



**(final) UNADOPTED Minutes of a meeting of the Council of Governors
held in the Undergraduate Common Room, Medical Education Centre, NGH
Tuesday 12 December 2023 at 10:00 am**

PRESENT: Annette Laban (Chair)

PATIENT AND PUBLIC GOVERNORS

Steve Barks	Sally Craig	Joe Saverimoutou	Jim Steinke
Steve Bell	Nazia Khan	Shirley Sherwood	Gordon Wordsworth
Marion Billingham	Steve Jones	Harold Sharpe	Julie Taylor
Michelle Cook	Melvin Ness		

STAFF GOVERNORS

None

PARTNER GOVERNORS

None

IN ATTENDANCE

David Black	Medical Director (Development)
Tony Buckham	Non-Executive Director
Sandi Carman	Assistant Chief Executive
Mark Gwilliam	Director of Human Resources and Staff Development
Ann Harris	Non-Executive Director
Kirsten Major	Chief Executive
Chris Morley	Chief Nurse
Jane Pellegrina	Membership Manager (Minutes)
Julie Phelan	Communications Director
Maggie Porteous	Non-Executive Director
Neil Priestley	Chief Finance Officer
Rosamond Roughton	Non-Executive Director
Dean Royles	Non-Executive Director
Mark Tuckett	Strategy and Planning Director
Toni Schwarz	Non-Executive Director
Shiella Wright	Non-Executive Director

APOLOGIES - GOVERNORS

Paulette Afflick-Anderson	Andrew Hartley	Ian Merriman	Cressida Ridge
Tony Clabby	Felister Heeley	Lewis Noble	Carl Walker
Paul Dore	Irene Mabbott	Liz Puddy	David Warwicker

APOLOGIES - BOARD MEMBERS

Ashley Blom	Jennifer Hill
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MEMBERS OF THE PUBLIC/OBSERVERS

Lucy Middleton
Bryony Miller

CEO Business Manager
Member of staff

COG/23/61

Welcome and Apologies

Annette Laban welcomed everyone to the meeting, particular recently elected Governors who were attending their first Council of Governors' meeting.

Annette also confirmed that, following due process, Steve Jones had been elected by Governors as Lead Governor from 1 November 2023.

The meeting was confirmed as quorate.

COG/23/62

Declarations of Interest

There were no declarations of interest.

COG/23/63

Minutes of the Meeting of the Council of Governors held on 19 September 2023

The Minutes of the meeting of the Council of Governors held on 19 September 2023 were **AGREED** and **APPROVED** as a correct record of the meeting.

COG/23/64

Minutes of the extraordinary Meeting of the Council of Governors held on 30 October 2023

The Minutes of the extraordinary meeting of the Council of Governors held on 30 October 2023 were **AGREED** and **APPROVED** as a correct record of the meeting.

COG/23/65

Matters Arising

Sandi Carman referred to the Action Log at Enc C.

As recommended, it was **AGREED** to close all the Actions (26, 30 and 32).

There were no further matters arising.

COG/23/66

Chief Executive's Report

Kirsten Major said that, as the Non-Executive Directors were now reporting to the Council of Governors on matters from the Board Committees, to avoid duplication in her Chief Executive's report she would now provide a broader context. Kirsten said she would welcome feedback on this new approach.

People

A number of key appointments were noted.

Kirsten also reported that this was Neil Priestley's final Council of Governors' meeting after being Director of Finance at STH for over 23 years. Louisa Cowell would be taking over the Chief Finance Officer role at the Trust from January 2024.

Crucible Pharmacy Limited

The Trust had established Crucible Pharmacy Limited to provide out-patient pharmacy services, in due course Crucible Pharmacy Limited would replace the service currently provided by Boots.

Operational Performance

- In October 2023 71.85% of patients attending A&E had been seen within four hours compared to the national figure of 70.25% for October.
- For 18 week planned care in October STH outperformed the national position of 57.63%, with 62.64%.
- There were no patients waiting 104 weeks.
- There was still scope for improvement of the position on cancer waiting times and diagnostic waits continued to be challenging.

Finance Update 2023/24

Financial position: STH had agreed a balanced plan though there were significant risks associated with this. The South Yorkshire System planned for a break-even position with a gap of £109 million to find in year to improve the position and offset the deficit plans of the Integrated Care Board and other Trusts. With a £9.6 million deficit at month seven STH had implemented a recovery plan and a break-even position was expected at year-end. A significant amount of work was underway to improve the position.

Capital Position: The planned spend was £49.1 million, this was mainly for ongoing large projects where good progress was being made.

Care Quality Commission (CQC) and Maternity Services

For the benefit of new Governors Kirsten summarised the position. Following an unannounced CQC inspection to Maternity Services in March 2021, conditions had been imposed on the Trust's registration as a provider of maternity and midwifery services. Following a re-inspection in September 2022 there had been an improvement in the overall CQC rating. In August 2023 the Trust had made an application for removal of the conditions and Kirsten was now able to confirm that this application had been successful. An update on the CQC website to this effect was anticipated in due course.

Finally Kirsten said that since the last meeting there had been much to celebrate and updated on the Trust's annual Thank You Awards that had been celebrated at a ceremony at the City Hall on 20 November. A video shown at the ceremony was shared.

There were no comments or questions from Governors on the Chief Executive's report.

COG/23/66

Feedback from the Annual Members' Meeting

Steve Jones reported on the Annual Members' Meeting held virtually on 28 September 2023. This had been well attended with 100 participants, the majority either staff or Governors.

The meeting began with a warm welcome from the Chair followed by an encouraging overview of the year 2022/23 from the Chief Executive, a summary of the Annual Accounts

had then been presented by the Chief Finance Officer. There followed two excellent clinical presentations: Stephen Stratton, Consultant Obstetrician highlighted the benefits of Tommy's Clinical Decision Tool and Ben Stone, Infectious Diseases Consultant, spoke about the Ambition to Eliminate Hepatitis C. The Lead Governor, Martin Hodgson, had then provided an update from the Council of Governors and Staff Governors Paulette Afflick-Anderson and Irene Mabbott had reflected on their roles as Staff Governors. The meeting concluded with an opportunity for the audience to ask questions.

The Annual Members' Meeting in 2024 would take place on 26 September. The Council of Governors were asked to hold the date.

COG/23/67

Update on Operational and Winter Plan

Winter Plan

Reporting on the Trust's plan for winter Michael Harper said that six main risks had been identified:

- Anticipated increase in levels of demand associated with winter for inpatient and emergency services.
- Complexity of patients presenting with multiple respiratory viruses eg COVID and Flu.
- Maintaining safe care during industrial action.
- Supporting and caring for the workforce.
- Continued focus on elective recovery.
- Ongoing challenges associated with social care.

Winter monies were available to support the reduction in delays and to increase the flow of patients through the hospitals. This was being encouraged with the mandated use of the discharge lounge in Brearley outpatients at NGH and maximising all available beds.

There was a drive to protect capacity, with wide promotion of the staff vaccination programme, the opening of a new NGH Theatre Admissions Unit; beds ringfenced for elective patients across the organisation and particularly the Sheffield Elective Orthopaedic Centre at RHH. With the anticipated rise in demand necessitating increased capacity Same Day Emergency Care (SDEC) was now embedded and plans were in place to open the two winter wards and where safe to do so consideration would be given to initiating virtual wards. A "Rising Tide" Protocol had been developed to assist in the escalation response and it was anticipated that the introduction of new System Co-ordination Centre would support delivery of the winter plan across SYB.

Michael reported on the delivery of activity, it was noted that the 2023/24 plans were adjusted for industrial action and are shown as a percentage of 2023/24 plan up to the end of October 2023:

Metric	Year to date position
New attendances	105.17%
Follow up attendances	97.59%
Day cases	101.95%
Elective inpatients	99.52%
Non-elective inpatients	110.25%

Michael concluded with an update on the current position regarding waiting times; the Trust had treated its final 104 week waiting patient and there were no further patients in this category. There were 34 patients waiting for treatment for 78 weeks and this was on track to reduce by the end of December 2023. The position for cancer waiting continued to be

challenging but with no industrial action for almost two months there had been a good improvement in performance.

Annual Operation Plan

Mark Tuckett said that the Trust expected to receive national planning guidance during the following week but ahead of this an internal operational planning discussion had already started in September. Development of the Annual Operation Plan involved a planning process where the Trust agreed its consolidated operational plan ahead of the start of the next year and included activity, finance, workforce and quality, sustainability and capital. He described a very challenging planning round with demand and capacity constraints and constrained resources with growth funding lower and a higher expectation around efficiency, as for 2023/24 there would be predominantly block funding but with some funding available on a payment by results basis. There had been no indication yet of any inflation funding on capital budgets for 2024/25.

Mark reported a continued focus on existing recovery plans with delivery of increased activity and elective activity levels expected at a minimum of 2023/24 levels. On waiting times, he said the remaining 65 and 52 week waits should be eliminated by March 2025 at the latest and maintenance of 62 day cancer waiting levels based on the March 2024 target should be delivered. It is expected that there would be improvements on the 2023/24 targets on the faster diagnosis standard and the 62 day performance standard of 75% and 70% respectively.

These points were highlighted during discussion that followed:

In response to Gordon Wordsworth's query relating to patients being offered treatment elsewhere Mark said that patients typically elected to travel for treatment beyond regional boundaries only in extremis. Largely, hospitals were experiencing very similar pressures which meant that there was little benefit in patients accessing treatment beyond their local hospital unless they were prepared to use the independent sector. However, the Trust would discuss the options with patients, particularly if we discovered a Trust with capacity.

Responding to Steve Jones' request for clarity regarding the Elective Recovery Funding (ERF) Mark said that the indication was that ERF would be available again next year. ERF was payable on over performance, ie payments were made for each patient treated above plan.

Steve Barks said, that along with some Governor colleagues, he had attended this year's Best Practice Festival and had participated an informative presentation on the concept of virtual wards and asked for an update on the Trust's current position. Mark said that virtual wards were only appropriate for a very specific cohort of patients and as a provider of community services the Trust was already caring for patients at home and in community settings.

There were no further comments/questions from Governors.

COG/23/68

Approval of the draft Membership Engagement Plan

Sandi Carman referred to Enclosure D, she said that the draft Plan set out how Governors could inform engagement and work to include the membership. The draft Plan had been reviewed in detail at a Governors' Time Out and had been discussed at the Governors' Forum. Feedback received had been incorporated in the draft.

The Council of Governors would immediately establish a Task and Finish Engagement Group to:

- Draw up the Terms of Reference of the Membership Committee as identified in the Membership Engagement Plan,
- Identify a schedule of key actions,
- Present the outcomes to the March 2024 Council of Governors for approval.

The Membership Committee would be responsible to the Council of Governors for the delivery, refresh and impact analysis of the Membership Engagement Plan.

Sandi said that the draft Plan and actions were presented today for approval.

During discussion the following points were highlighted:

Harold Sharpe believed the Plan was a positive step forward and congratulated all those who had been involved. He thought that the Plan would facilitate greater formal engagement between Governors and their constituents who had elected them. Harold emphasised the importance of perspective and believed that a policy should be developed setting out what Governors can and cannot do in relation to engagement to ensure that expectations were not raised disproportionately.

Steve Barks thought that, once established, one of the first actions of the Membership Committee should be to investigate ways to encourage more members to participate in the Annual Members' Meeting, currently the primary forum for members to engage with Governors.

Steve Jones said that some excellent work had been done on this and Governors were grateful for the support received in developing the Plan. There had been a good response from Governors to join the Task and Finish Group and he encouraged Governors to support the work.

An update would be brought to the Council of Governors' meeting in March 2024.

There were no further comments/questions from Governors.

The Council of Governors **APPROVED** the Membership Engagement Plan.

COG/23/69

Governance

Non-Executive Directors' Reports from Board Committees and Chair's Update

Finance and Performance Committee Update – Tony Buckham, Finance and Performance Committee Chair

Tony Buckham referred to Enclosure E which summarised the key discussions and outcomes of the Finance and Performance Committee meetings held on 9 October and 13 November 2023.

During discussion that followed Steve Bell queried the overpayment associated with the Trust's utility/energy bill. Chris Morley said that, though energy consumption had risen above last year's usage what appeared to be excessive cost increases had been noted and colleagues were in discussion with the energy provider. The likely outcome was that credit notes would be issued rather than a cash refund.

There were no further questions from Governors on the Finance and Performance Committee update.

People Committee Update – Shiella Wright, People Committee Chair

Shiella Wright referred to Enclosures Fi and Fii which summarised the key discussions and outcomes of People Committee meetings held on 9 October and 13 November respectively.

During the discussion these points were raised:

In response to Gordon Wordsworth's comment regarding the increase in staff sickness levels, Mark Gwilliam assured the Council of Governors that the data was analysed monthly and confirmed that the increases being seen currently were associated with the usual winter illnesses.

Steve Barks welcomed verification that the People Committee was seeking assurance from the executive on the effectiveness of the Freedom to Speak Up (FTSU) arrangements and he highlighted the importance of ensuring that all staff were aware where and with whom issues could be raised. Annette added that FTSU was covered during induction for all new staff.

There were no further questions from Governors on the People Committee update.

Quality Committee Update – Rosamond Roughton, Quality Committee Chair

Ros Roughton referred to Enclosure G which summarised key discussions and outcomes of Quality Committee meetings held on 16 October and 20 November 2023.

There were no questions from Governors on the Quality Committee update.

Audit Committee Update – Ann Harris, Audit Committee Chair

Ann Harris referred to Enclosure H which summarised key discussions and outcomes of the Audit Committee meeting held on 10 October 2023.

During the discussion that followed Steve Bell queried the high number of reported incidents of violence and aggression towards staff, Ros Roughton confirmed that this was noted as a concern by the Quality Committee. Kirsten added that this was an issue nationally and added that some aggressive and violent behaviour was experienced from patients with complex needs for example behaviour associated with dementia.

There were no further questions from Governors on the Audit Committee update.

Digital Committee Update

Ros Roughton reported that this was a new Committee and it was currently scrutinising issues relating to the introduction of the Trust's new electronic patient record including utilisation of contingency resources and learning from other organisations. A future matter for exploration would be cyber security.

There were no questions or comments from Governors on the Digital Committee update.

COG/23/70

Partnership and System Update

Acute Federation Board Meeting Update – Annette Laban, Acute Federation Chair

Annette Laban referred to Enclosure I. She reported on the successful second event recently held for Governors; there had been good attendance of Governors from Trusts across the ICB. In future it was planned to hold at least one Governor event each year.

Annette said that she would take the remainder of the report as read but invited Governors' comments and questions.

There were no questions from Governors on the Acute Federation update.

Health and Care Partnership

Annette Laban referred to Enclosure J, Health and Care Partnership Update.

There were no questions from Governors on the Health and Care Partnership update.

Integrated Care Board (ICB) Update

Annette referred Governors to the link provided to the ICB and Health and Care Partnership meetings. She reminded Governors that these meetings were held in public and anyone could observe, information about the meetings and how to take part were provided.

There were no questions from Governors on the ICB Update

COG/23/71

Table Discussion/Reflections

Annette said that this section of the meeting was for discussion and reflection, following the discussion each table would be invited to share matters of interest that had been raised.

During discussion these matters were noted as of interest:

- Impact of continued strike action by junior doctors:
 - weariness of consultants
 - possibility of any settlement creating further unrest amongst other staff groups
- Strategies to deal with violence and aggression towards staff:
 - extra security
 - introduction of additional CCTV cameras
 - condition based/direct aggression and violence, considering and meeting patients' mental health needs
 - correlation with elective capacity and patient frustration
- Effectiveness of Pathology Networks
- Nursing vacancies:
 - contingencies to manage should overseas nurses chose not to remain
 - collaborating with universities and colleges during recruitment campaigns
- Membership Engagement Plan:
 - how this would make a difference and what Governors would contribute
 - Governors were ambassadors of the Trust

COG/23/72

Governors' Matters

(a) Governors' Forum Meeting Update 13 November 2023

Steve Jones referred to Enclosure K. He said this had been his first Forum meeting as Lead Governor. New and re-elected Governors had been welcomed and there had been a wide-ranging and informative conversation with the Chair and Dean Royles, recently appointed Non-Executive Director (NED), which had again highlighted the

importance of dialogue between Governors and NEDs. Practicalities of the proposed EDI training for governors had been raised. Steve said that Governors were committed to EDI and were keen to find a workable solution to the volume of training required, and following Annette's intervention he was pleased to report that a compromise had been reached and Governors would be notified of the new proposals.

There were no questions from Governors on the Governors' Forum meeting update.

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

Steve Barks said that there was no current business to report from the Nomination and Remuneration Committee (NRC) but reminded Governors that he would be contacting them in the spring for input to the annual appraisal of the individual Non-Executive Directors, including the Chair.

There were no questions from Governors on the report from the NRC.

COG/23/73

Document Review and Approval

(a) Review of Council of Governors' Terms of Reference

Sandi Carman referred to Enclosure L, Council of Governors' Terms of Reference. Sandi reported that, following an annual review of the Terms of Reference completed by the Assistant Chief Executive and the Foundation Trust Membership Manager, some changes and updates had been identified, these were set out in Enclosure L.

The Council of Governors **APPROVED** the Council of Governors' Terms of Reference.

(b) Review of Council of Governors' 2024 Workplan

Sandi Carman referred to Enclosure L, Council of Governors' 2024 Workplan, Sandi said that the Workplan would be used to inform the development of Council of Governors' meeting agendas and had been shaped with reference to the Council of Governors' Terms of Reference.

The Council of Governors **APPROVED** the Council of Governors' 2024 Workplan.

(c) Approval of Council of Governors' Nomination and Remuneration Committee Terms of Reference

Sandi Carman referred to Enclosure L, Council of Governors' Nomination and Remuneration Committee (NRC) Terms of Reference. Sandi reported that the Terms of Reference had been approved by the NRC at a meeting of the NRC on 10 October 2023. Amendments agreed at the meeting were highlighted in the attached Terms of Reference.

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

COG/23/74

Annual Review of Council of Governors' Effectiveness

Sandi Carman referred to Enclosure M. Sandi said that the report was self-explanatory and would be taken as read but also invited Governors' comments and queries.

Jim Steinke commented that during a review of this nature it was important to discuss how the Trust worked with individuals who may not feel completely comfortable in large, relatively formal meetings such as the Council of Governors and ensuring that all abilities/preferences were considered and accommodated. For example, looking at how information, agendas and papers etc, were made available and reassessing the expectation that everyone was able to access agendas and papers online and whether we are enabling individuals to contribute fully and ensuring that no-one was disadvantaged.

The points were noted for future development plans for the Council of Governors.

COG/23/75

Any Other Business

Annette said that, following discussion with several Governors Steve Jones was proposing that, in view of the closeness to this meeting the Governors' Board Briefing Session (GBBS) currently scheduled for 21 December should be stood down. This was agreed and it was noted that the next virtual GBBS was scheduled for 12:30 pm on Tuesday 16 January 2024.

Annette reminded everyone that this meeting would be Neil Priestley's final Council of Governors meeting as he was retiring at the end of the year. On behalf of Governors Steve Jones thanked Neil very much for everything that he had done over many years to ensure that Governors were informed and well briefed on all financial matters. Governors had appreciated the very positive relationship that Neil had fostered with them and the time he had willingly given. Steve wished Neil all the best for a long and happy retirement. Steve concluded by saying that Governors were looking forward to working with Louisa Cowell.

There was no further business to discuss.

The Chair invited Governors and Non-Executive Directors to join her immediately after the Council meeting for an informal discussion.

COG/23/76

Dates and Times of 2024 Meetings

Tuesday 19 March 1:30 pm to 4:00 pm
Thursday 13 June 12:00 pm – 2:30 pm
Tuesday 10 September 12:00 pm to 2:30 pm
Thursday 12 December 12:00 pm – 2:30 pm

Annual Members' Meeting Thursday 26 September.

Signed:
Chair

Date:.....