

Council of Governors Meeting

Date and Time: Wednesday 22 May 2019, 15:00

Venue: Hyde Park Room, 1st Floor, Lanesborough Wing

Time	Item	Subject	Action	Format
OPENING ADMINISTRATION				
15:00	1.1	Welcome and Apologies <i>Gillian Norton, Chairman</i>	-	Oral
	1.2	Declarations of Interest <i>All</i>	-	Oral
	1.3	Minutes of Meeting held on 26 March 2019 <i>Gillian Norton, Chairman</i>	Approve	Paper
	1.4	Action Log and Matters Arising <i>All</i>	Approve	Paper
MAIN BUSINESS				
15:10	2.1	Patient Partnership Engagement Group Update <i>Avey Bhatia, Chief Nurse</i>	Review	Presentation
15:30	2.2	Process for selecting quality indicator for external audit <i>Avey Bhatia, Chief Nurse</i>	Review	Presentation
15:45	2.3	Getting it Right First Time (GIRFT) & Model Hospital <i>James Friend, Director of Delivery, Efficiency & Transformation</i>	Review	Presentation
16:15	2.4	Nomination & Remuneration Committee Report <i>Gillian Norton, Chairman</i>	Review	Paper
16:35	2.5	Membership Engagement Committee Report <i>Richard Mycroft, Committee Chair</i>	Review	Paper
16:45	2.6	Council of Governors Training and Development in 2018-19. Annual Self-Assessment of Compliance with Foundation Trust Licence <i>Stephen Jones, Director of Corporate Affairs</i>	Review	Paper
17:00	2.7	Overview of Non-Executive Directors and Board Committees and Feedback from Committee Chairman Audit Committee – <i>Sarah Wilton</i> Workforce & Education Committee – <i>Stephen Collier</i> ICT & Estates – <i>Tim Wright</i>	Discuss	Oral
CLOSING ADMINISTRATION				
17:50	3.1	Any Other Business <i>All</i>	-	Oral
	3.2	Reflections on meeting	-	Oral

		All		
18:00	3.3	Close		

Date and Time of Next Meeting: 17 July 2019, 15:00

Council of Governors: Purpose, Membership, Quoracy and Meetings

Council of Governors Purpose:	The general duty of the Council of Governors and of each Governor individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.
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Membership and Those in Attendance		
Members	Designation	Abbreviation
Gillian Norton	Trust Chairman	Chairman
Mia Bayles	Public Governor, Rest of England	MB
Alfredo Benedicto	Appointed Governor, Merton Healthwatch	AB
Val Collington	Appointed Governor, Kingston University	VC
Nick de Bellaigue	Public Governor, Wandsworth	NDB
Anneke de Boer	Public Governor, Merton	ADB
Jenni Doman	Staff Governor, non-clinical	JD
Frances Gibson	Appointed Governor, St George's University	FG
John Hallmark	Public Governor, Wandsworth	JH
Hilary Harland	Public Governor, Merton	HH
Kathryn Harrison	Public Governor, Rest of England	KH
Marlene Johnson	Staff Governor, Nursing & Midwifery	MJ
Rebecca Lanning	Appointed Governor, Merton Council	RL
Doulla Manolas	Public Governor, Wandsworth	DM
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
Derek McKee	Public Governor, Wandsworth	DM
Richard Mycroft	Public Governor, South West Lambeth	RM
Sangeeta Patel	Appointed Governor, Merton & Wandsworth CCG	SPa
Simon Price	Public Governor, Wandsworth	SPr
Damien Quinn	Public Governor, Rest of England	DQ
Donald Roy	Appointed Governor, Healthwatch Wandsworth	DR
Stephen Sambrook	Public Governor, Rest of England	SS
Anup Sharma	Staff Governor, Medical and Dental	AS
Khaled Simmons	Public Governor, Merton	KS
Clive Studd	Public Governor, Merton	CS
Bassey Williams	Staff Governor, Allied Health Professionals	BW
Secretariat		
Stephen Jones	Director of Corporate Affairs	DCA
Richard Coxon	Membership & Engagement Manager	MEM

Council of Governors	The quorum for any meeting of the Committee shall be at least one third of the Governors present.
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Name	Role	Description of Interest	Relevant Dates		Comments
			From	To	
Council of Governors					
Mia Bayles	Public Governor, Rest of England	No declarations of interest	01.04.18	31.03.19	
Alfredo Benedicto	Appointed Governor, Merton Healthwatch	Merton Healthwatch: Member of both Operating and Steering Committees since 2016	01.04.18	31.03.19	
Val Collington	Appointed Governor, Kingston University	No declarations of interest	01.04.18	31.03.19	
Nick de Bellaigue	Public Governor, Wandsworth	Employee of British Rail	01.04.18	31.03.19	
Anneke de Boer	Public Governor, Merton	No declarations of interest	01.04.18	31.03.19	
Jenni Doman	Staff Governor, Non-Clinical	Governor of Ronald McDonald House in Tooting (Charity) Deputy Director of Estates & Facilities	01.04.18	31.03.19	
Frances Gibson	Appointed Governor, St George's University	No declarations of interest	01.04.18	31.03.19	
John Hallmark	Public Governor, Wandsworth	No declarations of interest	01.04.18	31.03.19	
Hilary Harland	Public Governor, Merton	No declarations of interest	01.04.18	31.03.19	

Name	Role	Description of Interest	Relevant Dates		Comments
			From	To	
Council of Governors					
Kathryn Harrison	Public Governor, Rest of England	No declarations of interest	01.04.18	31.03.19	
Marlene Johnson	Staff Governor, Nursing & Midwifery	No declarations of interest	01.04.18	31.03.19	Appointment from 1 April 2019
Rebecca Lanning	Appointed Governor, Merton Council	Senior Account Manager, MHP Health	01.04.18	31.03.19	
Rebecca Lanning	Appointed Governor, Merton Council	Board Member, Healthwatch Wandsworth Deputy Representative, South West London HCP Programme Board	01.04.18	31.03.19	
Doulla Manolas	Public Governor, Wandsworth	No declarations of interest	01.04.18	31.03.19	
Sarah McDermott	Appointed Governor, Wandsworth Council	Chairman of Panel Home and Hospital Tuition	01.04.18	31.03.19	No financial personal interest.

		Service (Hospital School)			
Derek McKee	Public Governor, Wandsworth	No declarations of interest	01.04.18	31.03.19	
Richard Mycroft	Public Governor, South West Lambeth	Committee Member (Secretary) of a branch of Benenden Health. Benenden Health is a mutual healthcare provider (not for profit) which provides ancillary healthcare services to its members.	01.04.18	31.03.19	
Sangeeta Patel	Appointed Governor, Merton & Wandsworth CCG	No declarations of interest	01.04.18	31.03.19	
Simon Price	Public Governor, Wandsworth	F1 Trainee at St George's 01.08.18 – 01.08.19	01.04.18	31.03.19	
Damien Quinn	Public Governor, Rest of England	No declarations of interest	01.04.18	31.03.19	
Donald Roy	Appointed Governor, Wandsworth Healthwatch	No declarations of interest	01.04.18	31.03.19	
Stephen Sambrook	Public Governor, Rest of England	No declarations of interest	01.04.18	31.03.19	
Anup Sharma	Staff Governor, Medical & Dental	Owner and Director of Minerva Medical Clinic LLP, a private clinic in	01.04.18	31.03.19	

		Wimbledon.			
Anup Sharma	Staff Governor, Medical & Dental	Member of the MAC (Medical Advisory Committee - Unpaid) at Parkside Hospital and Riverside Hospital.	01.04.18	31.03.19	
Anup Sharma	Staff Governor, Medical & Dental	Club Doctor at AFC Wimbledon	01.04.18	31.03.19	
Khaled Simmons	Public Governor,	No declarations of interest	01.04.18	31.03.19	
Clive Studd	Public Governor,	No declarations of interest	01.04.18	31.03.19	
Bassey Williams	Staff Governor, Allied Health Professionals	No declarations of interest	01.04.18	31.03.19	

Minutes of the Meeting of the Council of Governors
26 March 2019, 14:00-17:00, Hyde Park Room 1st Floor, Lanesborough Wing

Name	Title	Initials
Gillian Norton	Trust Chairman	Chairman
Mia Bayles	Public Governor, Rest of England	MB
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Nick de Bellaigue	Public Governor, Wandsworth	NDB
Anneke de Boer	Public Governor, Merton	ADB
Nigel Brindley	Public Governor, Wandsworth	NB
Frances Gibson	Appointed Governor, St George's University	FG
John Hallmark	Public Governor, Wandsworth	JH
Hilary Harland	Public Governor, Merton	HH
Kathryn Harrison	Public Governor, Rest of England (Lead Governor)	KH
Rebecca Lanning	Appointed Governor, Merton Council	RL
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
Richard Mycroft	Public Governor, SW Lambeth	RM
Donald Roy	Appointed Governor, Healthwatch Wandsworth	DR
Stephen Sambrook	Public Governor, Rest of England	SS
Anup Sharma	Staff Governor, Medical & Dental	AS
Khaled Simmons	Public Governor, Merton	KS
Clive Studd	Public Governor, Merton	CS
Bassey Williams	Staff Governor, Allied Health Professionals	BW
In Attendance		
Ann Beasley	Non-Executive Director	AB
Avey Bhatia	Chief Nurse (Item 2.4)	CN
Amerjit Chohan	Chief Executive Officer, Hospital Charity (Item 2.1)	CEO - HC
Stephen Collier	Non-Executive Director	SC
Andrew Grimshaw	Chief Finance Officer (Item 2.3)	CFO
Marlene Johnson	Staff Governor, Nursing & Midwifery Designate	MJ
Stephen Jones	Director of Corporate Affairs	DCA
Suzanne Marsello	Director of Strategy (Item 2.2 & 2.3)	DS
Sir Norman Williams	Non-Executive Director	SNW
Tim Wright	Non-Executive Director	TW
Apologies		
Val Collington	Appointed Governor, Kingston University	VC
Jenni Doman	Staff Governor, Non-Clinical	JM
Doulla Manolas	Public Governor, Wandsworth	DM
Helen McHugh	Staff Governor, Nursing & Midwifery	HM
Derek McKee	Public Governor, Wandsworth	DMK
Simon Price	Public Governor, Wandsworth	SP
Damian Quinn	Public Governor, Rest of England	DQ
Sarah Wilton	Non-Executive Director	NED
Secretariat		
Richard Coxon	Membership & Engagement Manager	MEM

1.1 Welcome and Apologies

The Chairman opened the meeting and noted the apologies as set out above. She welcomed Marlene Johnson who had been elected as Staff Governor for Nursing and Midwifery to succeed Helen McHugh who was due to retire on 31 March 2019. The Council of Governors expressed its thanks to Helen McHugh for her contribution to the Council.

1.2 Declarations of Interest

There were no new declarations of interests.

1.3 Minutes of the meeting held on 12 December 2018

The minutes of the meeting held on 12 December 2018 were reviewed by the Council and were agreed as an accurate record.

1.4 Action Log and Matters Arising

The Council reviewed the Action Log and agreed to close those actions proposed for closure, which were items on the agenda. The items were:

- COG.18.12.18/01 MEM to add St George's University update to COG forward planner for a years' time
- COG.18.12.18/02 Amerjit Chohan, CEO Hospital Charity, to be invited to attend the next meeting of the Council
- COG.18.12.18/03 Cardiac Surgery update briefing to be arranged for Governors in the new year. This had been held on 14 February 2019.

The two open items were scheduled for the next meeting on the 22 May 2019 which were:

- COG.15.05.18/31 Chief Nurse to give an update on volunteering at a future meeting
- COG.15.05.18/32 Presentation on GIRFT programme and Model Hospital for a future meeting

KH reported that at the Governors pre-meeting it was felt that a more formal way of recording feedback from patients and visitors from 'Meet your Governor' events was needed. A number of Governors raised concerns about the progress being made by the Patient Partnership Engagement Group (PPEG). It was noted that patient representatives had been keen to get involved but had voiced frustration at what they regarded as a lack of engagement. Overall, it did not appear that progress was being made at sufficient pace in this important area. It was noted that the PPEG reviewed feedback from patients but it was important that this was triangulated with themes and issues raised via PALS and complaints. The Chairman commented that the complaints process had been discussed at the Quality and Safety Committee (QSC) on 21 March 2019 and that while there had been improvements, particularly in the quality of responses to complaints, the process was not yet working as effectively as it needed to, particularly in relation to timeliness of responses. The Committee had noted that the complaints team was in the process of being restructured and had set a deadline of September 2019 for seeing evidence that the necessary improvements had been made to achieve the improvement in compliance with 25 and 40 working day complaint response timelines. It was agreed that there should be a PPEG presentation by the Chief Nurse at the next meeting.

ACTION: COG.26.03.19/01 PPEG presentation to be added to the agenda for the May 2019 Council of Governors meeting.

KS commented that feedback from Governors' conversations with visitors and patients and

would benefit from a central conduit/email address. The DCA agreed that it was important that this feedback was captured and fed in systematically. The Membership Engagement Manager attended each Meet Your Governor event in order that the feedback was recorded and a central email address had also been set up for patients, members and the public to raise issues. The DCA added that he had proposed to the Membership Engagement Committee at its meeting in February 2019 that it would be useful for the Committee to consider a paper at each meeting setting out the issues raised by members and the public. The Committee had agreed this, and would consider the first report on this at its next meeting.

2.1 St George's Hospital Charity

Amerjit Chohan, Chief Executive of St George's Charity (CEO-HC) was welcomed by the Chairman and gave a presentation on the work of the Charity. The CEO-HC reported that he had previously worked at the Imperial Health Charity and had been in post since October 2018. In his previous role last year he was able to co-ordinate the NHS big 70 event with 200 other NHS charities to celebrate 70 years of the NHS. Another national event was planned for 2019 which was being supported by NHS England.

The CEO-HC wanted the St George's Hospital Charity to be the main charity partner for the Trust and felt that there was now a much better understanding and communication between the two organisations. It was noted that the Charity had generated over £20m of activity over the last seven years and gave annual grants worth around £1.6m to the Trust. There was a plan in 2019-20 to raise £2.5m for a new build Renal Centre.

KH asked how Governors could help the Charity. The CEO-HC responded that the Governors could be advocates for the Charity and let people know about how they can donate if they wish to do so. It was noted that there were many grateful patients who wanted to give back either through donations or by fundraising. He gave an example of a patient who had given a donation of £100,000. It was noted that some donations were given for particular areas and designated 'special purpose funds'. It was acknowledged that not all Trust staff were aware of how to advise patients who were interested in donating to the charity. There were plans to improve communication with staff about the work of the Charity and processes around donation.

2.2 Trust Strategy

The DS presented an update on the Trust's clinical strategy update which was taken as read. The DS had previously updated the Governors at the away day on 8 January 2019 on the development of the new Trust clinical strategy in line with the process and timescales agreed by the Trust Board. The Governors had considered the work that had been undertaken including an overview of the key propositions considered from the clinical services, the proposed prioritisation and assessment of deliverability. It was noted that alongside this work 26 stakeholder events attended by over 500 people had been held to understand what was important to stakeholders. A number of Governors had attended these sessions with staff and members of the public and patients.

The DS explained that the Board was scheduled to consider the draft clinical strategy at its Part 2 (private) meeting later that week and that the draft shared with the Council of Governors should therefore not be shared and was subject to approval by the Board.

KS stated that this was an excellent piece of work which was very professional and had been developed collaboratively, and expressed his support. KH asked about services not identified as key priorities. In this context, SMD commented that there was a risk of the perception that 'women's services' were being downgraded. The DS responded that there had been a great deal of discussion around the priorities. It was important the Trust had a

clear set of priorities for the future but this did not mean that those services not identified as priorities had been overlooked. They remained important to the Trust. Historically, however, the Trust had sought to be 'all things to all people' and it was essential that the Trust was clear about its strategic priorities.

RL asked about what consultation had taken place with local authorities. The DS responded that there had been collaborative events with the local authorities and reports had been taken to the Overview and Scrutiny Meetings and at STP level. SNW commented that there was a move to centralise services which was clinically led and reported that stroke units had reduced from 32 to eight without loss of care for patients.

The Council received the report.

2.3 Annual Plan including corporate priorities for 2019-20

The DS reported that the Trust Board would consider the proposed corporate priorities for 2019-20 at its meeting on 28 March 2019. It was noted that these were high level and would be monitored quarterly through the Board with some also being monitored through the sub-Board Committees.

The Council received the report.

The CFO presented the Financial Plan for 2019-20 and explained that changing local and national tariffs, the late publication of planning guidance and on-going uncertainty on some issues had made it a more challenging planning round than usual. The Trust had been given a control total of £3m deficit for 2019-20 from NHS Improvement. This would be considered by the Board at its meeting on 28 March 2019. On balance, however, the CFO stated that he felt this was a good settlement for the Trust; it was stretching and challenging, but at the same time realistic. The CFO reported that £28m of additional emergency capital funding had been granted by NHSI on 21 March 2019 which would enable the Trust to carry out essential work on Estates and IT. It was noted that contract heads of terms had been signed by the Trust with local CCGs and NHSE specialised commissioning the previous week which would give £600m of income including £35m of fixed funding from NHSI which was conditional on delivering CIPs worth £45.8m. The Trust had delivered £45m of CIPs for this year and the previous year.

KS asked about the £28m capital funding and whether this needed to be spent in 2019-20. The CFO responded that there was a list of essential projects that had been prioritised which would be completed and money spent during 2019-20. It was noted that the £28m emergency capital funding took the form of a loan which the Trust would be required to repay with a charge of 3.5% interest, rather than a grant.

NDB asked about the challenge of the divisions delivering the CIP target. The CFO responded each of the divisions had agreed their targets and would be held accountable for delivering these. There would inevitably be some movement in the detail of CIPs through the year but there was a robust process in place to ensure that the overall CIP target was delivered.

JH asked whether there was an indication from NHSI when the Trust would exit Financial Special Measures. The CFO responded that this was not yet clear and that while there was clarity about the triggers for placing Trust's in Financial Special Measures the criteria for exiting were more opaque. However, it was important to note that the Trust was in a much better position overall and that there were other trusts which were in a much worse financial position and which were not in Financial Special Measures. Decisions on whether to take the Trust out of Financial Special Measures would likely be taken later in the year when NHSI had a clearer picture of the Trust's ability to deliver to plan for 2019/20.

KS stated that the Trust had gone through a remarkable transformation of its finances to an almost zero deficit target. He asked whether, with a more rigorous CIP programme, it would be possible to be in a position of surplus by year end 2019/20. The CFO agreed that significant progress had been made but also noted that delivering the £3m deficit control total remained a challenge and it was important to focus on this. The Trust would do all it could to ensure the best possible financial performance in 2019/20, but it was also important to recognise that there was no added strategic benefit to the Trust to surpass agreed and challenging targets.

AS asked about the £3m deficit control total for 2019-20 and how this figure had been arrived at. The CFO responded that the finance team had tried to unravel it but had been unable to do so and NHSI had not provided the rationale. However he felt it was a fair if challenging settlement.

The Council received the report.

2.4 Quality Indicators 2018-19

The CN presented a set of priorities for 2019-20 that came from the Trust's Quality Improvement Plan (QIP); areas for improvement in the national inpatient survey and feedback from the local community through Healthwatch. The report asked the Governors to select the local indicator for testing by the external auditor and set out a strong recommendation from NHSI that for 2018-19 the selected indicator should be the Summary Hospital level Mortality Indicator (SHMI). It was noted that this would need to be selected before the next Audit Committee on the 17 April 2019 in order to enable the external auditors to complete the work. It was noted that audit was for testing the quality of data and for confidence in the reporting. There was some discussion around which indicator should be audited and Emergency Department, Serious Incidents and Mortality were discussed as possibilities. Some concerns were also raised that governors' freedom to select the measure should not be compromised. A number of Governors asked what the CN's recommendation would be. The CN stated that, on balance, and given the strong steer from NHSI, she would opt for the SHMI. It was agreed that the CN and DCA would send an email out to all Governors with the choices of indicators and that a decision from the Council would be sought on email circulation.

ACTION: COG.26.03.19/02 CN/DCA to email Governor with choices of indicators for measurement by the external auditors

The Council received the report.

2.5 Membership Engagement Committee Report

The Chair of the Membership Engagement Committee (MEC), RM, presented the summary report from the MEC meeting held on 19 February 2019 and presented to the Council the draft Membership Strategy 2019-23, which had been circulated to Governors for comment ahead of the meeting. RM stated that he was pleased with the content of the draft strategy and with the process by which it had been developed. He expressed thanks to Governors for their comments on an earlier draft and noted that the papers for the meeting set out how these comments had been reflected in the final version presented to the Council. Overall, RM commented that he believed the strategy set out a positive and ambitious vision for membership engagement which he hoped the Council would support.

RM also gave an update on the meeting in February 2019, the MEC had focused on the vision, ambition and key elements of the strategy as well as plans for turning the strategy into action. It was agreed that as the Trust had in excess of 12,500 public members, increasing membership numbers was not a priority at this stage. The MEC felt that it was

important to get engagement right and if this was successful the number of members would increase. It was also clear that there should be a real two-way engagement between the Trust and its members and between Governors and local communities. It was agreed that the Membership Strategy should link with both the Trust Clinical Strategy, once agreed, and the Patient Partnership and Engagement Strategy which was launched in late 2018. The Committee had agreed that although the strategy was a corporate document intended, on the one hand, to ensure clarity and a common vision for the Council about the objectives of membership engagement, it also served the purpose of demonstrating to NHSI that there was a clear plan in place for membership engagement that the Council was delivering. It was noted that the document was not principally for public consumption, though it would be published on the Trust's website and needed to be accessible to members and the public. However, a range of engagement materials (posters, flyers, electronic and social media material) would be developed to communicate to members and the public the aims of the strategy.

KS welcomed the draft strategy and expressed his support for the vision and plans set out. He commented that he was pleased that an analysis of membership had demonstrated that the membership of the Trust was representative of the area it served. He asked whether members of the Council felt that they as Governors were representative of their membership. He thought this was important and that more members should be encouraged to put themselves forward for election as Governors.

SMD thought the draft Membership Strategy was very good. She asked about the plans for the launch and suggested that there should be a focus on social media around the launch to ensure effective communication particularly with younger members.

The Council of Governors:

- i) Noted the update on the outcomes of the MEC held on the 19 February 2019;
- ii) Noted the comments received from members of the Council of Governors on the draft Membership Strategy ahead of the Council meeting and the responses to the feedback;
- iii) Agreed the draft Membership Strategy, noting that plans for the launch would be considered by the Membership Engagement Committee

2.6 Overview of Non-Executive Directors and Board Committees and Feedback from Committee Chairman

Audit Committee

In the absence of Sarah Wilton, AB agreed to answer any questions regarding the work of the Audit Committee. ADB asked about the 54 outstanding Internal Audit items that had been reported at the last Committee meeting on 10 January 2019 and whether they were still outstanding. AB responded that although she did not have to hand the current number of outstanding audit, there was a process in place whereby the Trust Executive Committee reviewed these. There would be a further update at the next Committee meeting on 17 April 2019. AB felt that the Committee had given a clear message of the importance of completing internal audit actions in a timely way and the performance had improved significantly, albeit that this needed to be monitored closely on an on-going basis.

Quality & Safety Committee

SNW stated that there had been three Quality and Safety Committee meetings since the last Council of Governors meeting. He felt that the Trust's quality performance over the last three years had improved but that there were still inconsistencies in performance. One of the areas of concern, which had been discussed earlier in the Council meeting, was complaints where the quality of response had improved but time taken to respond remained poor. It was acknowledged that there were issues with the central complaints team structure and the NEDs had set a clear deadline by which improvements needed to be delivered. ADB asked

whether, as with Serious Incidents, there were arrangements in place to ensure there was organisational learning from complaints. SNW responded that this was considered by the Committee and there was an annual review of complaints. However, this was not as structured or comprehensive as the arrangements for learning from Serious Incidents.

It was noted that mandatory training and appraisal targets for staff was not as high as it should be and this was an area on which the Executive were taking action. It was noted that clinicians needed to be appraised annually to get revalidated. SC noted that the expectation on managers to ensure that appraisals on staff were carried out had been made clear. It was acknowledged that this was an area which needed on-going monitoring. MJ reported that nurses recognised the importance of mandatory training and recording, though some challenges arose from movement of nurses across posts in the Trust. It was noted that Totara, which records online mandatory training, would be used to also record the completion of appraisals and apprenticeship scheme.

CS asked about the amount of compensation paid out by the Trust which seems to be the same every year, and enquired whether the Committee had undertaken a deep dive into this area. SNW responded that the Committee did look at this area, it was also reported to the Committee through the Patient Safety and Quality Group, though it had not been the subject of a deep dive to date. The Trust paid out a broadly similar figure in such payments to other Trusts and this was covered by the Trust's insurance.

Finance & Investment Committee

There were no questions for AB on the Finance & Investment Committee.

3.1 Any Other Business

JH reminded the Council that the next Governor's social event had been arranged after the next meeting on the 22 May 2019 and would take place in the Student Union bar on site. He would organise some food and had received 13 responses to date.

KH announced that she would step down as Lead Governor after the next Council of Governors meeting on 22 May 2019 as she was moving away from the area. She planned on serving the remainder of her term as Governor for Rest of England which ran until 31 January 2020. The Chairman thanked KH for her work as Lead Governor which was greatly appreciated, and commented that she would be much missed.

KS requested that Governor's receive electronic calendar invites for meetings. There was some discussion around the issue as previously Outlook invites from Trust calendars which had been issued had not always appeared into private email addresses. It was agreed that this would be looked into.

ACTION: COG.26.03.19/03 Electronic Calendar invite options to members of the Council of Governors be explored by the MEM

3.2 Reflections on Meeting

KS was pleased that the Membership Strategy had now been agreed as it was one of the key responsibilities of the Council of Governors. He also praised the Trust Clinical Strategy.

It was noted that the meeting agenda had been well balanced and that while there had been much to cover, there was also sufficient time to explore and discuss issues in depth.

3.3 Close

The meeting closed at 17:00

Date of next Meeting: 22 May 2019, 15:00 – 18:00

Council of Governors Action Log 22 May 2019					
Action Ref	Action	Due	Lead	Commentary	Status
COG.15.05.18/31	Chief Nurse to give an update on volunteering at a future meeting	22.05.19	CN	Deferred to next meeting on the 17 July 2019.	OPEN
COG.15.05.18/32	Presentation on GIRFT programme and Model Hospital for a future meeting	22.05.19	DDET	On agenda	PROPOSED FOR CLOSURE
COG.26.03.19/01	PPEG presentation at next meeting.	22.05.19	CN	On agenda	PROPOSED FOR CLOSURE
COG.26.03.19/02	Quality Indicators CN/DCA to email Governor with choices of indicators and deadline for response		DCA	This has been completed	PROPOSED FOR CLOSURE
COG.26.03.19/03	Electronic Calendar invite options to members of the Council of Governors be explored by the MEM	17.07.19	DCA	Not yet due.	OPEN

Meeting Title:	Council of Governors		
Date:	22 May 2019	Agenda No	2.1
Report Title:	Patient Partnership and Engagement Update		
Lead Director/ Manager:	Avey Bhatia- Chief Nurse & Director of Infection Prevention and Control		
Report Author:	Liz Arams- Patient Partner & Co-Chair Patient Partnership & Experience Group (PPEG) Avey Bhatia- Chief Nurse & Director of Infection Prevention and Control		
Presented for:	Update		
Executive Summary:	This report provides an update to the Council of Governors on Patient Partnership and Engagement. The following slides reviews: <ul style="list-style-type: none">• Progress to date• Internal Audit Assurance and Recommendations• Future plans of PPEG• Building capacity to hear diverse views from patients• On-going commitment		
Recommendation:	The Council of Governors is asked to receive the update report.		
Supports			
Trust Strategic Objective:	Treat the patient, Treat the person Build a better St George's		
CQC Theme:	Safe, Well-led, responsive, caring, effective		
Single Oversight Framework Theme:	Quality of Care Strategic Change		
Previously Considered by:	Nil	Date	
Appendices:			



Patient Partnership and Engagement Update Council of Governors 22nd May 2019

Liz Aram- Co-Chair PPEG and Patient Partner

Avey Bhatia- Chief Nurse & Director of Infection Prevention &
Control

Context

- Patient Partnership and Engagement Group (PPEG) set up following recommendation from 2017/18 Deloitte review into Patient Experience, Patient Engagement and Patient Representatives at St George's (no forum since September 2016)
 - First formal meeting of newly formed PPEG September 2018 and has met monthly since
 - PPEG was set up with support from National Patient Champion Ashley Brooks (NHS England)
 - 15 diverse Patient Partners recruited including patient representatives who have longstanding relationship with St George's, Healthwatch, Governors and wide range of Trust Staff
 - PPEG reports into Patient Safety and Quality Group (PSQG) and then up to Quality and Safety Committee
-

Progress 2018-2019

Some key achievements:

- Co-designed patient partnership and engagement strategy - approved by Trust Board November 2018
 - Webpage for PPEG, patient feedback and online FFT
 - Establishment of 3 new patient user groups - Learning Disability, Dermatology Patient Panel and Urology Group
 - Co-production with patients continues across the hospital for example Get Fit 4 Surgery and New Beginnings in Maternity
 - Open visiting and visitors charter introduced throughout the hospital with positive feedback thus far
 - Patient partners involved in Soft FM tender evaluation process
 - Patient Experience Day event (24th April 2019) with significant social media attention and awareness on Twitter
-

Internal Audit - Assurance Review of Patient Engagement (April 2019)

Scope of review

- That a suitable governance framework has been established by the patient engagement team and how this provides feedback to the Trust to provide assurance on patient engagement
- How outputs of discussion and engagement are used to influence Trust activities and behaviours
- How patients are recruited into the group

Overall assurance assessment – **Reasonable Assurance** (adequate & effective governance, risk and control processes)

Internal Audit - Assurance Review of Patient Engagement (April 2019)

Overall conclusion

- That a co-produced Patient Partnership & Engagement Strategy is in place following ratification at November 2018 Trust Board
 - Consideration has been given to the infancy of the PPEG in conducting this review
 - The review of minutes of last three PPEG meetings held could not verify that representation from each division were present as per its Terms of Reference
 - Documentation reviewed at PPEG meetings relating to work stream milestones and progress made, it did not contain review dates, or actions required where slippage has occurred
 - No evidence to demonstrate alignment of Transformation Projects and work of PPEG
-

Internal Audit - Assurance Review of Patient Engagement (April 2019)

Recommendations

Recommendation	Implementation Timetable	Completed
All reports on progress against key milestones and activities include due dates, last reviewed dates, and any revised due dates, where appropriate.	1/4/19	Complete
Objectives of Transformation Projects are formally linked to objectives of the Patient Partnership and Experience Strategy to demonstrate alignment and underpinning of patient partnership methodology and feedback across the Trust.	10/10/19	Not yet due
The Deputy Chief Nurse to meet with the Chairs of all Patient Support / Engagement Groups identified, and align their Terms of Reference to that of the PPEG, as well as the Patient Partnership and Experience Strategy.	6/6/19	Not yet due
Minutes of PPEG meetings be explicit in recording the role of members attending, to ensure clarity and provide assurance that meetings are quorate and in accordance with the group's Terms of Reference.	1/4/19	Complete
PPEG Terms of Reference be made clear on the terms of Patient Partner membership, in respect of the Trust's expectations regarding attendance at PPEG. A clause should be considered, for Patient Partners deemed as PPEG members, whereby a failure to attend a set number of meetings results in removal from the membership of the group.	1/7/19	Not yet due

Future development of PPEG

- Fully implement Internal Audit recommendations
 - Refresh PPEG Terms of Reference including clarification on Governor membership
 - Learning from Healthwatch, SWL St George's Mental Health Trust, CCG and Kings Fund on co-production strategies and approaches
 - Training and development for Patient Partners and Trust Staff on working effectively together for meaningful co-production
 - Continue to deliver PPEG strategy
 - Ensure trust wide and service specific transformation programmes have patient involvement at the centre, this will include patient partners and / or service user patient representatives for example Maternity Voices, Cancer and Renal
 - On-going recruitment of patient partners
 - Confirm appointment of 0.5 Band 8c Patient Experience Lead for St George's Hospital
-

Build capacity to hear diverse views from patients

- Clarify role and expectations of patient partners
 - Develop channels of communication between patient groups, patient partners and PPEG to ensure that patients can drive agendas
 - Publicise PPEG within the Trust and amongst volunteers – seeking to build the pool of patient partners and inform PPEG with perspectives gained by volunteers
 - Publicise how patients are making a difference within the Trust to encourage further engagement
 - Reach out to patients from traditionally hard to reach groups to seek diverse views
-

Ongoing commitment

Working with patients and the public requires patience, skill, creativity, and a willingness to experiment.

There are many reasons given for the absence of good quality, meaningful patient and public engagement: it's time consuming, it's expensive, it's difficult, and it can be deeply challenging and uncomfortable.

Involvement of those who are most affected is essential, this is fully recognised and our efforts continue.....



Role of the Council of Governors in the external assurance of the Quality Report

- Quality accounts are required by the Health Act 2009 and regulated by the NHS (Quality Accounts) Regulations 2010 as amended in 2011, 2012 and 2017. Patients want to know they are receiving the very best quality of care and all providers of NHS healthcare are required to publish a quality account each year .
- NHS foundation trusts are required to produce quality reports to improve public accountability for the quality of care they provide. The quality report incorporates all the requirements of the quality accounts regulations as well as some additional reporting requirements from NHSI.
- Foundation trusts are also required to obtain external assurance on their quality report in line with the NHSI guidance *Detailed requirements for external assurance for quality reports 2018/19*
- Subjecting the quality report to this independent scrutiny improves the quality of data on which performance reporting depends.

- NHSI require two of the mandatory indicators from the Quality Report to be tested by external audit, for the 2018/19 report the mandatory indicators are:
 - Percentage of patients with a total time in A&E of four hours or less from arrival to admission, transfer or discharge
 - Maximum waiting time of 62 days from urgent GP referral to first treatment for all cancers
- NHSI also require one locally selected indicator to be tested. This indicator is to be selected by the governors of the foundation trust.
- The auditors are required to undertake substantive sample testing on these two mandated performance indicators and to provide a signed limited assurance report in the quality report on whether there is evidence to suggest that the indicators have not been reasonably stated in all material respects
- For the local indicator the auditors provide a report to the council of governors and the board of directors of their findings and recommendations for improvement in the indicators and the content of the quality report. [The report for 2018/19 will be available at the next meeting of the Council of Governors.]

- Although the foundation trust's external auditors are required to carry out substantive sample testing of the local indicator they do not have to provide a limited assurance report over this indicator in 2018/19 (although NHSI may review this in future years).
- Depending on the specialist nature of the indicator selected, external auditors are free to build on the expertise of others, including internal auditors' peer review, specialist review or a combination of these methods. The local indicator is to be selected by the trust's governors.
- The governors can select from any of the indicators in the report, these may be mandatory indicators or indicators associated with a quality priority.
- The NHSI 2018/19 guidance is clear that the local indicator is to be determined by the governors of the foundation trust. However, unusually, in the 2018/19 guidance NHSI have *strongly recommended that this local indicator should be the Summary Hospital level Mortality Indicator (SHMI)*.

- In testing mandated indicators, auditors document the systems used to produce the specified indicators, perform a walkthrough of the system to get an understanding of the data collection process, and then test the indicators substantively against supporting documentation to get assurance on the six dimensions of data quality outlined below:
 - Accuracy: is data recorded correctly and is it in line with the methodology for calculation?
 - Validity: has the data been produced in compliance with relevant requirements?
 - Reliability: has data been collected using a stable process in a consistent manner over a period of time?
 - Timeliness: is data captured as close to the event as possible and available for use in a reasonable time period?
 - Relevance: does all data used to generate the indicator meet eligibility requirements as defined by guidance?
 - Completeness: is all relevant information, as specified in the methodology, included in the calculation?

The indicators in the quality report for 2018/19 are:

Mandatory:

- Mortality – SHMI
- Patient reported outcome measures for hip and knee joint replacement
- Readmission within 28 days of discharge
- Friends and family test – patients
- Friends and family test – staff
- Infection control – C. difficile
- Patient safety incidents per 1000 bed days
- Venous thromboembolism risk assessments

Quality priorities:

- Sepsis CQUIN
- Rate of falls
- Number of pressure ulcers
- Complaint response time
- Friends and family response rate

Discussion

excellent /
kind /
responsible /
respectful /

St George's University Hospitals **NHS**
NHS Foundation Trust

GIRFT

Getting It Right First Time

22nd May 2019

Excellence in specialist and community healthcare

What is GIRFT?

- **Getting It Right First Time (GIRFT)** is a national programme designed to improve the quality of care within the NHS by reducing unwarranted variation to improve operational efficiency in NHS hospitals
 - GIRFT started in 2014 at the Royal National Orthopaedic Hospital (RNOH)
 - Following its success the RNOH partnered with NHS Improvement (NHSI) expanding GIRFT across the country with significant funding from the Department Health.
 - GIRFT opportunities range from quality improvements, operational improvements and resource savings
 - GIRFT has the opportunity to save the NHS up to £1.5 billion per year
-

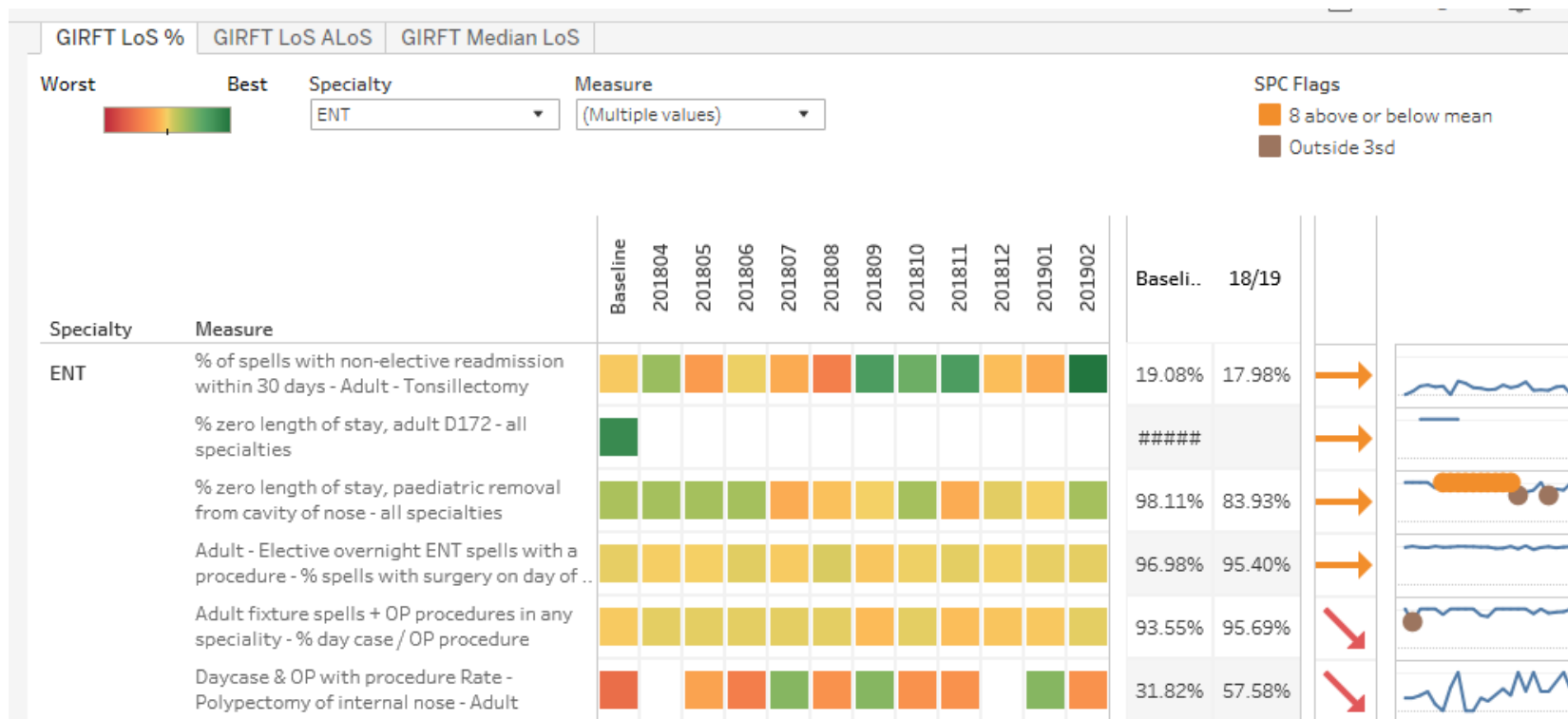
GIRFT Principles

- Tackling variation in the way services are delivered to improve care and patient outcomes
 - Sharing best practice between trusts and benchmarking
 - Joint clinical and management approach to leadership and improvement
 - Using data to drive change - reviewed by people who understand and manage those disciplines on a daily basis
 - Delivering efficiency savings by reducing unnecessary procedures
-

GIRFT Process

- Each trust is supported by a GIRFT Implementation manager.
 - St George's provides data which is uploaded to a benchmarking tool for all providers and commissioners to access
 - Each service completes the following:
 - Initial Deep Dive – national comparative data is reviewed, recommendations are made and an action plan is agreed
 - Follow up – Re-run Trust data and update on action plan
 - Quarterly review – Report on progress
 - 17 deep dives have been undertaken at St George's.
-

GIRFT Reporting



GIRFT at St George's

Orthopaedic Surgery

Example Recommendations:

- Length of stay (LOS) is above average across the board for elective joints, with provisional hip replacement's LOS being 27.86 in comparison to the national average of 8.64
- Increase use of cemented hip replacements in over 75's

Commendations:

- Dedicated theatre teams
- Laminar air flow in one theatre which is going to be expanded

Oral & Maxillofacial

Example Recommendations:

- Day case rates against national averages are low
- Cancellations for children's elective procedures are high at 11.43% compared to a national average of 6.76%

Commendations:

- The department are a positive, engaged and cohesive team
- Excellent new to review rates at 0.30 for adults and 0.45 for children
- Readmission rates are low and well managed across all areas
- Clinicians are routinely meeting with coders

GIRFT at St George's

Paediatric General Surgery

Example Recommendations:

- Consider discussing with other trusts south of the Thames centralising certain procedures at each Trust (given only small numbers of surgeons available to do complex procedures)
- Grow specialised nurse workforce to enable them to visit district general hospitals so patients can recover closer to home

Commendations:

- Excellent overall outcomes
- Co-location of fetomaternal with neonatal intensive care unit and surgery allows for good continuity of care

Radiology

Example Recommendations:

- Increase Radiographer reporting with dedicated CPD time and work towards the introduction of hot reporting in A&E
- Reduce the number of lumbar spine x-rays referred from GPs; initiating communication with GP colleagues around education of investigations of limited clinical value

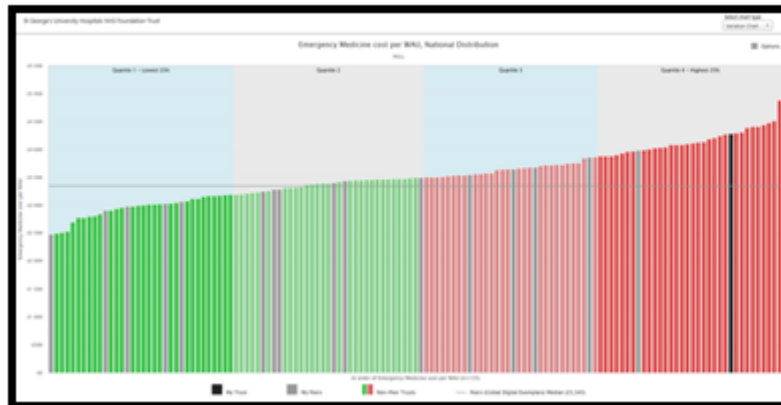
Commendations:

- Fantastic team with good work on recruitment and retention
- There are three cancer pathways (colorectal, lung and prostate) with a one stop clinic including triage, MR and biopsy
- The department are fully electronic with electronic patient records, ordercomms and voice recognition

NHS Improvement Model Hospital Data

- From 2016/17 to 2017/18, based on clinically identified opportunities for improvement, the Trust moved from national bottom quartile Emergency medicine productivity (Cost per Weighted Activity Unit) to top quartile (NHS Improvement Model Hospital data). The clinical teams have identified further opportunities for improvement within the Urgent Care Centre environment as an area of focus for the start of 2019/20.

2016/17



To

2017/18



Next steps

- To support the services with moving forward with their GIRFT recommendations the Quality Improvement Academy is providing 2 resources to work with the GIRFT South West London implementation lead
- The Trust will report quarterly to GIRFT on progress using our dashboard

Meeting Title:	Council of Governors		
Date:	22 May 2019	Agenda No	2.4
Report Title:	Nomination and Remuneration Committee Report		
Lead Director/ Manager:	Gillian Norton, Chairman		
Report Author:	Stephen Jones, Director of Corporate Affairs		
Presented for:	Approval		
Executive Summary:	This report updates the Council of Governors on the meeting of the Governors' Nomination and Remuneration Committee meeting held on 8 May 2019. The Committee considered annual appraisals for the Chairman and other Non-Executive Directors, which were conducted in line with the updated process and policy agreed by the Council of Governors at its meeting 18 December 2018. It noted the outcomes of the appraisals and concluded that, individually and collectively, the Chairman and Non-Executive Directors were performing effectively. It agreed to recommend to the Council of Governors that Gillian Norton be appointed to a second term as Trust Chairman (starting on 1 April 2020) and that Ann Beasley and Stephen Collier be appointed to second terms as Non-Executive Directors (starting on 13 October 2019). The Committee also considered and gave feedback on the draft 2019/20 objectives for the Non-Executive Directors. It also considered the process, timetable and role specification for the appointment of a new Non-Executive Director to replace Sarah Wilton whose term of office ends on 31 January 2020 and the appointment of a new Associate Non-Executive Director.		
Recommendation:	The Council of Governors is asked to: <ul style="list-style-type: none">• Note the outcome of the 2018/19 appraisals of the Chairman and Non-Executive Directors.• Agree to the reappointment of Gillian Norton as Trust Chairman for a new three-year term of office starting on 1 April 2020.• Agree to the reappointment of both Ann Beasley and Stephen Collier as Non-Executive Directors for new three-year terms of office starting on 13 October 2019.• Agree the person specification, process and timetable for the appointment of both a new Non-Executive Director to replace Sarah Wilton and a new Associate Non-Executive Director.• Agree the person specifications for the appointment of a new Non-Executive Director and Associate Non-Executive Director, and that the Governors' Nomination and Remuneration Committee is given delegated authority to manage the appointments process, with a recommendation on suitable candidates being presented to the Council at its meeting in October 2019.		
Supports			
Trust Strategic Objective:	All objectives		
CQC Theme:	Well-Led		
Single Oversight Framework Theme:	Leadership and improvement capability		
Implications			
Risk:	Performance of the Chairman and Non-Executive Directors is fundamental to the effective leadership of the Trust		

Legal/Regulatory:	<i>Foundation Trust Code of Governance</i> section B.6		
Resources:	As set out in the paper.		
Previously Considered by:	Council of Governors Nomination and Remuneration Committee	Date	8 May 2019
Appendices:	Appendix 1: Person specification for substantive NED role Appendix 2: Person specification for Associate NED role		

**Nomination and Remuneration Committee Report
Council of Governors, 22 May 2019**

1.0 PURPOSE

- 1.1 This report updates the Council of Governors on the meeting of the Governors' Nomination and Remuneration Committee held on 8 May 2019.

2.0 BACKGROUND

- 2.1 The Council of Governors is responsible for the appointment and re-appointment of the Chairman and Non-Executive Directors and for agreeing a process for their evaluation. The Nomination and Remuneration Committee approved the proposed appraisal process and policy on 6 December 2017 and commended this to the full Council. Subsequently, at its meeting on 28 February 2018, the Council of Governors approved the process for appraising the Chairman and Non-Executive Directors. Minor updates to the policy and process were agreed by the Council of Governors at its meeting on 18 December 2018 to reflect the learning from the first cycle of NED appraisals in April and May 2018. The Foundation Trust Code of Governance (section B.6) requires that the outcomes of the appraisals be reported to the Council of Governors.

3.0 Outcome of the appraisal process for the Chairman and Non-Executive Directors

- 3.1 At its meeting on 8 May 2019, the Committee considered a report on the outcomes of the appraisals of the Chairman and Non-Executive Directors. The appraisals process was conducted in line with the process and policy agreed by the Council of Governors. This was the second time the Trust has conducted such an appraisal since its establishment as an NHS Foundation Trust in February 2015. At its meeting in December 2018, the Council of Governors agreed some minor changes to the policy and process for conducting the NED appraisals. These included: introducing electronic feedback forms, encouraging more free text comments as part of the feedback, ensuring each NED completed a self-assessment of their performance ahead of their appraisal meeting, and seeking external stakeholder feedback as part of the Chairman's appraisal. The 2018/19 NED appraisals reflected these changes.
- 3.2 The Chairman conducted appraisal discussions with each of the Non-Executive Directors and the Senior Independent Director (Sir Norman Williams) conducted the appraisal of the Chairman. To inform each appraisal, 360 degree feedback was sought from all members of the Trust Board (Executive and Non-Executive Directors, voting and non-voting) and all members of the Council of Governors. Feedback was provided through a secure online survey. All comments were anonymised and were used to inform the appraisal discussions and write-ups.
- 3.3 Engagement with the feedback process was positive: between 27 and 30 individuals completed feedback on each of the NEDs and 37 individuals completed feedback on the Chairman. This was significantly higher than the previous year where there were an average of 17 to 20 responses for each NED. The average response rates by type of respondent was:
- Governors: 64%
 - Non-Executive Directors: 74%
 - Executive Directors: 77%
- 3.4 In addition to the higher response rates, respondents also provided significantly more extensive free text comments to help inform each appraisal discussion, an improvement on the 2017/18 process. Likewise, the vast majority of external stakeholders approached to offer

feedback participated and this provided an external perspective on the Chairman's appraisal that again improved the process over the previous year.

- 3.4 The Committee discussed and noted the outcomes of each of the appraisals, which it supported. In addition, it noted the success of the NEDs individually and collectively in performing their roles effectively. The Committee agreed to commend to the Council of Governors the outcome of the NED appraisals process 2018/19.

- 3.5 **The Council of Governors is asked to note the outcomes of the Chairman and Non-Executive Director appraisal process 2018/19.**

4.0 CHAIRMAN AND NON-EXECUTIVE DIRECTOR OBJECTIVES 2018-19

- 4.1 The Committee heard that the Chairman had agreed with each of the NEDs draft objectives for 2019/20 and the Senior Independent Director had agreed the objectives for the Chairman. The objectives had been drafted to reflect the discussions at each of the NEDs' end-of-year appraisals and the 360 degree feedback gathered as part of this process. The Committee heard that all of the NEDs had been very engaged in defining the objectives.

- 4.2 The Committee discussed the draft objectives and discussed the extent to which it was practical to make NED objectives SMART in the way that Executive objectives would be framed. It noted that the Chairman's objectives for 2019/20 included reference to the development of strategies to support the delivery of the Trust's new clinical strategy, which had been agreed in March 2019, reference to the improvement in organisational culture, and that they also reflected the importance of partnership working across South West London and the development of integrated care systems. It was also noted that Tim Wight's objectives included reference to his new role as NED lead for estates and that Sarah Wilton's included effective handover to a new Audit Committee Chair.

- 4.3 **The Council of Governors is asked to note the Committee's consideration of and feedback on the draft objectives for the Chairman and NEDs for 2019/20.**

5.0 NON-EXECUTIVE DIRECTOR REAPPOINTMENTS

- 5.1 The Committee noted that three Non-Executive Directors would reach the end of their first terms of office during 2019/20. Ann Beasley and Stephen Collier were scheduled to reach the end of their first terms of office on 12 October 2019, having taken up their appointments as NEDs on 13 October 2016. Gillian Norton would reach the end of her first term as Chairman on 31 March 2020 having taken up her role on 1 April 2017. The Committee considered proposals for the reappointment of Gillian Norton as Trust Chairman to a further three year term of office starting on 1 April 2020. It also considered proposals for the reappointment of both Ann Beasley and Stephen Collier to further three year terms of office as Non-Executive Directors starting on 13 October 2019.

- 5.2 Decisions regarding the reappointment of Non-Executive Directors are reserved to the Council of Governors. Under its terms of reference, the Nomination and Remuneration Committee is charged, among other matters, with overseeing the process for the appointment and reappointment of non-executive directors and making recommendations on this to the Council.

- 5.3 In considering the proposals, the Committee considered the factors that should be taken into account when making decisions over NED reappointments, including the completion of

satisfactory end of year appraisals, the ability to continue to commit the required time to the post, the length of term already served, the necessity for continued independence, the ability to continue meeting the requirements of the Fit and Proper Person Test, and the skills mix on the Board. The Committee also noted that it was the established position of the Council of Governors that reappointments of NEDs to a second term of office would not need to be re-advertised and that a re-appointment was appropriate where an appraisal process has been satisfactorily concluded.

- 5.4 The Committee considered these points and agreed that all three NEDs meet the requirements necessary to be considered for reappointment and that each is performing to a high level and are assets to the Board. On that basis, the Committee recommends to the Council that Gillian Norton is appointed to a second term of office as Trust Chairman for a period of three years starting on 1 April 2020 and that Ann Beasley and Stephen Collier are appointed to second terms of office as Non-Executive Directors for a period of three years starting on 13 October 2019. No changes to the terms of office are recommended at this time. **The Council of Governors is asked to approve the reappointments of Gillian Norton, Ann Beasley and Stephen Collier.**

6.0 PROCESS FOR APPOINTING NEW NON-EXECUTIVE DIRECTORS

- 6.1 At its meeting in May 2018, the Council of Governors, on the recommendation of the Committee, decided to extend Sarah Wilton's term of office as Non-Executive Director for one further year, from 1 February 2019 to 31 January 2020. As Sarah Wilton will, by then, have served a total of nine years on the Board, the Council agreed that it would be necessary to undertake an external process for appointing a new Non-Executive Director. The Committee further discussed this at its meeting on 5 December 2018 and agreed that, given the timeframes for recruiting to such posts, proposals for the process, including a proposed role description, would be brought to the Committee for consideration at its next meeting in May 2019. In addition, the Council of Governors has for some time been supportive in principle of appointing a new Associate Non-Executive Director to the Board (a non-voting position). The Committee held discussions about this at its meeting on 7 June 2018 and reviewed a draft role description at its meeting on 5 December 2018 and reported this to the Council of Governors at its meeting on 18 December 2018. The Committee had previously agreed that it would be appropriate to recruit to both positions at the same time.
- 6.2 At its meeting on 8 May 2018, the Committee reviewed the person description for both the substantive NED role and the Associate NED (both are attached for information):
- Substantive NED person specification: This was based on the person specification used for the most recent NED recruitment in 2017 which resulted in the appointment of Tim Wright. It adds, however, a requirement that applicants must be a qualified accountant given the need to have a NED with this background filling the role of Audit Committee Chair. It also states that, ideally, candidates should have broader commercial experience in order to ensure the Board continues to have an appropriate mix of skills and experience. The intention would be to make this appointment on the same basis as the other NEDs; remuneration of £14,000 per annum for a time commitment of up to six days a month, with an appointment made for a period of three years.
 - Associate NED person specification: The role description was based on the substantive NED role and the skills and experiences based on similar Associate NED person specifications used in other Trusts. Unlike the substantive NEDs, the role is a non-voting member of the Trust Board. The proposed remuneration and time commitment are both lower; £8,000 per annum for a time commitment of up to four days a month, with an appointment made for a period of two years.

- 6.3 The Committee discussed the process and timetable for making these appointments. It agreed that a search firm would be used to ensure that the Trust sourced the best possible candidates and to ensure that there was specialist recruitment support to ensure the search was undertaken in such a way as to encourage applications from those with protected characteristics. The Committee considered a number of proposals from search firms which had been received and, following discussion, agreed that Gatenby Sanderson should be appointed to support the process. The Committee also considered a high level timetable for the appointments process. While the details of this would be subject to some variation, the proposal was to advertise the roles in June 2019 with recommendations on suitable candidates being made to the Council of Governors at its meeting in October 2019.
- 6.4 As with previous NED appointments, the Committee proposes that the Council delegates to the Committee responsibility for managing and overseeing the process for appointing to both roles and for identifying suitable candidates for consideration by the Council of Governors.
- 6.5 **The Council of Governors is asked to agree the person specifications for the appointment of a new Non-Executive Director and Associate Non-Executive Director, and that the Governors' Nomination and Remuneration Committee is given delegated authority to manage the appointments process, with a recommendation on suitable candidates being presented to the Council at its meeting in October 2019.**

5.0 RECOMMENDATION

- 5.1 The Council of Governors is asked to:
- Note the outcome of the 2018/19 appraisals of the Chairman and Non-Executive Directors.
 - Agree to the reappointment of Gillian Norton as Trust Chairman for a new three-year term of office starting on 1 April 2020.
 - Agree to the reappointment of both Ann Beasley and Stephen Collier as Non-Executive Directors for new three-year terms of office starting on 13 October 2019.
 - Agree the person specification, process and timetable for the appointment of both a new Non-Executive Director to replace Sarah Wilton and a new Associate Non-Executive Director.
 - Agree the person specifications for the appointment of a new Non-Executive Director and Associate Non-Executive Director, and that the Governors' Nomination and Remuneration Committee is given delegated authority to manage the appointments process, with a recommendation on suitable candidates being presented to the Council at its meeting in October 2019.

Author: Stephen Jones, Director of Corporate Affairs
Date: May 2019

Non-Executive Director Role Description and Person Specification

The Trust

With 9,000 dedicated staff caring for patients around the clock, St George's is the largest healthcare provider in South West London and one of the biggest and busiest hospital Trusts in London. We provide services out of two main hospital sites (St George's Hospital in Tooting and Queen Mary Hospital in Roehampton), as well as health centres, GP surgeries, schools and people's homes.

Our main site, St George's Hospital in Tooting – one of the country's principal teaching hospitals – is shared with St George's, University of London, which trains medical students and carries out advanced medical research. St George's Hospital also hosts the St George's, University of London and Kingston University Faculty of Health and Social Care Sciences, which is responsible for training a wide range of healthcare professionals from across the region.

St George's Hospital is one of four major trauma centres in London, and home to hyper acute stroke and heart attack centres. We are a major centre for cancer services, one of only two designated children's cancer centres in London and one of the largest centres for cancer surgery / chemotherapy in the capital. We are also one of the biggest children's hospitals, including being home to one of only four paediatric trauma units in London. In addition, we are a major centre for neurosciences, offering patients innovative new treatments such as the country's first 24/7 mechanical thrombectomy service. Our clinical teams also have growing influence in research, with more clinical trials undertaken than ever before.

The Trust serves a population of 1.3 million across South West London. A large number of services, such as cardiothoracic medicine and surgery, neurosciences and renal transplantation, also cover significant populations from Surrey and Sussex, totalling around 3.5 million people.

The Trust also provides care for patients from a larger catchment area in South East England, for specialties such as complex pelvic trauma. Other services treat patients from all over the country, such as family HIV care and bone marrow transplantation for non-cancer diseases. The Trust also provides a nationwide state-of-the-art endoscopy training centre.

A number of our services are members of established clinical networks which bring together doctors, nurses and other clinicians from a range of healthcare providers working to improve the quality of services for patients. These include the South London Cardiac and Stroke Network and the South West London and Surrey Trauma Network, for which St George's Hospital is the designated heart attack centre, hyper-acute stroke unit and major trauma centre.

Introduction

Non-Executive Directors play a crucial role in bringing an independent perspective to the Boardroom, in addition to any specific knowledge and skills they may have. Non-Executive Directors have a duty to uphold the highest standards of integrity and probity and to foster good relations in the Boardroom. They should apply similar standards of care and skill in their role as a Non-Executive Director of an NHS Foundation Trust as they would in similar roles elsewhere. This is a voting role on the Board of Directors.

Non-Executive Directors are expected to participate fully as members of Committees of the Board of Directors to which they are appointed and to take the role of Committee Chair when so appointed.

They will also meet regularly with the Trust. They are accountable to the Council of Governors individually and collectively for the performance of the Board.

When assessing candidates for appointment, the Council of Governors' interview panel will take account of the skills and experience of the current Board and the future requirements of the Trust. St George's University Hospitals NHS Foundation Trust's aim is to appoint Non-Executive Directors who reflect the future requirements of the Trust and the communities they serve.

The Role of Non-Executive Director

Non-Executive Directors are expected to make a major contribution to the achievement of the Trust vision of providing *Outstanding Care, Every Time* to our patients, staff and the communities we serve.

Non-Executive Directors have a responsibility to:

- Support the Trust Chairman, Chief Executive and Executive Directors in promoting the NHS Foundation Trust's values.
- Support a positive culture throughout the NHS Foundation Trust and adopt behaviours in the Boardroom and elsewhere that exemplify the corporate culture.
- Constructively challenge the proposed decisions of the Board of Directors and ensure that appropriate challenge is made in all circumstances.
- Help develop proposals on priorities, risk mitigation and values and standards.
- Assist in setting the Trust's strategic aims, ensuring that the necessary financial and human resources are in place and that performance is effectively monitored.
- Act as an ambassador for the Trust in engagement with stakeholders.

Non-Executive Directors have a duty to:

- Take all reasonable steps to ensure the Trust operates within its Terms of Authorisation as a Foundation Trust including its Licence and other relevant regulations and legislation.
- Scrutinise the performance of the Executive management in meeting agreed goals and objectives.
- Satisfy themselves as to the integrity of financial, clinical and other information.
- Satisfy themselves that financial and clinical quality controls and systems of risk management and governance are sound and that they are used.
- Commission and use external advice as necessary.
- Ensure that they receive adequate information in the form that they specify and to monitor the reporting of performance.
- Ensure that the Trust remains sustainable whilst improving services to patients.

Non-Executive Directors are responsible (acting in the appropriate Committees) for:

- Determining appropriate levels of remuneration of Executive Directors.
- Participating in the appraisal of Executive Directors, their fellow Non-Executive Directors and the Trust Chairman.
- Appointing the Chief Executive (with the approval of the Council of Governors).
- Appointing other Executive Directors along with the Chief Executive.
- Where necessary removing Executive Directors.
- Assisting with succession planning for key Executive posts.

Relations with the Council of Governors

Non-Executive Directors should:

- Attend meetings of the Council of Governors with sufficient frequency to ensure that they understand the views of Governors on the key strategic and performance issues facing the NHS Foundation Trust;
- Take into account the views of Governors and other members to gain a different perspective on the Trust and its performance;

- Have an on-going dialogue with the Council of Governors on the progress made in delivering the Trust's strategic objectives and high level financial and operational performance.
- Receive feedback from the Council of Governors regarding performance and ensure that the Board of Directors is aware of this feedback.
- Contribute to the maintenance and ongoing development of a positive working relationship with the Council of Governors

Miscellaneous

- Ensure the Trust promotes equality and diversity for its patients, staff, and other stakeholders.
- Promote and safeguard the reputation of the Trust.
- Uphold the highest standards of integrity and probity, adhering to the Nolan Principles and our Trust values.

Nolan Principles

The successful appointee will be expected to adhere to the Nolan Principles:

- **Selflessness**
Holders of public office should take decisions solely in terms of public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or friends.
- **Integrity**
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in their performance of their official duties.
- **Objectivity**
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability**
Holders of the public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness**
Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty**
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership**
Holders of the public office should promote and support these principles by leadership and example

Living Our Values

To achieve our vision of providing outstanding care, every time for our patients, staff and the communities we serve we need to keep patients at the heart of everything that we do – our values are designed to inspire our staff to achieve this.

Our values set out the standards of behaviour we expect from all our staff:

Excellent

- Look after our patients as we would like to be looked after ourselves.
- Set ourselves high standards and be open to new ideas.
- Be professional in our approach and in our appearance.
- Promote and share best practice.

Kind

- Anticipate and respond to patients' and carers' concerns and worries.
- Support each other under pressure and consider the impact of our actions on others.
- Help people find their way if they look unsure or lost.
- Smile, listen and be friendly.

Responsible

- Have patient safety as our prime consideration.
- Be responsible for ensuring good patient experience.
- Use resources wisely.
- Challenge poor behaviour in others.
- Learn from experience including our mistakes.
- Say sorry when things go wrong.

Respectful

- Keep patients, families and carers involved and informed.
- Protect patients' dignity and confidentiality.
- Wear our name badges, introduce ourselves and address people in a professional manner.
- Respect colleagues' roles in patient care and experience.
- Value and understand the diversity of those around us.

Person Specification

We expect our Non-Executive Directors to demonstrate the following skills and experience and we have set out how we will assess this:

Area	Essential	How criteria will be tested
1. Skills, abilities, special aptitudes	<ul style="list-style-type: none">▪ Able to assess risk and assign strategic priorities.▪ Able to formulate and develop strategic plans.▪ Ability to assess performance based on complex, multi-factorial data▪ Good financial acumen▪ Good commercial acumen▪ Sound political awareness▪ Strong influencing and negotiating skills	Application Assessment Day

	<ul style="list-style-type: none"> Ability to develop excellent working relationships with a wide variety of internal/external stakeholders 	
2. Knowledge/ qualifications/ special training or interests	<ul style="list-style-type: none"> Educated to degree level or equivalent A qualified accountant Commercial experience A demonstrably genuine interest in and understanding of the NHS and public service delivery 	Application
3. Experience	<ul style="list-style-type: none"> Previous experience as a Board Director or equivalent experience in a large and successful organisation with a substantial turnover. Ability to develop and form strategy and able to monitor the effectiveness of the strategy. Significant track record of leadership and change and personal achievement in a complex environment Experience of effectively managing and monitoring performance against organisational objectives/KPIs 	Assessment Day
4. Personal Qualities	<ul style="list-style-type: none"> Strategic thinker Collaborative management style Prepared to challenge positively Commitment to public service ethos Able to gain credibility with senior leaders and clinicians Personal values and behaviours which reflect those of the Trust 	Assessment Day
5. Special Circumstances/ Additional Requirements	<ul style="list-style-type: none"> Either a member of the Foundation Trust or eligible to become one Able to dedicate sufficient time to the role. Able to attend regular Council of Governors, meetings and events during the year, some of which may be out of hours. 	Application Assessment Day

Eligibility and Terms

To be able to take up appointment, the successful candidate must be a public member of St George's University Hospitals NHS Foundation Trust. Details of how to become a member can be found on our website: <https://secure.membra.co.uk/StGeorgesApplicationForm/>

- Non-Executive Directors currently receive £14,000 per annum. Remuneration is taxable and subject to National Insurance Contributions. It is not pensionable.
- Non-Executive Directors are also eligible to claim allowances for travel and subsistence costs necessarily incurred on Trust business.
- Non-Executive Directors are expected to devote sufficient time to ensure satisfactory discharge of their duties; this may be up to six days per month. This will comprise a mixture of set commitments (such as a monthly Board meeting and Committee meetings) and more flexible arrangements for ad hoc events, reading and preparation. Most of the time commitment will be during the working day though some work out of hours may be required.
- This appointment will be for up to three years and will be subject to an annual performance review.
- Further terms of appointment can be considered at the end of the first period of office subject to consistently good performance and the needs of the organisation. A degree of change is often sought on Boards and there should therefore be no expectation of automatic re-appointment and re-appointment is subject to the approval of the Council of Governors.
- You should also note that this post is a public appointment or statutory office rather than a job and is therefore not subject to the provisions of employment law. To ensure that public service values are maintained at the heart of the National Health Service, Non-Executive

Directors are required to subscribe to the Code of Conduct and Standing Orders and Standing Financial instructions for the Foundation Trust.

- As a Non-Executive you must demonstrate high standards of corporate and personal conduct. Details of what is required of you and the NHS Board on which you serve are set out in the Codes of Conduct as outlined above.
- You will be required to declare any conflict of interest that arises in the course of Board business and also declare any relevant business interests, positions of authority or other connections with commercial, public or voluntary bodies. These will be published on the Trust website and in the annual report along with details of Board members' remuneration.

Fit and Proper Persons Criteria for Directors in the NHS

Since October 2014, NHS organisations are required by law to assess that all new and existing Directors are fit to be appointed/employed.

In addition to the usual requirements of good character, health, qualifications, skills and experience, the regulation goes further by barring individuals who are prevented from holding the office (for example, under a Director's disqualification order) and significantly, excluding from office people who:

"have been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider".

This will be assessed through a number of means including references, an enhanced Disclosure & Barring Service check and checks against the Disqualified Director Register at Companies House.

The successful candidate will also be required to complete a self-declaration that they meet the requirements of the Fit and Proper Person regulations. You will be required to meet these regulation on a continuing basis and make an annual declaration to this effect.

Further information can be found here:

<http://www.cqc.org.uk/guidance-providers/regulations-enforcement/regulation-5-fit-proper-persons-directors>

Criteria for Disqualification

This is an extract from our Constitution.

The following people may not become or continue as a member of the Board of Directors:

- *a person who has been adjudged bankrupt or whose estate has been sequestered and (in either case) has not been discharged;*
- *a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);*
- *a person who has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it; or a person who within the preceding five (5) years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on him/her.*

How to apply

To apply for this post, please submit:

- a **comprehensive CV**
- a **detailed supporting statement** (no more than two pages) that:
 - addresses the appointment criteria as set out in the person specification.

- includes details of two referees who we would be able to contact if required.

Please also ensure you have completed and submitted the equal opportunities monitoring form provided on this site. The information on the form will be treated as confidential, and used for statistical purposes only. The form will not be treated as part of your application.

The closing date for applications is [TBC].

Applications should be uploaded onto the GatenbySanderson website.

The How to Apply section of the website provides clear instructions; if, however, you have any queries in relation to the application process, or you experience difficulties uploading your application, please do not hesitate to telephone the GatenbySanderson team on [TBC].

If you have any queries about any aspect of the appointment process, need additional information or wish to have an informal and confidential discussion, our advising consultant [TBC] will be pleased to talk to you. GatenbySanderson will respect the privacy of any initial approach or expression of interest in this role, whether formal or informal.

Recruitment Timetable

Task	Date*
Closing date for applications	TBC
Interviews with long listed candidates at GatenbySanderson	TBC
Assessment Day	TBC

*Please note that that these dates and times are subject to change.

Associate Non-Executive Director Role Description and Person Specification

About St George's University Hospitals NHS Foundation Trust

With 9,000 dedicated staff caring for patients around the clock, St George's is the largest healthcare provider in South West London and one of the biggest and busiest hospital Trusts in London. We provide services out of two main hospital sites (St George's Hospital in Tooting and Queen Mary Hospital in Roehampton), as well as health centres, GP surgeries, schools and people's homes.

Our main site, St George's Hospital in Tooting – one of the country's principal teaching hospitals – is shared with St George's, University of London, which trains medical students and carries out advanced medical research. St George's Hospital also hosts the St George's, University of London and Kingston University Faculty of Health and Social Care Sciences, which is responsible for training a wide range of healthcare professionals from across the region.

St George's Hospital is one of four major trauma centres in London, and home to hyper acute stroke and heart attack centres. We are a major centre for cancer services, one of only two designated children's cancer centres in London and one of the largest centres for cancer surgery / chemotherapy in the capital. We are also one of the biggest children's hospitals, including being home to one of only four paediatric trauma units in London. In addition, we are a major centre for neurosciences, offering patients innovative new treatments such as the country's first 24/7 mechanical thrombectomy service. Our clinical teams also have growing influence in research, with more clinical trials undertaken than ever before.

St George's University Hospitals NHS Foundation Trust serves a population of 1.3 million across South West London. A large number of services, such as cardiothoracic medicine and surgery, neurosciences and renal transplantation, also cover significant populations from Surrey and Sussex, totalling around 3.5 million people.

The Trust also provides care for patients from a larger catchment area in South East England, for specialties such as complex pelvic trauma. Other services treat patients from all over the country, such as family HIV care and bone marrow transplantation for non-cancer diseases. The Trust also provides a nationwide state-of-the-art endoscopy training centre.

A number of our services are members of established clinical networks which bring together doctors, nurses and other clinicians from a range of healthcare providers working to improve the quality of services for patients. These include the South London Cardiac and Stroke Network and the South West London and Surrey Trauma Network, for which St George's Hospital is the designated heart attack centre, hyper-acute stroke unit and major trauma centre.

The Role

Alongside the established Non-Executive Directors, the Associate Non-Executive Director will play a crucial role in bringing an independent perspective to the Boardroom, in addition to any specific knowledge and skills they may have. Associate Non-Executive Directors have a duty to uphold the highest standards of integrity and probity and to foster good relations in the Boardroom. They should apply similar standards of care and skill in their role as a Non-Executive Director of an NHS Foundation Trust as they would in similar roles elsewhere. This is a non-voting role on the Board of Directors.

Associate Non-Executive Directors are expected to participate fully as members of Committees of the Board of Directors to which they are appointed and will also meet regularly with the Trust Chairman.

Associate Non-Executive Directors will participate in the appraisal process for both Executive and Non-Executive Directors.

The role of an Associate Non-Executive Director has been established with a view to helping highly qualified candidates gain the experience necessary to serve as substantive Non-Executive Directors in the NHS in future. We are particularly interested in receiving applications from candidates who have not previously held a Non-Executive Director position and from candidates with protected characteristics. The successful candidate will be mentored by the Trust Chairman.

When assessing candidates for appointment, the interview panel will take account of the skills and experience of the current Board and the future requirements of the Trust. St George's University Hospitals NHS Foundation Trust's aim is to appoint Associate Non-Executive Directors who reflect the future requirements of the Trust and the communities they serve.

Although the Associate Non-Executive Director does not have the legal responsibility of a full Board member and does not participate in formal voting, the post-holder will be an integral member of the wider Board and able to attend Board and sub-committee meetings as required.

Responsibilities include:

Associate Non-Executive Directors are expected to make a contribution to the achievement of the Trust vision of providing *Outstanding Care, Every Time* to our patients, staff and the communities we serve.

Associate Non-Executive Directors have a responsibility to:

- Support the Trust Chairman, Non-Executive Directors, Chief Executive and Executive Directors in promoting the NHS Foundation Trust's values.
- Support a positive culture throughout the NHS Foundation Trust and adopt behaviours in the Boardroom and elsewhere that exemplify the corporate culture.
- Constructively challenge the proposed decisions of the Board of Directors and ensure that appropriate challenge is made in all circumstances.
- Help develop proposals on priorities, risk mitigation and values and standards.
- Assist in setting the Trust's strategic aims, ensuring that the necessary financial and human resources are in place and that performance is effectively monitored.
- Act as an ambassador for the Trust in engagement with stakeholders as appropriate.

Associate Non-Executive Directors have a duty to:

- Take all reasonable steps to ensure the Trust operates within its Licence and other relevant regulations and legislation.
- Scrutinise the performance of the Executive management in meeting agreed goals and objectives.
- Satisfy themselves as to the integrity of financial, clinical and other information.
- Satisfy themselves that financial and clinical quality controls and systems of risk management and governance are sound and that they are used.
- Ensure that they receive adequate information in the form that they specify and to monitor the reporting of performance.
- Ensure that the Trust remains sustainable whilst improving services to patients.

Relations with the Council of Governors

The Associate Non-Executive Directors should:

- Attend meetings of the Council of Governors alongside the Non-Executive Directors and ensure that they understand the views of Governors on the key strategic and performance issues facing the NHS Foundation Trust;
- Take into account the views of Governors and other members to gain a different perspective on the Trust and its performance;
- Have an on-going dialogue with the Council of Governors on the progress made in delivering the Trust's strategic objectives and high level financial and operational performance.
- Receive feedback from the Council of Governors regarding performance and ensure that the Board of Directors is aware of this feedback.
- Contribute to the maintenance and ongoing development of a positive working relationship with the Council of Governors.

Additional responsibilities

- Ensure the Trust promotes equality and diversity for its patients, staff, and other stakeholders.
- Promote and safeguard the reputation of the Trust.
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The successful appointee will be expected to adhere to the Nolan Principles:

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Person Specification

We expect our Associate Non-Executive Directors to demonstrate the following skills and experience and we have set out how we will assess this:

Area	Essential	How criteria will be tested
1. Skills, abilities, special aptitudes	<ul style="list-style-type: none">▪ Able to assess risk and assign strategic priorities.▪ Able to formulate and develop strategic plans.▪ Ability to assess performance based on complex, multi-factorial data▪ Good financial acumen▪ Good commercial acumen▪ Sound political awareness▪ Strong influencing and negotiating skills▪ Ability to develop excellent working relationships	Application Assessment Day

	with a wide variety of internal/external stakeholders	
2. Knowledge/ qualifications/ special training or interests	<ul style="list-style-type: none"> ▪ Educated to degree level or equivalent and with experience at a senior level ▪ A demonstrably genuine interest in and understanding of the NHS and public service delivery 	Application
3. Experience	<ul style="list-style-type: none"> ▪ Previous experience as a senior Executive or equivalent experience in a large and successful organisation with a substantial turnover. ▪ Ability to develop and form strategy and able to monitor the effectiveness of the strategy. ▪ Significant track record of leadership and change and personal achievement in a complex environment ▪ Experience of effectively managing and monitoring performance against organisational objectives/KPIs 	Application Assessment Day
4. Personal Qualities	<ul style="list-style-type: none"> ▪ Strategic thinker ▪ Collaborative management style ▪ Prepared to challenge positively ▪ Commitment to public service ethos ▪ Able to gain credibility with senior leaders and clinicians ▪ Personal values and behaviours which reflect those of the Trust 	Assessment Day
5. Special Circumstances/ Additional Requirements	<ul style="list-style-type: none"> ▪ Either a member of the Foundation Trust or eligible to become one ▪ Able to dedicate sufficient time to the role. ▪ Able to attend regular Council of Governors, meetings and events during the year, some of which may be out of hours. 	Application Assessment Day

In addition to the expertise detailed above, all candidates interviewed will need to show that they have the competencies required to be effective in a Board-level role. They are:

Patient and community focus	A high level of commitment to patients, carers and the community, especially to disadvantaged
Strategic direction	The ability to think and plan ahead, balancing needs and constraints
Holding to account	The ability to accept accountability, and probe and challenge constructively
Effective influencing and communication	Be able to influence and persuade others
Team working	Be committed to working as a team member
Self-belief and drive	The motivation to improve NHS performance and confidence to take on challenges
Intellectual flexibility	The ability to think clearly and creatively

Eligibility and Terms

To be able to take up appointment, the successful candidate must be a public member of St George's University Hospitals NHS Foundation Trust. Details of how to become a member can be found on our website: <https://secure.membra.co.uk/StGeorgesApplicationForm/>

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- Associate Non-Executive Directors are expected to devote sufficient time to ensure satisfactory discharge of their duties; this may be up to four days per month. This will comprise a mixture of set commitments (such as a monthly Board meeting and Committee meetings) and more flexible arrangements for ad hoc events, reading and preparation. Most of the time commitment will be during the working day though some work out of hours may be required.
- This appointment will be for two years.
- You should also note that this post is a public appointment or statutory office rather than a job and is therefore not subject to the provisions of employment law. To ensure that public service values are maintained at the heart of the National Health Service, Non-Executive Directors are required to subscribe to the Code of Conduct and Standing Orders and Standing Financial instructions for the Foundation Trust.
- As an Associate Non-Executive you must demonstrate high standards of corporate and personal conduct. Details of what is required of you and the NHS Board on which you serve are set out in the Codes of Conduct as outlined above.
- You will be required to declare any conflict of interest that arises in the course of Board business and also declare any relevant business interests, positions of authority or other connections with commercial, public or voluntary bodies. These will be published on the Trust website and in the annual report along with details of Board members' remuneration.

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Recruitment Timetable

Task	Date*
Closing date for applications	TBC
Interviews with long listed candidates at GatenbySanderson	TBC
Assessment Day	TBC

*Please note that that these dates and times are subject to change.

Meeting Title:	Council of Governors		
Date:	22 May 2019	Agenda No	2.5
Report Title:	Membership Engagement Committee Report		
Lead:	Richard Mycroft, Committee Chairman		
Report Author:	Stephen Jones, Director of Corporate Affairs		
Presented for:	Review		
Executive Summary:	This paper presents an update on the Membership Engagement Committee meeting held on 14 May 2019. It sets out the discussions held and the outcomes of the meeting, including those that require the approval of the Council of Governors.		
Recommendation:	The Council of Governors is asked to: <ul style="list-style-type: none"> • Note to the update on the outcomes of the Membership Engagement Committee meeting held on 14 May 2019. • Note the plans to launch the new Membership Strategy 2019-23 on 5 July 2019, supported by a comprehensive communications plan and engagement materials. 		
Supports			
Trust Strategic Objective:	All objectives		
CQC Theme:	Well-led		
Single Oversight Framework Theme:	Leadership and Improvement Capability		
Implications			
Risk:	N/A		
Legal/Regulatory:	N/A		
Resources:	N/A		
Previously Considered by:	N/A	Date	
Appendices:	N/A		

Council of Governors – 22 May 2019
Membership Engagement Committee Report

1.0 PURPOSE

- 1.1 This paper presents an update on the Membership Engagement Committee held on 14 May 2019.

2.0 MEMBERSHIP STRATEGY LAUNCH AND YEAR ONE IMPLEMENTATION PLAN

- 2.1 Following the Council of Governors' agreement of the new Membership Strategy 2019/23 at its meeting on 26 March 2019, the Committee considered the next steps in the launch and delivery of the strategy.
- 2.2 The Committee considered a paper setting out proposals for the launch of the strategy and the communications plan supporting this. The Committee agreed that given the importance of delivering a step change in the Trust's engagement with its members, the launch needed to be well planned and executed, and that it needed to be supported by a comprehensive communications plan. Reflecting the discussions at the last Council meeting, the Committee was also mindful of the importance of ensuring there were effective plans in place to promote the launch via social media to promote awareness more broadly, and particularly with younger people.
- 2.3 The Committee was pleased to receive a set of proposals that covered this. The Committee considered the timing of the formal launch of the strategy and agreed with the proposal from the Executive that 5 July 2019 would be an appropriate date for the launch, which coincided with the NHS's birthday. A launch in early July ensured there was sufficient time between this and the launch of the new clinical strategy in April 2019 and that it provided an opportunity to seek to publish the strategy in the new Trust branding, which the Trust hoped to agree in the coming weeks. The launch of the strategy would be promoted through all of the Trust's communications channels and links to the digital copy of the strategy would be published on the Trust's website, social media channels, and circulated in the membership bulletin. To staff, the publication would be supported through an article in eG (the weekly newsletter), the weekly CEO message, and through a newsletter on the intranet. Local stakeholders would be briefed through the stakeholder bulletin and the communications teams of local and regional stakeholders would also be briefed. The press release announcing the launch will be released to local media (Wandsworth Times, Tooting Daily Press, Riverside Radio, Radio Jackie). Copies of the strategy will also be available across the Trust, including at Meet Your Governor stands. Short video clips with Governors will also be recorded for use on the website and on social media. In addition to promotion via social media, the launch of the strategy will also be supported by posters, pop up banners and flyers. The Committee plans to meet in late June to review the promotional material to support the launch.
- 2.3 The Committee has also been keen to ensure that the strategy is implemented effectively and that momentum was sustained. At its meeting on 14 May 2019, the Committee reviewed the plans for implementing the commitments set out for delivery in year one (2019/20). The Committee noted that a number of actions had already been taken, for example, by undertaking an initial refresh of the membership pages of the Trust's website, the inclusion of a contact email address for members (members@stgeorges.nhs.uk), and the development of

a new format for the membership bulletin based on the stakeholder briefing. The strategy also set out that the Committee should receive regular reports on the issues raised by members and the public, and the Committee was pleased to receive the first such report at the meeting on 14 May (see separate update below). The Committee also noted plans to bring a report analysing the membership composition to the next scheduled meeting of the Committee on 2 July. The commitments in the strategy around articulating more clearly the benefits of membership and refreshing the membership recruitment materials were being addressed as part of the work around the launch of the strategy and would be delivered by July.

- 2.4 Other elements of the year one implementation plan would be delivered during the course of the year, with a particular focus around the Annual Members' Meeting in September 2019. It was agreed that there should be a major push on communicating the AMM to both public members and to staff to ensure a high turnout. The AMM also offered an opportunity to set out the Trust's commitment to and vision for membership engagement. As a result, a number of year one deliverables, particularly those which required further development and engagement, were timed for delivery by September. For example, the strategy sets out three levels of membership and the Committee agreed that this should be implemented based on learning from other Trust's which had implemented the model successfully in order that it worked effectively and was appropriately flexible. Targeted campaigns to recruit younger members was also considered and the Committee agreed that it was important that plans were developed in discussion with the university, local colleges, and schools. Plans for developing a model for Governor engagement at Borough level were also discussed and it was agreed that dates would be planned for the autumn for the delivery of engagement events in each constituency of the Trust. Linked to this, the Committee also agreed that it would be important to develop a model for staff engagement in order to help staff understand the significance of their membership of the Trust. In addition, the Committee reaffirmed its previous decision that the next survey of members should take place in mid-2020 to allow sufficient time for the actions set out in the strategy to have effect.

3.0 MEMBERSHIP ENGAGEMENT UPDATE

- 3.1 The Committee heard that Meet Your Governor events had taken place in the Atkinson Morley Wing reception area and at Queen Mary's Hospital with more dates circulated to Governors for future dates. It was noted that these were attended by a regular set of Governors and the Committee expressed its view that it was not unreasonable for every Governor to attend at least one Meet Your Governor event over the course of the year.
- 3.2 The Committee noted that there had been two health talks held on Dementia (27 March 2019) and Skin Cancer (2 May 2019) and further talks had been arranged for Sleep Disorder (28 June 2019) and Chronic Pain Self-Management (24 July 2019). It had been agreed in the new strategy that Governors would be asked to introduce speakers at these talks and that a plan for topics of health talks would be planned well in advance for the full year.

4.0 LOG OF ISSUES RAISED BY MEMBERS TO GOVERNORS

- 4.1 The Committee reviewed the first version of the issues log raised by members to Governors to ensure that Governors have an understanding of issues being raised. This will be updated and reviewed at every Committee meeting. The Committee agreed that it was important that

Governors understood not only the issues raised but also the actions taken in response. The Committee looked forward to the next iteration of the report at its meeting in July 2019.

5.0 RECOMMENDATION

5.1 The Council of Governors is asked to:

- Note to the update on the outcomes of the Membership Engagement Committee meeting held on 14 May 2019.
- Note the plans to launch the new Membership Strategy 2019-23 on 5 July 2019, supported by a comprehensive communications plan and engagement materials.

Meeting Title:	Council of Governors		
Date:	22 May 2019	Agenda No	2.6
Report Title:	Council of Governors Training and Development in 2018-19 Annual Self-Certification of Compliance with Foundation Trust Licence		
Lead:	Stephen Jones, Director of Corporate Affairs		
Report Author:	Stephen Jones, Director of Corporate Affairs Richard Coxon, Membership & Engagement Manager		
Presented for:	To Note and Review		
Executive Summary:	As part of the Trust’s annual self-certification against its licence, the Trust is required to confirm to NHS Improvement that Governors have received enough training and guidance during the course of the year to carry out their roles. In order to make this submission to NHS Improvement, this paper presents an overview of the training and briefings the Council of Governors have received during 2018 / 2019 in order to demonstrate the Trust is meeting its Foundation Trust self-certification licence conditions and asks the Council of Governors to agree that it can confirm its compliance.		
Recommendation:	The Council of Governors is asked to note the development and training activities delivered during 2018-19 and confirm that it is content the Trust confirms via its self-certification that it has provided appropriate training to Governors in 2018/19.		
Supports			
Trust Strategic Objective:	All objectives		
CQC Theme:	Well-led		
Single Oversight Framework Theme:	Leadership and Improvement Capability		
Implications			
Risk:	Governors not informed to carry out their duties.		
Legal/Regulatory:	Foundation Trust Licence requirement that the Trust provide adequate and appropriate training to its Governors.		
Resources:	N/A		
Previously Considered by:	N/A	Date	
Appendices:	Appendix 1: Council of Governors Attendance for 2018-19		

Council of Governors Training and Development in 2018-19

1.0 PURPOSE

- 1.1 This paper seeks to provide assurance that all Governors have been provided with adequate and appropriate training and development opportunities during 2018/2019. This assurance includes an overview of training and briefings members of the Council of Governors have received during 2018/2019.
- 1.2 This report serves to support the Trusts Annual Self-Certification of Compliance with the Foundation Trust Licence.

2.0 COUNCIL OF GOVERNORS TRAINING AND DEVELOPMENT

- 2.1 All new Governors receive a welcome letter from the Chairman and are invited to meet with the Membership Manager to complete their Code of Conduct and discuss what sort of training and induction they require. All members of the Council of Governors are expected to attend all the Council of Governor meetings and persons holding office will cease to do so if he/she fails to attend any two meetings within 12 months, unless the other Governors are satisfied that: the absences were due to reasonable causes; and, he/she will be able to start attending meetings of the Council of Governors again within such a period as the other Governors consider reasonable, as set out in the Trust Constitution (page 62, 2.2).
- 2.2 To ensure Governors have a range of information to help them perform their roles effectively the Council of Governors receive copies of papers and are invited to attend and observe Trust Board meetings held in Public and meetings held in Private. All Governors are invited to attend as observers to any of the Board sub-committees with a limit of three Governors attending any one sub-board committee. (Appendix 1)
- 2.3 **Engagement**
Governors have been invited to take part in Patient-Led Assessment of the Care Environment (PLACE) inspections at both St George's and Queen Mary's Hospital and are briefed beforehand on the role. Governors have received five briefings during the year on the development of the new Trust Clinical Strategy and external review of the Cardiac Surgery service.
- 2.4 In the last year the new Membership Engagement Committee of Governors has been established to review and develop a new Membership Engagement Strategy and has held four meetings.
- 2.5 **NHS Providers Events**
All Governors are both notified and encouraged to attend events for Governors to increase their skills and knowledge and are supported to attend the NHS Providers Annual Conference for Governors. The NHS Providers Governor Focus Conference on the 9 May 2018 was attended by five of the Governors as it was undersubscribed and more free places were made available (usually two free places per trust). The five Governors were Doulla Manolas, (Public Governor, Wandsworth); Helen McHugh, (Staff Governor, Nursing & Midwifery); Richard

Mycroft, (Public Governor, South West Lambeth); Khaled Simmons (Public Governor, Merton) and Bassey Williams (Staff Governor, Allied Health).

2.6 Tours of the Trust

The Council of Governors were given the opportunity to visit a number of services around the Trust during 2018-19. These included:

Date	Where	Governors
23 April 2018	Queen Mary's Hospital tour of services	Val Collington, Appointed Governor, Kingston University Hilary Harland, Public Governor, Merton Richard Mycroft, Public Governor, South West Lambeth Khaled Simmons, Public Governor, Merton Stephen Sambrook, Public Governor, Rest of England
24 August 2018	Ward Visit to learn more on accreditation scheme – Dalby Ward & Gunning Ward	Nick de Bellaigue, Public Governor, Wandsworth John Hallmark, Public Governor, Wandsworth Richard Mycroft, Public Governor, South West Lambeth Khaled Simmons, Public Governor, Merton
27 September 2018	Neurosciences and Medicine (as part of pre-Board walkabouts)	Simon Price, Public Governor, Wandsworth Anneke de Boer, Public Governor, Merton John Hallmark Khaled Simmons, Public Governor, Merton Hilary Harland, Public Governor, Merton Kathryn Harrison, Public Governor, Rest of England

2.7 Governor Cardiac Surgery Service Briefings

The Council of Governors have received a series of Cardiac Surgery Service confidential briefings led by the Chairman and Chief Executive to ensure that they were kept informed of the developments and external service review.

- 23 August 2018
- 11 September 2018
- 4 October 2018 - after Council of Governor meeting
- 18 December 2018 – after Council of Governor meeting
- 14 February 2019

2.8 The Council of Governors also received a briefing after the Cardiac Surgery Service on the Annual Business Plan for 2019-20 from the Chief Finance Officer and Director of Strategy. The final version of the Annual Business Plan was presented at the Council of Governors meeting in March 2019 as well as the final version of the new five year Trust Strategy.

2.9 **Governor Away day**

An away day was held for the Governors on the 8 January 2019 which was attended by 18 out of the 26 Governors (See Appendix 1). There were presentations on:

- The national picture and reflections on St George's presented by Steve Russell, NHSI Regional Director
- South West London Health and Care Partnership – Challenges and Opportunities, presented by Cheryl Coppell OBE, Chair, South West London Health and Care Partnership
- Financial Special Measures – presented by Tom Shearer, Deputy Chief Finance Officer
- Development of the Trust Strategy – presented by Suzanne Marsello, Director of Strategy
- Workshop exercise on how Governors and NEDs add value to the effective governance of the Trust – lead by Stephen Jones, Director of Corporate Affairs

2.10 **Governor Presentations**

The Council of Governors have also received a series of presentation briefings at the Council of Governor meetings over the year:

- St George's University of London (18 December 2018) – *Jenny Higham, Principal*
- Learning from Incidents to improve Patient Safety (24 July 2018) - *Renate Wendler, Associate Medical Director*
- Staff Education and Development (15 May 2018) – *Harbhajan Brar, Director of Human Resources and Occupational Development*
- Quality Report (24 July 2018) – *Grant Thornton, External Auditors*
- Patient Partnership and Engagement Group Strategy (4 October 2018) - *Avey Bhatia, Chief Nurse and Director of Infection Prevention & Control*
- Development of Trust Clinical Strategy (18 December 2018) – *Suzanne Marsello, Director of Strategy*

3.0 **RECOMMENDATION**

3.1 The Council of Governors is asked to note the development and training activities delivered during 2018-19 and confirm that it is content the Trust confirms via its self-certification that it has provided appropriate training to Governors in 2018/19.

Appendix 1

Council of Governors meeting attendance

Name	Description	Actual/ possible attendance
Gillian Norton	Chairman	5/5
Alfredo Benedicto	Appointed Governor, Merton Healthwatch	3/5
Anneke de Boer	Public Governor, Merton	5/5
Bassey Williams	Staff Governor, Allied Health Professionals	4/5
Damian Quinn	Public Governor, Rest of England	2/5
Derek McKee	Public Governor, Wandsworth	3/5
Donald Roy	Appointment Governor, Healthwatch Wandsworth	5/5
Doulla Manolas	Public Governor, Wandsworth	3/5
Dr Anup Sharma	Staff Governor, Medical & Dental	3/5
Dr Clive Studd	Public Governor, Merton	4/5
Emir Feisal	Public Governor, Wandsworth	0/1
Francis Gibson	Appointed Governor, St George's University	2/5
Helen McHugh	Staff Governor, Nursing & Midwifery	4/5
Hilary Harland	Public Governor, Merton	5/5
Jenni Doman	Staff Governor, non-clinical	4/5
John Hallmark	Appointed Governor, Healthwatch Wandsworth	5/5
Kathryn Harrison	Lead Governor, Rest of England	5/5
Khaled Simmons	Public Governor, Merton	4/5
Mia Bayles	Public Governor, Rest of England	5/5
Nick de Bellaigue	Public Governor, Wandsworth	2/3
Nigel Brindley	Public Governor, Wandsworth	2/3
Rebecca Lanning	Appointed Governor, Merton Council	2/3
Richard Mycroft	Public Governor, South West Lambeth	5/5
Sangeeta Patel	Appointed Governor for Merton & Wandsworth CCGs	3/3
Sarah McDermott	Appointed Governor, Wandsworth Council	5/5
Simon Price	Public Governor, Wandsworth	2/5
Stephen Sambrook	Lead Governor, Rest of England	3/5
Val Collington	Appointed Governor, Kingston University	2/5

Meeting Title:	Trust Board		
Date:	25 April 2019	Agenda No	6.1
Report Title:	Audit Committee report		
Lead Director/ Manager:	Sarah Wilton, Chair of the Audit Committee		
Report Author:	Sarah Wilton, Chair of the Audit Committee		
Presented for:	Assurance		
Executive Summary:	The report sets out the key issues discussed and agreed by the Committee at its meeting on 17 April 2019.		
Recommendation:	The Board is requested to note the update		
Supports			
Trust Strategic Objective:	Balance the books, invest in our future.		
CQC Theme:	Well Led		
Single Oversight Framework Theme:	Finance and use of resources, Leadership and Improvement capability		
Implications			
Risk:	N/A		
Legal/Regulatory:	N/A		
Resources:	N/A		
Previously Considered by:	N/A	Date:	N/A
Appendices:	N/A		

Audit Committee Report – April 2019

Matters for the Board's attention

1. 2018/19 Internal Audit Progress Report

Since the Committee met in January 2019, six internal audit reviews had been completed. The Committee noted that the review into Consultants Job Planning received limited assurance but welcomed the reasonable assurance rating for the following:

- Car Parking (Tooting)
- Board Assurance Framework
- Patient Engagement
- Data Security and Protection Toolkit

The sixth report relates to the review on Bullying and Harassment which is currently in draft format awaiting the delayed management response. The Committee will consider this report at its next meeting and reminded the executive of the importance of these areas, particularly in light of the responses to the recent annual Staff Survey.

2. Internal Audit Recommendation Tracker

Good progress had been made on closing down internal audit recommendations. There are 25 open recommendations of which six are overdue. This is good progress from the 52 actions which were open in January 2019.

There is only one high priority recommendation on the tracker which is not yet due and relates to Consultants Job Planning.

3. Final Internal Audit Reports

The Committee considered the five aforementioned (item 1 above) internal audit review reports. The Committee heard that the review on Car Parking (Tooting) was very useful and the outputs of this review will support the Trust to effectively manage and monitor car parking arrangements across the Trust and its various sites. The useful intelligence from the review will also support the Trust in transport planning especially around demand and capacity. The Committee received assurance that previously reported car parking funds shortfalls (circa £3k) were related to coding issues and these issues had been redressed with the year-end position being only £300 off target.

The Committee were assured by the progress made in improving the position on Data Security and Protection Toolkit but noted that with new processes coming into force for 2019/20 there will be further work to be done.

Similarly the Committee were pleased to note the reasonable assurance rating of the patient engagement review. Patient engagement work is continuing to evolve and this review will be revisited again in the next 12-18 months. The Committee agreed that the scope of the future audit would be developed with engagement from patient representatives.

Whilst the Committee recognised the good work done to develop the board assurance framework which is on-going, and welcomed the reasonable assurance rating, it stressed to the executive the need to continue to develop and improve risk management across the Trust, to develop a consistent approach to risk management and monitoring in the

divisions and to ensure that this is escalated through the relevant Board committees. The Committee agreed that risk management would remain a key feature of the internal audit plan and asked executives to provide an update on the on-going work around risk management across the Trust and provide assurance that strategic risks are being adequately triangulated both within and beyond the Board.

The Committee was disappointed to learn of the limited assurance rating of the internal audit review into Consultants Job Planning. The Committee was assured by the executives that medical workforce is a key focus for the Trust and the senior team and that the issues raised in the report are being given full attention and will be completed in full within the agreed timescales. The Committee will keep progress against the actions from the audit under close review and will receive an update at each of its next two meetings.

4. Draft Head of Internal Audit Opinion 2018-19

The Committee welcomed the draft report and the reasonable assurance rating for the period 2018-19 which reflected the significant work carried out by the Trust to improve its controls and practice.

5. Internal Audit Plan 2019-2020

The Committee asked the executive to continue to review and refine the annual plan and in particular to give consideration to how to include reviews of cross cutting areas and themes within the Trust's strategy and corporate objectives, to assess how effective the organisation is at learning (from SI'S, never events, complaints, internal and external reviews, inspections and audits) and embedding good practice and implementing recommendations/outputs from clinical and quality audits. The Committee approved the internal audit plan for 2019-20 recognising it is a dynamic document which should be reviewed by the executive periodically to ensure that it continues to reflect the needs of the organisation. The Committee will review the plan in October.

6. External Audit & Year-end Preparations

The Committee met the external auditor partner for a confidential and private meeting before the start of the full audit committee.

The Committee welcomed the report that the 2018-19 external audit was progressing well and welcomed the news that the review of the Trust's annual report 2017-18 reflected some good areas of practice and those areas for improvement will be embedded in the 2019-20 report.

The Committee also noted the update on the plans for delivering the Annual Report, Financial Accounts and Quality Reports 2018-19 and noted the draft reports.

7. Internal Governance & Compliance

The Committee received the reports on losses and special payment and breaches and waivers and noted the good progress made in both areas.

8. Counter fraud

The Committee received and discussed the Counter Fraud Annual Report 2018/19 and Counter Fraud Work Plan 2019-20. The Committee heard of the plans to improve engagement and involvement on counter fraud across the Trust. The Committee thanked Pauline Lewis, who has retired after 37 years of service to the organisation, for her service to the Trust.

The Committee also endorsed the Chair's signature of the Counter Fraud self-review report for 2018-19.

9. Freedom to Speak Up & Whistleblowing Report

The Committee noted the update on Freedom to Speak Up & Whistleblowing, but was concerned, particularly in light of the Staff Survey feedback, to reinforce the importance of ensuring that the policy is updated, approved and communicated quickly to provide improved clarity and effectiveness across the Trust.

10. Internal Audit Tender 2020-2023

The Committee considered the proposed approach to retendering internal audit services and approved the proposed tender document for the procurement of a provider of internal audit services from April 2020 onwards. It agreed the plans for scoring the bids received and awarding the contract and noted the timeline for the procurement and the award of contract.

11. Compliance with Trust Constitution and Code of Governance

As part of ensuring the Trust has robust governance arrangements in place the Committee considered the two schedules of assurance. The first looked at the Trust's compliance with key elements of its Constitution and the second considered the how the Trust practically complies with the NHS Foundation Trust's Code of Governance. The Committee welcomed the clear and thorough review, noting that barring a few minor matters to update in the Trust's Constitution there was strong evidence the Trust was compliant with its constitution and with the FT Code of Governance.

12. Review of the Committee's Cycle of Business 2019-20

The Committee reviewed and agreed the work programme which details the business which will be considered by the Committee in 2019-20 subject to some minor adjustments.

Recommendation

13. The Board is asked to:

- Note the update on the key issues considered by the Audit Committee at its meeting on 17 April 2019.

Sarah Wilton
Audit Committee Chair, NED
April 2019

Meeting Title:	Trust Board		
Date:	25 April 2019	Agenda No.	5.1
Report Title:	Workforce and Education Committee Report		
Lead Director/ Manager:	Stephen Collier, Chair of Workforce and Education Committee		
Report Author:	Stephen Collier, Chair of Workforce and Education Committee		
Presented for:	Information		
Executive Summary:	This paper sets out the key issues reviewed and agreed by the Committee at its meeting on 4 April 2019, including commenting on assurance to the Board on key risks allocated to the Committee.		
Recommendation:	The Board is requested to receive this report.		
Supports			
Trust Strategic Objective:	Valuing our staff		
CQC Theme:	Are services at this Trust well-led		
Single Oversight Framework Theme:	Board Assurance, Risk management		
Implications			
Risk:	N/A		
Legal/Regulatory:	N/A		
Resources:	N/A		
Previously Considered by:	N/A	Date:	N/A
Appendices:	N/A		

1. Committee Chair's Overview

We continue to have good attendance at the Committee from support functions and from the operational divisions. I would again thank all who made the time to attend, particularly given the experience they bring and their insight and willingness to contribute.

The areas of focus at this month's meeting have been: a review of the Trust's position on Freedom to Speak Up against recently-issued national guidance; a review of the latest report from our Guardian of Safe Working; the workforce implications of the proposed CIP programme for 19-20; and, critically, a long discussion of the factors underpinning the disappointing result of the recent staff survey.

2. Key points:-

Board Assurance

As part of our focus on providing the Board with assurance on matters related to workforce, we are undertaking a year-end review of our Terms of Reference and the Committee's own assessment of its functioning. The questionnaire on Committee functioning has been circulated to members and the results should be available by early May.

Strategic Themes

Theme 1 - Engagement

We reviewed the results of the staff survey, undertaken at the turn of the year as part of the wider NHS Staff Survey. There are some positives in the results. First an increased response rate, 54% up from 51% last year; second, the recognition of the work that Chairman, Chief Executive and the senior team are doing on values, and their work to help improve St George's; and third, some teams were singled out for their contribution to the Trust.

But these positives are crowded out by the overall results. Two elements in particular disappoint: first, that after much internal effort over recent months to improve our culture and levels of engagement, the result suggests that we are in broadly the same place we were a year ago; and second, the verbatim comments that we reviewed bear a striking similarity to those we looked at a year ago – the inference being that for some staff very little has changed in the way they are treated by their managers.

We spent considerable time at the Committee reviewing the verbatim comments and identifying themes and possible actions to address. The key themes identified by the HR team (and specific comments) were as follows:-

Bullying & harassment	(33)	all negative
Trust values	(31)	mixed, some positive, some negative
Ethnicity, race & Brexit	(15)	generally negative
Engagement	(7)	generally negative

The Committee discussion focussed on two elements in particular; first, what was driving the comments made; and secondly, the relative success or not of the engagement and leadership development programmes that had been undertaken over the previous 18 months. This was a wide-ranging, engaged and open discussion which helped identify areas for further attention.

Clearly it is for the Trust executive to determine how best to address the issues identified, but I hope that the discussion at the Committee helps identify areas for focus. Certainly there was no sense that this was an insuperable position, but equally a recognition that the type of

cultural change needed would in some areas be a long hard haul. A number of Committee members were keen to support the HR team outside the Committee meetings.

Theme 2 – Leadership and Progression

There were no specific agenda items for discussion under this heading.

Theme 3 - Workforce Planning

A final budget has now been prepared for the 19-20 financial year. Within this is a staffing plan which starts from the actual position as at March 2019. It is good to see the level of close working that has been developed between HR and finance, and the realistic approach to staff budgeting. This has also highlighted a number of areas where a pay spend reduction could be achieved, and these are being addressed within the CIP process.

The Trust is about to announce its Clinical Strategy, and preparation work is being undertaken within HR to enable the Trust's executive to bring forward a Workforce Strategy to support that. This will be a subject for future months.

We reviewed a number of workforce statistics, noting that: the vacancy rate had decreased to 9.28% (down almost 4% on a year ago); sickness had fallen back to 4.02% (but still above target); and staff turnover had increased to 17.13%. We regard the turnover figure as high, although relative to other local Trusts it compares favourably and it is 0.15% lower than 12 months ago. MAST compliance stood at 89.25%, reflecting the steady increase seen over the last 12 months.

Theme 4 – Compliance

Freedom to Speak Up - we reviewed a paper prepared by Karyn Richards-Wright setting out recent national guidance, and agreed with the recommendation that the Trust should consolidate its various policies in this area into a single 'Raising Concerns' policy.

Safe Working – we received an update paper from Serena Hayward, the Trust's Guardian of Safe Working. A copy is included in the papers for the Trust Board, so I will not repeat the content – other than to note that there has been a further reduction in the number of exception reports being raised. Although we could not get complete assurance on this, the strong inference from the discussion at the Committee was that this reflects an underlying reality rather than an increasing reluctance to report.

Other – we sought and received assurance from Harbhajan Brar that he was not aware of any areas where there had been or was any non-compliances by the Trust.

Stephen J Collier

16 April 2019