



**UNADOPTED Minutes of an Extraordinary meeting of the Council of Governors  
held virtually on Thursday 28<sup>th</sup> May 2020**

**PRESENT:** Tony Pedder (Chair)

**PATIENT AND PUBLIC GOVERNORS**

|               |                |                |                  |
|---------------|----------------|----------------|------------------|
| Steve Barks   | George Chia    | Steve Jones    | Kath Parker      |
| Barbara Bell  | Sally Craig    | Joyce Justice  | Joe Saverimoutou |
| Wendy Bradley | David Foster   | Ian Merriman   | Harold Sharpe    |
| Michelle Cook | Martin Hodgson | Brendan Molloy | Sue Taylor       |

**STAFF GOVERNORS**

Cressida Ridge                      Pete Tanker

**PARTNER GOVERNORS**

Tim Furness                      Luc de Witte

**IN ATTENDANCE**

|                 |  |
|-----------------|--|
| Sandi Carman    | Assistant Chief Executive                                  |
| Anne Gibbs      | Director of Strategy and Planning                          |
| Judith Green    | Corporate Governance Manager                               |
| Mark Gwilliam   | Director of Human Resources and Organisational Development |
| Michael Harper  | Chief Operating Officer                                    |
| Jennifer Hill   | Medical Director (Operations)                              |
| David Hughes    | Medical Director   |
| Karen Jessop    | Deputy Chief Nurse   |
| Annette Laban   | Non-Executive Director                                     |
| Kirsten Major   | Chief Executive  |
| Jane Pellegrina | Membership Manager   |
| Julie Phelan    | Communications and Marketing Director                      |
| Julie Wright    | Deputy Director of Finance                                 |
| Shiella Wright  | Non-Executive Director                                     |

**APOLOGIES - GOVERNORS**

Amanda Forrest              Lewis Noble                      Karen Smith                      Fiona Tatton

**APOLOGIES - BOARD MEMBERS**

Tony Buckham              Chris Morley                      Chris Newman                      Neil Priestley

**MEMBERS OF THE PUBLIC/OBSERVERS**

There were no observers.

## **COG/20/01**

### **Welcome and Apologies**

Mr Pedder welcomed everyone and thanked Governors for joining the virtual CoG meeting and also for their continued participation in the work of the Trust, particularly observing at the virtual meetings of the Board of Directors and Trust Committees.

The above apologies were noted.

## **COG/20/02**

### **Declarations of Interest**

There were no declarations of interest.

## **COG/20/03**

### **Minutes of Council of Governors meetings held on 17 December 2019**

The Minutes of the meeting of the Council of Governors held on 17 December 2019 were **AGREED** and **APPROVED** as a correct record of the meeting.

## **COG/20/04**

### **Matters Arising**

#### **COG/19/93**

Mrs Carman reported that the amended Trust Constitution had been approved at the Board of Directors in January 2020 and had been copied to NHS England/Improvement.

#### **COG/19/95**

It was noted that a paper on Transparency and the Governors was raised at the Governors' Forum meeting on 27 February 2020.

#### **COG/19/97**

Mr Pedder said that an update on the Corporate Strategy would not be available until later in the year.

There were no further matters arising.

## **COG/20/05**

### **Chief Executive's Report and Q&A Session**

Ms Major gave a presentation which provided an update in relation to the situation regarding COVID-19 and the Trust's general position.

Key points highlighted were as follows:

- Sadly on 1 May Ray Lever, a domestic services assistant, had passed away from complications of COVID-19.
- Currently there were 98 COVID-19 related inpatients 15 of whom were in critical care. There had been eight patients admitted with COVID-19 in the previous 24 hours and nine discharges. Since the beginning of the outbreak there had been a total of 1241 patients admitted with COVID-19 and sadly 263 COVID-19 related deaths in the Trust.

- Staff sickness absence overall stood at 1552 (9.0%), with 670 (3.9%) of staff absent due to non-COVID reasons and 882 (5.1%) absent due to COVID-19, 579 (3.4%) of whom were shielding.
- Working arrangements for staff were very different, some had been asked to move to different areas and some had been redeployed or were working from home.
- The Trust was working to identify and support staff at higher risk of COVID-19 complications, eg all BAME staff, men aged 45 plus and non-BAME women over 50, and was launching an assessment tool, QRISK3. This calculated an individual's risk of developing a heart attack or stroke over the next ten years. It involved a health questionnaire, checks on cholesterol levels, blood pressure, height and weight and diabetes and kidney function. Following the assessment existing staff risk guidance would be applied and additional action to reduce an individual's risk of possible exposure to COVID-19 in the workplace would be taken. To date 700 staff had responded.
- Clinical teams were discussing plans to enable delivery of the best care for COVID-19 and non COVID-19 patients. In planning this patient and staff safety was important in ensuring that the service meet the needs of patients but allowed staff to provide care safely.
- Activity had been impacted including:
  - Operational planning with financial/contracting was paused. Payment by Results (PBR) funding arrangements had been replaced with a budget based on previous year's activity.
  - STH strategy review had been paused.
  - IT and digital strategy development work had been paused.
  - Work on the Travel and Transport strategy had been paused.
  - Quality Report timescales had been delayed.
  - There had been some delays in the supply chain, but essential construction work had continued on the Hadfield Building.
- Update on people:
  - Alex Basran had been appointed Clinical Director, Respiratory but Charlie Elliott who was stepping down as Clinical Director had agreed to be joint Clinical Director to cover all matters relating to COVID-19.
  - Thomas Carroll had been appointed Clinical Director, Neurosciences.
  - Rob Ghosh had been appointed Interim Deputy Medical Director.
  - Jamie Kapur had been appointed Interim Clinical Director, Integrated Geriatric Stroke Medicine.
  - Mark Norwood had been appointed Informatics Director.
  - Sally Edwards had been appointed Head of Equality, Diversity and Inclusion.
  - Bisher Kawar was stepping down as Clinical Director, Renal.
  - Phil Brennan was retiring as Estates Director at the end of May 2020 with 39 years' service with the Trust and predecessor organisations. Ms Major said that the Trust wished Mr Brennan well for his retirement.
- Operational Performance:
  - A&E 4 hour standard: In March 86.3% of patients attending A&E were seen within 4 hours compared to a local target of 90% and the national target of 95%. Previous performance had been February 87.30% and January 81.63%.
  - 18 week planned care: There had been no 52 week breaches since February 2017. At the end of March 2020 the percentage of patients who had been waiting less than 18 weeks for their treatment was 89.23%. Performance in February was 91.69% and in January it had been 92.04%.

- Cancer waiting times remained variable across the targets: For Quarter 4 (Jan-Mar) STH was compliant for Two Week Wait; 31 Day Subsequent Treatment (radiotherapy and anti-cancer drug) and 62 Day Screening and Consultant Upgrade. The GP 62 Day Pathways were as follows:

| 85% Standard               | Q4    | February | March (unvalidated) |
|----------------------------|-------|----------|---------------------|
| 62 Day Standard            | 72.9% | 70.5%    | 77.5%               |
| 62 Day (STH only pathways) | 73.1% | 70.5%    | 77.97%              |

- Improvement work was underway across multiple directorates with a particular focus on Urology and Head & Neck cancers; however it was unclear what the impact of COVID-19 would have on future performance.
- For Diagnostic Waits within 6 weeks the target was 99% with performance as follows: January 99.86%; February 99.97% and March 97.38%
- Financial Performance:
  - Subject to audit, for 2019/20 the Trust delivered a £4.5m surplus against its Control Total and the ICS had delivered the System Control Total.
  - STH 2019/20 capital expenditure was very close to plan at £45.8m.
  - The Board had approved the 2020/21 Financial Plan, this was driven by national funding arrangements given the COVID-19 situation around block contracts, reimbursement of COVID-19 costs, no efficiency targets and no developments.
  - National arrangements assume funding for 2019/20 spend plus inflation were confirmed for April – July.

Ms Major concluded her presentation with some general Trust updates and congratulations:

- HRH the Princess Royal had visited the Princess Royal Spinal Injuries Centre on 5 February 2020.
- The walk-way connecting Weston Park Hospital to the Jessop Wing was open.
- The 6<sup>th</sup> Annual Cancer meeting had taken place on 6 March 2020 and had been attended by 100 guests and patients.
- STH had become one of 11 major trauma centres across the country to recruit patients to a national trauma research trial looking at the best way to stop bleeding in patients with severe injuries.
- Congratulations to:
  - Marie Vincent, Limb Construction Clinical Nurse Specialist and Andrew Horwood, Cardiac Arrhythmia Clinical Nurse Specialist, had received the Chief Nursing Officer Silver Award.
  - Mick Ashman, STH Governor and Nurse Lecturer at UoS, had been awarded the University of Sheffield Award for Sustained Excellence.
  - Dr Catriona Mayland, Honorary Consultant, had been awarded a prestigious Churchill Fellowship.

Mr Pedder thanked Ms Major for her presentation and invited questions from Governors:

- Mr Hodgson asked whether the Trust was involved in the track and trace exercise? Ms Major said that STH would be providing support to the Director of Public Health in Sheffield.

- Mr Chia queried attendance at A&E. Ms Major said that the Trust was beginning to see a return to more regular attendance numbers and was close to meeting the national waiting time target.
- Mr Hodgson said it was clear that the current situation had impacted on staff disproportionately and asked whether this was being addressed. Ms Major said that risk assessments had been taking place, particularly when considering restarting services and bringing back staff who had been relocated to work from home or in non-patient facing areas.
- Questions were raised by individual Governors around the restarting of specific services. These included chemotherapy treatment which Ms Major noted would be informed by detailed consideration of each patient's personal situation. In relation to treatment at the Charles Clifford Dental Hospital (CCDH), Ms Major said that the Trust was providing emergency dental services to South Yorkshire and Bassetlaw. However she said that dentistry was a particularly challenging specialty due to the high risk to dental staff but CCDH was looking at whether any work could be resumed.
- In response to further comments regarding communications to patients Ms Major said that the Trust had written to all patients on waiting lists to provide reassurance.
- Mr Sharpe wanted to congratulate the Trust on an excellent performance in response to the pandemic.

## **COG/20/06**

### **Postponement of elections to Council of Governors**

Mr Pedder apologised for the delay in circulating Paper B. He said that significant efforts had been made to ensure that it reflected the most up to date guidance in this. He said that the Trust was endeavouring to be supportive of governors whose current term of office concluded on 30 June 2020 by enabling their continued relationship with the Trust prior to being in a position to hold governor elections.

Referring to Paper B Mrs Carman said that, at this difficult time, the Trust was seeking a considered and appropriate way through the current situation and the proposal sought to ensure that no-one was put at a disadvantage. She said that national guidance, outlined in the paper, provided for foundation trusts to stop/delay governor elections where necessary due to the impact of the COVID-19 pandemic. After careful consideration the Trust believed that the current circumstances would significantly reduce the level of engagement in the electoral process and could impact negatively on the number of candidates and voting turnout. She reported that the three year governor term of office was set in statute and the Trust had no authority to extend this. However, it was possible for outgoing governors to be co-opted onto the Council of Governors, as non-voting members, until such time as it was possible to hold elections. She confirmed that the position would be reviewed on a month-by-month basis. In line with this governors were being asked to consider a recommendation to temporarily postpone the scheduled elections and to note that interim arrangements would be developed to allow current governors, who's terms of office end on 30 June 2020 and who wished to remain involved alongside other governors in Trust affairs until governor elections can be effected, to remain so engaged with governor matters, other than where any issues required a vote by governors, when they would not be eligible to vote.

During the discussion that followed it was reconfirmed that it was not legally possible to extend governors' terms of office and therefore this was not a matter that could be addressed by a change to the Trust's Constitution.

Other points highlighted included:

- Stating that it was not her intention to stand for re-election Ms Bradley noted that turnout at some previous elections had been low. Referencing the role of an effective

membership strategy in supporting meaningful engagement in the election process and questioned progress being made in relation to work in this area.

- Mrs Carman said that a process to widen engagement was ongoing and Trust members were responding positively.
- Mr Molloy said that the elections could be outsourced limiting the burden on Trust staff.
- Mr Jones believed that in these difficult times it was important to continue to maintain a high level of governance and the legal advice received should be followed. He would be standing for re-election at the appropriate time.
- Mr Sharpe said that he fully supported the proposals.
- Miss Ridge agreed with the proposals and said that she wanted to continue as a Staff Governor and when it was possible to hold elections she would be standing for re-election.
- Mr Hodgson said that he fully supported the proposal and advocated more engagement with the membership.
- In relation to the proposal to allow outgoing governors to contribute to Trust business through co-option to the Council of Governors in a non-voting capacity, Ms Major noted that a similar model was adopted by the Board of Directors in terms of non-voting members of the Board who participated fully in the work of the Board.

The Council of Governors **AGREED** that governor elections due to take place to elect/re-elect governors from 1 July 2020 are temporarily postponed, with the situation reviewed on a month by month basis, to be discussed at the Council of Governors' meeting on 30 June 2020.

The Council of Governors **NOTED** that interim arrangements would be developed to allow current governors with terms of office due to expire on 30 June 2020 and who wished to remain involved alongside other governors in Trust affairs until governor elections can be effected, to remain so engaged with governor matters, other than where any issues required a vote by governors, when they would not be eligible to vote, to remain engaged in governor matters, including meetings of the Council of Governors.

## COG/20/07

### Governors' Matters

#### (a) Notes of Governors' Forum meetings held on 27 February and 21 May 2020

Mrs Craig reported on an excellent conversation with Non-Executive Directors Mrs Laban and Mr Buckham at the February meeting with Mr Buckham apprising governors of the ongoing work on the Hadfield Building and the initial option appraisal work around electronic patient record systems. Mrs Laban described the position regarding the Corona virus and provided an update on activity at the Trust. Ms Bradley had presented a paper on Transparency and the Governors which had been discussed. A paper from Mrs Carman on the Non-Executive Director role tenure had also been considered. Mr Hodgson provided a detailed update on the work of the CoG Nomination and Remuneration Committee meetings since the last Forum meeting and also on his work as a member of the Equality, Diversity and Inclusion Board.

Mrs Craig also summarised the May meeting which had been a virtual meeting for the first time with good attendance. Governors had welcomed the opportunity to discuss the current very challenging situation with Mr Pedder and Mrs Carman and wide-ranging issues had been covered. Arrangements to hold virtual meetings of the Council of Governors were discussed. Mr Hodgson again updated governors on the activities of the CoG Nomination and Remuneration Committee with a detailed summary of work on the process to appoint a Trust Chair. Governors had a good opportunity to probe Mr Hodgson and other members of the Nomination and Remuneration Committee who were present on the process and opinions had been

noted. National guidance on delaying/stopping governor elections had been shared. Staff governors provided an update on the continuing work of the Freedom to Speak Up Guardians and finally it had been noted that it was unlikely that the AMM scheduled for 21 September 2020 would not be held in its usual format due to social distancing restrictions still likely to be in place.

(b) Report from Council of Governors' Nomination and Remuneration Committee

Mr Hodgson reported on the work of the Council of Governors' Nomination and Remuneration Committee since the last Council of Governors' meeting. He said he would report separately on the two strands of the Committee's current work:

(a) Regular business

There had been two regular business meetings chaired by Mr Pedder. On 22 January 2020 the Committee reviewed a paper on the tenure of Non-Executive Directors; following discussion the Committee approved a paper for the Governors' Forum meeting on 27 February 2020. An annual review of the Committee's Terms of Reference had agreed some minor amendments to the document. It was noted that the amended Terms of Reference would be submitted to the Council of Governors for ratification. On 18 May 2020 a virtual meeting of the Committee had noted that the Governors' Forum had supported the proposals in relation to the Non-Executive Director role tenure and Mr Pedder had provided an update on Non-Executive Director involvement during the COVID-19 pandemic, particularly arrangements for Ms Rosamond Roughton to temporarily step back from her Non-Executive Director role which Mr Pedder had agreed to report back to the Committee on at the end of June. Mr Pedder also provided an update on his appraisal of the Non-Executive Directors and had thanked governors for their input into the process. The Committee also agreed to begin the annual appraisal of the Chair.

(b) Chair appointment process

Mr Hodgson reported that he had chaired three Nomination and Remuneration Committee meetings relating to the Chair appointment process. He said that, utilising the National Procurement Framework, the Committee had discussed the particulars of a range of executive search agencies and on 3 March 2020 had received presentations from three organisations. It had been agreed to engage Odgers Berndtson to assist in the Chair appointment process. The Committee met again on 7 April 2020, via a teleconference call, and discussed a draft timetable for the appointment process; the Chair job description and person specification and a summary of the views canvassed from governors had been noted. The Committee met again via teleconference on 24 April 2020, which representatives of Odgers Berndtson had attended. A discussion of the timetable had considered an approach should circumstances impede current plans. Odgers Berndtson's campaign approach had been shared and the draft job description and person specification had been discussed further. A discussion regarding an independent assessor for the process concluded in agreeing a list of individuals who could be approached.

During the discussion that followed these points were highlighted:

- Ms Bradley expressed disappointment that the committee of the whole house meeting had not taken place. Mr Hodgson reminded governors that the

cancellation of that plenary session was in line with nationally agreed social distancing arrangements due to the current pandemic and before it had been possible to put video conferencing arrangements in place. Governors had agreed to cancel the planned face-to-face meeting and instead to provide their views via feedback to himself.

- Ms Bradley asked for assurance that the recruitment exercise had equality and diversity built in. Mr Hodgson said that equality and diversity was important to the Committee and was recognised by Odgers Berndtson as a priority. Mr Sharpe concurred with Mr Hodgson and said that, as a member of a minority group, he was satisfied that equality and diversity was being taken very seriously and had been discussed at every meeting.

Mr Hodgson said that he would continue to keep the Council of Governors informed of progress.

### **COG/20/08**

#### **Terms of Reference of the Council of Governors' Nomination and Remuneration Committee**

Mrs Carman referred to Paper E, she said that the Council of Governors' Nomination and Remuneration Committee had undertaken an annual review of its Terms of Reference and some non-material changes had been agreed, these were highlighted as track changes in Paper E. The Council of Governors was being asked to ratify the amended Terms of Reference.

Ms Bradley expressed dissatisfaction with the process of appointing governors to the Nomination and Remuneration Committee, she considered that membership of the Committee was not rotated on a regular basis. She was not prepared to ratify the Terms of Reference

Mrs Carman noted that the process (appendix 3 of the Terms of Reference) for selecting members of the Committee had been previously discussed and agreed by the Council of Governors and also confirmed that due to natural governor attrition Committee membership had been refreshed regularly since the Committees' inception.

Mr Pedder said that he would be happy to consider any proposals for change to the recruitment process for the Committee, if this is raised by governors after prior consultation in the Governors' Forum, following the agreed process. In the meantime, he asked that the Council of Governors ratify the currently tabled amendment to the Terms of Reference as recommended by the Nomination and Remuneration Committee.

Mr Sharpe said he agreed with Mr Pedder and considered that the Council of Governors should ratify the Terms of Reference now and arrange to review any functionality issues at a later date. The majority of governors concurred with this approach.

The Council of Governors **RATIFIED** the amendments to the Terms of Reference of the Council of Governors' Nomination and Remuneration Committee.

### **COG/20/09**

#### **Arrangements for Annual Members' Meeting 21 September 2020**

Mrs Carman said with due regard to national public health guidelines around social distancing it was highly unlikely that the Annual Members' Meeting could be held in its usual format this year.

### **COG/20/10**

**Any Other Business**

There was no further business to discuss.

**COG/20/11**

**Date and Time of Next Meeting**

Mr Pedder noted that the next meeting was scheduled for Tuesday 30 June 2020 and would be held virtually.

Signed: .....  
Chair

Date :.....