

## Council of Governors Meeting

Monday 14 December 2020 at 16.00 – 17.00

**This meeting is being undertaken by MS Teams**

*However, due to social distancing restrictions within the NHS we are not inviting the public to attend this meeting.*

### AGENDA

**Please note that Any Other Business items should be advised to the Chairman before the Meeting**

- |  |       |   |                  |                                       |
|--|-------|---|------------------|---------------------------------------|
| 1  | 16.00 | <b>Welcome, Introductions and Apologies for Absence</b>   |                  | Alan McCarthy                         |
| 2  | 16.00 | <b>Declarations of Interests</b>  | Verbal           | Alan McCarthy                         |
| 3  | 16.00 | <b>Minutes of Meeting of the Council of Governors held on 16 October 2020</b><br>To approve                                       | Enclosure        | Alan McCarthy                         |
| 4  | 16.00 | <b>Matters Arising from the Minutes</b><br>None   | Verbal           | Alan McCarthy                         |
| <b><u>ACCOUNTABILITY</u></b>             |       |   |                  |                                       |
| 5  | 16.05 | <b>Chief Executive Report to Council</b><br>To receive and agree any actions  | To follow        | Dame Marianne Griffiths               |
| 6  | 16.25 | <b>Report from the Nomination and Remuneration Committee meeting</b><br>To approve  | Enclosure        | Alan McCarthy /<br>Glen Palethorpe    |
| <b><u>LISTENING AND REPRESENTING</u></b> |       |   |                  |                                       |
| 7  | 16.30 | <b>Lead Governor's Report</b><br>To receive and agree any necessary actions   | Enclosure        | Lyn Camps                             |
| 8  | 16.35 | <b>Staff Governors Update</b><br>To receive and agree any necessary actions   | Verbal           | Staff Governors                       |
| 9  | 16.40 | <b>Appointed Governors Update (District &amp; Council Cllrs)</b>  |                  |                                       |
|  |       | <ul style="list-style-type: none"> <li>• <b>Worthing Borough Council</b></li> <li>• <b>Chichester District Council</b></li> </ul> | Verbal<br>Verbal | Cllr Val Turner<br>Cllr Donna Johnson |
|  |       | <ul style="list-style-type: none"> <li>• <b>Arun District Council</b></li> <li>• <b>West Sussex County Council</b></li> </ul>     | Verbal<br>Verbal | Cllr Gill Yeates<br>Cllr Mike Magill  |
|  |       | To receive and agree any necessary actions  |                  |                                       |

- |    |       |  |           |                                    |
|----|-------|--|-----------|------------------------------------|
| 11 | 16.45 | <b>Membership Recruitment Update</b><br>To receive and agree any necessary actions | Enclosure | Glen Palethorpe /<br>John Thompson |
|----|-------|--|-----------|------------------------------------|

**OTHER ITEMS**

- |    |       |  |  |               |
|----|-------|--|--|---------------|
| 12 | 16.50 | <b>Other Business</b>  |  | Alan McCarthy |
| 13 | 16.55 | <b>Questions from the Members of the Public</b><br>To respond to questions raised with the<br>Company Secretary ahead of the meeting                             |  | Alan McCarthy |
| 14 | 17.00 | <b>Date of next meeting:</b><br>This is to be determined in line with the<br>requirements of the Trust's merger timeline<br>and will be undertaken via MS Teams. |  | Alan McCarthy |

**Glen Palethorpe**  
**Group Company Secretary**  
[Glen.palethorpe1@nhs.net](mailto:Glen.palethorpe1@nhs.net)

**Quoracy of Council of Governors Meetings**

A meeting of the Council shall be quorate and shall not commence until it is quorate. Quoracy is defined as meaning that the following requirements are all satisfied:

- there shall be present at the meeting at least one third of all Governors (9)
- of those present, at least 51% shall be Elected Governors
- of whom at least two shall be Elected Public Governors

<b>Minutes of the Council of Governors meeting held from 15.30 on Friday 16 October 2020 via MS Teams.</b>		
<b>Present:</b>	Mike Rymer John Todd Jill Long John Thompson Andrew Ratcliffe Lyn Camps Lindy Tomsett Les Wilcox Alan Sutton John Davies Pauline Constable John Bull Stuart Fleming Gillian Yeates Mike Magill  Miranda Jose Ryan De-Vall	Non-Executive Director (Chair) Public Governor – Adur Public Governor – Arun Public Governor – Arun Public Governor – Arun Public Governor – Arun (Lead Governor) Public Governor – Chichester Public Governor – Chichester Public Governor – Chichester Public Governor – Horsham (Associate) Public Governor – Worthing Public Governor – Worthing Patient Governor Appointed Governor – (Arun District Council) Appointed Governor – (West Sussex County Council) Staff Governor – Additional Clinical Services Staff Governor – Scientific, Technical & Professional
<b>In Attendance:</b>	Jon Furnston Joanna Crane Karen Geoghegan Pete Landstrom Karen Seabridge Katrina O'Shea Ashlee Metcalfe Helen Thompson Tom Wilkins Glen Palethorpe Tanya Humphrys	Non-Executive Director Non-Executive Director Chief Financial Officer Chief Delivery and Strategy Officer Deputy Finance Director Patient Experience Matron (For Item 7) Patient Safety Matron (For Item 7) Ernst and Young (For item 9) Ernst and Young (For item 9) Group Company Secretary Board and Committee Administrator

<b>COG/10/20/01</b>	<b>Welcome and Apologies</b>
1.1	The Chair welcomed the Governors to the meeting.
1.2	The Chair took the opportunity to congratulate Alan McCarthy the Trust Chairman who has been awarded an MBE for services to the NHS adding thanks on behalf of the Chairman to the Governors for their card of congratulations. Mike went onto to congratulate John Thompson Deputy Lead Governor who had also been awarded an MBE for his services to the local Community in the Bognor area.
1.3	John Thompson thanked Mike and commented that it was a great honour to receive and was a reflection of the importance of the role of Governors.
1.4	Apologies for absence were noted from: <b>Executive Directors:</b> Marianne Griffiths, George Findlay, Maggie Davies, Tim Taylor. <b>Non-executive Directors:</b> Alan McCarthy, Lizzie Peers, Patrick Boyle, Lillian Philip. <b>Governors:</b> Jane Ramage, Anita Mackenzie.

<b>COG/10/20/02</b>	<b>Declarations of Interests</b>	
2.1	There were no declarations of interest.	
<b>COG/10/20/03</b>	<b>Minutes of the Council of Governors meeting held on the 24 August 2020</b>	
3.1	The minutes of the meeting of the Council of Governors held on the 24 August 2020 were <b>AGREED</b> as correct.	
<b>COG/10/20/04</b>	<b>Minutes of the Annual General Meeting held on the 30 October 2020</b>	
4.1	The minutes of the meeting of the Annual General Meeting held on the 30 October 2020 were <b>AGREED</b> as correct.	
<b>COG/10/20/05</b>	<b>Matters arising from Minutes</b>	
5.1	There were no matters arising from the previous meeting.	
<b>COG/10/20/06</b>	<b>Membership &amp; Engagement Committee Report</b>	
6.1	John Thompson presented the Membership and Engagement Committee report, drawing attention to the following areas.	
6.2	It was noted that Covid-19 has had an impact on the plans for the personalised contact with members that the Committee had previously planned. John highlighted that the current focused activity was keeping members informed of the changes within the Trust leading up to the Merger and seeking to attract good future Governors.	
6.3	John advised the Council that the Committee is also looking ahead to the merger and to working closely with colleagues at BSUH to recruit additional members for the new single organisation.	
6.4	Lyn Camps advised the Council that at both the last Medicine for All event and the AGM there had been enquiries about becoming a Governor which was extremely positive.	
6.5	<b>The Council of Governors NOTED the Membership and Engagement Committee Report.</b>	
<b>COG/10/20/07</b>	<b>Patient Experience &amp; Engagement Committee Report</b>	
7.1	Mike Rymer welcomed Katrina O'Shea to the meeting and began by advising the Council that Katrina was leaving the Trust and would be greatly missed, wishing her well and thanking her for her dedication and hard work over the years.	
7.2	Katrina thanked Mike for the lovely welcome adding that it had been a huge privilege to work with the Council and gave a warm welcome to the role for Ashlee Metcalfe was present and who would be stepping into the role.	
7.3	The Council was advised that the Patient Experience and Engagement Committee (PEEC) had taken place on 10 September 2020, the meeting was quorate and that the CCG had also been in attendance. Katrina highlighted that the Committee had received two presentations at this meeting, the first being on the initiatives and engagement with patients and	

	<p>families to help them maintain contact during lockdown along with the messages to patients and letters from families, Katrina explained that it was a big undertaking and generated lots of press but hugely beneficial to all involved.</p> <p>7.4 The second presentation was in respect of Project Wingman and was given directly from one of the volunteers and how much being part of this project meant to her and how valued it was by staff in providing them with a very welcome place of support and refuge from the bustle of the hospital, Katrina noted that it was a very powerful presentation.</p> <p>7.5 The Council was advised that at the meeting the Committee has also received an update from the CCG in relation to all the engagement activities they were undertaking and touched on the Darzi project Katrina had been working from on relation to learning from deaths.</p> <p>7.6 Katrina informed the Council that Ashlee Metcalf would be taking over her role and Ashlee introduced herself to the Council commenting that she was looking forward to working with the Governors.</p> <p>7.7 <b>The Council of Governors RECEIVED the Patient Experience and Engagement Committee Report.</b></p>	
<b>COG/10/20/08</b>	<b>WSHFT/BSUH Merger &amp; Acquisition Programme Update</b>	
	<p>8.1 Pete Landstrom introduced the Merger and Acquisition presentation and advised that the Board was keen to keep the Governors up to date and up to speed with the merger noting that the presentation would provide a formal update on the stage of the process, workstreams and some of the key processes.</p> <p>8.2 The Council was advised that at a previous session an update on why the Merger was being reconsidered had been provided. Pete explained that as part of the Strategic case an options appraisal was completed to see whether it would be viable. Pete commented that there was a compelling case for the Merger with it being the most robust platform in terms of moving forward and strategic aims, but also for tackling some of the shared risks and issues for both Trusts.</p> <p>8.3 Following formal submission to NHSI of the Strategic Case NHSI on 08 September 2020 approval was granted to progress to the development of a Full Business Cases (FBC), Pete explained how the Trust will be satisfying regulators and the secretary of state as part of the approval process for the final FBC.</p> <p>8.4 Feedback from NHSI was positive on the Strategic Case with the assessment that both organisations are in a stable position, and the benefits of merging the two organisations which is very positive. It was noted that NHSI have also proposed to substantially reduce their approvals process due to the positive working relationship between WSHT and BSUH as a result of the Management Contract.</p> <p>8.5 Pete drew the Governors attention to the developed programme of work which will see the Trust progress with the transaction approval, operational readiness and post-transaction integration and explained that there is no intention to make unnecessary changes to existing services and that any changes will only be for the benefit of the patients.</p>	

<p>8.6</p> <p>8.7</p> <p>8.8</p> <p>8.9</p> <p>8.10</p> <p>8.11</p> <p>8.12</p> <p>8.13</p> <p>8.14</p>	<p>It was noted that each workstream plan is now scoped and up and running with good work plans in place for those workstreams, Pete explained that there is a developed Clinical Strategy at BSUH with the plan is to do so for WSHT with this being incorporated as part of the transaction process.</p> <p>Pete outlined the timeline overview and explained that the Governors would be asked to continue to engage in the process with their final approval at the beginning of March.</p> <p>Pete explained that there were some specific responsibilities for the Board in getting the FBC through to the transaction approval to ensure that the Trust are really testing their assurance and understanding of the merger in addition to the organisational understanding post transaction in relation to an integration plan and engaging with all stakeholders.</p> <p>Pete explained to the Council that the Governors would have a key role in terms of the acquisition of BSUH and that it is important that as Governors they are assured around the process and assured that the Board has considered all potential risks. It was noted that the Governors will be part of the new organisation and as such the Board is keen to build on the regular information sessions that are already in place whilst exploring and exposing some of the new areas of BUSH.</p> <p>The Chair thanked Pete for his presentation commenting that as Non-Executive Directors they received great assurance from the systems and processes already in place around the merger.</p> <p>John Bull asked if there is a second wave of the Coronavirus pandemic would that have an impact on the merger timescales and cause a delay for the 01 April 2021 date, Pete explained that one of the things that had been agreed with NHSI was if there was a significant surge there would be elements of the process that would be more challenging and if it was felt that an extension was required to the current management contract then there would be the leeway to be able to do that, however he stressed the intention was not to do that but the focus must always be primarily patient care and safety.</p> <p>Lyn Camps commented that it was really positive that there would be a number of Governor seminars and highlighted that the Council doesn't have the same level of knowledge of BSUH or an understanding who some of the key people are and asked if it would be possible to start building relationships with the counterparts of BSUH. Pete acknowledged that this was needed and agreed to build it into the governor seminars.</p> <p>Andrew Ratcliffe asked about the legal process and whether this was a merger or an acquisition. Pete advised that technically the process was an acquisition, so it was merger via acquisition. BSUH is effectively dissolved into WSHT and then will reemerge as one new organisation. The technical aspects will be a new organisation with new aims, but what will actually be different for staff and services on 01 April 2021 is very little. Through the development of a clinical strategy the Trust will start to make the right changes to services and how they are delivered, with longer term plans around how we use our resources effectively, Pete assured the Governors that for any services changes there would be full engagement with staff, Governors and the Board.</p> <p><b>The Council of Governors NOTED the WSHT/BSUH Merger &amp; Acquisition Programme Update.</b></p>	
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COG/10/20/09	External Auditors Annual Audit Letter	
9.1	The Chair welcomed Helen Thompson and Tom Wilkins from Ernst Young (EY) who joined the meeting and presented the Annual Audit Letter to the Council of Governors.	
9.2	Helen began by explaining to the Governors that 2019/2020 had been a more challenging year in terms of closing out the financial statements with the pandemic taking hold, late and changing guidance and restrictions on movement all of which impacted on the approach to their work and material uncertainties which in turn led to an impact on the timetable. Helen acknowledged that all parties had learnt a lot about how to work remotely and the previous year would help if the current situation continued in this way for 2020/2021.	
9.3	Tom Wilkins presented the findings from the Audit and explained that EY had within their plan identified a number of areas where they thought there was audit risk in particular in relation to the reported capitalisation of revenue expenditure in relation to the Patient First Programme, Tom advised the Council that EY had tested this audit risk and were comfortable that no manipulation of data had not occurred.	
9.4	It was noted that EY had also tested the audit risk that revenue may have been misstated as is the presumed risk under ISA 240, Tom advised that there was no evidence that manipulation of the reported financial performance had occurred.	
9.5	Tom explained that in relation to the valuation of Property, Plant and Equipment (PPE), the Trust had revalued its land and building using indices provided by the District Valuer. However, post that, the Valuer subsequently issued notification that, had they undertaken a full valuation it was likely that there would be material uncertainty in respect to the value given the uncertainty generally over the impact of Covid-19 on property values. Tom noted that EY were comfortable that the valuation was proportionate and added some additional information to their report as such.	
9.6	It was noted that in relation to Going Concern there was updated guidance that EY was required to consider when assessing the Trust's statement, however they were comfortable with the statement that the Trust would continue as such.	
9.7	Tom advised the Council that the final point was regarding inventory. Due to the fact that EY had been unable to attend for the final stock take due to Covid-19 and in line with EY policies, the auditors had to undertake a detailed programme of alternate work and worked with the Trust to carry out a number of additional procedures in order to finalise their audit. No evidence of material risks was identified.	
9.8	Helen advised the Council that to date there had been no clarity over the timetable for 2020/2021 but noted there were definitely areas of learning in relation to how things have been done this year and what can be done to work closely with the Trust this year.	
9.9	<b>The Council RECEIVED the Annual Audit Letter from Ernst young for 2019/2020.</b>	
9.10	Mike thanked EY for their attendance as Helen and Tom left the meeting	

<b>COG/10/20/10</b>	<b>Annual Report to the Council of Governors on the Performance of the External Auditor</b>	
10.1	Jon Furmston presented the Annual Report to the Council of Governors on the Performance of the External Auditor.	
10.2	Jon explained to the Council that the real test of an organisation is when times are challenging and Covid has been that situation this year, is how the organisation can cope. In prior years although the year-end process and audit has been pretty good this year it was more challenged and whilst a good outcome for the Trust had been achieved this had required quite of bit of work along the way.	
10.3	In terms of speed the Trust financial team they had always planned to submit on the original date of 29 May 2020 but due to late guidance changes impacting on some areas of the audit the Trust submitted at the extended date of 25 June 2020.	
10.4	The 'limitation of scope' in relation to the Inventory valuation was a result from Ernst & Young declining to physically attend a stocktake (due to Covid-19 restrictions) within one month of having witnessed a similar stocktake performed by the Trust at the end of February. This led them to indicate they were therefore unable to verify the stocktake balance which would result in a qualified audit opinion. Jon explained that a qualified opinion is what a Trust would get if it wasn't following accounting principles so was very serious, but this was not the case.	
10.5	Jon explained that following a number of meetings and discussions, EY provided the Trust with an unqualified opinion after working around some of the issues that had prevented them from attending the Trust in person. Jon highlighted that it was important to note the challenges and these were brought to the attention of the Council for completeness but acknowledged this was the first time this had been the case and there had been particularly challenged circumstances surrounding the 2019/20 audit.	
10.6	The Council was advised that the Trust would be retendering for its External Auditor in line with its current contract timeline which would allow all suppliers to bid for the contract, it was noted that the current contract for both BSUH and WSHT expires at the end of March 2021 and that a joint tender was underway with BSUH.	
10.7	Gill Yeates commented that when evaluating the possible tenders for the new contract it would be beneficial to test whether the same type of issues have arisen at other Trusts. Karen Geoghegan explained that at the time the Trust did carry out some comparisons with other Trusts regionally to see how they were managing their issues, but this would be an area to test within the tender evaluation.	
10.8	<b>The Council of Governors RECEIVED the Annual Report to the Council of Governors on the Performance of the External Auditor.</b>	
<b>COG/10/20/11</b>	<b>Committee Feedback – Audit Committee</b>	
11.1	The Chair of the Audit Committee Jon Furmston provided the Council of Governors with feedback from the work of Audit Committee for the last year.	

11.2	The Council's attention was drawn to slide two of the presentation which described the role of the Audit Committee and explained the very technical management role of the committee. Jon explained that the Committee doesn't look at the content of what is being delivered but is the reporting and governance in place to deliver what the Trust needs in order to deliver the outcome and detailed the 4 mechanisms of how the Committee does that.	
11.3	Jon explained to the Council that they had already received an update from the External Audits on their work for 2019/2020 and that the work that they carried out this year would be used to learn from for the 2020/2021 year.	
11.4	In relation to Internal Audit the Council was advised that the Trust has a team of Internal Auditors that independently assess the design and effectiveness of the processes within the Trust. It was noted that there was only one area where there was limited assurance and there were no areas that were below the threshold of assurance.	
11.5	Jon explained that the Trust has a Local Counter Fraud Service with the primary aim to deter fraud by prevention but also to detect it if it does occur and hold to account any fraudulent acts and behaviours. It was noted that there is annual benchmarking carried out on the activity of the LCFS and WSHT is not an outlier with the number of referrals being similar to those made to other similar Trusts	
11.6	Finally, Jon explained that the Audit Committee regularly receives Post Project Evaluations (PPE) where the Non-Executive Directors challenge any findings and ensure that those learning are fed back for future projects.	
11.7	<b>The Council NOTED the Audit Committee Feedback.</b>	
<b>COG/10/20/12</b>	<b>Company Secretary Report</b>	
12.1	Glen Palethorpe presented the Company Secretary Report and highlighted the following key areas.	
12.2	As part of the merger there is a need to review our current constitution and part of this review is to ensure that our membership for which we draw our Council from is representative of the new geography of the merged organisation.	
12.3	To assist with this process a reference group was established comprising of public, staff and appointed governors. This group has met three times so far and during these meetings has contributed to the design of the merged Trust's public and staff constituencies.	
12.4	The Group recognised that having a decision particularly on the public constituencies was important to enable the launch of a membership recruitment campaign.	
12.5	The Group considered both the public and staff membership constituencies.	
12.6	A number of options were considered across both the staff and public constitutions and considered their advantages and challenges and supported the Group Company Secretary to develop the attached paper and the recommendations to the Council for the revised membership constituencies.	

12.7	There is a need to establish a minimum number or members for each of the public and staff constituencies. In determining these consideration has been given to the levels set when the Western Sussex Hospitals Foundation Trust was established and these would form the basis for the expanded Foundation Trust.	
12.8	The reference group has also been considering the size and shape of the Council and this work continues and a recommendation as to the Council composition will come back to a subsequent meeting.	
12.9	Glen added that although Jane Ramage had given her apologies she had requested that it be noted that she formally approves paper from the reference group.	
12.10	<b>The Council of governors APPROVED the indicative constituencies set out in the paper and agreed recruitment should commence.</b>	
<b>COG/10/20/13</b>	<b>Any Other Business</b>	
13.1	There was no other business to discuss.	
<b>COG/10/20/14</b>	<b>Date of Next Meeting</b>	
14.1	It was noted that the next Council of Governors Meeting would take place at 15.30 on Monday 14 December 2020.	
<b>COG/10/20/15</b>	<b>Questions from the Members of the Public</b>	
15.1	An opportunity had been given, but there were no questions from the public lodged for the meeting.	

Tanya Humphrys  
**Board and Committee Administrator**  
October 2020

Signed as a correct record of the meeting

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Chair

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Date

<b>Agenda Item:</b>	6	<b>Meeting:</b>	Council of Governors	<b>Meeting Date:</b>	Dec 2020
<b>Report Title:</b>	Report from the Nomination and Remuneration Committee meeting				
<b>Sponsoring Board Member:</b>	Alan McCarthy – Trust Chair				
<b>Author(s):</b>	Glen Palethorpe – Company Secretary				
<b>Report previously considered by and date:</b>					
<b>Purpose of the report:</b>					
Information	<input checked="" type="checkbox"/>	Assurance	<input type="checkbox"/>		
Review and Discussion	<input type="checkbox"/>	Approval / Agreement	<input checked="" type="checkbox"/>		
<b>Reason for submission to Trust Board in Private only (where relevant):</b>					
Commercial confidentiality	<input type="checkbox"/>	Staff confidentiality	<input checked="" type="checkbox"/>		
Patient confidentiality	<input type="checkbox"/>	Other exceptional circumstances	<input type="checkbox"/>		
<b>Link to Trust Strategic Themes:</b>					
Patient Care	<input type="checkbox"/>	Sustainability	<input type="checkbox"/>		
Our People	<input checked="" type="checkbox"/>	Quality	<input type="checkbox"/>		
Systems and Partnerships	<input type="checkbox"/>				
<b>Any implications for:</b>					
Quality					
Financial					
Workforce					
<b>Link to CQC Domains:</b>					
Safe	<input type="checkbox"/>	Effective	<input type="checkbox"/>		
Caring	<input type="checkbox"/>	Responsive	<input type="checkbox"/>		
Well-led	<input checked="" type="checkbox"/>	Use of Resources	<input type="checkbox"/>		
<b>Communication and Consultation:</b>					
<b>Executive Summary:</b>					
<p>The Nomination and Remuneration Committee met on the 18 November 2020 and received a report from the Chair making recommendations in respect of three Non Executives, Patrick Boyle, Mike Rymer and Jon Furmston whose terms of office expire in the next few months.</p> <p>The Committee recognised the strong performance of each of these NEDs and agreed to recommend to the Council the reappointment of Patrick Boyle for a second term of three years from 20 January 2021 to 19 January 2024 and the reappointment of Jon Furmston for a further 13 months from 1 June 2021 to 31 May 2022, which would take him to his maximum allowed 9 years as a NED for WSHFT.</p> <p>The Committee noted the news that Mike Rymer planned to retire at the end of his current term of office and agreed that the Trust should seek to recruit to this vacancy. The Committee agreed that the Board was enhanced by having a NED with senior acute clinical experience and therefore the Trust should seek to recruit a replacement with similar experience.</p>					
<b>Key Recommendation(s):</b>					
<p>The Council <b>APPROVE</b></p> <ul style="list-style-type: none"> <li>- The appointment of Patrick Boyle for a second term from 20 January 2021 to 19 January 2024</li> <li>- The appointment of Jon Furmston for a further 13 months from 1 June 2021 to 31 May 2022</li> <li>- That the Trust recruit to the NED position which will become vacant on Mike Rymer's retirement in January 2021</li> </ul>					

<b>Agenda Item:</b>	7	<b>Meeting:</b>	Council of Governors	<b>Meeting Date:</b>	14 December 2020
<b>Report Title:</b>	Lead Governor's Report				
<b>Sponsoring Executive Director:</b>	Lyn Camps, Lead Governor				
<b>Author(s):</b>	Lyn Camps, Lead Governor				
<b>Report previously considered by and date:</b>					
<b>Purpose of the report:</b>					
Information	<input checked="" type="checkbox"/>	Assurance	<input type="checkbox"/>		
Review and Discussion	<input type="checkbox"/>	Approval / Agreement	<input type="checkbox"/>		
<b>Reason for submission to Trust Board in Private only (where relevant):</b>					
Commercial confidentiality	<input type="checkbox"/>	Staff confidentiality	<input type="checkbox"/>		
Patient confidentiality	<input type="checkbox"/>	Other exceptional circumstances	<input type="checkbox"/>		
<b>Link to Trust Strategic Themes:</b>					
Patient Care	<input type="checkbox"/>	Sustainability	<input type="checkbox"/>		
Our People	<input type="checkbox"/>	Quality	<input type="checkbox"/>		
Systems and Partnerships	<input type="checkbox"/>				
<b>Any implications for:</b>					
Quality					
Financial					
Workforce					
<b>Link to CQC Domains:</b>					
Safe	<input type="checkbox"/>	Effective	<input type="checkbox"/>		
Caring	<input type="checkbox"/>	Responsive	<input type="checkbox"/>		
Well-led	<input checked="" type="checkbox"/>	Use of Resources	<input type="checkbox"/>		
<b>Communication and Consultation:</b>					
<b>Executive Summary:</b>					
This report provides the Council with an update of activities up to the end of November 2020					
<b>Key Recommendation(s):</b>					
The Council is asked to NOTE this report.					

## **LEAD GOVERNOR'S REPORT TO THE COUNCIL OF GOVERNORS**

### **December 2020**

I remember writing my LG report in August dominated by Covid-19 and the impact on Western and thinking “phew” lets hope I never have to write a report like that again! Sadly, we hurtled into another lockdown but this time it feels very different. We don't have the energy that is driven by adrenalin and not understanding exactly what lays ahead. This latest lockdown has been supported by staff who know exactly what the impact on Western will be and having supported the first lock down so brilliantly, will find it much more trying as they are exhausted and pushing to also restore services, whilst capacity in the hospitals is still at a reduced level for Covid alongside of flu and winter pressures. It is a hugely complex environment and as always, the Governors are amazed by the resilience of every member of staff and therefore our thanks are heartfelt in the way you continue to deal with the impact Covid has on your work and family life. Western at its best!

We are thrilled to see vaccinations starting to roll out and hope we will start to see life return to normal and we were delighted to see that a) NHS staff will be some of the first to receive vaccinations and b) Western are rolling out home testing kits for asymptomatic staff. I overheard a nurse saying “its really important as it will help keep patients and us safe but also give me assurance that its OK to finally see my Dad”! We do however recognise the logistical challenges this roll out gives to the Trust on top of all the other pressures you are dealing with.

Bizarrely, Covid has brought some positive, unintended consequences and it has been fantastic to hear how Service Providers are collaborating and finding ways to actively enhance how they work together. Alongside of this we have seen quite a few new volunteers who are at college and now considering a career in the NHS. Volunteering on the wards gives them an insight into the different type of roles and they all seem to really love it and certainly for patients who have not been able to see their families it has been a real boost and we have seen smiles, giggles and lots of banter on the wards with these new volunteers.

Working from home continues to be the norm for many across the Country and the Governors have really embraced this way of working and is really successful as we have continued to hold our mtgs using MS Teams. One of our key roles is being the link between the Trust and the public and this has proven to be a real challenge. We are aware that people still have a fear of visiting the hospital for appointments and not always turning up and are hugely disappointed that care has been delayed. I was therefore delighted to have a friend deliver a baby in Worthing and she had nothing but praise for the care and felt “safe” at all times and another gent stopped me to say he had a pre-op at SRH and the safety in place was fantastic and text me yesterday to say he now has his hip replacement scheduled for next week! He is over the moon and not in the least bit worried about coming in to the hospital.

A good example of working remotely:

### **Governor Focus Conference 2020**

A superb event hosted by NHS Providers over a 3 day period. We had tickets for 3 Governors to attend this event which was run remotely and attended by over 360 Governors from over 100 trusts, which suggests remote may be the way forward for this type of event?

### **Day 1 – Chris Hopson CEO of NHS Providers**

His presentation was fabulous. He reinforced the messaging and the reasoning behind the second lockdown and explained how many hospitals were already at full capacity especially in the North. Staff exhaustion, compassion fatigue and well being is a huge concern nationally. We were interested to see just how many “priorities the NHS had before the first lockdown and how these have increased following that lockdown”. Incredible to think how “any” organisation would address these, least of all when under incredible pressures in trying to also support restoration of services, cope with Covid, flu and of course normal winter pressures. A daunting message.

### **Day 2 – Professor Joe Harrison – CEO of Milton Keynes**

Joe talked thru his approach at MK in going “digital” for the future. Very engaging and clearly stated that the starting point is very much understanding what the NHS appetite for risk is, how do you mitigate and handle “failure”. He said all Trusts will fail at some point as the “scale” of digitalising the NHS is enormous and interoperability and legacy systems are a concern. He didn’t focus at all on cost savings but improving patient experience. A fascinating presentation. We know through presentations given by the Trusts IT Director that at Western our clinically led IT strategy is supporting this approach to using IT to support patients such as the development of the “patient knows best” application.

### **Day 3 – Sarah Hughes – CEO for centre for mental health**

Again, full of passion and hugely insightful. Covid has driven a 30% increase in telephone help lines. Her focus was on the Mental Health of staff. Compassion Fatigue is now recognised as a major cause of staff burn out and MH concerns.

They also facilitated break out rooms which gave us the opportunity to share experiences with other Governors. Many were very interested in “project wingman” and wellbeing Wednesday, which has been so successful at Western.

An absolutely brilliant event and I know John Thompsom, Lindy Thomset and myself found it both very interesting and hugely enjoyable.

### **BSUH & Western Merger**

As part of the proposed Merger we formed a small reference group of 16 Governors to start developing a new constitution to meet the needs of the two organisations. This recognised that currently BSUH do not have FT status and therefore do not have Governors. We have been looking at lessons learnt since Western became an FT, what can we do better and how we can proactively engage with existing members and recruit new ones. What should the formula be for the number of Governors across Public, appointed and staff constituencies? What training and support will be required? Building a constitution and a Council of Governors that will continue to be effective, whilst maintaining continuity, has created interesting and lively debate and the Company Secretary will soon be presenting our findings to the COG.

### **Appointment of External Auditors**

A number of Governors have been part of the team involved in the process to appoint the new External Auditors, a statutory requirement for the Governors. A rigorous process and the appointment will be made shortly.

### **Organ Donation Committee**

Dr John Bull and Lindy Thomsett are two Governor who sit on the Organ donation committee. The committee are instrumental in raising awareness of Organ donation.

Hopefully you will all have seen the beautiful “Angels” at SRH painted by a local artist and funded by the committee which had some great publicity recently in the local press. The “gift” statue in the foyer at SRH will soon have a plaque explaining the that “Gift” represents the giving of an organ to save another life.

A new law regarding deemed consent unless the person has made an opt out declaration has seen Organ Donations increase this year. Positive news for those patients desperately waiting for an Organ transplant.

### **Friends’ of Chichester, Worthing and Southlands Hospitals**

The three Friends’ Charities have remained active in their hospitals, supporting staff and patients with their shops and cafes, and by funding much-needed medical equipment. The pandemic has impacted on their income considerably due to the inevitable cancellation of planned fundraising activities and low footfall in our hospitals. Even so, they are very proud and delighted to fund new medical equipment over the last few months, e.g.

Lucas Automated Chest compressors (£9,350 each) for both St Richard’s and Worthing Hospitals are helping staff in Resus (ITU or A &E) Performing chest compression in a hot ward while wearing full PPE is particularly tiring)

St Richard’s Urologists now have a state-of-the-art adjustable examination chair (£13,720) for men requiring prostate examination and biopsy. The new technique will help clinicians to diagnose and treat cancer patients whose appointments have been delayed by the Covid-19 surge in the spring of this year.

### **And now..... Christmas cheer**

Christmas has arrived at St Richard’s Friends’ Shop! The wishing tree is on display in the window, bedecked with hand knitted ornaments containing a Ferrero Rocher chocolate. These are back following requests from staff members, as we sold out last year. Our multi-talented Sue Barge knits the woollen ornaments and will struggle to keep up with demand. So, when they’re gone, they’re gone! There’s a host of affordable gifts and cards to choose from too.

Chichester Friends’ Christmas raffle tickets are now being sold in the shop and from trustees. With a £100 cash prize and two fabulous hampers to be won, they hope that this small fundraising event will cheer staff and friends, and raise a worthwhile sum.

Friends' traditional annual Christmas gifts for patients are nearly all packed up and ready for delivery. All are undergoing a lengthy period of quarantine before a further spell in isolation in the hospitals so that they can be delivered by staff in all wards for that very special day!

## **CONGRATULATIONS**

Its rather lovely to be able to end my report with some well deserved congratulations and the Governors would like to extend their congratulations to:

**Alan McCarthy** – Chairman, on his MBE for services to the NHS

**Maggie Davies** – Chief Nurse on her appointment as a visiting Professor in the faculty of Health and Medical Science at the University of Surrey

**John Thompson** – Deputy Lead Governor on his MBE for services to his Community.

**Breast Care Team** on winning employee of the month, fantastic news for such a dedicated team!!

The WSHT Governors would like to wish everyone a very Happy Christmas in what has been an extraordinary year.

Lyn Camps  
Lead Governor  
December 2020

<b>Agenda Item:</b>	11	<b>Meeting:</b>	Council of Governors	<b>Meeting Date:</b>	14 Dec 2020
<b>Report Title:</b>	<b>Membership Update</b>				
<b>Sponsoring Executive Director:</b>	Glen Palethorpe, Group Company Secretary				
<b>Author(s):</b>	Glen Palethorpe, Group Company Secretary John Thompson, Membership & Engagement Committee Chair				
<b>Report previously considered by and date:</b>					
<b>Purpose of the report:</b>					
Information	<input checked="" type="checkbox"/>	Assurance	<input type="checkbox"/>		
Review and Discussion	<input type="checkbox"/>	Approval / Agreement	<input type="checkbox"/>		
<b>Reason for submission to Trust Board in Private only (where relevant):</b>					
Commercial confidentiality	<input type="checkbox"/>	Staff confidentiality	<input type="checkbox"/>		
Patient confidentiality	<input type="checkbox"/>	Other exceptional circumstances	<input type="checkbox"/>		
<b>Link to Trust Strategic Themes:</b>					
Patient Care	<input checked="" type="checkbox"/>	Sustainability	<input checked="" type="checkbox"/>		
Our People	<input checked="" type="checkbox"/>	Quality	<input checked="" type="checkbox"/>		
Systems and Partnerships	<input checked="" type="checkbox"/>				
<b>Any implications for:</b>					
Quality					
Financial					
Workforce					
<b>Link to CQC Domains:</b>					
Safe	<input checked="" type="checkbox"/>	Effective	<input checked="" type="checkbox"/>		
Caring	<input checked="" type="checkbox"/>	Responsive	<input checked="" type="checkbox"/>		
Well-led	<input checked="" type="checkbox"/>	Use of Resources	<input checked="" type="checkbox"/>		
<b>Communication and Consultation:</b>					
<b>Executive Summary:</b>					
<p><b>Introduction.</b></p> <p>As part of the merger the Trust is required to amend its constitution to reflect the extended geography of the new Trust. At the last meeting of the Council approval was given to add three new public constituencies for Brighton &amp; Hove, East Sussex and Mid Sussex and a minimum membership for these constituencies was set at 815 new members. At the same time the minimum number of members for Horsham was increased by 55 to reflect that area's relationship with BSUH. Recruitment to these constituencies has commenced.</p> <p>Also as part of the merger the Trust has been looking more widely at membership and has recognised that there are a number of enhancements that can be made to the current processes to support those members that wish to be more actively engaged with the Trust.</p> <p><b>Membership Recruitment.</b></p> <p>The Trust's recruitment campaign has commenced and an on line membership form has been developed that allows prospective members to register to become members of the enlarged Trust at the time of the transaction (prior to that date they are in effect shadow members). Initially information on how to become a member has been circulated by our neighbouring Foundation Trusts to their members, placed on our website and in December is to be placed within the BSUH Staff Updates asking them to see if their friends and family would like to become a member (noting that staff automatically become members of the Trust on the transaction date). Work is progressing with other organisations</p>					

linked to BSUH eg the Charity, the League of Friends and the Trust's inclusion groups coupled with those within the local community eg Brighton Student Union and gala bingo.

As at 4 December the Trust has secured 84 new members across the three new constituencies (10% of the required minimum membership) and a further 19 new members for WSHFT. There were a small number of members who reapplied for membership so were discounted from the number above).

The Council of Governors reference group, which helped review the Trust's constitution, is also helping with the framing of the Trust's membership recruitment work and with the update to the Trust's membership strategy. A summary of the developing membership strategy is attached as an appendix to this report and the full document will be considered by the Membership and Engagement Committee in early 2021.

### **Membership engagement**

As mentioned above the Trust has taken the opportunity, presented through the review of its Constitution, to review the Trust's current processes for membership engagement and its membership strategy, building on the work of the Membership and Engagement Committee.

With the support of the reference group a number of areas have been identified for enhancement, these include: -

- Forging closer links with the volunteer co-ordinators to enable them to contact members expressing a desire to volunteer;
- Sharing information and details with the improvement project lead of those members who wish to get involved in such areas;
- The sharing of information with the membership and the development of a more regular and informative membership newsletter;
- Restarting the membership engagement events (Medicine for All); and
- Reviewing the terms of reference for the Membership and Engagement Committee to shift its focus from recruitment to engagement.

### **Governor support**

The Trust is also looking at its governor support and in particular at how the Trust can work with those members thinking of becoming Governors to better explain the role and the Governor induction processes in particular how it may be able to offer support from retiring governors to the new governors to enhance the current buddying arrangements for new governors.

The Trust is also reviewing the content of the new Governor induction programme and, following feedback from the Governor reference group, is looking to extend this to cover some softer skills elements, rather than as it is currently constructed to focus on the constitution and the role of the governors coupled with a series of information sessions on NHS and Trust Finances, Quality and Safety reporting, Communications and Patient First.

### **Key Recommendation(s):**

The Council is asked to **NOTE** the work being undertaken

- to recruit to its extended constituencies;
- to enhance the processes supporting membership engagement which will see the development of the revised membership strategy which, after being considered by the Membership and Engagement Committee, will be presented to the Council; and
- to enhance the support to the governors and those members who are considering becoming governors.

# Membership Strategy

Shaping the future of your NHS

## Objectives

Recruitment

Welcoming and Segmenting

Engagement

## Our priorities

Build a more representative membership within currently underrepresented groups.  
Increase public members by 1% year on year and retain staff members.

Ensure 95% of new members have their interest recorded and receive a welcome pack within 48 hours of completing their application.

Increase levels of participation in Trust activities by 10% each year.  
Increase Ambassador Members by 10% each year.

## Actions

Tailored messages to meet the different needs of the public that includes information about the role and benefits of membership.  
Engagement with Universities and BAME groups via various communication channels.

Log members' interest and carry out analysis to enable tailored engagement.  
Engage with new members early.  
Identify potential future Governors.

Increase the use of social media to engage with current members.  
Creation of new organisation membership newsletter.

## Delivery

Greater involvement of Governors in the recruitment of new members.  
Continued Governor engagement in Trust events.  
Continue membership engagement through various digital and physical communication channels.  
Maximise the benefit that the Membership can provide to the organisation

Better future services