



UNADOPTED Minutes of a meeting of the Council of Governors
held virtually on Tuesday 15 December 2020 at 2:00 pm

PRESENT: Tony Pedder (Chair)

PATIENT AND PUBLIC GOVERNORS

Mick Ashman	Martin Hodgson	Brendan Molloy	Joe Saverimoutou
Steve Barks	Steve Jones	Lewis Noble	Harold Sharpe
Jo Bishop	Joyce Justice	Kath Parker	Shirley Sherwood
George Chia	Kaye Meegan	Jane Pratt	Chris Sterry
David Foster	Ian Merriman	Sheila Reynolds	Sue Taylor

STAFF GOVERNORS

Irene Mabbott	Liz Puddy	Pete Tanker	Emma Warrander
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PARTNER GOVERNORS

Amanda Forrest	Angela Foulkes	Tim Furness	Luc de Witte
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IN ATTENDANCE

Tony Buckham	Non-Executive Director
Paul Buckley	Interim 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 (Development)
Annette Laban	Non-Executive Director
Kirsten Major	Chief Executive
Chris Morley	Chief Nurse
Jane Pellegrina	Membership Manager
Julie Phelan	Communications and Marketing Director
Neil Priestley	Director of Finance
Rosamond Roughton	Non-Executive Director
Martin Temple	Non-Executive Director
Shiella Wright	Non-Executive Director

APOLOGIES - GOVERNORS

Paulette Afflick-Anderson	Cressida Ridge	Fiona Tatton
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APOLOGIES - BOARD MEMBERS

Anne Gibbs	John O'Kane
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MEMBERS OF THE PUBLIC/OBSERVERS

There were no observers.

COG/20/37

Welcome and Apologies

Mr Pedder welcomed everyone particularly the recently elected Governors. He 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/20/38

Declarations of Interest

There were no declarations of interest.

COG/20/39

Minutes of Council of Governors' meeting held on 29 September 2020

The Minutes of the meeting of the Council of Governors held on 29 September 2020 were **AGREED** and **APPROVED** as a correct record of the meeting.

COG/20/40

Minutes of Council of Governors' meeting held on 13 November 2020

The Minutes of the meeting of the Council of Governors held on 13 November 2020 were **AGREED** and **APPROVED** as a correct record of the meeting.

COG/20/41

Q&A Following Board of Directors Meeting 15 December 2020

The following points were highlighted during discussion of the earlier Board of Directors meeting:

- Mr Saverimoutou commented on the excellent presentation about Atrial Fibrillation and asked what was being done to encourage awareness amongst BAME communities. Mr Morley that it was important that no group was disadvantaged and collaboration with colleagues in primary care was important. Mrs Wright said communication to ensure that those for whom English was not their first language were not unintentionally excluded and raising awareness in appropriate places were key.
- Mr Sharpe asked whether the Trust had a policy to ensure that those with learning disabilities and other profound disabilities were not disadvantaged in accessing Atrial Fibrillation services. Mr Morley said the Trust takes great care to ensure that disability was not a barrier to treatment in this or any other service. Mr Sharpe was encouraged by this.
- Mr Jones was reassured that the Trust was looking closely at cancer treatment pathways. Mr Pedder said that Governors would be kept up to date on this aspect of the Trust's work.
- Mr Foster asked about the time frame for spending the £13m additional funding awarded to the Trust. Mr Priestley said the funding was part of the additional £1.5 billion awarded to the NHS for maintenance work. It was recognised that some large infrastructure projects would take time to put in place and it was anticipated that the financial year end deadline for spending the funds would be extended.

COG/20/42

Matters Arising

COG/20/15 – Terms of Reference of Council of Governors' Nomination and Remuneration Committee

Mrs Carman referred to Paper C circulated with the Agenda. At the Single Agenda Item Governors' Forum meeting held on 5 October 2020 the following proposals had emerged:

- Council of Governors' Nomination and Remuneration Committee (NRC) membership and tenure:
 - The Lead Governor and the Convenor of the Governor's Forum should be ex-officio members of the NRC with voting rights.
 - There should be a four year membership tenure on the NRC with an option to stand for re-selection by peers.
- Relationship between NRC and the Council of Governors:
 - Within the boundaries of confidentiality the NRC Vice-Chair should continue to provide regular verbal reports on the work of the NRC to the Council of Governors.

The Council of Governors **AGREED** that these proposals should be incorporated at the next review of the Council of Governors' Nomination and Remuneration Committee Terms of Reference.

COG/20/15 – Membership Engagement Strategy

Mrs Carman confirmed that: the first meeting of the Task and Finish Group had taken place on 26 November 2020.

On behalf of the Task and Finish Group Mr Barks provided a short presentation on the outcomes of the meeting, the following key points were noted:

- Task and Finish Group membership – Steve Barks, Jo Bishop, Joyce Justice, Kaye Meegan, Joe Saverimoutou and Fiona Tatton
- The Group's objective was to develop a strategy and toolkit for membership engagement by the Governors linked with how the Trust itself engages with members, non-members and staff. The Group would also look at how the Trust could support and enable Governors to engage with members.
- It was agreed to split the work into three parts:
 - **Intent** – why are we engaging and what do we wish to achieve?
 - **Implementation** – a Toolkit of approaches (this would also include looking at any support and training for governors)
 - **Impact** – how will we know what we are doing is effective and having the impact we set out to achieve in our Intent?
- The Group's guiding vision was noted:
 - What do we need to do as part of the statutory obligations?
 - What would be good to do?
 - What would be amazing to do?

- The next steps were outlined as follows:
 - January 2021 – Task and Finish Group meeting to decide Intent. Prior to this meeting the all Governors would be canvassed to contribute their views.
 - February 2021 - Task and Finish Group meeting to develop Toolkit of methods to implement engagement and receive updates on Trust activities.
 - 25 February 2021 – Task and Finish Group provide an update to Governors’ Forum meeting.
 - March 2021 – Task and Finish Group meeting to look at how the Group will determine the Impact of the proposals.
 - 30 March 2021 - Strategy (with supporting toolkit for Implementation) presented to Council of Governors’ meeting for discussion and formal adoption.

Mr Barks’ presentation was well received by Governors with a number commenting that, although they had not joined the Task and Finish Group, they would still be keen to contribute their views. Mr Barks confirmed that there would be ample opportunity and the Task and Finish Group would be canvassing Governors in January for ideas and views.

During discussion the following points were noted:

- Mrs Laban supported the approach and thought a good start to the work had been made.
- Mr Furness asked about the scope of the work querying whether it was Governor engagement with members or Trust engagement. Mr Pedder said that the work was part of the Trust’s overall engagement strategy and that this would complement the wider engagement work.
- Mr Furness asked if the Task and Finish Group would be working together with the Trust Communications Team. Mrs Carman said the Task and Finish Group’s work would dovetail with the wider work of the Trust and that Mrs Phelan had been invited to collaborate with the Task and Finish Group.

COG/20/30 - Tender for External Audit Service

Mr Priestley said that, as reported at the September Council of Governors meeting, the current contract for external audit service ended at the conclusion of this financial year. In the New Year there would be a tendering process to select the future provider of the service. The Audit Committee would be agreeing a specification for service and the Trust would then invite bids against this specification. A shortlist of suppliers that meet the specification would be drawn up and the shortlisted suppliers would be interviewed. The interview panel would be chaired by Mr O’Kane as Chair of the Audit Committee and other panel members would be Mr Priestley, Ms Wright and Mrs Carman. The timetable provided for interviews to be held in early to mid-June, there would be a place for a Governor to join the interview panel and expressions of interest to join the panel would be sought from Governors.

COG/20/43

Chief Executive’s Report

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 244 COVID-19 positive inpatients of whom 16 were in critical care in the previous 24 hour period there had been 12 patients admitted and 7 discharged.

- On 8 December STH had been one of the first NHS Trusts to commence the roll out of the (Pfizer) vaccine. Lateral flow testing was being rolled out to all patient facing staff, this enabled testing at home with results in 30 minutes.
- Operational Performance:
 - A&E 4 hour standard: in October 81.49%% of patients attending A&E were seen within 4 hours compared to the national target of 95%. Previous performance had been 89.31% in August and 88.14% in September.
 - 18 week planned care: performance had again been affected by the impact of COVID-19, with 218 52 week breaches reported in October 2020. The percentage of patients waiting less than 18 weeks for treatment at the end of October was 78.76%, performance in September had been 74.3% and the national average performance for October was 65.50%.
 - Cancer waiting times: due to the impact of COVID-19 performance remained variable across the targets, urgent and obligatory care remains a priority. For July – September STH was compliant for Two Week Wait, Subsequent Treatment for Radiotherapy and Drugs.
 - Diagnostic waits within 6 weeks: achievement of the 99% target remained challenging while previously this target had been consistently delivered.
- Financial Update:
 - For April – September 2020 under national funding arrangements for the COVID pandemic, STH would be reimbursed for costs incurred
 - Arrangements for the second half of the year would be:
 - Block payments from commissioners plus a nationally calculated top-up to provide funding at 2019/20 expenditure levels (plus inflation)
 - A share of system level funding allocations or COVID costs and growth
 - Expectation of a balanced System Plan
- Equality, Diversity and Inclusion:
 - Progress had been made with policy development, guidance and support and work of the EDI Board, WRES and WDES continued
 - Focus for the coming six months included:
 - A new EDI Strategy
 - Understanding and addressing health inequalities
 - Improving community engagement and access to services and information
 - Challenging discrimination and supporting staff
 - Rolling out a range of EDI education, learning and development including for CoG and BoD
- People update:
 - Mark Gwilliam, Director of HR and Staff Development, would be leaving the Trust at the end of January 2021
 - In the ongoing absence of Anne Gibbs Paul Buckley had been appointed as Interim Strategy and Planning Director
 - Chris Norman had been appointed Estates Director from 1 December 2020
 - Chris Powell-Wiffen had been appointed to the substantive post of Operations Director for Acute and Emergency Medicine

Ms Major concluded by highlighting a range of awards that had been achieved by Teams across the Trust.

Mr Pedder invited comments and questions from governors and the following points were highlighted:

- Ms Foulkes congratulated the Trust on its performance, continuing to provide care in exceptionally challenging circumstances.
- Commenting on the EDI strategy Mr Sharpe said that a consistent and dependable measure of progress was important and he asked whether a tangible method of measurement had been established. Ms Major agreed with Mr Sharpe and said that the Equality and Diversity Board was considering specific metrics.

COG/20/44

Governors' Matters

(a) Notes of Governors' Forum Meeting held on 19 November 2020

Miss Parker, as acting Forum Convenor, reported that Governors had enjoyed a very interesting discussion with Mr Pedder and Mr Harper. A full update on the COVID situation had been provided with a good opportunity for questions from Governors. It had been noted that as Sally Craig had not been re-elected at the recent Elections for Governors it would be necessary to select a new Convenor for the Forum, expressions of interest from Governors would be sought. Feedback had been provided from separate meetings about a Membership Engagement Strategy and the Terms of Reference of the CoG Nomination and Remuneration Committee.

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

Mr Hodgson reported on the successful outcome of the Chair Selection Process. As had already been noted earlier in this meeting the CoG Nomination and Remuneration Committee's preferred candidate had been approved by the Council of Governors on 13 November and Mrs Annette Laban would begin her term of office as Chair of the Trust on 1 January 2021. Mr Hodgson thanked the CoG Nomination and Remuneration Committee for all their work over what had been a long process.

Ms Major also thanked Mr Hodgson for his work as Vice-Chair of the Nomination and Remuneration Committee. Mr Pedder and the members of the Council of Governors concurred.

COG/20/45

Annual Review of Council of Governors' Terms of Reference

Mrs Carman referred to Paper E circulated with the Agenda, she said that the Terms of Reference were reviewed annually and the changes identified in the Paper were non-material and were highlighted in the Paper. No queries were raised.

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

COG/20/46

To Note results of Election of Council of Governors

Mrs Pellegrina referred to Paper F circulated with the Agenda. No queries were raised.

The Council of Governors **NOTED** the results.

COG/20/47

Any Other Business

Miss Parker said that today's meeting was Mr Pedder's final meeting as Chair of the Council of Governors as he would be retiring from his role as Chairman of the Trust on 31

December 2020, she said that on behalf of Governors past and present she thanked him for his excellent leadership, support and guidance, it had been a great pleasure to work with him and the Council and the Trust would miss him very much. She wished him every success for the future and a long, happy and healthy retirement.

Mr Pedder thanked Miss Parker for the kind words and good wishes. He thanked Governors for everything that they did; he said that as volunteers they were very much appreciated. He wished the Council well for the future.

COG/20/48

Dates of Meetings in 2021

2021 meeting dates were noted as follows:

30 March; 29 June; 28 September and 14 December

Signed:
Chair

Date:.....