

UNADOPTED Minutes of a meeting of the Council of Governors
held in the Undergraduate Common Room, Medical Education Centre, NGH
Thursday 12 December 2024 at 12:00 pm

PRESENT: Dean Royles (in the Chair)

PATIENT AND PUBLIC GOVERNORS

Steve Barks	Sally Craig	Nazia Khan	Shirley Sherwood
Steve Bell	Mark Dixey	Melvin Ness	Jim Steinke
Marion Billingham	Steve Jones	Joe Saverimoutou	Chris Sterry
Tony Clabby	Janet Jenkinson	Harold Sharpe	Gordon Wordsworth

STAFF GOVERNORS

Esther Buckland	Liz Puddy
-----------------	-----------

PARTNER GOVERNORS

None

PARTICIPANTS

Ashley Blom	Non-Executive Director
Sandi Carman	Assistant Chief Executive
Kirsten Major	Chief Executive
Michael Harper	Chief Operating Officer
Julie Phelan	Communications and Marketing Director
Maggie Porteous	Non-Executive Director
Toni Schwarz	Non-Executive Director
Shiella Wright	Non-Executive Director

IN ATTENDANCE

Jane Pellegrina	Membership Manager (Minutes)
Folakemi Olagoke	Business Support Officer

APOLOGIES – GOVERNORS

Paulette Afflick-Anderson	Michelle Cook	Cressida Ridge	David Warwicker
Ajman Ali	Andrew Hartley	Julie Taylor	Paul Williams
Janice Byrne	Felister Heeley		

APOLOGIES – NON-EXECUTIVE DIRECTORS

Sonia Gayle	Annette Laban	Francis Patton	Ros Roughton
Ann Harris			

MEMBERS OF THE PUBLIC

None

COG/24/55

Welcome and Apologies

Dean Royles said that Annette Laban was very sorry to be missing today's meeting, unfortunately she had broken her shoulder. Dean explained that he would be chairing and welcomed everyone to the meeting. Governors expressed sympathy and wished Annette a speedy recovery. Dean also highlighted that apologies had been received from two recently appointed Non-Executive Directors who had prior commitments arranged before their appointment.

The above apologies were noted.

The meeting was confirmed as quorate.

COG/24/56

Declarations of Interest

Dean Royles declared a new interest as a Trustee of the Healthcare People Management Association and described the nature of the organisation.

Steve Barks declared his interest in the item to ratify a new Lead Governor, Steve would leave the meeting during discussion of this item.

There were no further declarations of interest.

COG/24/57

Minutes of the Meeting of the Council of Governors held on 10 September 2024

The Minutes of the meeting of the Council of Governors held on 10 September 2024 were **AGREED** and **APPROVED** as a correct record of the meeting.

Steve Barks left the meeting at this point.

COG/24/58

To Ratify the Election of a Lead Governor

Sandi Carman referred to Paper B, she explained that the established process to select a new Lead Governor was undertaken during July and September 2024. Three eligible individuals had expressed interest leading to a confidential ballot among all Governors, at the conclusion of the ballot Steve Barks had received the highest number of votes. The Council of Governors was now being asked to ratify the appointment of Steve Barks as Lead Governor.

The Council of Governors **RATIFIED** the appointment of Steve Barks as Lead Governor of the Council of Governors for a three year term of office to run concurrently with this term of office as a Governor with immediate effect.

Steve Barks returned to the meeting.

Steve Barks thanked Governors for their confidence in him and acknowledged the impact of the outgoing Lead, Steve Jones, highlighting how he had made the Forum more inclusive. As the new Lead Governor Steve Barks wanted to build on this, ensuring the Council of Governors continued to move forward with a unified voice.

Steve Jones thanked Steve Barks for his generous words and encouraged him to keep up the momentum. He thanked everyone for their support while he was Lead Governor.

Chief Executive's Report

Kirsten Major reported that the Chief Medical Officer (Development) and the Chief Medical Officer (Operations) both intended to retire at the end of February 2025. The recruitment process for both positions was well underway with results to be announced soon. Kirsten said that these departures would be a significant loss to the Trust.

Overview of the Connect Electronic Patient Record Programme

Kirsten reported that the decision to defer go-live with the new EPR as planned on 14 October 2024 was made when it became clear that not all the criteria for a successful launch had been met. The launch was postponed to allow more time for preparation and the Trust was now re-planning for go-live in 2025. The revised date would be announced as soon as possible but it would not be before 31 March 2025.

Maternity Safety Support Programme (MSSP)

Kirsten reported that written confirmation had now been received of the Trust's formal exit from the MSSP. She thanked staff for their dedication and hard work in driving meaningful improvements for patients and families.

NHS 10 Year Plan

Kirsten said that the NHS long term plan delivery framework focused on high quality patient centred care; service integration; workforce development; digital transformation; prevention and public health and financial stability. Several events had been held highlighting the consultation. Kirsten was a member of an Enabler Workstream Group for Accountability and Oversight which held its first meeting on 25 November and was meeting again on 16 December 2024.

Awards

Kirsten provided an update on recent awards, highlighting the staff Long Service Awards held on 20 November 2024. Kirsten also reported on the Trust's annual Thank You Awards held on 20 November. She thanked the Governors who contributed to the judging process and those who attended the ceremony.

The following points were highlighted during the discussion that followed:

Responding to Jim Steinke's question about measures to prevent issues in Maternity Services recurring, Kirsten said that internally Obstetrics, Gynaecology and Neonatology had become a standalone care group which had been successful. A Maternity and Neonatology Improvement Board chaired by Kirsten had been established and Ros Roughton (NED) had been appointed as Maternity Champion. The Board received monthly reports on key metrics. She also highlighted external assurance, noting that for the first time in nearly five years STH would be compliant with the Clinical Negligence Scheme for Trusts, leading to a discount on the Trust's insurance premium. Jim thanked Kirsten for her comprehensive response and commenting on the greatly improved position, proposed a wider communication of the measures and improvements to provide assurance.

Melvin Ness inquired about any potential consequences of postponing the EPR go-live date. Kirsten said that negotiations with the supplier were underway and a revised go-live date would be determined and communicated before Christmas.

In response to Sally Craig's query about staff training following the postponement of

EPR go-live date Kirsten said that timing was key and training was on hold.

Regarding the Thank You Awards Tony Clabby mentioned that he found judging the Awards to be an uplifting experience and requested that the final results be shared with Governors. Kirsten said that Julie Phelan would arrange this.

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

COG/24/60

Feedback from Annual Members' Meeting

Referring to Paper C Steve Barks said he would take this as read unless there were any questions

There were no questions from Governors regarding the Annual Members' Meeting.

COG/24/61

Membership Engagement Committee Update

Jim Steinke, Chair of the Membership Engagement Committee (MEC), reported on a meeting of MEC held on 5 November 2024, highlighting good progress and great enthusiasm from MEC members. To keep everyone informed Jim said the MEC meeting Notes were being circulated to all Governors not just to MEC members.

He emphasised that engagement was everybody's business. It was important to encourage new people to come forward to become Members and it was essential to keep refreshing the membership to ensure a good turnout and a strong pool of candidates for the Governor elections

Governors had attended a wide range of community events during the summer which had provided opportunities for many useful conversations and contacts with members of the public. Jim thanked Governors who had participated and encouraged others to get involved. The community events would begin again in spring 2025. Additionally, there had been successful contacts with the STH Volunteers' team with a good number of volunteers also choosing to become Members.

There were no questions from Governors regarding the Membership Engagement Committee.

COG/24/62

Winter Plan Update

Michael Harper referred to Paper D and also gave a presentation. Michael reported that operationally 2024 had been another difficult year with high bed occupancy throughout the summer months and continued utilisation of surge capacity. He said that looking at the regional context and building on national guidance the Trust anticipated the usual seasonal increase in bed requirements and was continuing to fund winter schemes and existing projects to maximise patient flow through the organisation. A Rising Tide and Full Capacity Protocol provided for the elective and cancer pathway to be maintained for as long as possible.

Michael said that, in addition to adverse weather conditions and the expected increased levels of demand, there were other key risks to be managed through the winter including waiting in Accident and Emergency and ambulance handovers, managing delays caused by increasing numbers of patients with no criteria to reside; the increased level of respiratory viruses across acute and community services and workforce health and wellbeing with an increased risk of staff absence and the risk to the elective and cancer pathways recovery.

There was £3.73 m funding to support non-recurrent winter schemes, including the establishment of two winter wards, additional medical, pharmacy and facilities support (particularly out of hours); additional transport to support patient flow and discharge; staff vaccination programme and capacity to undertake increased point of care for testing for COVID and flu.

The winter plan allocated funding for 58 additional beds, with the potential to expand to a total of 188 additional beds, representing the highest additional capacity we had ever had. The Full Capacity Protocol would be enacted when 188 beds were in use, organisational command and control would be crucial and provide a link with partners. Silver Command would be established to oversee the Full Capacity Protocol with Gold Command implemented if recovery objectives set by Silver Command were not met, which included co-ordinating with City partners. Several decisions regarding opening beds would require Chief Executive Officer approval.

Concluding Michael said the winter plan was well rehearsed and built on each year, aligning with the broader Place-based plan. Winter funding was mainly allocated to additional beds with further unstaffed and unfunded beds available. There were risks to other Trust objectives associated with the response to winter and there were wider financial implications if the allocated winter funding was exceeded.

During discussion the following points were highlighted:

Responding to Steve Barks' query about a strategy for communicating with patients and the public during times of significant pressures, Julie Phelan said there would be separate internal and external comms.

In response to Liz Puddy's comment about the challenges of using the Theatre Admission Unit as a surge ward Michael emphasised that the decision to use this area was reserved for the Chief Executive Officer.

Jim Steinke asked about the uptake of COVID and Flu vaccinations. Kirsten said that vaccination rates had been worryingly low both nationally and among our staff.

Responding to Steve Jones' question regarding the likelihood of the Trust facing a critical incident Michael explained that the Trust had proactively addressed winter as a business continuity event with extensive planning in place to help manage any unexpected events.

In response to Steve Bell's question regarding patients with no criteria to reside, Michael said that across the Trust during the summer there had around 200 such patients, as part of broader Place and System based plans the Trust was working with partners to maintain these numbers over the winter, aiming for a reduction in spring 2025.

There were no further questions from Governors on the Winter Plan Update.

COG/24/63

Committee Chair Updates

Dean Royles said that the reports from Board Committee chairs circulated with the agenda provided a summary of the key discussions and outcomes of the Committee meetings and would be taken as read but that Non-Executive Directors would also provide a short verbal update from each Committee following which there would be an opportunity for detailed discussions on individual tables.

Finance and Performance Committee Update – Maggie Porteous, Finance and Performance Committee Chair

Maggie Porteous reported that the Trust had reverted to Tier 1 Performance Management Arrangements due to the issue of 65 week waits for electives and diagnostics procedures, she said plans were in place to address this. With significant and ongoing actions to address challenging cancer waiting times it was encouraging to see improved performance. At 30 September 2024 the Trust's financial position was £12.5m below plan. However, with the impact of the financial recovery plan there was an improvement in months six and seven which continued into month eight

During the discussion that followed these points were highlighted:

Steve Jones said it was encouraging to see the improved position on cancer waiting times.

In response to Tony Clabby's query about the current variance from plan Maggie said the deficit had reduced to £9m.

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

People Committee Update – Shiella Wright, People Committee Chair

Shiella Wright reported that the Committee had reviewed and was satisfied with the bi-annual nursing workforce report, the Chief Nurse also provided assurance regarding nursing and midwifery staffing in relation to preparedness for winter.

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

Quality Committee Update – Toni Schwarz on behalf of Rosamond Roughton, Quality Committee Chair

Toni Schwarz confirmed that the Committee had received and approved the learning disabilities strategic vision and action plan. Additionally, there had been deep dives into various areas, including a review of interpreter services which revealed some inconsistencies and an insightful evaluation of community nursing services which highlighted an impressive 36,000 visits per month, with 38% of the activity centred around support for insulin dependent people.

During the discussion that followed Mark Dixey asked whether interpreter services were provided by an external agency. Michael Harper explained that the Trust was part of a South Yorkshire-wide contract currently under review, he was confident the review would lead to an improved service in future.

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

Audit Committee Update – Shiella Wright on behalf of Ann Harris, Audit Committee Chair

Shiella Wright reported that the Committee had received six audit reports, with three providing significant assurance, one moderate assurance and two limited assurance, the executive leads assured the Committee that actions were being taken regarding the latter. Shiella also reported on a policy compliance review; noting that while policies continued to be updated the Committee expressed concern that considerable work remained. She also noted a review of the Board Assurance Framework with further development work required to align operational and strategic risks.

During discussion Tony Clabby asked about concerns regarding the policy compliance review. Shiella said the backlog was being prioritised. Kirsten Major acknowledged this was a challenging situation and said that a number of steps were being made to address it.

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

Digital Committee Update – Dean Royles on behalf of Ros Roughton, Digital Committee Chair

Dean Royles reported that the Committee's primarily focus was on readiness for the EPR go-live, with the whole Board ultimately deciding on postponement. Additionally, there had been a review of cyber security which remained a risk.

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

Research and Innovation Committee Update – Dean Royles, Research and Innovation Committee Chair

Dean Royles said that the Committee reviewed the research strategy implementation plan outlining six pillars that had guiding the action plan's development. An updated research and innovation metric had also been presented with agreement to focus on setup time and time to recruit. An update on the Academic Health Partnership was also received.

There were no questions from Governors on the Research and Innovation Committee update.

COG/24/64

Partnership and System Update

Acute Federation Board Meeting Update

In Annette Laban's absence Sandi Carman referred to Paper J circulated with the agenda and said this would be taken as read unless there were any questions from Governors.

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

Health and Care Partnership

Sandi then referred to Paper J circulated with the agenda and said this would be taken as read unless there were any question from Governors.

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

Integrated Care Board (ICB) Update

Sandi then 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/24/65

Table Discussion

Dean said that this section of the meeting was for discussion and reflection on individual tables.

COG/24/66

Group Plenary Session

These were some of the points highlighted:

- The People Committee were aware of the concerns some medical students had expressed through their survey regarding their experiences on placements.
- It was encouraging to see an improved interim response rate to the Staff Survey which would provide a larger data set to work with.
- The poor uptake of vaccines in the community and amongst our staff was concerning both now and for the future.

COG/24/67

Governors' Matters

(a) Governors' Forum Meeting update 12 November 2024

Steve Barks, Lead Governor, reported on discussions at the last Forum meeting, noting an encouraging introduction to Sonia Gayle who was recently appointed as a NED. Francis Patten, also recently appointed as a NED, would be invited to attend the next meeting. Some Governors shared their experiences of participating in PLACE audits. It was proposed to extend Forum meetings for more in-depth discussions and Governors were invited to provide feedback on the proposal. The 2025 meeting dates were noted.

There were no comments or queries from Governors on the Governors' Forum meeting update.

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

Steve Barks, Vice Chair of the Council of Governors' Nomination and Remuneration Committee (NRC), reported on the NRC's activities since the last meeting. The Committee's Terms of Reference had been reviewed. Chair and Non-Executive Director remuneration had also been reviewed with a recommendation from the NRC being presented to CoG in private later in the meeting. The process to appoint a new Chair had been agreed and was underway, with the candidate information brief, role advertisement and a link to the recruitment microsite to be shared with governors. The application deadline was 20 February and interviews were scheduled for 27 March. Governors and other stakeholders would be invited to participate in an on-line stakeholder panel session on 26 March 2025. The interview panel's recommendation would be presented for approval at the Council of Governors meeting on 3 April 2025.

There were no comments or queries from Governors on the report from the Nomination and Remuneration Committee.

COG/24/68

Review of Council of Governors' Nomination and Remuneration Committee Terms of Reference

Sandi Carman referred to Paper K, she said the Council of Governors' Nomination and remuneration Committee (NRC) reviewed its Terms of Reference annually, the proposed amendments for ratification today aimed to improve clarity; eliminate duplication and remove duties outside the NRC's remit. Additionally, it was agreed to reduce the number of Appointed Governor seats on the Committee from two to one, re-categorising it as a Public/Patient Governor seat. Also quoracy requirements were adjusted, reducing the number of members needed from five to four with at least two attendees required to be Public/Patient Governors.

There were no comments or queries from Governors on the review of the NRC's Terms of Reference.

The Council of Governors' **RATIFIED** the amendments to the Terms of Reference approved by the Council of Governors' Nomination and Remuneration Committee following a scheduled annual review on 27 November 2024.

COG/24/69

2025 Meeting Dates

The Council of Governors **NOTED** the proposed meeting dates for 2025:

Thursday 3 April
Thursday 26 June
Wednesday 1 October
Wednesday 17 December

COG/24/70

Matters Arising and Action Log

Sandi Carman referred to the Action Log at Enclosure M.

It was **NOTED** that at Action 38 a substantive item on Cancer would be brought to the first meeting in 2025.

Matters Arising

Steve Barks thanked executive colleagues for their excellent presentations at today's and previous meetings in 2024 and thanked NEDs for their contributions. He said that Governors valued the opportunity for discussion, however, he expressed some concern about the level of apologies received. With the Council of Governors being the primary forum for Governors to hold NEDs to account, and with only four Council of Governors meetings annually, he stressed the importance of communicating the expectation for Governors and NEDs to attend. Governors concurred.

There were no further matters arising.

The following item is confidential for Council of Governors members and relevant officers directly involved in the matter. Steve Barks, Vice-Chair of the Council of Governors' Nomination and Remuneration Committee took the chair.

COG/24/71

Remuneration Report from Council of Governors' Nomination and Remuneration Committee

Sandi Carman referred to Paper N presenting a recommendation from the NRC following a review of the level of remuneration of the Chair and Non-Executive Directors for discussion and ratification by the Council of Governors.

Steve Barks reported that the NRC had discussed this matter in detail at two meetings on 27 November and 9 November. The review was guided by the requirement to comply with relevant legislation, regulation and Trust policy in all respects while determining appropriate levels of remuneration to attract, retain and motivate individuals without compromising cost effectiveness. The current review was conducted within the context of an increasingly challenging strategic and operating environment along with an upcoming recruitment process for the position of Chair.

Following significant discussion the NRC had agreed to recommend to the Council of Governors an increase in the remuneration of the Chair to £70,000 per annum backdated to 1 April 2024 with immediate effect.

Following lengthy, detailed discussion by the Council of Governors a vote was held. Ten governors voted to accept the recommendation, there was one abstention and two governors voted against the recommendation.

Therefore the Council of Governors **RATIFIED** the **RECOMMENDATION** of the Council of Governors' Nomination and Remuneration Committee that the remuneration of the Chair be **INCREASED** to £70,000 with immediate effect backdated to 1 April 2024.

The Council of Governors **NOTED** that, as the Trust was not compliant with national guidance, this would be reported in the Trust's Annual Report and Accounts.

The Council of Governors **RATIFIED** the **RECOMMENDATION** of the Council of Governors' Nomination and Remuneration Committee that the remuneration of the Non-Executive Directors should remain unchanged.

Signed:
Chair

Date:.....