

Council of Governors Meeting

Date and Time: Tuesday 22 October 2019, 15:30-18:00
Venue: Hyde Park Room, 1st Floor, Lanesborough Wing

Time	Item	Subject	Lead	Action	Format
OPENING ADMINISTRATION					
15.30	1.1	Welcome and Apologies	Chairman	-	Oral
	1.2	Declarations of Interest	All	-	Oral
	1.3	Minutes of Meeting held on 17 July 2019	Chairman	Approve	Paper
	1.4	Action Log and Matters Arising	All	Review	Paper
TRUST UPDATES					
15.40	2.1	Chief Executive's Update	CEO	-	Oral
16.00	2.2	Strategy Update	CSO	Review	Paper
GOVERNANCE					
16.20	3.1	Appointment of a new Senior Independent Director	Chairman	Approve	Paper
16.25	3.2	Nomination and Remuneration Committee Report: Non-Executive Director appointments	Chairman	Approve	Paper
16.40	3.3	Council of Governors Training and Development	CCAO	Review	Paper
16.50	3.4	Governor elections update	CCAO	Note	Paper
ENGAGEMENT					
17.00	4.1	Membership Engagement Committee Report	Committee Chair	Review	Paper
17.15	4.2	Annual Members' Meeting: Debrief	CCAO	Review	Paper
ACCOUNTABILITY					
17.20	5.1	Overview of Non-Executive Directors and Feedback from Committee Chairs <ul style="list-style-type: none"> Audit Committee Workforce and Education Committee Estates 	NEDs	Assure	Oral
CLOSING ADMINISTRATION					
17.55	6.1	Any Other Business	All	-	Oral
	6.2	Reflections on meeting	All	-	Oral
18.00	6.3	Close	-	-	-

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
Bassey Williams	Staff Governor, Allied Health Professionals	BW
Secretariat		
Stephen Jones	Chief Corporate Affairs Officer	CCAO
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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Date and Time of Next Meeting: 17 December 2019, 15:00 – 18:00

Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No.	1.2
Report Title:	Council of Governors Declarations of Interest – October 2019		
Lead Director/ Manager:	Stephen Jones, Chief Corporate Affairs Officer		
Report Author:	Stephen Jones, Chief Corporate Affairs Officer		
Presented for:	For Information		
Executive Summary:	<p>The updated Register of Council of Governors’ interests is attached as Appendix A. It was agreed, in March 2019, that a report on Council of Governors’ Interests be presented at each Council meeting to ensure transparency, public record and afford members the opportunity to update their interests and to declare any conflicts.</p> <p>This update also coincides with the Trust’s launch of the <i>Declare</i> system, the new online portal where Governors, Board members, and staff can make their declarations online quickly and easily. Members of the public will also be able to see what declarations our staff, including Board members, have made. The system was launched on 1 October 2019 and in readiness for this Governors’ existing interests were pre-loaded onto the system. In addition to raising any new or specific interests at the meeting on 22 October 2019, Governors are asked to note that the new Declare system enables them to make any changes directly onto the system, though Governors can, of course, continue to submit notifications via the Trust Secretariat.</p>		
Recommendation:	The Council of Governors is asked to note the declarations of interest at Appendix A, and provide any relevant updates.		
Supports			
Trust Strategic Objective:	Build a Better St George’s		
CQC Theme:	Well Led		
Single Oversight Framework Theme:	Leadership and improvement capability (well-led)		
Implications			
Risk:	As set out in the paper		
Legal/Regulatory:	The public rightly expect the highest standards of behaviour in the NHS. Decisions involving the use of NHS funds should not be influenced by outside interests or expectations or private gain.		
Resources:	N/A		
Previously Considered by:	N/A	Date:	N/A
Appendices:	Appendix A. Register of Board Members’ interests		

Register of Interests of Council of Governors as at 17 October 2019

Name	Role	Description of Interest	Relevant Dates		Comments
			From	To	
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 Operational Committee since Sept 2017	01.04.18	31.03.19	
Alfredo Benedicto	Appointed Governor, Merton Healthwatch	Merton Mencap: member of Steering Committee Adults First since Sept 2016	01.04.18	31.03.19	
Alfredo Benedicto	Appointed Governor, Merton Healthwatch	Improve Healthcare Together – to optimise delivery of acute services in Epsom & St Helier. Member of the Stakeholder Reference Group since Sept 2018.	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 Service (Hospital School)	01.04.18	31.03.19	No financial personal interest.
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,	Member of the MAC (Medical Advisory	01.04.18	31.03.19	

	Medical & Dental	Committee - Unpaid) at Parkside Hospital and Riverside Hospital.			
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
27 July 2019, 15:00-18:00, GVR2.19, 2nd Floor, Grosvenor Wing

Name	Title	Initials
Gillian Norton	Trust Chairman	Chairman
Mia Bayles	Public Governor, Rest of England	MB
Val Collington	Appointed Governor, Kingston University	VC
John Hallmark	Public Governor, Wandsworth	JH
Hilary Harland	Public Governor, Merton	HH
Kathryn Harrison	Public Governor, Rest of England (Lead Governor)	KH
Richard Mycroft	Public Governor, SW Lambeth	RM
Dr Sangeeta Patel	Appointed Governor, Merton & Wandsworth CCG	DSP
Simon Price	Public Governor, Wandsworth	SP
Damian 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 & Dental	AS
Khaled Simmons	Public Governor, Merton	KS
Bassey Williams	Staff Governor, Allied Health Professionals	BW
In Attendance		
Ann Beasley	Non-Executive Director	AB - NED
Stephen Collier	Non-Executive Director	SC
Paul Dossett	External Auditor, Grant Thornton (Item 2.3)	EA-GT
Terence Joe	Head of Patient Experience and Partnership (Item 2.2)	HPEP
Stephen Jones	Chief Corporate Affairs Officer	CCAO
Elizabeth White	Chief Information Officer (Item 2.1)	CIO
Sir Norman Williams	Non-Executive Director	NW
Sarah Wilton	Non-Executive Director	SW
Tim Wright	Non-Executive Director	TW
Apologies		
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Nick de Bellaigue	Public Governor, Wandsworth	NDB
Anneke de Boer	Public Governor, Merton	ADB
Jenni Doman	Staff Governor, Non-Clinical	JM
Frances Gibson	Appointed Governor, St George's University	FG
Marlene Johnson	Staff Governor, Nursing & Midwifery Designate	MJ
Rebecca Lanning	Appointed Governor, Merton Council	RL
Doulla Manolas	Public Governor, Wandsworth	DM
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
Derek McKee	Public Governor, Wandsworth	DMK
Clive Studd	Public Governor, Merton	CS
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.

It was noted that an unannounced CQC inspection had commenced earlier that day with inspection teams arriving at both the St George's and Queen Mary's sites that morning. The

CQC was undertaking a wide-ranging inspection which included the Emergency Department, Surgery, Medical, Children's services and outpatients.

The Council congratulated Richard Mycroft who had been elected as Lead Governor earlier in the month and expressed its gratitude to Kathryn Harrison as the outgoing Lead Governor for her significant contribution to the Council and to the Trust as a whole.

1.2 Declarations of Interest

No new declarations of interests were made.

1.3 Minutes of the meeting held on 22 May 2019

The minutes of the meeting held on 22 May 2019 were agreed by the Council as a true and accurate record.

1.4 Action Log and Matters Arising

The Council reviewed the Action Log and agreed to close the following actions:

- COG.15.05.18/31: Presentation on Volunteering at a future meeting. This was on the agenda for the meeting and the Council agreed it could be closed.
- COG.22.05.19/01: The CN would facilitate regular reporting of PPEG (Patient Partnership and Engagement Group) to the Quality and Safety Committee and Sir Norman Williams would provide routine updates on progress to the Council of Governors. The Council agreed to close this action on the basis that PPEG was a regular item at the Quality and Safety Committee and was reported on in Sir Norman's report to the Board. The Council also noted that the Governor's Membership Engagement Committee (MEC) had PPEG as a standing item on its agenda for each meeting and this was reported to the Council through the MEC report.
- COG.22.05.19/02: The Chairman agreed to draft a letter on behalf of the Council to flag concerns with NHSI about the process for the selection of the local indicator for the 2018-19 Quality Account. The Council noted that this action could be closed as the letter to NHSI had been submitted.

The remaining items on the action log remained open and were due at the next Council of Governors meeting on 22 October 2019.

2.1 Information Technology Update

Elizabeth White, Chief Information Officer (CIO), gave a presentation on IT. This followed a request from the Council of Governors at its meeting in May 2019. The CIO explained that her department covered a wide range of IT services including infrastructure, clinical systems, information management and information governance and had 150 members of staff. The department was undertaking a large number of projects including Wi-Fi deployment, cyber security, and the introduction of Microsoft Office 365. The various decision making groups within IT reported to the monthly Informatics Governance Group (IGG) which, in turn, reported to the Trust Executive Committee (TEC). The CIO noted that the areas of highest risk were due to old technology and included the network, Wi-Fi, email capability, the data centre and use of cloud services. The rollout of Microsoft Office 365 across the Trust was expected to alleviate some of these issues. It was noted that the usage of Cerner iClip had been deployed across the Tooting site and was expected to be rolled out to the Roehampton site in September 2019. The CIO reported that champion users and trainers were available to assist staff and deal with any problems. A Digital Strategy for the Trust was being developed. This was one of the supporting strategies to the Trust's Clinical Strategy, which had been agreed earlier in the year.

SP asked whether the level of staff satisfaction in ICT was measured. The CIO responded that this had not been surveyed. In response to a question about iClip, the CIO explained that clinical staff who encountered problems with iClip could speak to the user champions or to the Chief Clinical Information Officer, Dr Matt Laundry. SP reported on his experience of IT as a junior doctor at the Trust, noting his experience of problems with iClip. He had canvassed colleagues who had also had mixed experiences with the system. The CIO responded that each division had its own representatives on the programme board for the deployment of iClip and there were established governance processes to ensure that problems could be escalated and dealt with. The CIO explained that it may be that the issue was one of communication, if junior doctors were unaware of the options for escalating issues to the programme board and would raise this with Richard Jennings, Chief Medical Officer.

ACTION: COG.17.07.19/01 CIO to raise with CMO communication with junior doctors over options for escalating problems with iClip to programme board.

KS said the Trust was focused on the basic functionality of its ICT systems but did not appear to be particularly ambitious in terms of how digital technologies could be used to improve patient care. The CIO responded that using digital technology to ensure patients did not always have to attend hospital was a key element of the developing Digital Strategy. Greater use of telephone and video conferencing was a key part of this. The four Trusts who were part of the South West London Acute Provider Collaborative were working together to make sure that there was a complementary approach to this across South West London, given all four organisations would be using iClip.

AS reported that consultants had experienced issues with connecting to iClip but said that this had improved. The CIO responded that there had been real progress and the use of mobile phones was the way forward.

NW reported the he was not aware of any serious incidents relating to ICT affecting patient care or safety. TW reflected that engagement and feedback was very powerful and that it was clear that there had been a good deal of responsiveness to issues as they had been raised. He also commended the work of the CIO in the progress made in the deployment of iClip and the stabilisation of the Trust's IT systems.

The Chairman thanked the CIO for her presentation and asked that a presentation on the Digital Strategy be brought back to the Council of Governors next year.

ACTION: COG.17.07.19/02 The CIO to bring a presentation on the Digital Strategy to COG next year.

2.2 Volunteer Update

Terence Joe, Head of Patient Experience and Partnership (HPEP) gave a presentation on volunteering. The purpose of the Voluntary Services Department was to encourage involvement of local people in the day to day running of the Trust's services. Volunteer roles were advertised on the volunteering pages of the Trust's website and, once accepted volunteers completed the same recruitment checks as members of staff. This included Disclosure Barring Service (DBS) checks. All new volunteers attended a corporate induction received a volunteer handbook, and also received a local induction. The HPEP reported that there were 290 active volunteers at the Trust who had a named volunteer supervisor to support them and were given refreshment vouchers, free parking or reimbursement of their travel expenses. There was an organised summer outing, Christmas lunch, spring tea party and recognition of long service. It was noted

that there was a good mix of age ranges and ethnicity among the 290 volunteers. The HPEP would be developing and implementing a new volunteer strategy in 2020. This would aim to increase the number of volunteers, enhance the opportunities for volunteering and explore ways of improving volunteer feedback. More focus would also be given to promoting the service and building links with local partners such as the South West London Carers Association.

SS, who was himself a volunteer at the Trust, stated that some Trusts had many more volunteers. For example, Kingston Hospital had over 500 volunteers, Chelsea & Westminster Hospital over 1,000 and Epsom & St Helier over 500. He also stated that the £2 refreshment vouchers given to volunteers who had completed a 3 hour shift were only redeemable at one of the Trust's refreshment outlets. SS also noted that in May 2015 volunteers were asked for feedback but little had been done in response. This included feedback relating to incorrect or not enough signage and lack of wheelchairs.

DR suggested that it may be helpful to explore people's motivations for volunteering and asked whether any Trusts had looked into and measured this. It was noted that other trusts had different volunteering models and some had been very active in recruiting and creating new volunteer roles. In response to a question from AS about how to ensure volunteers were valued across the Trust, the HPEP explained that he was working with the communications team to promote the work of volunteers and their role in supporting the delivery of services. The Chairman thanked the HPEP for the presentation and asked that he come back to present to the Governors next year on the new strategy.

ACTION: COG.17.07.19/03 HPEP to present the new volunteering strategy to the COG in 2020, once agreed.

2.3 External Auditors Report 2018-19

Paul Dosset, External Auditor, Grant Thornton (EA-GT), joined the meeting to present the External Auditor's Annual Audit Letter and the Quality Report 2018-19. The EA-GT stated that the Annual Audit Letter summarised the key findings arising from the audit work carried out for the Trust for the year ending 31 March 2019. The letter was intended to provide a commentary on the results of the audit work to the Trust and external stakeholders and to highlight any issues. The EA-GT gave an unqualified audit opinion having raised no significant issues. He also gave an overview of the Quality Report 2018-19, which was a mandatory part of a Foundation Trust's Annual Report. The aim of the Quality Report was to encourage and improve Trusts' accountability for the quality of care they provide. The auditors had tested 3 indicators, the third (the SHMI) having been selected by the Council of Governors:

- i) A&E 4 hour target
- ii) 62 week cancer target
- iii) Summary Hospital-level Mortality Indicator (SHMI)

The Quality Report was, by its nature, a limited assurance review. The auditors had provided an unqualified opinion on the Quality Report. The EA-GT thanked Trust staff for their co-operation and timely production of the Report.

The reports were received.

2.4 Membership Engagement Committee Report

RM, Chair of the Membership Engagement Committee (MEC), presented the report from the Committee's meetings held on 17 June and 2 July 2019. RM reported on the successful Membership Strategy launch on 5 July 2019. The launch had been supported by a range of

communication activities linked to the 71st birthday of the NHS. The strategy set out the Trust's ambitions for improving the quality of engagement with its members. The key was now to ensure the strategy was delivered successfully. The Committee was therefore overseeing the delivery of the Year 1 Implementation Plan. This was on track and the Committee had received a report setting out progress made on implementing the strategy to date. The Committee was also exploring opportunities for closer joint working between MEC and the Patient Partnership and Engagement Group (PPEG). The two groups naturally shared a common interest in promoting engagement of those who had been treated at the Trust. It would be important to ensure going forward that the groups worked together in a complementary way, recognising that the Governors had a statutory duty to engage with and represent the interests of the Trust's members.

KS stated that he thought the membership strategy had been an excellent piece of work. In light of the strategy's stated aim of promoting membership among younger people, he said that it would be interesting to know how many younger volunteers the Trust had and whether there was any shared learning between membership and volunteer service. In terms of the Trust's effort to promote membership to younger people, the CCAO reported that the membership office was working with local schools, colleges and St George's University of London to explore opportunities to recruit younger members. This would include providing careers talks and explaining the benefits of membership, volunteering and work experience. Opportunities for working with volunteer services would also be explored.

The report was received.

2.5 Annual Members Meeting

The CCAO presented a paper outlining the plans for the Annual Members Meeting (AMM) which would be held on 26 September 2019. As in previous years, a patient story would provide the focus of the event, with other segments of the agenda being the Chief Executive's review of the year and updates on the financial performance of the Trust and the presentation of the annual audit report by the Trust's external auditors. Two possible patient stories were currently being explored and this would be confirmed shortly. As part of the new Membership Strategy, the Council of Governors had made it a priority to increase attendance at the meeting and had set a goal of attracting a minimum of 100 members to attend the AMM. To attract more attendees, the CCAO reported that there was a major push planned for marketing the event via social media and paid for advertising, as well as by holding a marketplace event before the formal meeting where attendees could get free health checks and meet the Governors.

KH asked whether the marketplace stalls could be located in the reception area of the Grosvenor Wing which was closer to the Monckton Lecture Theatre to ensure attendees did not leave before the meeting.

ACTION: 17.07.19/04 It was agreed that the marketplace stalls for the AMM would be located at in the Grosvenor Wing reception area.

The report was received.

2.6 Non-Executive Director Appointments: Update on process and timetable

The CCAO presented an update report on the recruitment of a new Non-Executive Director to replace Sarah Wilton whose term of office would end in January 2020 and a new Associate Non-Executive Director (NED). The search for the two roles was scheduled to begin on 29 July 2019 with a closing deadline of 11 September 2019. The meeting dates for the shortlisting of

candidates and final interviews would be confirmed shortly. As with the NED appointment in 2017, it had previously been agreed by the Council that the Nomination and Remuneration Committee would conduct the interviews with shortlisted candidates. The Committee would make its recommendations to the Council of Governors for both roles for consideration at its meeting on 22 October 2019. RM asked if the NED job descriptions could be re-circulated which was agreed.

ACTION: COG.17.07.19/05 NED job descriptions to be re-circulated to Governors for information.

There was some discussion around the composition of the interview panel and focus groups. The Council agreed that the process outlined in the paper meant that a wide range of Governors had an opportunity to be involved in the process and to meet and question candidates. The feedback from the focus groups gave the interview panel additional insight into candidates and it was agreed that this format would be followed again. RM suggested the Council revisit its previous decision that the Nomination and Remuneration Committee as a whole interviewed shortlisted candidates and proposed that a sub-set of Committee members form the interview panels. The CCAO commented that the previous process had followed the 2017 process but this could be revisited.

ACTION: COG.17.07.19/06 The Council agreed that smaller interview panels would be established composed of members of the Nomination and Remuneration Committee and agreed that the exact make-up of the panels would be delegated to the Chairman following consultation with the Committee

The report was received.

2.7 Council of Governor Elections 2020

The CCAO gave an update on the plans for the next Governor elections. There were 8 Governor seats for both Staff and Public Governors which would be open to election with the new terms of office starting on 1 February 2020. The process would start in earnest the autumn, with marketing around the upcoming elections planned for October in order to ensure members were aware of the elections and of their opportunity to stand as candidates.

DR asked whether a public Governor could also be a member of staff. The Chairman responded that in the case of Simon Price he was a public Governor for Wandsworth but was currently undertaking his junior doctor training at the Trust as part of his rotation. As a result, he was not a permanent member of staff and was not fulfilling the role of a staff governor.

The report was received.

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

Quality & Safety Committee (QSC)

Sir Norman Williams, Chair of the QSC, provided an update on the work of the Committee and gave an overview of the two recent meetings. The Committee was working well, and had improved following the Committee effectiveness review earlier in the year. It had a robust forward plan and had focused on reducing the length of agendas to focus on the key issues, with a dedicated slot at each meeting for a deep dive on a particular area. A deep dive into the Maternity Service had recently been received by the Committee and heard that the service was going through a significant transformation project focusing on quality improvement. The

Committee had received a report from the Consultant Microbiologist about the root cause analysis in the recent infection control cases of candida auris and salmonella typhimurium and the unique circumstances that gave rise to these incidents. The in depth report gave the Committee assurance that the incidents were managed effectively and robust mechanisms put in place to limit these incidents re-occurring.

There were CQC outstanding actions from previous inspection which were reviewed by the Committee. These related to medical records storage and mandatory staff training. The Committee heard that the Trust was doing everything possible to address this by releasing staff to undertake and complete mandatory training. The Committee had received a report on mortality data by day of admission and was assured that based on the hospital standardised mortality ratio there is not a trend of higher mortality at the weekend. The Committee had considered the Trust's progress against 4 key standards for implementing 7 day services for emergency care patients by April 2020. Whilst the Trust was compliant with most of the standards it was currently not able to provide MRIs at the weekend.

A report from an independent review of clinical governance across the Trust had been received which had looked at clinical governance processes and in particular at Multi-Disciplinary Team meetings. The Trust had accepted the findings of the review and had put in place an action plan. The review had found that some areas of the Trust were very good but less so in others. AS asked if the report had gone to the Trust Board and NW confirmed that it had, that the Board had agreed it, and it was available on the website. KS stated that he had not had an opportunity to attend the Committee recently but had a sense that it was making progress on quality issues. NW felt that the Trust was being more proactive and reviewing areas of concern.

Finance and Investment Committee (FIC)

Ann Beasley (AB-NED), Chair of the FIC, explained that there were now two parts to the Committee's meetings, the first devoted to finance issues and the second to estates. Financially, the Trust is currently on plan for the year. However delivery of Cost Improvement Plans (CIPs) were currently £3m off target. AB-NED felt that the financial planning function was better and in a more mature place. The Trust now had block contracts in place with its commissioners which had some advantages as it guaranteed a certain level of income. There had also been good discussions at the Committee about long term planning. The Committee was monitoring the risks allocated to it under the Board Assurance Framework. This included ICT risk, and the Committee had focused on the iClip rollout to Queen Mary's Hospital. The Committee had also been focused on capital given the estates needs of the Trust.

HH asked if the Trust was on target to meet its control total for the year. AB-NED responded that it would be challenging, but it was too early in the year to give any definitive predictions at this stage.

Estates

Tim Wright (TW), Lead Non-Executive Director on estates issues reported that the FIC had held its first focused meeting on estates on the 23 May 2019 in order to focus on the estates risks and plans for addressing them and providing greater assurance. There had been two reports to the Trust Board in May and June and it was noted an Estates Management Group (EMG) had been formed to provide operational oversight of all Estates related matters which would report through the Trust Executive Committee to FIC (Estates) and the Trust Board. It was acknowledged that there were a number of challenges the Trust is currently facing with estates risks and that much work was required to address these issues. It was noted that progress had been made on Water, Fire and Ventilation systems and it was clear that the estates team now

had a better understanding and grip on the actions that were necessary to improve the situation in these areas. The emphasis on planning of short, medium and long term actions had been welcomed and it was acknowledged that the capacity of the estates department to deliver these changes is a critical factor in making progress. It was noted that an estates strategy would be developed later in the year to align with the new Trust Clinical Strategy.

3.1 Any Other Business

KH asked if there were any plans to holding further Cardiac Service briefings for the Council of Governors. The CCAO confirmed that further briefings were being planned for the autumn and details would be provided in due course.

ACTION: COG.17.07.19/07 Cardiac Surgery Service briefing dates for Governors to be circulated.

AS asked about the results of the last staff survey and engagement plan. The Chairman responded that Harbhajan Brar, the Chief People Officer (CPO), had presented a paper to the Board in June 2019 and more work was currently being undertaken on this. It was agreed that the CPO would be invited to give a presentation to the Council at a future meeting.

ACTION: COG.17.07.19/08 CPO to give a presentation on staff survey/engagement plan at future meeting.

DSP asked about the NHS Providers London Governors Network event being held at the Trust in September. The CCAO confirmed that St George's would be hosting an NHS Providers on Monday 16 September 2019 between 10:00am and 16:00am. As host Trust, St George's had been allocated 10 places and expressions of interest in attending would be circulated shortly.

ACTION: COG.17.07.19/09 Details of NHS Providers London Governors Network event on Monday 16 September 2019 to be circulated to Governors

RM asked about Governors training and development that had been discussed at the last meeting. The CCAO responded that this was on the action log and a report would be brought to the next meeting setting out plans for a comprehensive training needs assessment for governors linked to a Council of Governors effectiveness review.

3.2 Reflections on Meeting

KS felt that the CIO had provided an in depth ICT presentation and felt more confidence in the Trust's ICT system and planned improvements.

3.3 Close

The meeting closed at 18:00

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

Council of Governors Action Log 22 October 2019				
Action Ref	Action	Due	Lead	Commentary
COG.26.03.19/03	Electronic Calendar invite options to members of the Council of Governors be explored by the MEM	22.10.19	MEM	A new St George's Governors' Google calendar has been established in which all CoG, CoG Committee, Board and Board Committee meetings are added. Calendar invites have been issued for all meetings up to the end of the 2019/20 financial year. The Secretariat has contacted each Governor to confirm whether the system is working for them. All 24 Governors have responded and confirmed the system is working correctly for them. Should there be any issues with accessing calendar invites from those yet to reply, this will be taken up with Governors on a 1:1 basis. Alongside this, the Secretariat is currently undertaking a revamp of the content of the previously-used secure Governors' webportal. This has an up-to-date calendar of all events, copies of CoG, Board and relevant Committee papers and other reference material. The revamped portal is expected to go live in December 2019 and Governors will be issued with new log in details. Action proposed for closure on the basis that the calendar system is up and running and remaining teething issues are being ironed out.
COG.22.05.19/03	The Chairman agreed that the Chief Medical Officer would be asked to present a report at a future meeting of the Council on the assurance and governance mechanisms to ensure standardisation through the GIRFT and Model Hospital does not diminish innovation.	17.12.19	CMO	Not yet due. This had been provisionally added to the agenda for the Council meeting in December 2019.
COG.22.05.19/04	The Chairman and the DCA would consider the overall training offer to Governors.	10.12.19	CCAO	Not yet due. A paper on the agenda sets out a draft Governors' training survey for review which is intended to form the basis of a proposed training programme.
COG.17.07.19/01	CIO to raise with CMO communication with junior doctors over options for escalating problems with iClip to programme board.	22.10.19	CIO	The CIO has taken this issue up with Matt Laundry, Chief Clinical Information Officer to ensure that all junior doctors are aware of options in escalating problems when using iClip.
COG.17.07.19/02	The CIO to bring a presentation on the Digital Strategy to COG next year.	19.02.20	CIO	Not yet due. This has been provisionally added to the agenda for the Council of Governors meeting on 19 February 2019.
COG.17.07.19/03	HPEP to present the new volunteering strategy to the COG in 2020, once agreed.	10.12.20	HPEP	Not yet due. December 2020 meeting.
COG.17.07.19/04	It was agreed that the marketplace stalls for the AMM would be located in the Grosvenor Wing reception area.	26.09.19	CCAO	Completed. Market place stalls were operated in the ground floor reception of Grosvenor Wing, including stalls for health checks, virtual reality pre-surgical treatment, Meet Your Governor, STG Charity, Patient Partners.
COG.17.07.19/05	NED job descriptions to be re-circulated to Governors for information.	31.7.19	CCAO	Completed. In addition, an additional role description for the clinical NED role was agreed on email circulation by the Governors' Nominations and Remuneration Committee on 25 July 2019, and by the Council of Governors on 30 July 2019. This followed the resignation of Professor Sir Norman Williams due to his appointment as Chair of the Independent Reconfiguration Panel from 1 October 2019. Sir Norman's final day as a NED at the Trust was 30 September 2019.
COG.17.07.19/06	The Council agreed that smaller interview panels would be established composed of members of the Nomination and Remuneration Committee and agreed that the exact make-up of the panels would be delegated to the Chairman following consultation with the Committee	3.10.19	CCAO	Completed. The composition of interview panels and focus groups for each role was agreed by the Chair and with members of the Committee on email circulation.
COG.17.07.19/07	Cardiac Surgery Service briefing dates for Governors to be circulated.	22.10.19	CCAO	Completed. An initial briefing with available Governors was held on 3 October, at which the CEO and CMO provided an update to six Governors on developments with the service. An update to the full Council will be held on 22 October 2019.
COG.17.07.19/08	CPO to give a presentation on staff survey/engagement plan at future meeting.	17.12.19	CPO	Not yet due. This has provisionally been added to the agenda for the Council of Governors meeting on 17 December 2019.
COG.17.07.19/09	Details of NHS Providers London Governors Network event on Monday 16 September 2019 to be circulated to Governors	16.09.19	CCAO	Completed. Details of the event were circulated by email to the Council of Governors on the 18 July 2019. The event was chaired by the Trust Chairman and attended by the following Governors: Mia Bayles, Alfredo Benedicto, John Hallmark, Hilary Harland, Marlene Johnson, Richard Mycroft, Sangeeta Patel, Donald Roy and Stephen Sambrook.

Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No	2.2
Report Title:	Strategy Update		
Lead Director/ Manager:	Richard Jennings, Chief Medical Officer Daniel Forton (Associate Medical Director) Mark Cranmer (Director, JRES)		
Report Author:	Ralph Michell, Head of Strategy		
Presented for:	Approval Decision Ratification Assurance Discussion Update Steer Review Other (specify)		
Executive Summary:	<p>A presentation on the Trust's five year research strategy is attached for discussion and to seek views from Council of Governors.</p> <p>The development of the strategy is based on work over the course of 19/20, overseen by a steering group of Trust and University staff, and involving a significant degree of staff and public engagement, including:</p> <ul style="list-style-type: none"> - A staff survey receiving over 400 responses - Staff events with around 250 attendees - A survey of Trust members (primarily current or former patients), with around 60 responses - Feedback from the Trust's Patient and Public Engagement Group <p>Following input from Council of Governors, a draft strategy will be put to Trust Board at the end of October for sign off.</p>		
Recommendation:	That Council of Governors discusses the proposals set out in the presentation, ahead of a draft strategy being put to Trust Board for sign off.		
Supports			
Trust Strategic Objective:	6. Develop tomorrow's treatments today		
CQC Theme:	<ol style="list-style-type: none"> 1. Safe: you are protected from abuse and avoidable harm. 2. Effective: your care, treatment and support achieves good outcomes, helps you to maintain quality of life and is based on the best available evidence. 3. Responsive: services are organised so that they meet your needs. 4. Caring: staff involve and treat you with compassion, kindness, dignity and respect. 5. Well Led: the leadership, management and governance of the organisation make sure it's providing high-quality care that's based around your individual needs, that it encourages learning and innovation, and that it promotes an open and fair culture. 		
Single Oversight Framework Theme:	<ul style="list-style-type: none"> ▪ Quality of Care (safe, effective, caring, responsive) ▪ Finance and Use of Resources ▪ Operational Performance ▪ Strategic Change ▪ Leadership and Improvement Capability (well-led) 		
Implications			
Risk:	n/a		
Legal/Regulatory:	n/a		
Equality and Diversity:	n/a		
Previously Considered by:		Date	
Appendices:	Presentation: Trust research strategy		

Developing a Workforce Strategy and Education Strategy 2019-2024

Council of Governors

Tuesday 22nd October 2019

Harbhajan Brar - Chief People Officer

Sarah Brewer - Head of Business Planning (Strategy Directorate)

Context Setting

- The Trust published its 5 year **clinical strategy 2029-2024** in April 2019
- This strategy sets out the vision and ambitions for the Trust over the next 5 years and focus on the following key priorities:
 - **Strong Foundations**
 - **Excellent Local Services**
 - **Closer Collaboration**
 - **Leading Specialist Healthcare**
- To enable the Trust to be able to achieve these ambitions we need to be able to ensure that our supporting 'infrastructure' is fit for purpose to be able to deliver
- We are therefore developing a suite of 'supporting strategies' which will sit along side the Trust's 5 year clinical strategy:
 - Workforce
 - Education
 - Digital
 - Quality
 - Research
 - Estates

Developing a future workforce strategy

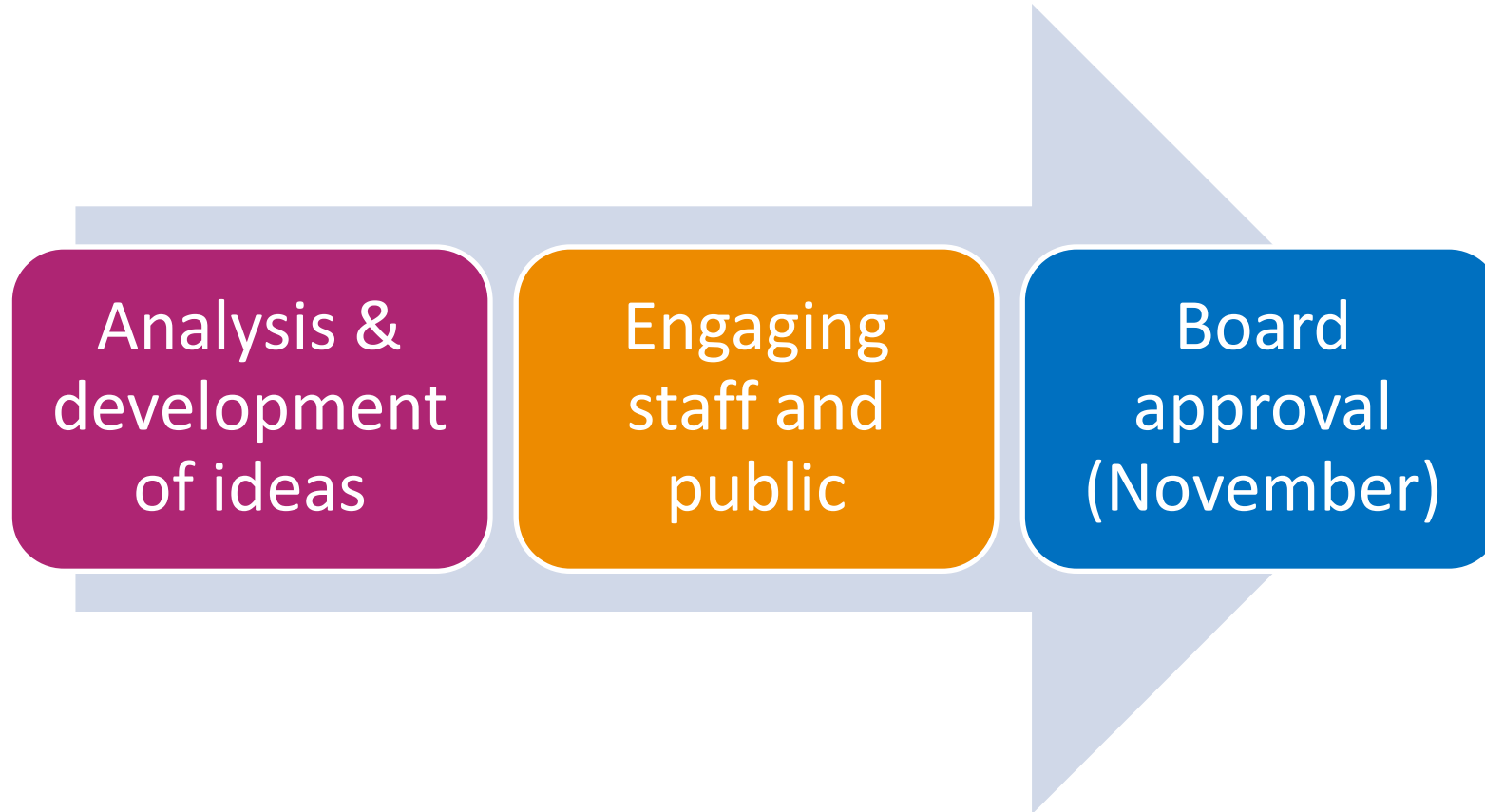
Harbhajan Brar – Chief People Officer

Key Drivers

- The Trust's new **clinical strategy** has highlighted that we need to re-think our future workforce model – not just in terms of supply of particular roles which are hard to recruit to but also to develop new roles and work toward a more 'multidisciplinary workforce'
- The **increased pressure on the NHS** and increased demand for services also mean we have to re-think our traditional workforce models and to develop new ways of working
- As a major Trust within SWL London, we are also part of a wider health system and need to be able to maximise the **opportunities for collaboration** across the wider health system
- We also recognise the needs of the **modern workforce** and the opportunities that flexible working can bring to supporting people's ambitions in terms of both their home and work lives

Development of a workforce strategy

4



STRENGTHS: we need to build on these

- Brand 'Team St George's'
- Co-location of SGUH and SGUL - education and training opportunities
- Diversity of the workforce
- Major trauma centre
- Considered 'local' hospital
- Potential of the local workforce
- Research opportunities

WEAKNESSES: we need to put actions in place to strengthen these

- Financially constrained environment
- Retention and recruitment
- No clear OD strategy
- Staff survey results are poor which does not help our reputation
- Lack of career pathways for some non-medical staff groups
- Lack of organisational leadership and governance for some roles e.g. AHPs, PA, ACP
- No clear career pathway for some roles
- Capacity to release staff for training and development

OPPORTUNITIES: we need to be in a position to maximise these

- Further collaboration with SWL STP the Acute Provider Collaborative
- NHS People Plan
- Greater use of international recruitment
- Development of different roles
- Improved profile to support 'employee of choice'
- Links to University - opportunity to develop more 'in-house' training /courses with the university, cost effective, accredited
- Future research strategy - increased research opportunities will attract talent
- Tapping into the potential local workforce of the future
- Increased opportunity for apprenticeships

THREATS: we need to put actions in place to mitigate against these

- Brexit – uncertainty over future reliance of supply of EU staff
- Constraints on supply
- An older workforce – retirement 'cliff-edge' Scaling back of HEE funding
- Financial position of the Trust
- Pay competition with greater use of recruitment and retention 'incentives' in the sector
- Cost of living in London
- Pensions and impact on retention

The key issues to be addressed in the strategy

We have held a number of workshops with all our staff groups to better understand the key issues and challenges for the future and a number of key themes have emerged. Addressing these will be a key focus in the workforce strategy.



Over-arching priorities

The strategy will be focused around the 3 over-arching priority areas:

Retention

- ❖ Most of our staff groups have identified challenges with recruiting to certain posts and retaining good people .
- ❖ The reasons for this are varied and many and the impact is significant on those teams who are struggling with rota gaps etc.
- ❖ Finding sustainable solutions to these issues is fundamental to the organisation being able to deliver our quality, clinical and financial ambitions
- ❖ Organisation development

Supply

- ❖ Up-skilling our current workforce - utilising the potential skills of the current workforce and support staff to operate at the top of their license to ensure staff are free up to do what they need to do fill any shortfalls in supply, rota etc
- ❖ Growing our own talent - maximise the opportunity of being co-located with the University for the Trust to be able to grow its own talent particular to fill those hard to recruit to roles
- ❖ Working closely with local schools and colleges to develop specific future career and apprenticeship opportunities particularly to help meet the Trust's future workforce needs in areas we may struggle to fill
- ❖ The Trust must think about how it uses its Bank staff and the strategy should address how the Trust can increase this resource and embrace it as part of its workforce

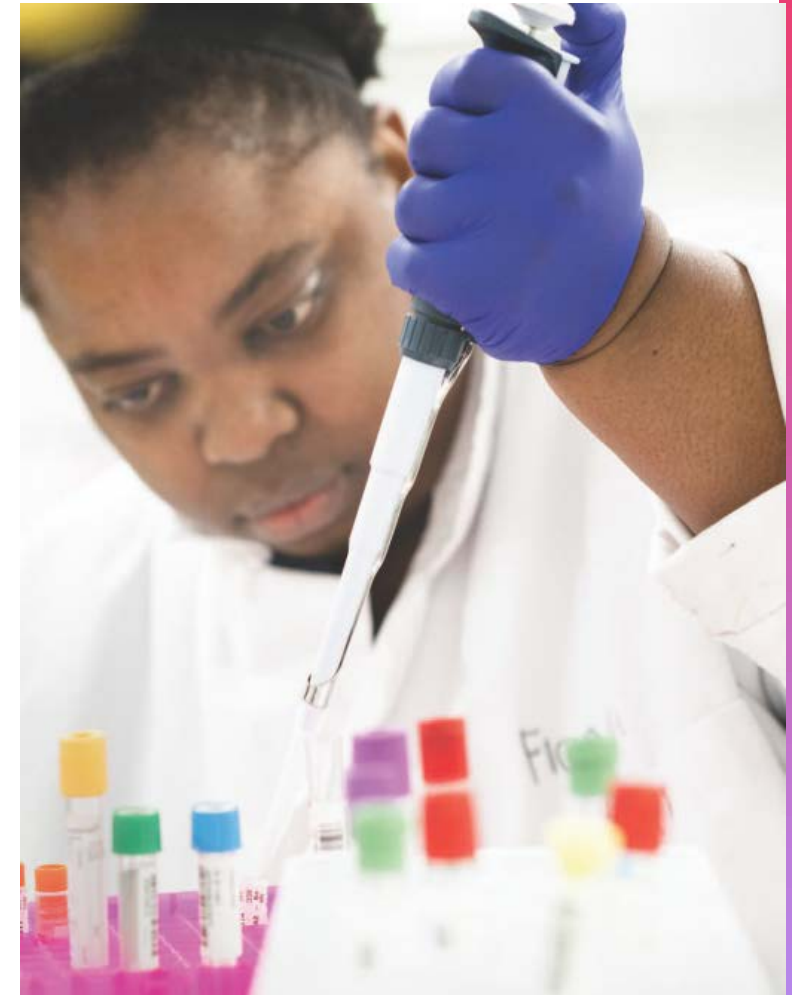
Maximising New Roles

- ❖ Roles such as Advanced Clinical Practitioners, and Physician Associates could play a significant role in addressing the gaps in key areas such as junior doctor . Supporting these professionals to operate at the top of their licence and carry out some tasks currently done by junior doctors could free up medical staff to provide more effective clinical care

Research Strategy 2019 – 2024

Council of Governors

October 2019



Introduction

Research is core to the purpose of St George's, and is a key part of our strategy for 2019 – 2024.

Delivering outstanding care, every time

Our strategy for 2019-2024

Our vision is to provide outstanding care, every time for our patients, staff and the communities we serve.

We have agreed four priorities that will drive what we do and influence the decisions we will take over the next five years.

Strong foundations	Excellent local services	Closer collaboration	Leading specialist healthcare
<p>To provide outstanding care, every time</p> <ul style="list-style-type: none">• We will provide outstanding care, every time• We will provide the right care, in the right place, at the right time<ul style="list-style-type: none">• We will invest in our staff• We will manage our funding and spending, and invest in our future<ul style="list-style-type: none">• We will improve our buildings and hospital estate• We will make sure our staff and patients have access to the digital technology and information they need, when and where they need it	<p>To provide excellent local hospital services for the people of Wandsworth and Merton</p> <ul style="list-style-type: none">• We will provide planned care that fits around our patients' lives using the latest technology• We will provide more same day emergency care	<p>To work with others to provide health services for people across south west London</p> <ul style="list-style-type: none">• We will work with our partners to provide care closer to patients' homes• We will work with neighbouring hospitals to make sure patients get the care they need• We will work with others to meet the changing needs of our ageing population	<p>To provide specialist healthcare for the people of south west London, Surrey, Sussex and beyond</p> <ul style="list-style-type: none">• We will continue to be the main provider of specialist services for our region, including as the major trauma centre• We will be a major centre for cancer, children's and neuroscience services• We will take part in commercial opportunities that enable us to invest more in NHS care• We will develop tomorrow's treatments, today, through innovation, research and training

Through research, we play our part in developing the treatments of tomorrow. But the evidence shows that research-active organisations also attract high-quality staff, and that the pursuit of research positively impacts on the delivery of clinical care.

St George's has a proud history in this field, and is increasingly active in research. This strategy sets out our ambitions for building on that success over the coming five years, working in close partnership with St George's, University of London.

Engaging with our staff and patients

In developing this strategy, we:

- Surveyed our staff, receiving over 400 responses
- Held staff events with around 250 attendees
- Surveyed our members (primarily current or former patients), with around 60 responses
- Engaged with a range of staff and patient groups

Staff

- 60% of investigators agree (vs 18% disagreeing) that conducting clinical research had improved their experience of being a St George's employee
- 82% of investigators and 57% of other staff say they would like to become involved in clinical research or devote more time to it.

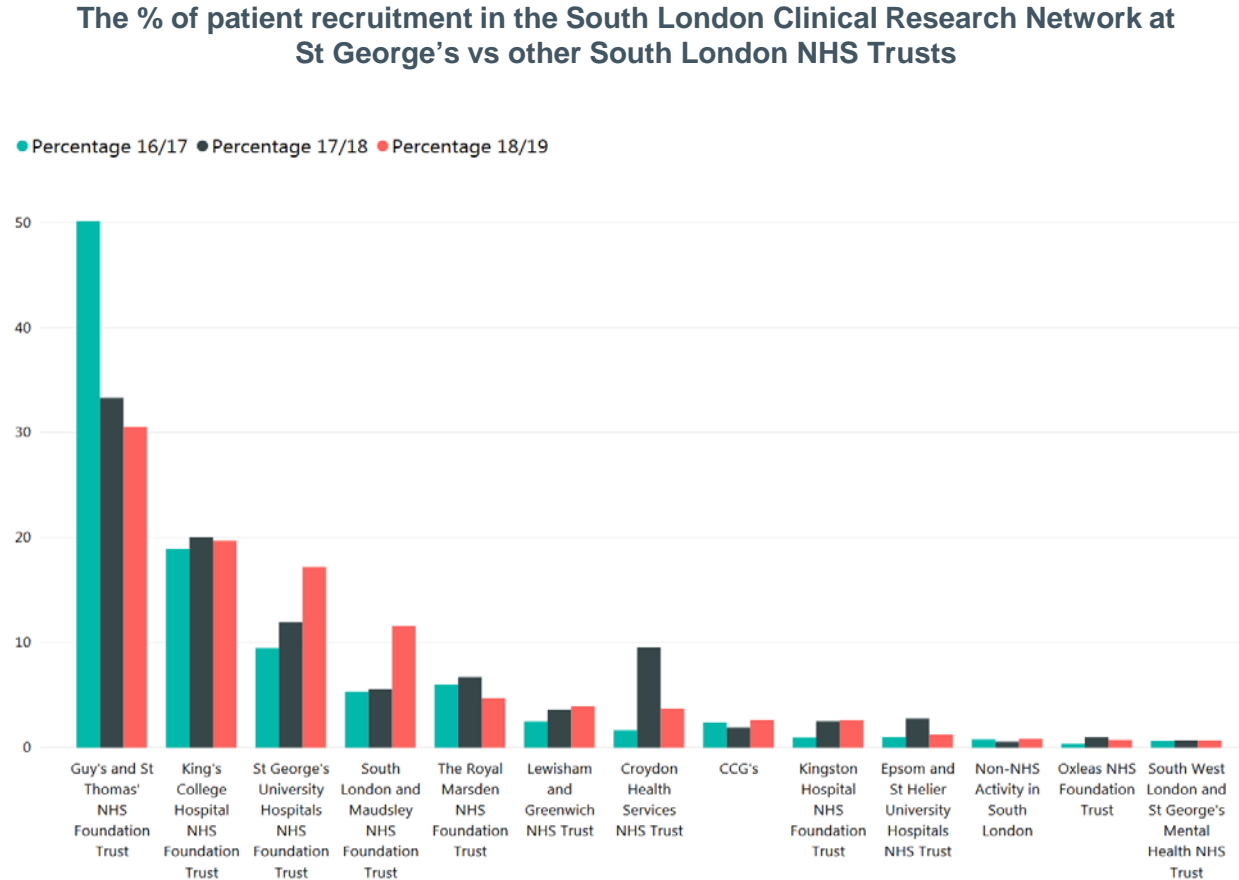
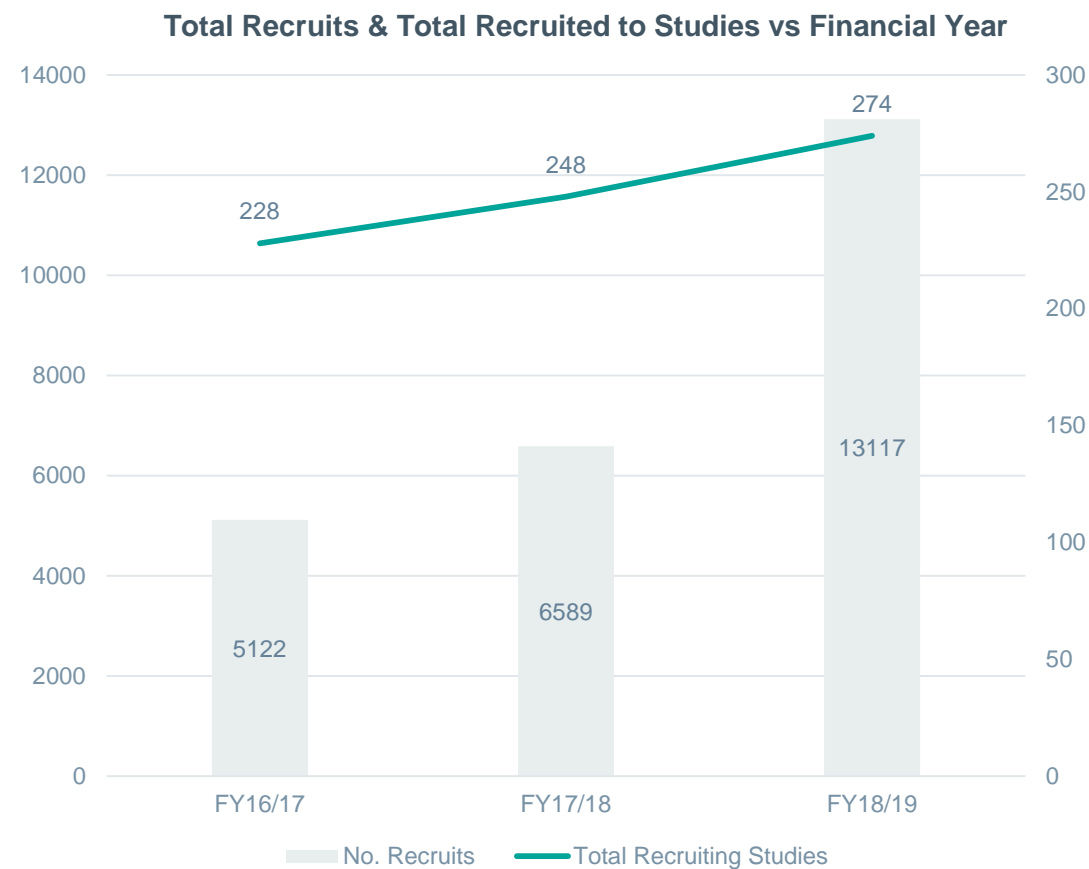
(Based on survey of Trust staff in May 2019, with 422 responses)

Patients/public

- Over 95% agree that "St George's should treat research as a core part of its purpose, alongside patient care"
- Over 95% agree that all patients at St George's should be offered an opportunity to participate in research

(Based on survey of Trust members in August 2019, with 58 responses)

We have seen substantial improvement in clinical trial delivery at St George's



We face a range of strengths, weaknesses, opportunities, & threats – which drive where we go next

Strengths

- Major university hospital with very broad services and large sector population
- Unique partnership with St George's University
- Research motivated workforce and strong support for research from staff
- Big increases in clinical research patient recruitment
- Improving research infrastructure
- Key role in South London CRN
- St George's Charity as a source of funding (£420k in 18/19 and £1.4m in 19/20 to SGUL investigators working with the trust)

Weaknesses

- Relatively low number of research projects and trials led by SGUL/H (or St George's) staff
- Not widely recognised for academic profile
- Lack of protected research time
- Few clinical academics
- Little AHP/nurse led research
- No BRC or CRF core funding
- Poor IT infrastructure
- Many areas of Trust activity are not reflected in SGUL research

Opportunities

- Motivate staff with research strategy
- NIHR call for core CRF/BRC funding in 2021
- Closer collaboration with SGUL
- More grant funding for St George's-led clinical research
- Opportunities for a greater research leadership role in SW London/partnership with other Trusts
- Potential to further grow charitable investment in research via St George's charity

Threats

- Failure to recognise and manage research as a core activity with further weakening of academic credentials, university hospital status and patients
- Failure to attract and retain the best staff
- Competition from neighbouring Trusts who have core funding
- Failure to attract core NIHR funding
- The fixed national/S. London amount of NIHR funding available for research delivery

Focus for our 2019 – 2024 strategy

Core funding

St George's Institute

IT infrastructure

Investing in staff

Alignment with St
George's, University
of London

Research as 'core
business'

Vision for 2024

Our vision is that by 2024, St George's will be a thriving centre for research, offering opportunities to take part in research to patients across all our clinical services. We will have an NIHR-funded Clinical Research Facility for early translational research, rank nationally in the top 10 Trusts for research outputs and performance, act as a hub for research in South West London, and boast an international reputation in key areas.

- Clinical research will be fully integrated into the activity of St George's University Hospitals NHS Foundation Trust and be seen as 'core business' by Trust management
- Infrastructure, training and support will be available to increase the number of our staff who both lead and deliver research.
- We will be successful in attracting grant funding from all the major grant giving bodies
- St George's will be regarded as a system leader in research alongside education, training and our clinical services.
- We will be well placed to seize further opportunities emerging in the second half of the decade

Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No.	3.1
Report Title:	Appointment of a new Senior Independent Director		
Lead Director/ Manager:	Gillian Norton, Trust Chairman		
Report Author:	Stephen Jones, Chief Corporate Affairs Officer		
Presented for:	Approval		
Executive Summary:	Until his resignation as non-executive director on 30 September 2019, Professor Sir Norman Williams served as the Trust’s Senior Independent Director (SID). The Board now needs to appoint another non-executive director to take on this role. The appointment of a new SID is a decision for the Board in consultation with the Council of Governors; the Governors must input into the decision. Following discussion with the non-executive directors, the Chief Executive and the Lead Governor, the Trust Chairman recommends that Ann Beasley, Vice Chair of the Trust, be appointed as the new Senior Independent Director. Subject to the views of the Council of Governors, the Board will be asked to approve the appointment at the next Board meeting, on 31 October 2019.		
Recommendation:	The Council of Governors is asked to agree to the appointment, by the Board, of Ann Beasley as Senior Independent Director. The Council is also asked to note the appointment of Stephen Collier as NED lead for Freedom to Speak Up.		
Supports			
Trust Strategic Objective:	Build a Better St George’s		
CQC Theme:	Well Led		
Single Oversight Framework Theme:	Leadership and improvement capability (well-led)		
Implications			
Risk:	As set out in the paper.		
Legal/Regulatory:	NHS Foundation Trust Code of Governance (Sections A.4.1, A.5.6, E.1.3)		
Resources:	N/A		
Previously Considered by:	N/A	Date:	N/A
Appendices:	N/A		

Appointment of a new Senior Independent Director Council of Governors, 22 October 2019

1.0 PURPOSE

- 1.1 This paper sets out the process for the appointment of a new non-executive director to the role of Senior Independent Director, following the resignation of Professor Sir Norman Williams from his role at the Trust on 30 September 2019.

2.0 BACKGROUND

- 2.1 The role of the Senior Independent Director on the Board is set out in the NHS Foundation Trust Code of Governance. In essence, the purpose of the role is:
- to provide a sounding board for the Trust Chairman and to serve as intermediary for the other directors when necessary;
 - to conduct the annual appraisal of the Trust Chairman, meeting with the other non-executive directors for this purpose as required;
 - to be available to the Governors if they have concerns that contact through the normal channels of Chairperson, Chief Executive, Finance Director (Chief Finance Officer) or Trust Secretary (Chief Corporate Affairs Officer) had failed to resolve, or for which such contact is inappropriate.
- 2.2 The Senior Independent Director is required “to attend sufficient meetings with governors to listen to their views in order to help develop a balanced understanding of the issues and concerns of governors” (Section E.1.3).

3.0 PROCESS FOR APPOINTMENT OF A NEW SENIOR INDEPENDENT DIRECTOR

- 3.1 The NHS Foundation Trust Code of Governance sets out that decision on the appointment of one of the non-executive directors as Senior Independent Director is a matter for the Board “in consultation with the Council of Governors” (NHS FT Code, Section A.1.4). It also requires the Council of Governors “to input into the Board’s appointment of a senior independent director (Section A.5.6).
- 3.2 There are no specific requirements around which of the non-executive directors can serve as Senior Independent Director; any NED can be the SID including the Vice Chair of the Trust (Section A.4.1).
- 3.3 The Trust Chairman has consulted the non-executive directors, the Chief Executive and the Lead Governor in considering which of the NEDs to appoint to succeed Sir Norman as Senior Independent Director. Following these discussions, the Trust Chairman recommends that Ann Beasley, who also serves as Vice Chair of the Trust, be appointed to the role.
- 3.4 Should the Council of Governors agree to this recommendation, the Trust Board will be asked to formally approve the appointment at its next meeting on 31 October 2019.

4.0 NON-EXECUTIVE LEAD FOR FREEDOM TO SPEAK UP

- 4.1 Professor Sir Norman Williams also served as the non-executive director lead for Freedom To Speak Up (FTSU), the arrangements under which staff are supported to raise concerns. Unlike the role of Senior Independent Director, there is no requirement for the Council of Governors to agree to the appointment of a non-executive to this role. However, given that the lead for FTSU must be assigned to another NED following Sir Norman's departure, this paper provided an opportunity to inform the Council of the decision by the Chairman to appoint Stephen Collier to be NED lead for FTSU.

5.0 RECOMMENDATION

- 5.1 The Council of Governors is asked to agree to the appointment, by the Board, of Ann Beasley as Senior Independent Director.
- 5.2 The Council is also asked to note the appointment of Stephen Collier as NED lead for Freedom to Speak Up.

Author: Stephen Jones, Chief Corporate Affairs Officer
Date: 17 October 2019

Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No	3.2
Report Title:	Remuneration Committee Report: Non-Executive Director Appointments		
Lead Director/ Manager:	Stephen Jones, Chief Corporate Affairs Officer		
Report Author:	Stephen Jones, Chief Corporate Affairs Officer		
Presented for:	Approval		
Executive Summary:	This paper proposes three new Non-Executive Director (NED) appointments to the Board following a competitive appointments process: a Clinical NED to succeed Professor Sir Norman Williams who stood down from the Board on 30 September 2019, an Audit NED to succeed Sarah Wilton who will stand down on 31 January 2020, and a newly created post of Associate Non-Executive Director.		
Recommendation:	<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none">• Approve the appointment of Professor Dame Parveen Kumar as the new Clinical Non-Executive Director;• Approve the appointment of Elizabeth Bishop as the new Audit Non-Executive Director;• Approve the appointment of Pui-Ling Li as the new Associate Non-Executive Director.		
Supports			
Trust Strategic Objective:	All		
CQC Theme:	Well-led		
Single Oversight Framework Theme:	Well-led		
Implications			
Risk:	There are no specific risks associated with this appointment which will be subject to assessment against the Fit & Proper Persons Regulations.		
Legal/Regulatory:	The Trust's Constitution sets out the composition of the Board and also includes specific provisions for the appointment of NEDs.		
Resources:	N/A		
Previously Considered by:	N/A	Date	N/A
Appendices:	Appendix 1: Diversity data for each NED role (total applications) Appendix 2: Profiles of recommended appointees		

Remuneration Committee Report: Non-Executive Director Appointments Council of Governors, 22 October 2019

1.0 PURPOSE

- 1.1 This paper proposes three new Non-Executive Director (NED) appointments to the Board following a competitive appointments process: a Clinical NED to succeed Professor Sir Norman Williams who stood down from the Board on 30 September 2019, an Audit NED to succeed Sarah Wilton who will stand down on 31 January 2020, and a newly created post of Associate Non-Executive Director.

2.0 BACKGROUND

- 2.1 The Trust's Constitution provides for six NEDs in addition to the Chairman on the Trust Board though for a number of months, the Trust has only had six NEDs including the Chairman.
- 2.2 The Constitution also sets out expectations in relation to the appointment of NEDs in a number of specific provisions.

3.0 NON-EXECUTIVE DIRECTOR APPOINTMENTS PROCESS

- 3.1 At its meeting on 22 May 2019, the Council of Governors reviewed and approved the person specifications, process and timetable for the appointment of a new Non-Executive Director to replace Sarah Wilton, who steps down on 31 January 2020, and a new Associate Non-Executive Director. This included agreeing the recommendations of the Governors' Nomination and Remuneration Committee's recommendations on the time commitment and remuneration of each of the roles. The Council agreed to the appointment of Gatenby Sanderson to support the process. Further, the Governors' Nomination and Remuneration Committee were given delegated authority from the Council to manage and oversee the process for the appointments, with recommendations on suitable candidates for each role being presented to the full Council at its meeting in October 2019.
- 3.2 At its meeting on 17 July 2019, the Council of Governors received an update on the appointments process and timetable. At this meeting, the Council agreed to make a change to the composition of the interview panels for the roles. Whereas at its May 2019 meeting, it had agreed that the available members of the Governors' Nomination and Remuneration Committee would form the panel, the Council at its July 2019 meeting agreed that smaller panels would be preferable, and agreed to delegate to the Chairman the precise composition of the panel with the expectation that each panel would comprise two or three Governors from the Committee, rather than the Committee as a whole. The Council also agreed that alongside the formal interview panel shortlisted candidates would also be asked to lead a discussion at a focus group, which would comprise a mix of Governors, NEDs and Executive Directors.
- 3.3 On 19 July 2019, following the July Council of Governors meeting, Professor Sir Norman Williams informed the Chairman that he would be resigning as a Non-Executive Director at the Trust on 30 September 2019 in order to take up the post of Chair of the Independent Reconfiguration Panel from 1 October 2019. This created an additional vacancy on the Board and an urgency in moving forward rapidly with an appointment.

- 3.4 On 25 July 2019, following discussion with the Chairman, the Governors' Nomination and Remuneration Committee was asked to agree on email circulation a proposed process and timescale for the appointment of a new Clinical NED to succeed Sir Norman. It was also asked to agree a draft job specification, which included details of remuneration and time commitment. Given the Council of Governors had previously agreed to a process and timeline in relation to the recruitment of an Audit NED and Associate NED, it was proposed that the recruitment of a NED to replace Sir Norman was incorporated into that existing process. This was approved by the Committee on 26 July 2019. The Council of Governors as a whole were asked to endorse this approach on 26 July 2019 and on 30 July 2019 it was confirmed that the Council had agreed to the proposed process.
- 3.5 The roles were advertised externally on 5 August 2019, with an application deadline of 11 September 2019.
- 3.6 A large number of applications were received by Gatenby Sanderson across the three roles:
- Clinical NED: The Clinical NED role attracted 14 applications;
 - Audit NED: The Audit NED role attracted 18 applications;
 - Associate NED: The Associate NED role attracted 134 applications.

Diversity data relating to the total applications received for each role is set out at Appendix 1.

- 3.7 Members of the Governors' Nominations and Remuneration Committee met on 18 September 2019 and agreed that the following numbers of candidates would be longlisted and therefore be invited to preliminary interviews with Gatenby Sanderson:
- 5 candidates for the Clinical NED role;
 - 6 candidates for the Audit NED role;
 - 6 candidates for the Associate NED role.
- 3.8 On 3 October 2019, members of the Governors Nominations and Remuneration Committee met to discuss the feedback and observations from Gatenby Sanderson on these interviews. Following this, the members of the Committee agreed to shortlist four candidates for the Associate NED role on 17 October 2019 and three candidates for each of the Clinical and Audit NED roles on 18 October 2019.

4.0 ASSESSMENT DAY

- 4.1 Interviews and focus groups for the three roles were across 17 and 18 October 2019. One of the candidates for the clinical NED role withdrew from the process prior to interview.
- 4.2 At the focus group, candidates were asked to lead a discussion on the strategic challenges facing St George's and how these could be addressed. The purpose of the focus groups was to understand the interaction, attitudes, perspectives and assumptions of the shortlisted candidates. In facilitating the discussion, candidates were assessed on style and content, strengths and their ability to handle questions and engage with the group. Each Focus Group provided structured feedback to the interview panel on these points and this informed the views of the interview panel.

4.3 The composition of the interview panels and focus groups was considered by members of the Nomination and Remuneration Committee at the meeting on 3 October 2019, with details finalised subject to availability via email correspondence.

4.4 The composition of the interview panel and focus groups were:

ASSOCIATE NON-EXECUTIVE DIRECTOR, 17 October 2018	
Interview Panel	Focus Group
Gillian Norton, Trust Chairman Jenni Doman, Staff Governor Khaled Simmons, Public Governor (Merton)	Anneke de Boer, Public Governor (Merton) Hilary Harland, Public Governor (Merton) John Hallmark, Public Governor (Wandsworth) Stephen Jones, Chief Corporate Affairs Officer Ellis Pullinger, Chief Operating Officer* James Blythe, Managing Director, Wandsworth and Merton Clinical Commissioning Groups*

* Denotes participation in three of four focus groups

CLINICAL NON-EXECUTIVE DIRECTOR, 18 October 2019	
Interview Panel	Focus Group
Gillian Norton, Trust Chairman John Hallmark, Public Governor (Wandsworth) Hilary Harland, Public Governor (Merton) Stephen Jones, Chief Corporate Affairs Officer	Jacqueline Totterdell, Chief Executive Avey Bhatia, Chief Nurse and DIPC Harbhajan Brar, Chief People Officer Anneke de Boer, Public Governor (Merton) Khaled Simmons, Public Governor (Merton) Julie Hesketh, Wandsworth and Merton Clinical Commissioning Groups

AUDIT NON-EXECUTIVE DIRECTOR, 18 October 2019	
Interview Panel	Focus Group
Gillian Norton, Trust Chairman Anneke de Boer, Public Governor (Merton) Hilary Harland, Public Governor (Merton) Stephen Jones, Chief Corporate Affairs Officer	Jacqueline Totterdell, Chief Executive Andrew Grimshaw, Chief Finance Officer Sarah Wilton, Non-Executive Director Stephen Collier, Non-Executive Director John Hallmark, Public Governor (Wandsworth) John Guppy, Non-Executive Director, Kingston Hospital NHS Foundation Trust*

* Denotes participation in some but not all of the three focus groups

4.5 Associate NED – Outcome: After interviewing all four candidates for the Associate NED role on 17 October 2019, and taking into consideration the feedback from the focus groups, Dr Pui-Ling Li was selected as the candidate to recommend to the Council of Governors for appointment. This was on the basis of her suitability against the job description and person specification and her fit with the other members of the Board.

- 4.6 Clinical NED – Outcome: After interviewing both candidates for the Clinical NED role on 18 October 2019, and taking into consideration the feedback from the focus groups, Professor Dame Parveen Kumar was selected as the candidate to recommend to the Council of Governors for appointment. This was on the basis of her suitability against the job description and person specification and her fit with the other members of the Board.
- 4.7 Audit NED – Outcome: After interviewing all three candidates for the Audit NED role on 18 October 2019, and taking into consideration the feedback from the focus groups, Elizabeth Bishop was selected as the candidate to recommend to the Council of Governors for appointment. This was on the basis of her suitability against the job description and person specification and her fit with the other members of the Board.

5.0 NEXT STEPS

- 5.1 Before formally appointing Dr Pui-Ling Li, Professor Dame Parveen Kumar, and Elizabeth Bishop, they will be subject to an assessment against the Fit and Proper Persons Regulations and their public memberships will be confirmed. To note, Gatenby Sanderson has already conducted an assessment against the Fit & Proper Persons Regulations though this will be undertaken afresh by the Trust. All candidates also confirmed that there were no known or potential conflicts of interests or any issues with the Fit and Proper Persons Test that may affect their appointments. Final references are currently being taken but no issues are anticipated.
- 5.2 Subject to the decisions taken by the Council of Governors, each of the candidates has indicated that they would accept the role offered to them. Should Council agreed to the recommendations in the paper, start dates will be confirmed with each candidate (noting that, in the case of the Audit NED, Elizabeth Bishop would not start in post until after Sarah Wilton steps down from the Board on 31 January 2020).

6.0 ADDITIONAL INFORMATION

- 6.1 In September 2019, NHS England and NHS Improvement published new guidance entitled *Structure to align the remuneration of chairs and non-executive directors of NHS Trusts and NHS Foundation Trusts*. The document sets out changes to bring the remuneration of chairs and NEDs into greater alignment between FTs and Non-FTs, and sets out a common baseline remuneration for NEDs across both types of NHS provider organisation. This guidance will be relevant to future NED appointments processes.
- 6.2 The Governors' Nomination and Remuneration will consider this at its next meeting.

7.0 RECOMMENDATION

- 7.1 The Council of Governors is asked to:
- Approve the appointment of Professor Dame Parveen Kumar as the new Clinical Non-Executive Director;
 - Approve the appointment of Elizabeth Bishop as the new Audit Non-Executive Director;

- Approve the appointment of Dr Pui-Ling Li as the new Associate Non-Executive Director.

Author: Stephen Jones, Chief Corporate Affairs Officer
Date: 21 October 2019

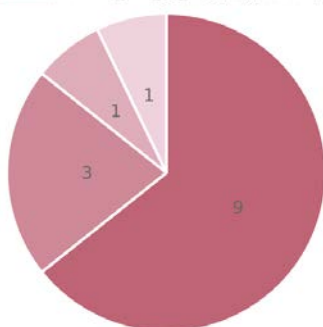
APPENDIX 1: DIVERSITY DATA FOR EACH NED ROLE (TOTAL APPLICATIONS)

A. Clinical Non-Executive Director

Gender

Male	9	64.29%
Female	3	21.43%
No Answer	1	7.14%
Prefer_not_to_say	1	7.14%

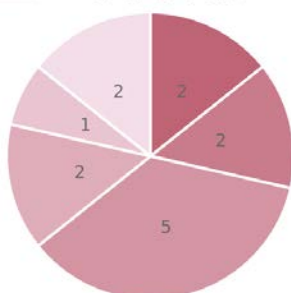
Male (9) (64.29%) Female (3) (21.43%)
No Answer (1) (7.14%)
Prefer_not_to_say (1) (7.14%)



Age range

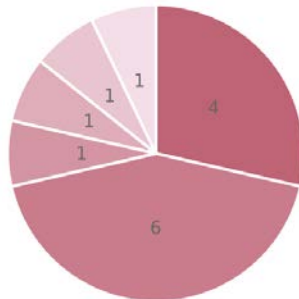
35-44	2	14.29%
45-54	2	14.29%
55-64	5	35.71%
65 And Over	2	14.29%
No Answer	1	7.14%
Prefer_not_to_say	2	14.29%

35-44 (2) (14.29%) 45-54 (2) (14.29%)
55-64 (5) (35.71%) 65 And Over (2) (14.29%)
No Answer (1) (7.14%)
Prefer_not_to_say (2) (14.29%)



Indian	4	28.57%
White British	6	42.86%
Irish	1	7.14%
No Answer	1	7.14%
Other*	1	7.14%
Prefer Not To Say	1	7.14%

Indian (4) (28.57%) British (6) (42.86%)
Irish (1) (7.14%) No Answer (1) (7.14%)
Other (1) (7.14%)
Prefer Not To Say (1) (7.14%)

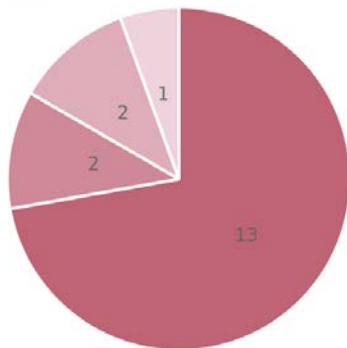


B. Audit Non-Executive Director

Gender

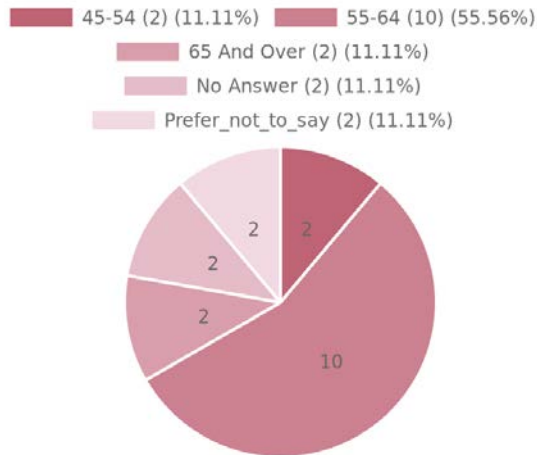
Male	13	72.22%
Female	2	11.11%
No Answer	2	11.11%
Prefer_not_to_say	1	5.56%

Male (13) (72.22%) Female (2) (11.11%)
No Answer (2) (11.11%)
Prefer_not_to_say (1) (5.56%)



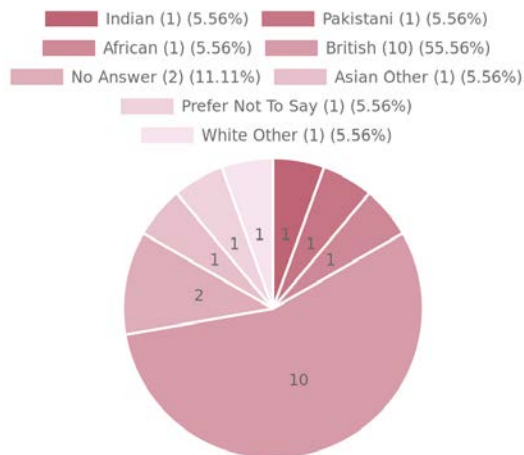
Age range

45-54	2	11.11%
55-64	10	55.56%
65 And Over	2	11.11%
No Answer	2	11.11%
Prefer_not_to_say	2	11.11%



Ethnic origin

Indian	1	5.56%
Pakistani	1	5.56%
African	1	5.56%
White British	10	55.56%
No Answer	2	11.11%
Asian Other	1	5.56%
Prefer Not To Say	1	5.56%
White Other	1	5.56%

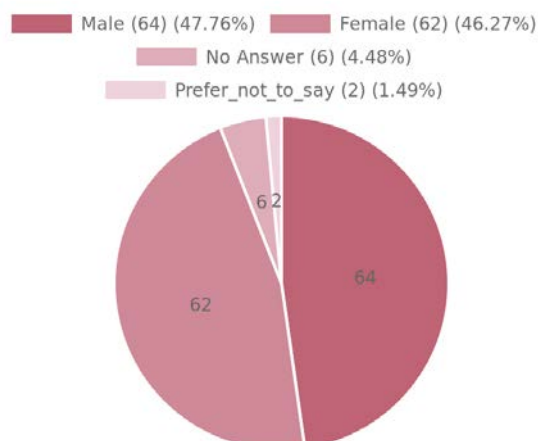


C. Associate Non-Executive Director

Total number of applicants: 134

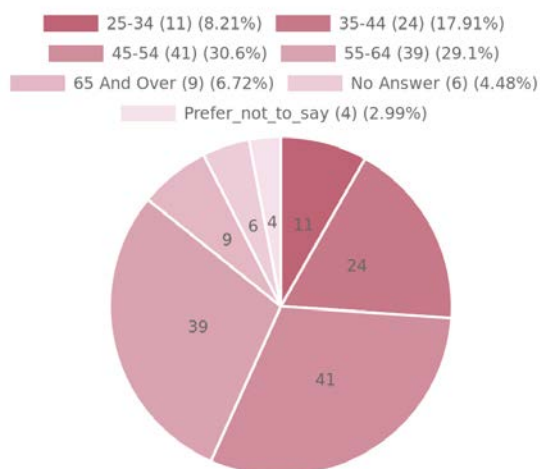
Gender

Male	64	47.76%
Female	62	46.27%
No Answer	6	4.48%
Prefer_not_to_say	2	1.49%



Age range

25-34	11	8.21%
35-44	24	17.91%
45-54	41	30.6%
55-64	39	29.1%
65 And Over	9	6.72%
No Answer	6	4.48%
Prefer_not_to_say	4	2.99%

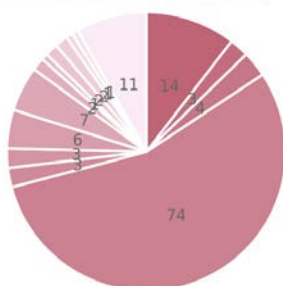
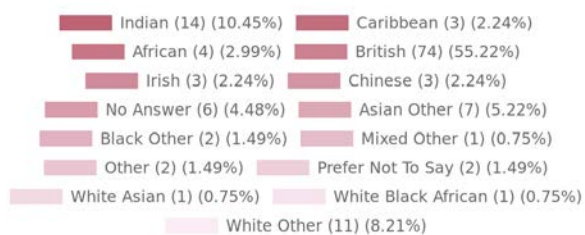


Ethnic origin

Indian	14	10.45%
Caribbean	3	2.24%
African	4	2.99%
White British	74	55.22%
Irish	3	2.24%
Chinese	3	2.24%
No Answer	6	4.48%
Asian Other	7	5.22%
Black Other	2	1.49%
Mixed Other	1	0.75%

Other*	2	1.49%
Prefer Not To Say	2	1.49%
White Asian	1	0.75%
White Black African	1	0.75%
White Other	11	8.21%

<i>Other:</i>		
Native African	1	0.75%
Oriental	1	0.75%



APPENDIX 2: PROFILES OF RECOMMENDED APPOINTEES

A. CLINICAL NED:

Professor Dame Parveen Kumar

Professor Dame Parveen Kumar has, since 1999, been the Professor of Medicine and Education at Barts and the London School of Medicine, Queen Mary University of London, and a Consultant in Gastroenterology and General physician. She trained in clinical gastroenterology and her research interests and clinical interests are in all aspects of gastroenterology, including upper and small bowel disorders particularly Coeliac disease and functional bowel disorders including the irritable bowel syndrome. She is the Co-Founder and Co-Editor of the major textbook on Medicine (Kumar and Clarks Clinical Medicine) for students and doctors; and has authored/edited several other medical books. She teaches and examines for undergraduate and post-graduate medical degrees in this country and abroad. In addition, she was President of the Royal Society of Medicine, the British Medical Association and vice President of the Royal College of Physicians. She chaired the Medicines Commission UK and was a non-executive Director of NICE at its inception. She was on the Council and later a Trustee of the British Society of Gastroenterology. Currently, she is on many national and also charitable committees. She was awarded CBE for her services to medicine in 2001, and DBE in 2017.

B. AUDIT NED:

Elizabeth Bishop

Elizabeth Bishop is a Fellow of the Institute of Chartered Accountants. Her most recent executive role was as the Director of Finance and Resources with the Cystic Fibrosis Trust (2015 – 2017) where she was responsible for finance, people and organisational development, IT, the project management office, and for business delivery planning. She had previously (2008 – 2015) been the Director of Finance and Administration with The Nuffield Trust for Research and Policy Studies in Health Services where she had responsibility for the operational departments of finance, governance, HR, IT, and premises. Previously she was with Shelter, working as an interim Director of Finance, and before that was Director Finance at Toynbee Hall (a registered charity based in the East End of London). In addition to her executive roles, she has been a NED and Chair of Audit Committee at Epsom & St Helier Hospitals University NHS Trust (since 2013); and a Board Member of the Royal Automobile Club (since 2015).

C. ASSOCIATE NED:

Dr Pui-Ling Li

Pui-Ling Li is a Consultant in Public Health with over twenty years of experience in the delivery of health, service improvements and system change at local, regional, national and international level. First trained as a General Practitioner in the East End of London, she went on to train as a public health physician. She has been a Fellow of the Faculty of Public Health since 2001. She has held a number of Board and Executive Director level roles in the NHS, in Government Departments and in the Third Sector. She has extensive experience in raising the quality of health care in primary and secondary care settings, and her most appointment

as the Chief Medical Officer and Chief Scientist for Work & Pensions (2014 – 2017), she delivered health through the complex landscape of employment, welfare support, and health science. Most recently she has been a Consultant in Public Health for Public Health England (August 2017 – June 2019) and was the Clinical Ambassador for London - NHS Getting It Right First Time Programme (January 2018 – June 2019).

Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No.	3.3
Report Title:	Council of Governors Training and Development		
Lead Director/ Manager:	Stephen Jones, Chief Corporate Affairs Officer		
Report Author:	Stephen Jones, Chief Corporate Affairs Officer		
Presented for:	Approval		
Executive Summary:	This paper sets out proposals to conduct a training and effectiveness survey of the Council of Governors. This is with a view to developing an effective training programme for Governors for 2020 that is shaped by Governors’ feedback and views. It will also ensure that any points raised can be considered as part of the induction programme for newly elected Governors in February 2020. The results of the survey will be brought back to the December 2019 meeting of the Council of Governors along with proposals for a training programme for 2020.		
Recommendation:	<div>The Council of Governors is asked to:</div> <div><ul style="list-style-type: none">• agree the plans for conducting a training and effectiveness survey of the Council of Governors; and• delegate to the Chairman and Lead Governor authority to sign off any final changes to the text of the survey.</div>		
Supports			
Trust Strategic Objective:	Build a Better St George’s		
CQC Theme:	Well Led		
Single Oversight Framework Theme:	Leadership and improvement capability (well-led)		
Implications			
Risk:	As set out in the paper.		
Legal/Regulatory:	NHS Foundation Trust Code of Governance		
Resources:	N/A		
Previously Considered by:	N/A	Date:	N/A
Appendices:	Appendix 1: Proposed Survey Questions		

Council of Governors Training and Development Council of Governors, 22 October 2019

1.0 PURPOSE

- 1.1 This paper sets out proposals to conduct a training and effectiveness survey of the Council of Governors. This is with a view to developing an effective training programme for Governors for 2020 that is shaped by Governors' feedback and views. It will also ensure that any points raised can be considered as part of the induction programme for newly elected Governors in February 2020.

2.0 BACKGROUND

- 2.1 It is the responsibility of each NHS Foundation Trust to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately. Trusts therefore need to make sure they have in place appropriate training arrangements both for new and existing governors, and that these are regularly reviewed and refreshed.
- 2.2 At its meeting on 22 May 2019, as part of the Trust's annual self-assessment against its licence conditions, the Council of Governors received a paper that set out the training and development opportunities provided to Governors over the previous year. The report set out details of issue-specific briefings offered to Governors, briefings offered as part of Council meetings, tours of the site and of specific services, PLACE inspections conducted, formal training through NHS Providers, and the holding of a Governors away day. Based on this paper, the Council of Governors confirmed that it was content for the Trust to state in its submission to NHS Improvement and NHS England that it had provided appropriate training to Governors in 2018/19. As part of the discussion at the May 2019 Council of Governors meeting, it was also agreed that the Chairman and Chief Corporate Affairs Officer would develop a training needs survey as part of a wider review of the effectiveness of the Council of Governors.

3.0 PROPOSED SURVEY

- 3.1 The proposed questions for the survey of Governor training and Council effectiveness are attached at Appendix 1. These cover the following themes:
- Clarity of roles and responsibilities
 - Membership and attendance
 - Agendas and papers
 - Meetings
 - Management of specific issues
 - Training and development
 - Closing questions
 - Monitoring questions
- 3.2 The breadth of the survey will enable the Trust to put together proposals for Governor training in 2020 and to develop an effective induction programme for newly elected Governors in February 2020. It will also ensure that a comprehensive stock take is undertaken of how the Council of Governors is currently operating and to identify opportunities to further improve and refine both the processes that support it and the substantive content of meetings.

- 3.3 Subject to the views of Governors, the intention is to launch the survey in week beginning 28 October and to close the survey four weeks later on 25 November 2019. This will then allow sufficient time for analysing responses and to develop proposals in response. A full breakdown of the results of the survey and proposals for acting on the feedback will be brought to the Council of Governors meeting on 17 December 2019.
- 3.4 The survey will be conducted via SurveyMonkey and all Governors will receive a link by email to complete the questions.

4.0 RECOMMENDATION

- 4.1 The Council of Governors is asked to:
- agree the plans for conducting a training and effectiveness survey of the Council of Governors; and
 - delegate to the Chairman and Lead Governor authority to sign off any final changes to the text of the survey.

Author: Stephen Jones, Chief Corporate Affairs Officer
Date: 21 October 2019

APPENDIX 1: PROPOSED SURVEY QUESTIONS

COUNCIL OF GOVERNORS: TRAINING AND DEVELOPMENT SURVEY 2019/20							
Theme	Question number	Question	Strongly disagree	Disagree	Neither agree nor disagree	Agree	Strongly Agree
Clarity of roles and responsibilities	1.1	Does the Council of Governors have a clear understanding of its role and responsibilities?					
	1.2	Are you, as an individual member of the Council of Governors, clear about your own role and responsibilities?					
	1.3	Does the Council of Governors have an agreed Terms of Reference?					
	1.4	Does the Council of Governors have a clear forward programme of work?					
	1.5	Is there an agreed Lead Governor and are you clear about their role(s) and responsibilities?					
Membership and attendance	2.1	Do the Non-Executive Directors regularly attend meetings of the Council of Governors and does attendance of the NEDs help the Council fulfil its role effectively?					
	2.2	Are you satisfied with the range, frequency and numbers of executives and other participants					

		attending the Council of Governors? [Please state in the free text box whether there are specific members of the Executive you feel it would be helpful to hear from and on which issues?]					
	2.3	Does the Council collectively have the range of skills needed to ensure the Council receives the assurance it needs to fulfil its role effectively?					
	2.4	Do those attending the Council declare material interest at the start of each meeting and is appropriate action taken when relevant matters are discussed?					
Agendas and papers	3.1	Do agendas and the programme of work for the Council of Governors and its Committees cover the needs of the Council through a balance of appropriate agenda items?					
	3.2	Is there sufficient time on the Council's agenda to explore issues in appropriate depth?					
	3.3	Does the Council have the opportunity to examine specific issues where appropriate?					
	3.4	Are papers for the Council submitted and circulated in a timely way?					
	3.5	Are papers for the Council clear, concise, provide enough information for the Council to take informed decisions?					

	3.6	Are there sufficient opportunities for Governors to suggest items for the agenda?					
Meetings	4.1	Are meetings of the Council of Governors chaired effectively (e.g. keeping meetings to time, keeping to the agenda, keeping discussion to the point, enabling attendees to express their views, challenging inappropriate behaviours, summing up actions)?					
	4.2	Does the Council of Governors provide insight and constructive challenge to the Non-Executive Directors where appropriate?					
	4.3	Does the Council of Governors critically review the comprehensiveness and reliability of the assurances it receives?					
	4.4	Does the Council of Governors seek assurances and require evidence that decisions made are implemented and that they are effective?					
	4.5	How helpful have you found the pre-meetings for Council of Governors meetings? [Free text box: Do you have any suggestions for developing these?]					
Management of specific issues	5.1	Do the Council and the Nomination and Remuneration Committee effectively oversee the process for the annual appraisals of the Chairman and other NEDs?					
	5.2	Has the Council reviewed the policy on Chair and NED					

		appraisals in the past year?					
	5.3	Do the Council and the Nomination and Remuneration Committee have in place effective arrangements for the oversight and approval of NED appointments and re-appointments to the Board?					
	5.4	Do you feel that the Council is equipped to hold the NEDs to account effectively for the performance of the Board?					
	5.5	Has the Council of Governors inputted into the decision on the appointment of a Senior Independent Director and / or Vice Chairman?					
	5.6	Has the Council had the opportunity to input into the development of the Trust's Annual Plan?					
	5.7	Does the Council of Governors receive the Trust's Annual Report and Accounts and the reports of the external auditor on them?					
	5.8	Do Governors receive the agendas and minutes of the Trust Board meetings?					
	5.9	Overall, are you satisfied that the breadth and level of information you receive from the Trust enables you to fulfil your role effectively?					

Training and development	6.1	How many meetings of the Trust Board have you attended as an observer in the past 12 months?	[more than 6]	[5-6]	[3-4]	[1-2]	[None]
	6.2	Have many Board Committees have you attended as an observer over the past 12 months?					
	6.3	Which Board Committees have you attended as an observer over the past 12 months?	[QSC]	[FIC]	[WEC]	[Audit]	-
	6.4	In terms of learning from other Governors' attendance at Committees, would it be helpful to put in place a pro forma for circulating feedback, with the format of this being determined with input from Governors?					
	6.5	Have you taken part in a PLACE assessment in the past 12 months? [Please provide details in the free text box]	[more than 3]	[3]	[2]	[1]	[None]
	6.6	Have you been on a tour of any services across the Trust in the past 12 months? [Free text box: Are there any specific areas you would like to visit over the next 12 months]					
	6.7	How useful have you found the issue-specific briefings provided to Governors over the past 12 months? [Free text box: Are there any specific issues you think Governors should receive a briefing on in the coming months?]					
	6.8	Have you attended any formal training programmes provided by NHS Providers over the past 12 months?					

	6.9	Are there any issues or subject matters where you feel you would benefit from further training?					
	6.10	Are there any issues or subject matters where you feel the Council of Governors as a whole would benefit from further training?					
	6.11	Would you find it helpful to hold Governor training and development events with neighbouring Trusts on areas of mutual interest?					
	6.12	Based on your experience on joining the Council, does the Trust have in place effective arrangements for induction and training for new members of the Council of Governors? [free text]					
	6.13	Are there any specific issues or areas on which you feel incoming Governors in February 2020 need to be briefed on as part of their induction?	[Free text responses]				
Closing questions	7.1	Overall, how satisfied are you with the training and development opportunities for Governors?	Very satisfied	Somewhat satisfied	Neither satisfied or dissatisfied	Somewhat unsatisfied	Unsatisfied
	7.2	Overall, how effective would you say the Council of Governors is in fulfilling its roles?	Very ineffective	Fairly ineffective	Neither effective nor ineffective	Fairly effective	Very effective
	7.3	Are there any other steps that could be taken to improve the effectiveness of the Council of Governors?	[Free text responses]				

Monitoring	8.1	What is your role on the Council of Governors? <ul style="list-style-type: none"> • Public Governor • Staff Governor • Appointed Governor 	[Select one]

Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No	3.4
Report Title:	Governors Elections 2020 Update		
Lead Director/ Manager:	Stephen Jones, Chief Corporate Affairs Officer		
Report Author:	Richard Coxon, Membership & Engagement Manager		
Presented for:	Information		
Executive Summary:	<p>A total of eight seats on the Council of Governors are scheduled be contested in the next governor elections which are due in January 2020. Seven of these seats will be for the roles of public governor (three in Wandsworth, two in Merton and two in the rest of England). One seat will be for the role of staff governor. This follows the incumbent Governors reaching the end of their existing three-year terms of office.</p> <p>The election process – the third since the trust became an NHS Foundation Trust – will start on 13 November 2019 when nominations for candidates open. The election finishes on 30 January 2020 when the ballot closes. Newly elected Governors will start their three-year terms from 1 February 2020. Under the Trust’s Constitution, the election must be managed by an independent electoral services provider. Following a tender process, Electoral Reform Services has been selected as the provider.</p> <p>A further seat on the Council became vacant in September 2019 following the resignation of Clive Studd, public governor for Merton. Mr Studd’s term of office was scheduled to run until 31 January 2021. Under the provisions of the Trust’s Constitution, the Council can choose whether to hold an election for the remainder of the term of office for the governor who is being replaced, or to invite the next highest polling candidate for that seat at the previous election to fill the role for the remainder of the term. Given that the 2020 elections are imminent, it is proposed that the 2020 elections include an election for the remainder of Mr Studd’s term as governor.</p>		
Recommendation:	<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none">• note the update on plans for 2020 governor elections, including plans to hold drop in information sessions for members considering standing for election, and for the associated communications activities;• agree that the vacant position on Council following the resignation of Mr Studd be filled through the 2020 elections, with the successful candidate being appointed for the remainder of the existing term of office.		
Supports			
Trust Strategic Objective:	All		
CQC Theme:	Well-led		

Single Oversight Framework Theme:	Well-led		
Implications			
Risk:	Not engaging sufficiently with members and having vacant seats for elected positions.		
Legal/Regulatory:	The Trust's Constitution sets out the election process following Model Election Rules in Annex 4 and additional provisions for the Council of Governors at Annex 5.		
Resources:	<p>The costs of appointing a provider of independent electoral services, including the function of Returning Officer, is set out in Appendix 3 (commercially sensitive).</p> <p>The Trust is required to communicate with all its public and staff members to inform them about the upcoming election. Given that the Trust only holds email addresses for around half of its public members, the Trust must write out to the approximately 6,500 members for whom it holds only postal addresses. This will cost approximately £4,500.</p>		
Previously Considered by:	N/A	Date	
Appendices:	Appendix 1: Timetable for the 2020 elections Appendix 2: Draft Governor Elections Poster Appendix 3: Costs of appointing provider of independent electoral services		

Council of Governors Elections 2020

Council of Governors, 22 October 2019

1.0 PURPOSE

- 1.1 This paper provides an update on the plans for holding scheduled elections to the Council of Governors in January 2020. It also sets out proposals for filling the unscheduled vacancy on the Council following the resignation of Clive Studd as public governor for Merton on 24 September 2019.

2.0 BACKGROUND

- 2.1 Elections to the Council of Governors are governed by the Model Election Rules which are set out in Annex 4 of the Trust's Constitution. The vote is conducted by secret ballot using the system of first-past-the-post. The vote is overseen by a Returning Officer who must be independent of the Trust.

3.0 GOVERNOR ELECTIONS 2020

- 3.1 This is the third set of elections to the Council of Governors that the Trust has held since being authorised as an NHS Foundation Trust in February 2015.
- 3.2 A total of eight seats will become vacant as a result of Governors reaching the end of their current three-year terms. The following table summarises the seats which will become available.

Constituency	Number of Positions
Public – Merton	Two
Public – Rest of England	Two
Public – Wandsworth	Three
Staff – Non-Clinical	One

- 3.3 All incumbent governors will be eligible to stand for re-election to new three-year terms of office should they wish to put themselves forward for re-election.
- 3.4 The table at Appendix 1 sets out the key stages of the election timetable including the point at which the Returning Officer will declare the successful candidate(s) if seats are uncontested.

4.0 CONDUCT OF ELECTION AND RETURNING OFFICER

- 4.1 Under the Trust's Standing Financial Instructions, a mini-tender exercise is required for awarding contracts under up to the value of £50,000. This exercise involved securing three tenders from service providers and assessing the cost and quality of the tenders. As in previous elections, the mini-tender was overseen by executive lead corporate governance, the Chief Corporate Affairs Officer.
- 4.2 Electoral Reform Services (ERS) was selected to run the election and provide independent Returning Officer services in the 2020 elections. This was on the basis of an assessment of its bid being competitively priced and the strength of its proposals. ERS is the UK's leading

independent provider of end-to-end ballot, election and voting services and is also a sister company to Membership Engagement Services which manages the Trust's Membership Database.

5.0 COMMUNICATIONS AND PUBLICITY

- 5.1 From late October 2019 and throughout November and December 2019, the forthcoming elections will be promoted through a range of media, including the new monthly e-bulletin *The Brief*, which is circulated to all members and key stakeholders; staff newsletters, including eG, the Trust's website and intranet, posters around the Trust, and through our social media channels. We also plan to run adverts in the local newspapers. This is to both encourage members to nominate themselves to stand as candidates and to encourage as many members as possible to participate in the election. The Membership Office will work closely with the Communications Team on the election awareness campaign.
- 5.2 For potential new Governors, four workshops and drop-in sessions have been arranged to enable prospective Governors to get a better understanding of the role and time commitment required and to inform them about the election process. These sessions will be run on the following dates, with one of the sessions held at lunchtime with a view to making the sessions more accessible to Trust staff and those attending the hospital for appointments:
- Monday 28 October 2019, 5:30 – 7:30 pm, Hyde Park Room
 - Monday 4 November 2019, 5:30 – 7:30 pm, Hyde Park Room
 - Monday 25 November 2019, 1.30 – 3 pm, John Parker Lecture Theatre
 - Thursday 5 December 2019, 5:30 – 7:30 pm, John Parker Lecture Theatre
- 5.3 The Trust is also required to notify all members of the upcoming elections. While the communications via email will reach around half of the Trust's public members, for around 6,500 members the Trust only holds postal address contact information. As a result, hard copy letters will need to be sent to these members to let them know about the election and the fact that they may put themselves forward as candidates. Costs for this have been calculated and are expected to be in the region of £4,500 for the mailing.

6.0 FILLING A NEW VACANCY ON THE COUNCIL OF GOVERNORS

- 6.1 In addition to the scheduled vacancies on the Council which will be filled through the 2020 elections, a further vacancy on the Council has emerged following the resignation of Clive Studd as public governor for Merton on 24 September 2019. Mr Studd's term of office runs until 31 January 2021. Under the Trust's Constitution, there are two options for dealing with such vacancies:
- hold an election for the remainder of the term of office for the governor who is being replaced, or
 - invite the next highest polling candidate for that seat at the previous election to fill the role for the remainder of the term.
- 6.2.1 Given that the 2020 elections are imminent, it is proposed that the 2020 elections be extended to include an election for the remainder of Mr Studd's term as governor. It is not permissible under the Trust's Constitution for Mr Studd's position to be offered up to election

as a three-year term; only the remaining term of office for the period 1 February 2020 to 31 January 2021 can be contested.

7.0 RECOMMENDATION

7.1 The Council of Governors is asked to:

- note the update on plans for 2020 governor elections, including plans to hold drop in information sessions for members considering standing for election, and for the associated communications activities;
- agree that the vacant position on Council following the resignation of Mr Studd be filled through the 2020 elections, with the successful candidate being appointed for the remainder of the existing term of office.

Authors: Stephen Jones, Chief Corporate Affairs Officer
Richard Coxon, Membership & Engagement Manager

Date: 16 October 2019

APPENDIX 1: TIMETABLE FOR 2020 COUNCIL OF GOVERNOR ELECTIONS

The table below sets out the key stages of the election timetable including the point at which the Returning Officer will declare the successful candidate(s) if seats are uncontested:

ELECTION STAGE	DATE
Prospective Governor workshops and drop-in sessions	October/November
Trust to send nomination material and data to ERS	Friday, 1 November 2019
Notice of Election / nomination open	Friday, 15 November 2019
Nominations deadline	Friday, 13 December 2019
Summary of valid nominated candidates published	Monday, 16 December 2019
Final date for candidate withdrawal	Thursday, 19 December 2019
Candidate Declared if election uncontested	Friday, 20 December 2019
Electoral data to be provided by Trust	Monday, 23 December 2019
Notice of Poll published	Monday, 06 January 2020
Voting packs dispatched	Monday, 06 January 2020
Close of election	Thursday 30 January 2020
Declaration of results	Friday, 31 January 2020
Induction for New Governors	Wednesday, 05 February 2020
Council of Governors meeting with newly elected Governors	Wednesday, 19 February 2020

Governors Election Timetable 2020

Election stage	Dates
Trust to send nomination material and data to ERS	Wednesday, 30 October 2019
Notice of Election / nomination open	Wednesday, 13 November 2019
Nominations deadline	Wednesday, 11 December 2019
Summary of valid nominated candidates published	Thursday, 12 December 2019
Final date for candidate withdrawal	Monday, 16 December 2019
Electoral data to be provided by Trust	Thursday, 19 December 2019
Notice of Poll published	Monday, 6 January 2020
Voting packs dispatched	Tuesday, 7 January 2020
Close of election	Thursday, 30 January 2020
Declaration of results	Friday, 31 January 2020

Would you like to be a Governor?

We are holding governor elections and if you would like to find out more come along to one of our workshops. Nominations open on the 13 November and close on 11 December 2019.

Come along to a prospective governor workshop to find out more:

- **Monday 28 October, 5.30-7.30pm**, Hyde Park Room, first floor, Lanesborough Wing
- **Monday 4 November, 5.30-7.30pm**, Hyde Park Room, first floor, Lanesborough Wing
- **Monday 25 November, 1-3pm**, John Parker Lecture Theatre, ground floor, Atkinson Morley Wing
- **Thursday 5 December, 5.30-7.30pm**, John Parker Lecture Theatre, ground floor, Atkinson Morley Wing

Email membership@stgeorges.nhs.uk for more information.



Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No	4.1
Report Title:	Membership Engagement Committee Report		
Lead:	Richard Mycroft, Committee Chairman		
Report Author:	Richard Coxon, Membership & Engagement Manager		
Presented for:	Review		
Executive Summary:	This paper presents an update on the Membership Engagement Committee meetings held on 24 September 2019. It sets out the discussions held and the outcome of the meeting.		
Recommendation:	The Council of Governors is asked to note to the update on the outcomes of the Membership Engagement Committee meetings held on 24 September 2019.		
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:	Appendix 1 – Breakdown of membership at September 2019 Appendix 2 - Trust membership breakdown and analysis charts		

Council of Governors – 22 October 2019 Membership Engagement Committee Report

1.0 PURPOSE

- 1.1 The purpose of this paper is to provide an update on the meeting of the Membership Engagement Committee held on 24 September 2019. There has been one Committee meeting since the Council of Governors last met on 17 July 2019.

2.0 MEMBERSHIP STRATEGY YEAR ONE IMPLEMENTATION PLAN

- 2.1 At its meeting on the 24 September 2019, the Committee considered the Membership Strategy Year one implementation report and all agreed milestones to date had been met. This was with the exception of the launch of the new membership newsletter, 'The Brief', which was launched on the 30 September 2019 in the new Trust branding. It was noted that an initial refresh of the membership pages on the Trust's website had taken place and that a clearer page structure would be used going forward, using accessible language and incorporating images and increased use of video clips from Governors and other material to make the web pages more interactive.
- 2.2 Tiered membership: The Committee received a paper setting out how tiered membership – which was set out in the strategy – would work in practice. The Committee was assured by the descriptions of each category and agreed that these should be implemented. Tiered membership was subsequently highlighted by the Lead Governor in his presentation to the Annual Members' Meeting on 26 September 2019. The differed tiers have now been implemented and the online member application form updated to incorporate the three new levels of members as set out in the Membership Strategy. The new tiered levels are:
- **Be Informed** – for those who want to receive newsletters and updates about the Trust
 - **Be Engaged** – for those who want to be consulted, participate in surveys, and attend events, open day's tours and workshops
 - **Be Involved** – for those who want to be consulted, participate in surveys, open days, PLACE assessments, events tours and workshops, who have time to get more involved in reviewing materials, and who are interested in standing for election as a governor.

The membership leaflet is currently being redesigned with new corporate logo and branding and to also include the three new levels of membership.

- 2.3 Governor Constituency Events: The three planned events in Merton, Wandsworth and South West Lambeth had been moved back to November to allow sufficient time between them and the AMM to ensure that communications activities around them are distinct. The executive directors presenting at the events would be the Chief Executive, Chief Medical Officer and Chief Nurse, with each presenting at a different event. They would give an overview of the Trust as well as answer any questions from the public. It was noted that in the Membership Strategy it had been agreed to trial these events held in the community and if successful more would be planned for next year. It had been agreed that attendance of between 20-30 people

would be regarded as successful for the first events and the format could be evolved following feedback. It was also recognised that given that the turnout for the AMM in 2018 (and subsequently 2019) was around 80, getting 20-30 in attendance would be significant. The new confirmed dates are:

- Monday 18 November 2019 – Streatham Library (South West Lambeth)
- Wednesday 20 November 2019 – Raynes Park Library (Merton)
- Monday 25 November 2019 – Earlsfield Library (Wandsworth)

The format for each event will start with half an hour of refreshments and an opportunity to talk to members. A local Governor will then welcome everyone and introduce the executive director presentation to be followed by question and answer session. This will then be followed by a health talk or case study before ending.

- 2.4 Member newsletter, the new stakeholder newsletter launched on the 30 September 2019 in the new Trust branding which was also available to read on the Trust website. It will be published monthly, the last week of the month by the communications team and will feature a Governor profile every month.

3.0 PATIENT PARTNERSHIP AND ENGAGEMENT GROUP

- 3.1 An update the Patient Partnership and Engagement Group (PPEG) was given by the Head of Patient Experience & Partnership. It was noted that PPEG would be moving to holding bimonthly rather than monthly meetings and would have a plan of action of items they will work on. It was noted that the current plan was that rather than developing a specific PPEG strategy, the Trust would instead incorporate its strategic plans for patient and public engagement in its new Quality strategy which was currently being developed.
- 3.2 As well as Alfredo Benedicto (AB) now regularly attending PPEG meetings, Khaled Simmons (KS), John Hallmark (JH), Hilary Harland (HH) and Richard Mycroft (RM) had also attending PPEG meetings recently.

4.0 ANALYSIS OF CURRENT MEMBERSHIP BY CONSTITUENCY

- 4.1 The Committee heard that there had been little change to the Trust's overall public membership numbers since the previous update on the 10 December 2018, though the specific composition did evolve as on average around 16 members join each month, and around 12 members leave. It was acknowledged that 75 new student members had been signed up at the St George's University Fresher's Fayre on the 23 September 2019. Thanks were expressed to Anneke de Boer, Mia Bayles and Stephen Sambrook for their combined efforts in recruiting these new members.
- 4.2 A breakdown of the latest membership numbers are given in Appendix 1 and 2.

5.0 LOG OF ISSUES RAISED BY MEMBERS TO GOVERNORS

- 5.1 The Committee reviewed the latest version of the issues log raised by members to Governors to ensure that Governors have an understanding of issues being raised. This will continue to be updated and reviewed at every Committee meeting.

6.1 **RECOMMENDATION**

- 6.1 The Council of Governors is asked to note to the update on the outcomes of the Membership Engagement Committee meeting held on 24 September 2019.

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Appendix 1

ANALYSIS OF TRUST MEMBERSHIP, SEPTEMBER 2019

THE TRUST'S CURRENT PUBLIC MEMBERSHIP

As at 13 September 2019, the Trust had a total of 12,476 public members. The overall number of members had increased overall only marginally by 38 this year to date which means 190 new members against 152 who have left or passed away. Of the current membership, it may be interesting to the Committee to note the following points:

Gender: Women constitute 61% of the Trust's membership and men 39%. Compared with the population demographics across the constituencies covered by the Trust, women are slightly over-represented among the membership and men slightly under-represented, with women constituting 51.4% of the eligible membership of the Trust and men 48.6%.

Age: The age profile of the Trust's membership is: 0-16 years (0.09%); 17-21 years (0.99%); 22-29 years (15.4%); 30-39 (18.2%); 40-49 years (16.3%); 50-59 years (15.1%); 60-74 years (21.2%); 75 years and over (12.7%). Aside from 0-16 and 17-21 years, which are barely represented among the Trust's membership, the only age group under-represented are those aged 30-39 years who make up 22.4% of the population but only 18.2% of the membership. Those aged 60-74 years are significantly over-represented when compared with the local population (21.2% of membership versus 9.4% of the population) as are over 75s (12.7% of membership but only 4.7% of the population).

Ethnicity: The membership, like the population the Trust serves, is highly diverse. Interestingly, according to the data there is no significant under-representation among any single ethnic group identified. To highlight some minor differences between the ethnic make-up of the membership and the local population: White British represent 45.7% of the membership compared with 49.6% of the local population; Pakistani 8.2% of the membership compared to 3.3% of the population; Indian 5.5% of the membership and 3.3% of the population.

This data is submitted annually to NHS England & NHS Improvement. Graphs setting out the Data described above are at Appendix 2.

In terms of the geographic distribution of members across the constituencies of the Trust, the Trust's Constitution sets out minimum numbers of members in each of the four constituencies. The table below compares the actual numbers of current members against the minimum numbers defined in the Constitution:

Public Constituency	Electoral Area	Minimum Number (as defined in Constitution)	Actual number
Wandsworth	Whole borough	3,000	3,875

Merton	Whole borough	2,000	3,171
Lambeth	St Leonard's Streatham South Streatham Wells Thornton	500	556
Rest of England	All electoral areas in England and Wales not falling within one of the areas referred to above.	3,000	4,874
Total		8,500	12,476

In terms of membership turnover, the overall membership of the Trust is broadly stable, across both the public and staff constituencies. There are considerable variations in attrition rates among public members over time:

Year*	New public members	Public members leaving	Net gain / loss
2015	181	243	-62
2016	343	587	-244
2017	1,966	717	+1,242
2018	357	1,242	-885
2019 to date	190	152	+38

* Full calendar year

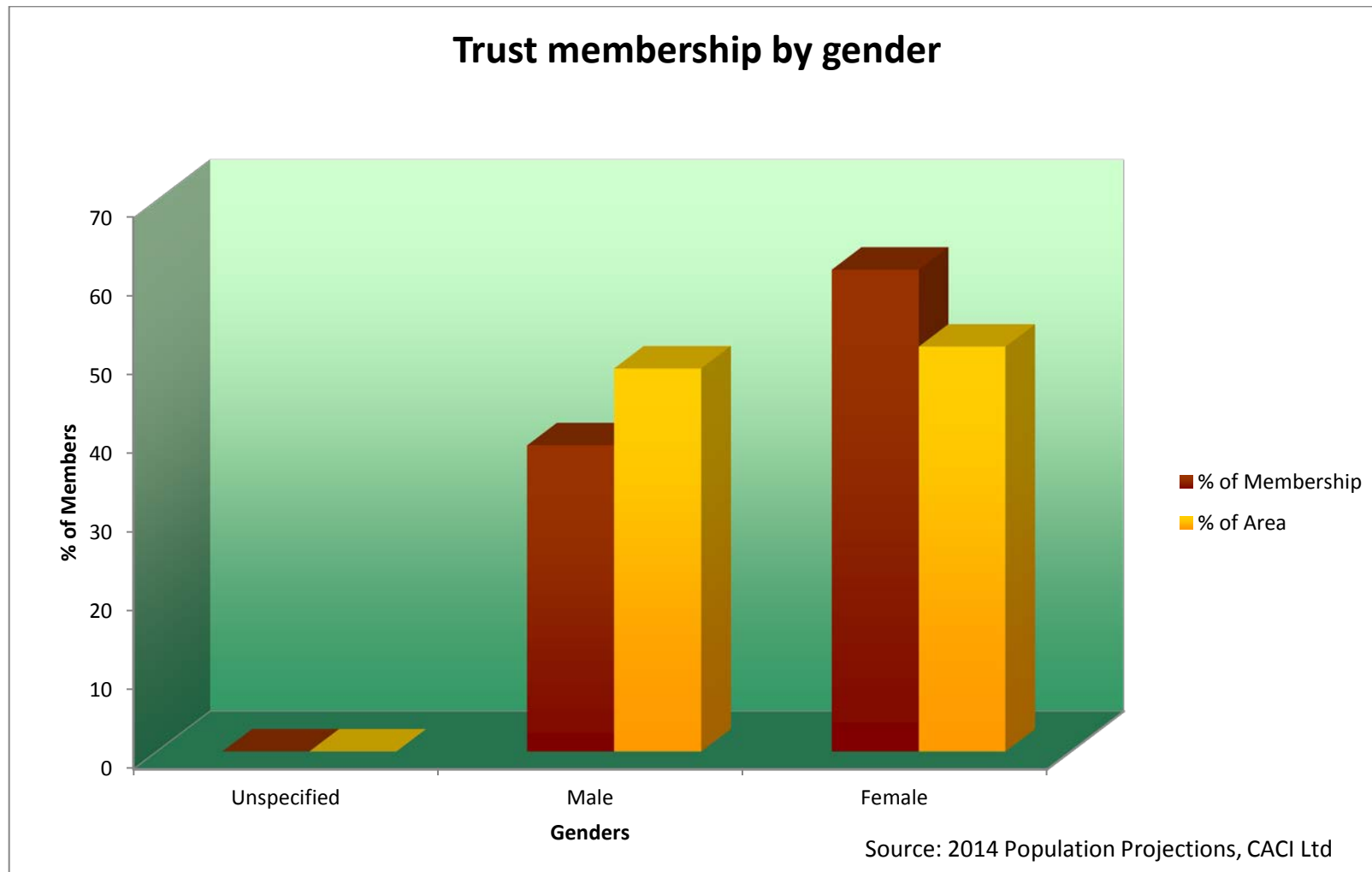
THE TRUST'S STAFF MEMBERSHIP

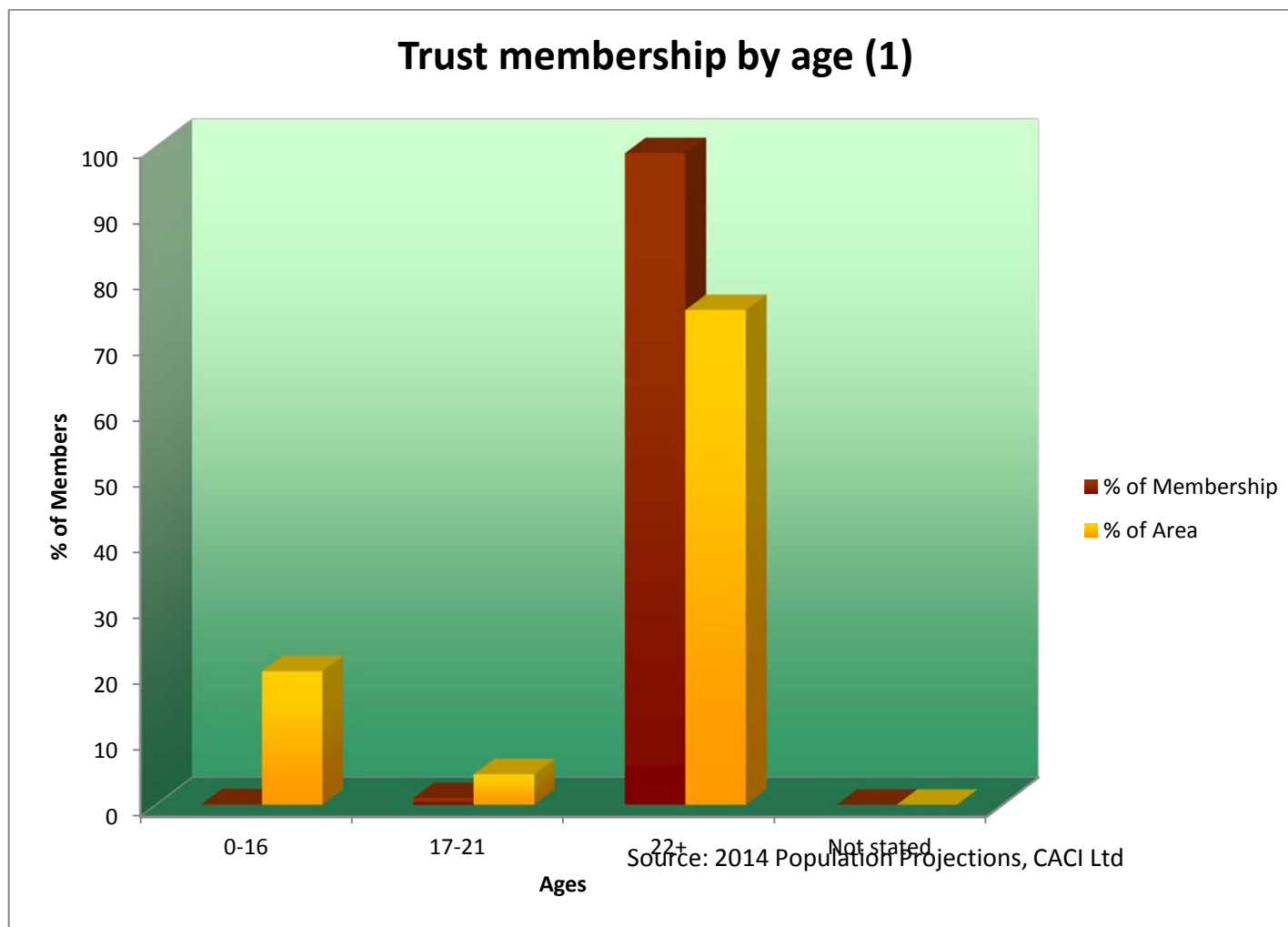
As at 13 September 2019, the Trust had a total of 8,769 staff members. The following table sets out how these break down into high level staff groups, and compares these current figures with the minimum numbers set out in the Trust's Constitution:

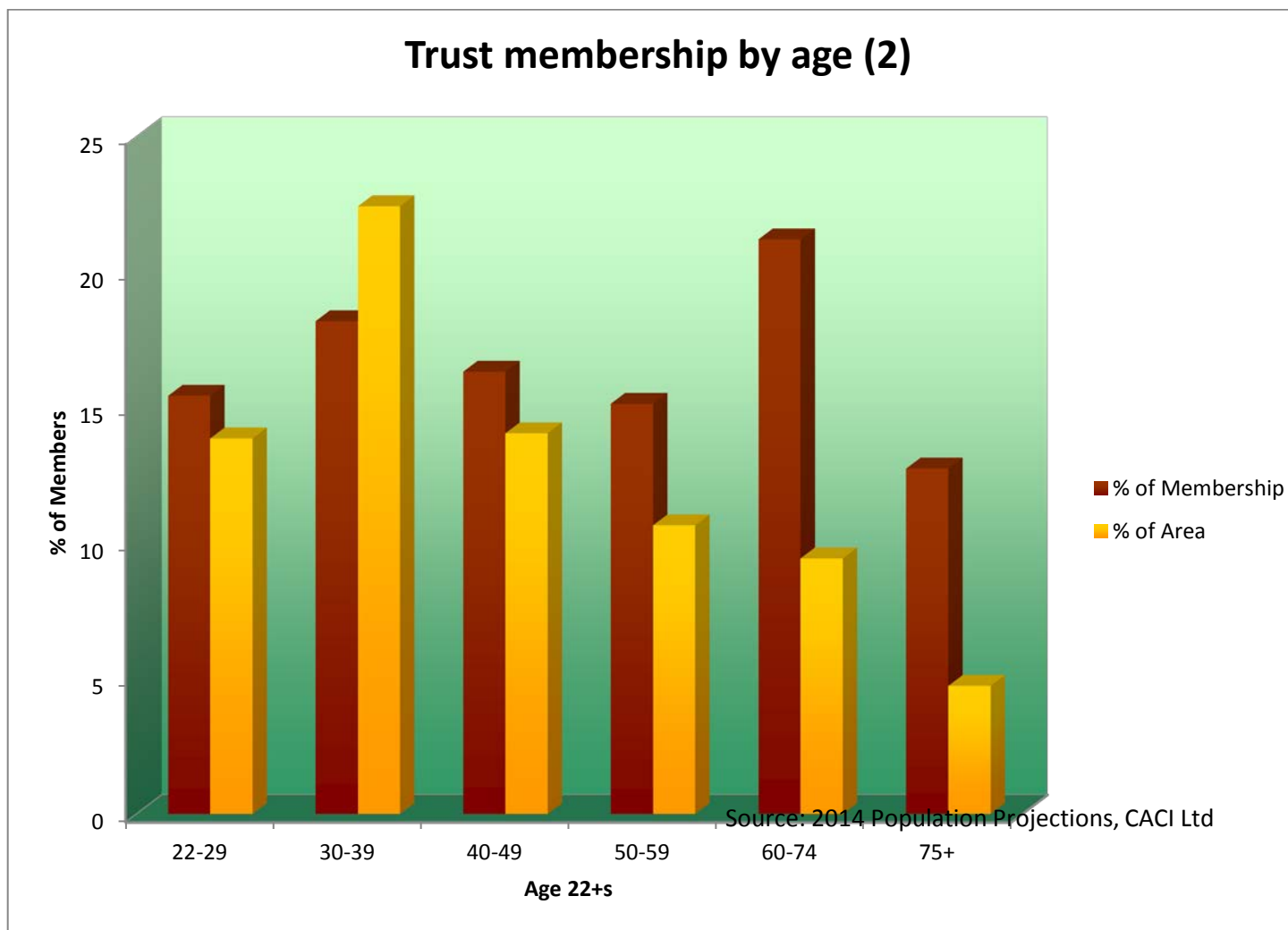
Staff constituency class	Minimum number of members	Actual number of members (13 Sept 2019)
Medical and dental	400	1,375
Nursing and midwifery staff	1,200	2,601
Allied health professionals	1,200	1,340
Non-clinical staff	1000	3,453
TOTAL	4,400	8,769

The table above shows that under Allied Health Professionals the number of permanent staff had increased from 1,071 to 1,340 due to staff recruitment to permanent posts and reclassification of roles.

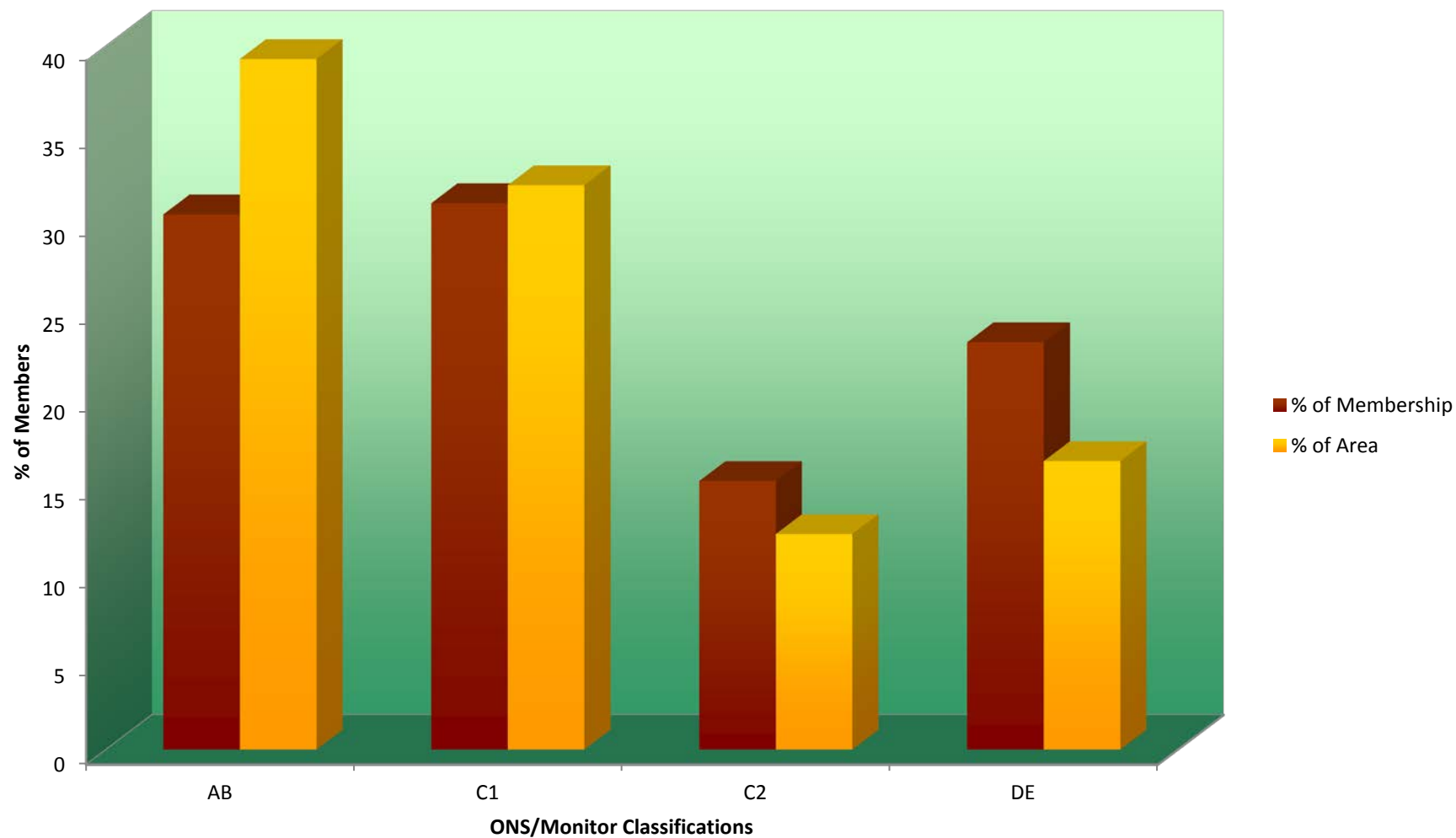
Appendix 2: Trust membership breakdown and analysis





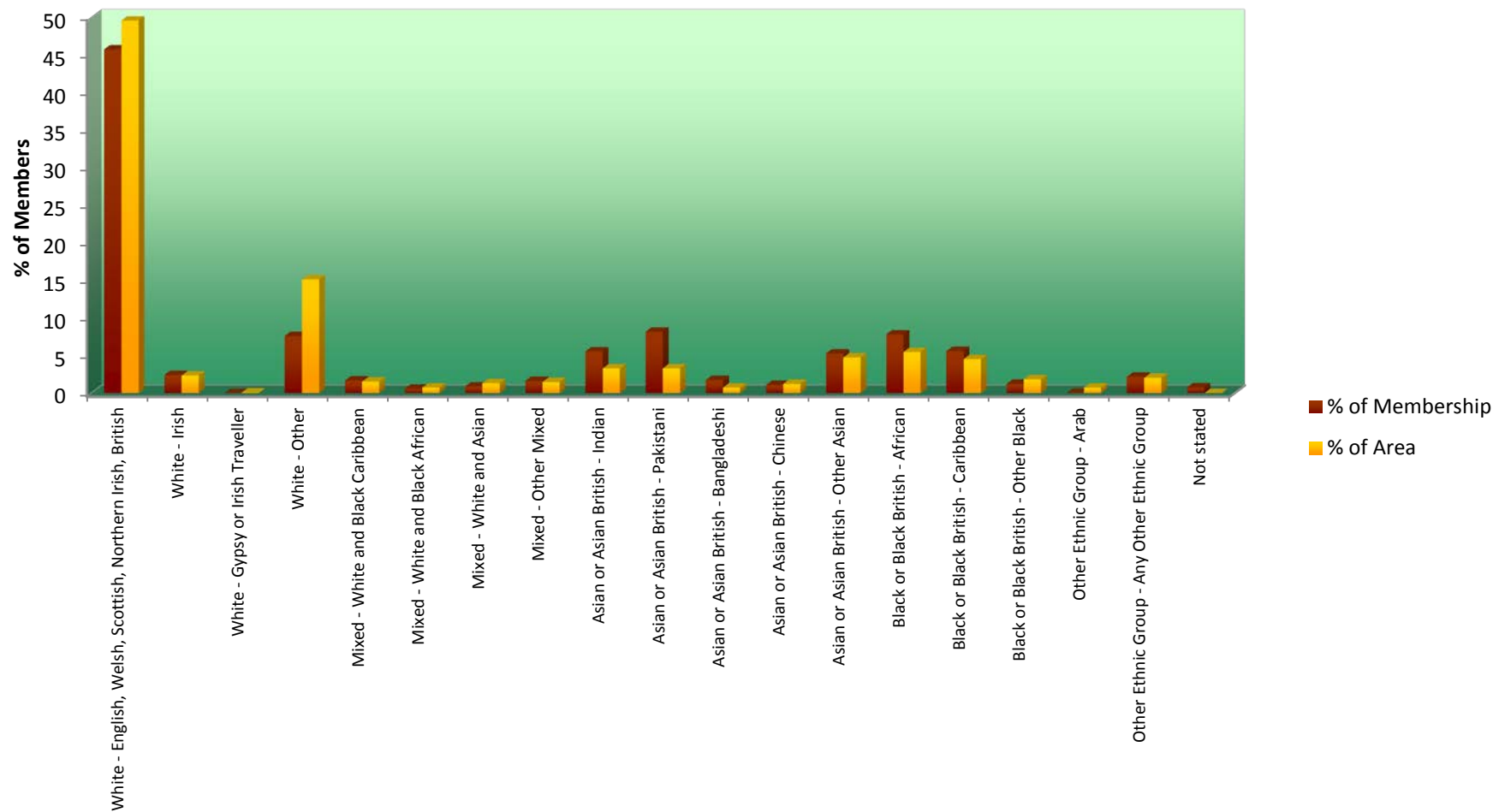


Trust membership by socio-economic background



Source: 2014 Population Projections, CACI Ltd

Trust membership by ethnicity



Source: 2011 Census, Office of National Statistics

Meeting Title:	Council of Governors		
Date:	22 October 2019	Agenda No	4.2
Report Title:	Annual Members’ Meeting: Debrief		
Lead Director/ Manager:	Stephen Jones, Chief Corporate Affairs Officer		
Report Author:	Stephen Jones, Chief Corporate Affairs Officer		
Presented for:	Review		
Executive Summary:	The 2019 Annual Members’ Meeting (AMM) was held on 26 September 2019. This paper reflects on what went well and draws out some ‘even better ifs’ with a view to building in the learning from the 2019 event in the planning of both the content and marketing around the AMM for 2020.		
Recommendation:	The Council of Governors is asked to note the reflections on the 2019 AMM and provide feedback to inform the planning of the 2020 event.		
Supports			
Trust Strategic Objective:	All		
CQC Theme:	Well-led		
Single Oversight Framework Theme:	Well-led		
Implications			
Risk:	Lack of engagement and attendance by members.		
Legal/Regulatory:	All NHS Foundation Trusts are required to hold an annual meeting of their members at which the most recent Annual Report and Accounts and the external auditors report on them must be presented.		
Resources:	N/A		
Previously Considered by:	N/A	Date	N/A
Appendices:	N/A		

Annual Members' Meeting: Debrief Council of Governors, 22 October 2019

1.0 PURPOSE

- 1.1 This paper provides reflections on the 2019 Annual Members' Meeting (AMM) which was held on 26 September 2019 and sets out possible steps to further improve the planning, content and marketing of the 2020 AMM.

2.0 BACKGROUND

- 2.1 All NHS Foundation Trusts are required to hold annual meetings of their members at which the Trust's latest Annual Report and Accounts, and the report of the external auditors on them, must be presented. The 2019 AMM was the fifth such meeting since the Trust was authorised as a Foundation Trust in February 2015. To assist in the planning of the 2020 AMM, the paper sets out reflections on the recent meeting and steps that could be taken to further improve the meeting for next year.

3.0 REFLECTIONS ON THE 2019 ANNUAL MEMBERS' MEETING

- 3.1 There were a number of positive aspects of the 2019 AMM:
- The patient story was engaging and demonstrated the excellent work of the Trust. Philip Sherriff and Dr Donovan Duffy, Neonatal Consultant, told the incredible story of Lacey Sherriff, Philip's daughter, whose life was saved at just five days old at St George's. Philip gave an emotional retelling of Lacey's story, from her birth to the point where Lacey had a cardiac arrest during surgery and her heart stopped beating for 22 minutes. The Trust's teams were able to stabilise her and she thankfully pulled through. Lacey is happy and healthy and is approaching her second birthday.
 - Before the meeting, a health check-up and information market place was held in the ground floor of Grosvenor Wing. Attendees were able to get a blood sugar and blood pressure test, as well as advice from our teams. As part of this, we also hosted a virtual reality experience from Rescape, who are currently trialling the technology at St George's. Using virtual reality during medical procedures has been found to reduce anxiety for patients.
 - The marketing of the AMM was supported through a wide range of communications channels. It was promoted internally to staff via the Chief Executive's newsletter and through eG. Banners were put up in the Grosvenor and Atkinson Morley reception areas from late August to highlight the event. The AMM was promoted extensively through our social media channels as well as, for the first time, through paid for social media advertising and in the local press. The communications and marketing efforts were the most extensive in support of the AMM in recent years.
 - Our new Lead Governor provided an overview of the role of the Council of Governors, its work over the past 12 months, and of the new Membership Strategy.

- There was a good turnout of Board members and a number of Governors were able to attend.
- The sound system arrangements worked far better than in previous years, with the Trust having put in place specialist sound support for the evening to ensure that the problems with microphones experienced in 2018 were not repeated.

3.2 At the same time, there were some 'even better ifs':

- While attendance was broadly the same as in 2018, the additional communications and marketing effort did not lead to the increase in attendance at the AMM that we had hoped for and had been expressed in the new Membership Strategy. In particular, the marketplace – though popular successful – did not help increase the numbers of members and members of the public attending the AMM itself.
- While the minutes were on the website and accessible for the public, planned for hard copies of minutes were not available on the evening.
- The Monckton Lecture theatre is a good facility, but as a venue for the AMM it has some challenges – its theatre set up is very formal, and places a distance which can hinder effective interaction between the Board and Governors on the one hand and members of the public on the other.

4.0 **POTENTIAL STEPS TO IMPROVE THE PLANNING, CONTENT AND MARKETING OF THE 2020 ANNUAL MEMBERS' MEETING**

4.1 Planning for the 2020 Annual Members' Meeting will start early next year. Ahead of this, the opportunity exists to reflect on the 2019 event and consider what we may want to repeat and / or do differently next year. As part of reflecting on what we could do differently, we plan to engage with other Trusts to understand how they approach their AMMs and what works well.

4.2 Some suggestions for possible changes to the format and content next year include:

- Venue: Holding the meeting in a different venue. The Hyde Park Room or, subject to availability and the University's agreement, the Hunter board rooms, would make for more open and, potentially, more engaging meetings, with less of a barrier between the Board and Governors and members of the public.
- Date: A September date works well and is a popular option for Trusts. The Annual Report and Accounts are typically laid before Parliament in mid-to-late July and a September date means we can have professionally printed reference copies of the ARA to hand. However, holding the AMM immediately after a full day's Board meeting comes with its own challenges; while it ensures a good Board turnout, it makes for a very long day. We may want to consider an alternative date, with one option being to hold the AMM immediately after a Council of Governors meeting.
- Members' packs: Given the issues with the minutes this year, it is proposed that next year delegate packs are produced for members, incorporating hard copies of

the agenda, the minutes of the previous meeting, the Year in Summary publication, 'a copy of 'The Brief' (the new stakeholder and membership bulletin, and promotional material for upcoming events and engagement opportunities at the Trust. This will not only iron out the administrative issues but will also present a professional pack for attendees. These would also be available to download from the new membership pages of the Trust's website.

- Marketplace: Given the popularity of these, we plan to hold this again next year, but will need to consider how we can use the stalls to encourage people not only to attend them but then also attend the meeting itself.
- Speakers: We may want to consider whether a wider range of members of the executive team present in areas of their work. The CEO and CFO currently do this, but we may want to consider, in particular, slots for other directors, particularly where significant progress has been achieved in the past year.
- Attendance: While attendance was similar to the previous year, the extent of the communications and marketing did not lead to a step change. We will consider how we can promote attendance at the event in the build up to the AMM, what we wrap around the meeting which would be attractive to prospective attendees, and what we can do to engage directly with members to encourage them to attend.

5.0 RECOMMENDATION

- 5.1 The Council of Governors is asked to note the reflections on the 2019 AMM and provide feedback to inform the planning of the 2020 event.

Authors: Stephen Jones, Chief Corporate Affairs Officer
Date: 17 October 2019

Meeting Title:	Trust Board		
Date:	26 September 2019	Agenda No	5.1
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 01 August 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 – August 2019

Matters for the Board's attention

1. External Audit – Annual Letter

The Committee received the final report from the external auditors following the completion of the annual audit of the Trust's financial accounts, annual report and quality accounts with no issues to report.

2. Internal Audit Report

The Committee considered the following reports from the internal auditor:

- Progress Report against the Internal Audit Plan 2019/20
- Internal Audit Review Recommendation Tracker
- Final Internal Audit Report on review on Infection Prevention and Control

The Committee welcomed the news that good progress was being made against the internal audit programme for 2019/20. The Committee will consider an updated version of the plan having asked the Trust Executive Committee review plan to ensure that it was fit for purpose and responsive to the current risk environment. The Committee also suggested that the Trust Executive Committee consider how and when to incorporate reviews of the Trust's major projects management framework and current work and enhanced governance structures around estates and facilities.

The Committee were pleased to note that the Infection Prevention Control systems received a reasonable assurance rating and were reassured that the recommendations were being progressed through the relevant sub-groups.

Whilst it was evident that good progress was made in completing actions from internal auditors with only five outstanding actions on the tracker compared to 12 previously reported the Committee raised concerns about the delay of the review of Consultants Appraisal and Revalidation and asked the Trust Executive Committee to ensure that there is sufficient resources to complete this internal audit.

3. Internal Compliance and Assurance

The Committee received and discussed the following reports pertaining to the Trust's internal governance mechanisms.

3.1. Board Assurance Framework

The Committee considered a report which outlined how the Audit Committee receives assurance that the Trust has robust risk management processes and effective management of Board Assurance Framework risks. The Committee noted that more work was needed to codify the role of the Audit Committee and other Board Committees and any process should clearly map the end-to-end process for reviewing risks. The Committee accordingly agreed to defer its review of the risk management processes until the Risk Management Executive and Trust Executive Committee had completed the parallel streams of work to enhance risk management across the Trust.

3.2. Clinical Audit Programme

The Committee considered the report which outlined the programme of clinical audits being undertaken in the Trust. The programme includes 125 clinical audits and whilst the Committee welcomed the greater transparency on the programme and processes it raised concerns about the level of clinical input across the Trust. The Committee, minded of the importance of clinical audits in driving improvement in outcomes for patients flagged the necessity for all clinicians to routinely submit data/cases to these audits. The Committee also asked that the Quality & Safety Committee play a role in scrutinising the outcome from the audits.

3.3. Raising Concerns and Freedom to Speak Up Guardian

The Committee received a comprehensive report on Raising Concerns and reviewed the revised policy. The Committee flagged areas that required further clarity in policy document but welcomed and was assured by the enhanced processes and the plans to launch the new policy which gives greater clarity and guidance for staff on raising concerns. The Committee also noted the additional documents including posters and flow charts to support staff and raise awareness.

The Committee also heard about the progress being made closing the five Freedom to Speak Up Guardian Cases and that the Board would receive a report in October 2019.

The Committee welcomed the news that the Trust would bring in additional resources which would enable the delayed audit into diversity and inclusion to take place in quarter three.

3.4. Counter Fraud

The Committee received the report from the Counter Fraud team noting that the level of awareness of counter fraud issues across the Trust had increased as of result of the increased training being provided and continued support from the internal auditors. Consequently, the Committee noted the increase in the number of cases being reported which is a good indicator of the work being done. The Committee noted that training will be provided to the Board in due course. The Committee welcomed the enhanced reporting and asked for greater analysis of key trends in future reports.

3.5. Information Governance Compliance Update and Annual Report

The Committee noted the high degree of work undertaken by the Trust to improve its information governance systems and data management processes. The Committee heard that the General Data Protection Regulations are now part of the business as usual and that work is ongoing to map across how information is processes across the Trust. Work is now focused on ensuring the Trust complies with the data protection toolkit for 2019/20.

3.6. Standing Orders (SO), Reservation and Delegation of Powers (RDP) and Standing Financial Instructions (SFIs) Review

The Committee commended the comprehensive work done to review the Standing Orders (SO), Reservation and Delegation of Powers (RDP) and Standing Financial Instructions (SFIs). The Committee asked for some minor areas of clarification and drafting changes subject to which recommend that the Board approve the documents. **See Board agenda item 5.1.2.**

3.7. Trust Policies

The Committee received and is assured by the process and the level of work undertaken to manage the Trust's policies. The report provided greater transparency and demonstrated the level of work to improve the position and it was evident that there is a robust governance process through the Trust Executive Committee which is monitoring the out-of-date policies.

The Committee also reviewed the Managing Conflicts of Interest Policy, noting there had been not substantive changes to the policy which is based on the NHS England model policy and therefore approved the policy.

3.8. Use of Trust Seal

The Committee was assured by robustness of the process for the use of the Trust seal and noted the use thereof in 2018/19 and the first quarter of 2019/20. **See Board agenda item 5.1.1.**

Losses and Compensation Payments & Breaches and Waivers

The Committee noted the improvement in the management of losses and compensation payments and breaches and waivers. In both instances there has been improvement in the value and number.

4. Emerging Issues

The Committee were advised on two emerging issues under matters on any other business related to ICT Access Review and July Pension Payroll which the Chief Financial Officer will appraise the Board of in Part 2.

Recommendation

The Board is asked to note the update on the key issues considered by the Audit Committee at its meeting on 01 August 2019.

Sarah Wilton
Audit Committee Chair, NED
August 2019

Meeting Title:	Trust Board Meeting		
Date:	26 September 2019	Agenda No.	3.1
Report Title:	Workforce and Education Committee Report		
Lead Director/ Manager:	Harbhajan Brar, Chief People Officer		
Report Author:	Stephen Collier, Chair of Workforce and Education Committee		
Presented for:	Assurance		
Executive Summary:	This paper sets out the key risks and issues reviewed by the Committee at its meeting on 8 August 2019, including commenting on assurance to the Board on key risks allocated to the Committee.		
Recommendation:	The Board is asked to note the report.		
Supports			
Trust Strategic Objective:	Champion Team St George’s		
CQC Theme:	Well-led		
Single Oversight Framework Theme:	Leadership and improvement capability (well led)		
Implications			
Risk:	As set out in the paper.		
Legal / Regulatory:	N/A		
Resources:	N/A		
Previously considered by:	N/A	Date:	N/A
Equality Impact Assessment:	N/A		
Appendices	Appendix 1: London Hospital Comparators		

1. Committee Chair's Overview

This was the first meeting of the Committee under its new Terms of Reference (TORs), and with the re-direction of certain more operationally-oriented matters to the new People Management Group (PMG). We were therefore feeling our way forward in this new environment, although the indications are that this shift to a more assurance-focussed approach will work well and complement the operational delivery focus that is being further developed within the executive. The first meeting of the PMG will take place at the beginning of September.

We had reasonable attendance at the Committee and I would thank all who made the time to attend, particularly given the experience they bring and their contribution to the assurance provided to the Committee. There were a couple of notable absences from the meeting, and I have dropped those individuals a line reminding them that if they cannot be present we encourage them to send an alternate.

The areas of focus at this month's meeting were: review of the Trust level risks allocated to the Committee; a discussion of the ways of working to be adopted by the Committee under the new TORs and the proposed work plan to apply over the rest of the year; final approval of the new 'Raising Concerns' policy; review of the draft response to NHS England from the Trust in relation to the Trust's appraisal and revalidation of medical practitioners; and observations on a draft six-point Staff Engagement action plan.

One additional key point that was identified at the meeting was the need for the Trust to update its Statement of Purpose, once the withdrawal from community services is completed. That change will also track into a number of other Trust statements and policies.

2. Key points:-

Board Assurance

The Committee has five Trust level risks¹ allocated to it by the Board as part of the Board Assurance Framework, and the Committee's assessment of these risks was discussed in detail. The Committee concluded that it would recommend to the Board that risk ratings should be updated as follows:

SR12 – Diversity and Inclusion, the risk rating should be raised from 9 to 12, reflecting the lack of progress over the last year or so;

SR14 – Recruitment and Retention, the risk rating should be reduced from 16 to 12, reflecting progress being seen (though within this a new risk factor be added – the impact of tax charges on NHS Pensions, as a disincentive to Consultants to undertake additional sessions).

The Committee also discussed the growing uncertainty around the implications of **Brexit** and it was agreed that this risk would be assessed on a Trust wide basis by the Trust's Risk Management Executive.

The Committee reviewed and approved a proposed response to Health Education England in relation to the management of appraisal of medical practitioners within the Trust. The Board will be asked to approve the final Statement of Compliance, and the Committee recommends that it does so (**see item 3.3 on the Board's agenda**).

The Committee reviewed and approved the final draft of the Freedom to Speak Up policy, and recommends this to the Board for adoption. In addition, we think it would be helpful in maintaining profile of this area for the Freedom to Speak Up Guardian to report quarterly to the Board, attending in person.

¹ SR 11 – cultural shift (staff feel engaged, able to raise concerns) ;SR12 diversity and inclusion; SR13 failure to address culture of bullying and harassment; SR14 recruit and retain the right workforce; and SR15 unable to deliver new and innovative roles and ways of working.

The Committee received an interesting report on the Trust's performance against other London Trusts – and a copy of a table which summarised a number of performance metrics is added as an Appendix to this Report. It will be seen that the Trust is an outlier on sickness and staff appraisal.

Strategic Themes

Theme 1 - Engagement

Staff Engagement Plan 2019-21 – we reviewed and endorsed the second draft of the plan, which had been amended so as to create a particular focus in six key areas (see item 3.2 on the Board agenda). The Committee noted that change to the Trust's culture is a continuing and longer-term process. It was also observed that as the number of adverse responses to the Staff Survey continued to decline, it was becoming more difficult to assess their statistical significance – although it was clear that the adverse comments are an indicator of staff concern. The Engagement Plan will now be further developed by management.

As a result of continuing sickness of the Trust lead, there was no **WRES** update available. This is now a matter of real concern to the Committee as the Trust's objective of managing down this area of risk (SR12) is being materially compromised by the failure of direction in this important area. We were informed that alternative resource is being sourced from another Trust, but the absence of our own solution remains of concern. As a consequence, the Committee has made the recommendation it has on the risk rating of this risk.

Theme 2 – Leadership and Progression

There were no specific papers referencing this theme. However, we had a report that the implementation of the Coaching Strategy continues and the benefits of mediation in employment issues is being emphasised. In addition, eight in-house mediators are being trained to ensure that workplace conflicts are dealt with before they escalate.

Theme 3 - Workforce Planning and Strategy

We reviewed a number of **workforce statistics**, noting that although most metrics had been generally moving in the right direction, there had been some adverse movements over the summer: the vacancy rate had increased to 10.54% (still well down over a year ago); Trust sickness absence had increased to 3.79% (just above target) ; and staff turnover remained static at 15.85%. Appraisal rates continue to be improved: Non-medical appraisal compliance has increased 2% to 73.6%, whilst medical appraisal has been moved up to 84% overall with consultants at over 89%.

We had a short discussion of the bank and agency fill rates being achieved by the Trust. We have agreed that Harbhajan will bring forward more up to date information and data, and also report on trends in the level of unfilled shifts. We remain concerned at the trend on agency spend, and will be undertaking a more detailed review at our next meeting. In the meantime, we were assured that the executive was focussed on this and would be applying more grip here.

Theme 4 – Compliance.

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

21 August 2019

Appendix – London Hospital Comparators

Indicators	Chelsea and Westminster Hospital NHS Foundation Trust	Great Ormond Street Hospital for Children NHS Foundation Trust	Imperial College Healthcare NHS Trust	London North West Healthcare NHS Trust	Royal Free London NHS Foundation Trust	South London and Maudsley NHS Foundation Trust	St George's University Hospitals NHS Foundation Trust	The Royal Marsden NHS Foundation Trust	University College London Hospitals NHS Foundation Trust
Headcount	6177	5014	10834	8,591	9642	4879	8932	4357	9259
Whole Time Equivalent	5686.07	4686.3	9657.27	7,983	8956.71	4535.01	8361.52	3982.9	8612.01
Turnover (%)*	19.1%	14.8%	11.32%	10.2%	16.4%	18.1%	14.9%	14.5%	13.8%
Overall sickness rate (%)*	2.7%	2.4%	3.11%	3.3%	3.3%	2.9%	3.5%	3.5%	3.4%
Appraisal (%)*	87.3%	85.0%	87.30%	84.0%	77.0%	86.4%	70.4%	88.6%	81.5%
Statutory and mandatory training performance (%)*	91.0%	93.0%	92.1%	87.0%	74.0%	84.6%	89.5%	90.0%	93.3%
Recruitment time to fill (days)*	8.24	67.00	36	40.60	78.44	60.90	55.90	56.30	68.00
Vacancies (FTE)*	620.00	80.10	1512.00	925.20	1136.07	795.28	887.27	379.5	848.23
Vacancies (%)*	9.8%	1.7%	13.54%	9.4%	11.4%	14.9%	9.6%	8.6%	9.8%
Diversity profile*:									
BME (%) of workforce FTE : % of all employees who have an ethnic origin other than 'white' as at 31 March 2018	44.4%	29.0%	49.95%	70.3%	49.7%	45.9%	44.4%	32.6%	46.1%
Disability (%) of workforce, FTE	1.7%	2.0%	1.41%	1.7%	1.8%	4.3%	2.0%	3.1%	1.6%
Gender female (%) of workforce, FTE	75.8%	77.0%	72.13%	75.9%	71.9%	70.0%	71.7%	77.7%	71.1%

- * Compares data for London Teaching Trusts who have opted to share their information
- * Sickness is a rolling 12 month figure for April 18 – Mar 19
- * Turnover is a rolling 12 month figure and excludes fixed term contracts and junior doctors
- * All other indicators are based on a snapshot as at 31st March 2019

Meeting Title:	Trust Board		
Date:	25 July 2019	Agenda No	3.2
Report Title:	Finance and Investment Committee (Estates) report		
Lead Director/ Manager:	Tim Wright, Lead Non-Executive Director, Estates		
Report Author:	Tim Wright, Lead Non-Executive Director, Estates		
Presented for:	Assurance		
Executive Summary:	The report sets out the key issues discussed and agreed by the Committee at its meeting on the 18 July 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:	N/A		
Implications			
Risk:	N/A		
Legal/Regulatory:	N/A		
Resources:	N/A		
Previously Considered by:	N/A	Date:	N/A
Appendices:	N/A		

Finance and Investment Committee (Estates) – July 2019

This Part 2 FIC meeting has been set up on a monthly basis to provide more comprehensive assurance on Estates risks in the Trust. The Committee met for the third time on 18 July.

It was a constructive and helpful meeting at which members received the balance of Authorising Engineer (AE) reports for Estates domains. The Committee now has its first complete picture of the risk landscape and a better understanding in the higher risk areas of the nature of works required. There remains however significant work ahead to produce detailed work plans and schedules but the methodology that the team is developing with a single dashboard and short, medium and longer term plans per discipline is bringing together a consistent, time-based view which will be helpful to the Committee in confirming levels of assurance and statutory compliance.

It is clear that a lot of data on the current state is being collected and that progress is being made on collating this in a manner in which it can be maintained up-to-date. Following the award last month of the Procure22 contract capital works are being mobilised. There is concern about the internal capacity to manage this activity and additional resource is being sought.

The Committee wishes to bring the following items to the Board's attention:

1.1 Estate Management Group (EMG) Report from meeting 01/07/19 - the CFO introduced a report on the key actions and issues from the meeting. The committee noted good engagement with the team and the broad range of issues that are being covered. Clear focus is being given to high risk areas and issues of compliance whilst the team are also now scoping a 6-facet survey which will provide a more comprehensive update on the As-Is state.

1.2 Strategic Risk Review –The committee received a paper on the 2 key strategic risks SR9 “there is a risk that we are unable to deliver an estates strategy that supports the delivery of our clinical services strategy” and SR10 “there is a risk that we do not improve our estate to provide a safe environment for our patients and staff”. There followed a good discussion on the appropriate level of risk decomposition and the need to ensure that the mitigations of these risks join up over time. Further work is to be done over the next 3 months to produce a schedule of risk reduction as detailed plans are developed for each discipline.

1.3 Premises Assurance Model (PAM) – the CFO introduced a paper on the progress of the Programme. The Tooting site review has been completed, with the final report to be presented to EMG, TEC and FIC [E] in August 2019 and Trust Board in September 2019. There is a plan to review PFI buildings and Community premises this summer.

1.4 CQC Deep Dive into Estates 08th July – The Committee received a report which drew together the outcomes of a CQC deep-dive. This included a summary of our compliance with HTM00 drawn from AE reports and a standardised dashboard for each discipline highlighting Issues, Drivers of issues and short, medium and long term mitigations. The Committee found this a very helpful ‘summary on a page’ and assurance of the systematic approach to risk mitigation.

1.5 Authorising Engineer (AE) Reports Overview- Reports for all disciplines have now been received and reviewed. The Committee welcomed the standard format summaries that have now been produced. It was noted that AE reports are an essential part of assurance, but do not of themselves provide a complete risk rating. From an assurance perspective the Committee wants to identify and understand the criticality of risk items and the difficulty of remediation. The CFO agreed the team would produce a summary of critical actions required for each report with a plan to resolve issues.

1.6 Water Safety: Points of Use (POU) Filters- the CFO introduced a paper with a detailed plan of how POU filters are being managed across the estate. The Chief Nurse confirmed that the procedures for managing filters was working very well, that clinical staff were aware of the importance of reporting missing or damaged filters quickly and that Estates were very responsive to requests for replacement.

1.7 Health & Safety - The Committee received a Health and Safety update from the Assistant Director of Health & Safety, Fire and Security. It was noted that full surveys are still in process and that a comprehensive risk-based fire safety action plan is being developed. The team are seeking to upgrade fire compartmentalisation protection to 60 minutes in all areas and the Committee discussed the challenge of achieving this in all buildings. The HSE action plan is being monitored and will be taken by the CFO to be reviewed by EMG and TEC and FIC E by exception.

1.8 Estates Strategy Update- the CFO introduced a paper on the approach to be taken to producing the Estates Strategy. The Committee noted the approach, issues, strategic priorities and system wide impacts that needed to be considered and looked forward to engaging further as the work goes forward.

1.9 Reflections- the Committee were grateful to the Estates team for the manner in which they presented often complex technical issues and welcomed the consistency that was being brought to the presentation of risks, issues and mitigations across all of the Estates disciplines which gave greater visibility of issues.

2.0 Recommendation

2.1 The Board is recommended to receive the report from the Finance and Investment Committee (Estates) on 18 July 2019 for information and assurance.

Tim Wright
Lead Non-Executive Director, Estates
July 2019

Meeting Title:	Trust Board		
Date:	26 September 2019	Agenda No	4.2
Report Title:	Finance and Investment Committee (Estates) Report		
Lead Director/ Manager:	Tim Wright, Lead Non-Executive Director, Estates and Ann Beasley, Finance & Investment Committee Chair,		
Report Author:	Tim Wright, Lead Non-Executive Director, Estates and Ann Beasley, Finance & Investment Committee Chair,		
Presented for:	Assurance		
Executive Summary:	The report sets out the key issues discussed and agreed by the Committee at its meeting on the 22 August 2019 & 19 September 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:	N/A		
Implications			
Risk:	N/A		
Legal/Regulatory:	N/A		
Resources:	N/A		
Previously Considered by:	N/A	Date:	N/A
Appendices:	N/A		

Finance and Investment Committee (Estates) – August & September 2019

This Part 2 FIC meeting has been set up on a monthly basis to provide more comprehensive assurance on Estates risks in the Trust.

Both the August and September meetings were constructive and helpful at which members received updates from the Assistant Directors (ADs) of Estates on their respective domains. In addition, the committee received a number of papers including an external review of Estates Governance, an update on the Premises Assurance Model (PAM), a post project evaluation of the Dalby Ward refurbishment, and a BAF risks update. Committee members praised the good quality of papers produced and indicated that they would be content to receive more summarised documentation in future months now that all detailed AE reports have been reviewed and actions plans for all domains are progressing.

The Committee welcomed a first update from the Capital Projects and Medical Physics leads as well as further updates from other Estates areas. When reviewing the 5 Associate Director (AD) domains, progress to mobilise the Procure22 contract was noted and the Cardiac Cath Lab project, a re-audit of Water Safety and the bedding in of the new Mitie (cleaning) contract were discussed. The Committee once again thanked the Estates teams for all their efforts, in particularly outside of standard working hours.

The Committee wishes to bring the following items to the Board's attention:

1.1 External Governance Review – in August the Committee received in draft a detailed report from Rider Levett Bucknall on Estates Governance. The Committee accepted the broad thrust of the report and were grateful of the overall summary it provided. It was recognised that the majority of recommendations the report contained were now in hand and it was agreed that Estates would discuss with the authors the most suitable form of the final report.

1.2 Risk Review - the Chief Financial Officer (CFO) provided an update on Estates BAF risks in September noting that while the fundamental position on risks are unchanged, there is now more clarity on when risks are likely to change in terms of ratings.

1.3 AD Report - Capital Projects – the Committee received papers outlining progress on Capital projects. Recent changes in staffing of that team were noted and the difficulty of recruiting Project Managers at Band 7 discussed. It is important that adequate resource is in place to respond to Procure22 contractor requirements and the CFO confirmed that authority has been given to do what is necessary to meet essential recruitment requirements. Some minor delays to the Cath Lab project due to peripheral works are of concern but clinical teams are fully engaged in planning and impacts under control.

1.4 AD Report - Estates – Progress has been made in a number of areas including work underway using Computer Aided Design (CAD) to produce drawings and system schematics that will in future be maintained in-house. A re-audit of water safety reported in September is expected to show the Trust improving from a 'no assurance' rating at the last audit. The committee also discussed 'black start' testing and agreed that this was not appropriate until there was full understanding of all areas of the Estate. The September meeting included emphasis from members that movement to a longer term approach was now required on water safety whilst dealing with issues as they arise.

1.5 AD Report - Facilities – In August the Committee discussed progress on the new cleaning and catering contract with Mitie which was experiencing transition issues as new arrangements bedded in. In September the CFO noted that the increased oversight from the department is paying off following a difficult original implementation. There is now increased

stability within the department and CFO praised the quick mobilisation of the management team at the Trust and at Mitie to improve the situation.

1.6 AD Report- Health & Safety –The main focus is on Fire Safety and good progress is being made on the Fire Safety Action Plan including the production of fire compartmentalisation drawings using CAD. Recent HSE Improvement Notice recommendations are being addressed and on track to be closed out within the prescribed timeframe. Entenox leak issues in Maternity have been resolved and improvements to ventilation will be addressed within the capital programme.

1.7 AD Report- Medical Physics & Clinical Engineering – the Committee received its first report from the AD - Medical Physics & Clinical Engineering. Incidents under investigation or completed this month were discussed. The need to increase wifi capacity was noted as was the role of the hospital charity in funding the provision of additional medical equipment.

1.8 PAM update- The Committee noted an update on the Premises Assurance Model following an action at the previous committee. The Committee noted a number of actions due in September which were expected to be met.

1.9 Dalby Ward: Post Project Evaluation – The CFO introduced a paper on the Dalby ward refurbishment post project evaluation. The Committee welcomed this update and noted that many of the expected benefits were now being realised. The report highlighted the importance of the current capital programme to remediate the basic infrastructure across the estate so that further improvements can be achieved.

1.10 Authorising Engineer Update Report – The CFO introduced a paper on the AE report summary. The Committee discussed the need to recruit Approved Persons (APs) urgently in some Estates areas and noted that a full staffing plan is to be presented to TEC for approval in September.

1.11 Fire Strategy Implementation Plan - The Committee received a Fire Strategy Implementation Plan update from the Assistant Director of Health & Safety, Fire and Security. The Committee noted that a template is now in place and that surveys would need to be completed before an action plan can be drawn up.

1.12 Ventilation HSE Improvement Notice – The Committee noted that work is focussed on meeting August milestones and was assured that plans to meet the November deadline to implement a suitably informed risk-based, planned preventative maintenance (PPM) programme are on track.

1.13 Estates Strategy - The Committee recognised that progress is being made and that some aspects will need to be progressed quickly to underpin other Trust developments such as the development of an Emergency Floor. The emerging strategy will look to sensibly sequence improvements to align with strategic priorities of the Trust.

2.0 Recommendation

2.1 The Board is recommended to receive the report from the Finance and Investment Committee (Estates) on 22 August 2019 & 19 September 2019 for information and assurance.

Tim Wright & Ann Beasley
Lead Non-Executive Director, Estates & Finance & Investment Committee Chair,
August & September 2019