian or Asian British - Indian	101 (18)
Asian or Asian British - Pakistani	14
Asian or Asian British - Bangladeshi	10
Asian or Asian British - Chinese	26 (14)
Asian or Asian British - Other Asian	202 (6)
Black or Black British - African	48 (9)
Black or Black British - Caribbean	4 (1)
Black or Black British - Other Black	74
Other Ethnic Group - Arab	8 (2)
Other Ethnic Group - Any Other Ethnic Group	56 (2)
Not stated	449 (41)

## Member recruitment

As of 23 January 2024, there are 8113 public members. Since the last Council of Governors meeting on 26 July 2023, 191 new members have joined the Trust. Recruitment has been driven by signing up new members at community events.

<b>New members recruited at each community event spring and summer 2023</b>		
<b>Event</b>	<b>Date</b>	<b>New members recruited</b>
Love Where You Live Clovelly Road	12/05/2023	1
People's Pride Party in the Park	03/06/2023	12
Young Carers Festival	01/07/2023	0
Vedic Society Hindu Temple Event	02/07/2023	18
Eastleigh Mela	23/07/2023	25
Southampton Play Day	28/07/2023	10
Love Where Live Weston	12/08/2023	12
Southampton Pride	26/08/2023	25
Solent Freshers Fair	22/09/2023	8
Love Where Live Portswood	23/09/2023	6
University of Southampton Freshers Fair	29/09/2023	101
Men's Health Event	30/09/2023	2

## Conclusion

Our immediate focus is to:

- Produce the first of our new virtual event series of healthcare research, which will focus on dementia.
- Send monthly updates to members and publish the Spring 2024 Connect members' magazine.
- Plan for community events in spring and summer 2024.

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.