



# **Council of Governors Meeting (Part 1)**

Thursday, 10 September 2020, 14:00-16:30 Via Office Teams **Date and Time:** 

Venue:

| Time   | Item                            | Subject   | Lead   | Action  | Format       |
|--|---------------------------------|---|--|---------|--------------|
| 1.0  | OPEN                            | IING ADMINISTRATION                                 |  |         |              |
| 14.00  | 1.1                             | Welcome and Apologies                               | Chairman                                     | -       | Verbal       |
|  | 1.2                             | Declarations of Interest                            | All  | Assure  | Report       |
|  | 1.3                             | Minutes of Meeting – 9 July 2020                    | Chairman                                     | Approve | Report       |
|  | 1.4                             | Action Log and Matters Arising                      | All  | Review  | Report       |
| 2.0  | KEYI                            | SSUES   |  |         |              |
| 14:10  | 2.1                             | Chief Executive Officer's Report                    | CEO  | Update  | Verbal       |
| 3.0  | FINAN                           | NCE   |  |         |              |
| 14:40  | 3.1                             | Trust Finance Update                                | DCFO   | Assure  | Presentation |
| 4.0  | GOVE                            | RNANCE  |  |         |              |
| 15:10  | 4.1                             | Membership Engagement Report and Terms of Reference | Lead Governor                                | Approve | Report       |
| 5.0  | NON-EXECUTIVE DIRECTORS UPDATES |   |  |         |              |
| 15:25  | 5.1                             | Focused on:   | Ann Beasley/<br>Stephen Collier/<br>All NEDs | Assure  | Verbal       |
| 6.0  | CLOSING ADMINISTRATION          |   |  |         |              |
| 16:25  | 6.1                             | Any Other Business                                  | All  | -       | Verbal       |
|  | 6.2                             | Reflections on meeting                              | All  | -       | Verbal       |
| 16:30  | CLOS                            | E   |  |         |              |
| Date and Time of Next Meeting: 10 December 2020, 15:00 – 18:00 |                                 |   |  |         |              |





# **Council of Governors Meeting (Part 1)**

| Council of Governors | The general duty of the Council of Governors and of each Governor individually, is |
|----------------------|--|
| Purpose:             | 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.               |

| Members               | Designation  | Abbreviation             |
|-----------------------|--|--------------------------|
| Gillian Norton        | Trust Chairman   | Chairman                 |
| Nasir Akhtar          | Public Governor, Merton  | NA                       |
| Afzal Ashraf          | Public Governor, Wandsworth  | AA                       |
| 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                       |
| Sandhya Drew          | Public Governor, Rest of England   | SD                       |
| Frances Gibson        | Appointed Governor, St George's University                                 | FG                       |
| John Hallmark         | Public Governor, Wandsworth  | JH                       |
| Hilary Harland        | Public Governor, Merton  | HH                       |
| Marlene Johnson       | Staff Governor, Nursing & Midwifery  | MJ                       |
| Basheer Khan          | Public Governor, Wandsworth  | BK                       |
| Nasir Javed Khan      | Public Governor, Merton  | NJK                      |
| Rebecca Lanning       | Appointed Governor, Merton Council   | RL                       |
| Doulla Manolas        | Public Governor, Wandsworth  | DM                       |
| Sarah McDermott       | Appointed Governor, Wandsworth Council                                     | SM                       |
| Richard Mycroft       | Public Governor, South West Lambeth  | RM                       |
| Sangeeta Patel        | Appointed Governor, Merton & Wandsworth CCG                                | SP                       |
| 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                       |
| Ataul Qadir Tahir     | Public Governor, Wandsworth  | AQT                      |
| Bassey Williams       | Staff Governor, Allied Health Professionals                                | BW                       |
| In Attendance         |  |                          |
| Jacqueline Totterdell | Chief Executive Office (item 2.1)  | CEO                      |
| Tom Shearer           | Deputy Chief Finance Officer (item 3.4)                                    | DCFO                     |
| Stephen Jones         | Chief Corporate Affairs Officer  | CCAO                     |
| Tamara Croud          | Head of Corporate Governance & Board Secretary                             | HCG-BS                   |
| Secretariat           |  |                          |
| Richard Coxon         | Membership & Engagement Manager (Minutes)                                  | MEM                      |
| Quorum:               | The quorum for any meeting of the Committee shall be at Governors present. | t least one third of the |





## Minutes of the Meeting of the Council of Governors 9 July 2020, 15:00 – 17:30, via WebEx Videoconference

| Name                  | Title   | Initials |
|-----------------------|---|----------|
| Members:              |   |          |
| Gillian Norton        | Trust Chairman  | Chairman |
| Nasir Akhtar          | Public Governor, Merton                               | NA       |
| Afzal Ashraf          | Public Governor, Wandsworth                           | AA       |
| Mia Bayles            | Public Governor, Rest of England                      | MB       |
| Nick de Bellaigue     | Public Governor, Wandsworth                           | NDB      |
| Alfredo Benedicto     | Appointed Governor, Healthwatch Merton                | AB       |
| Anneke de Boer        | Public Governor, Merton                               | ADB      |
| Val Collington        | Appointed Governor, Kingston University               | VC       |
| Jenni Doman           | Staff Governor, Non-Clinical                          | JM       |
| Sandhya Drew          | Public Governor, Rest of England                      | SD       |
| John Hallmark         | Public Governor, Wandsworth                           | JH       |
| Hilary Harland        | Public Governor, Merton                               | HH       |
| Marlene Johnson       | Staff Governor, Nursing & Midwifery                   | MJ       |
| Nasir Javed Khan      | Public Governor, Merton                               | NJK      |
| Rebecca Lanning       | Appointed Governor, Merton Council                    | RL       |
| Sarah McDermott       | Appointed Governor, Wandsworth Council                | SMD      |
| Richard Mycroft       | Public Governor, SW Lambeth (Lead Governor)           | RM       |
| Dr Sangeeta Patel     | Appointed Governor, Merton & Wandsworth CCG           | DSP      |
| Donald Roy            | Appointed Governor, Healthwatch Wandsworth            | DR       |
| Stephen Sambrook      | Public Governor, Rest of England                      | SS       |
| Ataul Qadir Tahir     | Public Governor, Wandsworth                           | AQT      |
| In Attendance:        |   |          |
| Ann Beasley           | Non-Executive Director                                | AB-NED   |
| Elizabeth Bishop      | Non-Executive Director                                | EB-NED   |
| Stephen Collier       | Non-Executive Director                                | SC-NED   |
| Parveen Kumar         | Non-Executive Director                                | PK-NED   |
| Tim Wright            | Non-Executive Director                                | TW-NED   |
| Jacqueline Totterdell | Chief Executive Officer (item 2.1 and 2.2 only)       | CEO      |
| Humaira Ashraf        | Deputy Chief People Officer (Culture) (item 2.2 only) | DCPO(C)  |
| Paul Dossett          | Key Audit Partner, Grant Thornton (item 4.2 only)     | KAPGT    |
| Stephen Jones         | Chief Corporate Affairs Officer                       | CCAO     |
| Tamara Croud          | Head of Corporate Governance/Board Secretary          | HOCG-BS  |
| Richard Coxon         | Membership & Engagement Manager (Minutes)             | MEM      |
| Apologies:            |   | <u> </u> |
| Frances Gibson        | Appointed Governor, St George's University            | FG       |
| Basheer Khan          | Public Governor, Wandsworth                           | BK       |
| Pui-Ling Li           | Associate Non-Executive Director                      | ANED     |
| Doulla Manolas        | Public Governor, Wandsworth                           | DM       |
| Damian Quinn          | Public Governor, Rest of England                      | DQ       |
| Anup Sharma           | Staff Governor, Medical & Dental                      | AS       |
| Bassey Williams       | Staff Governor, Allied Health Professionals           | BW       |



|     |  | Action |
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| 1.0 | OPENING ADMINISTRATION   |        |
| 1.1 | Welcome and Apologies  |        |
|     | The Chairman welcomed everyone to the meeting and noted the apologies as set out above.  |        |
| 1.2 | Declarations of Interest   |        |
|     | There were no new declarations of interests reported.  |        |
| 1.3 | Minutes of the meeting held on 19 February 2020  |        |
|     | The minutes of the meeting held on 19 February 2020 were approved as a true and accurate record subject to adding under, section 2.2 on page 6, after paragraph 1 "It was also noted that this had been the second year that the choice for the quality indicator for local testing was presented at Council for decision with little background which had caused confusion at the meeting."   |        |
|     | It was noted that the Trust was committed to improving the process for the Council to consider and agree the local quality indicator for testing. It was also noted that a Governor seminar had been arranged for 12 January 2021 to provide Governors with an update on progress against 2020-21 quality priorities and early sight of the options for selecting the local quality indicator before being asked for a formal decision.  |        |
| 1.4 | Action Log and Matters Arising   |        |
|     | The Council reviewed the action log and agreed that all items could be closed.   |        |
|     | COG.17.12.19/02 Workforce & Sickness. The CCAO would arrange for the Chief People Officer to provide an update on workforce and sickness absence as part of the Council's forward work programme from 2020-21. It was noted that this had been added to the Council of Governor workplan as a seminar.   |        |
|     | COG.19.02.20/01 Coronavirus Covid-19 Update. It was agreed that Governors would be sent a briefing on Coronavirus by email in coming days. It was noted that a confidential briefing had been sent to the Council on the 28 February 2020 by email.  |        |
|     | COG.19.02.20/02 Quality Indicator Audit. It was noted that the majority of Governors responding to the email about the local indicator had chosen the readmission within 28 days of discharge (percentage of patients readmitted within 28 days by age 0 to 14 and 15 or over). The Council of Governors noted that in light of the Covid-19 pandemic NHSE&I had decided that production of the Quality Report for 2019-20 was discretionary in order to ease the reporting burden on Trusts. However, the Trust was already well advanced in the preparation of the Quality Report and had decided to continue to produce and submit this to the original timeframe. In light of the social distancing restrictions, however, the external auditors had not been able to undertake an audit of the Quality Report. In this absence of this, the Quality and Safety Committee had closely scrutinised the text and were content with the submission. |        |
|     | COG.19.02.20/03 Constituency Question Time Events. It was noted that Constituency Question Time Events had taken place on 9 and 11 March and the planned event on 12 March was cancelled due to the Covid-19 pandemic.   |        |
|     | COG.19.02.20/04 Governor Elections. A report on the elections was scheduled to be considered under agenda item 3.1.  |        |
|     | COG.19.02.20/05 NHS System Working. A suitable date was currently being identified   |        |



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|     | for the Chair of the South West London Integrated Care System to speak to Governors. A separate seminar session with the CSO was planned for October to give an overview on system working. This had been added to the Council of Governors forward programme of work in 2020-21.  |        |
|     | COG.19.02.20/06 Annual Planning Seminar. An Annual Planning Seminar to be arranged for the Council the next month. This was arranged for 23 March 2020. However, this needed to be cancelled due to Covid-19 and directive from NHS England and Improvement (NHSE&I) to suspend all non-urgent work to deal with the pandemic. |        |
| 2.0 | KEY ISSUES   |        |
|     |  |        |

## 2.1 COVID-19 Update and Resuming Services

The Council welcomed Jacqueline Totterdell, Chief Executive Officer (CEO) who gave a confidential briefing on Trust activity, an update on Covid-19 and the resumption of services. The CEO highlighted the following:

### Covid-19 Risk Assessment

It was noted that Covid-19 risk assessments were being carried out on both permanent and contracted staff. The risk assessment response rate from Trust staff was at 69% as of 9 July 2020 but significant work was being undertaken to ensure all staff had received risk assessments and the response rate was expected to increase significantly over the coming weeks. All staff were being risk assessed and the Trust had received a lot of positive feedback from those who had been through the process. The CEO emphasised that the process sought to ensure that the risk assessment provided for a meaningful assessment of risk; the process was not simply a tick box exercise, and all managers were expected to discuss their risk assessments with their direct reports.

#### Stepping services back up

It was reported that the Trust was restarting a wide range of services to ensure patients received the treatment they needed as quickly and as safely as possible. There were a number of operational measures being undertaken to safeguard patients when they were in the hospital. The Trust had created additional Intensive Care Unit (ICU) bed capacity to respond to the pandemic. The pandemic and the Trust's need to suspend some services during the initial peak had impacted on the Trust's position in relation to the number of patients waiting more than 52 weeks for treatment. The Trust was working closely with other Trusts and across the system to reduce these waiting lists as soon as possible.

The Trust's Emergency Department (ED) performance had improved. The Trust had achieved 95%+ for the past 8 weeks against the 4-hour standard and had been among the top performers across London. All Trusts had experienced a reduction in the number of patients attending ED, and the challenge now was how to ensure patients who needed care felt confident enough to access it. The number of those presenting at ED had increased in recent weeks, but remained below the usual level for this time of year.

Front line staff had done a fantastic job during the pandemic and as they got back to normal the Trust would continue to support staff in the form of counselling. Staff who had been redeployed during the height of the pandemic were moving back into their substantive roles and this had been an adjustment for some and psychologists are available to support them. It was noted that the staff sickness rate for the Trust was currently significantly reduced.

#### **Executive Director Changes**

Harbhajan Brar had left the Trust in May 2020. The Trust had carried out a recruitment campaign to appoint a successor as Chief People Officer. However, a suitable



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| candidate had not been identified and a second recruitment campaign would be undertaken shortly. Elizabeth Nyawade and Humaira Ashraf, both of whom had joined the Trust earlier in the year as Deputy Chief People Officers for Workforce and Culture & Organisational Development respectively, were jointly acting up to cover the Chief People Officer role until a substantive successor was in place. External mentoring support to them was being provided by Martin Kirke, a non-executive director at Epsom and St Helier University Hospitals NHS Trust.  |        |
| Avey Bhatia, the Trust's substantive Chief Nurse who was currently covering the Chief Operating Officer (COO) role, would leave the Trust in October 2020 to take up the post of Chief Nurse at Guy's and St Thomas's NHS Foundation Trust. A recruitment process for the appointment of a substantive COO was currently being planned. Robert Bleasdale remained Acting Chief Nurse for the Trust.   |        |
| Andrew Asbury, new Director of Estates and Facilities, had taken up post on 25 May 2020.  |        |
| The following key points were raised by Governors and noted in discussion:  |        |
| • It was noted that the Trust was working hard to return services back to normal within the new environment. ED attendances were currently 300-350 patients a day compared to 500-550 previously and the Trust was carrying out half the usual number of operations due to additional safety measures.  |        |
| <ul> <li>In response to a question from John Hallmark (JH) it was reported that the Trust had<br/>moved as much of its non-urgent services as possible to the Queen Mary's Hospital<br/>(QMH) site. No Covid-19 patients were being treated at QMH.</li> </ul>  |        |
| <ul> <li>In response to a question from Nasir Khan (NK) it was noted that during the Covid<br/>pandemic a lot of urgent cancer patients continued to receive treatment at the Royal<br/>Marsden Hospital and St Anthony's Hospital.</li> </ul>  |        |
| <ul> <li>Alfredo Benedicto (AB) reported that Healthwatch Merton had received a number of<br/>queries from patients who claimed to have received hospital letters discharging<br/>them back to their GP. These letters had apparently come from the Trust and also<br/>Epsom &amp; St Helier (ESTH). It was agreed that AB would provide more<br/>information about the letters to the CEO and Chairman.</li> </ul>   | АВ     |
| • In response to a question it was noted that NHS London clinical networks had adopted one waiting list across the sector for patients with standardised waiting times. There were six key speciality services which had been identified across South West London as priority areas for recovery including musculoskeletal (MSK), gynaecology, urology, ophthalmology, ears, nose and throat (ENT), General Surgery and urology. There were different acute trusts 'leading' with all medical directors and clinicians welcoming the changes. It was noted that the Trust was leading on ENT and Urology and there were another six speciality services that will be launched next month. The Chairman noted that increasingly, the sector was leading the process of recovery and planning for future Covid-19 surges. This work was being led by executive clinical leadership. |        |
| <ul> <li>The Council noted that the free food provided to staff as part of Covid-19 support,<br/>much of which had been provided through generous charitable donations, was<br/>coming to an end and free parking was also expected to cease in the coming weeks<br/>as services were reinstated. The Trust was looking at ways to continue housing the<br/>well-being hubs for staff going forward as they had been popular. The psychological<br/>support would continue with charity help in service areas that had experienced a</li> </ul>   |        |



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|     | high death rate. It was noted that some staff were coming down from an adrenaline high of working in a pressured environment to return to normal working and required support. The CEO felt that as she had needed to shield herself at home due to an underlying health condition which means she was in the highest at risk category during the pandemic, this had helped other 'high risk' staff to feel they could shield safely. It was noted that the Trust was reviewing flexible working for staff and ensuring that there was appropriate social distancing in offices and other working environments in the Trust.  |         |
|     | • In response to a question on the discharge of patients to care homes at the peak of the Covid-19 pandemic in March 2020, the CEO reported that all patients discharged to care homes were being tested three days before their discharge date and also on day of discharge and a range of other measures had been taken to ensure that the Trust was not discharging Covid positive patients to care home settings. However, it was not possible to provide definitive assurance on this in all cases during the early phases of the pandemic. The Trust had also provided support to the residential and nursing homes and noted that the funding of residential and nursing care homes was still an issue that needed resolving by NHSE&I. The Chairman informed the Council, as Chairman-in-Common of both the Trust and ESTH that the CCGs had approved the proposed new hospital development in Sutton. This was a significant development for ESTH and the points made by St George's and other neighbouring haspitals had been taken into account. |         |
|     | other neighbouring hospitals had been taken into account.   |         |
| 2.2 | Diversity & Inclusion   |         |
|     | <ul> <li>The CEO presented the Trust's Diversity and Inclusion progress update. The following key points were reported:</li> <li>47% of Trust staff were from BAME backgrounds and it was important that they are celebrated and felt valued and safe at work.</li> <li>The Trust had appointed Joseph Pavett-Downer as the Trust's Workforce Diversity and Inclusion Lead. The following executive sponsored staff networks had been established, each of which had selected network chairs and adopted terms of reference: <ul> <li>BAME network</li> <li>Women's network</li> <li>Disability and Wellbeing network</li> <li>LGBTQ+ network</li> </ul> </li> </ul>  |         |
|     | <ul> <li>Before the Covid-19 pandemic, the Trust had worked hard to promote awareness of<br/>and celebrate the diversity of its staff, with various events marking Diwali,<br/>Chanukah, Chinese New Year, Black History Month and Pride. A total of thirty<br/>members of staff had been trained as BAME recruitment representatives for<br/>interview panels for posts Band 8a and above to ensure a fair interview for BAME<br/>applicants. The process for ensuring that these individuals were routinely involved in<br/>interviews was now underway following the training provided.</li> </ul>   |         |
|     | <ul> <li>In response to the disproportionate impact of Covid-19 on BAME staff, the Trust had<br/>held four listening events that were each attended by an executive director and<br/>facilitated by the Clinical Health Psychologist team. A conference call was held for<br/>staff members with concerns. A support email and phone line had also been<br/>established and staffed to deal with concerns.</li> </ul>   |         |

Both the Chairman and CEO held the strong belief that the Trust needed to quickly



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|     | and radically improve how inclusive the Trust was as an organisation and how it recognises and celebrates diversity. This had been reflected in their recent joint message to staff.  |        |
|     | The following key points were raised and noted in discussion:   |        |
|     | It was agreed that problems which had been previously identified had not been properly resourced or given the priority they deserved. The NEDs had challenged the Executive Directors at Trust Board and the Workforce and Education Committee (WEC) over this issue. The Chairman pointed out that it was for the Council to hold the NEDs to account on the issue and not seek to hold to account the Executive Directors. Stephen Collier (SC-NED), Chair of WEC, felt that any challenge was entirely justified and confirmed that much more had been achieved over the past six months than previously. But it was clear that significant further progress was needed at pace. |        |
|     | It was noted that local authorities also had large diverse workforces and they had been very active in dealing with diversity and inclusion issues and the Trust should seek to learn from these organisations. It was noted that the Trust's response to the NHS People Plan and its diversity and inclusion work would be monitored through WEC and Governors would continue to receive messages to staff from the Chairman and CEO on these issues.  |        |
| 3.0 | COUNCIL OF GOVERNORS WORKING  |        |
| 3.1 | Council of Governor Work Programme and Engagement Activities Updates  |        |
|     | The CCAO presented the Council of Governors Work Programme and Engagement Activities update. The following points were discussed:   |        |
|     | <ul> <li>The Council of Governors work programme had been impacted by Covid-19 and the directive from NHSE&amp;I to suspend Council of Governors meetings and membership engagement during the pandemic. As a result, the Council of Governors meeting in May 2020 and Membership Engagement Committee in June had been cancelled.</li> </ul>   |        |
|     | The revised programme now addressed all key items of business for the Committee and all activities have been restarted to take place virtually. It was agreed that the planned Council meetings on 10 September 2020, 10 December 2020 and 16 February 2021 would go ahead as planned as virtual meetings if necessary.   |        |
|     | <ul> <li>The Council of Governors training programme would also now be delivered virtually and the scheduled NHS Providers training on 18 August would be delivered via Zoom which would cover:         <ul> <li>NHS landscape and framework</li> <li>Governance and role of Governors and their responsibilities</li> </ul> </li> </ul>  |        |
|     | How to hold NEDs to account including effective questioning and challenge   | 9      |
|     | Other training sessions during the year would cover Strategy, Annual Planning,<br>Quality and Finance.  |        |
|     | <ul> <li>Membership and engagement activities were being resumed with measures in place to deliver activities which comply with social distancing restrictions. The planned survey of members would go ahead during the summer and a revised programme o member talks for the rest of year would be delivered virtually. The Annual Members' Meeting would go ahead as a virtual meeting on the 10 September 2020 with clear guidance given to members and the public on how to submit questions in advance.</li> </ul>   | f      |
|     | Governor elections would proceed with the original timetable during November 2020   | )      |



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|     | which would allow more time for new Governors to receive a fuller and more rounded induction. It was noted that there were eleven seats up for re-election (three in Wandsworth, two in Merton, two in Rest in England, one in South West Lambeth and three staff Governors). The new three year terms would start on 1 February 2021. |        |
|     | <ul> <li>The Council agreed the following:</li> <li>The forward work plan Council of Governor Meetings and training programme to continue as planned as virtual meetings.</li> </ul>   |        |
|     | The Annual Members Meeting to be held on 10 September 2020 as a virtual meeting.   |        |
|     | The membership and engagement activity including the membership strategy objectives.   |        |
|     | To bring forward Election timetable.   |        |
| 4.0 | GOVERNANCE   |        |
| 4.4 | N 1 4 0 D 4 0 D 4  |        |

#### 4.1 **Nominations & Remuneration Committee Report**

The CCAO presented the Nominations and Remuneration Committee report from the meeting held on 28 April 2020. The Committee had discussed the outcome of the appraisals of Chairman and other Non-Executive Directors (NEDs) and the proposed reappointment of Tim Wright for a further three years as a NED. It was noted that the appraisal requirements had slightly changed this year with new national guidance framing how appraisals should be concluded. This included in the case of the Chairman's appraisal seeking feedback from Sir David Sloman, NHS London Regional Director, using the new competency framework for NHS provider chairs as the basis for the multi-source feedback. It was noted that the outcome of the Chairman's appraisal had been submitted to the Chair and Chief Operating Officer of NHS England and Improvement (NHSE&I) who had the power to moderate.

To inform each appraisal, 360 degree feedback had been sought from all members of the Trust Board and the Council of Governors, though it was noted newly elected Governors would not be in a position to contribute. Additional feedback had been sought from a range of external stakeholders for the Chairman's appraisal and from the Ethics Committee and St George's Hospital Charity for Tim Wright's appraisal. It was noted that the levels of responses were down from last year which in part reflected the fact that the appraisal process overlapped with the onset of the Covid-19 pandemic. It was noted that the Committee thought all NEDs had performed effectively during the year and the objectives for coming year were also agreed and appended to the report.

The Committee had considered the reappointment of Tim Wright for a second threeyear term and had gone through the specified criteria to re-appoint, which included a positive appraisal, being able to give the time commitment required and consideration of the current skills mix on Trust Board. It was noted that it was the established policy to agree to a reappointment of a NED after their first term of office rather than advertising the position where that NED had a positive appraisal. The remuneration of £14,000 per annum (pa) would remain the same pending the outcome of ongoing NHSE&I discussions on the scope for local variation in remuneration rates in light of the new guidance previously reported to the Council.

It was noted that new Governors would have an opportunity to be a member of the Nomination and Remuneration Committee and also the Membership Engagement Committee. It was agreed that expressions of interest from Governors would be



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|     | sought so this could be discussed and agreed at 10 September 2020 Council meeting.  The Council:  Noted the outcome of the Chairman and NED annual appraisal.  Agreed the reappointment of Tim Wright as a NED for a new three year term   | CCAO   |
|     | starting on the 26 September 2020 on the same remuneration of £14,000 per annum.   |        |
| 4.2 | External Auditors Report 2019-20   |        |
|     | The Chairman introduced Elizabeth Bishop (EB-NED) who had commenced her term as a NED in February 2020 and who had taken on the role of Audit Committee chair. She is also a NED at ESTH and had chaired the Audit Committee there for five years. EB-NED stated that she wanted to build on the work of Sarah Wilton, the previous Committee Chair, to continue the high performance of the Audit Committee. She reported that the end of year financial audit had gone well.   |        |
|     | Paul Dossett (KAPGT), Key Audit Partner of Grant Thornton, the Trust's External Auditors joined the meeting. He noted that the three key responsibilities of the external auditor was to:  • Give an opinion on the Trust's financial statement  • Assess the Trust's arrangements for ensuring value for money  • Certify findings  |        |
|     | The KAPGT and his team had undertaken the external audit remotely due to the Covid-<br>19 restrictions. The auditors had given an unqualified opinion on the financial statement<br>for the Trust. It was noted that as part of this year's audit asset valuations had also been<br>reviewed. The Trust's long-term financial difficulties and the fact it remained in financial<br>special measures meant that it had received an adverse value for money conclusion.   |        |
|     | In response to questions raised by the Council, the following key points were raised and noted in discussion:  |        |
|     | NK asked about the progress of the Care Quality Commission inspection actions (CQC actions) from the last inspection. It was reported that the Quality and Safety Committee received regular updates on the outstanding CQC inspection actions and the plans for delivering against these. It was agreed that an update on the CQC inspection actions would be arranged for the Council of Governors.  | CCAO   |
|     | NK asked about the value for money and activity plan being met for 2020-21. It was noted that the Finance and Investment Committee (FIC) were addressing this as part of their role. Ann Beasley, Chair of the Finance and Investment Committee (AB-NED) reported that trusts were being reimbursed by the Government on the Covid-19 costs they had incurred, so it was essential that all costs incurred as a result of Covid were clearly documented so they could be reclaimed. The impact of the pandemic on waiting times was noted and it was clear that across the NHS many people would have to wait longer for non-urgent treatment. The Chairman commented that it was not certain that all money incurred through Covid would be reimbursed and this was a risk going forward. |        |
|     | In response to a question on the external auditor fees, EB-NED reported that last year's fee had been £68,500 and planned fees were £78,750, with actual fee charged being £86,750. It was noted that the increase was due to changes in relation to the technical requirement of the audit in relation to land and building valuation and additional external   |        |



| reviews that the auditors had needed to undertake this year. The actual fees included additional complications of carrying out audit work remotely during Covid-19. It was noted that the Department of Health had extended the deadline for four weeks for submission of audit due to the complexities of work. In addition, the requirement for an audit of the quality account was not required. The Trust had produced its quality   |  |
|--|--|
| account and this had received additional scrutiny from the Quality and Safety Committee in the absence of review by external audit.  |  |
| 5.0 ACCOUNTABILITY   |  |
| 5.1 Overview from Non-Executive Directors It was noted that all the Trust Board Committee reports since the last meeting had been circulated to the Council for information prior to the meeting.  The Chairman introduced Professor Dame Parveen Kumar (PK-NED), who had joined the Trust in January 2020 and was the Chair of the Quality & Safety Committee (QSC). The Committee had covered a great deal of work in its monthly meetings during recent months, and much of this had necessarily focused on the response to the Covid-19 pandemic and ensuring the safety of patients both with Covid and those whose non-Covid care was impacted by the pandemic. PK-NED reported that she had had an opportunity to meet with staff earlier that week on the Covid wards and had been impressed with the resilience of staff and the strong team working she had witnessed. As noted previously, the Committee was continuing to regularly review the CQC actions; the two 'must do's' and 44 'should do' actions. The Committee had also agreed a deep dive programme for next year.  In response to questions raised by Governors the following key points were raised and noted in discussion:  A local community newsletter had published information to suggest that the death rate from Covid-19 was higher in SWL than in other parts of London. The Chief Executive clarified that London as a whole had recorded higher Covid-19 infection rates at an earlier stage of the pandemic compared with other parts of the country. The prevalence of Covid in different parts of the capital often reflected the socio-economic profile of differint geographic areas, with those parts of London with greater social deprivation often encountering higher levels of Covid-19 infection. South West London had encountered high Covid-19 infection rates, as had North West London.  NK noted the improvement that had been made in maternity services which had been set out in the Quality and Safety Committee report. PK-NED advised that the QSC received regular updates on Maternity Services and team worki |  |



|     |   | Action |
|-----|---|--------|
|     | The Council noted that the medical engagement survey had received a low level of engagement from clinicians across the Trust. PK-NED reported that QSC had challenged the Chief Medical Officer (CMO) as there had been little improvement from the survey undertaken three years previously. It was noted that the CMO would be bringing a plan to improve medical engagement to WEC and QSC to review in due course.  |        |
|     | A question was raised on the writing off of Trust debt. EB-NED clarified that the Secretary of State for Health had, from 1 April 2020, converted trust loans to public dividend capital. For St George's, this meant that £51.8m of the Trust's previous debt had been converted into public dividend capital, though £14.7m had not been converted. In addition working capital of £263m had been converted and all converted loans would attract a 3.5% interest charge. It was noted that these changes would be reflected in the financial accounts for 2020-21.   |        |
| 6.0 | CLOSING ADMINISTRATION  |        |
| 6.1 | Any Other Business  |        |
|     | There was no any other business raised.   |        |
| 6.2 | The Chairman commented that the Council was a large meeting to hold virtually but expressed the view that the meeting seemed to have worked well. NK agreed it had worked well and had been a productive meeting. Afzal Ashraf (AA) thought the best had been made of the situation but that there were better videoconference options, such as Zoom and Microsoft Teams which gave better performance technically. The CCAO responded that although WebEx videoconferencing had its limitations it was only a temporary solution and Trust planned to move to Microsoft Teams. There were a few technical issues which IT was trying to resolve, for example, to enable Governors to join meetings by telephone. It was noted that many organisations were using Zoom though it was the Trust's policy that this was not appropriate due to security and data sharing issues.  ADB felt that the lead Governor's initiative to have the option to pre-submit questions in advance had been a good idea. AB commented that it had been good to receive the reports in plenty of time to read them and an opportunity to raise questions in advance of the meeting. Sarah McDermott (SM) noted that there were benefits in not having to travel and noted that everyone is getting used to the virtual meeting format. |        |
|     | Date of next Meeting:<br>10 September 2020, 14:00-17:00 and Annual Member's Meeting, 18:00-19:3   | 0      |

## Council of Governors Action Log - 10 September 2020

| Action Ref      | Section  | Action   | Due      | Lead | Commentary  | Status                  |
|-----------------|--|--|----------|------|---|-------------------------|
| COG.09.07.20/01 | Patients had reported to Healthwatch Merton receiving letters discharging them back to their GPs without being seen. | It was agreed that AB would provide more information about the letters to CEO and Chairman to follow up as it was agreed that was not the Trusts position. | 10.09.20 | AB   | AB had been shown two letters (both from Epsom & St Helier) but patients did not give permission to take to the Chairman. Both patients preferred to try to sort matter out directly. AB agreed the action could be closed. | PROPOSED FOR<br>CLOSURE |
| COG.09.07.20/02 | Membership Engagement Committee membership   | It was agreed that expressions of interest from Governors would be sought so this could be discussed and agreed at 10 September 2020 Council meeting.      | 10.09.20 | CCAO | On agenda under item 4.1.   | PROPOSED FOR<br>CLOSURE |
| COG.09.07.20/03 | CQC Actions Update   | It was agreed that an update on the CQC inspection actions would be arranged for the Council of Governors.   | 10.12.20 | CCAO | This has been added to the agenda for the meeting on the 10 December 2020. Not yet due.   | OPEN                    |





# Finance Update

Council of Governors

**Tom Shearer** 

Deputy Chief Financial Officer



- The operational, and therefore financial, impact of the pandemic was materially felt from March 2020 onwards
- 19/20 forecast deficit was £12m (£9m adverse to plan). Actual deficit was £13.3m.
- This was inline with forecast, excluding the impact of COVID 19
- £5.1m was spent in 19/20 in addressing the pandemic, of which all but £1.3m (increased annual leave carry over) was funded through additional NHS income
- Accounts completed and audited successfully, almost entirely remotely.



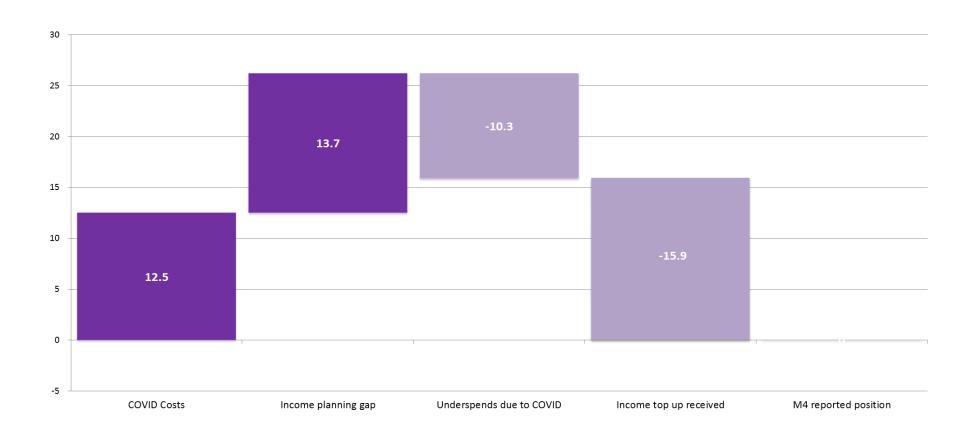
# 20/21 – a new financial regime

- Planning in the NHS for 20/21 was formally suspended in March 2020 due to the pandemic
- The Trust agreed a modified version of the 20/21 plan with the board in late March
- All NHS income is on a "block" basis for the start of 20/21, with "top-up" payments made for any shortfalls following monthly review by NHSI/E
- Current funding regime to continue until end of September
- Phase 3 a focus on activity recovery. Expectation that elective activity returns to 90% of prior year levels, with outpatients (inc. virtual) and diagnostic activity returning to 100%.
- No formal communication of M7-12 funding levels, although a challenging "block" level of income is most likely, with some incentive for delivering high levels of activity
- Capital funding remains uncertain, although clarity expected within the coming weeks
- Cash Trust is in receipt of 1 months block income in advance. c£50m cash balance



# 20/21 – the numbers so far

The bridge below shows the key elements of variance in the Trusts financial position at M4 20/21





# What has it been like to work in finance through the pandemic

• Very different.....





- A huge challenge for everyone both professionally (remote working) and personally
- But not without it's positives.....

And so when we found the cure and were allowed to go outside We all preferred the world we found to the one we'd left behind







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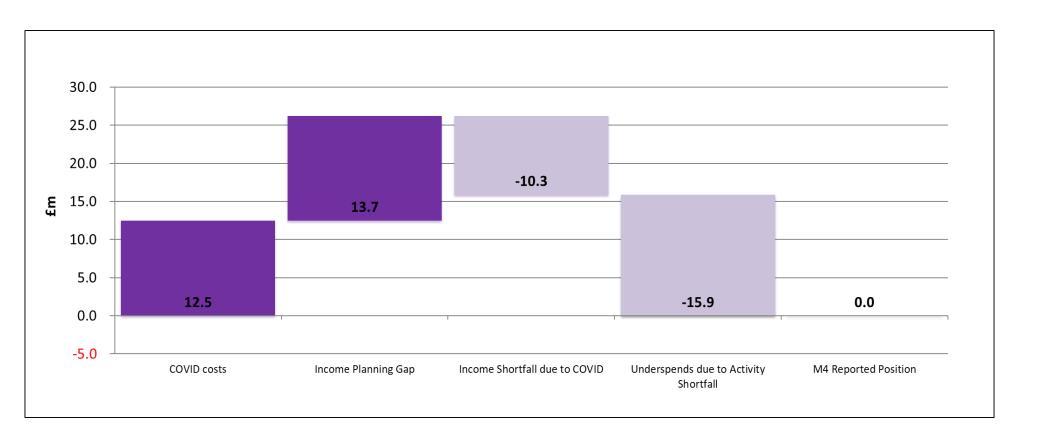
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# **Membership Engagement Committee Report**



## **Richard Mycroft**

Membership Engagement Committee Chair

10 September 2020

## 1. Introduction

## **Summary:**

This report presents an update on the Membership and Engagement Committee meeting held on 27 July 2020. It sets out the discussions held and the outcome of the meeting.

## **Recommendation:**

- The Council of Governors is asked to note the update on the outcomes of the Membership and Engagement Committee meeting held on 27 July 2020.
- The Council of Governors is asked to review and approve the revised Terms of Reference for the Membership Engagement Committee.



# 2. Year One Membership Strategy Implementation Plan Review

At its meeting on the 27 July 2020, the Committee considered and reviewed the Membership Strategy Year One implementation report. The Committee agreed that there had been good progress in delivery on the year one Membership Strategy Objectives and any objectives which had not been completed would be carried forward to Year Two.

It was noted that the ongoing social distancing measures put in place by the Government to respond to the Covid-19 pandemic had resulted in much of the quarter one (2020-21) deliverables not being delivered.

The Committee acknowledged that the current social distancing measures would be in place for the foreseeable future so the challenge would be to replace face-to-face engagement. The Committee agreed that new and innovative ways of engaging with members virtually would be explored wherever possible.

In the quarter four summary the Committee noted:

- Two Members' Talks had been held in quarter four on Queen Mary's History on 21 January 2020 where 15 people had attended and Dermatology: Skin Matters on the 13 February where 42 had attended.
- The first Question Time Constituency Events had been held on the 9 March 2020 at Streatham Library and on 11 March 2020 at Earlsfield Library. The event on 12 March 2020 at Raynes Park Library in Merton had been cancelled due to Covid-19 pressures.

The Committee had agreed that the cancelled Merton event should be rescheduled as a virtual event (December 2020) as a pilot with the intention of holding a series of four virtual Question Time Constituency Events to also include Rest of England constituency next year.



# 2. Year One Membership Strategy Implementation Plan Review (continued)

- It was noted that 23 or the 28 deliverables for year one had been achieved which included:
  - Interviews with Governors in the 'Brief' in order to improve the profile of Governors;
  - ➤ Increasing the number of Meet Your Governors events;
  - ➤ Governors introducing the Members Health Talks;
  - ➤ Holding two Constituency Events (third cancelled due to Covid-19);
  - Improving content of the membership website;
  - Promoting the contact details of the Governors and membership office;
  - Increasing the number and range of Members Talks;
  - Promoting membership at the Trust to younger people by attending university fresher's week; and
  - Introducing tiered membership and simplifying membership process.



# 2. Agreed Plan for Strategy Year Two

The Committee agreed the year two Strategy Plan which has 22 deliverables. The actions in the strategy had been impacted by Covid-19 social distancing measures so all activities will be held virtually where possible:

- Member Talks will now be held in virtual format for the year ahead. The planned programme for 2020-21 is attached at Appendix 1 with talks aligned with health awareness weeks where possible and with more non-clinical topics.
- Meet Your Governor sessions would now be trialled as member web chats with Governors until social distancing measures are relaxed enough to hold face-to-face meetings.
- The Annual Members' Meeting (AMM) would take place on the 10 September 2020 as a live streamed virtual meeting. The meeting would be promoted as widely as possible and questions would be invited from members and public in advance of the meeting. This would be supplemented with live questions during the meeting. The Committee agreed that more people may join the meeting virtually from home rather than travel to St George's to attend a meeting.
- The Membership Survey was reviewed and agreed that it would be sent out as planned to all members with covering letter by email and post during August to be returned by 30 September 2020.
- Governors were invited to help produce video content on why they became a Governor and encourage people to become
  members of the Trust and consider standing as a Governor. This would also be used to promote the AMM and forthcoming
  Governor Elections.
- Meet Your Governor which are usually held as face-to-face sessions with members would be trailed as web chats with members.
- It was agreed that an Annual Membership Engagement Report would be produced to celebrate what had been achieved
  to date. It was agreed that that this would be short and concise. See <u>Appendix 2</u>.



## 3. Other issues

## **Analysis of Current Membership by Constituency**

The Committee heard that there had been little change in the membership numbers since the previous report in January 2020. The Committee reviewed the changes in membership numbers year on year and noted that there were surges of new members around Governor elections and decreases following mail outs and post was returned due to members moving away. The Committee noted that the Civica Engage refreshed contract from the 1 April 2020 gave additional support to the Trust to follow and trace members who have moved.

## Log of issues raised by Members to Governors

The Committee reviewed the latest update of the issues log raised by members to Governors to ensure Governors have an understanding of issues being raised. Members would continue to be invited to feedback to Governors via the Governor email address and this would be publicised in the monthly Brief, on the Trust website and in communications with members.

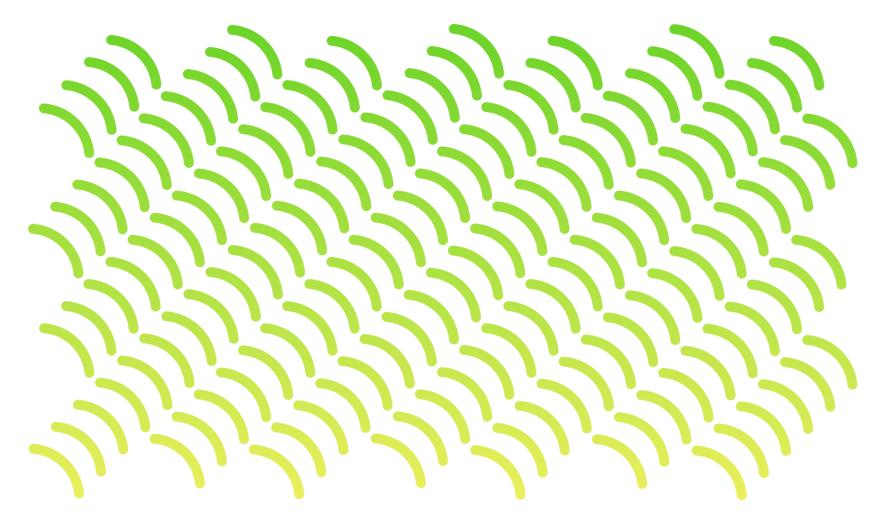
## **Membership Engagement Committee Terms of Reference**

The Committee reviewed the Terms of Reference for the Membership Engagement Committee which had last been reviewed in June 2018 and since they had been approved there had been little change to the membership. It was agreed that the membership of committee needed to be refreshed and invitations of interest sought from the whole Council of Governors. All Governors had been asked by email if they wanted to remain a member of the committee or if they wished to join the committee.

It had also agreed that the Communication Manager and Head of Corporate Governance & Board Secretary join as regular attendees.

The Council of Governors are asked to review and approve the revised Terms of Reference for the Membership Engagement Committee. See <u>Appendix 3.</u>











# Member's Talk 2020-2021(held virtually)

| Date                      | Theme/topic   | Presenters  |
|---------------------------|---|---|
| 30 September 2020, 2.30pm | Dementia  | Dr Jeremy Isaacs, Consultant Neurologist  |
| 26 October 2020, 9.30am   | Prostate Cancer   | Dr Chris Anderson, Consultant   |
| 11 November 2020, 2pm     | How to change your diet after lock down                 | Scott Lonnee, Dietician   |
| 21 January 2021, 2pm      | Diabetes  | Dr Arshia Panahloo Consultant, Diabetes & Endocrinology   |
| 22 January 2021, 11am     | Annual Planning & Strategy update                       | Ralph Michell, Head of Strategy   |
| 16 February 2021, 5pm     | BAME Staff Governor Talk                                | Marlene Johnson, Head of Nursing, RHO & Palliative Care and Staff Governor, Nursing & Midwifery |
| 25 February 2021, 2pm     | Skin Cancer   | Dr Victoria Akhras, Lead Dermatology Consultant   |
| 08 March 2021, 2pm        | Quality – an overview of the Trust's Quality Priorities | Alison Benincasa, Director of Quality Governance and Compliance                                 |

If you would like more information about any of these talks or would like to submit a question, please email: members@stgeorges.nhs.uk





# **Membership and Engagement Strategy 2019-2022**

# Celebrating our achievements 2019-2020









# At a Glance - What we achieved in 2019-20

We launched our 2019-22 Membership Engagement Strategy in 2019. At its core is our commitment to strengthening our engagement with members and the local communities we serve.

In year one we focused on three core objectives:

- Objective 1: To improve the quality of mutual engagement and communication with members.
- Objective 2: To continue to work towards a membership that is representative of the communities we serve.
- Objective 3: To maintain and where possible increase the overall size of the membership of the Trust.

## Success in numbers



# Membership Engagement Strategy 2019-22: 2019-20 Review

# Our membership grew and remained representatives of the communities we serve

Our public membership grew by 647 during the year 2019-20. In the same period our staff membership increased by 44, from 8,822 to 8,866.

| Public Constituency     | 2019-20 |
|-------------------------|---------|
| At year start (1 April) | 12,391  |
| New members             | 829     |
| Members leaving         | 182     |
| At year end (31 March)  | 13,038  |

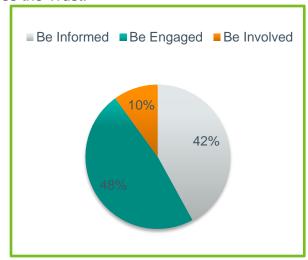
We are proud that we have a diverse group of members which reflects the local community in South West London that we serve.

| Ethnicity              | 2019-20 |  |
|------------------------|---------|--|
| White                  | 6,988   |  |
| Mixed                  | 606     |  |
| Asian or Asian British | 3,212   |  |
| Black or Black British | 1,835   |  |
| Other                  | 273     |  |

## Our members are engaged

- We wanted to ensure we continued to engage with members in the wanted to so we introduced three new levels of membership engagement:
- Be Informed receive newsletters and updates about the Trust.
- Be Engaged as above plus want to be consulted, participate in surveys, open days, events, tours and workshops.
- Be Involved as above plus have time to review and pass comment and interested in standing for election as a Governor.

This has helped us better engage with members about the right things and get them involved with opportunities across the Trust.



# We improved the quality of engagement and provided opportunities for mutual communication

#### Members Talks

Our programme of Members Talks are a popular part of our ongoing engagement with our members. We we have held seven talks which were attended by over 150 members. Some of our topics included:

- Sleep Disorder
- · History of Queen Mary's Hospital
- · Skin Cancer
- Diabetes

## Constituency Events

We held two Constituency Events in March 2020, the first at Streatham Library (South West Lambeth Constituency) and the send at Earlsfield Library (Wandsworth Constituency).

#### Meet Your Governor

Our Governors were at the 12 Meet Your Governor' events 'held at St George's (Tooting) and Queen Mary's Hospitals. They not only heard the views from members and visitors the also managed to recruit new members to the Trust.



# Membership Engagement Strategy 2019-22: 2020-21 Plans

There is more to come in 2020-21. We build on our success and find innovate ways to communicate with Members whilst social distancing measures remain in place.

Promote the work of the Trust's Governors, as representatives of our members

Develop new opportunities for members to express their views

Refresh our existing communication channels with members and our approach to membership communication and engagement

Promote membership opportunities to younger people in our communities

Develop targeted campaigns to recruit members from any group which is under-represented

Analyse our membership on a regular basis

Maintain an accurate membership database

Work more innovatively with our partners to promote membership

Refresh our membership recruitment material

Improve our programme of engagement events

Introduce new levels of membership so members can choose how involved they want to be



# **During 2020-21 we will....**

# Ensure our membership remains representatives of the communities we serve

We will continue to use all means to promote the Trust and the following benefits of membership:

- Having your say in how your local Trust work
- Get Involved with engagement activities across the Trust
- Give feedback directly to Governors
- NHS Discounts
- Stand for election as a Governor

Anyone wishing to be a member of St George's can sign up <u>online</u> for free. You just need to be aged 14 or older can became a member

For more information:

Email: members@stgeorges.nhs.uk

Tel: 0800 731 0319

# Continue to develop the quality of mutual engagement with our members and local communities

Although Covid-19 currently limits opportunities for face-to-face engagement, we have an exciting programme of events planned for 2020-21 and we want to encourage you to get involved and share your views.

## **Constituency Events (virtual)**

We also plan on holding a virtual Merton event in (December 2020year and will hold a series of four virtual events in 2021 for our four public constituencies:

- Wandsworth
- South West Lambeth
- Merton
- Rest of England

## Meet Your Governor Events (virtual)

We will deliver virtual opportunities for Members and the public to directly engage with individual governors. Members and the public can also contact Governors by emailing governors@stgerorges.nhs.uk

## Members Talks (virtual)

We will be delivering our Members' Talks virtually to respond to the social distancing measures in place. The new programme is available on our website and include:

- Dementia
- Prostate Cancer
- · How to change your diet after lock down
- Diabetes
- Diabetes & Endocrinology
- Annual Planning & Strategy
- Black History Month Talk
- Skin Cancer
- Quality an overview of the Trust's Quality Priorities

https://www.stgeorges.nhs.uk/wp-content/uploads/2020/08/Member-Talk-Poster.pdf





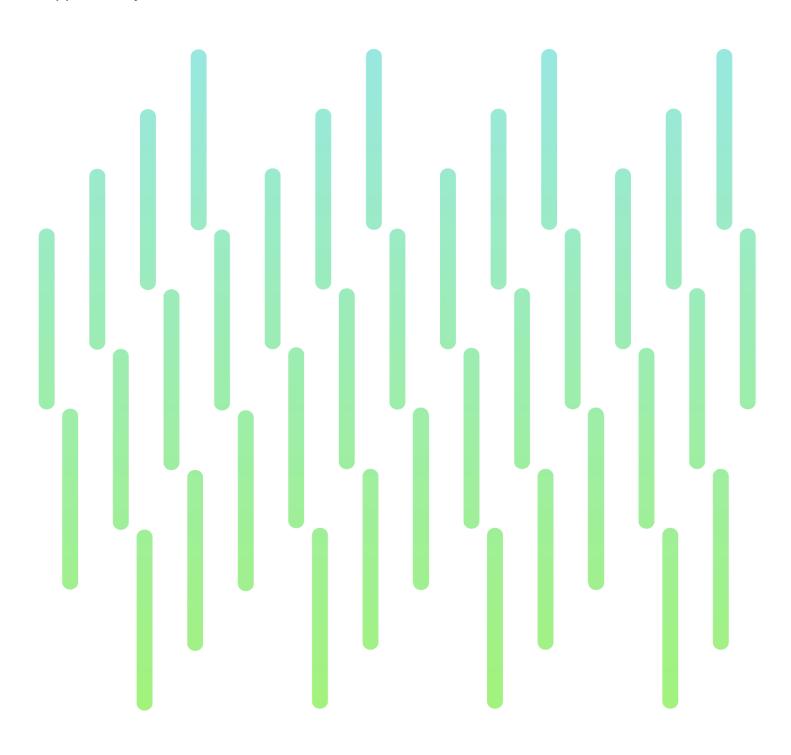


## **Appendix 3**

# Membership Engagement Committee Terms of Reference

Approved by the Council of Governors

xx 2020





# Approval and review dates

| Profile              |  |  |
|----------------------|--|--|
| Document name        | Membership Engagement Committee Terms of Reference |  |
| Version              | 2.0  |  |
| Executive Sponsor    | Chief Corporate Affairs Officer                    |  |
| Author               | Head of Corporate Governance/Board Secretary       |  |
| Approval             |  |  |
| Approval group       | Council of Governors                               |  |
| Date of approval     | TBC 2020   |  |
| Date for next review | TBC  |  |

# Membership Engagement Committee Terms of Reference

## 1. Name of Group

The name of the group is the Membership Engagement Committee (MEC).

## 2. Authority

<u>Establishment</u>: The Council of Governors established the Membership Engagement Committee to support it with fulfilling its duties to engage with the Trust's members.

<u>Powers</u>: The Committee should support the statutory obligations of the Council of Governors in relation to reporting and must present key decisions for approval by the Council of Governors.

The Committee has the authority to act with the bounds of the Trust's Membership Engagement Strategy. The Committee will provide assurance on these matters to the Council of Governors.

<u>Cessation</u>: The Membership Engagement Committee may only be disbanded or its remit amended on the authority of the Council of Governors.

### 3. Purpose of the Group

The purpose of the Membership Engagement Committee is to develop and implement the Trust's Membership and Engagement Strategy, identify key actions for supporting effective engagement with members of the Trust and facilitate mechanisms and activities which would ensure that the Trust's membership is representative of the communities it serves. The Committee also plays a key role in ensuring that all members of the Council of Governors participate in activities which improve engagement and involvement with members. The Committee will provide assurance on these matters to the Council of Governors.

## 4. Duties of the Group

The key duties of the Committee include:

- Developing and implementing the Trust's Membership Engagement Strategy.
- Working with the Patient Partnership Engagement Group to ensure there is good understanding of wider community and stakeholder issues and support relates to improving engagement with the Trust's members and the public.
- Review the Trust's membership data profile and ensure that the membership remains representative.
- Ensure effective production of membership communication including:
  - Suggesting content for the Trust's stakeholder newsletter, 'the Brief';
  - Suggesting ways to develop the Membership and Council of Governors section of the Trust's website to support effective engagement with members
  - Support with the development of key membership information including Membership Application forms
- Support with the identifying and delivering key membership and engagement activities and facilitate the participation of all members Council of Governors in these activities.

### 5. Chairperson

A member of the Committee would be appointed to Chair the Committee as determined by the Council of Governors.

## 6. Composition of the Group

The Committee shall comprise ten members with at least one Governor from each constituency. The majority of members would be Governors from the public constituency, and there should be at least one stakeholder Governor and one staff Governor.

Appointments to the Committee (other than the Chair) shall be for a period of three years (or for the remaining term of office of the Governor, where this is less than three years). Preference will be given to Governors who have not previously been a member of the Committee and to ensure that there is at least one stakeholder Governor and one elected Governor, and ideally one staff Governor on the membership at any given time.

In the event of there being more Governors who wish to be members than spaces available, the Council of Governors would be asked to decide whether or not to increase the membership of the Committee.

## 7. Regular and Other Attendees

The following individuals are not members of the Committee but will instead attend the Committee on a regular basis:

- Chief Corporate Affairs Officer (Executive Lead)
- Head of Corporate Governance/Board Secretary
- Membership and Engagement Manager
- Communications Manager

At the discretion of the Committee Chair, the Committee may also request other members of the Executive team and other relevant members of staff to attend meetings of the Committee or to attend for specific agenda items. The Committee may also invite others to attend for the purpose of receiving specialist and/or independent advice on any matter, relevant to its scope and function.

Members will be required to attend all of the meetings each year. An attendance register will be taken at each meeting to support this.

#### 8. Quoracy

The quorum for any meeting of the Committee shall be four members, of which must be a member of each constituency. Regular or other attendees do not count towards the quorum.

Non-quorate meetings may go ahead unless the Chair decides not to proceed. Any decisions made by the non-quorate meeting must however be formally reviewed and endorsed either at the subsequent quorate meeting or on email circulation by sufficient number of Committee members to ensure the decision is valid.

In the absence of the Committee Chair, the Committee should nominate another Committee Member to chair the Committee's meeting(s).

#### 9. Declaration of Interests

All members and those in attendance must declare any actual or potential conflicts of interest and these shall be recorded in the minutes. Anyone with a relevant or material interest in a matter under consideration may be excluded from the discussion. All members and regular attendees must ensure that they have up-to-date entries on the Trust's declarations of interest portal ("Declare").

#### 10. Meeting Frequency

The Committee shall meet at least four times each year each meeting occurring ahead of the Council of Governors.

#### 11. Relationship with other groups and committees

The Committee will report to the Council of Governors.



The Committee will receive regular reports from the Patient Partnership and Engagement Group.

### 12. Meeting arrangements and Secretarial support

- An annual schedule of meetings of the Committee shall be established at the start of each financial year.
- The Corporate Governance team will provide secretariat support to the Committee. This will include taking
  accurate minutes of each meeting, producing and managing timely delivery of items on the action log,
  ensuring that the planning for and outcomes of Committee meetings are shared appropriately.
- The agenda and supporting papers for the meeting will be circulated not less than three working days ahead of the meeting.

## 13. Agendas

Agendas for Committee meetings will be drawn from the Committee's annual cycle of business (forward plan) and will be agreed with the Committee Chair and Executive Lead(s).

### 14. Annual cycle of business

An Annual cycle of items and reports to be received by the Committee will be agreed by the Committee. The annual cycle shall be reviewed on an annual basis prior to the start of the financial year and should be reported to the Council of Governors alongside the Committee's annual report.

## 15. Report to the Council of Governors

The Committee Chair will prepare a report for the Council of Govrenor after each meeting of the Committee. This will set out the key issues considered at each meeting and the degree to which the Committee was assured on these.

The Committee will, in addition, prepare an annual report to the Council of Governors setting out the key areas of focus in the previous financial year.

## 16. Review of Terms of Reference and Review of Effectiveness

These Terms of Reference shall be subject to an annual review, as scheduled on the forward cycle of business.

The Membership Engagement Committee will hold an annual review of its effectiveness. The review should consider the performance of the Committee including the delivery of its purpose, performance of its duties and compliance with its Terms of Reference.

| Members           | Designation  |
|-------------------|--|
| Mia Bayles        | Public Governor, Rest of England                       |
| Alfredo Benedicto | Appointed Governor, Healthwatch Merton                 |
| Jenni Doman       | Staff Governor, Non-Clinical                           |
| Sandhya Drew      | Public Governor, Rest of England                       |
| John Hallmark     | Public Governor, Wandsworth                            |
| Hilary Harland    | Public Governor, Merton                                |
| Marlene Johnson   | Staff Governor, Nursing and Midwifery                  |
| Nasir Javed Khan  | Public Governor, Merton                                |
| Richard Mycroft   | Public Governor, South West Lambeth                    |
| Stephen Sambrook  | Public Governor, Rest of England                       |
| Bassey Williams   | Staff Governor, Allied Health Professionals            |
|                   |  |
| Regular Attendees |  |
| Stephen Jones     | Chief Corporate Affairs Officer                        |
| Richard Coxon     | Membership & Engagement Manager (Minutes)              |
| Tamara Croud      | Head of Corporate Governance and Trust Board Secretary |
| Michael Reynolds  | Communications Manager                                 |