

## Agenda Council of Governors

<b>Date</b>	25/01/2023
<b>Time</b>	14:00 - 16:10
<b>Location</b>	Microsoft Teams
<b>Chair</b>	Jenni Douglas-Todd

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

14:00

### **2 Declarations of Interest**

14:02

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

14:03

Approve the minutes of the previous meeting held on 19 October 2022.

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

14:05

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

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

14:07

Receive and note the report

Sponsor: David French, Chief Executive Officer

### **6 Governance**

#### **6.1 Chair and Non-Executive Director Appraisal Process**

14:27

Approve the Chair and Non-Executive Director Appraisal Process

Sponsor: Jenni Douglas-Todd, Trust Chair

Attendee: Steve Harris, Chief People Officer

#### **6.2 Annual Business Plan 2023/24**

14:37

Approve the Annual Business Plan for 2023/24

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

Attendee: Karen Russell, Council of Governors' Business Manager

#### **6.3 Composition of the Council of Governors**

14:39

Approve the proposals regarding the representation of young people on the Council of Governors on an associate membership basis

Sponsor: Jenni Douglas-Todd, Trust Chair

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

#### **6.4 Vacancy for the Nursing and Midwifery Staff Governor**

14:49

Approve the proposal for filling the vacancy for the Nursing and Midwifery Staff Governor

Sponsor: Jenni Douglas-Todd, Trust Chair

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

**6.5 Confirmation of Chair of the Patient and Staff Experience Working Group**

14:54

Confirm the appointment of Sandra Gidley as Chair of the Patient and Staff Experience Working Group

Sponsor: Jenni Douglas-Todd, Trust Chair

Attendee: Karen Russell, Council of Governors' Business Manager

**6.6 Appointment of Deputy Lead Governor**

14:56

Note the process for the appointment of a Deputy Lead Governor

Sponsor: Jenni Douglas-Todd, Trust Chair

Attendee: Karen Russell, Council of Governors' Business Manager

**6.7 Audit and Risk Committee Terms of Reference**

15:04

Provide views on the proposed changes before presentation to the Trust Board

Sponsor: Keith Evans, Audit and Risk Committee Chair

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

**7 Break**

15:14

**8 Membership Engagement and Governor Activity**

**8.1 Membership Engagement**

15:24

Receive the report

Sponsor: David French, Chief Executive Officer

Attendee: Sam Dolton, Events and Membership Officer

**8.2 Feedback from Governors' Nomination Committee**

15:39

Chair: Jenni Douglas-Todd, Trust Chair

**8.3 Feedback from Strategy and Finance Working Group**

15:44

Chair: Mandy Fader

**8.4 Feedback from Patient and Staff Experience Working Group**

15:49

Chair: TBC

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

15:54

Chair: Kelly Lloyd

**9 Review of Meeting**

15:59

Review and feedback on the content of this meeting

Sponsor: Jenni Douglas-Todd, Trust Chair

**10 Any Other Business**

16:04

Raise any relevant or urgent matters that are not on the agenda

**11**

16:09

**Date of Next Meeting: 26 April 2023**

Note the date of the next meeting

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

<b>Date</b>	19 October 2022	
<b>Time</b>	14.00-16.00	
<b>Location</b>	Microsoft Teams	
<b>Chair</b>	Jenni Douglas-Todd, Trust Chair	
<b>Present</b>	Jenni Douglas-Todd, Trust Chair	JDT
	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
	Helen Eggleton, Appointed, Hampshire and Isle of Wight Integrated Care Board	HE
	Professor Mandy Fader, Appointed, University of Southampton	MF
	Lesley Gilder, Elected, Southampton City	LG
	Linda Hebdige, Elected, Southampton City	LH
	Sandra Gidley, Elected, New Forest, Eastleigh and Test Valley	SG
	Kelly Lloyd, Elected, Health Professional and Health Scientist Staff and Lead Governor	KL
	Councillor Alexis McEvoy, Appointed, Hampshire County Council	AM
	Esther O'Sullivan, Elected, New Forest, Eastleigh and Test Valley	EO
	Catherine Rushworth, Elected, Isle of Wight	CR
	Liz Taylor, Elected, Non-clinical and support staff	LT
	Quintin van Wyk, Elected, Rest of England and Wales	QvW
<b>In attendance</b>	Tracey Burt, Minutes	TB
	Sam Dolton, Events and Membership Officer	SD
	Helen Potton, Interim Associate Director of Corporate Affairs and Company Secretary	HP
	Karen Russell, Council of Governors' Business Manager	KR
	Joe Teape, Chief Operating Officer (for Item 5.1)	JT
<b>Apologies</b>	Theresa Airiemiokhale, Elected, Southampton City	TA
	Dr Diane Bray, Appointed, Solent University	DB
	Jenny Lawrie, Elected, Southampton City	JL
	Councillor Cathie McEwing, Appointed, Southampton City Council	CM
	Sathish Harinarayanan, Elected, Medical practitioners and dental staff	SR
	Wendy Marsh, Elected, Nursing and midwifery staff	WM
	Ian Ward, Elected, Rest of England and Wales	IW

### 1 Chair's Welcome and Opening Comments

The Chair welcomed everyone to the meeting and noted that ten new governors had joined since the 1 October 2022

## **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 20 July 2022 were **approved** as an accurate record of the meeting.

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

The updates on the actions in the paper were noted. Item 444 was on the agenda for discussion and items 779 and 780 had been completed and closed. The Chair noted that in line with the request made in item 779, a 10-minute break had been scheduled into the agenda.

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

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

JT introduced himself and advised that he was attending on behalf of David French, CEO. He noted that the performance report related to August data so a number of issues had moved on.

There had been a significant increase in Covid-19 numbers in the hospital, with up to around 140 Covid-19 positive patients at any time. There had continued to be an increased emergency demand and record levels of cancer referrals. The Trust had been running at maximum occupancy and had focussed on maintaining patient safety and navigating through each day as best it could. Staff sickness absence, due to Covid-19, had been high with close to 200 staff off at one point in time, so it had been a challenging period.

The current week had been difficult with 430 Type 1 attendances on 18.10.22 which was more than the hospital could reasonably cope with at any one time.

The Trust, like many others across the NHS, was struggling to meet some of its constitutional standards and whilst UHS compared reasonably well against other large teaching hospitals, it was not providing the standards of care it aspired to and staff were struggling. Nationally there was a strong focus and oversight on long waiters, Emergency Department access standards, diagnostic waits and cancer performance.

There were, however, many things that the Trust continued to do well and it was working hard to deal with the things that mattered most to the patients it served.

The following questions were raised by governors:

- whether care group recovery plans were in place around cancer performance and whether there was confidence in them. JT advised that around 2600 patients were on the cancer pathway and over 300 were breaching 62 days (around 15% of the waiting list, against 8% pre Covid-19). By March the trajectory would reduce from 15% to around 12%, so some improvements would be made but there were capacity/workforce issues.
- what the vacancy rate was for health care professionals working within the cancer sector at UHS? JT advised that as so many staff within the Trust interfaced with cancer services and there was not a separate cancer directorate, it would be difficult to provide a figure.
- whether the Trust had any plans to reduce the footfall into the hospital by signposting patients to more appropriate services. JT noted that there were

actions in the wider winter plan in the healthcare system, outside of UHS, but that system was also facing challenges. The Trust was attempting to give better pathways to primary care so that they did not need to send patients to the Emergency Department. An Urgent Care Village had also been piloted at UHS, which had seen the Trust's four hour performance improve from 50% to 80% during that week. The Trust was therefore looking to see how much of that pilot could be implemented quickly for the winter.

- how confident the Trust was that it would get back on track with the financial plan within the financial year. JT advised that the Trust was predicting a year end deficit. However, whilst that was around 2.4%, nationally the average percentage deficit was higher and within the ICS it was at 3.7%. He noted that many things had changed since the financial plans were made, e.g. the pay awards, energy bills and Covid-19 costs.

The Chair thanked JT for attending on behalf of the CEO and for his detailed responses to the questions raised.

## **5.2 Council of Governors' Strategy Day – Plans and Discussion**

The Chair advised that the annual CoG Strategy Day would take place on the 14 December. A full day had been scheduled and it was hoped that it would be in person, depending on the Covid-19 situation at that time. KR informed governors about some of the things that had been done at previous strategy days and governors were asked for their suggestions for the day.

The following were suggested:

- to get to know the strength of the new governors.
- to hear more from Adrian Byrne about digital.
- how the Trust was supporting patients with dementia in the hospital.
- an update on staff training.
- horizon scanning and the involvement of governors at the outset.
- inviting speakers from the various staff forums to share their strategic views and plans.
- learning disabilities/autism and the revised improvement standards.
- to provide staff with an opportunity to meet/get to know the governors.
- to consider how the governors best served the people who had elected them.
- how the Trust was working with its partners, particularly those in the community.
- to hear more about the Trust's strategy on research and university partnerships.
- a presentation from Wessex Health Partners around their plans to mobilise the wider region to help solve system problems.
- to look at different aspects of the Trust's strategy and how it was set out to achieve goals.
- how the Trust performed against other, smaller, local hospitals.
- how the governors could contribute within the Trust.
- whether the Trust was looking to work smarter.
- how governors could engage more effectively with different constituencies in the future.

## **6 Break**

## **7 Governance**

### **7.1 Appointment of Deputy Chair**

The previous Deputy Chair had stood down and a replacement needed to be appointed. The Chair had gone through a process of meetings and discussions with the Non-Executive Directors and had recommended Keith Evans (KE) for the role. His first term as a Non-Executive Director was due to expire in January 2023 and the Trust would seek the governors' permission to extend it for a second, three year term. KE currently chaired the Trust's Audit and Risk Committee.

**Decision:** The CoG **approved** the appointment of Keith Evans as Deputy Chair.

### **7.2 Appointment of Lead Governor**

KR advised that Bob Purkiss, the previous Lead Governor, had reached the end of his second term of office on the 30 September 2022. He had therefore stood down and a replacement Lead Governor was needed.

The process for appointing a Lead Governor was laid out in the constitution and it was the responsibility of the CoG to make an appointment. Expressions of interest had been requested from the governors and KL had responded. Governors had been asked to consider KL's statement of candidature and they had given their support by written resolution, as laid out in the constitution.

**Decision:** The CoG **noted** the appointment of KL as Lead Governor.

### **7.3 Appointment of Council of Governors' Working Group Chairs**

KR advised that the Chairs of the Membership and Engagement Working Group (Bob Purkiss) and the Strategy and Finance Working Group (Tim Waldon) had both stood down and replacements were therefore needed. The process for new appointments was laid out in the Terms of Reference and expressions of interest had been requested.

The working groups themselves were responsible for appointing their chairs and the following governors had been chosen:

- KL - Chair of the Membership and Engagement Working Group
- MF - Chair of the Strategy and Finance Working Group.

The Chair thanked all the governors who had been involved in the process.

**Decision:** The CoG **confirmed** the appointment of KL as Chair of the Membership and Engagement Working Group and MF as Chair of the Strategy and Finance Working Group.

## **8 Membership Engagement and Governor Activity**

### **8.1 Membership Engagement**

SD introduced the membership engagement report and noted that with the lifting of Covid-19 restrictions it had been possible to engage with community events, whilst continuing with digital communications. He highlighted the following:

- a Connect membership newsletter had been produced in August and the October edition would be sent out shortly.
- there had been a pause in engagement following the death of the Queen Elizabeth II, in line with the national period of mourning. Consequently, the annual members' meeting which had been planned for the 28 September had been postponed as there had been a delay in the Annual Report and Accounts being laid before parliament. It would now take place on the 1

November and would a virtual event. Details would be included in the weekly governors' update.

- public members had been invited by the Estates, Facilities and Capital Development Team to participate in a Patient Led Assessment of the Care Environment (PLACE) to consider, from an outside perspective, cleanliness around the Trust, signage, whether the site was dementia friendly and supported those with a disability. There had been a good response and 46 public members had expressed an interest in taking part.
- the team had attended several large, in person, events to convey key messages to members of the public and to promote membership. These had included having a stall at Southampton Pride, attending the university Fresher events, the Southampton Jobs and Wellbeing Fair organised by Southampton City Council and a support group on the Isle of Wight 'Breathe Easy Isle of Wight' for those living with chronic lung conditions.
- the team had been very active on its social channels around public engagement.
- earlier in the month infection prevention measures had been reintroduced in the Trust as there had been an increase in Covid-19 cases and the team had used social media to provide information to people.
- there had been good engagement with news stories that had been published, e.g. a 12 year old girl who had made an incredible recovery from major spinal surgery at UHS and several Children's Hospital patients who had taken part in the British Transplant Games in Leeds.
- there had been an overall drop in the number of members on the database but 90 new members had joined since the last CoG meeting, which made it the best quarter during the year.
- the membership was becoming more representative of the population it served in terms of ethnicity and age.

The priorities for the next three months included:

- the Annual Members' Meeting on the 1 November, when David French would talk about the Trust's strategic plan. HE, as Deputy Lead Governor, would also give an update on membership.
- the newsletter would continue to be published bi-monthly and there would be an addition in December.
- a series of virtual events, exclusively for members, would be launched over the winter months.
- a series of library talks, in local communities, was being planned (Covid-19 permitting) with the Trust's Experience of Care Team.

The Chair thanked SD for his detailed report and said that it was encouraging to see the increase in activities.

The following questions were asked by governors:

- whether new governors, as part of their induction, were given information or a prompt sheet on what being a member of UHS involved, so that consistent messages were shared with the public. SD agreed to distribute an appropriate sheet to governors.
- whether a written report from the Events and Membership Officer would suffice, to save time for that staff member and to avoid them having to give the same presentation at several meetings. It would also allow more time for discussion at meetings. The Chair noted that a written report had been included with the meeting papers.
- whether impressions (the number of times a post had been displayed on social media or appeared on a person's social account) and engagements



were increasing over time. SD advised that the team were pleased with the interactions on social media and intended to try reaching a younger audience by using Instagram.

- whether any communication had been sent out regarding the results of the governor elections. KR agreed to circulate the appropriate link to governors.
  - **ACTION: KR**
- whether it would be possible to allow members access to the talks being given by the key note speakers at the Championing Individuality and Belonging virtual workshop for staff on the 17 November. SD agreed to check whether that would be possible.
  - **ACTION: SD**
- how engagement with people of colour, the Asian community could be improved. SD was keen for governors to let him know of any community events that the Trust could attend.
- whether the Meet the Governors information on the UHS website could be updated. KR advised that it was in hand.

The Chair noted that whilst the membership had gone down, the number of 18 to 60 year old members was the largest it had been since 2021, which was positive.

The Chair thanked SD for his report.

## **8.2 Governors' Nomination Committee (GNC) Feedback**

The Chair advised that, in part, the GNC had not met as it had several vacancies. The committee consisted of the Chair, the Lead Governor and three governors, one of which must be a public governor and at least one, a staff governor. There were currently vacancies for a public governor and a staff governor. The Chair invited governors who were interested in joining the committee to let her know as soon as possible.

The first duty of the GNC was likely to be the extension of KE's appointment as a NED, as mentioned earlier in the meeting.

**Action:** Public and staff governors who were interested in joining the GNC were asked to advise the Chair.

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

MF advised that she had, for the first time, chaired the Strategy and Finance Working Group on 18.10.22. There had been two, previously arranged, agenda items:

- a presentation on the PLACE project from Paul Chamberlain, Associate Director of Estates, Facilities and Capital Development. The project had indicated that areas requiring service, e.g. cleanliness and food, had been good. However, those around estate type issues, e.g. disability access and maintaining privacy and dignity, had been poor and recommendations would be made.
- a presentation from Jason Light, Head of Sustainability and Energy Support Services, on aspects of the Trust's Sustainability Plan, including various emission targets, e.g. heating and recycling.

MF advised that there had been good challenge from governors on the above and follow ups had been requested. MF had also met with Christine McGrath, Director of Strategy and Partnerships and had discussed how the skills and

strengths of the governors on the working group could best be used to support the Trust in terms of strategy and finance.

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

The Chair advised that a governor was needed to chair the Patient and Staff Experience Working Group. KR advised that she would be asking for expressions of interest, together with supporting statements, in case more than one governor stepped forward.

The Patient and Staff Experience Working Group had met on 13.10.22. Two topics had been discussed and KR had circulated both presentations to all governors.

- Rosemary Chable, Head of Nursing for Education, Practice and Staffing and Alison Trenerry, Lead for Education Quality, Learning and Environment had attended with a trainee nurse. They had talked about the training process for nurses.
- Natasha Citeroni, a junior doctor, had attended and there had been discussion linked to her presentation.

**Action:** KR to request expressions of interest and supporting statements from governors interested in becoming Chair of the Patient and Staff Experience Working Group.

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

KL noted the earlier report from SD. She updated governors on volunteer numbers in the Trust and advised that prior to Covid-19 there had been 800 volunteers. Currently, however, there were around 200 and there were efforts to increase that number.

Governors were asked to consider a proposal to appoint a young associate governor to the CoG aged between 16 and 18, for a one year term but with no voting rights. At the end of their term, an endorsement would be given by the Trust, to say that they had performed the role. The Chair noted that in previous years there had been two young governors on the CoG.

KR noted that the proposal had arisen as part of a composition review that had commenced in 2021. As part of that review a decision had been made to increase the number of public governors in the New Forest and Test constituency by one and to reduce the Rest of England and Wales constituency by one, keeping the overall number of public governors to 13. There had also been consideration to broadening the range of governors and making it less restricted.

There had been further discussion at the Membership and Engagement Working Group meeting on 17.10.22 regarding the appointment of a young governor and proposals regarding the selection process would need to be confirmed. A constituency for that age group would also need to be set up. There had been a suggestion that the young governor become a full member of the CoG and SD was checking what had been done in other large Trusts.

Formal proposals would be taken to CoG in January 2023.

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

The Chair advised that the Annual Report had been laid before parliament on the 11.10.22.

## **10 Review of Meeting**

The Chair asked for feedback from governors regarding the meeting, which would help to shape future sessions. The following comments were made:

- the comfort break had been appreciated.
- to consider smart and effective ways of working, to save time and repetition.
- written reports often contained greater detail than could be given in verbal reports.
- whether a sustainability working group was needed (or regular updates).
- whether there was a long-term plan for what each working group would be doing.
- achieving the right balance between presentations given in the working groups and what was discussed at CoG.
- whether there should be a separate staff experience working group to consider many of the challenges being faced.

The Chair thanked governors for attending and contributing to the meeting.

## **11 Date of Next Meeting - 25 January 2023**

The next CoG meeting would be held on 25 January 2023.

Agenda item	Assigned to	Deadline	Status
Council of Governors 31/03/2021 5.5 Amendment to the Trust's Constitution - CCG Merger			
444.	Review the Council of Governors' Composition	<ul style="list-style-type: none"> <li>● Craig Machell</li> <li>● Karen Russell</li> </ul>	25/01/2023 <span style="color: yellow;">■</span> Pending
<p><i>Explanation action item</i> A review of the Council of Governors' (CoG) composition is to be carried out to check that it still remains appropriate.</p> <p>Following discussions by the Membership and Engagement Working Group, proposals for a change to the composition of the CoG, it was agreed to reduce the number of governors representing the Rest of England by one governor; and to increase the number of governors representing New Forest, Eastleigh and Test Valley by one governor.</p> <p>Suggestions regarding young governor representatives were considered further at a sub-group on 24 August 2022 and these will be discussed at the Membership and Engagement Working Group at its meeting on 17 October 2022.</p> <p>Proposals were further discussed at the Membership and Engagement Working Group Meeting on 19 January 2023 and these will be presented to the CoG at its meeting on 25 January 2023.</p>			
Council of Governors 19/10/2022 8.1 Membership Engagement			
866.	Publication of Election Results 2022	● Karen Russell	25/01/2023 <span style="color: green;">■</span> Closed
<p><i>Explanation action item</i> LT had been asked whether the full election results were available which showed the number of votes received for each candidate. KR had circulated the results but would ask the election services provider for this additional information.</p> <p>KR circulated the full results to governors on 2 November 2022.</p>			

867.	Link to talks at the Individuality and Belonging Conference	● Sam Dolton	25/01/2023	■ Closed
<p><i>Explanation action item</i>  KL asked whether it would be possible to allow members access to the talks being given by the key note speakers at the Championing Individuality and Belonging virtual workshop for staff on the 17 November. SD agreed to check whether that would be possible.</p> <p>SD provided the link to this in the Connect Members' Newsletter in December 2022.</p>				
Council of Governors 19/10/2022 8.2 Governors' Nomination Committee Feedback				
868.	Public and Staff Governor Vacancies on the Governors' Nomination Committee (GNC)	● Karen Russell	25/01/2023	■ Closed
<p><i>Explanation action item</i>  There were two vacancies on the GNC. Governors who were interested in joining the GNC were invited to submit an expression of interest to the Chair.</p> <p>KR circulated an email to governors inviting expressions of interest on 24 October 2022. Shirley Anderson submitted an application and the CoG approved her membership of the GNC by written resolution in November 2022. A further email to invite expressions of interest for the remaining vacancy was sent to governors on 18 January 2023.</p>				
Council of Governors 19/10/2022 8.4 Feedback from Patient and Staff Experience Working Group				
869.	Vacancy for the Chair of the Patient and Staff Experience Working Group	● Karen Russell	25/01/2023	■ Closed
<p><i>Explanation action item</i>  Following the resignation of Wendy Marsh there was a vacancy for the chair of the Patient and Staff Experience Working Group. KR was to invite expressions of interest for the role.</p> <p>An email inviting expressions of interest was circulated to governors on 24 October 2022. Sandra Gidley submitted an application and the Patient and Staff Experience Working Group agreed unanimously to appoint her as their chair. The CoG will be asked to confirm the appointment at its meeting on 25 January 2023.</p>				

Report to the Council of Governors				
<b>Title:</b>	Chief Executive Officer's Performance Report			
<b>Agenda item:</b>	5.1			
<b>Sponsor:</b>	David French, Chief Executive Officer			
<b>Author:</b>	Jason Teoh, Director of Data and Analytics			
<b>Date:</b>	25 January 2023			
<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 25<sup>th</sup> January 2023

## Chief Executive's Performance Report

### 1. Purpose and Context

The purpose of this report is to summarise the Trust's performance against a range of key indicators. Where available, this report covers data from the period September to November 2022, noting that some performance data in relation to some of the targets is reported further in arrears.

This has been a particularly challenging period for the Trust – which is reflected within the statistics. Notable features of the period included:

- Challenges with infection control due to an increase in Clostridium Difficile cases, and fluctuations in COVID-19 infections – both trends replicated nationally.
- Ongoing high volume of attendances to the Emergency Department (averaging 379 patients per day, and 19 days with over 400 attendances), reflecting an ongoing national trend and significantly impacting four-hour performance.
- A significant number of patients not meeting the criteria to reside, usually at between 190 – 210 patients, continuing to occupy hospital beds, restricting flexibility in our elective programmes, and impacting flow through the hospital (including patients awaiting admission from the Emergency Department onto wards). These patients are typically waiting for care to be provided in the community to continue their recoveries or meet long term needs in their home setting.
- Continued growth in the RTT waiting list due to higher post-pandemic referral volumes causing the waiting list to rise to over 54,000 patients. However, good progress has been made in reducing the longest waiting patients at both 104+ and 78+ weeks.
- Challenges within our cancer services due to higher referral volumes.

### 2. Safety

Infection Control	Target	Sep 2022	Oct 2022	Nov 2022
Clostridium Difficile infection	<=5	8	12	8
MRSA Bacterium infection	0	0	0	1

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.

Introduction of a post infection review (PIR) process for cases of hospital acquired C.difficile. This will include a requirement for clinical teams, with the support of the IPT, to undertake a post infection review of cases to identify risk factors, antimicrobial prescribing patterns, infection prevention practice gaps/areas of good practice. These will then be reviewed at a multi-disciplinary team (MDT) C.difficile panel to identify any themes, learning and actions to improve practice and patient management.

Infection Control	Target	Sep 2022	Oct 2022	Nov 2022
Healthcare acquired COVID infection	-	29	87	2
Probable hospital associated COVID infection	-	15	49	6

The Trust has continued to focus on preventing transmission of COVID-19, whilst supporting the recovery and restoration of services and operational activity, alongside transitioning to 'Living with Covid' in our hospital settings. The October "spike", followed by November reduction, in COVID-19 cases was in line with national trends.

Safety	Target	Sep 2022	Oct 2022	Nov 2022
Never Events	0	0	0	1
Serious incidents requiring investigation (month in arrears)	N/A	8	5	15
Number of overdue SIRIs (excluding agreed extensions and cases involving Health Safety Investigation Branch)	0	6	4	6
Pressure ulcers category 2 per 1000 bed days	<0.3	0.22	0.42	0.47
Pressure ulcers category 3 per 1000 bed days	<0.3	0.27	0.42	0.39

### Serious Incidents

UHS had a wrong site surgery (never event) in November; however, this has not resulted in patient harm. This was due to the wrong lesion being removed that the patient had been consented for. Deaths due to hospital acquired COVID-19 continue to be reported, with three in this time-period. Staffing and capacity challenges continue with escalation of services to OPEL 4 alert resulting in services being suspended (neonatal unit). This is also reflected where staff were not able to turn patients as frequently as expected which is shown in the increase in pressure ulcers.

### HSMR

Clinical Effectiveness	Target	To Jul 2022	To Aug 2022	To Sep 2022
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12-month average)	<=100	91.4	91.3	91.2
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12-month average)	<=100	90.0	89.8	89.6

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

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

## 3. Patient Experience

### Friends and Family Test (FFT)

Indicator	Target	Oct 2022	Nov 2022	Dec 2022
Inpatients - Negative Score	<5%	0.2%	1.1%	2%
Maternity - Negative Score		1.8%	1.8%	2.8%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)				

Negative score has slightly increased at the end of the year, due to clinical pressures and staff sickness with a reduction in the response rates which has caused a slight increase of negative comments.



## Complaints

Indicator	Target	Sep 2022	Oct 2022	Nov 2022
Complaints received for investigation	-	39	40	31
Number of complaints closed in month		45	48	53
Trust average response time for complaints (based on resolved date)	35 days	39	40	40
Complaints returned dissatisfied	<15 per quarter	4	2	7
Parliamentary and Health Service Ombudsman (PHSO) cases upheld, (reported a quarter in arrears)	0	1	-	-

Complaints remain close to pre-pandemic levels, but ongoing operational challenges and clinical pressures, the team are still working to a 55-day closure target- meeting this for 85% of complaints. Overall complaints management performance has improved since the start of the year, with an increased effort to close more cases per month. A high of 53 cases closed was recorded in November.

New Parliamentary and Health Ombudsman standards will be formally launched in 2023 and UHS will undertake a review of its compliance with these standards of best practice. There will be some adjustment to how complaints are classified as opposed to being regarded as PALS cases. Overall complaint numbers will increase as PALS cases get reported as formal complaints.

## 4. Access Performance

Emergency Access Performance		Sep 2022	Oct 2022	Nov 2022
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	=>95.0%	62.3%	57.3%	59.9%
% patients spending less than 4 hours in ED – Local Delivery System	≥ 90.0%	76.1%	61.5%	73.5%

Attendances to the Emergency Department (ED) have remained high through this period, averaging 379 per day (including 19 days in the three months with over 400 arrivals). This, alongside with 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 the period of September to November 2022, UHS ranked in the top quartile of the 16 teaching hospitals that we benchmark against (Type 1 attendances).

NHS England has recently made ambulance handover data more readily available. Across the South East and South West regions UHS is in the top three trusts with the lowest ambulance handover delays at 30+ and 60+ minutes, despite the challenges within our own department

<b>Referral to Treatment (RTT)</b>	<b>Target</b>	<b>Sep 2022</b>	<b>Oct 2022</b>	<b>Nov 2022</b>
% incomplete pathways within 18 weeks in month	=>92%	<b>65.09%</b>	<b>64.97%</b>	<b>65.24%</b>
Total patients on a waiting list		53,106	53,913	54,198

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

UHS continues to make good progress in reducing the longest waiting patients. UHS has no patients waiting over two years for treatment and are continuing to see a good reduction in the number of patients who have waited over 78 weeks for treatment.

<b>Cancer</b>	<b>Target</b>	<b>Sep 2022</b>	<b>Oct 2022</b>	<b>Nov 2022</b>
Urgent GP referrals seen in 2 weeks	=>93%	<b>80.6%</b>	<b>76.2%</b>	<b>73.1%</b>
Diagnosis within 28 days	>=75%	<b>75.0%</b>	<b>80.1%</b>	<b>79.4%</b>
Treatment started within 62 days of urgent GP referral	=>85%	<b>55.2%</b>	<b>55.1%</b>	<b>58.0%</b>

As a specialist teaching hospital, our cancer services are under pressures not seen in other Wessex region hospitals, but replicated with other national, acute, teaching hospitals. Cancer referrals remain high compared to pre-COVID levels, and this has created challenge on our service. This has been particularly prevalent within Breast, where high demand and some staffing issues have impacted performance between September to November. Other areas seeing higher demand have been Head and Neck and Urology. As a result of referral volumes, our 62-day cancer treatment performance has been adversely impacted. Late tertiary referrals have also impacted our ability to treat patients within 62 days.

However, our performance to the 28 Day Faster Diagnosis standard remains above target – ensuring that we are providing patients with an outcome from their referral within a timely manner.

## 5. Finance

The financial position for the trust is particularly challenging with a year-to-date deficit of £17.7m reported at the end of November 2022 (month 8). This compares to a deficit plan of £4.7m so is £13m behind plan. The key drivers for this are:

- COVID-19 related cost pressures – patient numbers have remained significant and staff sickness absence has also remained above pre-COVID levels. This has generated a significant cost pressure compared to plan assumptions.
- Inflationary pressures especially related to energy costs – these are emerging to a greater extent as the year progresses with energy costs particularly set to increase over the winter period despite the government price cap offering some protection. Energy costs are more than three times greater than they were in 2019/20.
- An increase in the volume of patients not meeting the criteria to reside who are medically optimised for discharge – this is causing particularly acute operational challenges and limiting the Trust's ability to deliver additional elective activity suppressing Elective Recovery Funding (ERF).

These drivers are forecast to continue over the winter period and in the example of increasing energy costs may cause a greater pressure on the financial position. Despite these challenges the cost improvement programme for the Trust continues to deliver savings with £27m achieved against a plan of £25m so £2m ahead of plan. The annual plan of £45m is over 90% identified with the intention of identifying and delivering additional savings in Q4 to bridge the remaining gap.

A range of forecast scenarios exist which are currently being risk assessed by the Trust's Finance and Investment Committee. The trust continues to focus on financial and productivity improvement despite the operational challenges. The Trust Savings Group has now been running six months and a trust financial improvement away day has generated significant ideas for onward development.

Capital expenditure year-to-date totals £14m with key programmes of work now starting to take hold such as the new wards project and theatres refurbishments. The Trust remains on target to spend its full capital budget of £49m for 2022/23. Additional to this the Trust has been successfully awarded external capital of c£23m for spend in 2022/23 which will further support investment in capacity, infrastructure and digital. It is hoped the Trust will be successful in achieving more external capital funding in future months with several bids in final stages of the national approval process.

## 6. Human Resources

Indicator	Target	Q2 22/23
Staff recommend UHS as a place to work	-	<b>6.96</b>
Staff survey engagement score	-	<b>7.03</b>

The Pulse Survey results show a declining score across both metrics, although we remain slightly better than national averages. Feedback from staff indicates that the scores reflect the ongoing challenging environment that they are working in.

Indicator	Target	Sep 2022	Oct 2022	Nov 2022
Turnover (internal target)	<=12%	<b>14.7%</b>	<b>14.6%</b>	<b>14.4%</b>
Sickness absence 12 month rolling (internal target)	<=3.4%	<b>4.9%</b>	<b>4.8%</b>	<b>4.8%</b>
Nursing Vacancies (Registered Nurse only in clinical wards) (internal target)	<=15%	<b>11.6%</b>	<b>11.0%</b>	<b>11.3%</b>

Primarily reasons for sickness continue to be: Covid-related sickness (including long Covid); work-related stress; and musculo-skeletal (MSK) problems.

Report to the Council of Governors				
Title:	Chair and Non-Executive Director (NED) Appraisal Process			
Agenda item:	6.1			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Steve Harris, Chief People Officer			
Date:	25 January 2023			
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 with the chair and non-executive directors. 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 2022-23.			
Implications: (Clinical, Organisational, Governance, Legal?)	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.			
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	The CoG is asked to approve the appraisal process as recommended by the GNC, following its meeting on 11 January 2023.			

**To:** Council of Governors  
**From:** Steve Harris - Chief People Officer  
**Date:** 25 January 2023  
**Subject:** Non-Executive Director (NED) Appraisal Process for Year 2022/23

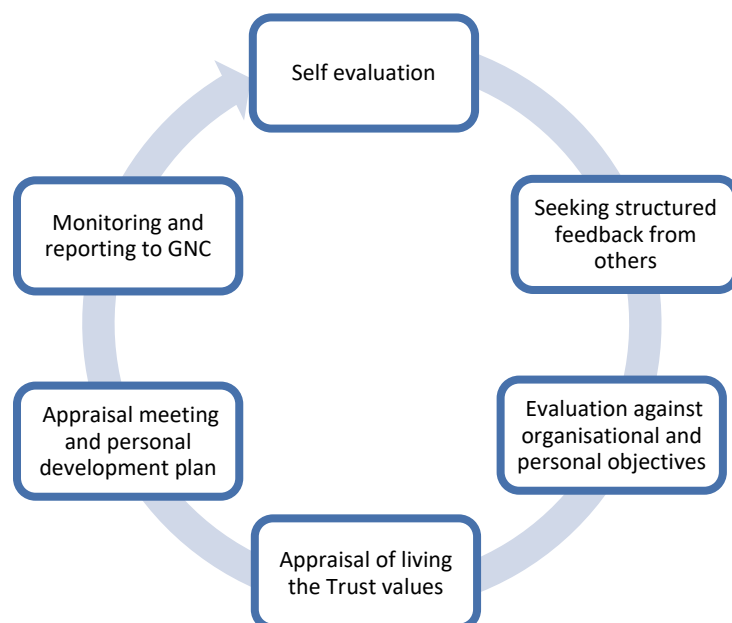
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## 1. Introduction and purpose

- 1.1 Each year Non-Executive Directors (NEDs) and the Trust Chair are required to participate in an annual appraisal process. The results of this are shared with the Governors Nomination Committee (GNC) and the Council of Governors (COG).
- 1.2 The Trust normally aims to complete the process by 31 March each year. The appraisal process will be undertaken by Jenni Douglass-Todd this year, as the new Chair for UHS.
- 1.3 This paper sets out the proposed process and timescales for the NED appraisals for 2022/23.

## 2. Overview of the process

- 2.1 The Chair of the Trust has responsibility for undertaking the appraisals for NEDs. The Chair appraisal process is conducted by the Senior Independent Director (SID).
- 2.2 Jane Harwood, in her new position 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 of 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 This year the Trust will use the guidance forms provided by NHSE for NED appraisal. The Trust NED appraisal process is in line with [NHSE guidance published](#).

### **3. NHSE Framework for Chair 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 NHSI Regional Director.

3.3 It is intended that UHS use the templates provided for the Chair appraisal, and also include our own local values. Multi-source feedback will continue to be requested from Trust Board members and the Governors. 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 (SID)
- Jane Bailey
- Dr Tim Peachey
- Dave Bennett
- Femi Macaulay (Associate NED)

4.2 An objective setting session will be set up for Professor Diana Eccles as part of her induction into the role of Non-Executive Director, representing the University of Southampton.

4.3 Professor Cyrus Cooper has become an Associate Non-Executive Director. Due to his ill health, it is proposed that he does not participate in the process.

### **5. Proposed process**

5.1 The following is proposed as the process for the 2022/23 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 Governors 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 Chairman

5.2 To ensure meaningful views can be obtained, it is suggested that Governors will be asked to provide positive feedback and areas of development on 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	Early Jan 23
Sending out forms	All feedback forms to be sent out to appraisees and to Governors by close of play on TBC  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	Early Jan 23
Seeking feedback	Feedback to be provided to the chief people officer, who will collate it.	BP SH	3 Feb 2023
Booking appraisal meetings	Appraisal meetings to be booked by JDT (MDC)	MDC	By end of Jan 2023
Appraisal meetings held	JDT to hold appraisal meetings with: <ul style="list-style-type: none"> <li>• TP</li> <li>• KE</li> <li>• JH</li> <li>• DB</li> <li>• JB</li> <li>• FM</li> </ul>	JDT	End of Feb 2023
Summary reporting to GNC	SH and JDT 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 GNC by JDT an SH.	JDT and SH	End of March 2023
Reporting to COG	GNC, supported by Chief People Officer and Chairman, to provide summary report and assurance to COG.	JDT and SH	
Reporting to NHSi	Summary report to be provided to NHSi in line with framework process.	SH	End of March 2023

## **7. The role of 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 Chairman. 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 NEDs and Chair has taken place.

## **8. Recommended next steps**

- 8.1 The CoG is asked to review and approve the proposed process following its recommendation by the GNC.
- 8.2 Governors are asked to participate in the process by providing feedback to the Lead Governor as requested.

Steve Harris  
Chief People Officer

January 2023



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

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- 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				
<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>25 January 2023</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>	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 2023/24 is attached for approval.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	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 2023/24.			

Council of Governors' Annual Business Plan - 2023/24					
Agenda Item	April 2023	July 2023	October 2023	January 2024	Required Action
<b>Reports from Executives/Trust Management</b>					
Chief Executive Officer's Report	✓	✓	✓	✓	Receive
Operational Plan/Trust's Strategy	✓				Review and Feedback
Quality Priorities				✓	Review and Feedback
Draft Annual Report (including Quality Report)	✓				Review and Feedback
Non-NHS Activity	✓				Approve
Strategic Objectives	✓				Review and Feedback
Annual Self-Certification of the Trust's licence conditions	✓				Review and Feedback
2021/22 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
Non-Executive Director Appointment and Reappointment ( <i>Jane Harwood-1st term ends 30/09/2023</i> )		✓			Approve
Strategy Day Planning			✓		Information
<b>As Required</b>					
Chair's 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>Council of Governors' Composition Review</b>			
<b>Agenda item:</b>	<b>6.3</b>			
<b>Sponsor:</b>	<b>Jenni Douglas-Todd, Trust Chair</b>			
<b>Author:</b>	<b>Karen Russell, Council of Governors' Business Manager</b>			
<b>Date:</b>	<b>25 January 2023</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>	As part of a review of the composition of the Council of Governors, (CoG) the Membership and Engagement Working Group has been considering proposals regarding the representation of young people on the CoG.			
<b>Response to the issue:</b>	The attached paper describes the proposals discussed by the CoG's Membership and Engagement Working Group relating to young governor representatives, following its meeting on 19 January 2023.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	Any change to the composition of the CoG would require a change to the Trust's constitution, which would need to be approved by the CoG and the board of directors. However, the CoG could decide to appoint a young governor representative on an associate basis which would not affect the formal composition of the CoG therefore the Trust's constitution would not require amendment.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	<ol style="list-style-type: none"> <li>1. Compliance with the National Health Service Act 2006.</li> <li>2. Compliance with the Trust's constitution.</li> <li>3. Ensuring that the CoG is sufficiently representative of the public, patients and members.</li> </ol>			
<b>Summary: Conclusion and/or recommendation</b>	The CoG is requested to approve the proposals discussed by the CoG Membership and Engagement Working Group at its meeting on 19 January 2023, to invite the Trust's Youth Ambassador Group to provide two representatives to join the CoG on an associate membership basis, one each from the 16-18 and 18-25 age group categories.			

## **Background**

There have previously been two student governor representatives who have attended meetings of the CoG and its working groups and have supported engagement and other activities of the CoG:

- One student representative from a local sixth form college
- One student representative from the University of Southampton

As part of the review of the composition of the CoG, the Membership and Engagement Working Group has considered how these appointments could better support the work regarding equality, diversity and inclusion for staff and patients within the Trust, and in membership engagement and recruitment, which should in turn lead to greater diversity on the CoG.

The other proposal considered was to include a student representative as a full member of the CoG.

## **Considerations**

Examples of similar arrangements at Oxford University Hospital NHS FT and at University Hospitals Bristol and Weston NHS FT were considered as part of the review.

## **Proposal**

The Trust has a Youth Ambassador Group to provide young people with a voice to equip them with the resources to highlight their ideas for change at the Trust. The target audience includes young people and young adults who have complex health needs or who only access the service in times of acute illness.

The purpose of the Group is to represent the interests of young people and young adults from a wide variety of backgrounds and ensure that their views are incorporated into the development of services for children, young people and young adults across Southampton Children's and General Hospital. The group is supported by an extensive team of clinical and non-clinical staff within the hospital as well as external stakeholders.

The proposal is to invite the Group to provide two representatives to join the CoG on an associate membership basis, one each from the 16-18 and 18-25 age group categories. This would align with the age requirement for public membership of the Trust which has a minimum age limit of 16.

It was felt that selection from these groups would be more diverse than targeting specific colleges and universities and would be more representative of young service users of the Trust.

The associate members would join the CoG on a rotation basis for one year and at the end of that period would be presented with a certificate endorsing their contributions to CoG. This arrangement would be trialled for one year and then reviewed to consider if any changes should be made.

If this arrangement proves successful, a similar model could be considered as a means of improving engagement with other groups which have been historically under-represented and/or less engaged.

Report to the Council of Governors				
Title:	Vacancy for the Nursing and Midwifery Staff Governor			
Agenda item:	6.4			
Sponsor:	Jenni Douglas-Todd, Trust Chair			
Author:	Karen Russell, Council of Governors' Business Manager			
Date:	25 January 2023			
Purpose	Assurance or reassurance	Approval	Ratification	Information
		X		
Issue to be addressed:	<p>Wendy Marsh was elected as the governor for the Nursing and Midwifery Staff group with effect from 1 October 2022. Wendy decided stand down as a governor for personal reasons with effect from 6 December 2022.</p> <p>Governors are asked to consider proposals to fill the governor vacancy for the Nursing and Midwifery Staff Group.</p>			
Response to the issue:	<p>In accordance with the Trust's Constitution there are 3 options for filling a seat where a vacancy arises for any reason other than the expiry of the term of office:</p> <ol style="list-style-type: none"> <li><b>To call an election to fill the vacant seat.</b> The election can be included in the scheduled governor election which will be held in 2023. This would be the recommended option and would ensure that the vacancy is filled with the minimum additional time, resource and cost implications. There are three other staff governors (including the lead governor) who would be able to support nursing and midwifery staff during the period that the seat is vacant. <p>If a separate election was called prior to the scheduled election, this would have further financial and resource implications. The cost for external election services would be in the region of £1500-2000 for the election and in addition there would be an additional demand on staff resources in both the Corporate Affairs and Communications Teams. The election would take a minimum of 40 days from the publication of the notice of election, plus approximately 21-28 days for the preliminary administrative and communication processes to be completed to prepare for the election.</p> </li> <li><b>To invite the next highest polling (runner-up) candidate for that seat at the most recent election, who is willing to take office, to fill the seat for any unexpired period of the term of office.</b> Wendy was the only candidate at the most recent election in 2022 and was elected uncontested, therefore this is not an option in this case.</li> </ol>			

	<p>3. <b>To leave the seat vacant until the next scheduled elections are held if the unexpired period of office is less than twelve months.</b> This option would not be appropriate in this case as the remaining term of office is more than 12 months from the date the seat became vacant.</p>
<p>Implications: (Clinical, Organisational, Governance, Legal?)</p>	<p>This appointment supports the effective operation of the council of governors and the representation of the Nursing and Midwifery staff group.</p>
<p>Risks: (Top 3) of carrying out the change / or not:</p>	<ol style="list-style-type: none"> <li>1. Non-compliance with the Trust's constitution, which requires a decision regarding the vacancy to be made by the council of governors.</li> <li>2. The council of governors may not function as effectively without a governor to represent the Nursing and Midwifery staff group.</li> <li>3. The Nursing and Midwifery staff group would not have a governor to represent its views.</li> </ol>
<p>Summary: Conclusion and/or recommendation</p>	<p>The council of governors is asked to approve <b>Option 1</b> to fill the vacant seat for the Nursing and Midwifery staff group by calling an election to coincide with the scheduled governor elections in 2023.</p> <p>This would ensure that the vacancy is filled with the minimum additional time, resource and cost implications.</p>

Report to the Council of Governors				
<b>Title:</b>	<b>Confirmation of Election of the Patient and Staff Experience Working Group Chair</b>			
<b>Agenda item:</b>	<b>6.5</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>25 January 2023</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>	A vacancy has arisen for the chair role of the Council of Governors' Patient and Staff Experience Working Group as the previous chair stood down when his first term of office ended on 30 September 2022.			
<b>Response to the issue:</b>	Governors were asked to indicate if they would be willing to take on the role of chair of the Patient and Staff Experience working group. Sandra Gidley expressed an interest in taking on this additional role.  The working group has decided by a unanimous vote to appoint Sandra as its new chair and this appointment is required to be confirmed by the Council of Governors.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	The terms of reference of the Council of Governors' Patient Working Groups requires that the appointment of the chair of the working group is confirmed by the Council of Governors.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	<ol style="list-style-type: none"> <li>1. Non-compliance with the terms of reference for the Council of Governors' Patient and Staff Experience Working Group.</li> <li>2. Effective functioning of the Council of Governors' Patient and Staff Experience Working Group.</li> </ol>			
<b>Summary: Conclusion and/or recommendation</b>	The Council of Governors is asked to confirm the appointment of Sandra Gidley as the chair of the Council of Governors' Patient and Staff Experience Working Group following election by the working group.			



<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Appointment of Deputy Lead Governor</b>			
<b>Agenda item:</b>	<b>6.6</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>25 January 2023</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		<b>Y</b>		<b>Y</b>
<b>Issue to be addressed:</b>	<p>One of the roles of the Council of Governors is to appoint the Deputy Lead Governor. The current Deputy Lead Governor, Helen Eggleton, will reach the end of her first term in the role on 11 March 2023. The term of office for the Lead Governor and Deputy Lead Governor is three years with an option to stand for a second term.</p> <p>The role of the Deputy Lead Governor is an important one and details of the role are set out below.</p> <p>Any governor seeking to be elected as the Deputy Lead Governor is required to submit a written statement to the Company Secretary by a specified date. The statement must not be in excess of 300 words and will be circulated to all governors by email following the expiry of the deadline for submission. Governors will be provided with a deadline to register an electronic vote by email and the Company Secretary will act as the Returning Officer in respect of the election.</p>			
<b>Response to the issue:</b>	Governors will be invited to apply for the role of Deputy Lead Governor and if interested should submit a written statement as specified above by the closing date. Statements will then be circulated to all governors by the Company Secretary by email and an electronic vote will take place.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	The appointment of a Deputy Lead Governor will support the effective running of the Council of Governors.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	<ol style="list-style-type: none"> <li>1. The Council of Governors will have the added benefit of an effective Deputy Lead Governor in post.</li> <li>2. The constitution reflects current practice of the Council of Governors and the Board of Directors and appointment of the Deputy Lead Governor.</li> </ol>			
<b>Summary: Conclusion and/or recommendation</b>	The Council of Governors is requested to note the process for appointing a new Deputy Lead Governor.			

## LEAD GOVERNOR

### Role Overview

The NHS foundation trust code of governance recommends that all foundation trusts should have a lead governor who will be a point of contact for NHS England/Improvement (NHSEI) (formerly known as Monitor) and can liaise with them on behalf of the governors, in circumstances where it would be inappropriate to contact the chair or company secretary.

Such contact is likely to be rare and may occur, for example, where NHSEI wish to understand the view of the governors about the capability of the chair or be investigating some aspect of an appointment process or decision that may not have complied with the Trust's constitution.

The lead governor shall ensure that their contact details are provided to NHSEI and continue to update NHSEI and the council of governors if these change.

If an individual governor wishes to make contact with NHSEI, contact will be made through the lead governor.

The council of governors may also agree that the lead governor should undertake other specified duties.

### Appointment Process

The lead governor is chosen by the council of governors and the appointment process is set out in annex 6 of the Trust's constitution. The process is as follows:

- governors seeking election as lead governor will be required to submit a written statement (not exceeding 300 words) to the company secretary in support of their candidature by a specified deadline;
- statements received by the deadline will be circulated to all governors by the company secretary or their representative by email, with a request for governors to vote by email by a specified deadline; and
- the company secretary shall act as the returning officer in respect of the election.

Any governor may be the lead governor provided that they have the time to commit to the role. The appointment shall be for a period of three years with the option to stand for a second term. The lead governor may resign the position at any time by notice to the chair or company secretary.

### Other duties agreed by the council of governors

As well as the role set out within the overview above, the lead governor will carry out the following additional duties:

- A member of the governors' nomination committee.
- Will collate the input from governors for the senior independent director, deputy chair or chair for the annual performance reviews of the chair and non-executive directors.

- Act as a point of contact and liaison for the chair, senior independent director and deputy chair including providing support in addressing any concerns relating to individual governors.
- Provide a written statement on behalf of the council of governors for inclusion in the Trust's quality accounts.
- Present a report at the annual members' meetings on behalf of the council of governors relating to:
  - the steps taken to secure that, taken as a whole, the actual membership of its constituencies and the classes of constituencies is representative of those eligible for such membership;
  - the progress of the membership strategy; and
  - any changes to the membership strategy.
- Act as chair for informal governor meetings.
- Meet regularly with the chair and chief executive officer to raise any issues on behalf of the governors and discuss national or local developments.
- Act as a coordinator of governor responses to consultations.
- Provide leadership to governors in respect of their role of holding the non-executive directors to account.

### **Personal attributes**

To fulfil the role effectively the lead governor will:

- Have strong interpersonal skills with the ability to communicate clearly and build relationships with governors and members of the board of directors
- Have a willingness to challenge constructively
- Have the ability to influence and negotiate
- Have the ability to deal proactively with potential conflicts and provide leadership in areas where views are divided
- Have the ability to exercise independent judgment without seeking to advance a particular agenda or viewpoint
- Be able to maintain confidentiality
- Be committed to the success of the Trust
- Understand the role of the governor
- Understand NHSEI's role, the available guidance and the basis on which NHSEI may take regulatory action
- Be able to commit the time necessary for the role.

### **Deputy lead governor**

The council of governors may appoint or elect a deputy lead governor to deputise for the lead governor when they are unable to perform the responsibilities of the role and to undertake such other responsibilities as the council of governors may specify.

The same process used for the appointment of the lead governor will be used for the appointment of the deputy lead governor.

<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Audit and Risk Committee Terms of Reference</b>			
<b>Agenda item:</b>	<b>6.7</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</b>			
<b>Date:</b>	<b>25 January 2023</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		<b>X</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 NHS Foundation Trust Code of Governance requires that Council of Governors is consulted on the Audit and Risk Committee terms of reference. The terms of reference are approved by the Board of Directors.			
<b>Response to the issue:</b>	It is proposed to amend paragraph 3.2 to permit the deputy chair of the Board to act as Chair of the Audit and Risk Committee, noting that, should the deputy chair have to act as Chair of the Board for an extended period of time, they will resign as Chair of the Audit and Risk Committee in order to ensure that the Committee Chair remains independent.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	<p>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.</p> <p>The Code of Governance for NHS Provider Trusts, applicable from April 2023, includes provisions (B.2.5 and D.2.1), which state that the deputy chair should not be chair of the audit committee. However, the key concern is that the audit committee chair should be independent, and where the deputy chair is expected to act as chair of the board, there is potential for the director's independence to become compromised over time. Hence, it is proposed to include the proviso in the Audit and Risk Committee terms of reference, that should the deputy chair have to act as Chair of the Board for an extended period of time, they will resign as Committee Chair in order to preserve the independence of the Committee Chair. Given the current Committee Chair's experience and qualifications, it is considered appropriate that he should remain as Committee Chair, the non-compliance with the new Code of Governance notwithstanding. It is considered that the non-compliance can be justified under the 'comply or explain' principle and that the underlying concern in respect of independence will be mitigated through the proviso referred to above.</p> <p>An additional consideration is that, as part of succession-planning and Board composition discussions, the Board should consider the need for</p>			

	an additional suitably (financially) qualified individual to be a member of the Committee, who can replace the Committee Chair should he have to resign due to his Deputy Chair commitments.
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, The NHS Foundation Trust Code of Governance 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>
Summary: Conclusion and/or recommendation	The Council of Governors is asked for its views on the proposed changes before a proposal is presented to the Trust Board.

**Audit and Risk Committee Terms of Reference** Version: **54**

Date Issued: ~~27 January 2022~~TBC  
 Review Date: January ~~2023~~2024  
 Document Type: Committee Terms of Reference

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

Appendices		Page
Appendix A	Committee and Reporting Structure	7

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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 will not be the senior independent director or deputy chair of the Board~~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.

#### **7.5 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

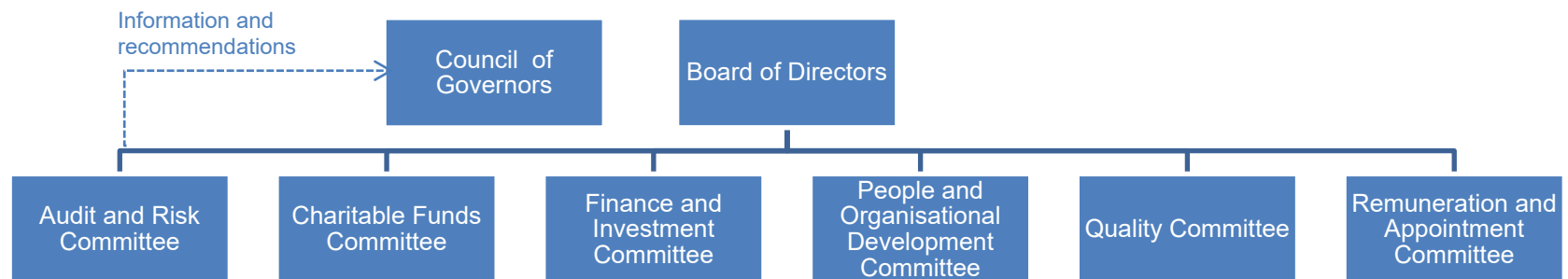
10.4 National Audit Office Code of Audit Practice

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>27 January 2022</del> TBC
Responsible Committee:	Audit and Risk Committee
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	January 2024 <del>3</del>
Target audience:	Board of Directors, Audit and Risk Committee, NHS Regulators, Staff and Public
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Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	<del>Minor changes of a typographical nature.</del> Amendment to para 3.2.
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				
<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>25 January 2023</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  <b>Y</b>
<b>Issue to be addressed:</b>	Information about engagement with Trust members supports the Council of Governors in their role.			
<b>Response to the issue:</b>	This report aims to update the council on Trust membership and recent and planned engagement activities.			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	This report provides engagement information, there are no specific implications.			
<b>Risks: (Top 3) of carrying out the change / or not:</b>	This report is provided for the purpose of information.			
<b>Summary: Conclusion and/or recommendation</b>	This report is provided for the purpose of information.			

## Overview of engagement

Over the last three months most of our membership engagement has been through virtual and digital platforms, but we have also taken part in activity in the community.

When we communicated with postal members during the Council of Governors election last summer we encouraged them to give us their email address so that it would be easier to keep in touch with them. Around 275 postal members gave us their email address and were added to our mailing list at the end of October.

Editions of the *Connect* membership newsletter were sent to all public members who we have an email address for in October and December.

In October public members who specified a stated interest in cardiac, orthopaedics and rheumatology were invited to take part in real examinations from final year University of Southampton medical students on placement at the Trust. The medical examinations are due to take place early this year, and the programme lead has reported a good interest rate among members wanting to take part in these.

A link to the annual report and accounts 2021/22 was sent to members, a week before the annual members' meeting, which took place in November, and included highlights from the report and accounts, as well as a look at progress made in implementing the Trust's five-year strategic plan and an update on our membership strategy.

November was global men's health awareness month, and we marked this by working with the organisational development and inclusion team to host a men's health matters event for both public and staff members. UHS speakers focused on prostate cancer and testicular cancer, aiming to raise awareness and encourage men to speak up to improve outcomes in early detection, diagnosis and effective treatment, with guest speakers from ManGang and Southampton Mental Health Network covering mental health.

Members were also invited to a virtual event to mark 20 years of the Trust's Wessex Blood and Marrow Transplant Programme in November, with staff and former patients reflecting on the service.

And we started 2023 with a virtual event inviting members to contribute to our plans to become a tobacco smoke-free hospital site, with examples of interventions to help patients to quit smoking.

In addition to the above events aimed primarily at public members, we also worked closely with the Trust's organisational development and inclusion team on two virtual events exclusively for staff members. To mark Black History Month in October, Lou Taylor, director, Black History Month South, was invited to speak about his organisation's new partnership with UHS, and encourage staff of black heritage to take part in a project.

We also marked Disability History Month in November with a virtual event looking at how Workforce Disability Equality Standards (WDES) data is put into action to improve the experience of our disabled staff, with guest speaker Pete Loughborough, a senior analyst at NHS England.

As well as our digital and virtual engagement, we have also been supporting the experience of care team at UHS in the Community sessions, which have been held at public libraries

across Southampton. These events are an opportunity for the public to learn more about how they can get involved in developing UHS services, take part in specific projects and give their views on the care they or loved ones have received. Members who live in postcode areas close to each library have been invited to drop in and speak to the team, with several attending each week and feeding back that the session was useful.

**Connect newsletter**

<b>Connect edition</b>	<b>Date sent</b>	<b>Sent to</b>	<b>Bounces</b>	<b>Opens*</b>
<b>October 2022</b>	<b>20/10/2022</b>	<b>2732</b>	<b>51</b>	<b>48%</b>
<b>December 2022</b>	<b>15/12/2022</b>	<b>2931</b>	<b>53</b>	<b>53%</b>

**Targetted campaign**

<b>Email</b>	<b>Date sent</b>	<b>Sent to</b>	<b>Bounces</b>	<b>Opens*</b>
<b>Taking part in student examinations</b>	<b>24/10/2022</b>	<b>257</b>	<b>3</b>	<b>62%</b>

**Annual report**

<b>Email</b>	<b>Date sent</b>	<b>Sent to</b>	<b>Bounces</b>	<b>Opens*</b>
<b>Annual report publication</b>	<b>25/10/2022</b>	<b>2721</b>	<b>52</b>	<b>48%</b>

**Virtual events for all members**

<b><u>Virtual event</u></b>	<b><u>Date held</u></b>	<b><u>Pre-registrations</u></b>	<b><u>Peak live audience</u></b>	<b><u>Recording views*</u></b>
<b>Annual members' meeting 2022</b>	<b>01/11/2022</b>	<b>143</b>	<b>38</b>	<b>181</b>
<b>Men's health matters</b>	<b>24/11/2022</b>	<b>120</b>	<b>46</b>	<b>54</b>
<b>20 years of bone marrow transplant and cellular therapy</b>	<b>28/11/2022</b>	<b>115</b>	<b>63</b>	<b>387</b>
<b>Next steps for a tobacco smoke-free UHS site</b>	<b>09/01/2023</b>	<b>57</b>	<b>11</b>	<b>22</b>

**Virtual events for staff members**

<b>Virtual event</b>	<b>Date held</b>	<b>Pre-registrations</b>	<b>Peak live audience</b>
<b>Black History Month South partnership launch</b>	<b>20/10/2022</b>	<b>36</b>	<b>32</b>
<b>Next steps for improving disabled staff experience</b>	<b>25/11/2022</b>	<b>47</b>	<b>43</b>



**Members invited to UHS in the Community library sessions**

<u>Library location</u>	<u>Date held</u>	<u>Postcodes targeted</u>	<u>Sent to</u>	<u>Bounces</u>	<u>Opens*</u>
Southampton Central	02/11/2022	SO14, SO15	275	1	58%
Thornhill	16/11/2022	SO18, SO19, SO30	458	12	47%
Woolston	23/11/2022	SO14, SO19, SO31	413	12	41%
Burgess Road	30/11/2022	SO15, SO16, SO17	616	7	48%
Weston	14/12/2022	SO19, SO31	330	10	40%
Shirley	04/01/2023	SO14, SO15, SO16	607	6	45%
Portswood	11/01/2023	SO14, SO15, SO16, SO17, SO19	897	10	42%

\* All open rates and recording views as of 16 January 2023

**Public engagement on social**

Impressions = number of times a post has been displayed

Engagement = number of likes, shares, comments

We continued to be very active across our social media channels providing updates and guidance, with much activity focusing on extreme pressure on our services and what the public can do to help. Other content with high engagement included:

**UHS medics win best team at The Sun's Who Cares Wins awards**

Full coverage of a team of UHS medics receiving the Best Team award at The Sun's Who Care's Wins awards after transporting 21 young Ukrainian cancer patients back to England so they could continue their life-saving treatment.

321,154 impressions    60,091 engagements

**Walking frame amnesty**

In December we asked people in the community with walking frames no longer needed to return them to help get patients home in time for Christmas.

61,796 impressions    5,000 engagements

**Teenage boy survives aneurysm against the odds**

The story of how Warrick Allon survived a rare brain aneurysm against the odds thanks to emergency surgery by experts at Southampton Children's Hospital.

45,797 impressions    9,009 engagements

## Governor updates

Weekly updates and a round-up of the key staff briefing messages are continuing to be sent, with regular updates sent to governors in December when the Trust declared a critical incident.

## Overview of membership

### Member analysis

	Number of members	18 - 60	60 - 74	75+
Jan 2022	8289	2306	2269	3714
Apr 2022	8210 ↓	2285	2222	3703
Jun 2022	8207 ↓	2308	2192	3707
Oct 2022	8174 ↓	2358	2156	3657
Jan 2023	8134 ↓	2346	2109	3679

Ethnicity breakdown (and number of new members since 19 October 2022)	
White - English, Welsh, Scottish, Northern Irish, British	7120 (13)
White - Irish	7
White - Gypsy or Irish Traveller	0
White - Other	73 (2)
Mixed - White and Black Caribbean	3
Mixed - White and Black African	7
Mixed - White and Asian	4
Mixed - Other Mixed	44 (1)
Asian or Asian British - Indian	64
Asian or Asian British - Pakistani	13 (1)
Asian or Asian British - Bangladeshi	10
Asian or Asian British - Chinese	11 (1)
Asian or Asian British - Other Asian	201
Black or Black British - African	36
Black or Black British - Caribbean	3
Black or Black British - Other Black	74
Other Ethnic Group - Arab	7
Other Ethnic Group - Any Other Ethnic Group	54
Not stated	403 (2)

### Member recruitment

Since the last Council of Governors meeting on 19 October 2022, 20 new members have joined the Trust.

## Conclusion

Our immediate focus is to:

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

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

## Recommendation

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

## Appendices

- None