



**UNADOPTED Minutes of a meeting of the Council of Governors held  
In the Undergraduate Common Room, Medical Education Centre, NGH  
Tuesday 19 September 2023 at 12:00 pm**

**PRESENT:** Annette Laban (Chair)

**PATIENT AND PUBLIC GOVERNORS**

Steve Barks	Felister Heeley	Ian Merriman	Harold Sharpe
Steve Bell	Martin Hodgson	Jane Pratt	Shirley Sherwood
Jo Bishop	Steve Jones	Joe Saverimoutou	Jim Steinke
Michelle Cook	Kaye Meegan		

**STAFF GOVERNORS**

Irene Mabbott	Liz Puddy
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**PARTNER GOVERNORS**

Andrew Hartley

**IN ATTENDANCE**

Sandi Carman	Assistant Chief Executive
Tim Cutler	Senior Manager, KPMG (item 6)
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
Rosamond Roughton	Non-Executive Director
Mark Tuckett	Strategy and Planning Director
Toni Schwarz	Non-Executive Director
Julie Wright	Deputy Chief Finance Officer
Shiella Wright	Non-Executive Director

**APOLOGIES - GOVERNORS**

Paulette Afflick-Anderson	Lewis Noble	Cressida Ridge	Mark Wilcox
Paul Dore	Sheila Reynolds	David Warwicker	

**APOLOGIES - BOARD MEMBERS**

David Black	Tony Buckham	Neil Priestley
Ashley Blom	John O'Kane	Dean Royles

## **MEMBERS OF THE PUBLIC/OBSERVERS**

Claire Coles                                      CEO Business Manager  
Lucy Middleton                                   CEO Business Manager

### **COG/23/40**

#### **Welcome and Apologies**

Annette Laban welcomed everyone to the meeting.

The meeting was confirmed as quorate.

### **COG/23/41**

#### **Declarations of Interest**

Martin Hodgson said that he had worked with KPMG previously, although had no current engagement with the company.

There were no further declarations of interest.

### **COG/23/42**

#### **Minutes of the Meeting of the Council of Governors held on 20 June 2023**

The Minutes of the meeting of the Council of Governors held on 20 June 2023 were **AGREED** and **APPROVED** as a correct record of the meeting.

### **COG/23/43**

#### **Matters Arising**

Sandi Carman referred to the Action Log at Enc. B. The following responses were provided:

Referring to Action 29 Martin Hodgson said that, although the update from Jennifer Hill and Angie Legge provided the rationale for the current position, it did not respond to the disappointment expressed by members of the Patient First Group (PFG) that the Group was summarily disbanded, in their view, due to the inappropriate behaviour of one member of the Group.

Responding Kirsten Major said the PFG was launched and administered by the Organisational Development Department with responsibility for the PFG subsequently transferring to the Patient Experience Team. During the transfer period Organisational Development continued to provide administrative support but, in the longer-term, it was acknowledged that Patient Experience had insufficient capacity to support the PFG. During the handover period it was also conceded that the method of receiving feedback was not working effectively. Kirsten said it had been important to reflect on how the difficult situation was managed. Annette said that lessons had been learned. Jim Steinke acknowledged that, though Governor members of the PFG at today's meeting were now apprised of the position, other ex-members of the PFG, patients and members of the public, ought also to be informed. Annette said that the information provided to Governors today would be shared with all ex-members of the PFG.

Following dissemination of the information it was then **AGREED** to close Action 29.

It was also **AGREED** to close Actions 21 and 28.

Referring to Action 27 Martin reminded Governors that the draft Membership Engagement Plan had been circulated for their comments ahead of the Governors' Time Out on 11 October 2023 where it would be discussed in detail.

It was **AGREED** to extend the deadlines for Actions 26 and 27.

There were no further matters arising.

## **COG/23/44**

### **Chief Executive's Report**

Kirsten Major gave an update on operational performance and other areas of interest and highlighted the following key points:

Since the last meeting the Countess of Chester Hospital murder case had concluded with the conviction of the nurse accused of murdering seven babies and attempting to kill six others at the Hospital between 2015 and 2016. The terms of reference of an independent statutory inquiry into the circumstances surrounding the murders were awaited.

Kirsten reported that the Trust had considered the early findings of the case. It was clear that there was particular emphasis on the question of Freedom To Speak Up. She said our Freedom To Speak Up policy was currently being updated and initial learning from this case would be incorporated.

### **Operational Performance**

- In August 2023 72.2% of patients attending A&E had been seen within four hours. The figures for June and July had been 75.9% and 74.0% respectively. The national requirement by the end of March 2024 would be 76%.
- For 18 week planned care we were outperforming the national position of 59.2%, with 66.5% in June; 65.2% in July and 64.4% in August.
- Cancer waiting times and diagnostic waits continued to be challenging.

### **Finance Update**

**2023/24 Financial Position:** STH had agreed a balanced financial plan but with some risks identified. The South Yorkshire Integrated Care System had submitted a breakeven plan with a £109m gap to be filled in relation to deficits identified at the Integrated Care Board and six Trusts.

The financial outlook remained challenging with a £7.7m deficit at month four. A financial recovery plan for 2023/24 had been developed and would be presented at the Board of Directors meeting on 26 September 2023.

**Capital Position:** The planned spend in 2023-24 was £45.4m, this was mainly for ongoing large projects, there were minimal new starts due to current commitments.

### **Strike Action**

Kirsten reported on the impact of strike actions including the new, significant challenge of the upcoming combined Consultant and Junior doctors' action. It was noted that dealing with the increasing levels of disruption was becoming more challenging for administration staff who were required to manage difficult conversations and situations with patients and regrettably some of the conversations could be very challenging.

Kirsten concluded her report with updates on a range of awards and appointments across the organisation.

During discussion that followed the following points were noted:

Martin Hodgson asked whether it would be appropriate to send a message to administration staff from the Council of Governors thanking them for all their hard work. Kirsten and Annette thought a message would be appreciated and it was **AGREED** that this would be arranged.

In response to a question from Harold Sharpe regarding the Countess of Chester Hospital murder case Kirsten reported that our procedures had been reviewed. Ros Roughton said the matter was discussed in detail at the Quality Committee. Responding to Liz Puddy Maggie Porteous confirmed that the matter would remain a priority for the Freedom To Speak Up Steering Group. Maggie was reassured by the processes the Trust had in place and by the actions the Board was taking in response to this very serious matter. Liz said that the Freedom To Speak Up movement had started in 2015/16 in the wake of the Francis Report and STH was an early adopter. During the period in question it did not appear that the Countess of Chester Hospital had a robust system in place. Annette said that one issue at the Countess of Chester Hospital was that although individuals did speak up they were not heard, at STH we must ensure that all felt confident to speak up and that in doing so they were confident of being heard.

There were no further questions from governors.

#### **COG/23/45**

##### **External Audit Service: Annual Audit Report and Accounts 2022/2023**

Annette Laban welcomed Julie Wright, Deputy Chief Finance Officer, and Tim Cutler, Senior Manager at KPMG the Trust's external auditor. Julie referred to Enclosure C, she reported that the Auditor's Annual Report summarised the work undertaken by the Trust's external auditor, KPMG, for the year ended 31 March 2023.

Tim Cutler said it was good governance that the external auditor attended the Council of Governors meeting to provide an overview of the Accounts and the work undertaken by KPMG and to respond to any questions from Governors. He then set out the four areas of reporting and KPMG's responsibilities.

**Financial Statements:** The report confirmed that KPMG had issued an unqualified opinion on the Trust's 2022/23 financial statements confirming that the accounts gave a true and fair view of the financial performance of the Trust. No material errors were identified.

**Value for Money:** KPMG had assessed that there were no significant weaknesses in the Trust's arrangements for achieving value for money. Two significant risks identified previously had been appropriately addressed.

**Whole of Government Accounts:** KPMG confirmed that for the period 2022/23 they had not identified any inconsistencies between the financial statements and the information included in the consolidation schedules submitted to NHSEI and had therefore issued an unqualified consistency certificate.

**Annual Report:** KPMG confirmed that the Annual Governance Statement had been prepared in line with the Annual Reporting Manual requirements; they had not identified any material inconsistencies with their knowledge of the Trust and they had audited the information required to be checked as part of the remuneration report.

The following points were highlighted during the discussion that followed:

- Note the correct spelling of Non-Executive Director Ashley Blom's name.

- Martin Hodgson queried whether, in light of details that had emerged from the Countess of Chester murder case, rather than referring to *dangers to the Trust's reputation* wording such as *public loss of faith in the Trust* should be considered. This would be considered by the Board as it shaped the Trust's response to risks in the Board Assurance Framework.
- Page 129, second bullet point: correct the meaning of the sentence by removing the word **not**.

There were no further points or questions from Governors.

The Council of Governors **NOTED** the Annual Audit Report and Accounts 2022/2023.

Annette thanked Tim Cutler for his presentation.

Tim Cutler left the meeting.

### **COG/23/46**

#### **External Audit Provision**

Julie Wright referred to Enclosure D, she reminded the Governors that it was the responsibility of the Council of Governors to appoint the Trust's external auditor, on the recommendation of the Audit Committee.

The Trust's external auditor, KPMG, had commenced in the role in September 2021 with a three-year contract concluding at the end of the 2023/24 financial year, with an optional two year extension. Julie reported that, following a routine assessment of the external audit service, the Audit Committee was satisfied with KPMG's performance and value for money. Given this position the Audit Committee had also considered extending the contract for an additional two years. KPMG had confirmed their willingness to the extension subject to the annual inflation uplift in their fee being linked to Consumer Prices Index rather than to a fixed value.

On the recommendation of the Audit Committee the Council of Governors:

**AGREED** to KPMG continuing as the Trust's External Auditor for the 2023/23 financial year as per the current contract.

**AGREED** that the Trust should extend the External Audit Contract with KPMG for a further two years, on the same terms as the initial three years except that the annual inflation uplift would be tied to the September Consumer Prices Index.

### **COG/23/47**

#### **Quality Report 2022/23**

Jennifer Hill referred to Enclosure E, the Quality Report for 2022/23 that had been approved at the Board of Directors in private on 27 June 2023 and was presented to the Board of Directors in public on 25 July 2023. The Report had been produced in line with guidance from NHS England. The key aims of the Report were to report on the quality of services delivered by the Trust during the period and to identify Quality Report Objectives for 2023/24.

The Quality Report was an extensive document containing significant amounts of data concerning, for example, the Trust's participation in national clinical audits; response times to complaints; patient participation in research trials; deaths reviewed by the Medical Examiner; Friends and Family Test scores and Staff Survey responses.

In 2022/23 the quality objectives were categorised as follows:

1. Safety – Improving the response to deteriorating patients.
2. Patient Experience – two objectives - Improve end of life care and Improve care for patients with Learning Disabilities.
3. Effectiveness - Improving the care of patients with dementia.

Improvement goals were set for each category with key achievements highlighted, once goals were achieved work on the issues still continued and were overseen by a relevant group or individual, eg by the Deteriorating Patient Committee, rather than the Quality Report Steering Group. Some improvement goals were assigned a two-year timeframe.

Jennifer described the process for agreeing the 2024/25 Quality Objectives including consultation with a range of stakeholders, she said that a request would shortly be sent to all Governors for suggestions for inclusion.

During discussion that followed these comments were highlighted:

In response to Steve Bell's comment that 57% was a low percentage of patients with End of Life Care plans Jennifer said that the audit was undertaken prior to the full roll out of End-of-Life Care Plans across the organisation. The aim was for this figure to be higher.

Michelle Cook had been pleased to see that Learning Disabilities (LD) training was in place and she hoped that A&E staff would be undertaking the training. Harold Sharpe also commented on LD training and queried what arrangements were in place to ensure effective communication with patients with a LD who presented without a friend or family member accompanying them. Chris Morley said there were two new members of staff with expertise in this area; he highlighted the importance of Health Passports and said that embedding them in practice was a priority. He also said that the Speech and Language Therapy team offered guidance and assistance and that staff also applied their learned experience.

Steve Barks thanked everyone who worked on and fed into the Quality Report and hoped that Governors would respond positively when the request to suggest Quality Objectives for 2024/25 was circulated. In the meantime, he said that September had seen World Safety Day and the Patient Safety Team were organising information stands on 25 and 26 September in the Huntsman entrance at NGH and the RHH Dining Room respectively. As Patient Safety Partners Steve and Joe Saverimoutou would be joining Trust staff on both occasions. The Trust was expanding the number of Patient Safety Partners and details about how to apply would be circulated shortly.

There were no further comments/questions from Governors.

The Council of Governors **RECEIVED** the 2022/23 Quality Report.

## **COG/23/48**

### **Governance**

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

#### **Finance and Performance Meeting Update – Maggie Porteous on behalf of Tony Buckham, Finance and Performance Committee Chair**

Maggie Porteous referred to Enclosure F.

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

#### **People Committee Meeting Update – Shiella Wright, People Committee Chair**

Shiella Wright referred to Enclosure G. Shiella added that it was pleasing to see the successful recruitment of refugees into the organisation.

Responding to Felister Heeley's comment about the high turnover of administration and clerical staff Shiella confirmed that HR were working to resolve this. Michael Harper added that we were building on events around World Admin Day and the Trust was planning other regular events additionally the health and wellbeing offer had been improved. The developmental opportunities on offer had been received with enthusiasm.

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

### **Qualify Committee Meeting Update – Rosamond Roughton, Quality Committee Chair**

Ros Roughton referred to Enclosure H

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

### **Audit Committee Update – Rosamond Roughton on behalf of John O’Kane Audit Committee Chair**

Ros Roughton referred to Enclosure I.

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

## **COG/23/49**

### **Partnership and System Update**

#### **South Yorkshire and Bassetlaw Acute Federation Board (SYBAF) Meeting Update – Annette Laban, Acute Federation Chair**

Annette Laban referred to Enclosure J, she reported that good progress was being made on a range of issues and said that as Chair she had seen organisations working together in a positive way.

In response to Martin Hodgson's query about where governors were positioned in this Annette said that plans were being developed to invite lead governors from all trusts in SYB to meet twice a year and for an annual meeting for all governors.

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

#### **Health and Care Partnership**

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

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

#### **Integrated Care Board (ICB) Update**

Annette Laban referred to Enclosure K, ICB Update. Annette said that the ICB was part of the Integrated Care Partnership in South Yorkshire that brought together a range of partners, not just the NHS, to address the wider health needs of the population including public health and social care and a five-year plan had been produced.

Annette reminded Governors that both the ICB and Health and Care Partnership meetings were held in public and anyone could observe, links to information about these meetings were provided.

## COG/23/50

### Amendments to the Trust Constitution

Sandi Carman referred to Enclosure L, she reminded Governors that the Trust Constitution was a key document that set out how the organisation operated and it was reviewed every three years. She reported that the current review reflected developments in corporate governance and the development of the integrated care system. Sandi drew Governors' attention to the proposal to change the quoracy arrangements for Council of Governors meetings and to stepping down seats on the Council of Governors for some Appointed Governors where these represented partner organisations where the Trust now had joint working arrangements via the Sheffield Health and Care Partnership.

The paper noted that amendments to the Constitution required approval by more than half of the members of the Council of Governors and more than half of the members of the Board of Directors voting to approve the amendments. Following review of the proposed amendments by the Council of Governors, the Board of Directors would review the amendments at its meeting on 26 September 2023.

During discussion the following points were highlighted:

Responding to Steve Barks' proposal that the two seats vacated by Appointed Governors could be reallocated to Patient Governors, Annette said she would be happy with this and asked Sandi to review any guidance on this and report back.

Martin Hodgson said that in Annex 3, paragraph 4.3.3 the grammar required correcting.

There were no further comments/questions from Governors.

The Council of Governors **APPROVED** the amended version of the Trust Constitution (version 8.0).

## COG/23/51

### Governors' Matters

#### **(a) Unadopted Notes of Governors' Forum Meeting held on 21 August 2023**

Martin Hodgson referred to Enclosure M. Ashley Blom, the new Non Executive Director (NED) representing The University of Sheffield, had accompanied Annette at the meeting and Governors had enjoyed the stimulating discussion. Governors had commented on Ashley's very busy schedule and hoped that he would be able to regularly attend the Council of Governors' Meetings.

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

Steve Barks reported that at its next meeting in October the Council of Governors' Nomination and Remuneration Committee would be reviewing Chair and NED remuneration.

#### **(c) Preparation for Annual Members' Meeting (AMM) to be held on 28 September 2023**

Martin Hodgson reminded governors to register their attendance at the AMM which was again being held virtually. As Lead Governor Martin would be providing an update to Members on the work of CoG and this year Staff Governors Irene Mabbott and Paulette Afflick-Anderson would be giving a presentation on the role of Staff Governors.



**COG/23/52**

**Council of Governors’ meeting feedback Report**

Sandi Carman referred to Enclosure N, the Report had been developed in response to Governors’ feedback following the last CoG meeting.

During the discussion that followed Annette agreed with Steve Barks’ suggestion that time should be allocated on the Agenda for discussions on tables.

The Council of Governors **AGREED** the proposed actions in the Report and **AGREED** the proposed 2024 meeting dates and times.

**COG/23/53**

**Any Other Business**

Annette reported that elections to CoG were coming up and that some governors would be leaving at the end of their term of office. She thanked Jo Bishop, Kaye Meegan, Jane Pratt, Sheila Reynolds and Emma Warrander for their contributions. She also thanked George Chia who had recently reluctantly decided to step down as a Governor.

Annette then said that Martin Hodgson had decided to step down as a Governor at the end of October. She said that all governors made a contribution, some large and some smaller, but she wanted to give special thanks to Martin, as Lead Governor, Annette said that he had embraced the role with vigour and professionalism, he had challenged when required but had also provided support to the Board through the recent difficult times of Covid for example. She thanked him personally for his support of her as a NED and then as Chair and said that he would be greatly missed.

Steve Barks said that Martin had been a critical friend to the Trust and had not been afraid to challenge when appropriate. He had been a strong voice for governors and had really championed the role. After the pandemic he had recognised that some governors were beginning to feel distanced and had been keen to get governors back to meeting face-to-face. He thanked Martin and concurred with Annette that he would be greatly missed but that he was leaving behind a very positive legacy.

Martin said that he had thoroughly enjoyed the seven years that he had been a Governor but felt that he was ready to step down and hand over to others. He thanked everyone for their kind words and wished STH the very best for the future.

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/23/54**

**Date of Next Meeting**

12 December 2023

Signed: .....  
Chair

Date:.....