



GOVERNORS' FORUM
UNADOPTED NOTES OF A VIRTUAL MEETING HELD ON
Monday 21 February 2022 at 3:00 pm

Present:	Martin Hodgson – Lead Governor Mick Ashman Steve Barks George Chia Steve Jones Irene Mabbott	Kaye Meegan Ian Merriman Jane Pratt Liz Puddy Joe Saverimoutou	Harold Sharpe Shirley Sherwood Chris Sterry Sue Taylor Emma Warrander
Apologies:	Paulette Afflick-Anderson Jo Bishop Paul Dore	Lewis Noble Sheila Reynolds	Cressida Ridge Mark Wilcox
In Attendance:	Annette Laban (items 1, 2, 3 & 4) John O’Kane NED (items 1, 2 & 3)	Tim Cutler KPMG (item 3)	Jane Pellegrina (notes)

1. Welcome and Apologies

Martin Hodgson welcomed everyone to the meeting and thanked **Annette Laban** and **John O’Kane**, Non-Executive Director (NED), for joining governors.

The above apologies were noted.

2. Discussion with Annette Laban and John O’Kane

Annette introduced John and reminded governors that he had first been appointed as a NED in October 2014.

John thanked governors for the opportunity to join the meeting. He said that like many others he had found the last two years quite difficult particularly not being able to come into the Trust, personally he felt that some meetings had functioned reasonably well on MS Teams but it was not always the case. He gave a synopsis of his earlier career as a chartered accountant working in the private and public sector as a Director of Finance. As a NED at STH he said that he chaired the Audit Committee; was a member of the Board’s Nomination and Remuneration Committee and was now on the Healthcare Governance Committee; he was also a Trustee of the Sheffield Hospitals Charity. Like other NEDs in addition to Committee work he also chaired consultant interview panels and staff grievances.

During conversation these points emerged:

Annette asked whether there was scope for audit services to be provided on an ICS basis to encourage economies of scale. **John** said that this would be dictated by the legal structures; whilst each organisation remained a legal entity it would be difficult.

Martin was interested in John’s view of the ethos of STH and how John felt the Trust compared with others. **John** considered STH to be a caring organisation; caring for patients and its staff. He thought that this caring nature may sometimes affect choices.

Steve Jones asked whether the Audit Committee was content with the Trust's risk assessment process and its risk management. **John** said that risk was always a demanding issue and the constantly changing nature of risks was challenging; Covid had made this more so. It was important that the Trust was able to react quickly to new risks. To complement the Audit Committee's consideration of risks and risk assessment the Committee sought to triangulate information from peers and other organisations.

Steve Barks asked how NEDs had compensated for not coming onto site. **John** said that this had not been easy. Personally, though it could never compensate for face-to-face meetings, he had sought to make time before/after MS Teams meetings, for example when chairing interview panels, to catch up with staff. **John** was pleased that it had been announced that NED *back to the floor visits* were going to be reintroduced and he was keen to get back on site. **Martin** commented that this had also been a frustrating time for governors and most were keen to return to a more normal arrangement of face-to-face meetings and visits.

Referring to **John's** Trusteeship of Sheffield Hospitals Charity **Martin** asked whether STH had been impacted by the recent case of embezzlement that had come to light. **John** said that it had not impacted the Trust.

Annette asked what the implications would be of moving away from the foundation trust model towards greater collaboration. For this to work **John** said managing accountability will be paramount.

Martin thanked **John** for the interesting conversation.

3. Introducing the Trust's new External Auditors

John reminded governors that KPMG had recently been appointed as the Trust's external auditors and he was pleased to be able to introduce **Tim Cutler** (KPMG Partner). **Tim** would be providing governors with an overview of the role of the auditor and their responsibilities.

Tim Cutler thanked governors for the opportunity to attend the Forum meeting and shared a slide presentation which is attached to these Notes.

During the discussion that followed the following points emerged:

Martin thanked **Tim** for the informative presentation and asked him what KPMG's interaction with governors would be. **Tim** said that KPMG would be available to governors as required and he hoped to be invited to meet with governors more than once a year at the Council of Governors as had become the norm. KPMG would also welcome the opportunity to come to governor induction sessions to ensure that new governors understood the role of the auditor. **Martin** and **Annette** said that this would be welcomed.

George Chia asked whether when looking at *value for money* the auditors were involved in decisions about the remuneration of senior executives. **Tim** said that the auditor did not set levels of remuneration; however they were able to review the processes of the Board Remuneration Committee and to query their sources of information when making decisions.

Continuing the *value for money* theme **Harold Sharpe** queried whether the auditors were in a position to question specific items of expenditure. **Tim** said that they did not audit expenditure per se but the arrangements that management had in place and the processes by which management approved expenditure, for example were the right people approving expenditure and at what level, what safeguarding arrangements were in place.

Joe Saverimoutou queried whether it was possible for the auditor to make statements on *value for money* without also looking at and linking this to quality, bearing in mind that the Quality Report was no longer in the auditor's remit. **Tim** said that they reviewed what is

involved in making decisions and whether cost savings had clinical sign-off.

Tim said that he (or his team) would be happy to come back and talk to governors again if there were specific areas that it was thought useful to discuss.

Martin thanked Tim and John for an informative discussion. Tim and John left the meeting at this point.

4. Council of Governors Matters

4.1 Council of Governors' Meetings

4.1.1 Review of unadopted Minutes of two CoG meetings on 14 December 2021

Following review there were no comments on the unadopted draft Minutes.

4.1.2 Discussion of Possible Agenda Items for CoG Meeting on 29 March 2022

Following review of the previously circulated draft CoG Agenda the following points emerged:

Irene Mabbott said it was unhelpful when the start time of CoG kept changing in order to fit in with the timings of the Board of Directors meetings. **Martin** said that switching times was inconvenient for governors with caring responsibilities who had to try to make alternative arrangements and it was particularly difficult for staff governors who had to fit CoG meetings around their busy work schedules. It was proposed that a set time be agreed for future meetings rather than continuing to flex round the Board. **Annette** said that she would discuss this with Sandi Carman.

An update from the Freedom To Speak Up Guardians was requested on the March Agenda. **Annette** proposed that this be included under Governors Matters, with Irene Mabbott, Paulette Afflick-Anderson and Liz Puddy speaking to the item.

Martin requested that **Michael Harper** provide feedback on the trial of virtual triaging in A&E. **Annette** proposed that Michael be asked to include this information at the end of his presentation at item 6 *Alternative Arrangements for Service Delivery during COVID and Beyond*. **Annette** agreed with this proposal.

Taking account of these matters the content of the proposed Agenda for the March meeting was **APPROVED**.

ACTION: **Jane** to confirm the Agenda with Sandi Carman.

4.2 Update from CoG Nomination and Remuneration Committee (NRC)

As Vice-Chair of the NRC **Steve Barks** provided an update on the Committee's recent business.

The NRC had met once since the last Forum meeting. The main focus of the NRC's work at the moment was the recruitment of a new non-executive director to replace Martin Temple whose one year extension, agreed by the Council of Governors, ended in June 2022.

The executive search agency to be used was Alumni Harvey Nash who had worked successfully with the Trust in some previous senior appointments. The NRC, which consisted of a mix of governors and was chaired by Annette, were meeting with the team put together by Alumni Harvey Nash for this NED appointment to hear how they would be going about ensuring their marketing of the role was diverse and inclusive of often under-

represented groups so that there was a top quality field of candidates to select from.

Steve said it was important to consider the views of the Council of Governors and he would be emailing a questionnaire to governors in due course.

Steve reflected on the important work of the auditors and Audit Committee referred to earlier by John O’Kane. He noted that John’s second term of office as a NED came to an end in September 2022 and, cognisant of the need for continuity given the recent appointment of new auditors to the Trust; new financial pressures and the developing landscape of integration, the NRC was currently considering a one year extension of John’s term of office, a proposal would be brought to CoG for ratification.

Annette left the meeting at this point.

5. Governors’ Forum Matters

5.1 Notes of the Governors’ Forum Meeting held on 18 November 2021 and Matters Arising

Martin referred to the draft Notes of the Forum meeting held on 18 November 2021. Following review the Notes were **AGREED**.

There were no matters arising not covered elsewhere on the Agenda.

5.2 Equality, Diversity and Inclusion (EDI)

5.2.1 Feedback from EDI Board

Joe said that he and **Martin** currently represented governors on the EDI Board and he went on to update the Forum on the EDI Board’s progress.

Joe reminded governors that EDI was a statutory obligation with commitments embedded in the NHS Constitution; it was about treating everyone fairly. He said that the Pandemic had highlighted disparities and inequalities in our communities.

Throughout the pandemic **Joe** said that the EDI Team and the EDI Board had been extremely busy and he highlighted some of the excellent achievements:

- Everything the Trust did had an equality impact assessment
- We now had:
 - New EDI Strategy
 - Behaviour at Work Policy
 - Race Equality Charter
 - EDI education and training sessions/packages and there would be EDI training sessions for governors
 - Reasonable Adjustment Policy
 - Reciprocal Mentoring Programme
 - Deaf Awareness and British Sign Language Training
 - Representative (Diverse) Recruitment Panels
- A Faith Group was being planned but four Staff Network Groups were already meeting:
 - Race Equality and Inclusion
 - Prouder LGBTQ+
 - STH Ability
 - Women

The Staff Network Groups had been given the time to do the work and also had some financial and administrative support.

Joe said that this list not exhaustive and he reflected that all this had been achieved during a pandemic, three lockdowns and an unprecedented vaccination programme.

There was a firm, supportive commitment to EDI across the organisation; the executive team had endorsed it and was looking to bringing changes; the establishment of the Staff Network Groups had signaled a clear principle of a bottom up approach and there was a comprehensive implementation plan to bring the policies into reality.

5.2.2 Feedback from meeting with Paula Ward and Sally Edwards

Martin reported on a meeting that he and Joe had attended with Paula Ward (Head of Organisational Development) and Sally Edwards (Head of EDI). The EDI training agenda had been discussed and Martin and Joe had agreed to assist in rolling this out. Further information would be provided when it became available. He also said that Paula and Sally were keen to discuss how governors could help to take EDI forward and proposed that they be invited, along with a representative from one of the Staff Network Groups, to a session with governors in the near future.

The Forum **AGREED** to hold an EDI session and Jane Pellegrina was asked to liaise with Paula to arrange this.

5.3 Proposal for a Governors' Forum Time Out

Martin said that it was timely for governors to consider the purpose; format; outcomes; etc of the Governors' Forum meetings and he proposed holding a Time Out. Although it was highly likely that the session would be held virtually, to encourage and enable input from **all** governors it was planned to hold some elements of the Time Out in virtual break out 'rooms' which could be facilitated on MS Teams. To stimulate debate a *starter* paper would be shared with everyone in advance of the Time Out. He said that Jane Pellegrina would shortly be circulating some proposed dates/times. To ensure that everyone's views were heard he hoped that as many governors as possible would join the session.

5.4 Governors' Involvement in Trust Committee and Workstreams

Sue Taylor said that after nine years she would be completing her final term of office as a public governor representing south west Sheffield on 30 June 2022 and would be stepping down from two Committees:

1. Patient Experience Committee (PEC)

Sue had been a member of PEC since 2016; George Chia and Steve Jones were also members. PEC met monthly, currently virtually, and unfortunately during the pandemic a significant number of PEC meetings were cancelled. PEC was a large Committee (around 40 members) chaired by the Deputy Chief Nurse, with attendees including a Deputy Medical Director, Deputy Nurse Directors from all Care Groups; a range of senior managers from across the Trust; representatives from Sheffield Healthwatch and NHS Sheffield CCG and three governors.

PEC contributed to ensuring that patients, their carers and relatives experienced a high standard of care and it also reviewed how patients felt about their experience of the Trust. It looked at the Trust's processes for handling and responding to complaints; oversaw the management of complaints and compliments; ensured there were systems in place to implement improvements as a result of complaints and that any learning was shared across the Trust. PEC was also responsible for supporting the Trust in achieving CQC regulatory

standards and could request reports or audits into aspects of patient experience and seek assurance from Directorates about actions plans and implementation in response to feedback from patients.

PEC was accountable to the Healthcare Governance Committee providing it with a monthly overview of activity and it could also escalate issues to the Trust Executive Group and Healthcare Governance Committee where appropriate.

Sue had enjoyed working on PEC and encouraged governors to express interest in joining the Committee when she stood down.

2. Pharmacy Management Board (PMB)

Sue had represented governors on the PMB since 2015. PMB met monthly, during the pandemic, and currently, via MS Teams, Sue attended quarterly when complaints were discussed. Sue said that, in addition to attending the PMB meetings, she had undertaken a range of other activities, eg carrying out a patient/user survey of the Boots pharmacy compared to the hospital pharmacy and she had presented her findings to the PMB.

Sue said that she had enjoyed participating in the PMB, she had felt included and her opinions were valued. The PMB were keen to have another governor join them when Sue stood down and she encouraged governors to consider expressing interest.

Martin thanked Sue for her informative updates and reminded governors to look out for an email from Jane about these two Committees in due course.

5.5 Elections to Council of Governors 2022

Jane Pellegrina referred to Paper E setting out the timetable for this year's elections along with the seats that would be elected to, the Paper was self-explanatory but she was happy to take any questions.

There were no questions and **Jane** asked governors who were affected to contact her to discuss arrangements for standing for re-election.

5.6 Update from Governors

Shirley Sherwood said that she was a member, and current Chair, of the Patient First Group, it consisted of patients/carers and governors. The Group had an important brief and had already looked at some significant topics. She said that the Trust was listening and views expressed by members of the Group were followed up. Following recent comments the Group would be reviewing in more detail issues around patient discharge. The Group met monthly (currently via MS Teams) and everyone was welcome. **Shirley** hoped that more governors would express interest and asked governors to get in touch with Jane or herself for more information.

6. Any Other Business

Martin reminded governors that the lead governor (Martin), deputy lead governor (Joe) and vice-chair of the NRC (Steve Barks) met informally every two months with Annette. Topics discussed were wide-ranging and he suggested that if there was anything that governors would like to be raised they should email him, Joe or Steve or Jane Pellegrina.

There was no further business to discuss.

7. Date of Next Meeting 12 April 2022