

## Agenda Council of Governors

<b>Date</b>	27/04/2022
<b>Time</b>	14:00 - 16:00
<b>Location</b>	Microsoft Teams
<b>Chair</b>	Jane Bailey

- 1**  
14:00  
**Chair's Welcome and Opening Comments**
- 2**  
14:01  
**Declarations of Interest**
- 3**  
14:02  
**Minutes of Previous Meeting**  
To approve the minutes of the previous meeting held on 26 January 2022
- 4**  
14:03  
**Matters Arising/Summary of Agreed Actions**
- 5**  
**Strategy, Quality and Performance**
  - 5.1**  
14:05  
**Operational Plan 2022/23**  
Sponsor: Ian Howard, Chief Financial Officer
  - 5.2**  
14:20  
**Non-NHS Activity**  
Sponsor: Ian Howard, Chief Financial Officer  
Attendees: Na'el Clarke, Commercial Director
  - 5.3**  
14:35  
**Chief Executive Officer's Performance Report**  
Sponsor: David French, Chief Executive Officer
  - 5.4**  
14:55  
**Draft Quality Report and Annual Report Timetable**  
Sponsor: David French, Chief Executive Officer  
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 6**  
**Governance**
  - 6.1**  
15:00  
**Non-Executive Director Reappointment**  
Sponsor: Jane Bailey, Interim Chair  
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
  - 6.2**  
15:10  
**Review Terms of Reference - Council of Governors and Working Groups**  
Sponsor: Jane Bailey, Interim Chair  
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
  - 6.3**  
**Council of Governors' Election 2022**

- 15:15 Sponsor: Jane Bailey, Interim Chair  
Attendee: Karen Russell, Council of Governors' Business Manager
- 6.4 Council of Governors' Expenses Reimbursement Protocol**  
15:19 Sponsor: Jane Bailey, Interim Chair  
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 6.5 Consultation Regarding Timings of Council of Governors' Meetings**  
15:24 Sponsor: Jane Bailey, Interim Chair  
Attendee: Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary
- 7 Membership Engagement and Governor Activity**
- 7.1 Membership Engagement**  
15:29 Sponsor: David French, Chief Executive Officer  
Attendee: Sam Dolton, Events and Membership Officer
- 7.2 Governors' Nomination Committee Feedback**  
15:39 Chair: Jane Bailey
- 7.3 Feedback from Strategy and Finance Working Group**  
15:43 Chair: Tim Waldron
- 7.4 Feedback from Patient and Staff Experience Working Group**  
15:47 Chair: Forkanul Quader
- 7.5 Feedback from Membership and Engagement Working Group**  
15:51 Chair: Bob Purkiss
- 8 Any other business**  
15:55 To raise any relevant or urgent matters that are not on the agenda
- 9 Date of next meeting: 19 July 2022**  
15:59 To note the date of the next meeting

## Minutes - Council of Governors (CoG)

<b>Date</b>	26 January 2022	
<b>Time</b>	14.00-15.40	
<b>Location</b>	Microsoft Teams	
<b>Chair</b>	Peter Hollins	
<b>Present</b>	Peter Hollins, Chair	PTH
	Theresa Airiemiokhale, Elected, Southampton City (until item 7.1)	TA
	Katherine Barbour, Elected, Southampton City (until item 7.1)	KBa
	Colin Bulpett, Elected, Rest of England and Wales	CB
	Dr Nigel Dickson, Elected, New Forest, Eastleigh and Test Valley	ND
	Professor Mandy Fader, Appointed, University of Southampton (for items 6.2 to 6.4)	MF
	Harry Hellier, Elected, New Forest, Eastleigh and Test Valley	HH
	Kelly Lloyd, Elected, Health Professional and Health Scientist Staff	KL
	Councillor Alexis McEvoy, Appointed, Hampshire County Council	AM
	Robert Purkiss, Elected, Rest of England and Wales (until item 6.4)	RP
	Forkanul Quader, Elected, Southampton City	FQ
	Catherine Rushworth, Elected, Isle of Wight	CR
	Quintin van Wyk, Elected, Rest of England and Wales	QvW
	Tim Waldron, Elected, Southampton City (until item 7.1)	TW
<b>In attendance</b>	Jane Bailey, Non-Executive Director ( <b>NED</b> ), Deputy Chair and Senior Independent Director	JB
	Sam Dolton, Events and Membership Officer	SD
	Karen Flaherty, Associate Director of Corporate Affairs	KF
	David French, Chief Executive Officer (for item 5.1)	DAF
	Steve Harris, Chief People Officer (for item 6.2)	SH
	Femi Macaulay, Associate NED	FM
	Karen Russell, Council of Governors' Business Manager	KR
	James Woodward, Student Governor Representative (until item 4)	JW
<b>Apologies</b>	Dr Diane Bray, Appointed, Solent University	DB
	Helen Eggleton, Appointed, NHS Hampshire, Southampton and Isle of Wight CCG	HE
	Rebecca Reynolds, Elected, Nursing and Midwifery Staff	RR
	Councillor Rob Stead, Appointed, Southampton City Council	RS
	Amanda Turner, Elected, Non-Clinical and Support Staff	AT

### 1 Chair's Welcome and Opening Comments

The Chair welcomed everyone to the meeting and in particular CR and FM who were attending a meeting of the CoG for the first time. DB and RR, who had recently joined the CoG, were also welcomed to the CoG, although they had sent apologies for the meeting.

### 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 27 October 2021 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 and further updates were provided on the following actions:

- **Review of the Council of Governors' Composition**  
This had been considered by the CoG Membership and Engagement Working Group and a progress update with proposals would be presented to the CoG later in the meeting.
- **Governor Forum**  
The guidance had been shared with governors on 17 November 2021 and the Governor Forum was available for use.

### 5 Strategy, Quality and Performance

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

PTH welcomed DAF, who was attending to present the performance report.

The report was noted and DAF provided an update since the period of September to November 2021 covered by the report. He highlighted that:

- although the COVID-19 Omicron variant had proved to be much more transmissible than the Delta variant, its symptoms appeared to be less severe;
- there were approximately 50 patients in the hospitals who had tested positive for COVID-19, two of whom were in critical care being treated for other medical conditions;
- the number of patients with COVID-19 had been relatively stable over the previous two weeks and it was anticipated that numbers would steadily decline over the next few months;
- there were 220 patients in the hospitals who were medically optimised for discharge (**MOFD**), however, levels of staff sickness absence in community care, domiciliary care and care homes were leading to delays in discharge where patients needed further support following discharge or had longer-term care needs;
- the number of patients MOFD in hospital was impacting on the Trust's capacity, particularly elective capacity as beds in surgical wards were being used to accommodate these patients;
- sickness absence in the Trust, normally in the region of 3% of staff, had increased to 6% as staff were absent due to COVID-19;
- University Hospitals Sussex NHS Foundation Trust and Oxford University Hospitals NHS Foundation Trust were assisting the Trust to reduce the number of patients awaiting cardiac surgery, which had arisen due to a shortage of specialist critical care capacity as the Trust had provided additional surge capacity in previous waves of the COVID-19 pandemic;
- the Trust was continuing work to reinstate its full programme of elective activity as the number of patients with COVID-19 in the hospitals reduced;
- the Trust was working to increase theatre and bed capacity for elective activity and submitting bids for external funding to support this, including a joint bid with the other acute trusts in Hampshire and the Isle of Wight for an elective hub at Winchester Hospital;
- the number of staff at the Trust who were fully vaccinated against COVID-19 was more than 96%, one of the highest levels in the country;
- the Trust was continuing to prioritise recruitment and retention of staff, including recruitment in areas where there were staff shortages such as critical care;

- Saul Faust, a consultant at the Trust, had led the COV-BOOST vaccine trial, which had been instrumental in informing national policy through identifying the level of protection offered by the booster vaccination;
- work was commencing on the rooftop garden at the Princess Anne Hospital for use by staff, which was funded by Southampton Hospital Charity from the proceeds of the auction of the 'Game Changer' artwork by Banksy, and there were also plans for a wellbeing centre for staff and to upgrade staff rooms and changing areas across the Trust reflecting the donor's wishes for a lasting legacy to support the wellbeing of staff;
- the implementation of changes to the structure of integrated care systems, which were being introduced to improve coordination of health and social care services at a local level, had been delayed until 1 July 2022;
- the Trust was expected to deliver its financial forecast and breakeven in 2021/22 due to additional elective recovery fund income, however, the position for 2022/23 was still uncertain as guidance continued to be released and a reduction in funding was expected; and
- the Trust was also on track to deliver 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.

In response to a query raised by RP, DAF explained that where a complainant was not satisfied with the Trust's response (identified as complaints returned dissatisfied in the report), the complaint would be reopened and issues that remain unresolved for the complainant would be investigated again. If the complainant remained dissatisfied following this they could contact the Parliamentary and Health Service Ombudsman.

Following a question from FQ about whether other hospitals could assist in reducing waiting lists for elective activity in other areas, DAF explained that capacity and the length of waiting lists were a challenge throughout the NHS due to the COVID-19 pandemic and the Trust was focusing on increasing its capacity.

AM queried whether the incidence of COVID-19 transmission within the hospital related to more vulnerable patients and if those who had antibodies due to previously contracting COVID-19 could still transmit the infection to others despite having some degree of protection themselves. DAF advised that the mortality rate for patients who contracted COVID-19 in hospital earlier in the pandemic had been approximately 40-50%, however, strict infection control procedures in place at the Trust had kept the rates of transmission in hospital (nosocomial transmission) low. Currently transmission to patients was tending to occur when patients were visiting non-clinical areas within the hospitals and from visitors.

**Actions:**

- DAF would provide a response to a query regarding one of the cookers in the Trust's Feast restaurant which was reported to have been out of order for some time.
- PTH would provide a more detailed response about the ability of those who had previously been infected with COVID-19 to transmit the virus.

**6 Governance**

**6.1 Annual Business Plan 2022/23**

KF presented the annual business plan for CoG for 2022/23, which would be reviewed and updated during the year as required.

**Action:** It was requested that the annual CoG strategy event was added to the plan

for information.

**Decision:** The CoG **approved** the Annual Business Plan for 2022/23.

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

PTH advised that the contribution of the CoG to the NED appraisal process was critical as one of the key roles of governors was to hold the NEDs to account for the performance of the board of directors (**Board**). The NHS Foundation Trust Code of Governance required that the CoG should take the lead on agreeing the process for appraisal.

The timeline for the appraisal process would ensure its completion before the tenure of the current Chair ended on 31 March 2022.

The GNC had reviewed the proposed process at its meeting on 7 January 2022 and recommended that it should be approved by the CoG. Governors were encouraged to participate in the appraisal process by providing feedback to the Lead Governor by 4 February 2022.

Although there had been fewer opportunities for governors to interact in person with NEDs due to restrictions on visiting the hospitals and meeting in person as a result of the COVID-19 pandemic, governors were invited to observe the NEDs at Board meetings and Board committee meetings, which were chaired and attended by NEDs, and to participate in the question and answer sessions with NEDs prior to the CoG meetings and in the discussions with governors following the open session of the Board meeting.

**Decision:** The CoG **approved** the appraisal process as recommended by the GNC.

## 6.3 **Governor attendance at Council of Governors' Meetings**

Under the Trust's constitution if a governor failed to attend two successive meetings of the CoG, his or her tenure of office was to be immediately terminated by the CoG unless the CoG was satisfied that:

- the absences were due to reasonable cause; and
- he/she would be able to attend meetings of the CoG within such a period as the CoG considers reasonable.

Whilst it was recognised that governors may not be able to attend every meeting the expectation was that they would make every effort to attend meetings regularly. There were five governors who had failed to attend two successive meetings of the CoG, however, for three of these governors this had included the extraordinary meeting of the CoG held in December 2021.

There were two governors who had failed to attend two consecutive ordinary meetings of the CoG, both of whom were clinical NHS staff who had not been able to attend due to work commitments. While the CoG was likely to consider that their absence was due to reasonable causes, the two governors concerned had subsequently resigned as they did not feel that they would be able to attend meetings regularly in the future due to work commitments and the timing of CoG meetings.

**Decision:** The CoG **confirmed** that it was satisfied that the failure of the remaining three 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.

#### 6.4 **Composition of the Council of Governors**

At its meeting in July 2021 the CoG reviewed its current composition. The consideration of the composition of the CoG had subsequently been 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.

Following its review, the CoG Membership and Engagement Working Group recommended the following proposals:

- to reduce the number of governors in the Rest of England and Wales public constituency by one governor and increase the number of governors in the New Forest, Eastleigh and Test Valley public constituency by one governor to ensure that the number of governors representing the public constituencies was more representative of the number of patients seen by the Trust from those areas; and
- to include a student representative as a full member of the CoG as an appointed governor.

The Trust's constitution would need to be amended to reflect these changes and would require approval by the CoG and the Board.

**Decision:** The CoG **noted** the progress of the review to date and **supported** the proposals recommended by the CoG Membership and Engagement Working Group.

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

The terms of reference for all Board committees should be reviewed regularly, and at least once annually, to ensure that they reflected the purpose and activities of each committee. The NHS Foundation Trust Code of Governance required that the CoG was consulted on changes to the terms of reference for any audit committee given the CoG's role in appointing, reappointing and removing external auditors, prior to their submission to the Board for approval.

Only minor changes of a typographical nature were proposed to the terms of reference following a comprehensive review and update in 2021.

**Decision:** The CoG **agreed** the proposed changes to the Audit and Risk Committee terms of reference.

#### 6.6 **Non-Executive Directors' Additional Commitments**

The NHS Foundation Trust Code of Governance required that the CoG was informed of any changes to the significant commitments of NEDs following their appointment by the CoG.

The Chair would discuss changes to their commitments with NEDs during their appraisals. There was no potential conflict of interest relating to the new commitments that had been declared.

**Decision:** The CoG **noted** the additional commitments of the NEDs.

#### 6.7 **Decisions in Response to Recent Vacancies on the Council of Governors**

The CoG had been asked to consider a number of proposals to fill governor vacancies that had arisen in the public and staff constituencies in recent months. In addition, there had been a number of new appointed governors who had joined the CoG during that period.

Governors had previously been asked to approve each of the proposals in response to governor vacancies by written resolution.

**Decision:** The CoG **ratified** and **confirmed** the decisions taken in response to vacancies on the CoG.

## **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 and included the rebranding of the membership newsletter as *Connect*, making it more interactive in a page turner format rather than a standard PDF format;
- targeted tailored emails had been issued to members including surveys relating to Patient Initiated Follow Up and the UHS discharge process;
- in November 2021 members who had stated that they had a disability or were carers were invited to attend a virtual event to launch new access guides for the Trust;
- the rescheduled annual members' meeting took place in November 2021 and included highlights from the annual report and accounts for 2020/21 and the Trust's five year strategic plan, an update on the membership strategy and an operational update on priorities for managing the surgical waiting list;
- a virtual event was held in December 2021, which focused on the next steps for COVID-19 vaccination and included key findings from the Trust led COV-BOOST trial, latest updates on vaccine safety in pregnancy and the vaccination situation in the community from Southampton City Council;
- social media activity included an emphasis on encouraging the public to have their COVID-19 booster vaccinations and a message to the community regarding pressures faced by the Trust's emergency department;
- in November 2021 the Trust attended a Health and Home Fair at the University of Southampton, which KBA had kindly supported;
- the Trust's COVID ZERO campaign had been shortlisted in PRWeek's awards for best crisis communications and results would be announced in February 2022;
- governors were thanked for their feedback prior to the issue of a survey to the Trust's members regarding the membership programme; and
- planned future activities included an event about the Trust's new Green Plan and engagement with students, young people and underrepresented ethnic groups.

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

The GNC had concluded the appointment process for the associate NED role by appointing FM and had reviewed the appraisal process for the Chair and NEDs, approved earlier in the meeting.

An update on the recruitment process for a new chair would be provided in the closed session of the meeting.

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

Due to the operational pressures as a result of COVID-19 in January 2022, it had been agreed with the TW, the chair of the CoG Strategy and Finance Working Group, that the meeting due to have taken place would be rescheduled.



#### **7.4 Feedback from Patient and Staff Experience Working Group (including confirmation of election of the Patient and Staff Experience Working Group Chair)**

A vacancy had arisen for the chair of the CoG Patient and Staff Experience Working Group following the death of Tony Havlin at the end of 2021. FQ had very kindly volunteered to take on the role and was elected as chair at the CoG Patient and Staff Experience Working Group meeting on 24 January 2022. The CoG was asked to confirm the appointment.

**Decision:** The CoG **confirmed** the appointment of FQ as Chair of the CoG Patient and Staff Experience Working Group.

FQ advised that Laura White, the Head of Involvement and Participation, had provided an update on the results of three patient surveys: Adult Inpatients, Children and Young People and Urgent and Emergency Care at the most recent meeting. Following the meeting KR had circulated the full survey results to governors. A question was raised at the meeting relating to the pain scores in the Children and Young People's survey and the scoring/assessments used and this information would be provided to governors as soon as it was received.

Emma Jane Squires had also attended the meeting to provide an update on the Patient Support Hub which had been very informative and well received.

FQ was considering including feedback from junior doctors and trainee nurse at a future meeting of the working group.

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

At the meeting of the CoG Membership and Engagement Working Group on 20 January 2022, the composition of the CoG had been considered followed by an update from SD relating to the membership strategy, feedback on previous events and plans for future events.

#### **8 Any other business**

Following the discussion with staff governors who had been unable to attend meetings of the CoG, PTH suggested that a consultation exercise was undertaken to ask for governors' views on varying the timing of CoG meetings to accommodate work schedules of staff and other governors.

**Action:** KR would carry out a consultation to consider the timing of CoG meetings.

PTH informed the CoG that this would be his last full meeting as Chair prior to the end of his tenure on 31 March 2022, and thanked governors for their help and support.

#### **9 Date of Next Meeting - 23 February 2022**

To note the date of the next meeting.

#### **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.



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	● Flaherty, Karen ● Russell, Karen	27/04/2022	■ 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>Explanation Russell, Karen</i> Following the discussion at the CoG meeting on 26 January 2022, feedback will be provided to the Membership and Engagement Working Group at its meeting on 26 April 2022.				
Council of Governors 26/01/2022 5.1 Chief Executive's Performance Report				
633.	Query regarding a cooker in the Trust's Feast restaurant	● French, David	27/04/2022	■ Completed
<i>Explanation action item</i> RP raised a concern regarding one of the cookers in the Trust's Feast restaurant which was reported to have been out of order for some time. DF agreed to investigate.  It was confirmed that the cooker had been replaced and was in operation. Governors were advised by email on 2 February 2022.				

634.	COVID-19 transmission	● Hollins, Peter	27/04/2022	■ Completed
<p><i>Explanation action item</i> AM queried whether the incidents of COVID-19 transmission within the hospital related to more vulnerable patients and if those who had antibodies due to previously having COVID-19 could still transmit to others despite having some degree of protection themselves.</p> <p>KR consulted Dr Eleri Dr Eleri Wilson-Davies who is the principal investigator for the Sarscov2 Immunity and Reinfection Evaluation (SIREN) study at the Trust. It was confirmed that transmission could still take place. A full explanation was provided to governors on 2 February 2022.</p>				
Council of Governors 26/01/2022 6.1 Annual Business Plan 2022/23				
635.	Strategy Day to be added to the Annual Business Plan	● Flaherty, Karen ● Russell, Karen	27/04/2022	■ Completed
<p><i>Explanation action item</i> PTH queried whether the CoG Strategy Day could be added to the Annual Business Plan. KF agreed this could be added.</p>				
<p><i>Explanation Russell, Karen</i> Strategy Day has now been added to the Annual Business Plan</p>				
Council of Governors 26/01/2022 8 Any other business				
636.	Consultation regarding timings of CoG meetings	● Russell, Karen	27/04/2022	■ Completed
<p><i>Explanation action item</i> Two governors had resigned recently and had found difficulty attending CoG meetings due to work commitments. Governors would be consulted as to the most appropriate timings for CoG meetings.</p>				
<p><i>Explanation Russell, Karen</i> The consultation has been held and feedback will be provided to the CoG at its meeting on 27 April 2022.</p>				

<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>2022/23 Operational Plan</b>			
<b>Agenda item:</b>	<b>5.1</b>			
<b>Sponsor:</b>	<b>Ian Howard, Chief Financial Officer</b>			
<b>Author:</b>	<b>Andrew Asquith, Director of Planning, Performance and Productivity</b>			
<b>Date:</b>	<b>27 April 2022</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 trust planning and budget setting supports the Council of Governors in their role.			
<b>Response to the issue:</b>	<p>This report is intended to inform the Council of Governors about aspects of the Trust's operating environment and plan for 2022/23.</p> <p>A more detailed report is presented to Trust Board for their consideration and approval.</p>			
<b>Implications: (Clinical, Organisational, Governance, Legal?)</b>	This report provides information relating to a broad range of trust services and activities, 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.			

# Council of Governors Meeting

April 2022

2022/23 Operational Plan



# 2022/23 Operational Plan

## Content of Presentation

- Process / Expectations
- Summary of plan – finance, workforce, activity and performance
- Conclusion
- Building on ‘Connect’ (Internal Presentation for Senior Leaders)
- Questions

# Process / Expectations

- Final plan submission to NHSE (via ICS) due on 28<sup>th</sup> April
- Trust board briefed on draft submissions and the anticipated final submission
- Strong influence from national ‘guidance’ / frameworks, issued between Dec 24<sup>th</sup> and late February, with subsequent clarifications too...
- Planning for a ‘**low COVID**’ environment

# Summary of plan

(see following slides)



# Summary of plan - Finance

- Income broadly level with 2021/22, additional funding for inflation fully offset by reductions in funding / national efficiency requirements
- Expectation that 104% elective activity will be delivered for this level of funding through increased efficiency
- Planned UHS operating deficit - £19.5m
  - Driven by understandable factors where the reality is differing from planning assumptions / factors outside trust control e.g. COVID prevalence, energy prices, general inflation, drug cost increases in block contracts

# Summary of plan - Finance

- Planned efficiency improvement valued at £33m / 2.7% (compared to 2021/22)
  - 2% / £20m Cost Improvement requirement as part of issued budgets
  - Further £13m improvement to be delivered centrally including through business cases and management of growth funding
  - Little opportunity to achieve additional financial contribution through growth in NHS activity due to the financial framework / contractual arrangements (75% of tariff)
- Financial challenges in delivering the 22/23 plan are being consistently reported across the country

# Summary of plan - Workforce

- Continued recruitment and retention to increase employed staff by a further 478 wte
- Offset by planned reductions in the use of Bank and Agency hours
- Minimal net increase in funded posts (establishment) - aligned with funding availability, cost improvements to offset additional investments, and significant increases during COVID-19 to date

# Summary of plan - Activity and Performance

Planning to deliver activity as follows:

- 104% of 19/20 levels for elective care
- 100% of 19/20 outpatient follow-ups (doesn't achieve national ambition for reduction, despite good UHS engagement with initiatives)
- 100% of 19/20 levels for non-elective admissions
- 20/21 numbers of A&E attendances (there are risks here, given the 21/22 growth rate)

# Summary of plan - Activity and Performance

## RTT

- July 2022 - no patient waiting > 2 years
- April 2023 - no patient waiting > 18 months

## Cancer

- March 2023 - patients waiting > 62 days from referral returned to pre-pandemic levels

## Outpatients

- Transform care, greater use of technology, improve both waiting times and experience of waiting

# Conclusion

- Very challenging national expectation, when considering finances, workforce, and patient care in combination
- Exacerbated by the current variance between planning assumptions and the real environment e.g. COVID, inflation
- UHS is well positioned to respond, and aims to deliver for our patients, and people, operate efficiently, and achieve acceptable financial outcomes relative to the context and to our peers

# Conclusion – ‘Connect’ Slides

## Our World with and beyond COVID:

- Pause to reflect as we come out of COVID
- National messages
- Reasons to be proud
- Our collective leadership priorities
  - *2025 vision guides us*
  - *Unite around the patient*
  - *Personal development, wellbeing, inclusion, recruitment*
  - Operational sweet spot
    - Bringing back the hospital to normal footprint
    - Maximise elective activity
    - Transformation projects in theatres, outpatients and flow improvement
  - Always Improving, pathway/process innovation and squeaking wheels
  - Confidence in us and in our future

# Questions / Discussion



Report to the Council of Governors				
<b>Title:</b>	<b>Non-NHS Activity</b>			
<b>Agenda item:</b>	<b>5.2</b>			
<b>Sponsor:</b>	<b>Ian Howard, Chief Financial Officer</b>			
<b>Author:</b>	<b>Na'el Clarke, Commercial Director</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		Y		
<b>Issue to be addressed:</b>	<p>One of the responsibilities of the Council of Governors is to determine whether the Trust's non-NHS activity would significantly interfere with its principal purpose, which is to provide goods and services for the health service in England, or the performance of its other functions.</p> <p>The Council of Governors must then notify the directors of its decision.</p>			
<b>Response to the issue:</b>	<p>The Trust's private patient income for 2021-22 is forecast to be approximately £6.4 million. This represents just under 0.7% of the Trust's overall income. This year has seen a growth in activity due to the more complex patients being treated, whilst maintaining the prioritisation of clinically urgent procedures, noting the unprecedented pressure that core NHS services have faced.</p> <p>There has been growth in services delivered through an outpatient setting, whilst remaining mindful of the needs and constraints faced by our core services.</p> <p>Over the next six months at least, activity for private patient services is expected to remain at the same level as NHS activity is prioritised. Again, it is expected that only a limited number of patients that are deemed an emergency or clinically urgent will be treated privately as inpatients. Private cancer treatment is expected to continue in the Solent suite, which provides a dedicated nurse-led service. The income forecast for 2022-23 will be in line with the forecast total for 2021-22.</p> <p>There is also a growing income stream linked to the commercialisation of Trust-derived intellectual property, although this is forecast at just under £40,000 for 2021-22, we expect a forecast income of at least £140k in 2022-23.</p> <p>Another core area of non-core income is linked to the co-development of innovative medical technology, again income from this workstream is forecast at £150,000 for 2022-23, having been established through a series of strategic partnerships to co-develop products that meet unmet clinical needs during 2021-22.</p> <p>The range of commercial workstreams that deliver non-core income has been expanded.</p>			

<p>Implications:</p>	<p>This ensures that the Trust meets its legal requirements that income received from its principal purpose is greater than its non-NHS income. It also enables the Council of Governors to monitor when it may need to specifically approve an increase in non-NHS income under other provisions of the National Health Service Act 2006. This would apply to proposals to increase by 5% or more the proportion of total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England (including private work).</p>
<p>Risks:</p>	<ol style="list-style-type: none"> <li>1. Non-compliance with the provisions of the National Health Service Act 2006 and the Trust's constitution.</li> <li>2. Monitoring the performance of the Trust against its principal purpose.</li> <li>3. Ensuring NHS activity is not negatively impacted by non-NHS activity whilst recognising how income from additional activity supports NHS services and the activity itself supports innovation.</li> </ol>
<p>Summary:</p>	<p>Given the current and forecast levels of non-NHS income, the Council of Governors is requested to:</p> <ul style="list-style-type: none"> <li>• confirm that is satisfied that the Trust's non-NHS activity would not significantly interfere with its principal purpose, which is to provide goods and services for the health service in England, or the performance of its other functions; and</li> <li>• authorise the Interim Chair or Associate Director of Corporate Affairs and Company Secretary to inform the directors of its decision.</li> </ul>

# Non-Core Income –UHS

## HIGHLIGHTS:

- Non-Core (Commercial Income) forecast at £8.5m for the 22/23 FY
- Core areas of commercial activity are : the provision of private patient services, management of overseas visitors, commercialisation of UHS-derived innovations and strategic working with medical technology suppliers to create technology that addresses unmet clinical needs.
- Third party commercial contracting with non-NHS bodies is also an important area of commercial activity that brings in around £1.5m of income per annum and which also has reduced third party contractual costs by at least £90k (21/22 FY) and mitigated commercial risks of >£1m
- Miscellaneous schemes such as the commercial use of physical and digital space produce a useful income of around £100k p.a.
- This income is re-invested back into development projects and core NHS services as part of our CIP



**CONSIDER  
COLLABORATE  
CHALLENGE**

# PRIVATE PATIENT SERVICES –Summary

- **Private Patient Income (£6.4m forecast year end position) (21/22) represents a small % of our overall income (<1%)**
- **Private patient activity is complementary to NHS activity, mainly delivered outside of core NHS activity times**
- **It generates a useful commercial margin that is invested directly back into supporting our core services**
- **It reduces the need for even more significant CIPs for divisions, reducing CIP pressures by around £2.2m /year (21/22)**



**CONSIDER  
COLLABORATE  
CHALLENGE**



# PRIVATE PATIENT SERVICES –UHS

## HIGHLIGHTS:

- We are finding a growth in self-funding patients , 30% self-pay versus 70% insured
- UHS has undertaken corrective invoicing to recover monies for historic private care where costs were not fully recovered, this has been difficult to achieve but so far has yielded £1.5m and with an estimated £500k remaining, UHS did not hold hospital provider contracts and was therefore able to challenge medical insurers on the grounds of being entitled to recover all care costs
- UHS is now negotiating hospital provider contracts with medical insurers, following a significant pricing re-set established in 2019
- We have seen a slight decline in the number of private patients treated per year, but have noted that higher acuity and more complex patient cases are being treated within our Trust
- Access to operating list slots can be challenging , hence private patient activity is scheduled at weekends and evenings



**CONSIDER  
COLLABORATE  
CHALLENGE**

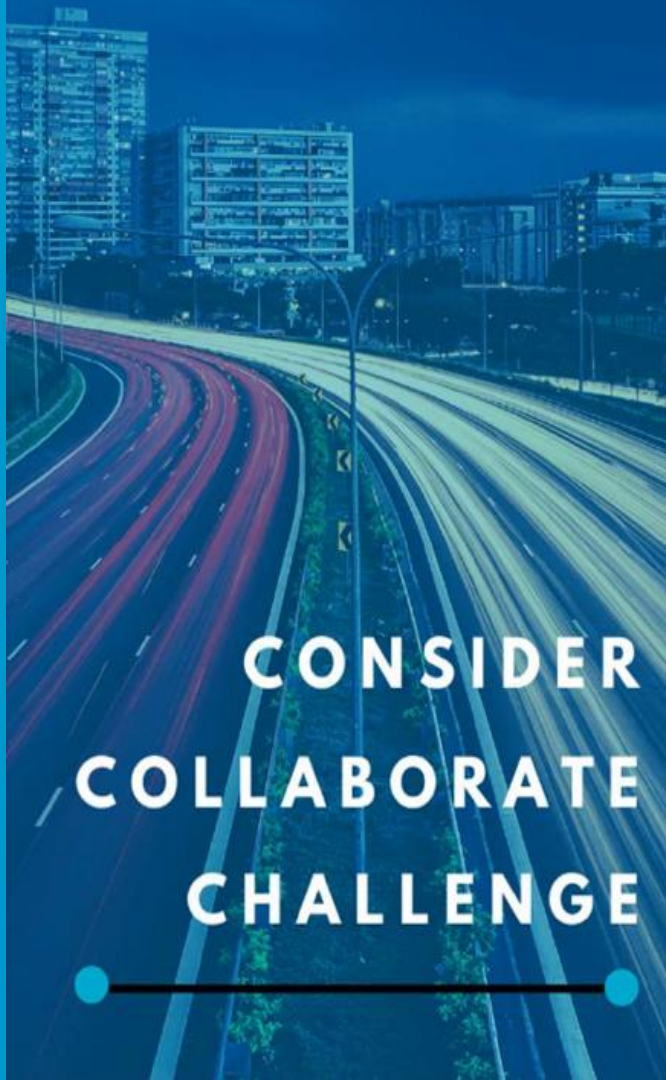
# PRIVATE HEALTHCARE HORIZON PROJECTS

**Novel Gene Therapies:** To develop a private advanced therapies service within our pharmacy services care group to deliver novel gene therapies for the treatment of rare conditions and cancers, to complement the trials to extend the use cases for gene therapy via the Southampton Emerging Therapies and Technologies (SETT) Centre, that's overseen by our R&D Directorate.

**Hypothermic intraperitoneal chemotherapy (HIPEC):** UHS has purchased, via our Planets Cancer Charity, the delivery equipment needed for HIPEC and has a training contract in place, we are exploring how we can develop this as an offering for privately funded patients initially, with potential to become an NHS commissioned service in the future.

**Radionuclide therapy and molecular radiotherapy:** To seek recognition with insurers to agree payment for the delivery of peptide receptor radionuclide therapy (PRRT) for the treatment of neuroendocrine tumours, 222-Radium therapy and 177-Lutetium -PSMA therapy for metastatic castration resistant prostate cancer and also Selective internal radiation therapy (SIRT) for treatment of inoperable liver metastases.

**Stage IV Melanoma Treatment:** Currently stage IV melanoma (which presents typically as liver metastases) is treated using a combination of high-dose chemotherapy using a process known as chemo-saturation. UHS acted as an R&D site with a manufacturer and have developed a modified treatment protocol that removes the need for a post-procedure patient observation within intensive care. UHS believe that some of the 30-40 treatment cycles (£30k revenue per treatment) currently delivered by a private hospital, could be re-patriated to being delivered at UHS.



# COMMERCIAL FOCUS 2022/23 - INNOVATION

Pipeline and projects in general.

Since October 2021, the innovation pipe line has grown from a registered list of 64 (in v36 of the log) to 93, an increase of 33% in just 6 months Oct-March 2022.

85 of these innovations are UHS generated, the rest either listed as UoS or coming via the AHSN's etc. 52 are defined as having potential, 10 are defined as key. Over 34 external innovations via AHSN and HEE innovation forums have been reviewed in 6 months as well.

All key/potential innovations require business plans, project plans, marketing & sales documents, design for manufacture considerations, research into manufacturing/distribution partners etc to turn them into commercial entities, the selected key ones being:

INO-1	Pharmistry software tool	
INO-2	Brain Pulse	Non-invasive intercranial pressure monitor
INO-41	DVT detection	Early diagnosis & prevention of DVT
INO-44	Oxygen device	Oxygen saving device
INO-51	PeRSo	Modification of hood to Class 1
INO-54	TPN Formulation	Neonatal formulation ready for licencing
INO-65	Urine monitor	Monitoring of urine flow rate & hydration & blood
INO-80	Kidney Sensor	Water pressure & temperature during surgery
INO-81	Mass screening for Cancer	
INO-94	The 'Un-plugged' patient	Wireless bio-sign monitoring

The following are just a selection from the above key projects

Qty	Categorisation of Ideas
97	Number of ideas identified
10	Number key projects
28	Number on hold
11	Number closed
52	Number of potentials
8	Number yielding a recurring
85	Number of UHS ideas
33	Number of new projects
7	Number projects now dead
8	Clinical safety approvals required



# COMMERCIAL FOCUS 2022/23 - INNOVATION

## PeRSo

A new sales agency agreement model is now in place. This means that any new sales UHS help to secure, results in bigger returns for UHS.

Work also underway to upgrade hood to be a medical device for use in sterile areas, a first for a PAPR, driven by commercial. The work here is being done jointly between UHS and UoS and UHS is recovering the cost through additional sales fees.



**INO-51**

**CONSIDER  
COLLABORATE  
CHALLENGE**



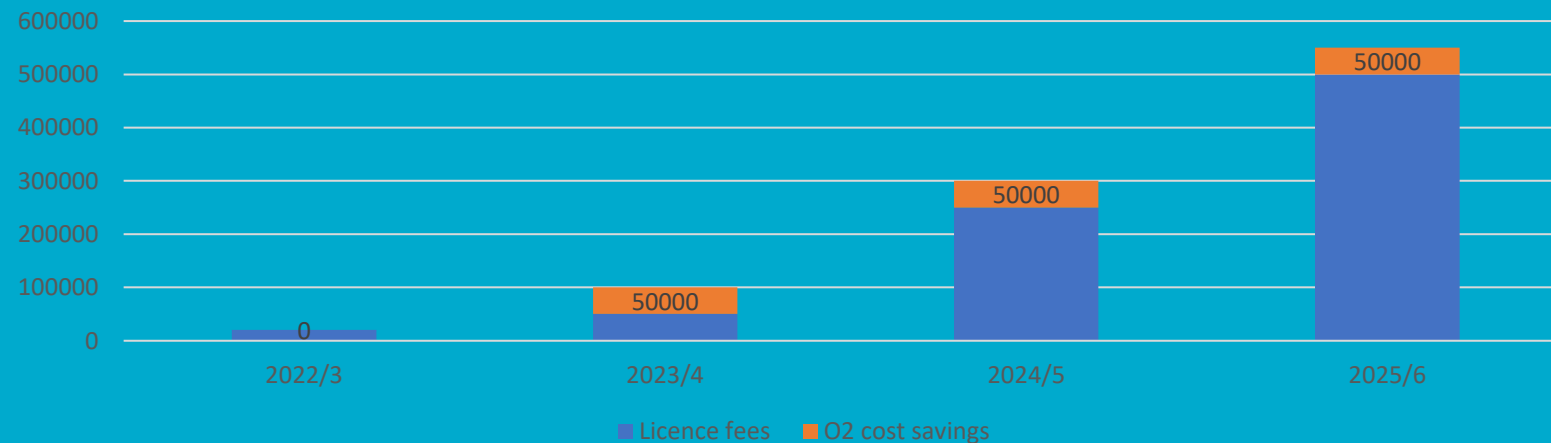
# COMMERCIAL FOCUS 2022/23- INNOVATION

## Development Projects

Oxygen saving device, designed for use in the acute setting, long term care and home use for patients who require oxygen therapy to alleviate the effects of respiratory diseases. It is intended to be used as an adjunct to traditional oxygen delivery methods, providing reservoir oxygen delivery.

Capable of saving 30-50% of O2 patient use resulting in significant cost savings for UHS of around £50,000 per year.

Design is in process of medical certification and a patent was filed in March, ready for selling to 3<sup>rd</sup> party manufacture for world-wide distribution in 2023.



INO-44

CONSIDER  
COLLABORATE  
CHALLENGE

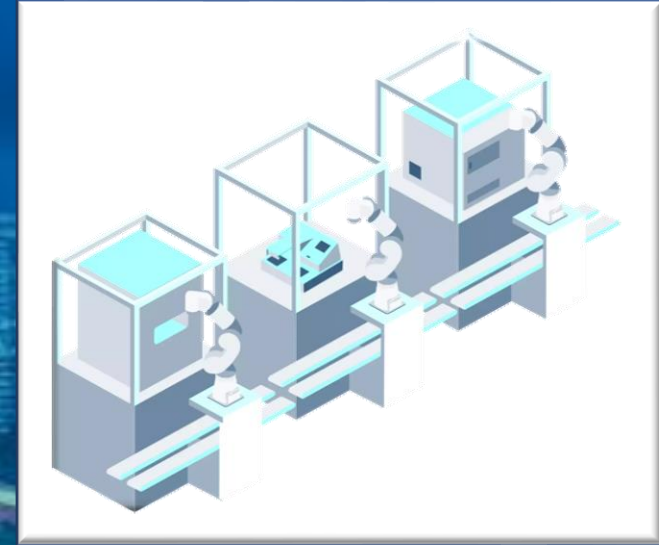
## COMMERCIAL FOCUS 2022/23 – Partnering & Innovation

To achieve the full potential of automated technology for use within pathology laboratories , new commercial concepts have been developed.

UHS has contracted with the supplier to provide advisory input and agreed a share of future revenues. An estimated 1-5% of all new NHS deals to automate pathology services may utilise robotic technology in areas such as Cellular Pathology.

Contacts within pathology labs already being set up and £10k of support fees already invoiced in 2022 FY.

Contract cover is place until 2031.



INO-74/81

CONSIDER  
COLLABORATE  
CHALLENGE

Report to the Council of Governors				
<b>Title:</b>	<b>Chief Executive Officer's Performance Report</b>			
<b>Agenda item:</b>	<b>5.3</b>			
<b>Sponsor:</b>	<b>David French, Chief Executive Officer</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  Y
Issue to be addressed:	Information about Trust performance supports the Council of Governors in their role.			
Response to the issue:	This report is intended to inform the Council of Governors about aspects of the Trust's performance.			
Implications:	This report provides performance information relating to a broad range of Trust services and activities, there are no specific implications.			
Risks:	This report is provided for the purpose of information.			
Summary:	This report is provided for the purpose of information.			

**UHS Council of Governors - 27 April 2022**

**Chief Executive Officer’s Performance Report**

**1. Purpose and Context**

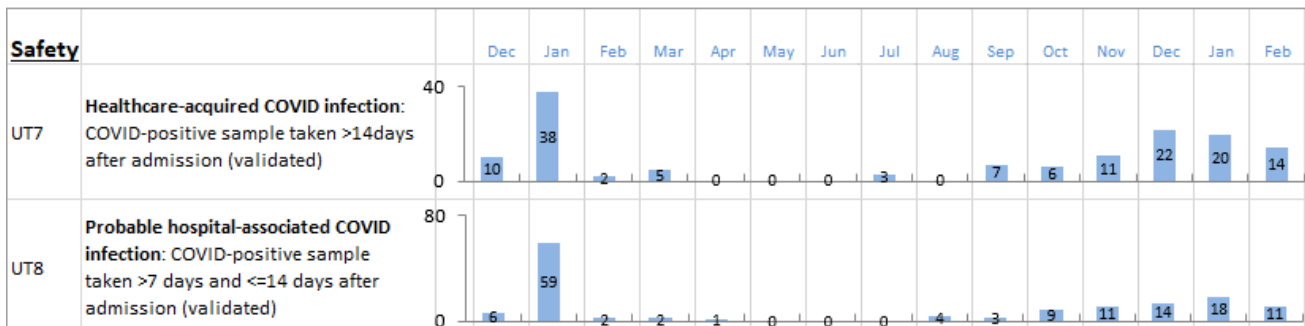
The purpose of this report is to summarise the Trust’s performance against a range of key indicators. This report covers data from the period from December 2021 to February 2022, noting that performance in relation to some of the targets is reported further in arrears.

The period continued to see high levels of 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.

**2. Safety**

Infection Control	Target	Dec 2021	Jan 2022	Feb 2022
Clostridium Difficile infection	<=5	7	8	7
MRSA Bacterium infection	0	0	0	0

Between April 2021 and February 2022 there were 71 cases of Clostridium Difficile, compared to our target not to exceed 57 over that period, and 57 in the same period in 2020/21. 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 the August 2021 meeting. An increase in Clostridium Difficile has been noted in a number of trusts across Hampshire and the Isle of Wight and this will continue to be monitored both within and outside the Trust.



We continue to monitor incidents of COVID-19 transmission within the hospital. We continue to focus considerable effort and resources on diagnosing this infection as quickly as possible and preventing onward transmission, given potential adverse impacts including harm to vulnerable patients if infected, extended duration of treatment required by infected patients and the risks posed to our staff and their availability to deliver care if infected. The external environment remains challenging, for example widespread COVID-19 infection in the community, a reduction in testing within the general population and a desire that hospitals enable visits by family and friends to patients on inpatient wards. Some additional infection control measures remain in place including mask wearing within the hospital, COVID-19 testing of inpatients and COVID-19 testing of patient-facing staff.

<b>Safety</b>	<b>Target</b>	<b>Dec 2021</b>	<b>Jan 2022</b>	<b>Feb 2022</b>
Never Events	0	0	0	0
Serious incidents requiring investigation (month in arrears)	N/A	8	5	3
Number of overdue SIRIs (excluding agreed extensions and cases involving Healthcare Safety Investigation Branch)	0	2	0	0
Pressure ulcers category 2 per 1,000 bed days		0.27	0.39	0.42
Pressure ulcers category 3 per 1,000 bed days		0.32	0.55	0.45

UHS has had a total of five 'Never Events' confirmed in total within 2021/22, though none since November 2021. Further information was provided in the previous Chief Executive Officer's Performance Report.

<b>Clinical Effectiveness</b>	<b>Target</b>	<b>To Oct 2021</b>	<b>To Nov 2021</b>	<b>To Dec 2021</b>
Hospital Standardised Mortality Ratio (HSMR) – UHS (rolling 12 month average)	<=100	81.2	82.2	82.8
Hospital Standardised Mortality Ratio (HSMR) – SGH (rolling 12 month average)	<=100	80.1	81.1	81.9

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).

### 3. Patient Experience

#### Friends and Family Test (FFT)

<b>Indicator</b>	<b>Target</b>	<b>Dec 2021</b>	<b>Jan 2022</b>	<b>Feb 2022</b>
Inpatients - Negative Score	<5%	0.3%	0.7%	0.8%
Maternity - Negative Score		9.7%	0%	0%
(Maternity = feedback on 'Birthing Care' by women who gave birth in the period)				

Maternity FFT scores have frequently caused concern through the pandemic. The subject was reviewed in detail by the Trust Board in October 2021 and is being monitored closely. The more recent data tends to suggest that our patients are now having a better experience of care.

## Complaints

Indicator	Target	Dec 2021	Jan 2022	Feb 2022
Complaints received for investigation	Trends monitored	24	24	31
Number of complaints closed in month		18	25	33
Trust average response time for complaints (based on resolved date)	35 days	58	39	56
Complaints returned dissatisfied	<15 per quarter	4	3	5
Parliamentary and Health Service Ombudsman (PHSO) cases upheld (reported a quarter in arrears)	0	0		

Patient complaints have returned to normal numbers, following an increase to 54 in November 2021, which coincided with a substantial increase in the operational pressure experienced within the Trust.

The complaints team have currently extended the response time target for formal complaints to 55 working days, recognising the demands upon clinical staff during the current peak in COVID-19 while continuing to support patients and families to achieve a resolution.

## 4. Access Performance

Emergency Access Performance		Dec 2021	Jan 2022	Feb 2022
% patients spending less than 4 hours in UHS EDs (Types 1 & 2)	=>95.0%	70.1%	69.1%	65.8%
% patients spending less than 4 hours in ED – Local Delivery System	≥ 90.0%	79.7%	79.5%	77.9%

A deterioration in UHS timeliness has continued and performance is now a significant distance from the national target, yet remains relatively good in comparison to many other acute trusts. In the period between December 2021 and February 2022 UHS ranked third best amongst eight major trauma centres that we benchmark with (Type 1 attendances).

The Trust Board reviews emergency access performance every month and has reviewed the subject in detail at its meetings in September 2021, November 2021 and February 2022.

The Trust has continued to invest in both the physical environment and workforce to respond to rapidly increasing levels of attendances. We are also seeking to progress other contributions to improvement including working with partners to improve discharge from hospital beds, an internal focus on improving treatment and reducing patients' length of stay in hospital, and working with partners to reduce the numbers of patients attending the emergency department where there are alternative ways of meeting their clinical needs.

Referral to Treatment (RTT)	Target	Dec 2021	Jan 2022	Feb 2022
% incomplete pathways within 18 weeks in month	=>92%	67.4%	67.2%	67.4%
Total patients on a waiting list		44,737	44,551	45,857

The number of patients on our waiting lists has increased by approximately 30% compared to January 2020, although the size of the waiting list has been stable in recent months.



Many of our patients are also waiting very long periods to start their treatment:

- There were 2,032 patients who had waited over 52 weeks at the end of February 2022 (down from a peak in 3,149 in March 2021)
- We are confident that by July 2022 no patient (other than those who are choosing to wait longer) will have waited over 104 weeks (there were a total of 171 such patients waiting in December 2021).

The Trust has increased its physical capacity and workforce, and is engaging with NHS partners to plan further expansions which would respond to both rising need for the types of treatment UHS can provide and the 'backlog' due to COVID-19. Reductions in the number of inpatients with COVID-19 infection, and the number of staff absent with COVID-19 infection, will also be critical to our rate of improvement.

The Trust Board reviewed Referral to Treatment performance in detail through spotlight reports at its meetings in October 2021, November 2021 and January 2022.

Cancer	Target	Dec 2021	Jan 2022	Feb 2022
Urgent GP referrals seen in 2 weeks	=>93%	74.5%	80.4%	89.6%
Breast symptomatic patients' referral seen in 2 weeks	=>93%	7.0%	33.3%	36.4%
Treatment started within 62 days of urgent GP referral	=>85%	71.0%	66.8%	69.2%

Our breast service is in the process of increasing capacity and improving performance following the challenges relating to demand and COVID-19 disruption described in the previous report. These difficulties, and the time required to implement solutions, account for the failure to achieve two week waiting time targets for urgent GP referrals (patients suspected of having cancer, including breast patients), and breast symptomatic patients (symptoms not considered suspicious for cancer). Improving performance trajectories can now be observed, and further improvement is expected.

As a result of both referral and treatment challenges across the majority of specialities, our 62 day cancer treatment performance has been adversely impacted. Performance has deteriorated compared to the previous three month period when it ranged between 71.8% and 74.7%. Despite this, UHS performance remains very good compared to other hospitals, in February 2022 UHS was fourth best amongst our peer group of 19 teaching hospitals, and matched the average performance of 17 hospital trusts in the south east region despite the majority of these hospitals offering a significantly less complex range of treatments than UHS.

Cancer performance was reviewed by the Trust Board in detail at the December 2021 meeting and a further detailed review is planned for the April 2022 meeting.

## 5. Finance

At the end of March 2022, the Trust reported a breakeven position for the year. This was an improvement on a planned £3.4 million deficit position as a result of receipt of additional national elective recovery funding. Operational pressures related to staffing (COVID-19 related sickness absence), increased emergency demand and increased COVID-19 inpatient numbers have led to a challenging operational position; however the financial pressures have been supported by non-recurrent national funding. The underlying position of the finances is however more challenging, with inflationary pressures in energy and drugs cost growth within block contracts, meaning the outlook for 2022/23 is one of significant financial as well as operational challenge.

The Trust also reported on plan with its capital investment programme for 2021/22 with expenditure of internally funded capital (£50 million) and additional national funding (£15 million). This included investment in four new theatres within the 'vertical extension' building, a refurbishment and expansion of emergency department 'majors', and an expanded ophthalmology outpatients facility, as well as investment in digital, equipment and backlog maintenance.

## 6. Human Resources

Indicator	Target	2020/21 UHS Comparison	Q3 2021/22	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%	71.9%	58.4%
Staff recommending UHS as a place to receive care/treatment	=>85.0%	86.7%	83.1%	66.9%

The 'advocacy' scores above, measured through the NHS Staff Survey, have declined since the previous year but remain well above the benchmark averages which have declined further.

UHS had a survey response rate of 56%, which is an increase of 6% from 2020, and the highest level of participation UHS has achieved since the survey began. The median response rate in our benchmark group was 46%.

UHS:

- rated "the best" for career progression opportunities, and for offering a range of challenging work
- scored above average on 106 of 126 questions and
- scored below average on only 7 of 127 questions

Indicator	Target	Dec 2021	Jan 2022	Feb 2022
Turnover (internal target)	<=12%	13.4%	13.6%	13.7%
Sickness absence 12 month rolling (internal target)	<=3.4%	4.1%	4.1%	4.2%
Nursing vacancies (registered nurse only in clinical wards) (internal target)	<=15%	15.6%	14.9%	15.0%

Staff 'turnover' continues to be high and is increasing (following a reduction in 2020/21). A wide range of actions are being progressed including 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 unfortunately increased further, with monthly levels reaching a peak of 5.7% in January 2022 associated with a peak of COVID-19 infection.



<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Annual Report and Quality Accounts Timetable</b>			
<b>Agenda item:</b>	<b>5.4</b>			
<b>Sponsor:</b>	<b>David French, Chief Executive Officer</b>			
<b>Author:</b>	<b>Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
				Y
<b>Issue to be addressed:</b>	<p>NHS England and NHS Improvement (<b>NHSE/I</b>) has published the timetable for the 2021-22 annual report and accounts and associated guidance. This removes the requirements to produce a separate quality report, although the quality accounts requirements set out in The National Health Service (Quality Accounts) Regulations 2010 still apply requiring trusts to produce quality accounts, including circulation of the quality accounts to commissioners, local authorities, local Healthwatch and the Council of Governors by the end of April for comment. Some additional quality reporting will be required to be included in the performance report section of the annual report instead. There are also no external audit assurance requirements in respect of the quality accounts as a result of the changes to the NHSE/I guidance.</p> <p>The quality accounts are required to be published by 30 June 2022, whereas the annual report and accounts cannot be published until after they have been laid before Parliament. This is expected to occur at the beginning of September 2022 to allow time for the external auditor to complete the value for money external audit work and finalise its audit report and certificate for inclusion in the published version of the annual report and accounts. The external auditor expects to complete this work by the end of July 2022 after Parliament begins its summer recess.</p>			
<b>Response to the issue:</b>	<p>The Trust has taken the decision to produce the annual report and accounts and the quality accounts on the same timetable as a single document by the submission deadline of 22 June 2022. However, due the additional work required to complete the value for money external audit, the quality accounts will be published as a separate document by 30 June 2022. The attached timetable sets out the process in greater detail.</p>			
<b>Implications:</b>	<p>The Trust meets the requirements of the National Health Service Act 2006, The National Health Service (Quality Accounts) Regulations 2010 and the NHS foundation trust annual reporting manual 2021/22.</p> <p>The timing of the meeting of the Council of Governors at which the final annual report and accounts (including the quality accounts) and the external auditors' report are presented will be later than usual to allow for these to be laid before Parliament as this would normally take place in July. An update will be provided to the Council of Governors in a closed session of its meeting in July 2022 to mitigate the impact of this</p>			

	delay. The date of the annual members' meeting will be finalised at a later date or delayed slightly to ensure that the annual report and accounts have been laid before Parliament before the annual members' meeting takes place.
Risks:	<ol style="list-style-type: none"><li>1. Non-compliance with the National Health Service Act 2006, The National Health Service (Quality Accounts) Regulations 2010 and the NHS foundation trust annual reporting manual 2021/22.</li><li>2. Ensuring openness, transparency and accountability regarding the performance and activities of the Trust.</li><li>3. Pressure on staff to provide information for inclusion in the annual report and accounts and the quality accounts as the Trust emerges from the latest wave of the COVID-19 pandemic, deals with significant emergency pressures and deliver the elective recovery programme.</li></ol>
Summary: Conclusion and/or recommendation	The Council of Governors is asked to note the timetable.

## Annual Report and Accounts (including the Quality Accounts) 2021-22 Timetable

NHS England and NHS Improvement (NHSE/I) has published the timetable for the 2021-22 annual report and accounts and guidance on producing the annual report and accounts. This takes into account the pressures of the latest wave of the COVID-19 pandemic and feedback in earlier years of the COVID-19 pandemic that the process went on too long.

NHSE/I have been consulting on changes to the quality reporting requirements over the past year and it is anticipated that changes will be made to the requirements in future years. In 2021-22 the requirements to produce a separate quality report have been removed, although the quality accounts requirements set out in The National Health Service (Quality Accounts) Regulations 2010 still apply requiring trusts to produce quality accounts, including circulation of the quality accounts to commissioners, local authorities, local Healthwatch and the Council of Governors by the end of April for comment. Some additional quality reporting will be required to be included in the performance report section of the annual report instead. There are also no external audit assurance requirements in respect of the quality accounts as a result of the changes to the NHSE/I guidance.

As a result the deadline for submission of the annual report and accounts to NHSE/I has been extended to 22 June 2022. Additional time has also been allowed for the completion of the external audit of value for money introduced in 2020-21. The main changes to the requirements this year are:

- reintroduction of the requirement for a performance analysis, which includes information on sustainability incorporating progress against the Trust's Green Plan and information about social, community, anti-bribery and human rights;
- removal of the quality report requirements and a requirement to include performance against quality priorities and quality indicators in the performance report in the main body of the annual report instead; and
- new and expanded 'fair pay' disclosure requirements.

The proposed timetable is set out below

Action	Date
Deadline for draft accounts submission to NHSE/NHSI through NHSI Portal	Tuesday, 26 April 2022 (noon)
Draft quality accounts circulated to governors and Quality Committee members	Thursday, 21 April 2022
Issue final draft quality accounts to CCG, Local Healthwatch, Overview and Scrutiny Committee and Council of Governors for one month consultation	By Friday, 29 April 2022
Early May Bank Holiday	Monday, 2 May 2022
Circulation of first draft annual report to external auditor, Board of Directors and Council of Governors	w/c Monday, 9 May 2022
Draft annual report and accounts reviewed at Audit and Risk Committee meeting	Monday, 23 May 2022
Draft annual report and accounts reviewed at Board of Directors meeting	Thursday, 26 May 2022
Spring Bank Holiday	Thursday, 2 June 2022
Platinum Jubilee Bank Holiday	Friday, 3 June 2022
Final draft quality accounts reviewed at Quality Committee meeting	Monday, 13 June 2022

Action	Date
Final draft annual report and accounts including quality accounts reviewed at Audit and Risk Committee meeting	Monday, 20 June 2022
Final draft annual report and accounts including the quality accounts approved by Board of Directors	Monday, 20 June 2022
Deadline for submission of signed annual report and accounts and supporting documentation to NHS England and NHS Improvement	Wednesday, 22 June 2022 (noon)
Add quality accounts to Trust website and forward the link to <a href="mailto:quality-accounts@nhs.net">quality-accounts@nhs.net</a>	Thursday, 30 June 2022
Present update on annual report and accounts and external audit report to Council of Governors (in closed session)	Tuesday, 19 July 2022
Final audit opinion and audit certificate (following completion of value for money external audit)	By Friday, 29 July 2022
Submit annual report to Parliament	TBC – September 2022
Publish annual report and accounts (including quality accounts) on Trust website	TBC – September 2022
Present final annual report and accounts (including the quality accounts) to Council of Governors	TBC
Annual Members' Meeting	TBC

<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Non-Executive Director Reappointment</b>			
<b>Agenda item:</b>	<b>6.1</b>			
<b>Sponsor:</b>	<b>Jane Bailey, Interim Chair</b>			
<b>Author:</b>	<b>Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		Y		
<b>Issue to be addressed:</b>	The first three year term of office as a non-executive director for Dave Bennett will come to an end on 14 July 2022. Non-executive directors are eligible for reappointment for a second three year term subject to reappointment by the Council of Governors. One of the roles of the Governors' Nomination Committee is to make recommendations to the Council of Governors on the reappointment of non-executive directors.			
<b>Response to the issue:</b>	It is proposed that Dave Bennett is reappointed for a second three year term of office. The attached paper provides details of the outcome of appraisals, changes to commitments and ongoing independence and commitment to the role.			
<b>Implications:</b>	The appointment and reappointment of non-executive directors is one of the statutory responsibilities of the Council of Governors role following recommendation by the Governors' Nomination Committee.			
<b>Risks:</b>	<ol style="list-style-type: none"> <li>1. Failure to ensure an appropriate balance of executive and independent non-executive directors in accordance with the Trust's Constitution and The NHS Foundation Trust Code of Governance.</li> <li>2. Ensuring the appropriate balance of skills and experience among the non-executive directors on the Board.</li> <li>3. Ensuring the effective functioning of the Board.</li> </ol>			
<b>Summary:</b>	The Council of Governors is asked to approve Dave Bennett's reappointment as a non-executive director for a second three year term commencing on 15 July 2022 on the same terms and conditions as his current appointment. The Governors' Nomination Committee will be asked to review the proposed reappointment at its meeting on 26 April 2022 and will provide its recommendation to the Council of Governors at the meeting.			

## **Non-Executive Director Reappointment**

### **Background**

At the meeting of the Council of Governors (**CoG**) on 9 July 2021 the CoG appointed Dave Bennett as a non-executive director for an initial three year term commencing on 15 July 2019. Non-executive directors are eligible for reappointment for a second three year term subject to reappointment by the CoG.

When considering the reappointment of a non-executive director, the Governors' Nomination Committee and the CoG should consider:

- the outcome of the non-executive director's appraisals since appointment;
- their other commitments and the time available for the role; and
- independence.

### **Annual appraisal**

Dave Bennett has been subject to satisfactory appraisal annually since his appointment in 2019. Governors have had the opportunity to contribute to the appraisal of the non-executive directors each year by providing feedback through the Lead Governor.

The most recent appraisal was carried out in February 2022. Following appraisal, the then Chair, Peter Hollins, confirmed that:

- following formal performance evaluation, Dave Bennett's performance as a non-executive director continued to be effective and demonstrated his commitment to the role; and
- he would have no hesitation in recommending Dave Bennett for reappointment to the role following the appraisal process.

### **Other commitments**

Since his original appointment, Dave has ceased his commercial consultancy business, Davox Consulting Ltd, and has been appointed to the following non-executive/trustee roles:

- Chairman, Royal College of General Practitioners (RCGP) Enterprises Ltd
- Chairman, RCGP Conferences Ltd
- Non-Executive Director, Faculty of Leadership and Medical Management (FMLM)
- Director, FMLM Applied Ltd
- Director/Trustee and Chair, YMCA Fairthorne Group.

Dave has indicated his willingness to be reappointed for a further three year term and confirmed that he continues to have the time to commit to the role. This has been demonstrated through his attendance at meetings, which was considered as part of the appraisal process.

### **Independence**

Non-executive directors should be independent in character and judgement. Dave Bennett was considered to meet the requirements for independence applicable to a non-executive director on appointment. In his performance as a member of the Board of Directors, Audit

and Risk Committee, Finance and Investment Committee and Quality Committee and Performance as Chair of the Finance and Performance Committee and as chair of the Charitable Funds Committee, Dave has continued to demonstrate his independence and constructive challenge.

Since his appointment Dave has been subject to annual fit and proper persons checks and declaration processes applicable to directors to confirm ongoing compliance with the requirements.

### **Recommendation**

Subject to recommendation by the Governors' Nomination Committee, the Council of Governors is asked to reappoint Dave Bennett as a non-executive director for a second three year term commencing on 15 July 2022 on the same terms and conditions as his current appointment including the current annual fee of £14,000 as remuneration for the role.

Report to the Council of Governors				
<b>Title:</b>	<b>Review Terms of Reference - Council of Governors and Working Groups</b>			
<b>Agenda item:</b>	<b>6.2</b>			
<b>Sponsor:</b>	<b>Jane Bailey, Interim Chair</b>			
<b>Author:</b>	<b>Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
		Y		
<b>Issue to be addressed:</b>	The terms of reference for the Council of Governors and its working groups should be reviewed regularly, and at least once annually, to ensure that these reflect the purpose and activities of the Council of Governors and each of the working groups. The terms of reference for the Governors' Nomination Committee were reviewed by the Council of Governors at its meeting in October 2021.			
<b>Response to the issue:</b>	Following review minor changes are proposed to reflect changes to practice and strategies since the terms of reference were last reviewed.			
<b>Implications:</b>	The terms of reference ensure that the purpose and activities of the Council of Governors and its working groups are clear and support transparency and accountability in the performance of their roles.			
<b>Risks:</b>	<ol style="list-style-type: none"> <li>1. Non-compliance with the National Health Service Act 2006 and The NHS Foundation Trust Code of Governance.</li> <li>2. Non-compliance with the Trust's constitution and the Standing Orders for the Practice and Procedure of the Council of Governors.</li> <li>3. The Council of Governors and its working groups may not function as effectively without terms of reference in place.</li> </ol>			
<b>Summary:</b>	<p>The Council of Governors is asked to approve the revised terms of reference for the:</p> <ul style="list-style-type: none"> <li>• Council of Governors;</li> <li>• Council of Governors' Membership and Engagement Working Group;</li> <li>• Council of Governors' Patient and Staff Experience Working Group; and</li> <li>• Council of Governors' Strategy and Finance Working Group.</li> </ul> <p>The terms of reference for the Council of Governors' working groups have been reviewed by the relevant working group prior to submission to the Council of Governors.</p>			



## Council of Governors Terms of Reference

Version: **56**

Date Issued: ~~31 March 2021~~ 27 April 2022  
 Review Date: ~~March 2022~~ April 2023  
 Document Type: Terms of Reference

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### Document Status

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## 1. Role and Purpose

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

## 2. Constitution

- 2.1 The establishment and role of the CoG is derived from the National Health Service Act 2006 (as amended). The CoG is accountable to the members of the Trust and the public.
- 2.2 It is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The CoG is authorised to investigate any activity within its terms of reference. In carrying out its role the CoG is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The CoG is authorised to obtain external legal or other independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions and supported by the Company Secretary.

## 3. Membership

- 3.1 The CoG comprises:
  - 3.1.1 Public elected governors from the following areas:
    - 3.1.1.1 Five from Southampton City
    - 3.1.1.2 Four from New Forest Eastleigh and Test Valley
    - 3.1.1.3 One from The Isle of Wight
    - 3.1.1.4 Three from the Rest of England and Wales.
  - 3.1.2 Staff elected governors, one from each of the following staff classes:
    - 3.1.2.1 Medical practitioners and dental staff
    - 3.1.2.2 Nursing and Midwifery staff
    - 3.1.2.3 Health professional and /health scientist staff
    - 3.1.2.4 Non clinical and support staff.
  - 3.1.3 Appointed governors, one from each of:
    - ~~3.1.3.1 Southampton City Clinical Commissioning Group~~
    - ~~3.1.3.23.1.3.1 West Hampshire NHS Hampshire, Southampton and Isle of Wight Clinical Commissioning Group~~
    - ~~3.1.3.33.1.3.2 Southampton City Council~~
    - ~~3.1.3.43.1.3.3 Hampshire County Council~~
    - ~~3.1.3.53.1.3.4 University of Southampton~~

### 3.1.3.63.1.3.5 Solent University.

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

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

- 4.1 Governors should aim to attend every meeting. Where a governor is unable to attend a meeting they should notify the Trust Chair or Council of Governors' Business Manager in advance, providing a reason for their absence.
- 4.2 The quorum for a meeting will be one-third of the governors. A duly convened meeting of the CoG at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the CoG.
- 4.3 When an executive director or manager is unable to attend a meeting they should appoint a deputy to attend on their behalf.

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

- 5.1 The CoG will meet at least four times each year.

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

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

## 7. Duties and Responsibilities

The CoG will have the following duties and responsibilities.

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

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

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

7.2.1 approve the policies and procedures for the appointment and, where necessary, for the removal of the Trust Chair and NEDs;

7.2.2 approve the appointment (or removal) of the Trust Chair;

7.2.3 approve the appointment (or removal) of a non-executive director;

7.2.4 approve the policies and procedures for the appraisal of the Trust Chair and NEDs;

7.2.47.2.5 approve the policy for the composition of the NEDs;

7.2.57.2.6 approve changes to the remuneration, allowances and other terms of office for the Trust Chair and NEDs;

7.2.67.2.7 consider and, if appropriate, approve the appointment of the chief executive officer of the Trust as recommended by the Trust Chair and the NEDs;

7.2.77.2.8 approve the criteria for appointing, re-appointing or removing the external auditor;

7.2.87.2.9 approve the appointment or re-appointment and the terms of engagement of the external auditor;

### 7.3 *Constitution and Compliance*

7.3.1 approve amendments to the constitution, recognising that any changes in respect of the powers, duties or role of the CoG will need to be approved at the next general meeting of members;

7.3.17.3.2 approve the policy for the composition of the CoG;

7.3.27.3.3 notify NHS England and NHS Improvement if the CoG is concerned that the Trust has breached, or is at risk of breaching, its licence conditions in the event that these concerns cannot be resolved through engagement with the Trust Board;

7.3.4 receive the Trust's annual report and accounts (including the quality accounts/report) and any report of the external auditor on them;

7.3.5 decide whether a member is disqualified from membership or no longer eligible to be a member in the event of a dispute referred by the Company Secretary;

7.3.37.3.6 consider any appeal by a member about entitlement to membership following a decision by the Company Secretary;

### 7.4 *Governors*

7.4.1 decide whether to appoint committees of the CoG to assist in the performance of its functions;

7.4.17.4.2 approve the appointment of governors to any committees or working groups of the CoG or joint working groups with the Trust Board;

7.4.27.4.3 approve the process for appointment or election to the role of lead governor and, as necessary, deputy lead governor;

7.4.37.4.4 receive reports from the chairs of each committee or working group of the CoG on the discharge of the committee's or working group's duties;

7.4.47.4.5 approve the removal from office of any governor in accordance with procedure set out in the constitution;

7.4.6 approve jointly with the Trust Board the procedure for the resolution of disputes and concerns between the Trust Board and the CoG;

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

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

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

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

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

## **8. Accountability and Reporting**

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

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

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

## **10. References**

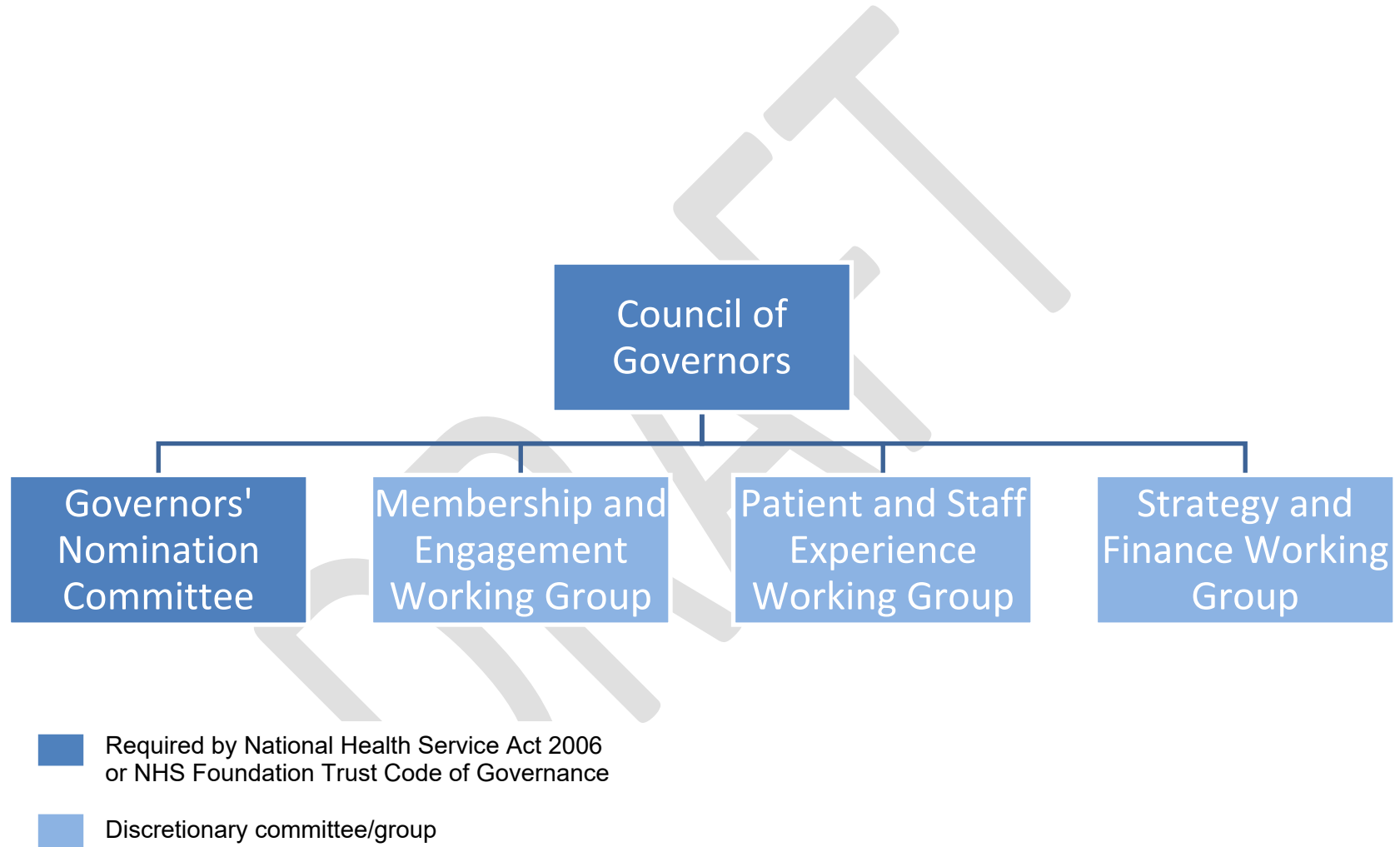
- 10.1 National Health Service Act 2006
- 10.2 NHS Foundation Trust Code of Governance
- 10.3 Trust Constitution

10.4 Standing Orders for the Practice and Procedure of the Council of Governors

[10.4](#)

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## Appendix A



## Document Monitoring Information

Approval Committee:	Council of Governors
Date of Approval:	<del>31 March 2021</del> <u>27 April 2022</u>
Responsible Committee:	Not applicable
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	Not applicable
Target audience:	Council of Governors, Board of Directors, NHS Regulators, Staff, Members and Public
Key words:	Council, Governors, COG
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	<u>Reformatting, attendees, incorporation of a fuller Changes to the composition of the CoG approved in April 2022 and aligning the description of duties and responsibilities of the CoG to those set out in Schedule of Decisions Reserved to the Board and the Scheme of Delegation approved by the Trust Board in March 2022</u>
Consultation:	Council of Governors
Number of pages:	7
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No



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

Version: 34

Date Issued: ~~21 July 2021~~ 27 April 2022  
 Review Date: ~~March 2022~~ April 2023  
 Document Type: Terms of Reference

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## 1. Role and Purpose

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

## 2. Constitution

- 2.1 The Working Group has been established by the CoG and is authorised to assist the CoG in carrying out its functions. None of the powers of the CoG are delegated to the Working Group.
- 2.2 The Working Group is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The Working Group is authorised by the CoG to investigate any activity within its terms of reference. In carrying out its role it is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The Working Group is authorised to obtain external legal or other independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions and supported by the Company Secretary and the Council of Governors' Business Manager.

## 3. Membership

- 3.1 The Working Group will be comprised of governors who have volunteered to participate in the Working Group. The Working Group will consist of no fewer than three members, including a minimum of three elected governors, one of whom must be a public governor.
- 3.2 The chair of the Working Group will be elected by the members of the Working Group and their appointment will be confirmed by the CoG (the **Working Group Chair**). In the absence of the Working Group Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 3.3 All governors who are participating in the Working Group have the right to attend and vote at meetings. However, the following will be invited to attend meetings of the Working Group on a regular basis:
  - 3.3.1 the two Student Governor Representatives;
  - 3.3.2 the Senior Communications Manager – brand and engagement marketing;
  - 3.3.3 the Events and Membership Officer;
  - 3.3.4 the Council of Governors' Business Manager; and
  - 3.3.5 the Company Secretary.
- 3.4 Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary, particularly when the Working Group is considering areas of risk or operation that are the responsibility of a particular executive director or manager.

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

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

- 4.1 Members should aim to attend every meeting. Where a member is unable to attend a meeting they should notify the Working Group Chair or Council of Governors' Business Manager in advance.
- 4.2 The quorum for a meeting will be three governors, including one public governor. A duly convened meeting of the Working Group at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Working Group.
- 4.3 When an executive director or manager is unable to attend a meeting they should appoint a deputy to attend on their behalf.

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

- 5.1 The Working Group will meet at least four times each year.

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

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

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

The Working Group will have the following duties and responsibilities:

- 7.1 on at least an annual basis, review the Trust's strategy and policies in relation to membership and engagement and recommend any amendments to the CoG and the Trust's board of directors, ensuring alignment with the Trust's strategic vision;
- 7.2 set up procedures to ascertain the interests, needs and aspirations of the membership as a whole and report to the CoG on progress;
- 7.3 support the individual governors' needs in enabling elected governors to interact with their constituency/class and to ensure that mechanisms are in place to enable individual governors to communicate with their constituency members in an effective and appropriate manner;
- 7.4 promote the development and implementation of an engagement plan to ensure effective communication with members;
- 7.5 contribute to the development of the Trust's membership and advise on ways in which equity of representation can be achieved membership can become more representative of the communities served by the Trust;

7.6 contribute to the development of an approach that engages the patients of the Trust from the Channel Islands, acknowledging that there is no provision statutorily for them to become members of the Trust; ~~and~~

7.7 encourage greater engagement of members in surveys and focus groups across the Trust;

7.8 support the delivery of important healthcare messages to members, empowering them to become advocates within their communities;

7.9 assist in the development of a ~~Trust children's and young person~~youth membership programme ~~forum to engage on topics most relevant to a younger audience~~ ensure that membership reflects and which takes into account their views-needs and aspirations; and

7.7.10 promote awareness of membership and staff governors among staff at the Trust.

## **8. Accountability and Reporting**

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

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

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

## **10. References**

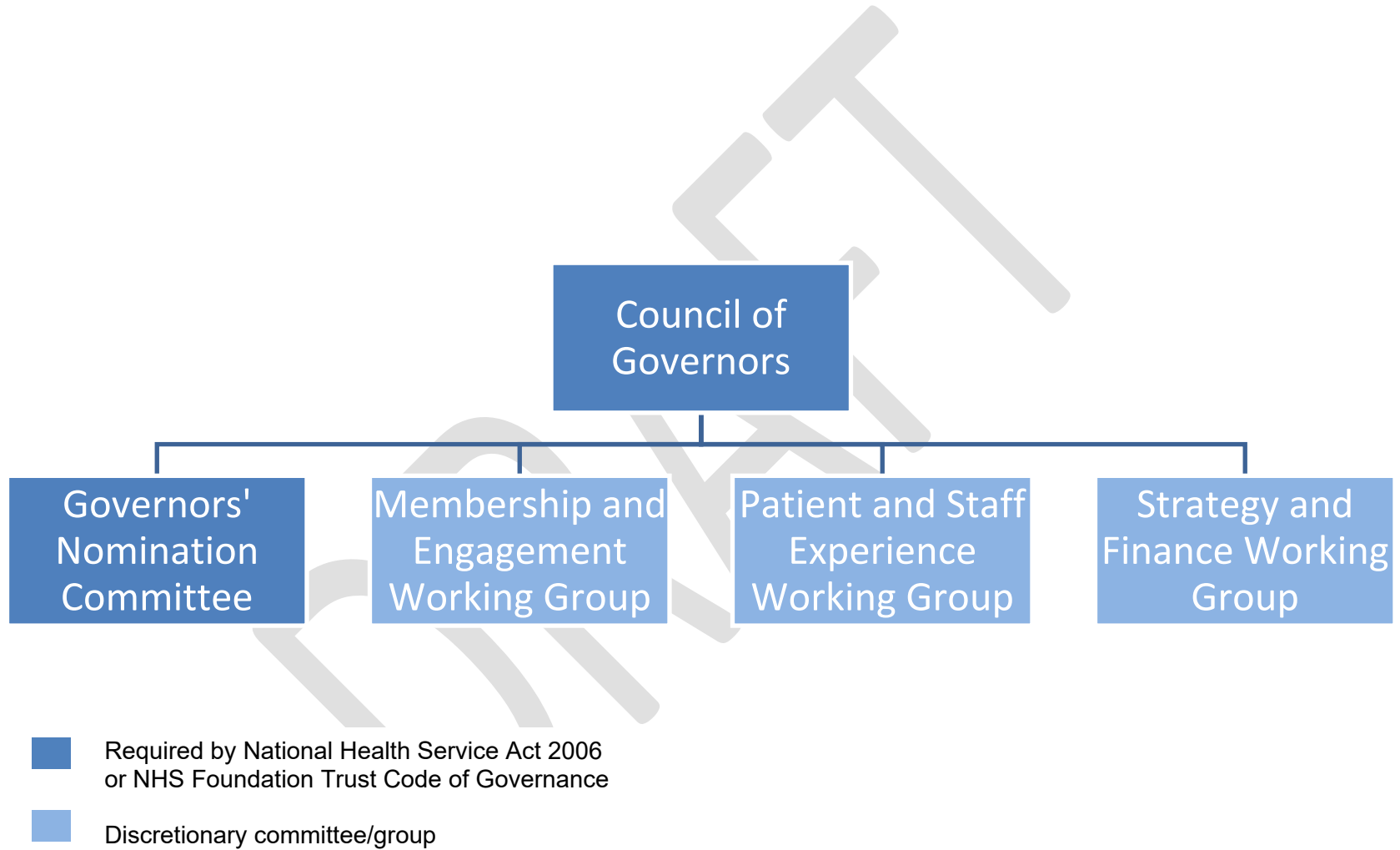
10.1 National Health Service Act 2006

10.2 NHS Foundation Trust Code of Governance

10.3 Trust Constitution

10.4 Standing Orders for the Practice and Procedure of the Council of Governors

## Appendix A



Document Monitoring Information

Approval Committee:	Council of Governors
Date of Approval:	<del>21 July 2021</del> <u>27 April 2022</u>
Responsible Committee:	Council of Governors' Membership and Engagement Working Group
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	<del>March 2022</del> <u>April 2023</u>
Target audience:	Council of Governors, Board of Directors, NHS Regulators, Staff, Members and Public
Key words:	Council, Governors, COG, Working Group, Membership, Engagement
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	<del>Reformatting and</del> <u>Changes to</u> reflecting current membership engagement strategy <del>practice</del>
Consultation:	Council of Governors
Number of pages:	6
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No

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

Version: 23

Date Issued: ~~21 July 2021~~ 27 April 2022  
 Review Date: ~~March-April 2022~~ 2023  
 Document Type: Terms of Reference

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## 1. Role and Purpose

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

## 2. Constitution

- 2.1 The Working Group has been established by the CoG and is authorised to assist the CoG in carrying out its functions. None of the powers of the CoG are delegated to the Working Group.
- 2.2 The Working Group is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The Working Group is authorised by the CoG to investigate any activity within its terms of reference. In carrying out its role it is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The Working Group is authorised to obtain external legal or other independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions and supported by the Company Secretary and the Council of Governors' Business Manager.

## 3. Membership

- 3.1 The Working Group will be comprised of governors who have volunteered to participate in the Working Group. The Working Group will consist of no fewer than three members, including a minimum of three elected governors, one of whom must be a public governor.
- 3.2 The chair of the Working Group will be elected by the members of the Working Group and their appointment will be confirmed by the CoG (the **Working Group Chair**). In the absence of the Working Group Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 3.3 All governors who are participating in the Working Group have the right to attend and vote at meetings. However, the following will be invited to attend meetings of the Working Group on a regular basis:
  - 3.3.1 the two Student Governor Representatives;
  - ~~3.3.2 the Director of Planning, Performance and Productivity;~~
  - ~~3.3.3~~ 3.3.2 the Council of Governors' Business Manager; and
  - ~~3.3.4~~ 3.3.3 the Company Secretary.
- 3.4 Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary, particularly when the Working Group is considering areas of risk or operation that are the responsibility of a particular executive director or manager.



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

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

- 4.1 Members should aim to attend every meeting. Where a member is unable to attend a meeting they should notify the Working Group Chair or Council of Governors' Business Manager in advance.
- 4.2 The quorum for a meeting will be three governors, including one public governor. A duly convened meeting of the Working Group at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Working Group.
- 4.3 When an executive director or manager is unable to attend a meeting they should appoint a deputy to attend on their behalf.

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

- 5.1 The Working Group will meet at least four times each year.

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

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

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

The Working Group will have the following duties and responsibilities:

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

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

## **8. Accountability and Reporting**

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

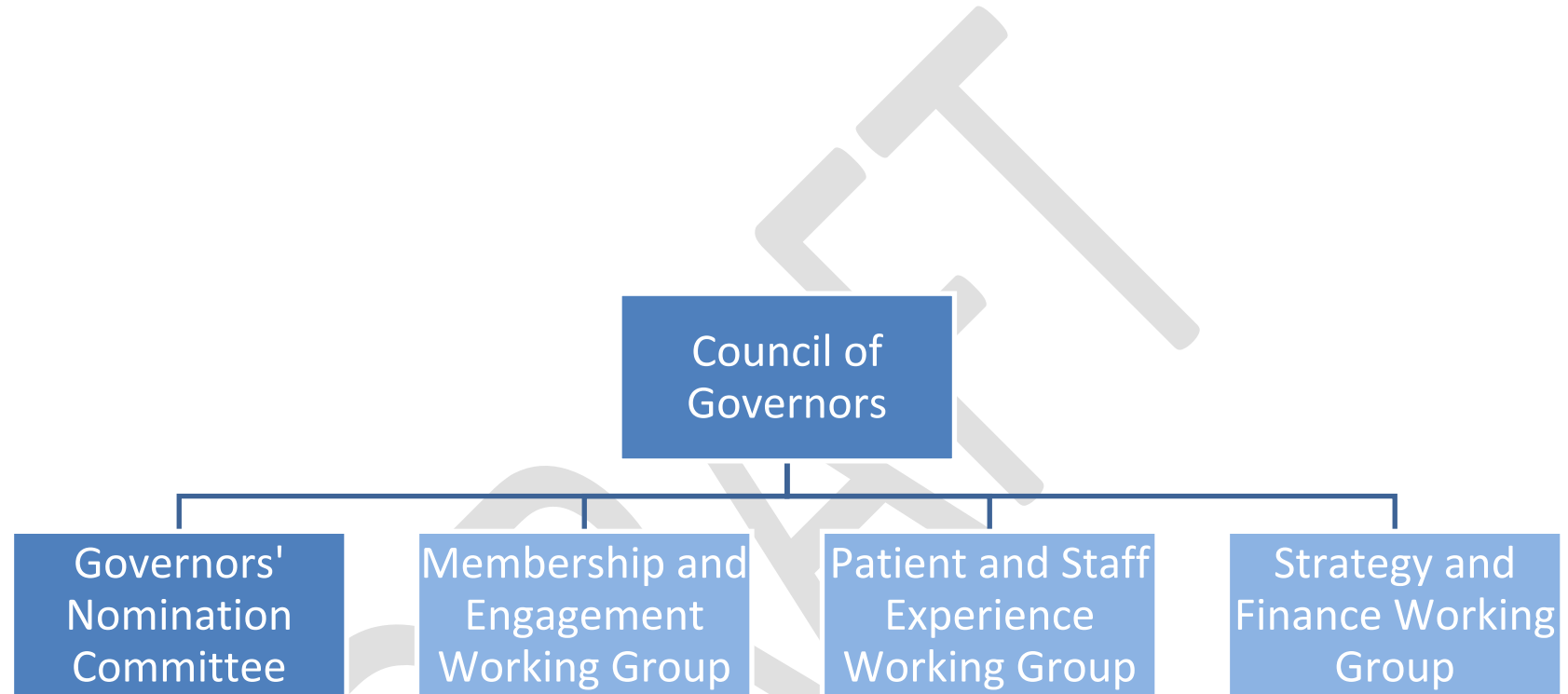
## **9. Review of Terms of Reference and Performance and Effectiveness**



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

## **10. References**

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

## Appendix A



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

**Document Monitoring Information**

Approval Committee:	Council of Governors
Date of Approval:	<del>21 July 2021</del> <u>27 April 2022</u>
Responsible Committee:	Council of Governors' Patient and Staff Experience Working Group
Monitoring (Section 9) for Completion and Presentation to Approval Committee:	<u>April</u> <del>March</del> 2022
Target audience:	Council of Governors, Board of Directors, NHS Regulators, Staff, Members and Public
Key words:	Council, Governors, COG, Working Group, Patient Experience, Staff Experience
Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	<del>Reformatting and r</del> Minor updates to reflect <u>updates to Trust strategies and ing</u> current practice <u>of the Working Group</u>
Consultation:	Council of Governors
Number of pages:	6
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No

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

Version: **45**

Date Issued: ~~21 July 2021~~ 27 April 2022  
 Review Date: ~~March 2022~~ April 2023  
 Document Type: Terms of Reference

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### Document Status

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

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

## 1. Role and Purpose

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

## 2. Constitution

- 2.1 The Working Group has been established by the CoG and is authorised to assist the CoG in carrying out its functions. None of the powers of the CoG are delegated to the Working Group.
- 2.2 The Working Group is supported in its work by other committees and groups established by the CoG as shown in Appendix A.
- 2.3 The Working Group is authorised by the CoG to investigate any activity within its terms of reference. In carrying out its role it is also authorised to seek reports and assurance from executive directors and managers.
- 2.4 The Working Group is authorised to obtain external legal or other independent professional advice if it considers this necessary, taking into consideration any issues of confidentiality and the Trust's standing financial instructions and supported by the Company Secretary and the Council of Governors' Business Manager.

## 3. Membership

- 3.1 The Working Group will be comprised of governors who have volunteered to participate in the Working Group. The Working Group will consist of no fewer than three members, including a minimum of three elected governors, one of whom must be a public governor.
- 3.2 The chair of the Working Group will be elected by the members of the Working Group and their appointment will be confirmed by the CoG (the **Working Group Chair**). In the absence of the Working Group Chair and/or an appointed deputy, the remaining members present will elect one of themselves to chair the meeting.
- 3.3 All governors who are participating in the Working Group have the right to attend and vote at meetings. However, the following will be invited to attend meetings of the Working Group on a regular basis:
  - 3.3.1 the two Student Governor Representatives;
  - ~~3.3.2 the Director of Planning, Performance and Productivity;~~
  - ~~3.3.3~~ 3.3.2 the Council of Governors' Business Manager; and

[3.3.43.3.3](#) the Company Secretary.

3.4 Other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary, particularly when the Working Group is considering areas of risk or operation that are the responsibility of a particular executive director or manager.

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

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

4.1 Members should aim to attend every meeting. Where a member is unable to attend a meeting they should notify the Working Group Chair or Council of Governors' Business Manager in advance.

4.2 The quorum for a meeting will be three governors, including one public governor. A duly convened meeting of the Working Group at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Working Group.

4.3 When an executive director or manager is unable to attend a meeting they should appoint a deputy to attend on their behalf.

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

5.1 The Working Group will meet at least four times each year.

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

6.1 Meetings of the Working Group will be convened by the Council of Governors' Business Manager at the request of the Working Group Chair or any of its members.

6.2 The agenda of items to be discussed at the meeting will be agreed by the Working Group Chair with support from the Company Secretary and the Council of Governors' Business Manager. The agenda and supporting papers will be distributed to each member of the Working Group and the regular attendees, no later than three days before the date of the meeting. Distribution of any papers after this deadline will require the agreement of the Working Group Chair.

6.3 The Council of Governors' Business Manager will record the actions to be taken forward as required and maintain a record of those present and in attendance and any declarations of interest.

6.4 Subject to these terms of reference, the Working Group will conduct its business in accordance with the Standing Orders for the Practice and Procedure of the Council of Governors where applicable.

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

The Working Group will have the following duties and responsibilities:

7.1 gain an understanding of the key issues that support and underpin the Trust's strategies and capital plan;

7.2 provide feedback on new and revised versions of the Trust's strategies and financial plans as they develop;

7.3 assist in regularly feeding back information about the Trust, its vision and performance to the constituencies/classes and stakeholder organisations represented by the CoG;

7.4 ensure that all patient, carer and public involvement activity undertaken by governors has been captured in a consistent way and is reflected in the strategies, quality priorities and annual report and quality accounts/report of the Trust;



- 7.5 have involvement, as appropriate, in interpreting and responding to findings of national and local surveys;
- 7.6 gain an understanding of regulatory initiatives for improvement that may affect the Trust's strategies;
- 7.7 advise the CoG on the criteria and process for appointing the Trust's external auditor to be agreed with the Audit and Risk Committee and on the appointment itself following a recommendation from the Audit and Risk Committee; and
- 7.8 review the performance of the external auditor annually, taking into account the views of the Audit and Risk Committee on the external auditor's performance.

## **8. Accountability and Reporting**

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

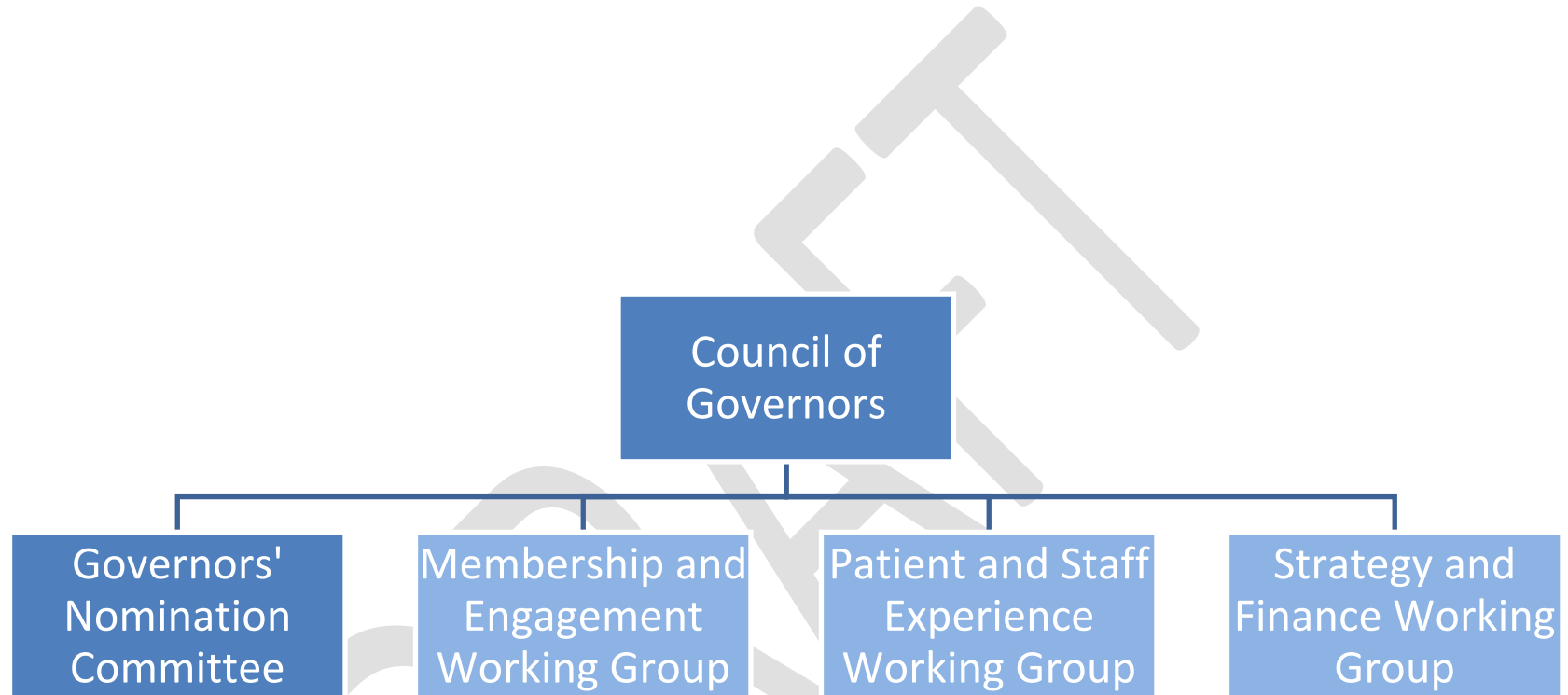
## **9. Review of Terms of Reference and Performance and Effectiveness**

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

## **10. References**

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

Appendix A



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

■ Discretionary committee/group

Document Monitoring Information

Approval Committee:	Council of Governors
Date of Approval:	<del>21 July 2021</del> <u>27 April 2022</u>
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Main areas affected:	Trust-wide
Summary of most recent changes if applicable:	<del>Reformatting, removing duplication and</del> <u>Minor changes</u> reflecting current practice
Consultation:	Council of Governors
Number of pages:	6
Type of document:	Terms of Reference
Does this document replace or revise an existing document?	Yes
Should this document be made available on the public website?	No
Is this document to be published in any other format?	No

Report to the Council of Governors				
<b>Title:</b>	<b>Council of Governors' Election 2022</b>			
<b>Agenda item:</b>	<b>6.3</b>			
<b>Sponsor:</b>	<b>Jane Bailey, Interim Chair</b>			
<b>Author:</b>	<b>Karen Russell, Council of Governors' Business Manager</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
<b>Issue to be addressed:</b>	<p>A number of vacancies will arise within the council of governors on 1 October 2022 as current governors reach the end of their term of office:</p> <ul style="list-style-type: none"> <li>• Isle of Wight public constituency - one vacancy;</li> <li>• Southampton City public constituency - four vacancies;</li> <li>• New Forest, Eastleigh and Test Valley public constituency – one vacancy;</li> <li>• Non-clinical and support staff class - one vacancy.</li> </ul> <p>In addition, the council of governors has also agreed to fill the following existing vacancies at the scheduled election in 2022:</p> <ul style="list-style-type: none"> <li>• Southampton City public constituency               <ul style="list-style-type: none"> <li>➢ one vacancy for a three year term of office;</li> </ul> </li> <li>• New Forest, Eastleigh and Test Valley public constituency               <ul style="list-style-type: none"> <li>➢ one vacancy for a three year term of office;</li> <li>➢ one vacancy with a remaining term of office of one year;</li> </ul> </li> <li>• Rest of England and Wales public constituency               <ul style="list-style-type: none"> <li>➢ one vacancy with a remaining term of office of two years;</li> </ul> </li> <li>• Nursing and Midwifery staff class               <ul style="list-style-type: none"> <li>➢ one vacancy for a three year term of office.</li> </ul> </li> </ul> <p>As a result of proposed changes to the composition of the Council of Governors taking effect from 1 October 2022, a vacancy that would have arisen in the Rest of England and Wales public constituency will not be filled as the number of governors representing this constituency will be reduced by one. There will be an election for a vacancy in the New Forest, Eastleigh and Test Valley constituency created by the addition of another governor to represent this constituency.</p>			
<b>Response to the issue:</b>	<p>The Trust's constitution requires vacancies arising on the council of governors due to the expiry of a term of office to be filled by an election conducted in accordance with the model election rules, as published by NHS Providers in August 2014. These are included at Annex 4 of the Trust's constitution.</p> <p>The proceedings at an election of the council of governors are required</p>			

	<p>to be conducted in accordance with the timetable specified in the model election rules. The proposed timetable is outlined below:</p> <table border="1" data-bbox="496 331 1423 853"> <thead> <tr> <th>Action</th> <th>Date</th> </tr> </thead> <tbody> <tr> <td>Publication of Notice of Election</td> <td>Monday, 20 June 2022</td> </tr> <tr> <td>Deadline for Receipt of Nominations - 5pm</td> <td>Wednesday, 3 August 2022</td> </tr> <tr> <td>Publication of Statement of Nominations</td> <td>Thursday, 4 August 2022</td> </tr> <tr> <td>Deadline for Candidate Withdrawals</td> <td>Monday, 8 August 2022</td> </tr> <tr> <td>Notice of Poll/Issue of Ballot Packs</td> <td>Tuesday, 23 August 2022</td> </tr> <tr> <td>Close of Poll - 5pm</td> <td>Monday, 26 September 2022</td> </tr> <tr> <td>Declaration of Result</td> <td>Tuesday, 27 September 2022</td> </tr> </tbody> </table> <p>The council of governors' election will be conducted by an independent election service provider acting as the returning officer on behalf of the Trust.</p>	Action	Date	Publication of Notice of Election	Monday, 20 June 2022	Deadline for Receipt of Nominations - 5pm	Wednesday, 3 August 2022	Publication of Statement of Nominations	Thursday, 4 August 2022	Deadline for Candidate Withdrawals	Monday, 8 August 2022	Notice of Poll/Issue of Ballot Packs	Tuesday, 23 August 2022	Close of Poll - 5pm	Monday, 26 September 2022	Declaration of Result	Tuesday, 27 September 2022
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<p>Implications:</p>	<p>The council of governors' election supports compliance with legislation applicable to NHS foundation trusts and the Trust's constitution regarding terms of office and elections for governors. It also ensures the adequate representation of those to whom the Trust provides services and the effective operation of the council of governors through the representation of the Isle of Wight constituency, the New Forest, Eastleigh and Test Valley constituency, the Rest of England constituency, the Southampton City constituency, the Non-clinical and support staff class and the Nursing and Midwifery staff class.</p>																
<p>Risks:</p>	<ol style="list-style-type: none"> <li>1. Non-compliance with the National Health Service Act 2006 and the Trust's constitution, which require elections to the council of governors to be conducted in accordance with the model election rules as published by NHS Providers in August 2014.</li> <li>2. The council of governors may not function as effectively without the full complement of governors to represent all areas of the public and staff constituencies.</li> <li>3. The public and staff constituencies would have fewer governors than required to represent their views.</li> </ol>																
<p>Summary:</p>	<p>The council of governors is asked to note the proposed timetable and arrangements for the election to the council of governors in 2022.</p>																

<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Council of Governors' Expenses Reimbursement Protocol</b>			
<b>Agenda item:</b>	<b>6.4</b>			
<b>Sponsor:</b>	<b>Jane Bailey, Interim Chair</b>			
<b>Author:</b>	<b>Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reinsurance Y</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>
<b>Issue to be addressed:</b>	Paragraph 20 of the constitution of the Trust, requires the Trust to determine the rates at which travelling and other expenses are paid to governors. The rates for travelling expenses payable under the existing policy were not consistent with HM Revenue and Customs (HMRC) 'approved amounts' and in most cases were below these amounts. These also did not include travel expenses for bicycles.			
<b>Response to the issue:</b>	<p>The Council of Governors expenses reimbursement protocol has been updated and reformatted and now provides additional clarification in a number of areas not previously included in the protocol.</p> <p>The protocol will be approved by the board of directors on behalf of the Trust, however, the governors are requested to provide feedback on the revised protocol.</p>			
<b>Implications:</b>	The circumstances in which governors may be reimbursed for legitimate and necessary expenses incurred in the course of their duties as governors of the Trust are clearly set out in the protocol and this ensures that the Trust provides the necessary financial support to governors so that they do not have to incur additional personal expenditure when performing their role.			
<b>Risks:</b>	<ol style="list-style-type: none"> <li>1. Non-compliance with the Trust's constitution.</li> <li>2. Ensuring that no reporting to HMRC or deductions for tax purposes are required.</li> <li>3. Supporting equity among governors.</li> </ol>			
<b>Summary:</b>	The council of governors is asked provide feedback on the Council of Governors expenses reimbursement protocol prior to its approval by the board of directors.			

## Council of Governors expenses reimbursement protocol, draft version 3

<b>Trust reference</b>		<b>Version number</b>	3
<b>Description</b>	This document sets out the policy and procedure for the payment of travelling and other expenses to governors and the rates at which these will be paid		
<b>Level and type of document</b>	Level 1: applicable across the Trust Standard operating procedure – controlled document		
<b>Target audience</b>	Governors, Corporate affairs team		
<b>List related documents/policies (do not include those listed as appendices)</b>	Constitution		
<b>Author(s) (names and job titles)</b>	Karen Flaherty, Associate Director of Corporate Affairs		
<b>Document sponsor</b>	Trust Chair		

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### 1 Version control

Date	Author(s)	Version created	Approval committee	Date of approval	Date next review due	Key changes made to document
28/04/22		3	Board of Directors	28/04/2022	April 2025	Updated rates at which travel expenses are paid and clarified policy in a number of areas.

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### **3 Introduction**

The role of governor of a foundation trust is voluntary, and governors do not receive payment for this role.

In accordance with paragraph 20 of the constitution of University Hospital Southampton NHS Foundation Trust (the **Trust**), the Trust should determine the rates at which travelling and other expenses are paid to governors. This document sets out the circumstances in which governors may be reimbursed for legitimate and necessary expenses incurred in the course of their duties as governors of the Trust.

### **4 Scope**

This policy and procedure applies to all governors. Where governors have been appointed by a partner organisation, in some cases that organisation may pay the expenses incurred by the appointed governor in performing the governor role in accordance with its own policies and procedures.

### **5 Aim/purpose**

Governors may incur expenses in carrying out their role. The expenses incurred will depend on each governor's personal circumstances. All expenditure must be actually and necessarily incurred in carrying out the role and responsibilities of a governor. This will include travelling and other expenses for governors to attend council of governors' meetings, board of directors' meetings and committee or working group meetings as well as to any training or member events that the Trust requests governors to attend.

The payment of expenses ensures that the Trust provides financial support to governors and they do not incur additional personal expenditure when performing their role.

### **6 Training**

The Trust has a duty to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately. Where training is not provided by the Trust, the Trust will be responsible for booking places on training courses, seminars and similar events for governors, therefore no Governor need incur any personal expense. Places at many external governor events are limited, so not all governors wishing to attend may be able to do so.

Governors may identify and propose any suitable training opportunities they would like to attend to the Trust prior to such events taking place. Where approved by the Trust, the Trust will book places on these events. Any training, or similar events, booked directly by governors may not be funded by the Trust.

### **7 Travel**

Travel expenses will be paid at the rates set out below, which are the HM Revenue and Customs (HMRC) 'approved amounts', which do not require reporting or deductions for tax purposes. Governors should only claim for the return distance between their home and the Trust site or other venue or the distance travelled where this is less. When their journey starts from a location other than their home address and is further away than their home then this should be agreed with the Council of Governors' Business Manager in advance.

Public transport	Paid on a like for like basis. Any claim must be supported by a valid ticket. Rail fares reimbursed at standard class only for advance purchase tickets.
Cars and vans	45p per mile up to 10,000 miles and then 25p per mile thereafter. Governors are responsible for ensuring their private vehicles are appropriately insured.

Passenger allowance	5p per mile. This applies where a governor carries another governor in their own car or van.
Motorcycles	24p per mile
Bikes	20p per mile
Taxi	Taxis should only be used in exceptional circumstances where no other reasonable transport method is available or possible. Any claim must be supported by a valid taxi receipt issued by the driver.
Toll charges	Any toll charges must be supported by a valid ticket/receipt.

No driving penalties or fines will be reimbursed by the Trust. The Trust will not be responsible for any loss or damage to private vehicles or property or possessions.

## 8 Parking

Redeemable tickets will be issued for you to use car park facilities at the Trust's sites. Parking expenses incurred when attending meetings or events not held at Trust sites must be supported by a valid ticket/receipt.

No traffic or parking fines will be reimbursed by the Trust.

## 9 Subsistence

When away from the Trust sites and attending meetings that last more than five hours when meals are not provided, the Trust will reimburse governors subsistence claims in line with current staff allowances. The cost of any alcohol consumed, with or without meals, will not be reimbursed by the Trust and should not be claimed. Receipts for any expenditure will be required. Any potential claims for subsistence should be discussed with the Council of Governors' Business Manager in advance.

## 10 Carers' costs

Governors may claim for reasonable carers' costs for children under 16 and dependents, where there is medical or social services evidence that care is required and not already in place in order to attend meetings. Any potential claim for carers' costs should be discussed with the Council of Governors' Business Manager in advance.

A receipt for the carers' costs should be attached to the claim form. Expenses for carers' costs will not be liable to deductions for tax and national insurance. I

There is also some wording in brackets at the end of the carers costs section that should be removed as the actual costs would be paid provided that are not being paid/reimbursed by someone else.

## 11 Completing expenses claim forms

The Trust will provide governors with an expenses claims form on request. Claim forms should be completed and returned to the Council of Governors' Business Manager for authorisation as soon as possible after the expense has been incurred and no later than one month after the date on which the expenses were incurred. All claims (except mileage costs) should be supported by an itemised invoice or receipt. Claims, including invoices and receipts, received more than one month after the expenses were incurred could result in the claim not being paid depending on the reasons for this.

In signing and dating the claim form, you are confirming:

- that you actually and necessarily incurred the expense while carrying out your role as a governor;

- that the journeys made were required for you to fulfil your duties and responsibilities as a governor; and
- that you have not received any reimbursement from any other source for the expenses claimed.

Claims will normally be reimbursed direct to the nominated bank or building society account by bank transfer. In order to ensure efficient reimbursement, the expenses claim form requests your bank details. This information will be held in the strictest confidence.

## 12 Roles and responsibilities

Governors will be responsible for accurately completing expenses claims forms, retaining receipts and tickets to support any claim and submitting these to the Trust as soon as possible after the expense has been incurred and no later than one month of the date on which the expenses were incurred.

The Council of Governors' Business Manager will be responsible for making expenses claims forms available to governors, verifying that the claim relates to a meeting or event that governors were required or requested to attend and keeping accurate records of all claims submitted.

The Associate Director of Corporate Affairs and Company Secretary will be responsible for making the final decision as to whether any claim should be accepted or accepted later than one month after the expenses were incurred.

## 13 Document review

All Trust policies will be subject to a specific minimum review period of one year; we do not expect policies to be reviewed more frequently than annually unless changes in legislation occur or new evidence becomes available. The maximum review period for policies is every three years. The author of the policy will decide an appropriate frequency of review between these boundaries.

Where a policy becomes subject to a partial review due to legislative or national guidance, but the majority of the content remains unchanged, the whole document will still need to be taken through the agreed process as described in this policy with highlighted changes.

This Council of Governors reimbursement protocol will be reviewed every three years.

## 14 Process for monitoring compliance

The purpose of monitoring is to provide assurance that the agreed approach is being followed. This ensures that we get things right for patients, use resources well and protect our reputation. Our monitoring will therefore be proportionate, achievable and deal with specifics that can be assessed or measured.

Key aspects of this policy will be monitored:

Element to be monitored	Total expenses incurred by all governors in each financial year as an aggregate figure and comparative information from the previous year
Lead (name/job title)	Council of Governors' Business Manager
Tool	Expenses claim forms and cost centre breakdown
Frequency	Annually
Reporting arrangements	This information is included in the Trust's annual report and accounts

Where monitoring identifies deficiencies actions plans will be developed to address them.

## **15 Appendices**

Expenses claim form

## **16 References**

National Health Service Act 2006

DRAFT

### Council of Governors' Expenses Claim

Title of meeting/event attended		
	Date	Amount £
<b>Mileage</b> Total number of miles .....  at the mileage rate of .....		
<b>Public transport fares</b>		
<b>Taxi fares</b>		
<b>Car parking</b>		
<b>Other (please specify)</b>		
<b>Total amount to be reimbursed</b>		

**Governor bank details** (required to reimburse via bank transfer)

<b>Name of Bank</b>	
<b>Name on Account</b>	
<b>Account Number</b>	
<b>Sort Code</b>	

In signing and dating the claim you are certifying:

- That you actually and necessarily incurred the expense whilst carrying out your role as a Governor
- That the journeys made were required for you to fulfill your duties on the Council of Governors
- That you have not received any reimbursement from any other source for the expenses claimed

Signed (*Governor*) .....

Date.....

Certified (*Associate Director: Corporate Affairs*) .....

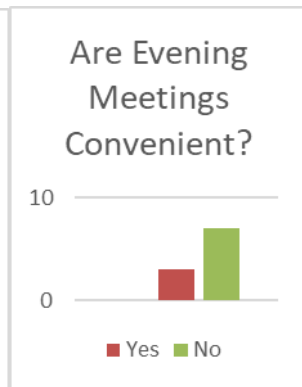
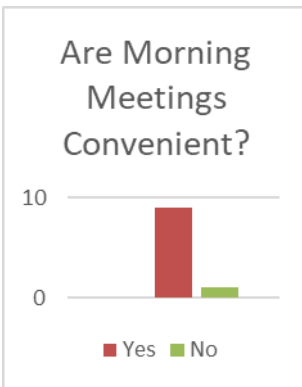
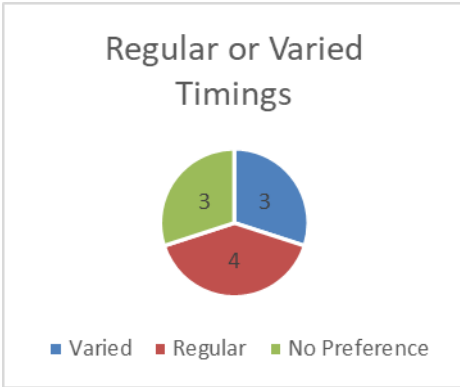
Date.....

**Claim forms should be completed and returned to the Council of Governors' Business Manager:**

- By post - Karen Russell, Trust Management, Mailpoint 14, Room CC39, Southampton General Hospital Tremona Road, Southampton, SO16 6YD.
- By email - [karen.russell2@uhs.nhs.uk](mailto:karen.russell2@uhs.nhs.uk). **Please note that original receipts will still be required.**

<b>Report to the Council of Governors</b>				
<b>Title:</b>	<b>Consultation Regarding Timings of Council of Governors' Meetings</b>			
<b>Agenda item:</b>	<b>6.5</b>			
<b>Sponsor:</b>	<b>Jane Bailey, Interim Chair</b>			
<b>Author:</b>	<b>Karen Flaherty, Associate Director of Corporate Affairs and Company Secretary</b>			
<b>Date:</b>	<b>27 April 2022</b>			
<b>Purpose</b>	<b>Assurance or reassurance</b>	<b>Approval</b>	<b>Ratification</b>	<b>Information</b>  Y
<b>Issue to be addressed:</b>	<p>At the Council of Governors' meeting on 22 January 2022, a survey of governors was carried out to identify the preferred times of day for Council of Governors' meetings with a view to varying the times of future meetings. This followed the resignation of two staff governors who had been unable to regularly attend meetings of the Council of Governors due to work commitments.</p>			
<b>Response to the issue:</b>	<p>The results of the survey are attached. Ten responses were received.</p> <p>There was a slight preference expressed for regular meetings, although no overall majority in favour of regular or varied meeting times. Most governors identified meetings held in the mornings to be more convenient and meetings held in the evenings were less convenient for most governors.</p> <p>Council of Governors' meetings had not been held in the mornings previously as when meetings took place in person, the meetings of the Council of Governors' working groups and committees took place during the morning ahead of the Council of Governors' meetings. When meetings in person at the Trust are permitted again, it is possible that Council of Governors' working group meetings could continue to be held virtually using Teams in order to maximise attendance. This would then allow Council of Governors' meetings to move to be held in the morning. While meetings continue to be held virtually using Teams, we could schedule some or all Council of Governors' meetings in the morning.</p> <p>At the same time we are reviewing the staff governor role with the HR team to identify other ways in which the Trust can support staff governors in the role including attendance at Council of Governors' meetings and events.</p>			
<b>Implications:</b>	Meetings are held at a time that maximises attendance for governors.			
<b>Risks:</b>	<ol style="list-style-type: none"> <li>Governors who are unable to attend meetings during the day due to work or other commitments or who do not have sufficient flexibility in their role to accommodate meetings during the day may be unable to participate regularly in meetings or may feel unable to volunteer as a governor.</li> <li>The Council of Governors may not function as effectively without good attendance from governors.</li> </ol>			

	3. The staff governor role in particular is less appealing to staff.
Summary:	<p>The Council of Governors is asked to consider:</p> <ul style="list-style-type: none"><li>• whether they would like to hold some or all Council of Governors' meetings in the morning;</li><li>• whether they would prefer to hold Council of Governors' working group meetings in person when meetings in person are able to resume or whether to continue holding these meetings virtually using Teams would be preferable in terms of securing good attendance; and</li><li>• if Council of Governors' working group meetings were held in person would it most convenient to schedule these on the same day as Council of Governors' meetings so that all meetings would be held in person on the same day.</li></ul>





Report to the Council of Governors				
<b>Title:</b>	<b>Membership Engagement</b>			
<b>Agenda item:</b>	7.1			
<b>Sponsor:</b>	David French, Chief Executive Officer			
<b>Author:</b>	Sam Dolton, Events and Membership Officer			
<b>Date:</b>	27 April 2022			
<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 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

There has been regular engagement with Trust members in the last three months.

In March members were informed of the appointment of Jenni Douglas-Todd as new chair of the Trust Board from July 2022. And as demand for our hospital services has increased this month we have kept members up to date with the latest picture, as well as how they could help us by sharing messages to ensure that those who need medical treatment go the most appropriate service for help.

The *Connect* newsletter was sent in February and April, with the latter edition split into different constituencies for public members and staff, and including details on which governors represent their area and an interview with one of their elected governors.

At the end of January the UHS R&D team were looking for more people aged between 18 and 30 to take part in a study comparing COVID-19 vaccine doses when used as a third dose. We sent one email to all members aged 18 to 30 directly inviting them to take part in the study, then another email to other members who we have an email address for asking them to help spread the word of the study.

We have also sent two targeted emails to a smaller tailored section of the database. One was sent to members under 30 to publicise a University of Southampton study into the kind of voluntary work, community activities, and informal work that young people may have been doing during the pandemic. And we advertised children and young people with a learning disability listening event organised by our patient involvement team to members with a specific interest in children's services.

### Announcements to members

Announcement	Date sent	Sent to	Bounces	Opens*
<b>New Chair of the Trust Board</b>	<b>07/03/2022</b>	<b>2687</b>	<b>81</b>	<b>48%</b>
<b>Message on current pressures</b>	<b>08/04/2022</b>	<b>2652</b>	<b>95</b>	<b>45%</b>

### Connect newsletter

Connect edition	Date sent	Sent to	Bounces	Opens*
<b>February 2022</b>	<b>16/02/2022</b>	<b>2696</b>	<b>81</b>	<b>46%</b>
<b>April 2022 - Southampton</b>	<b>07/04/2022</b>	<b>903</b>	<b>17</b>	<b>46%</b>
<b>April 2022 - New Forest, Eastleigh and Test Valley</b>	<b>07/04/2022</b>	<b>1082</b>	<b>43</b>	<b>48%</b>
<b>April 2022 - Rest of England and Wales</b>	<b>07/04/2022</b>	<b>550</b>	<b>15</b>	<b>50%</b>
<b>April 2022 - Isle of Wight</b>	<b>07/04/2022</b>	<b>129</b>	<b>14</b>	<b>36%</b>

### Research

Study and audience	Date sent	Sent to	Bounces	Opens *
Young adults COV-BOOST - 18-30 year olds	28/01/2022	187	1	51%
Young adults COV-BOOST - over 30s	31/01/2022	2401	78	54%

### Targeted emails

Campaign	Date sent	Sent to	Bounces	Opens *
Young people's volunteering project	17/03/2022	165	1	41%
Children and young people's learning disability listening event	04/04/2022	149	2	53%

\*As of 19 April 2022

### Help shape our membership programme survey

Throughout February we ran an online survey for public members to help shape our future membership programme and their interaction with governors. 343 public members responded to the survey. A snapshot of the results shows that:

- 76% of respondents said they were UHS service users.
- The most common reason members selected for signing up was to be kept up to date on key developments across hospital sites - 84% ticked this option.
- 65% of respondents rated the quality of membership engagement they have experienced as either good or excellent, though due to a recent increase in new registrations at the end of last year 25% of respondents had yet to experience any membership activity.
- 92% of respondents felt the frequency we communicate with them over email was about right.
- In a free text question, the four main themes of what we can do to improve experience of membership were:
  - More information on the big challenges facing UHS and how they are being managed
  - Keep members up to date on everything happening across the Trust
  - More interaction with local governors
  - Demonstrate how feedback from members has led to changes being made
- Research is the topic which respondents would most like to hear more about.
- 63% of respondents know there are governors but don't know who they are for their area.
- Respondent's main expectation of governors was for them to:
  - Represent patients and the public to the Trust board
  - Hold the Trust board to account
  - Keep members informed on what is happening across the Trust
- 32 respondents said they would be interested in standing in Council of Governor elections later this year.

Detailed results from the survey and subsequent recommendations will be discussed at April's Council of Governors' Membership and Engagement Working Group Meeting.

### Events

A virtual event exclusively for members was held in March and provided an insight into patient and public involvement. This event gave members an introduction to patient and public involvement at UHS and detailed plans to use volunteer patient representatives to support quality and safety activity.

Event	Date held	Pre-registrations	Peak live audience	Recording views
<b>An insight into patient and public involvement</b>	<b>02/03/2022</b>	<b>114</b>	<b>47</b>	<b>93</b>

We also attended an in-person listening lunch for carers in Southampton earlier this month which was organised by the experience of care team.

### 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. Content with high engagement included:

#### Ukraine rescue mission

In March UHS medics played a major role in evacuating 21 Ukrainian children suffering from cancer, flying them to England for treatment. Their efforts were recognised by the chief executive of NHS England.

263,422 impressions    13,830 engagements

#### Minor injuries vs life threatening social campaign

Earlier this month two videos were produced and shared on our social channels to remind people that our Emergency Department is there for those with life threatening injuries or illnesses, and any injury or illness that isn't life threatening can be treated more quickly at the Urgent Treatment Centre in Southampton city centre.

40,091 impressions    2,066 engagements

#### Pippa's lifesaving heart surgery

Pippa, a baby girl who had to undergo lifesaving surgery that was so delicate surgeons had to make and practice on a 3D model of her heart, went home for the first time in February after spending the first six months of her life at UHS.

76,503 impressions    8,068 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
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 ↑
Apr 2022	8210 ↓	2285	2222	3703	492 ↑

### Member recruitment

Since the last Council of Governors meeting on 26 January 2022, 19 new members have joined the Trust. This has mainly been driven by asking local patient groups to publicise our insights into patient involvement event and encouraging those who attended the carer's listening lunch to sign up as members.

## Conclusion

Our immediate focus is to:

- Support the upcoming Council of Governors election in four public constituencies and two staff constituencies.
- Plan and execute a virtual event for members focusing on research at UHS in May.
- Take part in upcoming in-person community events to promote UHS membership and communicate key Trust messages.
- Produce an edition of *Connect* in June 2022.

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