Council of Governors - Part 1 - 12/02/2024

Mon 12 February 2024, 14:00 - 16:10

Trust HQ Boardroom and MS Teams

Agenda

14:00 - 14:05
5 min

1. Formalities

David Clayton-Smith

Note

1.1. Agenda

Note

1 DCH CoG Agenda 12 02 24 PART ONE.pdf (2 pages)

1.2. Apologies for Absence

Note

Judy Crabb, Kevin Perry

1.3. Declarations of Interest

Note

1.4. Minutes of Council of Governors Part One Meeting 13 November 2023

Approve

1a CoG Minutes 13 11 23 Part One.pdf (9 pages)

1.5. Actions and Matters Arising from those Minutes

1b CoG Actions PART ONE from 13 11 23.pdf (1 pages)

14:05 - 14:10
5 min

2. Chair's Update

David Clayton-Smith

Verbal

14:10 - 14:25
15 min

3. Chief Executive's Report Q3

Alastair Hutchison

Presentation

DCHFT CEO Presentation CoG Q4 2324.pdf (21 pages)

14:25 - 14:40
15 min

4. Finance Report Q3

Claire Abraham

Note

4. CoG Finance Report to December 23.pdf (5 pages)

14:40 - 14:55
15 min

5. Governor Matters

Verbal

5.1. Effectiveness of PIFU

Simon Bishop

Verbal

5.2. Board Sub-Committee minutes for Governors

Simon Bishop

Verbal

5.3. NED Assurance Regarding Low Appraisal Rates

Judy Crabb

Verbal

5.4. To be covered in the CEO report

5.4.1. The future of the Dorset Care Record

5.4.2. Update on the Bibby Stockholm barge, impact on health services

5.4.3. SHMI

14:55 - 15:05
10 min

6. Reflections on recent Governor meetings:

6.1. Update from Membership Development Committee (December)

Kathryn Harrison

6.2. Update from Governor Workshop (November)

David Clayton-Smith

6.3. Joint Strategy Engagement Session (January)

David Clayton-Smith

15:05 - 15:15
10 min

Break

15:15 - 15:55
40 min

7. NED Update, Feedback and Accountability Session

Verbal, presentation, questions

7.1. Dave Underwood - the NED role

Dave Underwood

Dave U - CoG Feb 2024.pdf (7 pages)

7.2. Margaret Blankson - ICB People Plan

Margaret Blankson

Margaret Blankson UPDATE FEB GOVERNORS PRESENTATION.pdf (10 pages)

15:55 - 16:05
10 min

8. Governor Committees - Membership and Terms of Reference

Abi Baker

Approve

9a. Governor Committees - TORs and Membership.pdf (2 pages)
Nomination and Remuneration Committee ToR December 2023 - Draft.pdf (3 pages)
Membership Development Committee ToR December 2023 - Draft.pdf (2 pages)
Constitution Review Committee ToR - December 2023 - Draft.pdf (2 pages)
Strategic Plan Committee ToRs December 2023 - Draft.pdf (3 pages)

16:05 - 16:10
5 min

9. Fit and Proper Persons Test and Declaration of Interests

Abi Baker

Verbal

16:10 - 16:10
0 min

10. Meeting closes

Council of Governors
2.00pm to 5.00pm, Monday 12 February 2024
at Board Room, Trust Headquarters, Dorset County Hospital
and via MS Teams

Part One Agenda – Open Meeting

1.	**Formalities**		David Clayton-Smith, Chair	2.00-2.05
	a) Welcome **Apologies for Absence:** Judy Crabb, Kevin Perry	Verbal		
	b) Declarations of Interest	Verbal		
	c) Minutes of Council of Governors Part One Meeting 13 November 2023	Enclosure		
	d) Actions and Matters Arising from those Minutes	Enclosure		
2.	**Chair's Update**	Verbal	Chair	2.05-2.10
3.	**Chief Executive's Report Q3** To receive	Presentation	Alastair Hutchison, Chief Medical Officer	2.10-2.25
4.	**Finance Report Q3** To receive	Enclosure	Claire Abraham Deputy Chief Finance Officer	2.25-2.40
5.	**Governor Matters** a) Effectiveness of PIFU b) Board Sub-Committee minutes for Governors c) NED assurance regarding low appraisal rates To be covered in the CEO Report: d) The future of the Dorset Care Record e) Update on the Bibby Stockholm barge, impact on health services f) SHMI	Verbal	 Simon Bishop Simon Bishop Judy Crabb	2.40-2.55
6.	**Reflections on recent Governor meetings:** • **Update from Membership Development Committee** *(December Meeting)* • **Update from Governor Workshop** *(November workshop)* • **Joint Strategy Engagement Session** *(January session)*	Verbal	 Kathryn Harrison Chair Chair	2.55-3.05
	Break 3.05-3.15			

7.	**NED Update, Feedback and Accountability Session** • Dave Underwood – the NED role • Margaret Blankson – ICB People Plan	Verbal/ Presentation /Questions		3.15-3.55
8.	**Governor Committees:** • **Membership** • **Terms of Reference** To approve	Enclosure	Abi Baker, Deputy Trust Secretary	3.55-4.05
9.	**Fit and Proper Persons Test and Declaration of Interests for Governors**	Verbal	Abi Baker, Deputy Trust Secretary	4.05-4.10
	Date of Next Public Meeting: Council of Governors, 2pm on 08 April 2024 and meeting closes			4.10

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

Minutes of the meeting of Monday 13 November 2023
in Trust HQ Board Room and via MS Teams

Present: David Clayton-Smith (Chair)

Public Governors
Simon Bishop (East Dorset) (virtual)
Judy Crabb (West Dorset)
Kathryn Harrison (West Dorset) (Lead Governor)
Steve Hussey (West Dorset) (virtual)
Stephen Mason (Weymouth and Portland)
Maurice Perks (North Dorset) (virtual)
Kevin Perry (West Dorset)
David Taylor (West Dorset)
Lynn Taylor (North Dorset)

Staff Governors
Jack Welch

Appointed Governors
Tony Alford (Dorset Council)
Jean-Pierre Lambert (Weldmar)
Barbara Purnell (Friends of DCH) (virtual)

In Attendance: Matthew Bryant (Chief Executive Officer)
Chris Hearn (Chief Finance Officer)
Jo Howarth (Chief Nursing Officer)
Trevor Hughes (Head of Corporate Governance) (minutes)
Nick Johnson Deputy Chief Executive
Claire Lehman (Non-Executive Director)
Anita Thomas Chief Operating Officer
Dave Underwood (Non-Executive Director) (virtual)

Apologies: Abi Baker (Deputy Trust Secretary)
Midhun Paul (Staff Governor)
Eiri Jones (Non-Executive Director)
Stephen Tilton (Non-Executive Director)

CoG23/066 **Welcome and Apologies for Absence**
The Chair welcomed everyone to the meeting, both in person and virtually. There were apologies from Abi Baker, Stephen Tilton, Eiri Jones and Midhun Paul.

CoG23/067 **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.

CoG23/068 **Minutes of the Previous Meeting held on 11 September 2023**
The minutes of the previous meeting held on 11 September 2023 were accepted as a true and accurate record.

CoG23/069 **Actions and Matters Arising**
The action log was approved, noting the updates provided in the action log.

CoG23/070 **Chief Executive's Report Q2**

Matthew Bryant referred the council to the slide pack previously circulated and highlighted key aspects of his report:

- The recent inpatient survey was favourable with several areas scoring above the national average.
- DCH had participated in the Integrated Care System CQC review.
- The top risks remained largely unchanged. These being concerned with workforce, patient demand and money. Industrial action had had a significant impact on patients and staff.

Jo Howarth summarised the quality risks which had been discussed by the Quality Committee and reported that:

- The trust decontamination lead and an infection prevention and control nurse had gained qualification.
- Monthly intravenous medications audited continued resulting in targeted improvement.
- Work around the Maternity Incentive Scheme (MIS) continued, and the planned submission would be reviewed by the Board in January. Improvements in some indicators was noted.
- The trust lead for falls would commence in February 2024.
- The hip fracture pathway was being further developed to reduce the number of pressure ulcer incidents and promote prevention strategies.
- An external audit of the pharmacy aseptic unit had been undertaken. Resilience within the service was a national issue and the audit had provided a high-risk rating. An action plan to mitigate the risk had been approved by the auditors.

Anita Thomas reported on urgent and emergency care and highlighted:

- The continued increase in the number of people presenting at the hospital. Emergency Department performance remained above the national average against the 4-hour standard although there had been an increase in ambulance delays.
- Increasing demand and the impact of industrial action had impacted overall performance and activity and work continued to validate waiting list backlogs.
- There had been a significant increase (25%) in the number of cancer referrals compared to the pre-covid period. The trust continued to meet the faster diagnosis standard trajectory.
- Within diagnostics services, the cardiac pathway struggled to meet performance requirements although improvements were starting to be seen.

Nicola Plumb reported that:

- Performance against workforce metrics stable, although pressures on staffing continued.
- A review skill mix was being undertaken and new roles were being introduced to support healthcare assistant vacancies.
- There was currently a focus on encouraging staff complete the staff survey and to participate in the winter vaccination programme.
- Routes by which staff could 'speak up' were being actively promoted.

Nick Johnson provided an update on the development of 'Place', and signposted the work with DHC and primary care, developing integrated neighbourhood teams to meet population needs. He also reported that:

- The Working Together Programme was making good progress on joint working and making a difference in terms of patient and staff experience.

The programme had entered the second phase and was considering further transformational models and developing a joint strategy.

- The Provider Collaborative (DCH, DHC, UHD and the GP alliance) was exploring how the organisations could work better together. Initiatives under consideration included the establishment of a collaborative Bank, shared services arrangements with a focus on procurement and clinical acute networks. Good progress was being made in these areas.
- DCH was taking a leading role for orthodontic services, maximising the use of available resources across the county.

Chris Hearn provided an update on the New Hospitals Programme and the development of the new emergency department and 24 bedded ITU. The programme plan had been approved and there was now a national requirement to submit a full business plan. Final costs for the programme of work were being finalised and a number of cost pressures had been identified. Further work was in train to bring the programme within the financial envelope and already funded enabling works would commence on site in next few weeks.

Tony Alford welcomed the improved approach and design of the report although the printing of some documents made them difficult to read. He requested that presentations better referenced the slide pack to support governor navigation of the reports going forward.

David Taylor noted an interest in the New Hospitals item as a member of the council planning committee.

Discussion followed about the actions being taken to improve red rated performance indicators and the impact of industrial action. Governors were reminded that performance was monitored by respective committees and that the governor role was to hold Non-Executive Directors to account for the performance of the Board. Governors also noted the wider partnership collaborations to address performance issues across the wider system.

Clarity was sought as to how the additional costs of the New Hospitals Programme would be met. Chris Hearn advised that work continued with the trust's approved construction partner to return costs to within the financial envelop and that further discussions were taking place with the central New Hospitals Programme team regarding the inflationary cost impact on the scheme.

Lynne Taylor sought a rationale for the decision to relocate the renal unit and enquired whether medical staff had been informed. It was explained that discussion was had at the Medical Advisory Group and that the decision had been taken to optimise the use of space as part of the New Hospitals Programme development.

Jack Welch commented on the perennial issue of communications and highlighted a variety of communication approaches used within the trust including bulletins and newsletters. He proposed greater use of staff App to seek communication preferences and improve communications going forward. The staff App was available to be downloaded and governors could have access to this.

CQC Report in Maternity services

Matthew Bryant advised that CQC report findings following their recent inspection of the trust's maternity services (which was part of their national programme of inspections of maternity services) were disappointing although the trust welcomed the external view to improve care in a sustainable way.

The programme of CQC inspections of every maternity unit in the country followed various nationally reported scandals. 60% of maternity units had been identified as requiring improvement.

The CQC had been very complimentary about maternity unit staff and this was reflected in feedback from patients and service users. However, the CQC had been critical of some of the service's processes and the trust was addressing these. The DCH maternity service was comparatively small and some processes had eroded during the COVID pandemic. This issue was also being considered more widely in other areas also.

Jo Howarth outlined the inspection process that had included site and documentary reviews and staff interviews.

Four areas of concern had been identified affecting the well led domain. The inspection found that there was insufficient oversight of post partem haemorrhage. DCH reviewed the small number of cases it had in detail but had not included these in monthly dashboard reporting. Carbon monoxide monitoring and incidents of oxygen shortage requiring head cooling were also not reported within the dashboard on a monthly basis.

The need for robust and evidenced audit programme was also highlighted. Audit programmes have been agreed across Dorset.

Jo Howarth explained that the actions taken by the trust extended beyond the areas identified within the report and that the trust had secured an independent improvement advisor to support an effective response to all the report recommendations. An increase in the number of oncall doctors and the introduction of a three tier oncall rota had also been implemented.

The dashboard now included all the metrics requested, used a Statistical Process Charting (SPC) approach, and was regularly reported to the Quality Committee. A quality improvement programme had also been implemented to reduce post-partum haemorrhage incidents.

The council was informed of the national publication process for CQC reports and that these were under embargo until they were published. Maternity service performance and risks were discussed by the Quality Committee each month and discussion had also taken place in the private session of the Board. The trust had accepted the report and acknowledged further communication with governors could have taken place. The council was advised that the impact of the maternity service inspection could impact the overall rating for the trust in any future CQC inspection.

In response to a question as to whether issues could have been identified earlier, the council heard that there had been a strong focus on ward to Board governance processes across the trust and that whilst the report findings were disappointed, they supported targeted support in areas of concern. The trust had established a working group to consider actions to further strengthen arrangements and a new single assessment framework was to be implemented nationally by the CQC at the end of November. The CQC continue to monitor on an ongoing basis.

Judy Crabb reflected that there had not been discussion of maternity oncall rotas by the People and Culture Committee. The council noted that this level of operational service detail would not be taken to committee and that the medical team had welcomed the new rota. No previous concerns had been raised by medical staff however.

Matthew Bryant concluded by noting that DCH had a developed a special culture in which people were warm and committed. The trust had good operational processes and strong leadership. DCH being a small district general hospital required people to undertake a multitude of roles as the trust did not have the same level of infrastructure as much larger organisations. This situation would be kept under review going forward as part of the strategic work to ensure sustainability going forward.

CoG23/071 **Finance Report Q1**

Chris Hearn drew the governors' attention to the previously circulated paper, outlining the trust's financial position at the end of Quarter 2. In particular, he highlighted that:

- The trust had a deficit of £6.8m against a breakeven plan. The divers and challenges had been discussed by the Finance and Performance Committee throughout the year.
- Agency expenditure remained a pressure and the trust was £2.5m overspent against plan. Drivers of the position included operation of an increased bed base above the funded level and patient acuity. Staffing vacancies and sickness absence added pressure on these costs.
- Industrial action and the need to maintain safety had also impacted costs.
- Significant inflationary pressures were being experienced across the system economy resulting in higher energy costs and cost of contracts.
- Efficiency targets had been set at 4.2% equating to £10.9m. £7m of savings had been identified to date. Whilst deliver of savings to date was significantly more than in previous years, further work was required to achieve the target.
- There was an £8m elective recovery income. The first six months had underachieved by £2.2m although there had subsequently been a slight improvement.
- The finance position put pressure on the cash position and the trust was exploring options and solutions with system partners.
- The Value Delivery Board had agreed a further £2m stretch on efficiency targets but recognised the need to ensure the continued safety and sustainability of services.
- The High-Cost Agency Group were reviewing ways in which to further grow the Bank and additional stretch targets had been agreed.

Chris Hearn reminded the council that DCH finance formed part of the wider system economy and advised that the trust was in discussion with partners to identify finance solutions. The picture was reflected nationally.

The council also heard that the trust had received a letter from NHS England announcing additional funding nationally. Elective recovery targets had also been reduced by a further 2%. Discussion followed around the consequences of failing to deliver a year-end breakeven position, which included implications for the New Hospitals Programme development as affordability was a key factor in the programme.

Previous discussion of the financial position by the Finance and Performance Committee and a further meeting with the committee Chair was being organised to support governor understand the issues gain assurances on the actions being taken by the trust. Whilst the financial issues were common to others across the NHS nationally, the cash position was particular to DCH. The issue had been escalated to ICS partners. Engagement with clinical and operational services

areas meant that the financial position was well understood within the trust and the recovery actions would be monitored through the Finance and Performance Committee.

CoG23/072 **Governor Matters**

a) Poole A&E and Maternity services

Question: Poole Maternity is also closing, so I was wondering if an impact assessment has also been undertaken on this. Our SCBU now only cares for babies over 32 weeks, instead of 28 as previously. Will this need to change with more mums coming from Poole?

Response received post-meeting:
There are no plans for the Trust's SCBU to be redesignated as a level two unit.

b) Impact on bed capacity, staffing, infection control following statement from Secretary for Health and Social Care regarding trans individuals in hospitals

Response received post-meeting:
The NHS has always striven to support the privacy and dignity of our patients and their families. At DCH there is no evidence to suggest that this change would add to any of our embedded process to ensure we balance care, privacy and infection control imperatives.

c) Clarification re staff covid testing

The following question and response had been circulated the previous week:

Q. Could we have an explanation of Covid guidance for staff? In the induction meeting it was implied that it was just for interactions with those who were immuno-suppressed. Immuno-suppressed patients might be in A&E, might be in medical day surgery so how do you know?

A. Covid-19 testing for staff is undertaken in line with national guidance. Full details are available in the Trust's guidance on staff testing for Covid-19 (previously circulated to governors). Patients who are deemed vulnerable or with existing co-morbidities, such as immunosuppression, are invited to wear masks in the hospital and on attendance or admission. In addition, staff are advised to follow the actions in the testing card. There are a range of hierarchies of control of which masks is only one.

CoG23/073 **Reflections on recent Governor meetings**

Update from Membership Development Committee

The Lead Governor reported that a survey of the membership had recently been completed and results of the survey would be discussed at the next meeting of the Membership Development Committee in December.

No membership events were currently taking place and planning for engagement events in the coming year was taking place with new governors.

The narrow demographic of survey respondents was discussed and the need to include staff members in future surveys to increase the diversity of response was noted.

Update from Governor Workshop

The Chair emphasised the need for the governors to be outward looking and to

actively engage with members. This would be subject to further discussion at the joint governor workshop at the end of November alongside development of the role of governors as community links.

The recent workshop had discussed the respective role of Non-Executive Directors and Governors. Feedback from the session had been generally positive and would be fed into the next session.

CoG23/074 **NED Update, Feedback and Accountability Session**

Claire Lehman – Reflection on first few months at the Trust
The Chair welcomed Claire to the trust and sought her initial reflections on joining. Claire outlined her medical and public health background and advised that she would maintain the focus on public health in her role as a Non-Executive Director of the trust and in her role as Associate NED at Great Western Hospital.

Claire summarised her initial reflections of the trust as:

- The people working in the trust had been very welcoming and engaging.
- The induction and onboarding process had been positive, and it had been good to meet a wide range of staff.
- The corporate values of the organisation seemed to be embodied and embedded.
- There was an extensive breadth of skill across the executive and non-executive teams who adopted a collegiate style whilst maintaining constructive challenge. There was reflection, candour and integrity in teams.
- There was consideration of staff in discussions and the Board appeared to be cognisant of population needs and the impact on patients of decisions made.
- The Board appeared mindful of system partners and that the trust was not working in isolation but in collaboration for public gain.
- There appeared to be an appropriate balance between acknowledgement of the challenges facing the trust such as recruitment and finances, with the maintenance of quality and safe service provision.
- The rapid pace of change placed additional pressures on the leadership team.
- Acknowledgement of the patient voice in the trust's business and in the developing work with DHC; working better with governors and the public at large.

The Chair extended the councils thanks to Claire for her reflections and no questions were raised.

Dave Underwood – Charitable Funds Committee

Dave stated that one of the key duties of a non-executive director was to seek assurance and outlined the importance of non-executive engagement visits to services to better understand the operating environment, keeping this in mind when considering papers and in committee and Board discussions.

Dave outlined other areas of his involvement and responsibility:

- Commenting on the Freedom to Speak Up arrangements within the trust, he commended the Freedom to Speak Up Guardian direct route of reporting to the executive team and Chief Executive and noted his role as Board Speak Up lead.
- His role as the Board lead on the Digital agenda, commending the

considerable work to update to the digital network recently. He also highlighted ISO accreditation gained by the digital team.
- As Senior Independent Director (SID) for the trust, work with the DHC SID recently to establish the Chair's objectives.
- As Chair of CFC, noting the new appeal programme and the cohesive approach to fund raising with the trust.
- The introduction of SPC charts in reporting was welcomed although further explanatory narrative of special cause variations could be further developed.

The Lead Governor acknowledged the positive accounts and enquired about any areas of concern. The pace and shifting direction of change made strategic thinking and planning difficult for the trust's leadership when faced also with significant operational pressures.

CoG23/075 **Governance Matters:**

a) Lead Governor Selection (for ratification)
TH presented the paper as written. No questions were raised and the appointment of Kathryn Harrison as lead governor until 30 September 2024 was **approved**.

b) Vacant Governor Seats (for approval)
TH presented the paper as written, highlighting that three governor seats remained vacant following completion the recent election process. The council noted opportunities to work with DHC on future governor recruitment and highlighted the need for a small fund to support governor events and publicity.

The Lead Governor highlighted that the West Dorset constituency was the only contested constituency requiring a ballot and that subsequently there were two unsuccessful candidates that could not be governors. She expressed disappointment that there was no means of otherwise retaining these interested candidates as governor.

The recommendation to hold current governor vacancies until the next election period in 2024 was **approved**.

c) Proposal for governor meetings (for approval)
TH presented the paper as written and recalled previous Governor Development session discussion to shape the agenda of future meetings. The Chair enquired whether there should also be an opportunity for governors to discuss matters in private. The Lead Governor advised that governors did meet for discussions outside formal governor meetings and that whilst it was useful having two Non-Executive Directors at each meeting, governors would welcome further opportunities for discussion with colleagues.

The proposal was to replace the four informal Governor Workshop sessions and four formal Council of Governor meetings with six formal council meetings each year. The Lead Governor requested that the two informal sessions not now taking place be used to hold informal discussions with non-executive colleagues. Several other factors including the increased administrative burden arising from additional formal meetings and the need to balance non-executive time demands was emphasised. The need to increase the number of formal meetings from four to six needed to be further rationalised because of the additional administrative burden this placed on teams. An alternative proposal offered was to undertake four formal and two informal meetings per year. Non-executive colleagues would be invited to share their preferred means of further engagement.

After further discussion **it was agreed** that the Council of Governors would meet formally as proposed on six occasions per year and that two informal café style meetings to which all non-executive colleagues would be invited would be established. The arrangements would be reviewed after one year.

CoG23/076 **Fit and Proper Persons Briefing**

Trevor Huges advised that the paper had been presented for information and outlined the national strengthening of arrangements for members of the Board. He noted that by way of best practice, governors had also completed an annual self-declaration and would continue to do so. The formal declaration forms were currently under review to ensure they reflected the national requirement.

CoG23/077 **Chair's Closing Remarks and Date of the Next Meeting.**

The next Council of Governors meeting open to the public was scheduled for 2pm on Monday 12 February 2024, in the Trust HQ Boardroom and virtual via Teams.

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

Council of Governors Meeting – Part One

Presented to the meeting of 12 February 2024

Meeting Dated: 13 November 2023				
Nil				

Council of Governors

Dorset County Hospital update

From 01 February 2024 Dorset County Hospital and Dorset Healthcare FT welcome 3 new joint roles

Deputy Chief Executive Officer and Joint Chief Strategy, Transformation and Partnerships Officer
Nick Johnson

Joint Chief Financial Officer
Chris Hearn

Joint Chief People Officer
Nicola Plumb

System update

Electronic Patient Record (EPR)

NHS Dorset ICB and Provider Trusts are now working with NHS Somerset to develop a joint approach to commissioning an EPR for the providers across Dorset. We have agreed joint leadership arrangements in terms of the EPR procurement process.

Work continues on finalising the detail and the timeline. We continue to mitigate our risks with our current systems

Community conversation with Portland

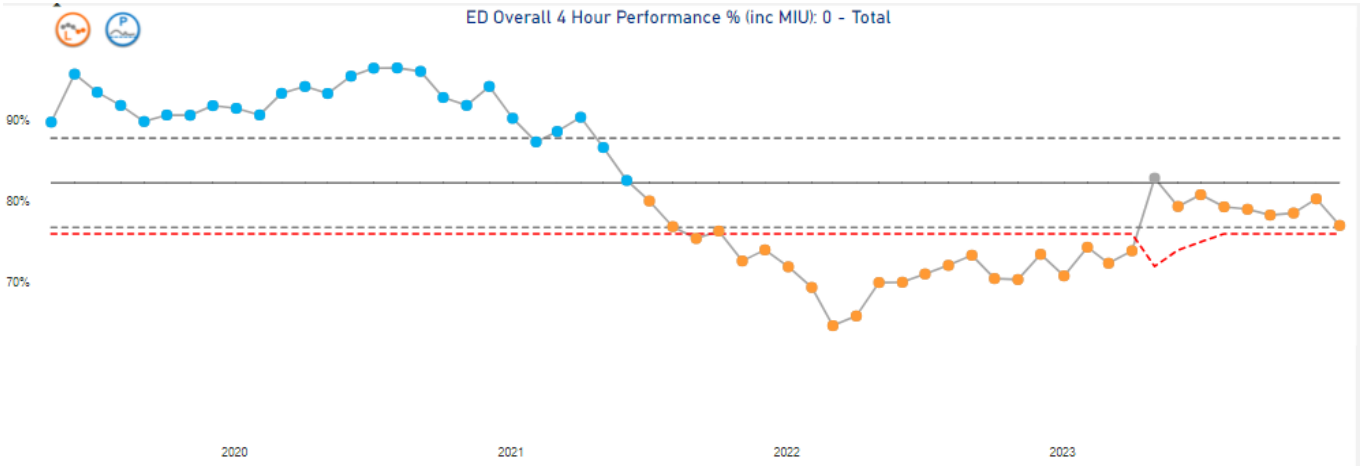
Dorset Integrated Care System have completed the first pilot working with Portland community and neighbourhood teams as part of the Place based community approach to plan services needed at community level. System partners have been working very closely with Portland Island Community Action to support them in planning the services Portland community need. As part of the pilot the integrated care system held an event on Portland on 1 December 2023 to showcase what we are hearing and provide the opportunity for additional comments. A co-production event with local people, communities and other stakeholders is being planned for February 2024 and a one year on event is planned with Island Community Action and residents of Portland in April 2024.

System Priorities

- A clear focus on the priority operational standards achieving improvement across all areas and full delivery wherever possible.
- Reducing agency costs as a minimum to levels agreed in the cost improvement plan.
- Accelerating cost improvement programmes in all areas with a view to achieving our financial targets this year.
- Commencing delivery of the five year forward plan five pillars and the creation of integrated neighbourhood teams. These two programmes are key to transforming care and reducing the overall cost of health and social care.
- Continuing to support the delivery of the primary care transformation plan as part of this transformation work.
- Further developing our system NHS medium term financial plan with the goal of sustainably breaking even within the next few year. This will be supported by detailed transformation plans which support more efficient ways of work and improved access for communities. It is important this plan signals a change in the ICB’s investment portfolio in line with the transformation plans agreed.
- Working with local authority partners to develop further integrate our ways of working and care delivery to support all partners in becoming financially sustainable.

Patients

What's been happening - Patients- UEC



Metric	Apr-23	May-23	Jun-23	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23
4 hour performance (all)	82.84%	79.38%	80.81%	79.31%	79.02%	78.30%	78.60%	80.30%	76.60%
4 hour performance trajectory	72.00%	74.00%	75.00%	76.00%	76.00%	76.00%	76.00%	76.00%	76.00%
Variance	10.84%	5.38%	5.81%	3.31%	3.02%	2.30%	2.60%	4.30%	0.60%

- Performance against the 4 hour standard has met trajectory every month for this financial year and better than the national average
- Demand at the front door has increased by 6.81% compared to last year and 9.28% compared to pre-covid levels (2019/20)
- Ambulance handover delays have been challenged, but DCH remains one of the best performing in the Region

What's been happening Patients- Elective

W/L total size	Apr-23	May-23	Jun-23	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23
Total W/L trajectory	20371	20486	20402	20323	20256	20161	20038	19917	19866
Total W/L actual	20352	20047	20388	20904	21005	21079	20991	21033	21067
Variance	-19	-439	-14	581	749	918	953	1116	1201

- Total waiting list size has reduced since April 2023, but is 1,201 patients worse than trajectory

- Referral volumes are 5.66% up compared to last year and 11.61% compared to pre-covid (2019/20). Referral growth at an aggregate level doesn't provide a clear picture on what this means for performance, as peaks in one specialty with reductions in others, don't equal each other out, i.e. lower cardiology referrals doesn't release capacity to address increasing dermatology referrals.

- The services with the most significant demand increases are detailed below.

Service	2023/24 Vs 2019/20	2023/24 Vs 2022/23
Breast	18%	7%
Derm	20%	9%
ENT	16%	9%
Gastro	17%	8%
Gynae	26%	9%
Eyes	4%	18%

What's been happening Patients- Elective

- Patients are treated in clinical priority order, followed by chronological order. The increase in demand has been disproportion for urgent and suspect cancer investigation, which has resulted in slower reduction in waiting times, than we had planned for.

- To reflect the impact of growing demand and the loss of activity due to industrial action, NHS England requested a revised trajectory for the second half of 2023/24.

- The trust maintains the position of no patients waiting over 104+ weeks. The amended forecasts were predicated on no further Industrial Action – there have been two events bracketing Christmas and a further event already planned for February – therefore the Trust will not meet its commitment to zero 78 week waiting patients but is endeavouring to reduce impact wherever offers alternatives are available

- The number of patients waiting over 65+ weeks, is forecasted to be at 500 at the end of March 2024, against the original plan of zero. Despite IA the Trust is still delivering against this trajectory to date.

65+ week waiters	Apr-23	May-23	Jun-23	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23	Jan-24	Feb-24	Mar-24
65+ww trajectory	409	375	335	298	258	221	181	141	509	564	510	500
65+ww actual	234	254	267	271	336	401	481	375	374			
Variance	-175	-121	-68	-27	78	180	300	234	-135			

What's been happening Patients Cancer

- Year to date, suspected cancer referrals are 1.33% up on the previous year, however, they are 30.99% up on the reporting year 2019/20.

- Performance against the 28 day to diagnosis standard has been above 70% since June 2023 and while has seen fluctuations of a few percentage points each month, achievement of the 75% is on track for March 2024.

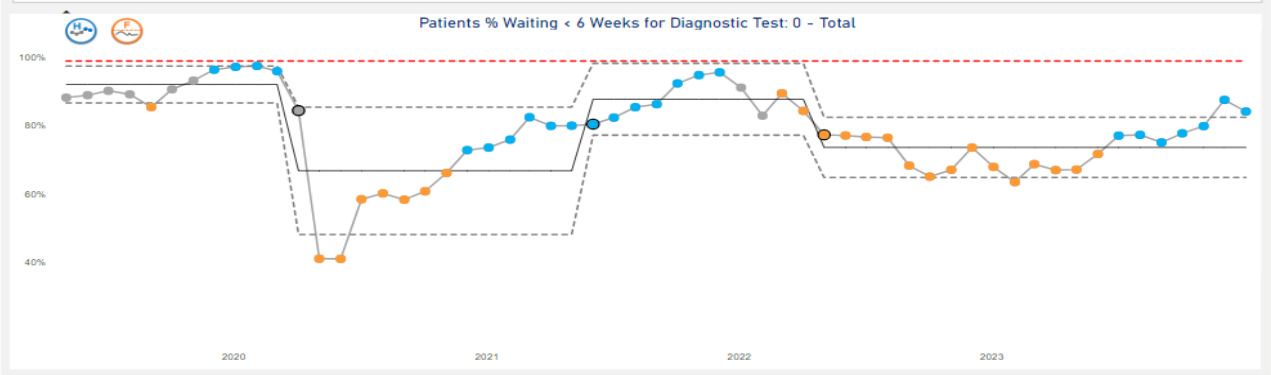
	Apr-23	May-23	Jun-23	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23
FDS op plan	69.66%	72.02%	69.13%	68.98%	69.44%	71.50%	71.49%	74.10%	75.30%
Actual	68.90%	54.00%	62.50%	72.50%	72.30%	70.00%	75.80%	73.60%	73.30%
Var	-0.76%	-18.02%	-6.63%	3.52%	2.86%	-1.50%	4.31%	-0.50%	-2.00%

- Performance against the 62 day to treatment standard has seen the number of patients waiting over 62 days reduce since September. December increased due to seasonal variation but is on track to return to trajectory in February and will meet the March trajectory.

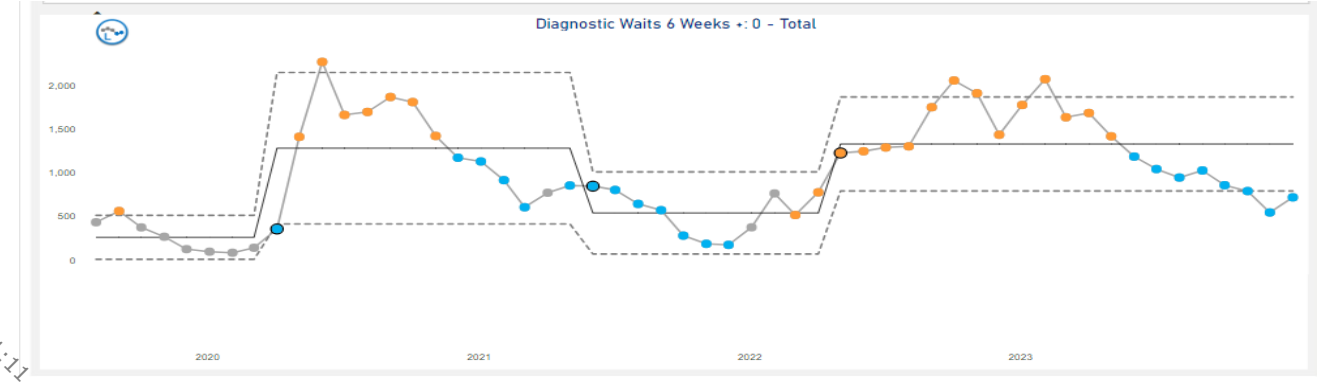
	Apr-23	May-23	Jun-23	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23
62+ day op plan	70	70	75	78	80	83	83	83	83
Actual	74	107	109	95	90	82	80	83	96
Var	4	37	34	17	10	-1	-3	0	13

What's been happening Patients Diagnostics

- Performance against the 6 week diagnostic standard has improved throughout this financial year.

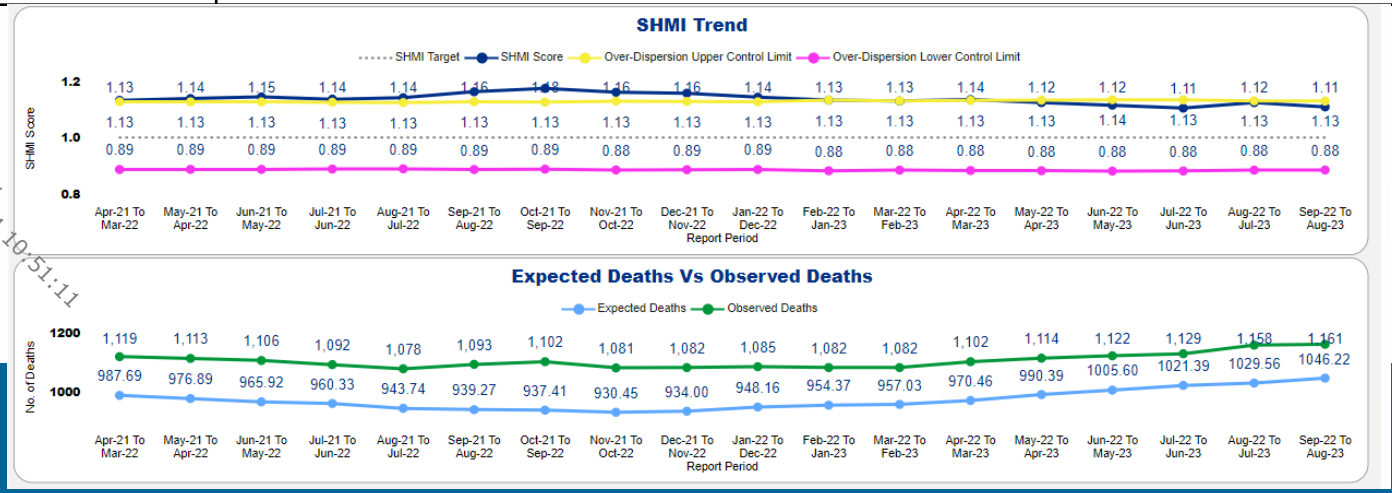


- This has been driven by a steady reduction in the number of patients waiting over 6 weeks across all modalities. The backlog is forecasted to reduce further this financial year



SHMI

Brief Description	The SHMI is the ratio between the actual number of patients who die following hospitalisation at a trust and the number that would be expected to die on the basis of average England figures, given the characteristics of the patients treated there. It covers all deaths reported of patients who were admitted to non-specialist acute trusts in England and either die while in hospital or within 30 days of discharge.
Purpose	The purpose of SHMI is to have a transparent and open measure that is developed to provide a more complete picture of hospital mortality with the inclusion of ALL in-hospital deaths as well as deaths up to 30 days after discharge, which is currently not available in any other summary mortality indicators. This is consistent with the view that hospitals should be interested in what happens to their patients in the period immediately following discharge. The SHMI is publicly available with the methodology designed to a degree of rigour and openness that will be subject to continuous review and improvement underpinned by a standards-based approach as defined by the Indicator Assurance Process. The publication of the SHMI is also accompanied by guidelines which help inform appropriate use and interpretation of the indicator and is based on bandings indicating whether a trust is 'higher than expected', 'lower than expected' or 'as expected'.



People

People

	July	August	Sept	October	November	December
Sickness	4.1%	4.3%	4.4%	4.5%	4.6%	4.2%
Turnover	11.5%	11.2%	11.2%	11.5%	11.2%	10.8%
Vacancy Rate	7.2%	8.2%	7.1%	7.2%	5.8%	5.5%
Appraisal Rate	75%	74%	74%	75%	76%	77%
Essential Skills	90%	90%	89%	90%	90%	90%

Key Headlines

- Most People metrics are following a positive trajectory
- Recruitment remains challenging in many roles, but key vacancies are being filled. HCSW events held in November and January proved very successful and a programme of events has been set for 2024.
- All changes to establishment and expenditure now require system peer review and system level reporting and monitoring. Our existing internal recruitment control process has been adapted to meet these requirements.
- The national Staff Survey closed at the end of November and the provisional results have recently been received; full results remain under embargo until March.

Place

Place Based Partnerships together with Integrated Neighbourhood Teams of Teams delivering continuity and holistic care and support to communities they know well

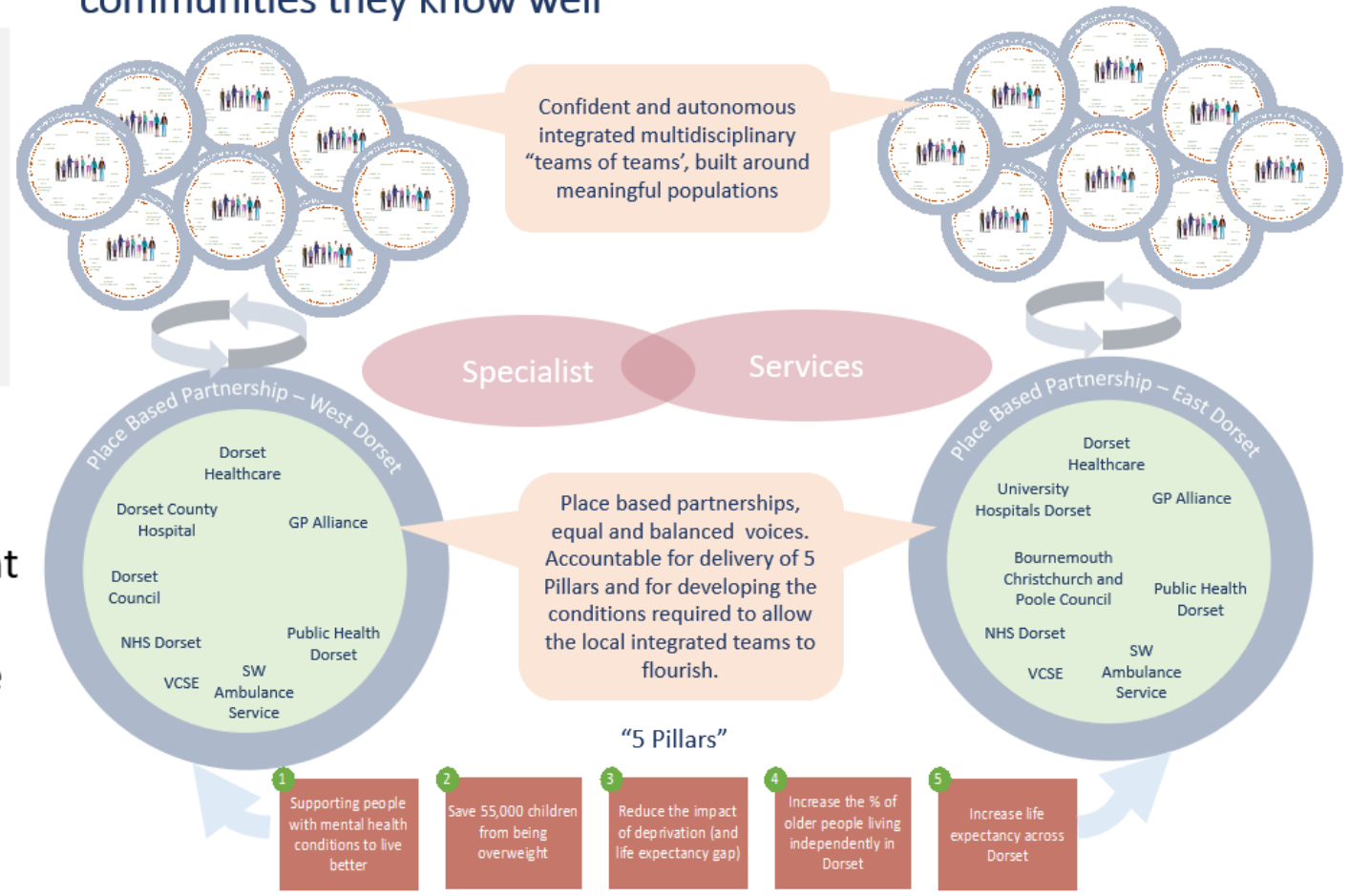
Draft

Focus on what matters to local populations and the '5 Pillars', delivered through:

- Holistic, person centred care
- Multidisciplinary teams that know each other and their populations

System outcomes:

- Improved staff satisfaction
- Improved access and uptake
- Reduction in referrals to secondary care
- Reduction in ED attendance and admissions



Nb important role for primary care leadership

Partnerships

Road Map

May 2023

- Priority Delivery Plans developed
- SEG agrees change to reporting of existing groups

June 14th 2023

- ODPC Board to agree ToR, (incl Membership), Priority Programmes Scope, and work plan, and ODPC Vision

End June 2023

-All Priority Programmes established and running
-Changes to existing groups (e.g. ODP, CDC) ToRs complete.

July – System Clarity

- Five year Plan Outcomes inform ODPC Pathway Redesign priorities
- System Governance (SEG/Place) etc becomes clearer and informs ODPC

Regular reporting

Existing colaborative programmes all reviewed and reporting in

Providers Together Plan

Plans for culture, ways of working and OD development agreed and in train

ODPC Infrastructure in place

Resource and PMO approach
Agreed change methodologies and approaches
Processes in place
Planning cycle for 24/25 commencing
Develoment against maturity framework and prep for any delegation

Delivery Oversight and Issue Escalation

ODPC driving delivery of priority programmes, overseeing collaboration and acting as decision-maker for provider collaborative decisions

March 2024

3 New clinical models
Procurement Shared Service
25% agency spend reduction
Quantifiable impact on 23/24 Operating Plan
2 FYP Priority areas running

Highlight Report
Development Dashboard

Date	Jan 24	**Executive Sponsor**	Nicholas Johnson
Chair	Siobhan Harrington, Matthew Bryant, Forbes Watson	**Programme Director**	Lianne Oldham

What Progress has been made in achieving your strategic objectives within this reporting period

- Successful recruitment to role of Programme Manager – Start Date 7th December. This will now create capacity within the programme to focus on developing the Maturity matrix and provide some programme management to workforce and agency
- 1x Project Manager has been recruited to support CANDo and 1 x Project Manager is out for recruitment through to support Workforce and Agency.
- **Planning underway for ODPC Board Development Day on 13th March to focus on review of progress to date, maturity matrix and priority setting for mid-end of dates**

ID	Risk/Issue Description	Initial Score	Current Mitigation	Current
Risk 001	Lack of resource committed to the ODPC creating a risk that the ODPC will not have the appropriate infrastructure in place to enable delivery and provide assurance of priorities (once determined) impacting the ODPCs ability to achieve its strategic goals.	20	• Developed Options and associated benefits and risks to meet resource requirements • Providers to identify resource based on options • Additional resource identified through UHD – once in position	16
Risk 003	Lack of commitment of providers to the ODPC in terms of time and attention poses a significant risk to the successful development of the ODPC in the systems architecture and will impact the ultimate effectiveness and ability to achieve its strategic aims.	16	• Crucial to ensure that system providers prioritise the ODPC and are fully committed to ensure the success of the ODPC • Identify Lead Executive Link from each provider	16
Risk 004	**NEW Risk:** Insufficient communication flow from the provider collaborative to leadership teams may undermine team commitment to prioritise priority programmes within the collaborative.	16	• Establish Clear Communication Channels: Implement formal channels and protocols for sharing relevant updates, progress reports, and any changes in priority programs to ensure seamless communication between the provider collaborative and leadership teams.	

Working Together

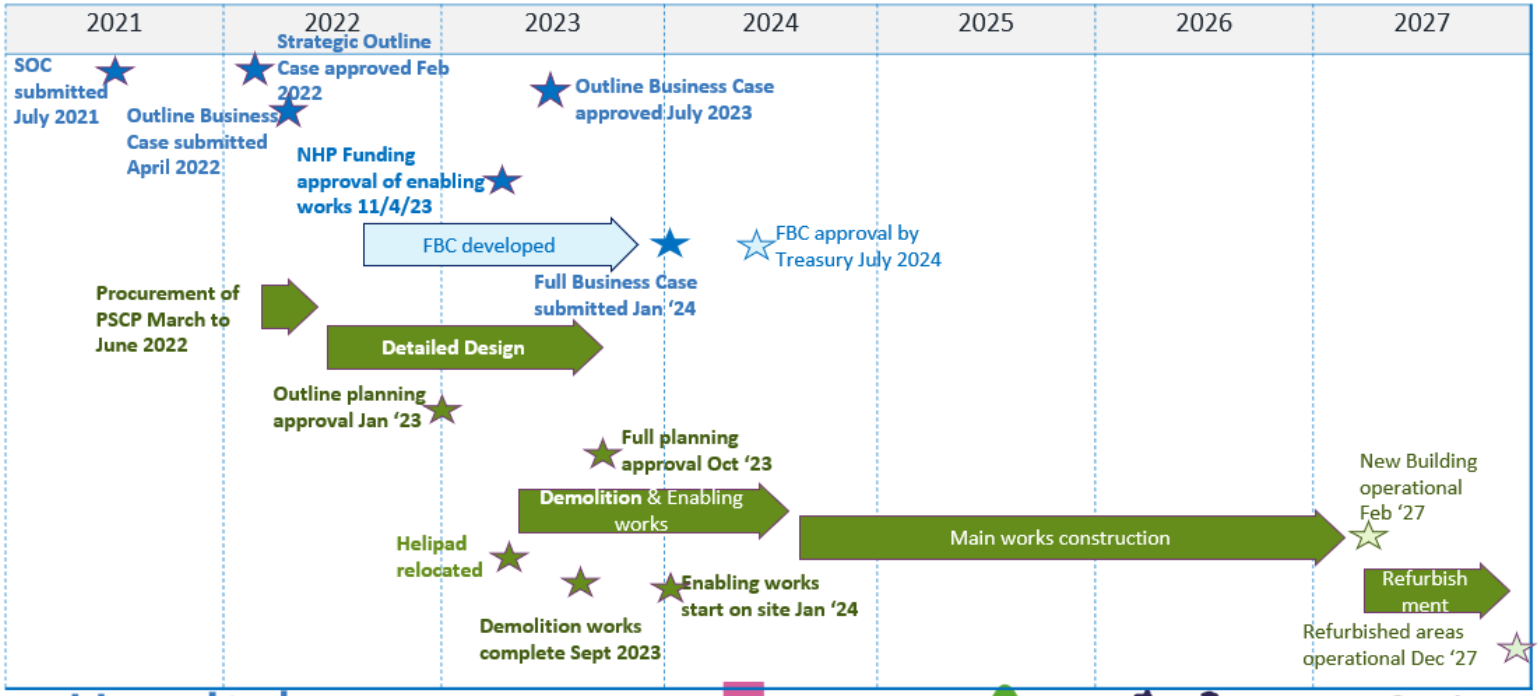
Flagship Programme

- **Frailty** – outline care model, design principles, quicker wins & success measures identified, clinical view tested with enabling teams.
- **Diabetes** – outline care model, design principles, quicker wins & success measures identified, clinical view tested with partners.
- **Parity of Esteem CYP** – high level care model thoughts & quicker win opportunities for further exploration identified
- **Admission Avoidance** – mandate refreshed

Development on site

DCH NHP – Process and Timeline update

- Outline Business Case for £90m approved June '23, Full Business Case submitted January '24.
- Enabling works started on site January '24 and due to complete September '24. New Hospital due to be open to patients February '27
- Full planning permission received
- Signed off Stage 4 design with clinicians and derogations agreed by Trust technical experts
- FBC documentation has completed the Progressive Review process with NHP
- FBC cost is £10m above the OBC approved amount but NHP agreed for this to be submitted and for further funding discussion to be held in parallel with the approval process



Your Future Hospital

Title of Meeting	**Council of Governors**
Date of Meeting	**12 February 2024**
Report Title	**Finance Report to 31 December 2023**
Author	Claire Abraham, Deputy Chief Financial Officer
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 at the end of the third quarter of financial year 2023/24 to the end of December.

Dorset County Hospital NHS Foundation Trust (DCHFT) has delivered a deficit position in month nine being £0.6 million away from plan after technical adjustments and £8.9 million away from plan year to date.

The month nine and year to date performance is largely driven by:

- Ongoing industrial action, with £2.4 million of national funding supporting the position based on a fair shares contract allocation. The Dorset allocation is £9.3 million. Elective recovery baseline targets have been reduced to 100% for Dorset, in recognition of ongoing Industrial Action
- Ongoing use of high cost agency to meet demands, largely driven by an expanded bed base, heightened operational pressures, vacancies and sickness levels
- Above planned levels of inflation, Digital licence costs and Insourcing levels above plan, noting however the latter is expected to recover by year end
- Efficiency delivery challenges

The net costs incurred associated with supporting industrial action amounts to £1.3 million year to date, with a further £1.5 million estimate of lost income opportunity.

NHS England announced late December that all organisations must include the estimated cost impact of the December and January planned industrial action within forecast positions. For DCHFT this amounts to £0.6 million.

If further industrial action is announced, this will continue to adversely affect the financial performance.

Agency currently stands at £3.4 million overspent against plan, with £1.3 million of this incurred with highest Off Framework agencies, and within this £0.2 million has been incurred year to date providing support to mental health patients.

Pressures continue due to ongoing cover for vacancy and sickness gaps heightened by operational pressures, noting increased patient acuity and demand levels. Circa 23 escalated beds continue to support demand. The number of patients at the end of December with no criteria to reside was 40.

Continuation of increased cover for medical rota gaps in Unscheduled Care, Medicine for the Elderly, General Medicine and Urology also contribute to the agency overspend.

Above planned levels of inflation have been incurred year to date with gas over by 25% and electricity over by 65%. Drugs, catering supplies, blood product contract and other contract increases are between 8% and 13.5% above planned levels.

The Trust continues to actively review its sustainable energy options including strategy refresh and exploring all contract management opportunities with both cost and volume focus, for ways to mitigate inflationary pressures being incurred.

Further initiatives in relation to the high cost agency reduction project are being deployed at pace to ensure the current trend is turned around, noting the safe removal of highest cost off framework usage is planned in the coming months, aligned with System collaboration.

From the start of January 2024, the Dorset system reduced agency rates for all on framework agencies by 15%. It is anticipated that this will generate approx. £0.3 million of savings this financial year with further incremental reductions planned with System partners.

The Trust has delivered £3.2 million of efficiencies for the year against a year to date plan of £6.6 million.

There is a risk to the delivery of the break even forecast outturn position due to the ongoing pressures facing the Trust. Financial recovery plans across targeted areas have been deployed.

Forecast analysis demonstrates this risk to be in the region of £14 million. Following review with the Executives, further stretch targets linked to efficiency, productivity and agency have been put in place for the remainder of the financial year to reach £10 million forecast outturn.

It has been agreed across the Dorset system that acute providers will be supported to a break even position by financial year end, excluding the December and January cost of Industrial Action. The latter has been agreed will be reported in the Provider positions.

The cash position is currently £10 million as at December, impacted by heightened expenditure and timing of recent payments which is being closely monitored.

Paper Previously Reviewed By
Chris Hearn, Chief Financial Officer

Strategic Impact
Trusts are expected to achieve a break-even financial position by the end of the financial year 2023/24, with the exception of costs associated with supporting further Industrial Action impact for December and January as advised by NHSE England.

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.

Impact on Care Quality Commission Registration and/or Clinical Quality
As above

Governance Implications (legal, clinical, equality and diversity or other): As above	
Financial Implications Failure to deliver a balanced financial position could result in the Trust being put into special measures by NHSE.	
Freedom of Information Implications – can the report be published?	Yes
Recommendations	To review and note the 2023/24 quarter three financial position to 31 December 2023

Council of Governors Finance Report for 9 Months ended 31 December 2023

	Plan 2023/24 £m	Actual 2023/24 £m	Variance £m
Income	204.6	210.5	5.9
Expenditure	(204.8)	(220.2)	(15.4)
Surplus / (Deficit)	**(0.2)**	**(9.7)**	**(9.5)**
Technical Adjustment – Capital Donations/Depreciation	0.2	0.8	0.6
Adjusted Surplus/(Deficit)	**0**	**(8.9)**	**(8.9)**

Quarter Three Variance

1.1 The income and expenditure variance position at the end of the third quarter shows the Trust is away from plan by £8.9 million and is largely driven by:

- Ongoing industrial action
- Ongoing use of high cost agency to meet demands, driven in part by an expanded bed base
- Above planned levels of inflation, Digital licence costs and Insourcing levels above plan
- Efficiency delivery challenges

1.2 Pay costs were above plan due to the ongoing high cost agency usage providing safe cover for vacancies, sickness, heightened operational pressures and the impact of industrial action.

1.3 Non Pay costs were above plan largely due to the impact of ongoing inflationary pressures, in particular gas, electricity, catering supplies (milk, bread, other dairy and oil), blood products, catering and laundry. Above plan expenditure relating to the timing of insourcing activity supporting elective recovery also contributes to the adverse position.

1.4 The Trust wide efficiency target stands at £10.9 million for the year, circa 4% of expenditure budgets in line with peers and national planning expectations. Full year efficiency delivery noted at quarter three stands at £3.2 million, with active Executive led oversight being supported by the Trusts Value Delivery Board.

CASH

2.1 At the end of quarter three, the Trust held a cash balance of £8.4 million, worse than plan by £8.6 million due to the adverse Income and Expenditure position in conjunction with the timing of payments linked to capital expenditure and prepayments. Active monitoring and key mitigations have been identified to help manage this cash position.

CAPITAL

3.1 Capital expenditure for the period to 31 December 2023 amounted to £17.2 million against a plan of £18.3 million behind plan, largely due to the timing of planned levels of spend related to externally funded schemes for the Digital Electronic Patient Record programme and the New Hospitals Programme. This position is expected to recover with forecast levels of spend anticipated by the end of the financial year.

Council of Governors

12th February 2024

A year in the life of a NED

Dave Underwood Non-Executive Director

Board & Sub-Committees

Board	14
RATOS	7
Finance Strategy Group	2
Noms & Rems	1
People & Culture	10
Finance & Performance	12
Risk & Audit	5
Working Together CIC	5
NEDs catch up	15

SID, FTSU & Walkabouts

National Guardian

www.nationalguardian.org.uk
#BreakingFTSUBarriers

SPEAK UP MONTH 2023
BREAKING BARRIERS
@NatGuardianFTSU

SID	4
NED 1-2-1	6
FTSU	3
WALKABOUTS	6






DCH Charity - Chair

Charitable Funds Committee	7
Preparatory meetings	6
Financial Reviews	2
Capital Appeal Board	8
Charity Stakeholder Events	2
Dorset County Show	1
Committee Chair / Governor Observer	2
Charitable applications (Chair/FD Approval)	17

Digital Lead

• 1-2-1 with DCH CIO	26
• Digital Team Leads	2
• Cyber Security	1
• NHS Dorset CIO	3
• DCH/DHC CIOs	2
• NHS Cyber Executive	1
• DCH/EPR	4

Governors, System NEDS, Performance & Training

- Council of Governors & AGM 4
- Governance review group 2
- Chair 1-2-1 9
- CEO 1-2-1 2
- Dorset NEDs 5
- DCH/DHC NEDs 4
- CQC, Training & Conference 4
- Recruitment Support 9

Summary

- 213 Meetings
- Over 129 Days
- 36+ Days on site

Council of Governors

Margaret Blankson

Chair, People & Culture Committee

February 2024

PURPOSE OF SESSION

To provide Governors with details of DCH implementation

of the ICS People plan

THE ICB

The ICB is the NHS statutory body / organisation which is responsible for developing a plan for meeting the health needs of the population, managing the NHS budget and arranging for the provision of health services in a geographical area.

Purpose is to provide / oversight of care that is planned, with people working together to understand the service user and their carer(s) putting them in control, and coordinates and delivers services to achieve the best outcomes

KEY CHARACTERISTICS OF ICB

ICB underpinned by

- collaborative leadership.
- subsidiarity - decision-making as close to communities as possible.
- building on existing, successful local arrangements.
- a person-centred and co-productive approach.
- a preventative, assets-based and population-health management approach.
- achieving best value.

ICB CORE PUPRPOSE

* Improve outcomes
* Tackle inequalities
* Enhance productivity
* Social & economic development

Integrated care partnership strategy

Dorset Integrated Care System People Plan

Planning for the future 2023-2028

ICB PEOPLE PRIORITIES

Priority 1 - **Planning For The Future**

We act as an anchor system, attracting a talented and diverse workforce and plan effectively to address workforce supply issues now and in the future, responding to the shift to prevention and new models of healthcare and thriving communities

Priority 2 – Retaining Our People

We look after our people, investing in and supporting lifelong, flexible careers where everyone feels valued, included and encouraged to reach their full potential.

Priority 3 - **Developing our people**

Our people are our most valuable, asset, and we offer everyone the opportunity to develop, learn and grow in response to the changes in how we deliver health and care for our population and for professional development.

Priority 4 - Transforming people services for productivity and efficiency

Dorset has high quality people services and highly skilled people professionals, meeting the future needs of one Dorset workforce and realising the ambitions of this people plan.

Priority 3 – HEALTHCARE FRAMEWORK

Our people are our most valuable, asset and we offer everyone the opportunity to develop, learn and grow in response to the changes in how we deliver health and care for our population and for professional development.

* Strategic Workforce Planning
* Skills and Competencies Evaluation
* Training and Development Programmes
* Range of care models
* Recruitment and Retention Strategies
* Team-Based Care Models
* Technology Integration
* Partnerships and Collaborations
* Performance Monitoring and Evaluation:
* Community Engagement

APPRAISAL IMPLEMENTION

- Clear identification and articulation of the problem
- Comprehensive assessment of risks associated with recruitment failure
- Development and implementation of an action plan
- Regular reports and updates provided to relevant committees
- Demonstrated commitment to addressing the issue from leadership team
- Application of data-driven dashboards to track and analyse relevant metrics
- Incorporation of anecdotal evidence to enrich understanding and inform decision-making
- Active engagement and support from the HR department throughout the process
- Establishment of clear metrics and a statement of intent to guide progress and evaluation
- Identification of additional resources necessary to support initiatives
- Emphasis on continuous learning and adaptation based on insights gained from the process

The Strategy

Key Outcomes

- Sustained increase in appraisal rate
- illustrates a comprehensive approach taken at the divisional level to address appraisal challenges.
- Emphasizing the need for ongoing training and development opportunities for managers to ensure they are equipped to conduct meaningful performance evaluations and support staff growth.

Achieved by

- Understanding the significance of collaboration between HR, divisional leaders, and senior management in tackling organizational challenges
- Acknowledging the importance of fostering a culture of continuous learning and open communication within the organization to drive positive change and improvement.

THANK YOU

QUESTIONS

Title of Meeting	**Council of Governors**
Date of Meeting	**Tuesday 12 February 2024**
Report Title	**Amendments to Governor Committee Terms of Reference and Committee Membership**
Author	**Abi Baker, Deputy Trust Secretary**

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

Summary

The Terms of Reference (TORs) of Governor Committees are required to be updated on an annual basis. The TORs were reviewed in December 2023 with minor amendments relating to role titles and typographical errors. These are highlighted in red in the attached TORs, which are presented to the Council of Governors today for approval:

- Nominations and Remuneration Committee
- Membership Development Committee
- Constitution Review Committee
- Strategic Plan Committee

Also submitted for noting is the membership of each of the governor committees. Following the recent call for expressions of interest to the committees, the committee memberships from 01 January 2024 to 31 December 2024 are below for information. 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 Gov)
Steve Hussey
Stephen Mason
Judy Crabb
David Taylor
Simon Bishop
Jean-Pierre Lambert

Membership Development Committee – Undersubscribed

Kathryn Harrison (Lead Gov)
Stephen Mason
Judy Crabb
David Taylor
Simon Bishop
Vacancies x2 (1 Staff or Appointed Governor and 1 Public Governor)

Constitution Review Committee – Undersubscribed

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

Strategic Plan Committee – Undersubscribed

Kathryn Harrison (Staff Governor) Stephen Mason Judy Crabb Simon Bishop Tim Nicholls Vacancies x4 (1 Staff Governor and 3 Public Governors)	
Freedom of Information Implications – can the report be published?	Yes

Recommendations	The Council of Governors are asked to approve the minor amendments to the Terms of Reference for the Nominations and Remuneration Committee, Membership Development Committee, Constitution Review Committee, Strategic Plan Committee.

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~~ Deputy Chair.
- Receive details of the annual appraisals of the NEDs (including the ~~Vice Chair~~ Deputy 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~~ Deputy 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
- 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~~ Deputy 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.

December 2023

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

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

Attendees
~~3.3~~ 3.2 Head of Corporate Governance or their nominee
~~3.4~~ 3.3 Others may be invited by the Chair as appropriate

4. Chair

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

December 2023

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~~ Deputy Chair
- One Executive Director
- Lead Governor
- Three Public Governors
- 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~~ Deputy 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~~ Deputy 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.

December 2023

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~~ Deputy 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~~ Deputy 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~~ Deputy 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.

December 2023