

Agenda Council of Governors

Date	26/01/2022
Time	14:00 - 15:35
Location	Microsoft Teams
Chair	Peter Hollins

- 1**
14:00
Chair's Welcome and Opening Comments
- 2**
14:02
Declarations of Interest
- 3**
14:03
Minutes of Previous Meeting
To approve the minutes of the previous meeting held on 27 October 2021.
- 4**
14:04
Matters Arising/Summary of Agreed Actions
- 5**
Strategy, Quality and Performance
- 5.1**
14:06
Chief Executive's Performance Report
Sponsor: David French, Chief Executive Officer
- 6**
Governance
- 6.1**
14:21
Annual Business Plan 2022/23
Sponsor: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 6.2**
14:23
Chair and Non-Executive Director Appraisal Process
Sponsor: Peter Hollins, Chair
Attendee: Steve Harris, Chief People Officer
- 6.3**
14:33
Governor attendance at Council of Governors' Meetings
Sponsor: Peter Hollins, Chair
Attendee: Karen, Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 6.4**
14:38
Composition of the Council of Governors
Sponsor: Peter Hollins, Chair
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 6.5**
14:48
Audit and Risk Committee Terms of Reference
Sponsor: Peter Hollins, Chair
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary

- 6.6 Non-Executive Directors' Additional Commitments**
14:51 Sponsor: Peter Hollins, Chair
Attendee: Karen, Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 6.7 Decisions in Response to Recent Vacancies on the Council of Governors**
14:53 Sponsor: Peter Hollins, Chair
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 7 Membership Engagement and Governor Activity**
- 7.1 Membership Engagement**
14:58 Sponsor: David French, Chief Executive Officer
Attendee: Sam Dolton, Events and Membership Officer
- 7.2 Governors' Nomination Committee Feedback**
15:08 Chair: Peter Hollins
- 7.3 Feedback from Strategy and Finance Working Group**
15:13 Chair: Tim Waldron
- 7.4 Feedback from Patient and Staff Experience Working Group (including confirmation of election of the Patient and Staff Experience Working Group Chair)**
15:18 Chair Elect: Forkanul Quader
- 7.5 Feedback from Membership and Engagement Working Group**
15:23 Chair: Bob Purkiss
- 8 Any other business**
15:28 To raise any relevant or urgent matters that are not on the agenda.
- 9 Date of next meeting: 27 April 2022**
15:33 To note the date of the next meeting.
- 10 Resolution regarding the press, public and others**
15:34 Sponsor: Peter Hollins, Trust Chair
To agree, as permitted by the National Health Service Act 2006 (as amended), the Trust's Constitution and the Standing Orders of the Council of Governors, that representatives of the press, members of the public and others not invited to attend to the next part of the meeting be excluded due to the confidential nature of the business to be transacted.

Minutes - Council of Governors (CoG)

Date	27 October 2021	
Time	14.00-15.45	
Location	Microsoft Teams	
Chair	Peter Hollins	
Present	Peter Hollins, Chair	PTH
	Theresa Airiemiokhale, Elected, Southampton City	TA
	Elsbeth Allpress, Elected, New Forest, Eastleigh and Test Valley	EA
	Dr Nigel Dickson, Elected, New Forest, Eastleigh and Test Valley	ND
	Professor Mandy Fader, Appointed, University of Southampton	MF
	Harry Hellier, Elected, New Forest, Eastleigh and Test Valley	HH
	Kelly Lloyd, Elected, Health Professional and Health Scientist Staff	KL
	Robert Purkiss, Elected, Rest of England and Wales	RP
	Forkanul Quader, Elected, Southampton City	FQ
	Councillor Rob Stead, Appointed, Southampton City Council	RS
	Amanda Turner, Elected, Non-Clinical and Support Staff	AT
	Quintin van Wyk, Elected, Rest of England and Wales	QvW
	Tim Waldron, Elected, Southampton City	TW
In attendance	Jane Bailey, Non-Executive Director (NED), Deputy Chair and Senior Independent Director	JB
	Sam Dolton, Events and Membership Officer	SD
	Karen Flaherty, Associate Director of Corporate Affairs	KF
	Tim Peachey, NED	TP
	Karen Russell, Council of Governors' Business Manager	KR
	Joe Teape, Chief Operating Officer (for item 5.1)	JT
	One member of the public	
Apologies	Katherine Barbour, Elected, Southampton City	KBa
	Colin Bulpett, Elected, Rest of England and Wales	CB
	Helen Eggleton, Appointed, NHS Hampshire, Southampton and Isle of Wight CCG	HE
	Carys Gladdish, Elected, Isle of Wight	CG
	Cerrie Gray, Elected, New Forest, Eastleigh and Test Valley	CGr
	Professor Julie Hall, Appointed, Solent University	JH
	Phil Harries, Elected, Medical Practitioners and Dental Staff	PH
	Tony Havlin, Elected, Southampton City	TH
	Councillor Alexis McEvoy, Appointed, Hampshire County Council	AM

1 Chair's Welcome and Opening Comments

The Chair welcomed everyone to the meeting, and in particular RS, AT and QvW who were attending a meeting of the Council for the first time.

2 Declarations of Interest

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

3 Minutes of Previous Meeting

The minutes of the meeting held on 21 July 2021 were **approved** as an accurate record of the meeting.

4 Matters Arising/Summary of Agreed Actions

The following updates were provided on four actions from previous meetings:

- **Governor Forum**
Guidance was being finalised for a governor group within Microsoft Teams and would be shared with governors once complete, which was expected to be in early November 2021.
- **Review of the Council of Governors' Composition**
There had been no volunteers to join the task and finish group to review the CoG composition therefore the CoG's Membership and Engagement Working Group would commence the review at its next meeting on 8 November 2021. The outcome of the review would be presented to the CoG at its meeting on 19 January 2022.
- **Discussion between Peter Hollins and Julian Sutton**
PTH had contacted Julian Sutton to follow up on concerns he had highlighted about staff in pathology during a presentation to the CoG Patient and Staff Experience Working Group. Julian had confirmed that no further action was currently necessary, although it had been beneficial for PTH to contact the pathology team as staff in the service had experienced significant pressure as a result of the COVID-19 pandemic.
- **Recruitment of an Associate Non-Executive Director (ANED)**
At its meeting on 19 August 2021, the Governors' Nomination Committee (GNC) had considered a suggestion by a governor to use the NHS online recruitment service to identify suitable candidates for the ANED role. The GNC was not confident that this would attract candidates from sufficiently diverse backgrounds and could be more restrictive in terms of decision-making.

5 Strategy, Quality and Performance

5.1 Chief Executive Officer's Performance Report

PTH welcomed JT, who was attending in place of the Chief Executive Officer, to present the performance report.

The report was noted and JT provided an update since the period of June to August 2021 covered by the report. He highlighted that:

- there were 79 patients in the hospital who had tested positive for COVID-19, 14 of whom were receiving high levels of care;
- there had been nosocomial outbreaks of COVID-19 in three separate areas of the hospitals;
- waiting lists for elective activity had continued to increase and elective surgery had been cancelled due to the demands on critical care capacity from patients with COVID-19 and emergency admissions;
- paediatric intensive care was also extremely busy;
- emergency department (ED) attendances remained at historically high levels and this had affected performance against the emergency access standard, although the Trust's performance compared favourably with similar trusts in the South East region; and
- the increase in energy prices (equivalent to £600,000 in September 2021) and a reduction in the income from the elective recovery fund due to the impact of the operational pressures within the Trust on elective activity had made achievement of an overall financial breakeven position in 2021/22 more challenging.

In response to a query regarding the number of staff who had not been fully

vaccinated against COVID-19, JT confirmed numbers of unvaccinated staff were very low and the majority of unvaccinated patient-facing staff had been redeployed to other duties making use of their skills. The Trust was awaiting the outcome of the current national consultation on making vaccination a condition of deployment in the health and wider social care sector.

JT agreed with an observation that the number of complaints had increased in August 2021, however, the number of complaints remained below pre-pandemic levels. Good quality responses were being provided within the expected timescales and the number of complainants returning dissatisfied (in full or in part) has fallen over the last three years, although it remained slightly above target.

The Friends and Family Test scores for maternity services had remained lower during the pandemic and this was particularly associated with post-natal care. There were a few areas of improvement that had been identified following further investigation of the negative scores and plans had been implemented to address these:

- the need for COVID-19 testing had led to additional moves for mothers awaiting confirmation of test results when transferring from the labour ward to the post-natal ward;
- avoiding delays in the administration of analgesia by making the options for self-administration clearer; and
- the shortage of midwives and the level of sickness absence, which had resulted in fewer staff on the antenatal ward at times when the labour ward was particularly busy.

18 new midwives were expected to commence at the Trust in November 2021, with a further cohort in January 2022 and additional maternity support workers were being recruited. However, no changes were planned to the visiting restrictions in the maternity department so as to reduce the risk of COVID-19 transmission. Refurbishment of the post-natal ward to provide more single rooms remained a longer-term ambition although the capital programme for the Trust needed to balance demands in terms of IT, new developments and the estates maintenance backlog.

In response to a query regarding the allocation of the money announced in the autumn budget and spending review, JT advised that there had been additional funding made available to reduce waiting lists. However, while this created some potential for outsourcing, it would not address the issues regarding capacity due to increased demand.

Actions:

- Ian Howard, Interim Chief Financial Officer, would be asked to provide a more detailed response to the query regarding whether the funding which had been announced in the autumn budget and spending review was in addition to previous funding pledged by the government.
- JT would provide a response to HH regarding the respective waiting times for blood tests in primary and secondary healthcare settings.

5.2 Council of Governors' Strategy Day - Plans and Discussion

PTH advised that the CoG strategy day would be held on 8 December 2021 as a virtual event using Microsoft Teams due to the current COVID-19 restrictions in place in the Trust. Governors were asked for their views on the duration of the event and for suggestions of topics for discussion.

It was agreed that the event should last a maximum four and a half hours.

Governors provided the following suggestions for potential topics:

- the role of the governor and changes required for governors to continue to support the Trust in the current and future operating environment;
- how governors could improve their effectiveness and better understand and represent the views of their constituents;
- how governors could encourage membership of the Trust and increase the involvement of the membership; and
- the execution and delivery of the Trust's strategy.

PTH noted that governor attendance at board of directors' committee meetings had been low and these meetings would provide an ideal opportunity for governors to better understand the Trust's strategy and performance.

Action: PTH and RP would finalise plans for the CoG's strategy event.

6 Governance

6.1 Changes to Governors' Nomination Committee Membership and Terms of Reference

At its meeting on 20 October 2021, the GNC had approved proposed changes to the GNC terms of reference (**ToR**) to include the Lead Governor, who normally attended meetings of the GNC, as a member of the GNC. This was anticipated by the Trust's constitution and would also provide additional support in meeting the quorum requirements for the GNC, which required a public governor to be present.

The GNC had also approved three further proposals for changes to the ToR to reflect current practice:

- to explicitly include a staff governor in the membership;
- to remove the Chief Executive Officer as a regular attendee, as they would usually only attend on an exceptional basis; and
- to include the Council of Governors' Business Manager in the regular attendees for meetings of the GNC.

The GNC had also proposed a further change to the ToR, to provide that the quorum for meetings of the GNC comprise three members, including the chair of the CoG and Board (or the senior independent director/deputy chair as appropriate or other non-executive director) and a governor elected by either the members of the public or staff constituency.

Decision: The CoG **approved** the proposed changes to the ToR of the GNC, including the additional change to the quorum for meetings, and AT's appointment as a member of the GNC.

6.2 Chair Appointment Process

This item was considered in a closed session of the meeting.

6.3 External auditor's report to the Council of Governors and Audit Certificate

The National Health Service Act 2006 required that the report of the auditor on the annual report and accounts was presented to the CoG. The annual report and accounts and the report of the auditor were presented to the Council of Governors at its meeting in July 2021.

Following that meeting, the report of the external auditor had been updated by the issue of a supplementary report confirming that the Trust had made proper arrangements for securing economy, efficiency and effectiveness in its use of resources. The annual report and accounts including the supplementary report had

been laid before Parliament on 19 October 2021.

Decision: The CoG **received** the updated external auditor's report.

7 Membership Engagement and Governor Activity

7.1 Membership Engagement

SD introduced the membership engagement report highlighting that:

- engagement with the Trust's members had continued through the summer months, including the issue of bi-monthly *In touch members'* newsletters in August and October 2021;
- targeted tailored emails had been issued to members with a specific interest in certain areas of the Trust to encourage their involvement in listening projects;
- a COVID-19 testing and vaccinations survey from Southampton City Council had been sent to members in the Southampton City constituency;
- virtual events had resumed following a break over the summer, with an event held on 5 October 2021 looking at how the Trust uses patient data;
- the rescheduled annual members' meeting was to be held on 2 November 2021 and governors were encouraged to attend;
- since the last CoG meeting on 21 July 2021, 71 people had joined the Trust as public members;
- the communications and volunteering teams had taken part in freshers' events at both Solent University and the University of Southampton (**UoS**) and 39 new members had joined the Trust at the two events;
- Sam Dolton and Karen Russell had held a very productive discussion with Ben Dolbear, the new president of the UoS students' union, following which the Trust had been invited to take part in their Home and Health Fair on 11 November 2021; and
- the next edition of the *In touch members'* newsletter would have a new appearance to reflect the new branding for 'The UHS Way' launched with the Trust's strategy document.

RP thanked SD on behalf of the CoG for his hard work, innovation and enthusiasm in increasing membership engagement, particularly in the younger age groups.

7.2 Governors' Nomination Committee Feedback

This item was considered in a closed session of the meeting.

7.3 Feedback from Strategy and Finance Working Group

TW advised that a meeting of the Strategy and Finance Working Group had been held on 11 October 2021. The working group had received a very helpful update from Paul Chamberlain, Associate Director of Estates, Facilities and Capital Development Clinical Services, regarding Patient Led Assessments of the Care Environment (PLACE). These assessments had been separated into different elements, with a different element being reviewed each month. Paul had invited governors to take part in the assessments and TW suggested that this should be considered at the CoG's strategy event on 8 December 2021, with a view to creating a rota for governor attendance.

Ian Howard, Interim Chief Financial Officer, had also attended and provided an excellent update on the financial performance of the Trust and the performance of the Trust's subsidiaries.

7.4 Feedback from Patient and Staff Experience Working Group

In the absence of TH, RP provided an update from the meeting of the Patient and Staff Experience Working Group, which had been held on 6 October 2021.

Ceri Connor, Director of Organisational Development and Inclusion, had given a presentation on the Trust's organisational development programme to support staff wellbeing.

In addition, Anna Blair, a clinical nurse specialist for learning disabilities, had provided an update on supporting patients with learning disabilities and autism and Ellis Banfield, Associate Director of Patient Experience, had presented the annual complaints report for 2020/21.

7.5 Feedback from Membership and Engagement Working Group

RP advised that the next meeting of the Membership and Engagement Working Group was scheduled to take place on 8 November 2021.

In addition to a further review of the CoG's composition it was planned to consider ways to increase membership engagement by targeting events at various groups.

8 Any other business

There was no other business.

9 Date of Next Meeting – 21 January 2022

The time of the meeting would be confirmed nearer the date.

10 Resolution regarding the press, public and others

Decision: The CoG resolved that, as permitted by the National Health Service Act 2006 (as amended), the Trust's Constitution and the Standing Orders for the Practice and Procedure of the CoG, that representatives of the press, members of the public and others not invited to attend to the next part of the meeting be excluded due to the confidential nature of the business to be transacted.



University Hospital Southampton

NHS Foundation Trust

List of action items

Agenda item	Assigned to	Deadline	Status	
Council of Governors 31/03/2021 5.5 Amendment to the Trust's Constitution - CCG Merger				
444.	Review the Council of Governors' Composition	● Karen Flaherty ● Karen Russell	26/01/2022	■ Pending
<i>Explanation action item</i> A review of the Council of Governors' composition is to be carried out to check that it still remains appropriate. The review was presented to the CoG at the meeting on 21 July 2021. The CoG agreed that volunteers for a task and finish group would be sought to consider the composition of the CoG in more detail. If no volunteers were forthcoming it would be referred to the Membership and Engagement Working Group for further review.				
<i>Update</i> The outcome will be presented to the CoG at its meeting on Wednesday, 26 January 2022.				
Council of Governors 31/03/2021 6.6 Governor Portal				
445.	Governor Forum	● Karen Russell	26/01/2022	■ Completed
<i>Explanation action item</i> KR and SD would investigate the options for activating or developing a governor forum within the governors' portal including notification functionality.				
<i>Update</i> KR and SD have consulted with IT colleagues who have suggested setting up a governor group within Microsoft Teams. KR invited governors to volunteer to take part in a meeting to test the draft guidance. ND and RP agreed to attend. A few amendments to the guidance were identified and implemented. The final guidance was issued to governors on 17 November 2022.				

Council of Governors 27/10/2021 5.1 Chief Executive Officer's Performance Report				
572.	Budget Announcement - Additional Funding	<ul style="list-style-type: none"> ● Peter Hollins ● Ian Howard 	26/01/2022	■ Completed
<p><i>Explanation action item</i> Ian Howard was asked to provide a response to a query regarding whether the funding which had been announced in the Budget statement was an additional amount or recycled from a previous pledge:</p>				
<p><i>Update</i> Additional capital of £5.9 billion over three years for the NHS was announced as part of the government's autumn budget and spending review (although pre-announced a few days before) for community diagnostics (£2.3 billion), elective surgery hubs (£1.5 billion) and digital technology (£2.1 billion). There was also a separate £150 million of mental health funding some of which will be allocated to invest in new mental health facilities linked to emergency departments. Since the budget and spending review announcements, further funding has been made available to be spent in 2021/22 and the Trust had secured £8.7 million of additional capital as at the end of November 2021.</p>				
573.	Phlebotomy Wait Times	<ul style="list-style-type: none"> ● Joe Teape 	26/01/2022	■ Completed
<p><i>Explanation action item</i> JT was to provide a response to HH regarding the respective wait times for blood tests in primary and secondary healthcare settings.</p>				
<p><i>Update</i> JT provided a response to HH on 28/10/2021.</p>				
Council of Governors 27/10/2021 5.2 Council of Governors' Strategy Day - Plans and Discussion				
574.	CoG Strategy Day	<ul style="list-style-type: none"> ● Peter Hollins ● Karen Russell 	26/01/2022	■ Completed
<p><i>Explanation action item</i> PTH and RP would have a further discussion to finalise plans for the CoG's Strategy Day.</p>				
<p><i>Update</i> Plans were finalised and the Strategy Day was held on 8 December 2021.</p>				

Report to the Council of Governors				
Title:	Chief Executive Officer's Performance Report			
Agenda item:	5.1			
Sponsor:	David French, Chief Executive Officer			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information Y
Issue to be addressed:	Information about Trust Performance supports the Council of Governors in their role.			
Response to the issue:	This report is intended to inform the Council of Governors about aspects of the Trust's performance.			
Implications: (Clinical, Organisational, Governance, Legal?)	This report provides performance information relating to a broad range of trust services and activities, there are no specific implications.			
Risks: (Top 3) of carrying out the change / or not:	This report is provided for the purpose of information.			
Summary: Conclusion and/or recommendation	This report is provided for the purpose of information.			

UHS Council of Governors 26 January 2022

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. This report covers data from the period from September to November 2021, noting that performance in relation to some of the targets is reported further in arrears.

The period saw a significant increase in non-elective demand upon the hospital due to both COVID-19 and also a wide range of other medical conditions. The hospital and its staff experienced significant pressure on both physical and workforce capacity, and this in turn reduced the amount of elective care we were able to provide.

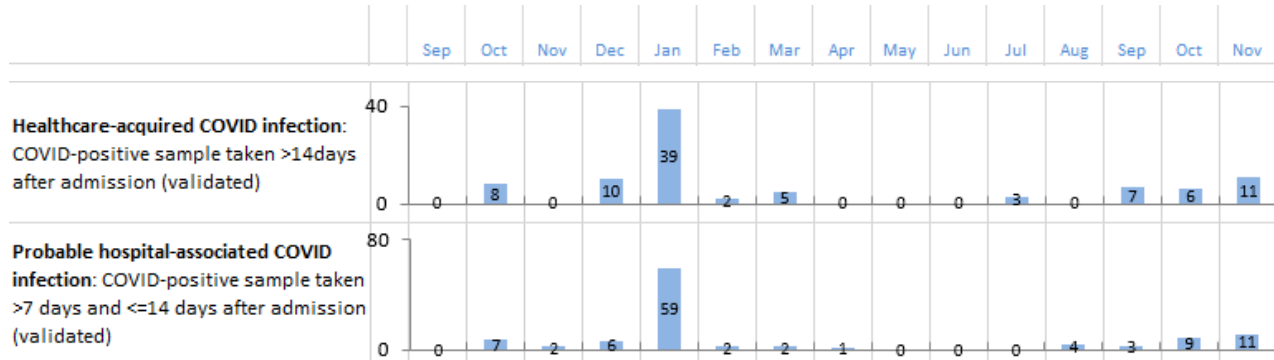
Notable features of the period included:

- An increase in the number of COVID-19 (primarily Delta variant) inpatients from 60 at the start of the period to 100 in November.
- Most COVID-19 patients received some oxygen support, and the number of COVID-19 patients in intensive/high care also increased from 21 at the start of the period to 26 in November.
- The number of medically optimised patients occupying hospital beds was approximately 160 throughout the period, 50 more than at the same time in 2020. Such patients are typically waiting for care to be provided in the community to continue their recovery or meet long-term needs in their home setting.
- A rise in staff sickness absence, with a rise in absence related to COVID-19, and other seasonal respiratory illnesses (coughs, colds) in particular.
- By the end of the period the Trust's capacity and capability had been improved by a further increase of over 200 in the number of full-time equivalent staff employed.

2. Safety

Infection Control	Target	Sep 2021	Oct 2021	Nov 2021
Clostridium Difficile infection	<=5	6	5	5
MRSA Bacterium infection	0	0	0	0

Between April and November 2021 there were 49 cases of Clostridium Difficile, compared to our target not to exceed 40 over that period, and 50 in the same period in 2020. A range of changes, that are expected to reduce the number of future cases, were reviewed by the Trust Board as part of a spotlight on Clostridium Difficile at its August 2021 meeting.



We continue to monitor incidents of COVID-19 transmission within the hospital. Our achievement in recent months has been good in the context of increased activity, and we continue to focus considerable effort and resources on diagnosing this infection as quickly as possible and preventing onward transmission.

Safety	Target	Sep 2021	Oct 2021	Nov 2021
Never Events	0	1	2	1
Serious incidents requiring investigation (month in arrears)	N/A	8	8	9
Number of overdue SIRIs (excluding agreed extensions and cases involving Healthcare Safety Investigation Branch)	0	0	0	0
Pressure ulcers category 2 per 1,000 bed days	N/A	0.37	0.52	0.43
Pressure ulcers category 3 per 1,000 bed days	N/A	0.29	0.22	0.24

Never Events

In three of the cases above there was no patient harm, in one case a patient will need to wear 'reading' glasses after a different lens to the one intended was fitted during eye surgery.

In each of the four cases it has been identified that procedural errors, as compared to procedures that had been documented and staff were trained in, contributed to the event. UHS has now reported six 'Never Events' in total within 2021/2022, although the November event may not meet the never event criteria once the investigation has been completed.

A range of actions are being undertaken by the Trust including:

- Executive Director led meetings to review each individual event with the teams involved
- Investigations to better understand the underlying reasons why procedures are not followed accurately on such occasions
- Feedback to Mortality and Morbidity (M+M) meetings across the Trust, to highlight these events and to ask clinical teams to consider whether there are risks that documented procedures might not be followed accurately within their services and how such potential areas could be addressed proactively
- The subject will be reviewed at the Board's Quality Committee in January 2022, and at the Quality Governance Steering Group and Trust Executive Committee.

Clinical Effectiveness	Target	To Jul 2021	To Aug 2021	To Sep 2021
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)	<=100	76.7	77.6	78.7
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	76.0	76.8	77.8

HSMR performance over 12 months, for the Trust overall and for Southampton General Hospital specifically, remains low (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 that 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	Sep 2021	Oct 2021	Nov 2021
Inpatients - Negative Score	<5%	0.82%	0.41%	0.74%
Maternity - Negative Score		14.1%	10.3%	0%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)				

Inpatient FFT scores continue to be good, and these were also reflected in the most recent National Adult Inpatient Survey results for the Trust. Less than 1% of patients rated their care negatively across the period.

Maternity FFT scores have frequently caused concern through the pandemic. The maternity service is implementing a range of improvement actions in response to feedback and has several longer-term strategies to improve patient experience together with partner organisations across Hampshire and the Isle of Wight. The subject was reviewed in detail by the Trust Board in October 2021 and is being monitored closely.

Complaints

Indicator	Target	Sep 2021	Oct 2021	Nov 2021
Complaints received for investigation	Trends monitored	33	28	54
Number of complaints closed in month		21	34	31
Trust average response time for complaints (based on resolved date)	35 days	24	23	34
Complaints returned dissatisfied	<15 per quarter	4	7	6
Parliamentary and Health Service Ombudsman (PHSO) cases upheld (reported a quarter in arrears)	0	0		

Patient complaints rose significantly in number during November, coinciding with a substantial increase in the operational pressure experienced within the Trust. The complaints team have extended the response time target for formal complaints to 55 working days, recognising the demands upon clinical staff time while continuing to support patients and families to achieve a resolution.

4. Access Performance

Emergency Access Performance	Target	Sep 2021	Oct 2021	Nov 2021
% patients spending less than 4 hours in UHS ED's (Types 1 & 2)	=>95.0%	75.7%	69.1%	74.2%
% patients spending less than 4 hours in ED – Local Delivery System	≥ 90.0%	82.6%	77.6%	81.8%

Attendances to the main (Type 1) Emergency Department (**ED**) have continued to be exceedingly high throughout this period (typically 15% above 2019/20). UHS timeliness has deteriorated and is a significant distance from the national target yet remains relatively good in comparison to many other trusts. In the period between September and November UHS ranked between first and third best amongst eight major trauma centres that we benchmark with (Type 1 attendances).

The Trust continues to improve the ED capacity and environment through a series of building schemes, most recently through a new and improved 'pit-stop' area for the initial assessment of patients who arrive by ambulance. UHS takes great pride in maintaining excellent timeliness in accepting the 'handover' of patients from ambulance service staff, despite challenges this may create within our own department on some occasions.

Referral to Treatment (RTT)	Target	Sep 2021	Oct 2021	Nov 2021
% incomplete pathways within 18 weeks in month	=>92%	69.9%	68.9%	69.2%
Total patients on a waiting list		44,132	44,749	44,544

The number of patients on our waiting lists has now increased by 30% compared January 2020, although the rate of increase has slowed in recent months. Many of our patients are also still waiting significantly longer to start treatment; there were 2,242 patients who had waited over 52 weeks at the end of November, 729 of whom were waiting over 78 weeks.

A return to higher rates of COVID-19 infection within the community has resulted in adverse impacts upon the elective treatment that can be provided within the hospital and is therefore disrupting our planned recovery. The Trust Board reviewed Referral to Treatment performance in detail through spotlight reports in October and November 2021 and will receive a further briefing at its January meeting.

Cancer	Target	Aug 2021	Sep 2021	Oct 2021
Urgent GP referrals seen in 2 weeks	=>93%	82.7%	81.7%	78.3%
Breast symptomatic patients referral seen in 2 weeks	=>93%	23.7%	35.3%	22.9%
Treatment started within 62 days of urgent GP referral	=>85%	71.8%	74.7%	73.4%

Our breast service is continuing to face substantial challenges due to higher numbers of patients being referred (10% above 2019) and impacts on the service due to COVID-19. This has delayed the first appointment beyond two weeks for patients who have symptoms that are not normally indicative of cancer, and also those referred with a suspicion of cancer.

In December 2021, breast 'two week wait (2WW)' appointments were being booked at 21 days, compared to 28 days in November. Additional consultants have been appointed, and clinic capacity has been increased, with 180 slots per week now available (to support a current weekly demand of 110 2WW referrals, in addition to the patients being 'recalled' from the breast screening service).

As a result of referral and treatment challenges, our 62 day cancer treatment performance has been adversely impacted. Performance in October 2021 was 73% compared to the national target of 85%. UHS benchmarks in the upper quartile on 62 day performance compared to our peer teaching hospitals however (fourth out of 19 for October 2021). We are seeking to increase our capacity, increase resilience in the context of COVID-19 admissions impacting available capacity, and are working on a range of service improvement projects with the Wessex Cancer Alliance and other partners.

Cancer performance was reviewed by the Trust Board in detail at the December 2021 meeting.

5. Finance

At the end of November 2021, the Trust reported a 2021/22 year to date deficit of £1.1 million, following breakeven achievement in the first half of the year. This deterioration was consistent with the plan submitted to NHS Improvement that forecast a £3.4 million deficit within the second half of the year. This shift to deficit was driven primarily by a reduction in the level of elective recovery funding the organisation was anticipating achieving (from £17 million in the first half of the year, to £12 million in the second half of the year).

Since November 2021, two additional sources of income have been identified:

1. Additional national elective recovery funding, totalling £2.25 m, has been agreed
2. Elective recovery income achievement for half one was determined to be £0.8 million better than anticipated, following reconciliation to activity.

This, in addition to modest improvement in the underlying financial position, has reduced the remaining forecast deficit to zero.

Operational pressures related to staffing (COVID-19 sickness absence), increased emergency demand and increased COVID-19 admissions, all present financial risks. Such risks are being managed within the agreed financial plan parameters at present.

The Trust is also on plan with its capital programme for 2021/22, having spent £33.2 million up to the end of November 2021, including investment in four new theatres within the vertical extension building and an expanded ophthalmology outpatient facility. The Trust is forecasting to spend to its internally funded capital plan of £50 million by the end of 2021/22.

Additional to this, the Trust has been successful in securing £12.6 million of external capital funding to advance a wide range of projects including informatics developments, a community diagnostics hub at Royal South Hants Hospital, surface guided radiotherapy equipment and pathology digitisation.

6. Human Resources

Indicator	Target	Q3 20/21*	National Average (Acute / Acute + Community Trusts)
Staff FFT - % of staff likely or extremely likely to recommend UHS as a place to work	=>75.5%	*77.0%	*67%
Staff recommending UHS as a place to receive care/treatment	=>85.0%	*87.0%	*74%

*Figures provided are for Q3 2020/21. Q3 2021/22 is not currently available due to a communication 'embargo' pending national publication.

Indicator	Target	Sep 2021	Oct 2021	Nov 2021
Turnover (internal target)	<=12%	12.9%	13.3%	13.4%
Sickness absence 12 month rolling (internal target)	<=3.4%	3.8%	3.9%	3.9%
Nursing vacancies (Registered Nurse only in clinical wards) (internal target)	<=15%	12.5%	11.8%	13.4%

Staff 'turnover' has increased and is now significantly above our target (following a reduction in 2020/21), this is a significant cause for concern and the subject was reviewed by Trust Board in detail in December 2021. There has been a higher number of retirees than usual, and we also face a very competitive 'labour market' for both clinical and non-clinical staff. A wide range of actions are in place, for example to support wellbeing, internal career development, work-life balance, and to focus on specific improvement opportunities such as healthcare assistant roles, recent recruits, and staff approaching retirement.

Sickness absence has been slightly higher than our target, yet not exceptionally so given the COVID-19 context within which staff are living and working.

Report to the Council of Governors				
Title:	Chair and Non-Executive Director (NED) Appraisal Process			
Agenda item:	6.2			
Sponsor:	Peter Hollins, Trust Chair			
Author:	Steve Harris, Chief People Officer			
Date:	26 January 2022			
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 (CoG) 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 (GNC) advises the CoG on that process.			
Response to the issue:	The attached paper sets out the proposed appraisal process for 2021-22. In order to meet the revised timetable for appraisals set out in the paper, the process for securing feedback from governors and directors has already commenced prior to CoG having the opportunity to approve the entire process. The process for 2021-22 was reviewed by the GNC prior to launch and is very similar to the process approved by the CoG in previous years.			
Implications: (Clinical, Organisational, Governance, Legal?)	The appraisal process supports the board of directors (Board) in ensuring its overall effectiveness by making sure that any individual or collective development needs are identified and that the chair and non-executive directors continue to have capacity to meet the time commitment required for the role. The outcome of appraisal will also be relevant to any decision by the CoG to reappoint a non-executive director.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> 1. Non-compliance with The NHS Foundation Trust Code of Governance. 2. The Board may not function as effectively without an effective appraisal process in place for the chair and non-executive directors. 			
Summary: Conclusion and/or recommendation	The CoG is asked to approve the appraisal process as recommended by the GNC, following its meeting on 7 January 2022.			

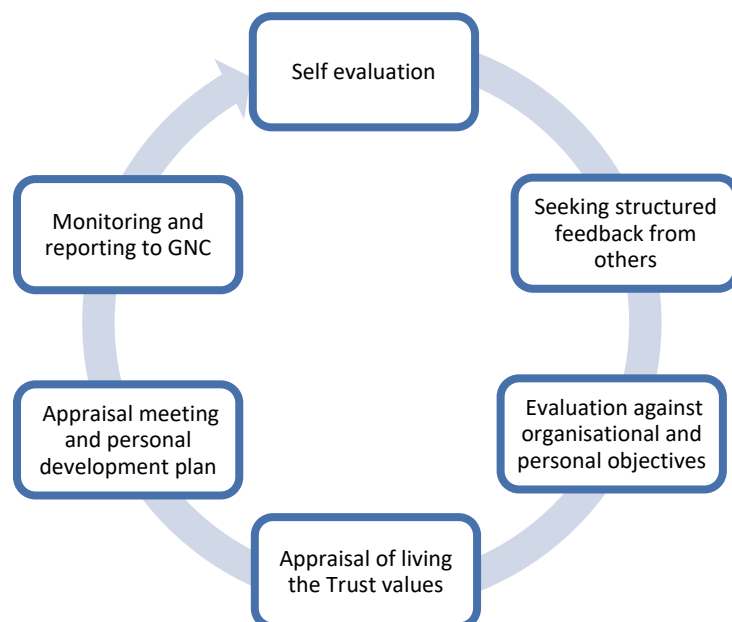
To: Council of Governors
From: Steve Harris – Chief People Officer
Date: 4 January 2022
Subject: Chair and Non-Executive Director (NED) Appraisal Process for Year 2021 - 2022

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 Chair (Peter Hollins) is keen to ensure the completion of the NED appraisal process before his tenure as Chair ends on 31 March 2022. This paper outlines the proposed process to complete the appraisals within this timeframe.

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 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.



3. NHS Improvement (NHSI) Framework for Chair appraisal

- 3.1 In November 2019 NHSI set out a new framework for appraisals of chairs of provider organisations. This requested that trusts ensure a robust multi-source feedback based process is conducted against key areas of performance and competencies (summary in Appendix A).
- 3.2 A summary of each chair's appraisal is also required to be provided to NHSI Regional Directors. The appraisal should be conducted by the SID, which is consistent with UHS existing practice.
- 3.3 On review of the documentation the UHS existing process provides a good platform to ensure compliance with the new framework. The full framework can be found [here](#).
- 3.4 It is intended that UHS uses the templates provided for the Chair's appraisal, and also includes 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 NEDs. This includes:
 - Peter Hollins
 - Professor Cyrus Cooper
 - Dave Bennett
 - Dr Tim Peachey
 - Keith Evans
 - Jane Harwood
 - Jane Bailey (Senior Independent Director and Deputy Chair)
- 4.2 An objective setting session will also be set up for Femi Macaulay as part of his induction into the associate non-executive director role.

5. Proposed process

- 5.1 The following is proposed as the process for the 2021/22 round of appraisals:
 - Use of the standard NED appraisal template (previously used in appraisal discussions).
 - Use a system of gaining qualitative feedback on each NED to be requested from both Governors and from the Board members.
 - The Chair will meet with each NED to conduct the appraisal once feedback has been collated.
 - The SID will conduct the appraisal for the Chair.
- 5.2 To ensure meaningful views can be obtained, it is suggested that Governors will be asked to provide positive feedback and areas of development on the NEDs as individuals, and as a group. The Lead Governor (Bob Purkiss) will be asked to seek feedback from the Governors.

6. Timetable of events

Action	Details	Who	To be completed by
Agree process and timescales with GNC	GNC briefed on process and timescales.	PH & SH	7 Jan 2022
Sending out forms	All feedback forms to be sent out to appraisees and to Governors by close of play on Friday, 7 January 2022. Feedback forms to be sent to: <ul style="list-style-type: none"> • Governors (Via Lead Governor) • All Executives • All NEDs 	SH	7 Jan 2022
Confirm process and timescales with the CoG	CoG briefed on process and timescales and governors reminded to provide feedback.	PH	26 Jan 2022
Booking appraisal meetings	Appraisal meetings to be booked by PH (TB).	TB	By end of Jan 2022
Seeking feedback	Feedback to be provided to Chief People Officer, who will collate.	BP SH	4 Feb 2022
Appraisal meetings held	PH to hold appraisal meetings with: <ul style="list-style-type: none"> • TP • KE • CC • JH • DB • JB 	PH	End of Feb 2022
Summary reporting to GNC	SH and PH to draft a summary report to be shared with GNC covering: <ul style="list-style-type: none"> • Feedback • Areas for development • Objectives going forward Report to be provided to GNC by PH an SH.	PH and SH	End of March 2022
Reporting to CoG	GNC, supported by Chief People Officer and Chair, to provide summary report and assurance to CoG.	PH and SH	
Reporting to NHSI	Summary report to be provided to NHSI in line with framework process.	SH	End of March 2022

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 Chair. The SID will undertake the appraisal and provide a key summary to the GNC who will be asked to endorse the outcome.
- 7.3 The CoG will receive assurance from the GNC that appropriate performance appraisal of 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 2022

Appendix A – Summary of NHSI areas for Chair Appraisal

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

Report to the Council of Governors				
Title:	Governor attendance at Council of Governors' Meetings			
Agenda item:	6.3			
Sponsor:	Peter Hollins, Trust Chair			
Author:	Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information
		Y		
Issue to be addressed:	<p>Under the Trust's constitution (paragraph 2.1 of Annex 5) if a governor fails to attend two successive meetings of the council of governors, his or her tenure of office is to be immediately terminated by the council of governors (CoG) unless the CoG is satisfied that:</p> <ul style="list-style-type: none"> the absences were due to reasonable cause; and he/she will be able to attend meetings of the CoG within such a period as the CoG considers reasonable. <p>There were five governors who had failed to attend two successive meetings of the CoG, however, this included the extraordinary meeting of the CoG held in December 2021. There were only two governors who had failed to attend two consecutive ordinary meetings of the CoG. Reasons for non-attendance were provided in all cases.</p>			
Response to the issue:	<p>In order to ensure that the CoG considers the situation when a governor fails to attend two successive meetings of the CoG, it was agreed at the CoG meeting in January 2021 that the Chair or Company Secretary contact any governor who fails to attend two consecutive meetings to understand the reasons for this if these have not already been provided. The Chair or Company Secretary will then provide confirmation to the CoG as to whether this was due to reasonable causes and the governor's ability to attend future meetings. This would also help to identify any steps that the Trust could take to facilitate attendance.</p>			
Implications: (Clinical, Organisational, Governance, Legal?)	<p>This will ensure that governors make every effort to attend CoG meetings and the Trust facilitates attendance of governors at CoG meetings as set out in The NHS Foundation Trust Code of Governance.</p>			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> Non-compliance with the Trust's constitution relating to attendance of CoG meetings. The effective functioning of the CoG by facilitating attendance and participation of governors at CoG meetings. 			
Summary: Conclusion and/or recommendation	<p>The CoG is asked to confirm that it is satisfied that the failure of current governors to attend two successive meetings of the CoG was due to reasonable causes and that they would be able to attend future meetings within a reasonable period so that no termination of a current governor's tenure of office is required or occurs.</p>			

Report to the Council of Governors				
Title:	Composition of the Council of Governors			
Agenda item:	6.4			
Sponsor:	Peter Hollins, Trust Chair			
Author:	Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information Y
Issue to be addressed:	At its meeting in July 2021, the council of governors (CoG) reviewed its current composition. Following this review the CoG requested volunteers for a task and finish group to consider the composition of the CoG in more detail or, if no volunteers were forthcoming, that the composition of the CoG was referred to the CoG Membership and Engagement Working Group for further review. The CoG Membership and Engagement Working Group commenced this review at its meeting in November 2021 and considered updated proposals at its meeting in January 2022.			
Response to the issue:	The attached paper describes the scope of the review and the proposals to change to the composition of the CoG being considered by the CoG Membership and Engagement Working Group relating to public and appointed governors, reflecting the discussions at its meeting in November 2021.			
Implications: (Clinical, Organisational, Governance, Legal?)	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. The timing of any changes would need to be coordinated with elections in 2022 to avoid the expense of additional elections or creating potential vacancies part way through any governor's term of office.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> 1. Compliance with the National Health Service Act 2006. 2. Compliance with the Trust's constitution. 3. Ensuring that the CoG is sufficiently representative of the public, patients and members. 			
Summary: Conclusion and/or recommendation	The CoG is asked to note the progress of the review to date and possible changes to the composition of the CoG being considered for recommendation to the CoG.			

Composition of the Council of Governors

The review of the current composition of the CoG encompasses the constituencies and the stakeholder organisations. It is not intended to review the composition of the CoG from a demographic perspective since governors are elected by the public or staff or appointed by stakeholders it is not possible for the Trust to directly influence this. However, the work supporting equality, diversity and inclusion for staff and patients within the Trust and in membership engagement and recruitment to ensure our membership better reflects our local population should in turn lead to greater diversity on the CoG.

Current composition of the CoG

13 Public (elected)	4 Staff (elected)	5 Stakeholder (appointed)
5 Southampton City	1 Medical practitioners and dental staff	NHS Hampshire, Southampton and Isle of Wight CCG
4 New Forest, Eastleigh and Test Valley	1 Nursing and midwifery staff	Hampshire County Council
3 Rest of England and Wales	1 Health professional and health scientist staff	Southampton City Council
1 Isle of Wight	1 Non-clinical and support staff	Solent University
		University of Southampton

Minimum requirements

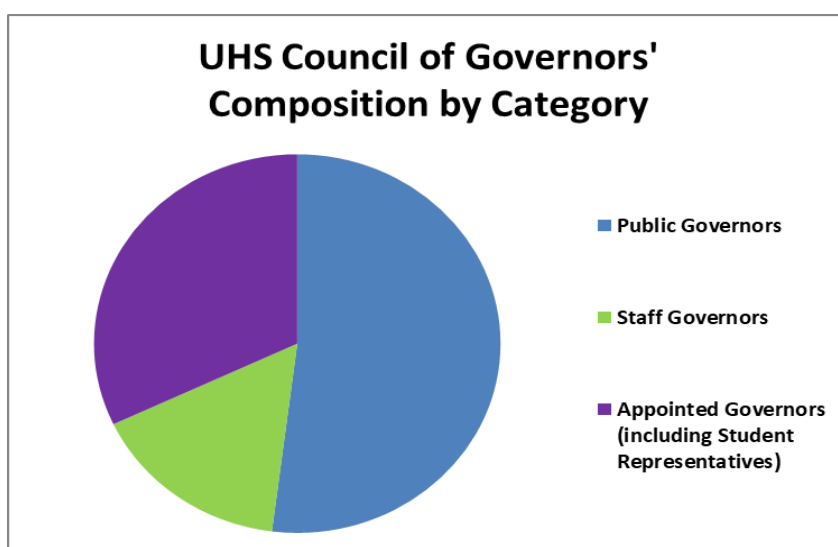
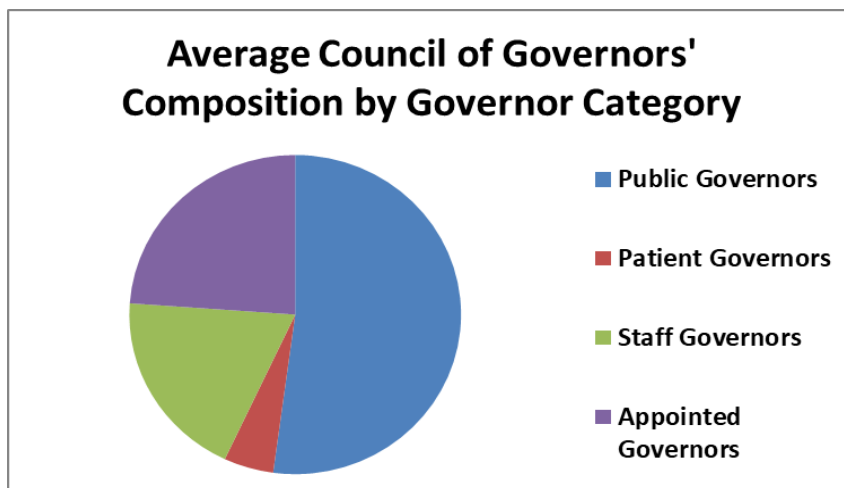
While there are minimum requirements for the composition of a council of governors set out in the National Health Service Act 2006, a foundation trust can determine the composition of its council of governors and set this out in its constitution. The minimum requirements are:

- more than half of the members of the council of governors must be public governors;
- at least three members of the council of governors must be staff governors;
- at least one member of the council of governors must be appointed by a local authority; and
- if any of the foundation trust's hospitals includes a medical or dental school provided by a university, at least one member of the council of governors must be appointed by that university.

The current composition of the CoG meets these minimum requirements.

Comparative position

The balance between public, staff and appointed governors on the Trust's CoG broadly reflects that of other teaching and university foundation trusts as shown in the charts below. Patient (or service user and carer) governors are not compulsory but may help to ensure that the people who use a trust's services are appropriately represented if this is cannot be achieved through representation by the public governors.



Public governors

The areas of the public constituencies should be representative of those to whom the Trust provides services. The public constituencies must be comprised of one or more electoral areas for the purposes of local government elections in England and Wales.

The table below sets out the current public constituency and the proportion of patients (including day case, emergency and inpatients) seen by the Trust from each of those areas, together with the proportion of public governors and the Trust membership represented by each of those constituencies.

Public constituency	Proportion of patients	Number of governors	Proportion of public governors	Proportion of membership
Southampton City	36.9%	5	38.5%	33.96%
New Forest, Eastleigh and Test Valley	42%	4	30.8%	39.85%
Rest of England and Wales	19%	3	23.1%	17.52%
Isle of Wight	2.1%	1	7.7%	8.67%

Just under 10% of patients were from areas of England outside Hampshire and the Isle of Wight and just over 9% of patients were from areas of Hampshire outside Southampton, New Forest, Eastleigh and Test Valley.

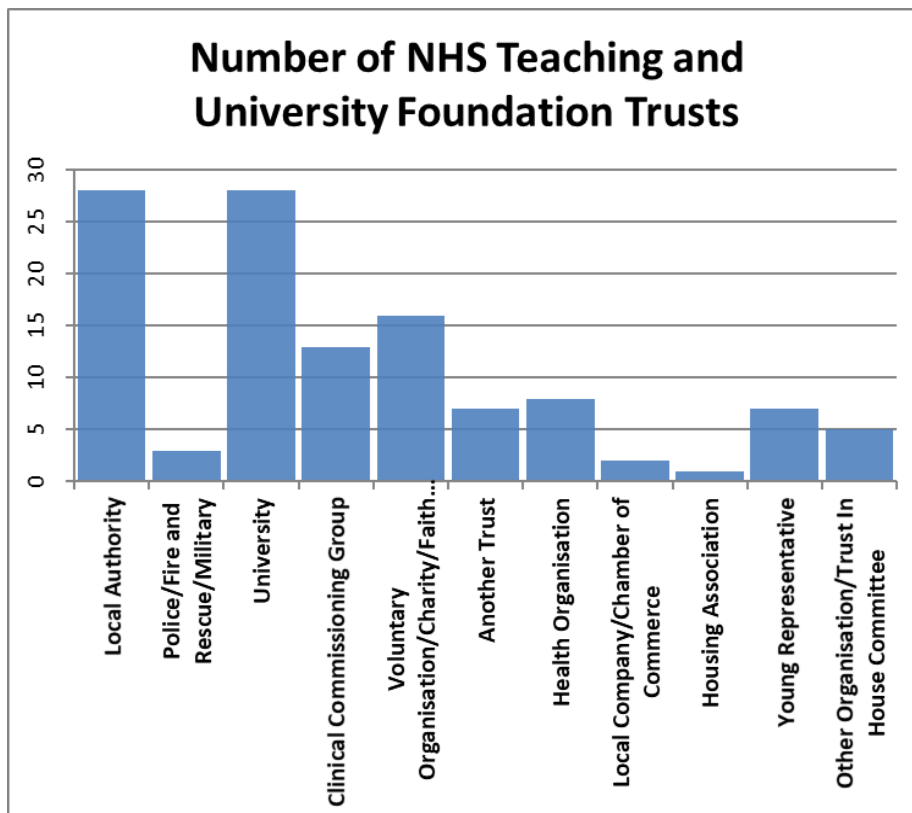
The balance between the proportion of public governors and the patients to which the Trust provides services appears to be broadly representative, bearing in mind that there is only one governor representing the Isle of Wight. At the working group meeting in November 2021, it was agreed that a single governor for the Isle of Wight should be maintained. This appears to have worked well in terms of recruiting members from the Isle of Wight as these represent just over 8.5% of all members of the public constituency.

At the working group meeting in November, the main issue considered was how to ensure that the number of public governors representing the New Forest, Eastleigh and Test Valley constituency was more representative of the number of patients seen by the Trust from that area, recognising that it is likely to be impossible to achieve a mathematically perfect balance. The preference was for this to be done without altering the number of public governors overall. Options considered by the working group were the redistribution of the number of governors between the current areas of the public constituencies and altering the boundaries of the current constituencies

While removing Wales from the Rest of England and Wales constituency was suggested as an option for consideration as Wales has a separate health system and only 0.06% of patients seen by the Trust were from Wales, there was not strong support to make this change at the current time.

Appointed governors

A review was also undertaken of the types of stakeholder organisation from which the appointed governors were drawn at teaching and university foundation trusts. The results are shown in the chart below.



Again, this broadly reflected the make-up of the appointed governors on the Trust's CoG. Very few of these trusts had appointed more than one governor from any organisation and none had yet appointed a governor from an integrated care system.

At the meeting of the working group in November 2021 a proposal to include an appointed governor from the Trust's volunteers and voluntary organisations who support the Trust was considered. It was decided that this proposal would not be taken forward at this time.

The other proposal considered was to include a student representative as a full member of the CoG. There are currently two student governor representatives who attend meetings of the CoG and its working groups and support engagement and other activities of the CoG, although they are not currently members of the CoG. This proposal would formalise current arrangements to a certain degree by having a student representative as a full member of the CoG, however, we would need to consider alternative options to engage with local schools and further education colleges if we do not maintain a student governor representative from these organisations. This could include representation at school and further education careers and other events as part of the broader membership strategy.

While this proposal, if approved, would increase the membership of the CoG by one governor, up until April 2021 there were six appointed governors on the CoG. This was reduced to five appointed governors when the two local clinical commissioning groups merged.

One final proposal to be considered was whether to replace the appointed governor representing NHS Hampshire, Southampton and Isle of Wight CCG with an appointed governor representing NHS Hampshire and Isle of Wight Integrated Care Board (ICB) when it assumes the responsibilities of the CCG in July 2022, based on the current timetable. The CCG appointed governor is not a statutory requirement so this will not happen automatically and will require a change to the Trust's constitution and approval by the CoG and the board of directors.

Report to the Council of Governors				
Title:	Audit and Risk Committee Terms of Reference			
Agenda item:	6.5			
Sponsor:	Peter Hollins, Trust Chair			
Author:	Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information
			Y	
Issue to be addressed:	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 terms of reference for any audit committee given its role in appointing, re-appointing and removing external auditors. The terms of reference are approved by the Board of Directors.			
Response to the issue:	The draft terms of reference for the Trust's Audit and Risk Committee are attached. Only minor changes of a typographical nature are proposed to the terms of reference as shown in the attached version, having undertaken a comprehensive review and update in 2021.			
Implications: (Clinical, Organisational, Governance, Legal?)	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. These include provisions to monitor the independence and performance of the external auditor and the effectiveness of the external audit process.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> 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 and consultation with the Council of Governors in relation to the terms of reference. 2. Non-compliance with the Trust's standing financial instructions and policies relating to the specific responsibilities of the Audit and Risk Committee. 3. Overall Trust governance processes and the Audit and Risk Committee may not function as effectively without terms of reference for the committee in place. 			
Summary: Conclusion and/or recommendation	The Council of Governors is requested to provide any feedback, including any questions on the content of the terms of reference prior to their submission to the Board of Directors for approval.			

Audit and Risk Committee Terms of Reference Version: **34**

Date Issued: ~~2827~~ January ~~2021~~2022
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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. 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 ~~Chair of 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

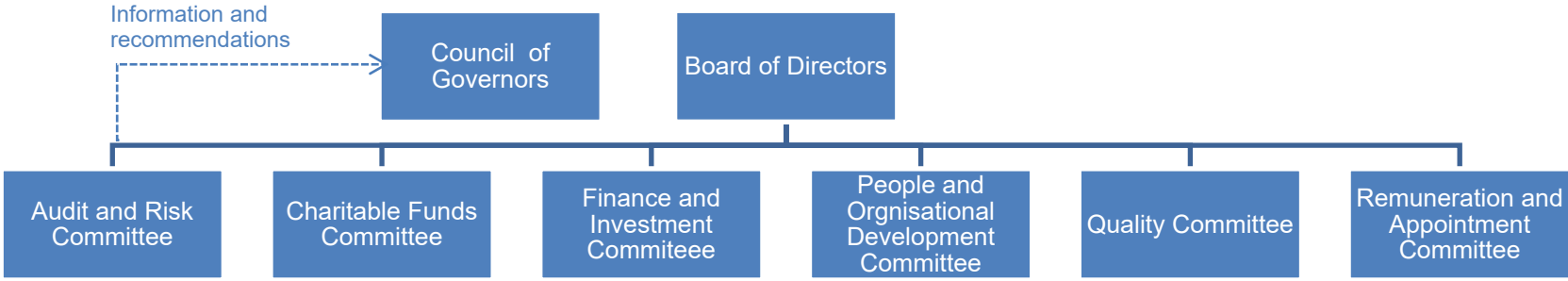
10.4 National Audit Office Code of Audit Practice

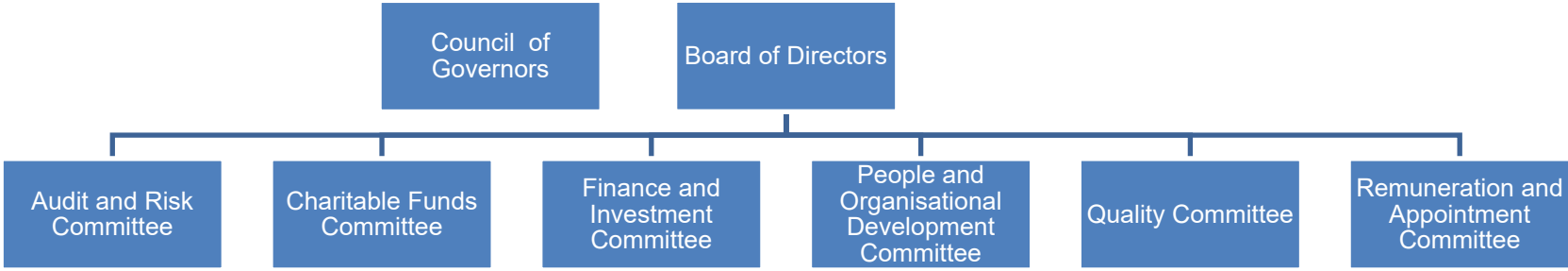
10.5 Public Sector Internal Audit Standards

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:	2827 January 2021 <u>2022</u>
Responsible Committee:	Audit and Risk Committee
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	January 2022 <u>2023</u>
Target audience:	Board of Directors, Audit and Risk Committee, NHS Regulators, Staff and Public
Key words:	Audit, Risk, Committee, Board, Terms of Reference
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	Reformatting, attendees <u>Minor changes of a typographical nature.</u>
Consultation:	Council of Governors, Internal Audit, External Audit, Counter Fraud
Number of pages:	8
Type of document:	Committee Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	Yes
Is this document to be published in any other format?	No

Report to the Council of Governors				
Title:	Non-Executive Directors' Additional Commitments			
Agenda item:	6.6			
Sponsor:	Peter Hollins, Trust Chair			
Author:	Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information Y
Issue to be addressed:	The NHS Foundation Trust Code of Governance requires that the Council of Governors is informed of any changes to the significant commitments of non-executive directors following their appointment by the Council of Governors.			
Response to the issue:	Recent changes to the commitments of the non-executive directors are set out below.			
Implications: (Clinical, Organisational, Governance, Legal?)	Ongoing assurance that each non-executive director continues to have capacity to meet the time commitment required for the role. This is supported by the appraisal process for non-executive directors.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> 1. Non-compliance with The NHS Foundation Trust Code of Governance. 2. Non-executive directors have sufficient time to meet the requirements of the role. 3. The board of directors may not function as effectively in the delivery of the Trust's strategic objectives. 			
Summary: Conclusion and/or recommendation	The Council of Governors is asked to note the additional commitments of the non-executive directors.			

Non-executive director	Role
Jane Bailey	Resigned as a director of Healthwatch Portsmouth in July 2021 Appointed as a director/trustee of Home-Start I.O.W. in November 2021
Dave Bennett	Appointed as a director/trustee of YMCA Fairthorne Group in December 2021
Tim Peachey	Ceased role as Clinical Safety Officer, Block Solutions Ltd in August 2021 Appointed as Health Advisory Board member, Palantir Technologies UK, Ltd. in July 2021

Report to the Council of Governors				
Title:	Decisions in Response to Recent Vacancies on the Council of Governors			
Agenda item:	6.7			
Sponsor:	Peter Hollins, Trust Chair			
Author:	Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information
		Y	Y	Y
Issue to be addressed:	The Council of Governors (CoG) has been asked to consider a number of proposals to fill governor vacancies that have arisen in the public and staff constituencies in recent months. In addition, there have been a number of new appointed governors who have joined the CoG during this period.			
Response to the issue:	This paper provides a summary of those changes and, as the decisions have been taken outside of formal meetings of the CoG, the CoG is also asked to ratify and confirm the decisions that have been made.			
Implications: (Clinical, Organisational, Governance, Legal?)	Supporting the effective operation of the council of governors and the representation of areas of the public constituency and classes of the staff constituency while ensuring appropriate use of Trust resources.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> 1. Non-compliance with the Trust's constitution, which requires a decision regarding the vacancy to be made by the CoG. 2. Ensuring adequate representation on the CoG of public and staff constituencies. 3. The effective functioning of the CoG. 			
Summary: Conclusion and/or recommendation	The CoG is asked to ratify and confirm the decisions taken in response to vacancies on the CoG as set out in the table below.			

Vacancy	Previous governor	CoG decision	New governor
Isle of Wight	Carys Gladdish	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.	Catherine Rushworth
New Forest, Eastleigh and Test Valley	Elsbeth Allpress	To leave the seat vacant until the next scheduled elections are held.	Vacant
Southampton City	Tony Havlin	To leave the seat vacant until the next scheduled elections are held.	Vacant
Nursing and Midwifery	Vicki Havercroft Dixon	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.	Rebecca Reynolds
Non-clinical and support staff	Sara Hughes	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.	Amanda Turner
Hampshire County Council	Cllr Michael White	Not applicable. No CoG decision required.	Cllr Alexis McEvoy
Solent University	Professor Julie Hall	Not applicable. No CoG decision required.	Dr Diane Bray
Southampton City Council	Cllr Barrie Margetts	Not applicable. No CoG decision required.	Cllr Rob Stead

Rochelle Smicle-Thompson also left the role of student governor representative in September 2021.

Report to the Council of Governors				
Title:	Membership Engagement			
Agenda item:	7.1			
Sponsor:	David French, Chief Executive Officer			
Author:	Sam Dolton, Events and Membership Officer			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information Y
Issue to be addressed:	Information about engagement with Trust members supports the Council of Governors in their role.			
Response to the issue:	This report aims to update the Council of Governors on Trust membership and recent and planned engagement activities.			
Implications: (Clinical, Organisational, Governance, Legal?)	This report provides engagement information, there are no specific implications.			
Risks: (Top 3) of carrying out the change / or not:	This report is provided for the purpose of information.			
Summary: Conclusion and/or recommendation	This report is provided for the purpose of information.			

Overview of engagement

We continued to regularly engage with members in the last couple of months of 2021 and at the start of 2022.

A link to the annual report and accounts 2020/21 was sent to members at the end of October 2021, a week before the annual members' meeting.

At the start of November 2021 we sent members an important message for our local community, explaining the increased demand we were seeing on our emergency services and alternative care available for people with minor injuries.

In December 2021 we rebranded our membership newsletter as *Connect*, making it more interactive in page turner format rather than a standard PDF document. The rebrand has led to a 10% increase in open rates compared to the last two previous editions of *In touch*.

We also sent several targeted emails to members. One was in October 2021 to members who have opted in to receive surveys which focused on the implementation of Patient Initiated Follow Up (PIFU). In November 2021 we invited members who had stated they have a disability or are carers to attend a virtual event to launch new access guides for the Trust. Earlier this month we asked members who stated they are carers to complete a survey on the UHS discharge process.

Announcements to members

Announcement	Date sent	Sent to	Bounces	Opens
Annual report publication	25/10/2021	2671	74	38%
An important message for our local community	01/11/2021	2672	74	52%

Connect newsletter

Connect edition	Date sent	Sent to	Bounces	Opens
December 2021	14/12/2021	2692	81	48%

Targeted emails

Campaign	Date sent	Sent to	Bounces	Opens*
PIFU survey	21/10/2021	1043	12	51%
Access guides launch	23/11/2021	299	3	48%
Discharge survey for carers	13/01/2022	62	0	56%

*As of 17 January 2022

Events

Our rescheduled annual members' meeting took place in November 2021, and included highlights from the annual report and accounts 2020/21 as well as the Trust's five year strategic plan, an update on our membership strategy and an operational update on priorities for managing the surgical waiting list.

We also held a virtual event in December 2021 focusing on next steps for COVID-19 vaccination. This timely event included key findings from the UHS led COV-BOOST trial, latest updates on vaccine safety and effectiveness in pregnancy and the vaccination situation in the community

from Southampton City Council. A post event summary highlighting the key messages was sent to everyone who registered for this event.

Event	Date held	Pre-registrations	Peak live audience	Recording views*
Annual members' meeting	02/11/2021	105	43	269
Next steps for COVID-19 vaccination	15/12/2021	143	54	140

*As of 17 January 2022

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, guidance and sharing national messages, with emphasis on encouraging the public to have their COVID-19 booster jab. Posts with high engagement included:

An important message for community

A message from Dr Freya Pearson to the community about the pressures faced by our emergency department was shared on our external social channels.

59,782 impressions 5,911 engagements

COV-BOOST trial

In December 2021 the UHS-led clinical trial which looked at the safety, immune responses and side-effects of seven vaccines when used as a third booster jab was published in the Lancet. This also received world-wide press coverage.

69,695 impressions 1,179 engagements

Walking frame amnesty campaign

As part of the Trust's focus on flow project we asked our community to return walking aids so that medically well patients could be discharged from hospital before Christmas. This directly led to an additional eight patients being discharged before Christmas, and a further 33 walking frames were collected between Christmas and New Year.

65,398 impressions 1,458 engagements

Sedona's Care Packages

Sedona, a past patient at Southampton Children's Hospital, is fundraising and providing care packages for young mental health patients at UHS and in wards across Hampshire.

46,124 impressions 11,061 engagements

Governor updates

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

Overview of membership

Member analysis

	Number of members	18 - 60	60 - 74	75+	Identify as BAME
Jan 2021	8245	2229	2315	3701	451
Mar 2021	8228 ↓	2230	2302	3696	454 ↑
July 2021	8275 ↑	2286	2304	3685	460 ↑
Oct 2021	8266 ↓	2314	2275	3677	487 ↑
Jan 2022	8289 ↑	2306	2269	3714	489 ↑

Member recruitment

Since the last Council of Governors' meeting on 27 October 2021, 73 new members have joined the Trust.

Recruitment was driven by our vaccination virtual event in December 2021, and we also asked participants who took part in the COV-BOOST clinical trial to register as members after they attended a virtual debrief information webinar.

We also attended a Health and Home fair in November 2021 organised by the University of Southampton's student union.

Conclusion

Our immediate focus is to:

- Send out a survey to public members on our membership programme.
- Continue with our virtual event series, with an upcoming event focusing on the Trust's new Green Plan.
- Develop our engagement with students and young people.
- Explore how we will increase engagement with underrepresented ethnic groups this year.

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

Report to the Council of Governors				
Title:	Confirmation of election of the Patient and Staff Experience Working Group Chair			
Agenda item:	7.4			
Sponsor:	Peter Hollins, Trust Chair			
Author:	Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary			
Date:	26 January 2022			
Purpose	Assurance or reassurance	Approval	Ratification	Information
			Y	
Issue to be addressed:	A vacancy has arisen for the chair of the Council of Governors' Patient and Staff Experience Working Group following the death of Tony Havlin at the end of 2021.			
Response to the issue:	Governors were asked to indicate if they would be willing to take on the role of chair of this working group. Forkanul Quader very kindly volunteered to take on the additional role of chair of the Council of Governors' Patient and Staff Experience Working Group. Forkanul will be proposed for election as chair of the working group at its meeting on 24 January 2022 and this appointment then needs to be confirmed by the Council of Governors.			
Implications: (Clinical, Organisational, Governance, Legal?)	The terms of reference of the Council of Governors' Patient and Staff Experience Working Group require that the appointment of the chair of the working group is confirmed by the Council of Governors.			
Risks: (Top 3) of carrying out the change / or not:	<ol style="list-style-type: none"> 1. Non-compliance with the terms of reference for the Council of Governors' Patient and Staff Experience Working Group. 2. Effective functioning of the Council of Governors' Patient and Staff Experience Working Group. 			
Summary: Conclusion and/or recommendation	The Council of Governors is asked to confirm the appointment of the chair of the Council of Governors' Patient and Staff Experience Working Group following election by the working group.			