

Council of Governors
 2.00pm to 4.30pm, Tuesday 13 December 2022
 Via Lifesize Video Conferencing

Part One Agenda – Open Meeting

1. Formalities		2.00-2.05	Chair
a) Welcome	Verbal		
Apologies for Absence: Steve Hussey			
b) Declarations of Interest	Verbal		
c) Minutes of Council of Governors Part One Meeting 10 October 2022	Enclosure		
d) Actions and Matters Arising from those Minutes	Enclosure		
2. Chief Executive's Report Q2 To receive	Enclosure	2.05-2.25	Nick Johnson, Interim CEO
3. Finance Report Q2 To receive	Enclosure	2.25-2.40	Chris Hearn, Chief Finance Officer
4. Governance Items: a) Committee Terms of Reference	Enclosure	2.40-2.45	Trevor Hughes, Head of Corporate Governance
5. Ockenden Update including NED Feedback from Eiri Jones	Verbal and Questions	2.45-3.15	Jo Hartley, Head of Midwifery Lindsey Burningham, Maternity Governance Lead Eiri Jones, NED
6. Governor Matters a) Signage around the hospital b) Governor attendance at meetings To be covered in CEO report: c) Waiting lists – data breakdown and forecasts d) Plans for Royal College of Nursing Strikes e) Cost of post-operative treatment f) Patients returning to A&E g) PCR testing before discharge to care home h) Discharge procedure	Verbal	3.15-3.20	Kathryn Harrison Kathryn Harrison Mike Byatt Sarah Carney Sarah Carney Sarah Carney Sarah Carney Sarah Carney



7.	NED Feedback <ul style="list-style-type: none">Margaret Blankson – Agency Spend	Verbal	3.20-3.35	Margaret Blankson
8.	Feedback from Membership Development Committee (Dec) To receive	Verbal	3.35-3.40	Kathryn Harrison, Membership Development Committee Chair
	Date of Next Public Meeting: Council of Governors, 2pm on 13 February 2023 and meeting closes		3.40	

Council of Governors Meeting: Part One Dorset County Hospital NHS Foundation Trust

Minutes of the meeting of Monday 10 October 2022
via Lifesize Video Conferencing

Present: Mark Addison (Chair)

Public Governors

Simon Bishop (East Dorset)
Sarah Carney (West Dorset)
Judy Crabb (West Dorset)
David Cove (West Dorset)
Kathryn Harrison (West Dorset) (Lead Governor)
Steve Hussey (West Dorset) (until CoG22/063)
Stephen Mason (Weymouth and Portland)

Staff Governors

Tony Petrou

Appointed Governors

Tony Alford (Dorset Council)
Terri Lewis (Age UK)
Davina Smith (Weldmar)

In Attendance: Abi Baker (Deputy Trust Secretary) (minutes)
Claire Abraham (Deputy Director of Finance) (CoG22/058)
Ruth Gardiner (Interim Chief Information Officer) (CoG22/059)
Trevor Hughes (Head of Corporate Governance)
Nick Johnson (Interim Chief Executive Officer) (from CoG22/061)
Stuart Parsons (Non-Executive Director)
Stephen Tilton (Non-Executive Director)

Apologies: Tracy Glen (Staff Governor)

CoG22/053 Welcome and Apologies for Absence

The Chair welcomed everyone to the meeting via Lifesize videoconferencing.
There were apologies from Tracy Glen.

The Chair welcomed Terri Lewis, who had recently taken on the role of Appointed Governor for Age UK.

CoG22/054 Declarations of Interest

The Chair reminded governors that they were free to raise declarations of interest at any point in the meeting should it be required.

Outstanding care for people in ways which matter to them

- CoG22/055 Minutes of the Previous Meeting held on Monday 9 May 2022**
The minutes of the previous meeting held on Monday 9 May were accepted as a true and accurate record.
- CoG22/056 Actions and Matters Arising**
CoG22/027 and CoG22/009: Noting the relaxed guidance around Covid-19, the Chair requested that these two actions be followed up.
- All other items on the actions list were noted as complete and to be removed from the log. There were no matters arising from the minutes.
- CoG22/057 Governance Items:**
a) Notification of Lead Governor Selection
The Chair drew the governors to the previously circulated paper outlining the recent lead governor selection process and noted that the governors had selected Kathryn Harrison as Lead Governor for a term of one year from 1 October 2022. He welcomed Kathryn to the role and thanked David Cove for his service.
- CoG22/058 Finance Report Q4**
The Deputy Director of Finance (DDOF) drew governors' attention to the previously circulated report detailing the Trust's financial performance in quarter one of 2022/23. She highlighted that the Trust had submitted the Operational Plan at the end of April 2022 with a deficit plan of £17 million. Following this, NHS England/Improvement (NHSE/I) had required all Trust to resubmit their plans, with a focus on delivering increased activity within a break-even position. Work continued with the divisions to identify efficiency savings and the Chief Executive Officer (CEO), Chief Finance Officer (CFO) and members of the Transformation Team were closely involved with this work. The Trust had identified 83% of the efficiencies target, with 36% delivered in the financial year to date. Noting pressures such as increasing inflation and operational hospital pressures, the DDOF commended the dedication of staff in continuing to identify potential efficiencies.
- In response to a Governor matter raised regarding the current and projected fuel costs, the DDOF highlighted that the Operational Plan included £0.5 million contingency for the expected increase in gas and utilities. However, given the current rate of inflation the Trust was seeing an additional increase of £250,000 in the current financial year. This was reported on a monthly basis to NHSE/I. Asked about initiatives to reduce the Trust's fuel costs, the DDOF would seek an update from the Strategic Estates team.
- ACTION: CA**
- The Council reflected on the challenging financial position, the added stress this would cause staff looking for efficiency savings, and the potential risks of the position. The DDOF confirmed that the quality and safety impact of all potential cost improvement plans were assessed by the Chief Nursing and Chief Medical

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Officers. All possible options would be explored, and the Trust was doing all it could to spend its money as effectively as possible. There would be further finance discussion later in the meeting with an update on the Finance Sub-Group.

CoG22/059

Dorset Care Record

The Chair welcomed Ruth Gardiner, Interim Chief Information Officer (CIO), to the meeting. The CIO shared a presentation, outlining the background, partner organisations, and benefits of the Dorset Care Record (DCR) which provided a consolidated view of health and care information from a range of Dorset organisations. GP records were now included in the DCR which provided a wealth of information to colleagues accessing the system and reduced the number of times patients had to repeat information to different members of staff. The initiative had been further extended by allowing some organisations to view a patient's record, even if they did not contribute to the content. This included Yeovil Hospital and Dorset pharmacies. The CIO noted the challenges with getting information from the two Dorset Local Authorities and that work continued to encourage the sharing of the necessary information.

The Trust was leading the field on the patient portal element of DCR, "MyDCR" with 500 patients in the pilot group. The portal allowed patients to access clinic letters and additional functionality such as diary planning and meal planning. There was no launch date for MyDCR yet.

In response to questions from the Governors, the CIO noted that clinicians were not required to enter any data to in DCR, as the information was pulled from existing clinical systems. Additionally, assurance was provided that the system was as cyber secure as possible. While there would always be potential threats to cyber-security, there were robust systems in place to mitigate the risk. The CIO further noted that MyDCR did not allow two-way communication between patients and clinicians.

Tony Alford added that Dorset Council was keen to contribute to the DCR and offered his support if the DCR team were struggling to progress this.

Post meeting note: The CIO confirmed that while in the pilot phase MyDCR was not available via the NHS app but would be once it was fully rolled out.

CoG22/060

Governor Matters

a) Draft Code of Governance

David Cove had raised the matter prior to the meeting of the Draft Code of Governance, asking 'on p6 para 1.3 it states "in this code, we bring together the best practices of the NHS and private sector". In the next para 2 2.1 it states "The new Health and Care Bill 2022 will remove legal barriers to collaboration and integrated care". On their own, each statement sounds laudable. Together, do they give the green light to the privatisation of the NHS?'.

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The Head of Corporate Governance (HoCG) explained that the Draft Code of Governance related to best practice in corporate governance in both the NHS and private sector and aimed to strengthen and improve governance practice across the NHS. Furthermore, the legal barriers referenced relate to the fact that previously there was no statutory basis for the Integrated Care Systems (ICSs) to exist. The 2022 Health and Care Act put ICSs on a statutory footing by establishing the ICPs and ICBs in the legislation.

CoG22/061

NED Update

The Chair welcomed Stuart Parsons and Stephen Tilton, Non-Executive Directors (NED) to the meeting. He reminded governors the aim was for two NEDs to attend each of the Governor Working Group and Council of Governors' meetings, to support governors in their statutory role of holding the NEDs to account for the performance of the Board.

Stuart Parsons and Stephen Tilton – Finance Sub-Group

Stephen provided the background to the Finance Sub-Group which had been established in recent months. The Trust's financial position was reviewed each month at Finance and Performance Committee (FPC) but given the financial constraints at present further scrutiny was required to provide the NEDs with appropriate assurance. The group met each month and had a wide remit to undertake deep dives into anything they wished to review in detail. In order to avoid a conflict of interest with Stephen as chair of FPC, Stuart chaired the Finance Sub-Group.

Stuart outlined the content of the meeting, noting that both divisions attended to provide updates on their cost improvement plans and the group asked probing questions to deepen their understanding of the financial position. The group was relatively new, with its third meeting scheduled for this week, and to date had focused on the high level of agency spend. The group allowed for a greater level of challenge and in turn more in-depth discussions which facilitated plans to address those issues. This would allow the Trust to deliver the best overall financial position.

Kathryn Harrison recognised the useful work being undertaken by the group but asked whether this should be done in FPC. The committee it seemed did not have time for it. If that was the case, were there other areas that needed further scrutiny? Stephen reflected that the current financial landscape necessitated a greater level of scrutiny, and the formation of the group was just one way that this could be achieved. In terms of other committees, Stephen noted that Quality Committee was able to examine all matters sufficiently. HoCG added that each committee reviewed their effectiveness on an annual basis and any such concerns would be raised there.

CoG22/062

Feedback from Membership Development Committee (June and Sept)

Kathryn Harrison, Chair of the Membership Development Committee (MDC)

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provided an update on public engagement session she and Sarah Carney had held in Coffee #1 in Dorchester. They were able to speak to and gain feedback on the hospital from members of the public. This had proved to be very successful, and they had been able to recruit a few new members. A further event would be held at Coffee #1 in Bridport on 16th November and any governors were welcome to join.

Kathryn and Stephen Mason had also attended an event run by Weymouth Council in order to promote membership of the hospital. Finally, the committee intended to hold a stand within the Trust in order for them to meet and talk to visitors. Further details about this would follow.

The Chair thanked the committee for their work. He noted the importance of the role Governors led in connecting the Trust with the communities it served.

CoG22/063

Chief Executive's Report Q1

The CEO drew the governors' attention to the previously circulated report which detailed the Trust's performance in the first quarter of 2022/23. He highlighted that the Trust had just come to the end of 'Thank You Fortnight' which was an opportunity to thank staff for their hard work and had been well received. The Trust continued to see significant pressures, primarily driven by the number of patients with no reason to reside; at times in recent weeks this had been over 100 patients. The Trust was currently focusing on three key areas; preparing for winter, reducing the number of patients waiting the longest for treatment, and delivering the cost improvement plan. The CEO further updated that the Trust had secured £14.5m of capital to extend the South Walks House outpatient assessment centre.

Tony Petrou noted the positive impact that Thank You Fortnight had made, and suggested it was extended to a month next year. The CEO would take this suggestion forward.

Asked about the cancer waiting list, the CEO reported that cancer referrals had increased by a third compared to a year ago and the Trust continued to work to improve patient pathways.

Steve Hussey left the meeting.

Simon Bishop recognised that the Trust was performing well under pressure but that it struggled to meet national key performance indicators. Simon asked how those two positions married up. The CEO accepted that the Trust was not meeting some national standards, but neither was the majority of the NHS as a result of the pandemic and long-term underfunding. The Trust was about to launch a balanced scorecard which would reflect more balanced metrics, such as the reduction of the 104 week and 78 week waiting lists, quality metrics and ambulance handover times, which the Trust continued to perform well in.

Noting the Royal College of Nursing strike ballot, Simon Bishop asked if the Trust

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had the right number of nurses to ensure that there would be no risk to patients. The CEO noted that the NHS was short 100,000 registered nurses due to underinvestment in training places. However, the Trust made sure that the right ratios of staff to patients was maintained. The CEO recognised that agency spend was high but that this was to maintain patient safety when substantive staff were unavailable. The Trust was being as proactive as possible in recruiting nurses and Health Care Assistants both nationally and from overseas.

The CEO provided a brief update on the multistorey car park, noting that it was currently open only to staff, due to an issue with the IT system. Parking charges for staff remained suspended until the end of the financial year, when its position would be reviewed.

The council briefly discussed the level of attendance at governor meetings, which could at times be lower than hoped. The Chair would further review Governor attendance and report back to Kathryn Harrison.

ACTION: MA/AB

CoG22/064

Chair's Closing Remarks and Date of the Next Meeting.

The next Council of Governors meeting open the public was scheduled for 2pm on Tuesday 13 December 2022, venue to be confirmed.

The Chair thanked everyone for their attendance and closed the meeting.

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Council of Governors Meeting – Part One

Presented to the meeting of 13 December 2022

Meeting Dated: 10 October 2022				
Minute	Action	Owner	Timescale	Outcome
CoG22/058	An update to be received from the Strategic Estates team on the initiatives being undertaken to reduce the Trust's fuel costs	CA	December 2022	
CoG22/063	Governor attendance at meetings to be reviewed.	MA/AB	December 2022	
Meeting Dated: 09 May 2022				
Minute	Action	Owner	Timescale	Outcome
CoG22/027	The option of governor hospital walk-rounds starting is to be explored.	MA/LB AB	December 2022	On hold due to current national COVID restrictions for healthcare settings.
Meeting Dated: 14 February 2022				
Minute	Action	Owner	Timescale	Outcome
CoG22/009	The Head of Corporate Governance to check with the human resources team that DBS checks are not required for governors.	TH	December 2022	Update: this item has been put on hold as governors have not been on site due to current national COVID restrictions for healthcare settings. Recruitment and the corporate team are looking into best practice on this issue and



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Dorset County Hospital

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				will come back to governors outside the meeting with an update in the autumn.
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Actions

Title of Meeting	Council of Governors
Date of Meeting	13 December 2022
Report Title	Chief Executive's Report, Quarter 2 – 2022/23
Author	Laura Symes, Corporate Business Manager to the CEO
Responsible Executive	Nick Johnson, Interim CEO

1.0 Introduction

This quarterly report provides a detailed overview of how the Trust is performing against the key operational, quality, and workforce standards and progress being made against the Trust Strategy.

2.0 Operational Performance

Our Emergency Department continues to experience an increase in attendances, seeing a 5.75% increase when compared to 2019/20 (pre-COVID). This translates to 1,739 more patients through ED in the first 7 months of 2022/23 than in 2019/20. ED attendances in October have been unusually high at 10.37% more than in October 2019 and 236 more patients than the previous month. Admissions from the Emergency Department have decreased. Year to date DCH has admitted 1,315 fewer patients via ED, compared to the same period in 2019/20.

Performance against the 4-hour standard in October 2022 was 68.70%; an improvement of 0.36% compared to the previous month. In October, 23.21% of the Trusts beds were occupied with patients who were medically fit for discharge, this compares to the high of 35.89% in June 2022 and is at the lowest level since March 2021.

Ambulance handover delays are a major contributing factor to the under performance of the ambulance response times. There are three, contractual standards for ambulance handover delays, these are:

- 65% of all ambulance handovers to take place within 15 minutes
- 95% within 30 minutes
- None more than an hour

In October, DCH achieved 68.05% of all handovers in 15 minutes, 85.38% in 30 minutes and 95 handovers were delayed by more than an hour. Ambulance handover delays at DCH, when compared to all providers Regionally, is performing well and not considered in need of regional intervention or support.

The Referral to Treatment standard was not met for October 2022, with 55.49% of patients being treated within 18 weeks. The total waiting list decreased by 330 patients compared to the previous month; the total waiting list size is 1,699 patients larger than the 2022/23 trajectory. The 2022/23 planning guidance requires the Trust to have no patients, waiting over 78 weeks for treatment at the end of 2022/23. The Trust is now delivering trajectory, with a reduction of 354 patients waiting over 78 weeks since April 2022 and 46 better than plan. The trust is on track to achieve the trajectory.

Locally, DCH have submitted a commitment to deliver zero 104+ week breaches by the end of September and the inability to meet the required standard was discussed with Regional colleagues in advance. As DCH had demonstrated consistent reduction in the number of 104 week patients and had treatment plans for the remaining 6 in November, Region were comfortable with the DCH position.

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Referral volumes year to date at the end of October 2022, are at 96.84% of 2019/20 levels, this is inclusive of cancer 2 week wait demand. For the financial year of 2022/23, the clock stopping target has increased to 104% of 2019/20. A clock stop is where the patient is either treated or discharged and therefore is no longer on the incomplete waiting list. The follow up backlog (patients not on an open RTT clock) has increased by 77 patients in October 2022, with 11,961 patients waiting past their clinical to be seen date. This is 397 patients fewer than in March 2022.

In October 2022, 54.46% of patients with an ethnicity code A-C, patients who identify as white, were treated within 18 weeks with the longest waiter being at 111 weeks and the average weeks wait to treatment was 20.18 weeks. 55.20% of patients with an ethnicity code D-S, patients who identify as a person of colour, were treated within 18 weeks. The longest waiter was at 99 weeks and the average weeks wait to treatment was 19.59 weeks. There are 221 patients in the D-S ethnicity category (non-white), which makes up 1.17% of the total waiting list.

In October 2022, 66.94% of patients with an ethnicity code A-C had their diagnostic procedure completed within 6 weeks. The longest waiter was 52 weeks and the average wait to procedure was 5.02 weeks. 64.41% of patients with an ethnicity code D-S have had their diagnostic procedure completed within 6 weeks, the longest waiter was 20 weeks and the average time to procedure was 4.97 weeks. There are 59 patients in the D-S ethnicity category (non-white), which makes up 1.02% of the total waiting list.

There are 170 patients on the waiting list with a learning disability flag. 52.94% of these patients have been treated within 18 weeks in October 2022, this compares to 55.51% for patients without a learning disability flag. There are 28 patients on the diagnostic waiting list with a learning disability flag, this equates to 0.48% of the waiting list. 67.86% of these patients have had their diagnostic procedure within 6 weeks in October 2022, this compares to 67.03% for patients without a learning disability flag.

The percentage of outpatient activity the Trust has delivered virtually has consistently been above 20% since September 2022, with 23% of all outpatient activity in October being delivered virtually. This puts us on track to deliver the required target of 25% by March 2023.

Patient initiated follow ups enable the patient to activate a follow up appointment, post treatment, if it is required, rather than one being automatically booked for the patient. This is only offered where clinically appropriate and following consultant led, pathway re-design. The 2022/23 planning guidance requires the Trust to increase the uptake of Patient Initiated Follow Up (PIFU), moving or discharging 5% of outpatient attendances to PIFU pathways by March 2023. A re-launch of the PIFU programme commences in September, to re-engage clinicians and improve update.

For October 2022, the Trust did achieve the cancer waiting times standard for 31-day first treatment but did not meet any of the other cancer targets. 2 weeks wait, suspected cancer referrals have been increasing since July 2021, with referrals year to date are 27.5% up on 2020/21 levels. The increase in referrals has impacted the overall size of the 62-day waiting list which continues to track above the size seen in the last two years. The demand will impact on the performance of the 28-day standard and the 62 day treatment standard, as cancer diagnosis and treatments are starting later in the pathway, due to the delays at the start.

For Diagnostic performance the Trust achieved 67% against a target of 99%. This is an increase of 2% compared to the previous month. The backlog decreased by 621 patients and the total waiting list size decreased by 2,565 patients.

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Key National Performance Indicators

The summary table below sets out performance against the key national indicators. The table has not been RAG rated and is to show movement, at a high level, against the headline metrics.

Metric	Threshold/Standard	Reporting period	Apr-22	May-22	Jun-22	Jul-22	Aug-22	Sep-22	Oct-22
RTT *	92%	Monthly	58.1%	60.0%	59.2%	59.5%	58.3%	57.8%	55.5%
Waiting List Size *	17,031	Monthly	17,535	17,602	17,751	17,889	18,512	19,153	18,823
52 week waits *	1,400	Monthly	1629	1591	1517	1299	1305	1239	1156
Diagnostics	99%	Monthly	77.3%	77.1%	76.7%	76.4%	68.3%	65.0%	67.0%
Cancer - 62 day	85%	Quarterly	71.0%	72.0%	74.9%	75.7%	59.7%	68.6%	69.4%
Cancer (ALL) - 14 day from urgent GP referral to first seen	93%	Quarterly	51.5%	68.3%	66.6%	47.9%	44.4%	46.3%	57.4%
Cancer (Breast Symptoms) - 14 day from GP referral to first seen	93%	Quarterly	81.5%	93.1%	92.3%	96.2%	80.0%	93.2%	98.5%
ED (DCH Only)^	95%	Monthly	54.4%	53.1%	52.5%	53.8%	56.1%	50.5%	51.1%
ED (Including MIU)^	95%	Monthly	67.4%	67.8%	68.8%	69.4%	70.9%	68.3%	68.7%

* Quarter / YTD position is latest month end position in the period

** Cancer Waiting Times (CWT) will continue to alter until the Quarter position is closed as reports from treating centres are updated via Open Exeter. Diagnostic waiting times included as there could be impact on RTT and Cancer pathway standards.

3.0 Quality

Highlights from October 2022 were:

Positive Quality Improvement:

- No Never Events reported for 11 consecutive months
- No SI's confirmed reportable for October
- No Medication Incidents reported for 11 consecutive months

Challenges to Quality Improvement:

- Maintaining no lapse in care cases under threshold for C-Diff
- Availability of EDS for GP's remains a challenge despite a slight increase in this metric for October
- Fluctuation in data this month for SHMI

During August the CQC visited and undertook an inspection around care for Children and Young People (CYP) with Mental Health Issues (MH). Whilst the investigation report remains pending, the Trust has looked at themes investigated and is working to an action plan to review these. The Trust is re-introducing a CQC preparation Group 'Achieving Outstanding' in order to continue to self-assess our services and provide assurance of our commitment to delivering the best care for our population.

Operational pressures and staffing gaps continue to have an impact on quality and safety performance. Whilst mitigations are in place there are recognised indicators that evidence based and impacted upon when staffing and demands are misaligned.

Mixed-sex accommodation levels remain a challenge this quarter due to bed flow pressures. The increase is aligned with the increased activity and fluctuation in COVID cases. Assistance with flow continues as required to support safe discharges for patients without criteria to reside.

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There were 2 Hospital Onset Healthcare Associated (HOHA) C.Difficile cases and 1 Community Onset Healthcare Associated case (COHA) in October 2022. All of these cases are awaiting RCA review to see if they can be removed from trajectory. To date they have been 34 actual cases of C.Difficile. 21 of these cases have been agreed as no lapse in care. 7 cases are awaiting review via NHS Dorset IPC ICS Group. 6 cases have been agreed as lapse in care and relate to one of the key themes:

- Failure to isolate in a timely manner
- Missed opportunity to take stool sample
- Antibiotic prescribing not in line with Trust Policy

4.0 Workforce

Using data from Healthroster during October 2022, an average of 24 members of staff were absent due to Covid each day, an increase from Month 6; when there was an average of 18 per day. The staff Covid booster vaccination programme commenced in October and combined with the annual flu vaccination campaign. The vaccination project group meet twice weekly, and vaccination dates continue to be offered. At the end of October we have vaccinated 556 (13%) staff with their covid booster and 740 (17%) for flu; this does not include those staff who have received either vaccination outside of the Trust.

The organisation saw the overall sickness percentage decreased in September 2022 by 0.48% to 4.28%. The decrease was seen across long term absences which reduced by 0.56% to 1.67%. There was a marginal increase to short term absence by 0.07% to 2.61%. All divisions saw a decrease in their overall absence rate except for Trust Headquarters and Director of Nursing. The top reason for absence in September 2022 was Anxiety/Stress/Depression. This position has remained the same for the previous two months.

The on-site counselling service remains well used. 168 sessions were delivered in October 2022 to 101 members of staff. The present waiting time for routine onsite counselling reduced to three days. The use of Vivup as a triage for counselling will commence in December. Referrals to Occupational Health reduced slightly but continue at a steady rate. The launch of the new OH portal occurred in month which is expected to be easier to use for all and have increased reporting functionalities.

Four freedom to speak up concerns were raised during October 2022. The new Freedom to Speak Up Guardian commences in post in January. Ebi Sosseh, our Inclusion Lead continues to cover the Freedom to Speak Up Guardian role pending the advertisement and appointment process.

There was an overall increase in the application numbers in October 2022, yet a decrease of those with right to work. Of the 1429 applications received in month, 25% had existing right to work status. Two international nurses joined the Trust and we look forward to welcoming a further eight international nurses in November. We are on track to achieve our international nurse target by the end of calendar year and work has proactively begun on attracting candidates for the first 2023 cohort.

Substantive workforce capacity increased by 9 WTE in Month 7 and turnover remained at 11.82%. Total workforce costs (substantive, bank and agency combined) decreased in October 2022 by £1.8M following the significant increase in September 2022 due to the backdated pay award. Agency spend increased by £97k in month and this is attributed to an increase in medical agency spend.

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During October the Trust partnered with The Money and Pensions Service who provided a webinar open to all staff to help and guide those who are suffering financial hardship or crisis.

The RCN ballot has closed and it has been confirmed that the Trust is one of the many locations where by an industrial action will likely be taken. Other unions currently out to ballot include, UNISON, Unite, GMB, CSP and RCM. The BMA are expected to ballot in the new year. The Trust has an Industrial Action project group meeting regularly to ensure robust plans are in place to manage situations of industrial action and minimise disruption to patient care.

5.0 Strategy and Transformation

Overview & Strategy

The Dorset Integrated Care System (ICS) "Our Dorset" is expected in Dec-22 to publish its final Strategy for Health & Social Care in Dorset. This will be built around the 4 themes of i) improving population health, ii) tackling unequal outcomes and access, iii) Enhancing productivity & value for money, iv) supporting broader social and economic development. Work is ongoing at DCH to ensure we have mapped our own strategy and change programs to the ICS themes and can clearly demonstrate how we are contributing to the System side strategy.

The last quarter has seen DCH clearly define its Trust wide Change Programmes, and map how they sit under the Trusts 3 Strategic Priorities of EL Recovery, Patient Flow, and Fiscal sustainability. These 6 Change Programmes have target outcomes clearly outlined, which represent the future state the Trust is aiming for. Furthermore, underneath each Programme, we have captured 32 live Projects that are at various stages from concept through to mature, and for each their target Outputs. Collectively this is pulled into a Strategy Dashboard, which gives simple visual highlight reports each month, capturing all transformative change ongoing across the Trust, and forming the basis of our Strategy Delivery Plan. It has long been a goal of the Trust to pull together all Change activities like this, to give assurance to the board on Strategy delivery progress and capture how we are apportioning the resource we have available.

Alongside the above, in October the Trust entered into the Business Planning cycle for FY23/24, wherein all Care groups/Divisions and Corporate Functions document the pressures/risks facing them, forecast their activity, and identify any divergence from the targets and performance we are asked to meet by NHSE. Where divergence is seen, teams either propose new developments or document how they will mitigate their impact. These proposed new developments and the mitigations proposed, then enter an iterative round of reviews and rationalisation, which results ultimately in our activity submission and Budget presented to Board and Regulator in late Mar 2023. Building on what we have done in previous years, this latest round of business planning has been grounded in the Trust Strategy and 3 Strategic Priorities, and all teams have been demonstrate how they have worked in partnership, to avoid siloed working.

Transformation

The Transformation and Improvement Office (TIO) reviewed the work within its portfolio to ensure alignment to the Trust strategic priorities of Elective Recovery, Patient Flow and Fiscal Sustainability. There are two key programmes of work supporting these objectives, these are The Patient Pathway Improvement Programme and the Reduction of High-Cost Agency Project.

The Reduction in High-Cost Agency is progressing through 4 key workstreams: Safe Staffing, Growing the Bank, Booking Process and Governance, and Data & Insights. Recent data has shown that the efforts of the project are yielding positive results, with increases in the number of substantive HCAs, increases in the numbers of staff taking up bank contracts and a reduction in the number of shifts being filled with high-cost agency.

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The Patient Pathway Improvement Programme consists of four projects: delivering the TIF BID, South Walks House, 24 Ringfenced Orthopaedic Beds and The Pathway Home Hub, the latter two are being led by the TIO and consist of the following:

- The development of 24 ringfenced orthopaedic elective beds – this project has received good engagement with clinical and non-clinical staff from across the Trust and aims to establish 24 beds to be ringfenced specifically for day case orthopaedics to reduce the waiting list and in turn, support the Trusts Elective Recovery plan. The Project has just launched a pilot of 4 chairs within one of the bays on Ridgeway Ward to test the model and learn from it. Additionally, work is ongoing to develop the Estates plan to support the model.
- The Pathway Home Hub Project – This project has included engagement with internal and external stakeholders, including patient engagement leads, clinical leads and support services to develop a new service to support patient flow. A draft operating model has been developed to include system working including VCSE to support ED at the front door, a dedicated Frailty Assessment Unit, A therapy led space to promote independence, advice and guidance regarding medication via a de-centralised pharmacy service and a better space for families and carers to be involved in patient discharge. The draft operating model has been supported by Senior Leaders and work is now ongoing to develop the Estates and Workforce plans to support the Project.

In addition, the TIO is supporting internal flow projects, including those to support winter pressures. Support has also been offered to the Redeployment Pool to aid Workforce in staffing key Trust areas which may be impacted, for example, in the case of industrial action.

Ongoing work includes Quality Improvement training/Quality Service Improvement Redesign and Getting It Right First Time (GIRFT), The Children and Young People's Transition Service and Place Based Partnership/ICS Collaboration. A new responsibility has been added to the TIO Portfolio in the name of CIP Business Partners; two members of the Team now work with both Trust Divisions to take a QI approach to identifying and delivering Cost Improvements.

Finally, the ED15 project is now complete, with a celebration event being planned for December 2022.

Charities, Social Value and Arts in Hospital

The DCH Social Value Programme Group is currently populating the recently implemented IMPACT SV online platform for measuring and reporting social value, with data and information related to the Trust's key social value commitments. This work is expected to be completed by early 2023 to provide social value reporting information for reports to SLG and Board. DCH's social value lead has met with Head of Social Value for Tilbury Douglas, the construction company which will build the new Emergency Department and Critical Care Unit. Tilbury Douglas will produce a social value plan to measure and report on the social return on investment delivered by this major capital project. DCH is a member of the Health Anchors Learning Network (HALN), led by the Health Foundation and NHSE, to learn and develop best practice for the NHS's role as anchor institutions contributing to the social, economic and environmental well-being of the communities it serves. Information about HALN is available here: <https://haln.org.uk/>

DCH Charity was chosen as this year's charity for the Great Dorset Steam Fair which raised an incredible £21,357 for our Greatest Need Appeal. The Charity held a successful supporter engagement event in October for its new three-year Capital Appeal which aims to raise £2.5M to fund enhancements to the planned new Emergency Department and Critical Care Unit. A programme of similar events will be held throughout 2023. The Charity are currently submitting major grant applications to secure funding for the appeal; as well as planning to engage with individual major donors as the capital appeal builds through 2023. Thereafter, there will be a public launch to secure support from the wider community. The Charity continues to promote the benefits

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of Legacy giving to encourage people to consider leaving a gift in their Will to DCH. They also plan to have their first digital donation station installed in the hospital soon to enable visitors and patients to support the charity.

DCH Arts in Hospital has installed a new exhibition of artist Paul Cleden's works on the Damers corridor, as part of its annual programme of exhibitions. The Arts in Hospital Manager is working on arts elements for care areas across the hospital including the Stroke Unit, for the Fortuneswell Chemotherapy Unit refurbishment and ideas for arts projects and designs to enhance the new build Emergency Department and Critical Care Unit as part of DCH's Your Future Hospital plans. To celebrate the 35th Anniversary of DCH Arts in Hospital, a special ArtMap of key artworks at DCH and an accompanying booklet has now been published. If you would like a copy to be sent to you, please email Suzy Rushbrook, Arts in Hospital Manager Suzy.Rushbrook@dchft.nhs.uk

Communications

Key communications initiatives and campaigns over the quarter have included staff vaccination, promotion of the temporary staffing bank, recruitment marketing, the NHS Staff Survey and Your Future Hospital projects.

As part of our efforts to prepare for the challenging winter ahead, staff are being encouraged to take up the offer of the COVID and flu vaccines together to get 'doubly protected'. Staff are also being asked to consider joining the temporary staffing bank to boost our resilience through a focused internal campaign. We are also working on enhancing our recruitment marketing, particularly for roles which are hard to recruit to. Our online recruitment information has been transferred from the outdated microsite to a new dedicated section on our Trust website. The content has been refreshed and new pages created to highlight key job roles, such as [healthcare support workers](#) and [Emergency Department](#) vacancies. The [new landing page](#) is one of our most visited pages (often top five). The next phase includes creating video content and making better use of social media advertising.

A visual identity for the Trust Strategy and the supporting plans has been created to illustrate how these plans link together. The [Trust Strategy](#) and [People Plan](#) have been published, and the final version of the Clinical Plan is currently being designed in the same style.

We developed new directional signs for across the DCH site externally as part of the multi-storey car park project. Patient and staff feedback was incorporated into the sign design, colours, wording and wayfinding approach. The new signs have been well received, with feedback that they are clearer, brighter, more professional and far easier to use for navigation. Old signage has been removed throughout the site and overall, there are now far fewer signs in place, which makes the site look cleaner and aids navigation further. The wayfinding inside hospital buildings now needs to be improved with a similar design and this will be explored as part of future site development. In the meantime, the wall maps will be updated to reflect the design of the external signs, and department moves.

The multi-storey car park has opened to staff and will open to the public once work is completed on the barrier system. Unfortunately we had some technical issues which took longer to resolve than expected. Most of the surface parking on the hospital site is currently dedicated to public parking and we are asking patients and visitors to use the existing payment machines. Feedback has been positive from staff using the MSCP, and visitors have reported finding it easier to park on site. More information and guidance about using the MSCP and the barrier payment system will be issued as soon as a date is confirmed for fully opening to the public.

Outstanding care for people in ways which matter to them

Commercial

- Atrium asset transfer – work continues to comply with the transfer guidance from DHSC regarding the transfer of the Atrium Building from NHS Property services to DCHFT, this includes supporting the incumbent tenant with discussions at a strategic level with NHSPS & having an overview of the maintenance lifecycle costs of the asset once transferred, we anticipate this being at the end of Q4.
- Staffrooms – Staffrooms.uk is being finalised as a platform to be used by staff here at the trust, Recruitment have agreed to take the reins on this and this platform will be handed over to them in January 2023.
- Private Patients – PP is doing well, the team have worked hard recently to digitise processes in order to streamline the service, we have recently worked with Physio to set up a PP hydrotherapy service and later this month will be commencing a review and uplift of our pricing ahead of the new financial year. Financial activity is holding its own but behind plan. This is primarily due to NHS capacity (understandably) taking priority over PP.
- NHS elective recovery – we are exploring options and implications on DCH and the wider Dorset Health system in regard to a possible agreement with a commercial partner to support mid – long term with the NHS elective recovery work post covid, senior members of the trust team are working with clinical colleagues to understand the strengths, weaknesses, opportunities and threats to the wider NHS system of this proposal.

6.0 Digital

The Digital Technology & Infrastructure department (DTI) currently holds the ISO 27001 Information Security Management System (ISMS) accreditation which has been a prerequisite of the secure email accreditation (DB1596). The annual Audit by the British standards institute (BSI) took place on the 26 – 28 September 2022.

Key points from the Audit are:

- 1 x major non-conformance which requires the submission of an action plan by the DTI department before the 26 October.
- 4 x minor non-conformances / recommendations for the DTI department / Trust to consider
- 1 x previous non-conformance was removed around the management review of policies.

The following points were also raised as contributing to the major non-conformance:

- Internal audits have not been carried out
- Root causes for non-conformities had not yet been identified
- ISMS audits have not taken place for the last 12 months
- The ISMF policy requires significant changes

DTI are working with our internal auditor (Sapphire) and have responded to the BSI regarding our major non-conformance with an action plan. The output of the internal audit has resulted in significant changes to the Trust's information security management framework (ISMF) document, a re-accreditation with BSI has been scheduled for the 14 December 2022.

The latest data security & protection toolkit (DSPT) no longer affords exemptions due to the scope of the ISO 27001 accreditation (the current scope only covers Digital, not the entire Trust). These changes to DSPT will be a resource pressure on both Digital and information governance. However once Office 365 mailboxes are migrated to the cloud there is strong evidence to suggest the Trust may not need to maintain its ISO 27001 obligations. DCH is the only NHS organisation in Dorset that holds the ISO 27001 accreditation, which may be of strategic significance if there is an appetite for DCHFT to host a Digital shared service, as this evidences an ongoing commitment to an information security management framework.

Outstanding care for people in ways which matter to them

Title of Meeting	Council of Governors
Date of Meeting	13 December 2022
Report Title	Finance Report to 30 September 2022
Author	Claire Abraham, Deputy Director of Finance
Responsible Executive	Chris Hearn, Chief Financial Officer
Purpose of Report (e.g., for decision, information) For information	
Summary This report summarises the Trust's financial performance for the six months ended 30 September 2022. This report measures the Trust's financial performance against the 2022/23 Operational plan re-submitted by the Trust as part of the Dorset System to NHS England/Improvement (NHSE/I) on the 20 th of June 2022 for the period to 31 st March 2023. The initial 2022/23 Operational Plan submission was made in line with national timetable at the end of April 2022 which saw the Trust submit a £17 million deficit plan and the Dorset System submitting a combined deficit plan of £44 million. Following this submission, NHSE/I mandated a national operational plan re-submission from all Trusts by the 20 th June, with a re-focus on delivering increased activity within a break-even position. The Trust and Dorset System complied although noted significant risk attached to reach this position. Dorset County Hospital NHS Foundation Trust (DCHFT) delivered an overall deficit of £5.8 million against a planned deficit of £1.3 million, therefore being £4.7 million away from plan at the end of quarter two. The adverse position against plan is predominantly a result of undelivered efficiencies against plan (£0.7 million), higher than planned agency spend (£1.5 million), additional medical sessions (£1 million), funding shortfall of nation pay award of (£0.2 million), unfunded inflationary increases in utilities and increases in drugs/consumables (£1.3 million). Efficiencies of 2.5% (£5.7 million) must be delivered to achieve the plan position, with 83% of this full year target identified at quarter two. £1.8 million of efficiencies have been delivered year to date against a plan of £2.5 million. Urgent plans to accelerate both delivery and further identification are in place, supported by the Trusts Transformation team. Agency costs, and in particular Off Framework expenditure, remain high due to medical and nursing vacancies and sickness which is driving the need for safe cover, in addition to challenging patient acuity and supporting safe staffing levels. At a System level, four Financial Improvement Programme (FIP) workstreams have been identified (Elective recovery; Hospital Flow; Agency reduction and Covid cost reduction) which have a combined expectation to deliver further financial improvements across the System as part of the 2022/23 Operational Plan	

<p>The cash balance at 30 September 2022 was £18.9 million, which is an improvement against the planned position.</p> <p>Capital expenditure was £19 million against a plan of £23 million due to accounting standard IFRS16 Leases coming into effect this financial year, the capital spend now includes updated lease reporting. Within the year-to-date position, the impact of the IFRS16 Lease addition for the Muti-Storey Car Park totals £14.7 million which is ahead plan by £4.5 million due to a regulator change in calculation of Car Park lease liability per new guidance issued by NHSE/I.</p>	
<p>Paper Previously Reviewed By Chris Hearn, Chief Financial Officer</p>	
<p>Strategic Impact Trusts are expected to achieve a break-even financial position by the end of the financial year 2022/23.</p>	
<p>Risk Evaluation The Risk and Audit Committee can confirm there has been no non-audit work undertaken by the External Auditors during the current financial year to date.</p>	
<p>Impact on Care Quality Commission Registration and/or Clinical Quality As above</p>	
<p>Governance Implications (legal, clinical, equality and diversity or other): As above</p>	
<p>Financial Implications Failure to deliver a balanced financial position could result in the Trust being put into special measures by NHSE/I.</p>	
<p>Freedom of Information Implications – can the report be published?</p>	<p>Yes</p>
<p>Recommendations</p>	<p>To review and note the financial position as at 30 September 2022</p>

COUNCIL OF GOVERNORS FINANCE REPORT FOR 6 MONTHS ENDED 30 SEPTEMBER 2022

	YTD Plan 2022/23 £m	YTD Actual 2022/23 £m	Variance £m
Income	124.7	128.9	4.2
Expenditure	(126.0)	(134.7)	(8.7)
Surplus / (Deficit)	(1.3)	(5.8)	(4.5)
Technical Adjustment – Capital Donations	(0.1)	(0.3)	(0.2)
Technical Adjustment – Donated Depreciation	0.2	0.2	0.0
Adjusted Surplus/(Deficit)	(1.2)	(5.9)	(4.7)

1. YEAR TO DATE VARIANCE

- 1.1 The income and expenditure variance position at the end of the Second quarter reflects that the Trust is worse than plan by £4.7 million.
- 1.2 Income levels were above plan by £4.1 million, other operating income was ahead of plan by £1.9 million primarily as a result of increases in Education and Training income of £1.1 million, COVID-19 testing of £0.040 million and other non-patient care services of £0.340 million.
- 1.3 Pay costs were above plan by £4.4 million year to date. Total agency costs of £7 million have been incurred, being £1.5 million above plan, predominantly covering medical and nursing vacancies, sickness, isolation costs and increased bed pressures. Additional medical sessions are contributing to the pay overspend in the year to date.
- 1.4 Drugs, clinical supplies and general non pay costs were £4 million more than plan for the year, primarily because of increased elective activity, bed occupancy and inflationary increases especially in utilities costs which continued to increase above levels identified at the time of the plan submission.
- 1.5 Efficiencies totalling £1.8 million were delivered at the end of quarter two with 28% of this total delivered recurrently and predominantly due to Staffing reviews, procurement savings and transformation of corporate services.
- 1.6 Depreciation and PDC Dividend costs were higher than plan by £0.322 million for the year due to the impact of the valuation of the estate at the end of last financial year. The Trust expects to recover this variance over the remainder of the financial year.

2. CASH

- 2.1 At the end of September, the Trust held a cash balance of £18.9 million, being £4.2 million more than the planned position. The favourable position is due to timing of capital payments and an improvement in the working capital position.

3. CAPITAL

- 3.1 Capital expenditure to 30 September 2022 was £19 million against a plan of £23.4 million which is ahead of plan by £4.3 million. The variance to plan is predominantly due to the IFRS16 Lease addition for the Muti-Storey Car Park of £14.7 million which is ahead of plan by £4.5 due to a regulator change in calculation of Car Park lease liability per new guidance issued by NHSE/I.

Title of Meeting	Council of Governors
Date of Meeting	Tuesday 13 December 2022
Report Title	Amendments to Governor Committee Terms of Reference
Author	Abi Baker, Deputy Trust Secretary

Purpose of Report (e.g. for decision, information)

For approval.

Summary

In November 2021 the Council of Governors agreed temporary amendments to the Terms of Reference of the Membership Development Committee, Nominations and Remunerations Committee and Constitution Review Committee. The amendments were made to the memberships of those committees and were made with effect until 31 December 2022. These amendments now need to be reviewed.

The amendments made in 2021 reflected the number of Governors who at the time expressed an interest in sitting on the committees. In autumn 2021 expressions of interest to the above three committees were greater than the membership allowed for. To support this level of governor engagement the memberships of the committees was either increased or appointed/staff governor slots were converted to public governor slots, until 31 December 2022.

In preparation for reviewing the Terms of Reference the Deputy Trust Secretary has recently called for expressions of interest to the committees for 2023 but did not receive the same level of interest as last year. It is considered that the memberships outlined in the Terms of Reference should be a goal or ideal, rather than a reflection of governor interest in any given year. Therefore, the Terms of Reference will not be updated to reflect the number of governors interested in sitting on each committee, but will be updated to reflect the ideal, appropriate number of governors who should sit on each committee. The matter of governor engagement with the committees will be handled separately.

The Deputy Trust Secretary has reviewed the current memberships for all Governor Committees: Nominations and Remunerations Committee, Membership Development Committee, Constitution Review Committee, and Strategic Plan Committee. Extracts from the current Terms of Reference are below, with the full Terms of Reference appended to this report.

Nominations and Remunerations Committee

"Members:

- *Chair of the Trust*
- *Vice Chair of the Trust*
- *Lead Governor (to be included in the 6 Public Governors, i.e. not additional to those numbers)*
- *Six Elected Public Governors (temporary amendment until 31 December 2022)*

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- *One Appointed Governor*

Membership of the Nominations and Remunerations Committee is broadly appropriate, although it is noted that there is no Staff Governor representation in the membership. It is therefore recommended that the Appointed Governor role is updated to be "One Appointed or Staff Governor", in line with other committee memberships.

Membership Development Committee

"The Committee will consist of:

Members

3.1 Six public Governors and one appointed or staff Governor (temporary until 31 December 2022)"

Membership of the Membership Development Committee is appropriate, with representation from public and appointed or staff Governors. No amendments to the membership are recommended. The Council is recommended to approve the above membership on a permanent basis.

Constitution Review Committee

"The Committee will consist of:

- *Chair of the Trust*
- *Vice Chair*
- *One Executive Director*
- *Lead Governor*
- *Four Public Governors (temporary amendment to 31 12 22)*
- *Head of Corporate Governance/Others may be invited by the Chair as appropriate"*

Membership of the Constitution Review Committee is broadly appropriate, although it is noted that there is no Appointed or Staff Governor representation. Due to high levels of interest in the Committee in 2021 an additional Public Governor slot was created (an increase from three to four). It is therefore recommended that this additional slot is converted to a slot for "one Appointed or Staff Governor".

Strategic Plan Committee

"The Committee will be made up of:

- Chair of the Trust*
- Vice Chair of the Trust*
- Lead Governor*
- Eleven Governors (Seven Public, Two Staff, Two Appointed Governors)*
- Trust Secretary (non-voting)*

Others may be invited by the Chair to attend all or part of any meeting"

Membership of the Strategic Plan Committee was not amended in 2021 and is appropriate, with representation from all governor groups. No amendments to the membership are recommended and there are no previous amendments requiring approval.

Outstanding care for people in ways which matter to them

Additional minor updates have been made to the Terms of References, such as formatting and consistency updates. Changes have been highlighted red in the attached appendices.

Following the recent call for expressions of interest to the committees, the committee memberships from 01 January 2023 to 31 December 2023 are below for information. Vacancies reflect the above recommended changes to membership. Governors who wish to express an interest in any of the below vacancies are encouraged to contact the Deputy Trust Secretary as soon as possible.

Nominations and Remuneration Committee – Appropriately subscribed

Kathryn Harrison (Lead Governor)
 Simon Bishop
 David Cove
 Judy Crabb
 Steve Hussey
 Stephen Mason
 Davina Smith

Membership Development Committee – Undersubscribed

Kathryn Harrison (Chair)
 Simon Bishop
 Sarah Carney
 Stephen Mason
 Vacancies x3 (1 Staff or Appointed Governor and 2 Public Governors)

Constitution Review Committee – Undersubscribed

Kathryn Harrison (Lead Governor)
 Simon Bishop
 Sarah Carney
 Vacancies x2 (1 Public Governor and 1 Staff or Appointed Governor)

Strategic Plan Committee – Undersubscribed

Kathryn Harrison (Staff Governor)
 Simon Bishop
 Sarah Carney
 David Cove
 Judy Crabb
 Steve Hussey
 Stephen Mason
 Maurice Perks
 Kathryn Cockerell
 Tony Alford
 Vacancies x2 (1 Staff Governor and 1 Appointed Governor)

**Freedom of Information Implications
 – can the report be published?**

Yes

Recommendations

- a) The Council of Governors are asked to approve, on a permanent basis, the proposed amendments to the committee membership for Nominations and Remuneration Committee and Constitution Review Committee.
- b) The Council of Governors are asked to approve, on a permanent basis, the membership for the Membership

Outstanding care for people in ways which matter to them

	<p>Development Committee in its current form.</p> <p>c) The Council of Governors are asked to approve the minor updates to the Terms of Reference for the Nominations and Remunerations Committee, Membership Development Committee, Constitution Review Committee and Strategic Plan Committee, including formatting changes and consistency updates.</p>
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COUNCIL OF GOVERNORS' NOMINATIONS AND REMUNERATION COMMITTEE

Terms of Reference

Establishment

The Council of Governors (CoG) may appoint Committees of the Council. The CoG shall approve the membership of all the Committees that it has formally constituted and shall determine the Chair of each Committee. (*Constitution Annex 6 paragraphs 6.7.*)

Purpose

- To ensure that appropriate procedures and processes are in place for the selection, recruitment, remuneration and other terms and conditions of the Chair and Non-Executive Directors (NEDs).
- To undertake such procedures and processes as required and make recommendations to the CoG in this regard for Council approval.
- To regularly review the skill mix of the NEDs to ensure it adequately reflects the needs of the Board and Trust at the time.
- To annually review information regarding the performance of the Chair and NEDs.

Duties

The Nominations and Remuneration (NRC) has the following duties:

- Regularly review the Terms and Conditions, including Job Description and Person Specification, of the Chair and NEDs and make recommendations to the CoG in respect of any proposed amendments.
- To develop and undertake the selection processes for any new Chair and/or NED appointments, taking into account the views of the Board of Directors on the skills and experience required and the leadership needs of the organisation.
- To advertise Chair and/or NED vacancies in at least one appropriate publication, short list suitable candidates (not more than 5 for each vacancy), convene an interview panel consisting of committee members and external assessors as appropriate, conduct interviews and select a candidate for recommendation to the Council of Governors for approval.
- To consider any extension of tenure of the Chair and/or NEDs at the end of each three year term of office (up to 6 years in total, then annually up to a maximum of 9 years) taking into account the latest annual appraisal and bearing in mind the requirement to regularly refresh the composition of the Board and make recommendations to the CoG in this regard.
- Annually review the remuneration of the Chair and NEDs to ensure they are fairly rewarded for their contribution to the organisation, having taken into account benchmarking remuneration from other NHS Foundation Trusts and any relevant national arrangements, and make recommendations to the CoG in respect of any proposed amendments.
- Receive details of the annual appraisal of the Chair from the Vice Chair.
- Receive details of the annual appraisals of the NEDs (including the Vice Chair) from the Chair.

- Regularly review the skill mix of the Chair and NEDs to ensure it adequately reflects the needs of the Board and Trust at the time, bearing in mind the requirement to regularly refresh the composition of the Board, and make recommendations to the CoG in this regard.
- Provide Governor input as required to the Board of Directors' Remuneration and Terms of Service Committee in relation to selection processes to appoint the Chief Executive.
- Regularly review its Terms of Reference, recommending any changes to the CoG.
- Evaluate its own performance on a regular basis.

All Committee recommendations must be reported to the next scheduled CoG meeting for Council consideration and, if appropriate, approval.

Membership

Members:

- Chair of the Trust
- Vice Chair of the Trust
- Lead Governor (to be included in the 6 Public Governors, i.e. not additional to those numbers)
- Six Elected Public Governors ~~(temporary amendment until 31 December 2022)~~
- One Appointed **or Staff** Governor

In attendance (as required) without voting rights:

- Chair of another Foundation Trust acting as independent assessor to the Committee for Trust Chair appointments.
- Chief Executive representing the Board of Directors for Trust Chair appointments.
- Chief People Officer – to provide HR advice.
- The Head of Corporate Governance or his/her nominee will act as secretary to the Committee.

Chair of the Nomination and Remuneration Committee

The Chair of the Trust or a NED is to chair the NRC. (*Monitor Code of Governance provision C.1.3*). Where the Chair is absent, or issues associated with the Chair are under discussion, the Vice Chair of the Trust will chair the NRC.

Delegated Authority

The NRC has delegated authority from the CoG to carry out its purpose and duties as defined within these Terms of Reference. All recommendations made by the Committee must be reported to the next CoG meeting.

Appointment of Committee

Committee membership will be reviewed annually. Membership will be allocated on a voluntary basis in the first instance, with ballots being held for any over-subscribed places where an agreement cannot be reached between the Governors. Membership will be agreed by the Council of Governors.

Committee Vacancies

Where a Governor vacancy occurs, the Council of Governors will be requested to provide a replacement.

Quorum

The quorum shall be any 5 members of the Committee including the Chair or Vice Chair of the Trust.

Frequency of Meetings

All meetings of the NRC are closed to the public because of the sensitive and personal nature of the information discussed.

The NRC shall meet when required but not less than once per year.

Notice of Meetings

Meetings of the NRC shall be called at the request of the Chair. Notice of each meeting, including an agenda and supporting papers, shall be forwarded to each member of the NRC five working days before the date of the meeting.

Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Reporting arrangements

The Chair or his/her designate shall present a report of each meeting of the NRC to the next meeting of the Council of Governors, this will be presented to the CoG in private session when details concerning individuals are to be discussed.

November 2022

COUNCIL OF GOVERNORS' MEMBERSHIP DEVELOPMENT COMMITTEE

Terms of Reference

1. Purpose

The purpose of the Membership Development Committee (known in this document as the Committee) is to specifically address the requirement of the Foundation Trust to develop its membership. Development not only encompasses achieving an increase in numbers, but also improving engagement and ensuring the membership is representative of the population the Foundation Trust serves.

The CoG Membership Development Committee will:

- 1.1 Review and develop the Trust's membership strategy for inclusion within the Annual Plan
- 1.2 Identify ways of engaging with the membership
- 1.3 Monitor and develop the membership, especially in those areas that are not representative of the community
- 1.4 Take into account best practice of membership management from the NHS sector
- 1.5 Support all Governors in their membership engagement, especially those who do not have immediate peer support
- 1.6 Provide a quarterly membership report to the Council of Governors
- 1.7 Link into the Annual Plan and Strategic Plan
- 1.8 Encourage input to the membership newsletter – Getting Involved

2. Delegation of Authority

The Committee has delegated authority from the Council of Governors to act on its behalf to achieve the tasks noted above. The activities undertaken and the actions of the Committee will be reported to the Trust Board and the Council of Governors.

3. Membership

The Committee will consist of:

Members

- 3.1 Six public Governors and one appointed or staff Governor ~~(temporary until 31 December 2022)~~

Attendees

- 3.3 Head of Corporate Governance or their nominee
- 3.4 Others may be invited by the Chair as appropriate

4. Chair

Governor members of the committee will elect two Governors as Chair and Vice Chair of the committee on an annual basis. In the Chair's absence the Vice Chair will act as the Chair.

5. Secretary

The Trust Secretary or their nominee shall act as the secretary of the Committee.

6. Appointment of Committee

The Committee will be filled on a yearly basis in January.

7. Committee Vacancies

Where a Governor vacancy occurs, the Council of Governors will be requested to provide another Governor replacement by the Council of Governors.

8. Quorum

The quorum necessary for the transaction of business shall include at least 3 Governors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable, by the Committee.

9. Frequency of Meetings

The Committee shall meet quarterly.

10. Extraordinary Meetings

Extraordinary meetings can be convened by Governors with a minimum of 3 in attendance. These meetings must be held within 5 working days of convening the meeting.

11. Notice of Meetings

The notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers shall be forwarded electronically and by post to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting.

12. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

13. Reporting

The Chair shall ensure reports are submitted to the Council of Governors quarterly.

November 2022

COUNCIL OF GOVERNORS' CONSTITUTION REVIEW COMMITTEE

Terms of Reference

Establishment

The Council of Governors (CoG) may appoint Committees of the Council. The CoG shall approve the membership of all the Committees that it has formally constituted and shall determine the Chair of each Committee. (*Constitution Annex 6 paragraphs 6.7.*)

Purpose

The purpose of the Constitution Review Committee ("the Committee") is to review the Trust's Constitution to ensure it meets current Statutory and Local and National governance requirements. All revisions will be presented to the Board of Directors and Council of Governors for approval. In line with the Health and Social Care Act 2012 the regulator will be informed of any changes to the constitution.

Duties

The CoG Constitution Review Committee has the following duties:

- To review and develop the Trust's Constitution taking into account statutory requirements and best practice.
- To ensure that all amendments to the Constitution are first presented to the Board of Directors for approval.
- To ensure that all Constitution amendments, once approved by the Board of Directors, are presented to the Council of Governors for approval.
- To ensure that Constitution amendments are notified to the regulator.

Membership

The Committee will consist of:

- Chair of the Trust
- Vice Chair
- One Executive Director
- Lead Governor
- ~~Three~~ **Four** Public Governors (~~temporary amendment to 31-12-22~~)
- **One Appointed or Staff Governor**
- Head of Corporate Governance/Others may be invited by the Chair as appropriate

Chair

The Chair of the Trust shall act as the Chair of the Committee. In the Chair's absence, the Vice Chair shall act as Chair.

Secretary

The Head of Corporate Governance or his/her nominee shall act as the secretary of the Committee.

Delegated Authority

The Committee has delegated authority from the Board of Directors and Council of Governors to carry out its purpose and duties as defined within these Terms of Reference. The activities undertaken and other actions of the Committee will be reported to the Board of Directors and Council of Governors.

Appointment of Committee

Committee membership will be reviewed annually. Membership will be allocated on a voluntary basis in the first instance, with ballots being held for any over-subscribed places where an agreement cannot be reached between the Governors. Membership will be agreed by the Council of Governors.

Committee Vacancies

Where a Governor vacancy occurs, the Council of Governors will be requested to provide a replacement.

Quorum

The quorum necessary for the transaction of business shall comprise the Chair or Vice Chair and 3 Governors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable, by the Committee.

Frequency of Meetings

The Committee shall meet as required.

Notice of Meetings

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair.

The notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded electronically and by post to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting.

Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Minutes of Committee meetings, once approved by the Committee Chair, shall be circulated to all members of the Committee and, once approved, shall be submitted to the Council of Governors for ratification and to the Board of Directors for information.

Reporting

The Chair or his/her designate shall present the minutes of each meeting of the Committee to the next meeting of the Council of Governors.

November 2022

COUNCIL OF GOVERNORS' STRATEGIC PLAN COMMITTEE

Terms of Reference

Establishment

The Council of Governors (CoG) may appoint Committees of the Council. The CoG shall approve the membership of all the Committees that it has formally constituted and shall determine the Chair of each Committee. (*Constitution Annex 6 paragraphs 6.7.*)

Purpose

The purpose of the Strategic Plan Committee ("the Committee") is to specifically address the need for the CoG to formulate the priorities of the membership and the wider community for the planning process and to engage with the Board of Directors in the formulation of the plans.

Duties

The CoG Strategic Plan Committee has the following duties:

- To establish Members' and Stakeholders' opinions during the year.
- To review the findings from local and national surveys.
- To discuss and agree the collective CoG planning priorities for consideration by the Board of Directors in the preparation of the Trust's Annual Plan as required by Monitor and such Strategic Plans as the Board may develop from time to time.
- To receive a report from the Board of Directors which identifies where Governor opinion has and has not been incorporated into the final version of the plan.
- To ensure the CoG receives the final version of the Annual Plan and any Strategic Plans that are developed.
- To ensure Members and Stakeholders are informed of the Annual Plan and Strategic Plans after such documents are made public.
- To review progress against plan.
- To present update reports as required to the Council of Governors.

Delegated Authority

The Committee has delegated authority from the Council of Governors to carry out its purpose and duties as defined within these Terms of Reference. The activities undertaken and the actions of the Committee will be reported to the Council of Governors and the Board of Directors.

Membership

The Committee will be made up of:

- Chair of the Trust
- Vice Chair of the Trust
- Lead Governor
- Eleven Governors (Seven Public, Two Staff, Two Appointed Governors)
- Trust Secretary (non-voting)

- Others may be invited by the Chair to attend all or part of any meeting

Chair

The Chair of the Foundation Trust shall act as the Chair of the Committee. In the Chair's absence the Vice Chair shall act as the Chair of the Committee.

Secretary

The Trust Secretary or his/her nominee shall act as the secretary of the Committee.

Delegated Authority

The Committee has delegated authority from the Council of Governors to carry out its purpose and duties as defined within these Terms of Reference. The activities undertaken and other actions of the Committee will be reported to the Council of Governors.

Appointment of Committee

Committee membership will be reviewed annually. Membership will be allocated on a voluntary basis in the first instance, with ballots being held for any over-subscribed places. Membership will be agreed by the Council of Governors.

Committee Vacancies

Where a Governor vacancy occurs, the Council of Governors will be requested to provide a replacement.

Quorum

The quorum necessary for the transaction of business shall be seven voting members (including the Chair or Vice Chair and one Staff Governor) of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable, by the Committee.

Frequency of Meetings

The Committee shall meet as required, with a minimum of 1 meeting per year.

Extraordinary Meetings

Extraordinary meetings can be convened by Governors with a minimum of seven in attendance. These meetings must be held within five working days of convening the meeting.

Notice of Meetings

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair.

The notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded electronically and by post to each member of the Committee and any other person required to attend no later than 5 working days before the date of the meeting.

Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Minutes of Committee meetings, once approved by the Committee Chair, shall be circulated to all members of the Committee and, once approved, shall be submitted to the Council of Governors for ratification.

Reporting arrangements

The Chair or his/her designate shall present the minutes of each meeting of the Committee to the next meeting of the Council of Governors.

November 2022: No material changes made, only minor updates to formatting and logos