



UNADOPTED Minutes of a meeting of the Council of Governors
held virtually on Tuesday 30 June 2020 at 12:30 pm

PRESENT: Tony Pedder (Chair)

PATIENT AND PUBLIC GOVERNORS

Mick Ashman	George Chia	Joyce Justice	Kath Parker
Steve Barks	Sally Craig	Ian Merriman	Joe Saverimoutou
Barbara Bell	David Foster	Brendan Molloy	Fiona Tatton
Wendy Bradley	Martin Hodgson	Lewis Noble	Sue Taylor
Michelle Cook	Steve Jones		

STAFF GOVERNORS

Irene Mabbott Karen Smith

PARTNER GOVERNORS

Amanda Forrest Tim Furness Luc de Witte

IN ATTENDANCE

Tony Buckham	Non-Executive Director
Paul Buckley	Deputy Director of Strategy and Planning
Sandi Carman	Assistant Chief Executive
Judith Green	Corporate Governance Manager
Mark Gwilliam	Director of Human Resources and Staff Development
Michael Harper	Chief Operating Officer
Jennifer Hill	Medical Director (Operations)
David Hughes	Medical Director
Annette Laban	Non-Executive Director
Kirsten Major	Chief Executive
Chris Morley	Chief Nurse
John O'Kane	Non-Executive Director
Jane Pellegrina	Membership Manager
Julie Phelan	Communications and Marketing Director
John Pressley	Mazars (for agenda item COG/20/09)
Neil Priestley	Director of Finance
Martin Temple	Non-Executive Director
Rachael Winterbotton	Business Manager, Board of Directors
Shiella Wright	Non-Executive Director

APOLOGIES - GOVERNORS

Angela Foulkes Cressida Ridge Harold Sharpe Pete Tanker

APOLOGIES - BOARD MEMBERS

Anne Gibbs Chris Newman Rosamond Roughton

MEMBERS OF THE PUBLIC/OBSERVERS

There were no observers.

COG/20/12

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/20/13

Declarations of Interest

There were no declarations of interest.

COG/20/014

Minutes of an Extraordinary Council of Governors' meeting held on 28 May 2020

The Minutes of the extraordinary meeting of the Council of Governors held on 28 May 2020 were **AGREED** and **APPROVED** as a correct record of the meeting.

COG/20/015

Matters Arising

COG/19/97 – Trust Corporate Strategy

Mrs Carman confirmed that, as previously reported, the Trust Corporate Strategy was being reshaped and would not be ready for presentation until the end of 2020. She also reported that the Board of Directors was developing corporate objectives.

COG/20/08 – Council of Governors' Nomination and Remuneration Committee Terms of Reference

Mrs Carman referred to Ms Bradley's Paper B, circulated with the Agenda.

Ms Bradley disagreed with the characterisation of her paper that had been added by the Trust as a cover sheet to her paper. She asserted the need to distinguish between the Nomination and Remuneration Committee's consideration of matters of a confidential nature and the expectation of whole Council of openness and transparency. She considered that the practices and processes of the Nomination and Remuneration Committee should be discussed with the whole Council prior to any decisions being taken and also that governor membership on the Committee should be refreshed more often.

Mr Pedder said that Paper B was presented to the Council of Governors to note and to approve for discussion at the next Governors' Forum meeting.

Following a short discussion the Council of Governors agreed to **NOTE** the content of the paper and **APPROVE** the paper for discussion at the next Governors' Forum meeting.

COG/20/06 – (Postponement of elections to Council of Governors) – Membership Engagement Strategy

Mrs Carman said that, as proposed by Ms Bradley, her document had been shared with governors. Mrs Carman suggested that membership and member engagement was a matter for discussion at a single issue Governors' Forum meeting.

During discussion the following points were highlighted:

- Mr Pedder considered discussion at a single issue Governors' Forum meeting to be an appropriate way to make progress and said that he would like to join such a meeting.
- Mrs Laban said that she had experience of the NHS FT membership and would be happy to join the conversation at the Forum meeting.
- Ms Major considered that following the COVID-19 pandemic there was an opportunity to capitalise on the interest in the NHS and how it works.
- Ms Tatton said that membership engagement was a matter with which she was very familiar and she would be very keen to be involved in the ongoing discussion of the issue.
- Mr Hodgson said that a single issue Governors' Forum meeting was a good idea. He considered there would be wide ranging views and specific ideas should be sought and shared in advance of any meeting.
- Mr Saverimoutou challenged some of the views expressed in the document. He considered that a smaller, better engaged membership added more value than a large number of members. He believed successful engagement was a national issue.
- Mrs Craig commented that some governors already undertook a wide portfolio of Trust work and were already engaged in current member engagement opportunities and she thought it may be unrealistic to expect governors to increase this significantly. However she would be prepared to join the discussion at a Governors' Forum meeting.
- Ms Bell wanted more governor to governor contact.

It was **AGREED** to arrange a single issue Governors' Forum meeting to discuss membership and member engagement and that governors would be invited to share any personal views/ideas in advance for circulation prior to the meeting. Mrs Carman proposed that the meeting be facilitated by a colleague from the Trust's Organisational Development department.

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:

- Currently there were 50 COVID-19 related inpatients in the Trust; this was a fall of almost 70% since the last update to the Council. More than 1000 COVID-19 patients had now been discharged.
- Restarting elective work across the organisation was complex with social distancing and infection control measures which needed to be adhered to in addition to re-designing ways of working to suit these new challenges.
- Focus had also been towards ensuring STH was a COVID-secure workplace and in supporting staff at higher risk of both infections and complications from the virus.
- Population testing was now available. Test and Trace had been rolled out locally with STH having a key role with respect to inpatients and staff who test positive.

- A second letter from the Trust updating the community on the current position was to be printed in the Star.
- Performance Update:
 - Whilst caring for COVID-19 patients the Trust has been mindful of patients who were awaiting treatment or whose care had been paused due to the risk to them from COVID or national instructions to stop some aspects of care.
 - Throughout the outbreaks urgent or emergency care had continued including some urgent and cancer treatments where safe and appropriate.
 - Outpatient and diagnostic services had been re-designed, for example patient reviews had been undertaken via videoconferencing or telephone calls.
 - Other services were now being brought back in a planned and considered way ensuring patient and staff safety at all times.
- Operational Performance, the update is reflective of activity when COVID-19 levels were still high:
 - A&E 4 hour standard: In May 93.91% of patients attending A&E were seen within 4 hours compared to the national target of 95. Previous performance had been 86.83% in March and 90.95% in April.
 - 18 week planned care: performance had been significantly affected by the impact of COVID-19. Cancer waiting time performance remained variable across the targets and COVID-19 had been particularly challenging.
 - For quarter 4 (January-March 2020) STH was compliant for Two Week Wait and 31 Day Subsequent Treatment (anti-cancer drug). The GP 62 day pathways saw significant challenges.
- Financial Performance:
 - The 2019/20 Annual Accounts had been audited and the results were a £4.5 m surplus against the Trust's Control Total.
 - For April 2020 the Trust had been reimbursed for costs incurred (including COVID-19 net of other savings). These arrangements were expected to continue until the end of July 2020 with arrangements from August still to be announced.
 - Attention was now focussed on the challenge of planning for the remainder of the financial year.
 - Capital Plans had been revisited as the South Yorkshire and Bassetlaw 'envelope' 15% less than the sum of provider plans.
- People update:
 - In September Mr Akhtar Nasim would be joining the Trust from University Hospitals of Leicester as Clinical Director for Vascular Services.
 - As reported to the last meeting, at the end of May Phil Brennan had retired as Estates Director and Stuart Hindmarch had been appointed Interim Estates Director.
 - Nicola Hartley, HR Operations Director, would be leaving the Trust on 31 July 2020. She would be joining RDASH NHS FT as Executive Director of People and Organisation Development. Rebecca Robson had been appointed Interim HR Operations Director from 1 August 2020
- Ms Major concluded her presentation with an update on Equality, Diversity and Inclusion (EDI) reporting that:
 - A personal email had been sent to all staff, noting support for the Black Lives Matter campaign, following the killing of Georg Floyd in the USA.

- STH's BAME Staff Network Group held its inaugural meeting on 18 June 2020 with over 140 people from across the Trust attending. The Group, along with the EDI Board, were now fully engaged in progressing the equality work which the Trust began 18 months ago.
- EDI was a regular agenda item for the Trust Executive Group and a series of Staff Listening Sessions for specific staff groups to increase diversity in decision making were being run.
- The flag the Trust was flying for PRIDE month showed support and solidarity with the LGBTQ+ community as well as with people of colour. At 11:00 am on 22 June the Trust had held a two minute silence in remembrance of all those people who had lost their lives to violence and hate.
- BAME staff had been prioritised in the Trust's COVID-19 Individual Staff Impact Assessment process.

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

- Mr Hodgson queried how the BAME Staff Network Group events were being promoted. Ms Major said that the Group were using their networks to reach out and encourage people to opt in to participate. Mrs Wright commented that engagement raising awareness among BAME staff to testing arrangements had been good. She also reported that she had joined the inaugural BAME Network Group meeting and considered that with over 140 staff attending a good start had been made. Mrs Wright also commented that there was increasing confidence in how the Trust is dealing with this important matter.
- Mr Noble asked about continuing therapy for COVID-19 patients. Ms Major said that Dr Sarah Jenkins, Deputy Medical Director, was working on this and developing proposals for the health system in the city to manage the long term effects of COVID-19.

COG/20/06

Governors' Matters

(a) Notes of Governors' Forum meetings held on 19 June 2020

Mrs Craig reported on an interesting conversation with Mr Pedder and Mrs Carman. Responding to a governor's comment about outpatient appointments taking longer due to social distancing Mr Pedder had talked about the need to consider a range of practical issues as services were re-started. Time had been spent discussing visiting restrictions and Mr Pedder had confirmed that the Trust would continue to evaluate the position. Mr Pedder responded to a query about preparations for a second COVID-19 wave and confirmed that learning was being captured and would influence any future response. A governor who wanted to raise a matter regarding the Nomination and Remuneration Committee's Terms of Reference had been advised to submit her proposals in a paper to the Council of Governors. Mrs Carman's short presentation on membership and membership engagement had stimulated discussion and it had been agreed that a single issue Forum meeting where governors could share their wide-ranging views and ideas would be useful. The Forum had been reminded of the importance of the Trust's PROUD Values.

COG/20/07

Co-opting members to the Council of Governors

Mrs Carman referred to Paper D. She said the issue had been discussed at the last Council of Governors meeting and the paper was self-explanatory. She welcomed any queries.

Ms Bradley queried whether new candidates standing for election as governors would also be co-opted. Mrs Carman said they would not be. The arrangement was for individuals

with an existing relationship with the Trust who had expressed an intention to stand for re-election. She confirmed that anyone who expressed an intention to stand would be invited to observe a Council of Governors meeting.

Following a short discussion the Council of Governors **AGREED** to the proposal to permit current governors whose term of office expired on 30 June 2020 who had expressed an intention to stand for re-election, to be co-opted onto the Council of Governors (as non-voting members), permitting them to be present and to participate and support fellow governors in conducting their function including the functioning of the Council of Governors and until governor elections can be held.

COG/20/08

Election to Council of Governors

Mrs Carman referred to Paper E. She said that following temporary postponement of the governor election process agreed at the last Council of Governors meeting it was now proposed that the election process should commence from 23rd July 2020. She said that with provision for an enhanced digital service included in the package of measures to ensure compliance with social distancing the elections could take place.

Following discussion the Council of Governors **AGREED** with the arrangements to proceed with governor elections from 23 July 2020.

COG/20/09

External Audit Service: Annual Audit Letter 2019/2020

Mr Priestley referred to Paper F and welcomed Mr Pressley (manager, Mazars).

Mr Pressley said that the purpose of his joining the meeting was to present Mazars' Annual Audit Letter for the year ended 31 March 2020 to the Council of Governors. He explained that the Annual Audit Letter summarised the work that Mazars had undertaken as the Trust's auditor. He said that Mazars' responsibilities as auditors were defined by the NHS Act 2006 and the Code of Audit Practice issued by the National Audit Office, Mazars' area of responsibility was summarised as:

- Audit of the financial statements
- Value for money conclusion
- Reporting to the group auditor
- Statutory reporting

He said Mazars' report, issued on 16 June 2020, recorded their opinion that the financial statements gave a true and fair view of the Trust's financial position as at 31 March 2020 and of its financial performance for the year then ended. There were no matters to report in respect of the Trust's arrangements to secure economy, efficiency and effectiveness in its use of resources. In line with National Audit Office instructions they had reported that the Trust's consolidation schedules were consistent with the audited financial statements and that Mazars' did not use their powers under schedule 10 of the 2006 Act to issue a report in the public interest.

Commenting on the financial outlook Mr Pressley said that the Trust continued to face significant financial pressures for 2020/21 reflecting the impact of COVID-19 and the continued national drive to re-establish financial control over the NHS provider sector. He said the Trust had made good progress, with plans in place to help meet the uncertainty in the 2020/21 Financial Plan and had continued to plan efficiency savings for 2020/21 and future years. He said the Trust recognised the significant risks and challenges in delivering savings in 2020/21 and in the future.

He reported that the Trust had again taken a positive and constructive approach to the audit and he thanked the Board, Audit Committee and Trust staff for their support and cooperation during the audit and in the past year.

Mr Pedder thanked Mr Pressley and invited questions from governors.

There were no questions from governors.

Mr Barks said that the STH team were to be congratulated on an outstanding outcome for the year.

The Council of Governors **NOTED** the satisfactory External Audit report for the 2019/20 Financial Statements.

COG/20/10

Update on Operational Plan 2020/21

Mr Pedder asked Mr Buckley to update the Council on the Trust's Operational Plan.

Mr Buckley reported that due to the COVID-19 pandemic, work on the 2020/21 Operational Plan had been paused in March and further guidance was still awaited. In the meantime, a high level plan had been submitted to the Integrated Care System, work on activity was continuing with Directorate management teams and also on capital plans. Mr Buckley said that there would be more to report at the next Council of Governors meeting once national guidance had been received.

COG/20/11

Any Other Business

There was no further business to discuss.

COG/20/12

Date and Time of Next Meeting

Mr Pedder noted that the next meeting would be held on 29 September 2020 and would be held virtually.

Signed:
Chair

Date :.....