East Kent Hospitals University NHS Foundation Trust

COUNCIL OF GOVERNORS PUBLIC MEETING
THURSDAY 11 JANUARY 2018, 10.15am
Julie Rose Stadium, Willesborough Road, Kennington, Ashford, Kent. TN24 9QX

AGENDA

The venue will be open from 9.00, with refreshments available.

1.	Chair's introductions	**10.15 Section time 20"**	Peter Carter *Interim Trust Chair*
2.	Apologies for Absence and Declarations of Interest		Peter Carter *Interim Trust Chair*
3.	Minutes from the last Council of Governors' Public meeting held on 21 September 2017	Minutes Appended	Peter Carter *Interim Trust Chair*
4.	Council meetings held since 21 September 2017: a. 2 November 2017 – Development Day b. 15 November 2017 – Induction session with Interim Chair, Interim CEO and Direction of Finance and Performance Management c. 15 December 2017 – Development Day	Notes Appended Notes Appended	Peter Carter *Interim Trust Chair*
5.	Matters arising	Action sheet Appended	Peter Carter *Interim Trust Chair*
REPORTS FROM COUNCIL MEETINGS			
6.	Nominations and Remuneration Committee	**10.35 Time: 10"** CoG 01/18	Philip Wells *NRC Chair*
7.	Membership Engagement and Communication	**10.45 Time: 15"** CoG 02/18	Matt Williams *MECC Chair*

STRATEGY PERFORMANCE NON-EXECUTIVE DIRECTOR ACCOUNTABILITY			
8.	Chair Report To include • Governor elections • Joint NED/Gov visits	**11.00 Time: 15"**	Peter Carter *Interim Trust Chair*

9.	CEO Report
	To include
	• Temporary move of acute medical services from KCH
	• Winter preparedness
	• Performance update
	• STP developments
	• Trust developments
	  ○ Outpatients
	  ○ GP Hubs
		**11.15
		Time: 20"**
		
		CoG 03/18
			Liz Shutler
			Director of Strategic Development and Capital Planning

KEY ISSUES OF THE DAY			
10.	Estates update	**11.35 Time: 15"**	Liz Shutler *Director of Strategic Development and Capital Planning*
BREAK 11.50 – 12.00			
COUNCIL GOVERNANCE			
11.	Lead Governor Role	**12.00 Time: 20"** CoG 04/18	Alison Fox *Trust Secretary*
12.	Committee Framework – Mid Year Review	**12.20 Time: 20"** CoG 05/18	Alison Fox *Trust Secretary*
13.	Governance issues • Conflict of interest • Code of Conduct	**12.40 Time: 20"** CoG 06/18	Alison Fox *Trust Secretary*
BUSINESS			
14.	**DATES OF FUTURE MEETINGS** See table below	**13.00 Section time: 15"** **Finish: 13.15**	Peter Carter *Interim Trust Chair*
15.	**QUESTIONS FROM MEMBERS OF THE PUBLIC**		
16.	**ANY OTHER BUSINESS** Please notify Committee Secretary of matters to be raised – deadline 48 hours before meeting.		

Date	Type	Time	Location
2018			
15 February	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
29 March	Full Council	09.30 12.00	TBC

UNCONFIRMED MINUTES OF THE COUNCIL OF GOVERNORS PUBLIC MEETING 21 SEPTEMBER 2017, 10.30

The Sanctuary, The Glo Centre, Unit 2, Westwood Business Park, Margate CT9 4JJ

PRESENT:

Nikki Cole	Trust Chair (Chairman)	NCo
Chris Warricker	Elected Governor – Canterbury	CWa
Eunice Lyons Backhouse	Elected Governor – Rest of England & Wales	ELB
John Sewell	Elected Governor – Shepway	JSe
Junetta Whorwell	Elected Governor – Ashford	JWh
Marcela Warburton	Elected Governor – Thanet	MWa
Margo Laing	Elected Governor – Dover	MLa
Matt Williams	Elected Governor – Swale	MWi
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Bull	Elected Governor - Shepway	PBu
Philip Wells	Elected Governor – Canterbury	PWe
Reynagh Westcar-Jarrett	Elected Governor – Thanet	RWJ
Robert Goddard	Elected Governor – Staff	RGo
Roy Dexter	Elected Governor – Thanet	RDe
Sarah Andrews	Elected Governor – Dover	SAn
Debra Teasdale	Partnership Governor – Canterbury University	DTe

IN ATTENDANCE:

Jane Ollis	NED	JOl
Keith Palmer	NED	KPa
Liz Shutler	Acting Chief Executive	LS
Natalie Yost	Director of HR and Engagement	NY
Alison Fox	Trust Secretary	AF
Amanda Bedford	Committee Secretary (minutes)	AB

MIN.NO		ACTION
28/17	**CHAIR'S INTRODUCTION** NC welcomed members to the meeting. NC noted that Paul Bartlett, Public Governor for Ashford, had resigned in July; his role as a Trust Governor was impacting on his ability to carry out his duties as a Councillor. Paul's insights into the local community and the wider picture around health and social care would be missed. This resignation brought the Governors representing the Ashford constituency to the two required under the new Council structure of 19 members. NC advised that she had received, and accepted, Caroline Harris's resignation as a governor. Caroline had reflected on her position and concluded that, due to changing work and family commitments, she would not have the time needed for the governor role and to properly represent her constituents. She had therefore reluctantly decided to withdraw. NC noted that this created a vacancy in the Ashford constituency; as the 2017 elections had been uncontested there was no	

	candidate who could be offered the post. NC noted that Council could agree that the vacancy remain open as there was less than six months until the annual elections in January next year. This would avoid the cost of a bye-election. It was confirmed that there would be elections for vacancies in a number of constituencies in the new year. JWh confirmed that she was willing to be the sole Ashford governor for that period. The Council **AGREED** unanimously to hold the vacancy until the next scheduled elections.	
29/17	**APOLOGIES FOR ABSENCE AND DECLARATION OF INTEREST** Apologies for absence were received from: • David Bogard • John Rampton • Mandy Carliell • Michèle Low • Chris Wells • Michael Lyons There were no declarations of interest.	
30/17	**MINUTES OF PREVIOUS MEETING** The minutes of the meeting held on 15 June 2017 were **AGREED** as an accurate record.	
31/17	**MATTERS ARISING** The updates provided on the outstanding actions paper were noted and the proposed closures agreed. The following points were raised. <u>03/17 &19/17 Minutes of previous meetings – number of beds occupied for non-clinical reasons.</u> LS reported that between September 2016 and May 2017 the number of beds occupied by medically fit patients ranged between 124 and 142 beds. Since June this has dropped to an average of 107 in June and 91 to 93 being reported between July and September. LS commented that this was probably the lowest it had been for some time, perhaps impacted by the work being done with partners. The length of stay at both WHH and QEQM had dropped by a day over the last year. With respect to meeting the cost for these patients; it was possible for the Trust to fine partners if there was a view that more could be done to facilitate the discharge of a medically fit patient, However, this was not conducive to building good working relationships with partners so not a step which would normally be taken. LS would look at including this figure in the monthly IPR so that this was available to governors on a regular basis.	

	ACTION: number of beds occupied for non-clinical reasons to be included in the IPR MLa noted that the figure included in the STP planning was 300; were there plans to review the figure? LS explained that this was the estimate for the number of patients who did not need acute care, they were not necessarily medically fit patients. The current figure for this set of patients was around 250. 09/17c & 19/17 MECC report: NC noted that the Governors' involvement in the STP consultation was being managed through the MECC. She reminded Governors that there was a networking event on 19 October when an update would be provided. 17/17 Line management support for Staff Governors: this was to be discussed at the Staff Committee next week and the outcome would be reported to Council. 21/17 meetings with Chair re Council priorities: on the agenda for later discussion, item to be closed. 22a/17 advice to the Trust with respect to hospital security following terrorist attacks: NC reported that the advice was provided from the centre to both the emergency planning and hospital security teams, with learning disseminated after every event. Item to be closed. 27/17 report on the effectiveness of the Vanguard: NC advised that this would now be taken to the Development session on 2 November. A member of the Clinical Commissioning Group (CCG) team would attend to update the Council on all the models of care proposed in the STP. JSe asked for the item to cover Accountable Care Organisations (ACOs). NC suggested adding this as a separate topic which she would look to include on the same agenda. **ACTION: ACOs to be included in a Development Session agenda** 21/17 Nigel Mansley's review of Board finance papers: MLa sought confirmation that the review would be shared with Governors. NC explained that the report was now due in October so that Phil Cave, the in-coming Director of Finance and Performance, would be part of the process; she agreed this would be shared with Governors once it had been presented to the Board. **ACTION: share Nigel Mansley's review of Finance Board papers with Governors** 52/16, 03c/17 & 19/17 Matron's review: CWa noted that the report had first been mentioned in 2016; how had the NEDs held the Board to account for the delay. NC advised that the Board Strategic Workforce Committee had received regular reports while the review was underway. It had been agreed that it was more	LS AB agenda AB

	valuable to take the time to produce a fully considered report than adhere to a set timeframe.	
32/17	**DEVELOPOMENT SESSION MEETING HELD ON 20 JULY 2017 – review** NC noted that the outcome of the session led by Sandra le Blanc and Jane Waters on developing meeting ground rules was summarised in a table in the meeting notes. She had received positive comments about the value of the session and felt that it was an excellent start. There would be a second session at the next Development session, which she commended to all Governors; attendance by all Governors enhanced the effectiveness of the session. She invited comments about the culture change item. PBu asked what action had been taken to update Governors who had been unable to attend the Development Session, both with respect to the cultural change item and the presentation by Philip Johnstone, KPMG. NC said that the notes of the meeting provided information about the agreement on the ground rules; governors who were not present were welcome to approach her for more detail if required. NC summarised the content of Philip Johnstone's presentation, which had been included on the agenda at the request of Governors for training on understanding the Trust accounts. PBu suggested that it would be valuable for those who had not attended the meeting to have the opportunity to have a face to face meeting with the Auditor. NC said that she would arrange this on request. CWa said that he had been unable to attend the Development Session. As a qualified auditor he was able to read financial statement and did not need training; he would ask any questions he had at a Full Council meeting, as he had always done.	
33/17	**COUNCIL PRIORITIES** NC thanked Governors for being flexible with their diaries so that this extensive piece of work could be achieved over the summer holiday period. It had given her valuable insight into individual Governor's thinking and priorities. It had been hard to distil the information into a cohesive report. On reflection she no longer agreed with the conclusions reached, in the main because she now felt that holding NEDs to account and communication with members were closely intertwined, not separate items. She proposed that more analysis work was needed to separate out clear actions and items which could be considered at a Development Session and then to prioritise the items that were left. The report would then be issued as soon as it was ready, then discussed at the next Council meeting. This would give time for a further iteration of the report based on comments received from Governors. This was **AGREED.** **ACTION: revised paper on Council Priorities to be shared**	NC

	with Governors and amended version based on comments to be taken to the next Full Council meeting.	
34/17	**CHIEF EXECUTIVE'S REPORT** NC explained that both the CE's and Chair's reports prepared for the meeting had been overtaken by events so had not been circulated. She had asked LS, as the Acting Chief Executive, to update Governors on winter readiness and A&E performance. She would give a broader report than normal to cover finances and progress with the STP . NC would circulate her paper retrospectively. LS reported that A&E performance remained a challenge - for patients, partners and staff. The figure for admissions within four hours remained around 70%. With respect to the Acute Take, moving from Kent and Canterbury Hospital (K&C), there had been some spikes in attendance – particularly at Ashford and Margate with a decrease at K&C. LS explained that there were four strands to the Trust's approach: • Decongesting the emergency departments (EDs) • Improving the environment and facilities – £1M funding for capital projects had been received and was being used to move fracture clinics at WHH and QEQM close to ambulatory care so staff groups could work together. • Improving patient flow • Workforce issues – 10 extra ED consultants had been recruited and would start over the next 6 - 7 months Luton & Dunstable Trust had reduced attendance at EDs by 30% by streaming patients via primary care at the front door. The Trust was making changes to follow this model. The Trust was working with the CCGs on an A&E recovery plan which was focussed on what could be done over the next four weeks to achieve a step change in performance. There were five streams in the plan, two of which solely related to the Trust. Workforce: steps being taken were as follows. • Enhancing the current B7 nursing overnight site management arrangements to aid decision making thereby improving patient flow. • Stop elective outpatient work in the short term to support EDs. This was done in the junior doctor strike and worked well as a short term measure. It also provided an opportunity to test different ways of working. • Open the catheter lab on a 7/7 basis. This was being supported by NHS Improvement (NHSI) via provision of laboratory staff. • NHS I were also supporting the recruitment of ED Consultants and Acute Physicians. • Buddying with Guy's and St Thomas' Trust. Medway NHS Foundation Trust (Medway) had seen good results when they	

had buddied up.
- Discussions with the the forcesbout supplying ED doctors on a temporary basis.
- Discussions with the Air Ambulance Service to arrange rotations into the ED.

Patient flow: steps being taken were as follows:
- Working with consultant company 20/20 to empower staff to make changes – this was also successful at Medway. This would start on 9 October.
- Introducing an electronic bed management system – Cambridge University Hospital NHS Foundation Trust achieved a 10% improvement in two weeks after taking this step.
- Improving cardiac equipment at QEQM to provide a 24/7 ambulatory care service.
- Ashford CCG had agreed to introduce GP streaming at WHH.
- Partner organisations had agreed to look at the levels of support packages available to facilitate discharge. This had made a difference during the transfer period for the Acute Take arrangements.

LS noted that the other three streams related to admission avoidance.
- Looking at the frailty pathway
- Looking at the pneumonia pathway
- Telephone hotline for GPs and provision of next day hot clinics to avoid attendance at A&E.

Mental health support services needed to be in place at WHH as well as the current service at QEQM.

NC invited questions.

- MWa provided feedback on a session she had been involved in as a Healthwatch volunteer in an ED. A lot of patients had attended at the instruction of their GP so that they could receive tests or treatment faster. LS agreed that this was a problem which the GP streaming service was designed to tackle by identifying problem surgeries and providing support and education. MWa suggested that the Waitless leaflet, or similar information leaflet could be provided to patients as they attended to help with education. NY confirmed that Waitless banners were in the EDs and information had been included in the Trust's magazine. It was crucial to get the message across before patients came to the EDs. MWa noted that there were no references to Waitless when she was on site.
- MLa had witnessed one patient waiting from 9 am to 4 pm for transport to be arranged for her discharge and asked whether the Trust was in conversation with G4S. LS concurred that there was a difficulty – some with transport arrangements but there were also in-house issues creating delays. Ideally patients ready for discharge should leave in the morning, transport arrangements were harder to make later in the day.

	She had asked staff to escalate problems to her. The G4S service was hosted by he West Kent CCG. • PBu suggested that there was merit in the creation of a GP advice line to help prevent unnecessary attendances. PWe asked how this work was being balanced against the Trust being in Financial Special Measures. He was concerned that there would be risk that the organisation would swing between quality and financial extremes. JO concurred that this was an important point; the best interests of the patient and the people of Kent had to be the starting point. NC added that this was something that the NEDs were always conscious of. At the Emergency Board Meeting that week to consider the A&E recovery plan, the NEDs challenged each element of the plan on this basis. The same approach was used when considering the Financial Recovery Plan. The Board was focussed on what needed to be done to mitigate the impact of the A&E recovery plan on the Trust's journey out of Financial Special Measures (FSM). The next meeting with NHS I about the FSM recovery plan was on 9 November 2017.	
35/17	**CHAIR'S REPORT** NC provided the Council with an update on the following items: • Financial Special Measures • Director of Finance and Performance appointment • Trust's financial performance • Kent and Medway STP • Data quality She advised that the report would be circulated to Council retrospectively. **ACTION: Chair's report to be circulated to Governors** CWa commented that the Trust was in Financial Special Measures and Cost Improvement Plan's (CIPs) were not managed well, missing targets for the last couple of years. This seemed to be a poor legacy. How do these facts equate with the positive views given about the outgoing Director of Finance and Performance. RWJ raised a point of order that it was not appropriate for there to be discussions about a member of staff who was not present to defend themselves. CWa rephrased the question: how were the NEDs holding the Trust to account on financial measures given the evidence of poor performance he had highlighted. KP said that he had been NED since January 2017 and sat on the Finance and Performance Committee. The Trust had difficulties and the NEDs on all committees challenged the executive continually. The current Director of Finance and Performance had done a good job in difficult circumstances. The Trust was in FSM	AB

	but a lot of good work was being done and there had been a lot of positive comments from NHS I about this, and about Director's performance. In response to a question from MLa, LS said that she would make enquiries about governor involvement in the STP sessions looking at access. **ACTION: Seek clarity on how governors could be involved in the STP sessions looking at access.**	LS
36/17	**MEMBERSHIP ENGAGEMENT AND COMMUNICATION** MWi presented his report, the Council was being asked to agree a number of proposals, as listed in the report. He noted that the Committee had looked at progress in the first year against the Council's Membership Engagement and Communication Strategy. While the speed of progress was frustrating at times, engagement with members had moved ahead with the Governors' newsletter in place. Contributions from Governors were most welcome. The Membership Leaflet had been revised and was now more relevant. A lot of work had been done to reach out to groups and find events that Governors could attend. He hoped that colleagues would be able to support this work which was one way to help Governors to meet their responsibilities to engage with their membership. MWi noted that there had only been eight responses to the survey asking governors to indicate when they would be available for attending public events. He asked that the survey be re-sent and encouraged those who had not previously responded to do so. The Committee had received a presentation from Bruce Campion-Smith, Head of Diversity and Inclusion, on his work in the Trust. The Committee recommended to Council to consider having a presentation on the way the Trust meets its responsibilities in this area at a Development Session. MWi explained that the Committee had looked at the strategy target for increasing the membership numbers. They had agreed that this may need to be adjusted to take into account the priority to recruit from the under-represented demographic areas. This would be kept under review. The Committee had discussed Governor representation on wider Trust Committees. It was proposing to Council that where a committee requested public representation on a committee be offered in sequence: Governors, FT members and public. This proposal had had the support of the Chair and CEO. It was accepted that where the group related to a specific medical condition that patient representation should be sought. MLa suggested that Governor attendance on Committees should be reviewed annually when Committee membership was looked at.	

	MWi noted that he had taken part in the planning for the Annual Members' Meeting, although much of the content and process was prescribed. Council was asked to provide feedback on the AMM direct to MWi. **ACTION: Governors to provide feedback about the AMM to MWi** The Council: • **AGREED** the proposal that the Trust's electronic staff record be used as the staff member database, replacing the current one which is managed by the external database provider; • **AGREED** that a the presentation on the Trust's Diversity and Inclusion Strategy should be considered for inclusion in the schedule for Council Development sessions; • **AGREED** the proposal for Governor representation on wider Trust groups and for this to be reviewed annually; and • **APPROVED** the Committee's Terms of Reference as set out at Annex A of the paper.	All
37/17	**NOMINATIONS AND REMUNERATION COMMITTEE (NRC)** PWe noted that a report from the NRC meeting on 4 September had been discussed at the private session that morning. The Terms of Reference for the Committee had been approved. It had been noted that Colin Tomson did not wish to be considered for a second term of office. The NRC had been tasked by Council to look at a recruitment exercise for a Non-Executive Director to join the Board in May 2018, when Colin would leave. Barry Wilding would reach the end of his term of office at the same time. He had indicated that he would be interested in serving a second term. It had been agreed that this offer would be made. It had been agreed that NED remuneration would remain unchanged, with the situation to be reviewed at six monthly intervals. The review to be undertaken virtually if required. The Committee had noted its thanks to the NEDs for the work that they do.	
38/17	**DATES OF MEETINGS 2018/19** The proposed schedule for 2018/19 was **AGREED.**	
39/17	**DATES OF FUTURE MEETINGS** Noted.	
40/17	**ANY OTHER BUSINESS** <u>Lead Governor Role:</u> PBu noted that when the Lead Governor role was previously debated and it was agreed there should be a minimal remit, it was also noted that there should be a review.	

	Given the recent events, he did not think that the time was right to do so now, however, the process should be started at an appropriate time. PBu commented that, in his view, the current 'statutory duties only' was not working and he believed there was an appetite in Council for the role to be extended. MWi concurred and noted that, as a Chair of one of the Council's Committees, he considered that the Lead Governor role needed to be expanded so that there was someone who was able to pull together, and represent, the views and work of Council. With the challenges ahead this would become more critical and the situation needed to be addressed as soon as possible. RWJ said that he had been one of the Governors advocating that the role should be restricted to the statutory requirement. He was not averse to supporting an extended role but it needed to be clear what that role would involve and that would need to be agreed by Council. PBu agreed and noted that this information was included in the paper presented to Council when the role was last discussed and that this would be a good starting point for the review. MWa noted that the Council had not met during the period when the problems in A&E began to emerge. This meant that the Council had not been aware of, or involved with, the situation. Perhaps an extended Lead Governor role would have provided a mechanism for the Council to have been better informed. MWa said that as a Governor she needed to be informed by the Trust, not to find out about the situation through public media. NY agreed that it was essential and important that Governors were kept up to date about developments in between their meetings. Contacting Governors was a part of all communication plans and she hoped that the improvement in this area had been evident to the Council. She took note of, and would reflect on, the comments made. CWa expressed the view that it was lack of leadership of the Council which was at fault. The solution was not to move to the Lead Governor leading Council, the Trust Chair should be required to fulfil her role. MWa said that she had the greatest respect for the Trust's Chair, who had accepted the post at time of great difficulty when she had actually applied for an NED post. Other Governors expressed their support for this view. PBu suggested that governors should also have the opportunity to provide individual comment, prior to the issue being discussed, to inform the debate. NC said that she would arrange an opportunity for PBu to speak with the Trust Chair before the item was taken to Council. **ACTION: Arrange for PBu to speak with the Trust Chair about the Lead Governor Role**	AB
	It was **AGREED** that there should be another discussion about	AB agenda

	the lead governor role using original paper as a basis. **ACTION** Formal vote of thanks to the Chair MWi asked that Council record its thanks to the Trust Chair for the work she had done, acknowledging the challenges of the task of chairing a large Council where members had a wide range of views and expectations of the role. This was supported by the majority of Governors present. Formal vote of thanks to the Chief Executive: SAn proposed that Council record its thanks to Matthew Kershaw for the work he had done for the Trust over the last two years and for his leadership, particularly with respect to the achievement of taking the Trust out of Quality Special Measures. This was agreed.	
41/17	**QUESTIONS FROM MEMBERS OF THE PUBLIC** There were no members of the public present.	

Meeting closed at midday.

Date	Type	Time	Location
2017			
2 November	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
2018			
11 January	Full Council	09.30 12.00	TBC
15 February	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
29 March	Full Council	09.30 12.00	TBC

NOTES OF THE COUNCIL OF GOVERNORS DEVELOPMENT MEETING
2 NOVEMBER 2017, 09.30
Hall Place, Harbledown Bypass, CT2 9AG

PRESENT:

David Bogard	Elected Governor – Staff	DBo
Eunice Lyons Backhouse	Elected Governor – Rest of England & Wales	ELB
John Rampton	Elected Governor – Staff	JRa
John Sewell	Elected Governor – Shepway	JSe
Junetta Whorwell	Elected Governor – Ashford	JWh
Marcela Warburton	Elected Governor – Thanet	MWa
Matt Williams	Elected Governor – Swale	MWi
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Bull	Elected Governor - Shepway	PBu
Philip Wells	Elected Governor – Canterbury	PWe
Sarah Andrews	Elected Governor – Dover	SAn
Chris Wells	Partnership Governor – Council	CWe

APOLOGIES

Mandy Carliell	Elected Governor – Staff	MCa
Margo Laing	Elected Governor – Dover	MLa
Michèle Low	Elected Governor – Shepway	MLo
Reynagh Westcar-Jarrett	Elected Governor – Thanet	RWJ
Robert Goddard	Elected Governor – Staff	RGo
Roy Dexter	Elected Governor – Thanet	RDe
Debra Teasdale	Partnership Governor – Canterbury University	DTe
Michael Lyons	Partnership Governor – Volunteers	MLy

ABSENT

Chris Warricker	Elected Governor – Canterbury	CWa

IN ATTENDANCE:

Trust

Colin Tomson	Deputy Trust chair, NED	CT
Jane Ollis	NED	JO
Liz Shutler	Director of Strategic Development & Capital	LS
Jane Waters	Cultural Change Programme Manager	JW
Anne Neal	Deputy Director of Strategy	AN
Nicky Bentley	Director of Strategy and Business Development	NB
Alison Fox	Trust Secretary	AF
Amanda Bedford	Committee Secretary (minutes)	AB

Presenter

Cathy Bellman	Strategic Project Manager, Encompass	CB

	ACTION
Chair's introduction CT welcomed everyone to the meeting and provided housekeeping information. CT tendered apologies from the interim Chair, Peter Carter, and the interim Chief Executive, Susan Acott who were both on leave which had been booked prior to their taking up post. Both Peter and Susan were looking forward to meeting the governors on 15th November and CT would provide feedback on this meeting to the interim.Chair.	

LS explained that she would have to leave the meeting as she had been asked to attend an urgent external meeting. She hoped to return later for the session on models of care and suggested Accountable Care Organisations (ACOs) as a potential agenda item for a future Development Session meeting.	Agenda
We Care – developing ground rules, part 2 JW led the session. After a brief refresh on the outcome of the previous session, she circulated a list of the examples of procedural and behavioural ground rules which had been identified as 'essential' by at least two groups in the last session. Two of these, marked as *, were deemed to be 'not needed' by one group. **Procedural** • Turn mobiles off/to silent • One conversation at a time – no side conversations • Listen to others – let them finish before commenting • Things said remain confidential **Behavioural** • State views and ask questions • Share all relevant information • Focus on interests, not positions • Test assumptions and inferences * • Discuss un-discussable issues * In groups Governors decided whether each of the rules was: required, not-required or they were not sure. Feedback from each group was the same with two proposed rules identified as needing to be clarified and the remainder deemed to be required. Those needing clarification were: <u>Things said remain confidential</u> This needed to be more nuanced to take into account the differences between public and private sessions. CT commented that it was important for the Trust to be clear when providing information what level of confidentiality applied. <u>Discuss un-discussable issues</u> All groups agreed the principle behind the rule: it was important for the Council to tackle the difficult issues and have the hard conversations. It was also important to spend time wisely so that the right issues were discussed. It was agreed that 'discussable' was not the right word, although a suitable alternative was note agreed. Contentious or challenging were suggested. JO commented that it would be helpful for there to be clarity from the Council about their expectations of the Chair; feedback on this to PC would be very helpful. The groups were asked to identify: positive actions which could be taken to ensure the rules were embedded; and their key expectations of the Chair. The results were: **Positive actions** • List the rules in all Full Council agendas. • At the end of each meeting have an agenda item to review whether the rules had been adhered to. • Review annually – at the March meeting to link with review of Committee membership.	

• Add to the Governors' Code of Conduct, which is signed by new Governors at induction. Be clear that all Governors are expected to comply. • Sign up to the rules, follow and promote. • Challenge poor behaviour and support those who do. • Show genuine, mutual respect. Don't personalise issues. **Expectations of Chair** • Ability to synthesise views – to summarise discussions. • Be clear about direction. • Enforce non-repetition. • Challenge poor behaviour. • Read the meeting – be flexible in managing the meeting. • Share the values and rules. • Provide balanced support of Council and Board. • Ensure Governors have the right information to make decisions. JW noted that adherence to the ground rules would help the Chair to deliver on a number of these expectations. <u>Session outcome</u> The notes of the meeting to be circulated to those attending for virtual agreement and then shared with PC and the governors who had been unable to attend. In accordance with procedure, the notes will be presented to the next formal meeting of the Council for a proposal that the agreed ground rules be adopted and for agreement to the suggestions made for embedding the rules.	
Additional, confidential item - Senior Management Changes CT talked about the sudden departure of Nikki Cole and Matthew Kershaw from the NED perspective. AF provided an update on progress with making arrangements for a representative from NHS I to meet with the Council, as requested at the Council meeting on 21 September; no date had yet been set. The suggestion was made that the Council should consider writing to NHS I to express their displeasure at the sequence of events and to register their appreciation of the work Matthew Kershaw had done in the Trust. *LS re-joined the meeting during the next session*	
Models of Care AN introduced Nicky Bentley who was in her first week in the Trust in the role of Director of Strategy and Business Development. AN and CB gave a presentation on Models of Care across East Kent and the work of Encompass. Copies of the presentation are appended to these notes. The following points were raised during the discussions on the item. • The ideal would be to create a single point of access for patients, however, reaching agreement on this would be very difficult. • MWi expressed concerns about involvement of private sector in the encompass model. CB noted that much could be learnt from private sector organisations. • JS commented that the vanguard contracts were not being renewed. They would be replaced by Limited Liability Partnership. Savings from	

the projects had been less than half of costs over the last three years. He wondered how up scaling the model would reduce the cost/benefit ratio. CB said that at present it was not clear that there was consistency in the way data was collected so it was difficult at present to answer these wider questions. Standardisation of data collection was imperative. CT commented that this was an important national strategy issue and needed to be addressed at that level. • JS noted that reducing hospital bed days had been a target in many countries for decades. There were no examples in the research that establishing community based services had led to reduction in beds. For the current ambitious plans to deliver improvements, the model had to be applied on a national level and with central funding. • CB noted that Encompass was feeding into national learning sets to ensure that the work done over the last three years was available to all and not lost. • PBu commented on the historic underfunding in East Kent.	
Closing remarks CT thanked members for attending. He noted that there was a further session at 12.30pm for those governors who were interested in taking part in the Ward Peer Review visits. CT reminded Governors that they were next due to meet on 15 November as part of the induction programme for Peter Carter and Susan Acott. AF noted that Philip Cave would also be at the meeting and would talk about the Trust's operational plans for 2018/19.	

Meeting closed at 1.00pm

Date	Type	Time	Location
2017			
2018			
11 January	Full Council	09.30 12.00	TBC
15 February	Joint meeting with NEDs	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
29 March	Full Council	09.30 12.00	TBC

NOTES OF THE COUNCIL OF GOVERNORS MEETING
15 December 2017, 15.0.
Hall Place, Harbledown Bypass, CT2 9AG

PRESENT:

Peter Carter	Interim Trust Chair (Chairman)	PCa
Chris Warricker	Elected Governor – Canterbury	CWa
John Rampton	Elected Governor – Staff	JRa
John Sewell	Elected Governor – Shepway	JSe
Junetta Whorwell	Elected Governor – Ashford	JWh
Marcela Warburton	Elected Governor – Thanet	MWa
Margo Laing	Elected Governor – Dover	MLa
Matt Williams	Elected Governor – Swale	MWi
Michèle Low	Elected Governor – Shepway	MLo
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Bull	Elected Governor - Shepway	PBu
Philip Wells	Elected Governor – Canterbury	PWe
Roy Dexter	Elected Governor – Thanet	RDe
Sarah Andrews	Elected Governor – Dover	SAn
Chris Wells	Partnership Governor – Council	CWe

IN ATTENDANCE:

Natalie Yost	Director of HR and Engagement	NY
Phil Cave	Director of Finance	PC
Alison Fox	Trust Secretary	AF
Anne Neal		
Amanda Bedford	Committee Secretary (minutes)	AB

APOLOGIES

Reynagh Westcar-Jarrett
Eunice Lyons-Backhouse
Mandy Carliell
David Bogard
Robert Goddard
Michael Lyons
Debra Teasdale

	ACTION
CHAIR'S INTRODUCTION AND UPDATES PCa gave updates on the following item and took questions from Governors on the issues raised. <u>Recruitment for the Trust Chair vacancy:</u> there had been a lot of interest expressed, although not all the candidates had followed through. Many candidates recognised the level of challenge the Trust was facing and that the role would therefore require more time initially than the three days a week stated in the candidate pack. PCa agreed with this assessment; he was currently working closer to four days a week.	

PCa said that he had suggested to the CoG Nominations and Remuneration Committee (NRC) that the timetable for the recruitment be slipped and the vacancy closed in the New Year; which had been agreed. This would give more time to talk with interested candidates and ensure that the field was as wide as possible. Lead Governor: PCa said that he would like to introduce the practice of meeting with the Lead Governor once a month, with the Council's agreement. AB noted that the Lead Governor role was on the agenda for the Public Council meeting on 11 January 2018. MLo welcomed the suggestion; from her experience this was needed as there was little point in having the role without having a function to act as a conduit between the Chair and the Council. She suggested that the Lead Governor needed to be able to canvass views of governors in advance of meetings, provide feedback and help to resolve issues informally to ensure Council time was put to good use. Joint Non-Executive Director (NED) and Governor visits: PCa said that he would introduce a structured programme of joint visits to wards and departments by NEDs and Governors. The visits would be an opportunity for engagement and would be announced in advance. PCa suggested that some training would be provided by way of tips and techniques to use to keep the visits focussed. These would be separate from the Ward Peer Review visit programme that the Governors had also been invited to be part of. MLo said that it would be important for the purpose of the visits to be clearly defined. PCa said that it was important for Governors and NEDs to demonstrate that they were in touch with the organisation and engaging with patients. Such visits were often an opportunity to pick up minor issues which could easily be resolved. MWa noted that the Council had previously been involved in this type of visit programme and that this had worked well. The Lead Governor role had been more extensive in the past which, again, had been successful. CWa questioned whether the NEDs would have time to engage in the visit programme given the concerns raised by them in the past about the calls upon their time. PCa said that the NEDs had not talked with him about the pressures on their time and he felt that they would wish to engage with the process, which he expected to take up one day a month. CWe commented that site visits were seen as good practice for school governors. PCa invited questions on other topics; none were raised.	
STP DEVELOPMENTS PCa explained that NY was doing the presentation on behalf of Liz Shutler, as she was on compassionate leave. Anne Neal attended for the item. NY went through the presentation, which has been appended to the meeting records; hard copies were provided at the meeting. The following issues were raised in the discussion.	

• NY confirmed that there were no plans for funding via a Private Finance Initiative (PFI). • CWe noted that there were elements of the hurdle criteria which were outside of the Trust's control. Also, the offer made for providing a hospital shell was dependent on KCC agreeing to the terms involving planning permission for housing. NY confirmed that the hospital shell option had not been taken through the same hurdle criteria; legal advice was that the option had to be fully considered. PCa noted that due diligence has been discussed by the Trust Board; there was a lot of work still required to understand the full impact and implications for the hospital shell option. This included the costs involved in fitting the shell out. • NY confirmed that there was a further hurdle process to be undertaken before options were taken to public consultation. • MLa commented that it was likely that a request for judicial review would be made whatever option was chosen, which highlighted the importance of following due process. The Council needed to gain assurance that due process was being followed. • PBu noted that it was important for the Trust to ensure that in communications with the public information was clear about the care outcomes from each option. Education was key – the public needed to be made aware of which options were preferable from a clinical basis, and why. NY confirmed that this was the focus of the Trust's communication plan. • NY clarified that the cost of building a new hospital had originally been estimated at £700M; this fell to around £250M if the hospital shell was provided. • NY noted that the outcome of the public consultation had to be taken into account when the decision was made on the way forward. It was not binding on the CCGs and NHS England to act on the outcome. The purpose of the consultation was to gather public views and take these into account in the final discussions. • AN confirmed that the numbers of nursing home beds was an important part of the process to develop the options for consultation.	
OPERATION PLAN PC went through the presentation, which has been appended to the meeting records; hard copies were provided at the meeting. PC noted that he would bring further updates to the Council at the meetings scheduled for 11 January, 15 February and 29 March. The following issues were raised in the discussion. • PC confirmed that the Trust was mitigating both the financial and quality risks associated with meeting CQUINS targets. • MLo commented on the welcome positivity within the presentation. PC said that the Trust had made significant progress with recovering its financial position, especially when compared with the national picture. It was his intention to be clear with Council about the financial situation and provide sufficient granularity for them to gain assurance that they have a full and clear understanding of the financial position. • PBu commented that the Trust had been contending for many years with underfunding; he wondered whether any of the options within the STP were realistically financial viable. PC said that once a decision was taken there would be opportunities to consolidate financial planning and the	

potential for savings. More work needed to be done to fully understand the financial implications of the options identified. • PCa agreed that, in his view, the Trust had suffered decades of capital underfunding and this needed to be addressed. • PCa noted that steps had been taken so that Trust bank staff were now receiving rates of pay commensurate with those offered by other Trusts. This should encourage the trust's own staff to work in house when undertaking bank shifts. • PCa said that the plan for developing a medical school in Kent was gathering momentum. This was wholly independent of the STP options work. CWe noted that the two issues were being conflated in the public perception. • JSe commented on the issue of local care plans, that it would take three to five years to see any impact with the evidence base suggesting this would be minimal. PCa said that the Trust would be working with the CCGs on this issue and would only accept change with an evidence base. • MLo commented on the importance of having a good narrative to attract staff to work in Kent. PCa noted that 50 consultants had started work with the Trust in 2017, which was very good progress. It was agreed to invite Sandra le Blanc to speak at a future meeting. **ACTION: Sandra le Blanc to be invited to speak at a Council meeting on the work done to attract staff to work in Kent.** PBu commented that making a success of the Cultural Change Programme would be key to attracting staff to Kent. • RDe asked that more care be taken to avoid the use of acronyms in reports. **ACTION: ensure that all acronyms are defined at first usage in reports.**	
ANY OTHER BUSINESS <u>Emergency Director Appointment:</u> MWi referred to a recent news report from KCC about the appointment of an emergency director who would be trouble shooting in relation to health care during the winter. The drafting had been unhelpfully imprecise with negative connotations for the Trust.	

Date	Type	Time	Location
2018			
11 January	Full Council	09.30 12.00	TBC
15 February	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
29 March	Full Council	09.30 12.00	TBC

EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST
COUNCIL OF GOVERNORS MEETING (PUBLIC) 11 JANUARY 2018

ACTION POINTS FROM THE COUNCIL OF GOVERNORS MEETING (PUBLIC) HELD ON 21 SEPTEMBER 2017

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
OUTSTANDING ACTIONS FROM PREVIOUS MEETINGS					
03/17 19/17 31/17	30.03.17 15.06.17 21.09.17	**Minutes of the previous meeting:** a report on the number of beds occupied for non-clinical reasons, and who should pay for them, to be updated at each meeting.	AB	15.06.17	Update: 15 June – this data is collected as an annual snapshot and not provided on a regular basis. There is no mechanism for the Trust to reclaim the cost within the local health economy, hence the importance of partnership working. Noted at meeting: summary data to be presented at Council meetings on beds occupied for non-clinical reasons. Update 21 September: at meeting – LS to include the figure in the IPR so it was available to governors on a regular basis. **Update 11 January 2018: data now included.** **Propose: close action**
17/17 31/17	15.06.17 21.09.17	**Apologies for absence and declaration of interest:** The Chair, MK and AF to discuss what the requirement is for staff governors to attend Council meetings and how to enable their line managers to support this.	NCo	Next meeting	Update 21 September: this forms part of the Trust's special leave policy and the Trust Secretary is working with HR to review and update the agreement. **Update 11 January: policy to be confirmed at Staff Committee, to be updated at meeting.** **Ongoing**
21/17 31/17 33/17	15.06.17 21.09.17 21.09.17	**Trust Chair's report:** NCo to meet with each Governor to discuss what they believed the priorities for Council should be for 2017/18.	NCo	Next meeting	Update 21 September: meetings have taken place and outcome to be presented at the meeting. **Update 11 January 2018: report presented at meeting, revised version circulated to Governors post meeting.** **Propose: close action**

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
27/17 31/17	15.06.17 21.09.17	**Any other urgent or important business:** provide a report to Council on the effectiveness of the Vanguard.	MK		Update 21 September: at meeting **Update at 11 January 2018: presented at development session held on 2 November 2018.** **Propose: close action**
ACTIONS FROM THE LAST MEETING HELD ON 21 SEPTEMBER 2017					
31/17	21.09.17	**Matters arising:** share Nigel Mansley's review of Finance Board papers with Governors.	AB		**Update 11 January 2018: draft circulated to Chair and Chief Executive.**
35/17a	21.09.17	**Chair's report:** circulate report to Governors post meeting.	AB		**Update 11 January 2018: report circulated.** **Propose: close action**
35/17b	21.09.17	**Chair's report:** seek clarity on how governors could be involved in the STP sessions looking at access.	LS		**Update 11 January 2018: no further sessions available.** **Propose: close action.**
36/17	21.09.17	**MECC Chair report: Governors to provide feedback to Matt Williams re 2017 AMM.**	All governors		**Update 11 January 2018: comments received and fed into MECC meeting on 4 December.** **Propose: close action.**

REPORT TO:	**COUNCIL OF GOVERNORS' MEETING**
DATE:	**11 JANUARY 2017**
SUBJECT:	**REPORT FROM CHAIR OR THE NOMINATION AND REMUNERATION COMMITTEE**
REPORT FROM:	**PHILIP WELLS, Elected Governor, Canterbury COMMITTEE CHAIR**
PURPOSE:	**Discussion**

EXECUTIVE SUMMARY

This report summarises the action taken by the Council of Governors' Nominations and Remuneration Committee (NRC) manage the recruitment process for appointing Chair to the Trust following the resignation of Nikki Cole at the Council of Governor's meeting on 21 September 2017.

LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision:** Provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.

RECOMMENDATIONS AND ACTION REQUIRED:

The Council is asked to note the contents of this report.

Background

At the Council of Governors' meeting on 21 September 2017 it was agreed that NHS Improvement (NHS I) would be approached to provide assistance to appoint an interim Trust Chair. The CoG NRC were tasked with taking forward the process for making a permanent appointment as quickly as possible.

The Committee met on 20 October to agree the details of the recruitment process. The Interim Trust Chair, Peter Carter, attended the meeting and Frank McKenna represented Harvey Nash, the consultants contracted with the Trust to support senior officer recruitment. The Council was updated on the outcome of that meeting by email on 1 November; copy at Annex A for reference.

At that meeting the Committee spent a lot of time looking at the candidate pack and made a number of recommendations. These were incorporated into a revised draft which was agreed by the Committee virtually. It was also agreed that the interviews would take place either before or after Christmas dependent on the level of response to the advertisement. It was recognised that the challenges facing the Trust were likely to impact on level of interest shown.

In December the decision was taken that the interviews should take place after Christmas with the shortlisting meeting scheduled for 15 December 2017 and the interviews for 10 January 2018. However, on 11 December Frank McKenna advised that the vacancy should be kept open for a further four weeks; while there had been a good response to the advertisement, the extra time would provide an opportunity for more candidates to come forward and for further discussions with existing potential candidates. On 12 December I sought agreement from the CoG NRC to extending the vacancy; this was provided unanimously.

Peter Carter updated Governors on these developments at the Council of Governors' meeting held on 15 December, explaining in more detail why the extensions was deemed to be sensible. A key factor was the recognition that the Trust Chair role would be a demanding one, as the organisation worked to improve performance and move out of special measures, and therefore likely to require a greater time commitment than stated in the candidate pack.

New dates have now been set with the shortlisting due to take place on 16 January 2018 and interviews on the 30 January. A stakeholder event is being planned for 29 January to give Board members and the Council an opportunity to meet the candidates to be interviewed. If a successful candidate is identified at interview, the Council will be asked to agree the appointment virtually. As with recent NED appointments, the successful candidate's CV will be circulated together with a summary from the Chair of the CoG NRC giving the reasons for the proposing the appointment to Council. The virtual decision will be recorded at the Council meeting scheduled for 29 March 2018.

Annex A

Email from Chair of CoG NRC on 1 November 2017

Dear Governors,

The CoG NRC met on 20th October; the papers for the meeting were circulated to all Council members. Given the urgency of some of the items discussed, I thought it would be sensible to provide a summary report of the proceedings prior to my full report to Council on 11th January.

Members of the Committee present were myself, Margo, Reynagh, Paul Curd and Junetta. Plans for Sarah and Debra to call in to the meeting unfortunately failed; both were travelling and were caught up in delays so were unable to stop when planned. John Sewell and Michèle Low attended. From the Trust Peter Carter, Colin Tomson, Alison Fox, Andrea Ashman (Deputy Director of HR) and Twyla Mart (HR) were present. Frank McKenna from Harvey Nash, the consultants supporting the recruitment, was in attendance.

The major item for the meeting was the appointment process for the Trust Chair vacancy. The Committee discussed the contents of the draft candidate pack and provided Frank McKenna with detailed feedback. HN have used these to produce a final draft of the pack in conjunction with Peter, Alison and Sandra le Blanc. The draft has been seen and approved by the NRC members; it is attached here, for information.

The timeline for the recruitment process was discussed and it was agreed that two interview dates would be pencilled in to diaries. If a strong field applied early then interviews would take place before Christmas. Otherwise a date in the week beginning 8th January would used. This would allow for a balance to be achieved between completing the recruitment as quickly as possible while giving sufficient time to attract a good field of candidates.

The interview panel will consist of three governors (including myself as the NRC chair) and Peter Carter, plus two independent assessors who will not have a vote on the appointment. NHS I will be invited to provide one of the independent assessors. Sandra le Blanc and a representative from Harvey Nash will support the panel. The Governors from the NRC who will join me on the panel will depend on availability – all committee members present have expressed an interest in being involved and we have good range of experience to call on. As per the procedure, all members of the CoG NRC will be involved in the shortlisting meeting. Harvey Nash will be providing regular updates on progress once the vacancy opens.

As with the recent NED appointments, the Council will be asked to virtually agree the appointment of the preferred candidate following the interviews, providing the relevant CV and an explanation of the Panel's reasoning. If the final timing of the interview day allows, it may be possible for the Council to consider the NRC proposal at their meeting on 11th January 2018.

The Committee also had a brief discussion about the recruitment process for Colin Tomson's replacement and a fuller report on this discussion will be included in my report to Council on

11 January. Colin provided some insightful suggestions on the expertise and experience which we should be looking to add to the Board.

You will have noted from the agenda and papers circulated prior to the meeting that the opportunity was also taken for the Trust to provide an update on the process for the recruitment of a Chief Executive. The governors present were able to feed back their views on the plans to involve the Council in this process. Peter will be updating you on the recruitment plans.

I hope colleagues have found this useful.

Kind regards

Philip Wells, Chair CoG NRC

REPORT TO:	**COUNCIL OF GOVERNORS' MEETING**
DATE:	**11 JANUARY 2017**
SUBJECT:	**REPORT FROM THE CoG MEMBERSHIP, ENGAGEMENT AND COMMUNICATIONS COMMITTEE**
REPORT FROM:	**MATT WILLIAMS COMMITTEE, CHAIR**
PURPOSE:	**Discussion**

EXECUTIVE SUMMARY

Since my last report to the Council, there has been one meeting of the CoG Membership, Engagement and Communications (MECC) Committee, held on 4 December 2017. As Chair I have also attended the de-brief meeting following the Annual Members Meeting. This report summarises the key items of business discussed.

A report on Membership engagement and communication was presented to the meeting for the first time. This is provided at Annexes A and B to this report as it is a useful summary of Governor/Member activity. The Committee agreed at the December meeting that the report should become a regular item on their agenda.

LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision:** Provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.

RECOMMENDATIONS AND ACTION REQUIRED:

The Council is asked to:

- Note the outcome of the discussions around Staff Governors and engaging with Staff members.
- Agree the priorities for taking forward the Membership Engagement and Communication Strategy during 2018.
- Agree the principle of expanding the new Annual Members Meeting to a wider engagement event.
- Agree to re-instating Member and Public engagement Events.
- Note the process for agreeing membership of wider Trust Groups.

Background

The report on Membership engagement and communication with members provides the Council with a summary of feedback received from members and the engagement activities undertaken by governors. The document formed a helpful basis for discussions at MECC about possible trends in feedback and to monitor plans for engagement with members.

The latter was one of the key items that MECC considered, focussing on staff engagement – with three of the four staff governors present. The discussion around the role of staff governors, and the potential overlap with union representatives, was lively and touched on

the problems staff governors have in defining their role and in making contact with their members. Four particular areas were highlighted to bring to the attention of the Council.

- The need for the Trust to be clear about the time staff governors have to undertake their duties.
- The role of staff governors in relation to consulting on strategy.
- Raising the profile of staff governors within the Trust.
- The need for the Trust to continually review of how it values its staff.

Other staff governor issues discussed included: linking staff governors to specific sites, possibly on an informal basis; ensuring that staff membership is covered well within trust induction; achieving a balance between signposting staff to the proper processes to help resolve issues and sharing the intelligence generated by such contacts with the Council. Keith Palmer, NED, was present at the meeting and undertook to raise these issues at an appropriate Board meeting. It was also agreed to arrange a meeting between the Staff Governors, myself and Natalie Yost to discuss communication.

Another item which generated a lot of discussion was progress with the Membership Engagement and Communication Strategy and where resources should be focussed in the forthcoming year. It was proposed that priority would be given to: working on the Annual Members Meeting (AMM); supporting Governors to be out and about and engaging more with the public; recruiting members from hard to reach groups to improve representation in these areas; and developing use of social media by the Council in communicating with members.

The priority for working on the new AMM came from the discussion the Committee had about the 2017 event and feedback from the de-brief session with the project team which managed the event. Council may recall that I attended these meetings to represent the Council. The MECC made a range of constructive comments about the 2017 AMM, including comments submitted in advance by non-MECC governors, which centred on the view that the meeting lacked a proper focus and needed to be 'managed' better.

I reported to the MECC that the project team feedback session had resulted in a suggestion that the 2018 AMM could be better utilised as a way of engaging with the public and members. It was suggested that it could be a full or half day public engagement event, which would include a formal meeting section so that the statutory requirements could be met.

The MECC considered this suggestion and supported the idea. This included holding the event on Trust premises and the possibility of video conferencing the formal meeting across the three sites was proposed - this was seen as a positive step in many ways, including tackling the perennial problem of the location of the meeting given the geographic spread of the organisation. The idea is to create a public engagement day that is highly publicised and allows the public, members and staff to drop-in through the day. It may include workshops and lectures and would have an area with stands for the Trust to showcase services. It is hoped that the Council will support the idea of expanding the AMM into a larger engagement event.

On a similar thread, the MECC considered the proposal to re-instate Member Engagement events. These would be held across the Trust's area with members invited to hear presentations on interesting subjects by Trust staff – it was suggested that sepsis might be a good topic to start with. These events have been successful in the past and significantly increase engagement with the public. If agreed by the Council, the plan is to start these in March or April. As they would take place on Trust sites there would be minimal cost involved

and they would represent an excellent opportunity for governor engagement with the public, especially if tea and coffee was served before and after the session.

At the last Council meeting it was agreed that MECC would co-ordinate involvement in wider Trust groups when requests were made for public representation, as opposed to patient representation). At the MECC meeting it was agreed that such requests would be made by providing the terms of reference for the group and a brief summary of the reason for seeking public representation.

Any requests would then be circulated to all Governors, asking for volunteers to join the group; if more than one was forthcoming then the selection would be based on skills and experience. The process would be a virtual one with the audit trail provided via this report. At present there is one request going through the process; for Governor representation on the Trust's Patient Experience Group.

East Kent Hospitals University NHS Foundation Trust

REPORT TO:	**CoG MEMBERSHIP ENGAGEMENT AND COMMUNICATIONS COMMITTEE**
DATE:	**4 December 2017**
SUBJECT:	**MEMBERSHIP ENGAGEMENT AND COMMUNICATION SUMMARY**
REPORT FROM:	**GOVERNOR AND MEMBERSHIP LEAD**
PURPOSE:	**Discussion**

EXECUTIVE SUMMARY

This paper is designed to provide a summary of the Governors' engagement and communication activity since the last meeting. If the Committee find it helpful, it is suggested that this becomes a regular item on the agenda. It can be developed to meet changing needs.

LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision**: provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.

RECOMMENDATIONS AND ACTION REQUIRED:

Members are asked to:

- review the data presented, with particular reference to:
    - Membership numbers,
    - Identifying any themes or trends in issues being raised by members and the public,
    - Content of the next Governor Newsletter;
- discuss re-instating a Member Events Programme; and
- decide whether like this paper should be a regular item on the agenda.

BACKGROUND

Membership numbers – public

The following section is intended to provide a picture of the changes in membership since the last meeting. It is important to note that these are snapshots – they show the membership at the time the data is pulled.

Care needs to be taken when interpreting the figures. For example, the table below suggests that the increase in membership in the period is 77 (11340 – 11263) yet the number of members added in period was 102. This is because 77 is the net movement,

taking into account members who have left.

As the management of the database strengthens, it will be possible to provide more detail within this section.

Current number	**Number reported at last meeting**	**Number reported a year ago**
As at 1.11.17	As at 1.8.17	As at 1.11.16
11340	11263	11509

Recruitment Activity

- There have been no recruitment focussed events since the last meeting.
- The volunteers who were not already public members were added to the database during this period.
- There have been a small number who have joined via the web-link.

Between 1 August and 31 October 102 members have joined. The constituency, gender and age breakdowns are given below.

Constituency:

- Ashford – 17
- Canterbury – 19
- Dover – 9
- Shepway – 27
- Swale – 3
- Thanet – 25
- Rest of England & Wales - 3

Gender:

- Female – 75
- Male – 27

Age:
As the details from the volunteers did not always include data of birth, the breakdown on age only covers 27 new members:

- 16 – 20 : 3
- 21 – 30 : 6
- 31 – 40 : 1
- 41 – 50 : 2
- 51 – 60 : 3
- 61 – 70 : 5
- 71 – 80 : 7

Communication

The following communications were sent to public members since the last MECC meeting:

- October Governors' Newsletter – there were no responses from members.
- On 27 October the Trust sent out an electronic message to members about A&E waits improving. Four replies were received from members; these were acknowledged and, if required, an answer was provided.

- On 24 November the Trust sent out an electronic message to members about the STP developments. One member responded and Communications will be replying.

See Annex A for details of member replies.

Looking forward:

- The December Governors' newsletter is planned to go out mid-December, as per the email sent to Committee members on 14 November advising of the planned content. The articles to be included are:

    - Intro message, including season's greetings and an apology about circulation problems (the firewall for some email addresses is stopping the message reaching members – this has been addressed)
    - Piece on the elections
    - Trust awards – focussing on involvement of governors and emphasising the good work being done in the Trust.
    - Article from Reynagh on being a governor for 9 years
    - Partner article from Paul Curd on his first year as a governor
    - STP article
    - Member events
    - Word of the edition: Nuclear Medicine
    - Dates for the diary – meet the governor etc
    - Any membership linked items arising from the MECC meeting on 4 December
    - Update on charities work – quiet room and bereavement rooms have been opened recently

- There will be a number of communications with members in relation to the 2018 elections. The notification of the elections to be issued on 14 November and the notice of the polls and issue of ballot packs will go on 26 January. The website will contain information about the elections and links to the election provider's site - UK Engage. The communication plan for the public members includes a reminder going out electronically calling for members to stand for election and, later, encouraging members to vote. Similar information and reminders will be included in the Trust's Staff Communication plan for the coming months.

Engagement

Feedback from members:

The log of contacts from public members since the last meeting is at Annex B. This also includes updates on any contacts which had not been resolved at the time of the last meeting.

Meet the Governor

Since the last meeting there have been 'Meet the Governor' events at KCH, QEQM, Buckland and RVH. For the RVH session, a member called in advance to book time with their Governor, John Sewell. The high level summary log for these sessions is at Annex C. Also provided is a summary of the issues raised.

To make best use of the information from these sessions, going forward the notes taken on the comment forms can be transcribed and provided as an annex to this paper.

Visits update

In the summer an invitation was sent to 92 community groups offering a Governor as an event speaker; there were nine responses. Discussions around dates are on-going with four

groups and these should take place in the New Year. A date has been set with the Ashford Diabetes support group for June next year. The remaining groups have been asked to suggest dates and further contact is awaited.

Recent events in the Trust have meant that the work on promoting these visits and making arrangements has not progressed as quickly as planned. This will be addressed over the coming weeks as more administrative support becomes available.

Virtual Panel

Over 300 FT public members have signed up to work on the 'Virtual Panel' to assist the Trust in making sure that written information is presented well and easy to read. Draft documents are sent to panel members for comment and these are then fed back to the author. Annex D provides a breakdown of the work of the panel since the start of the year.

Ward Peer Review Visits

The schedule of visits up to the end of March 2018 has now been circulated. The following governors have received, or signed up, for the training session: Eunice; Matt; Paul Durkin; Philip Wells; Junetta; Sarah; Paul Curd; Bob; Reynagh; John and Marcella.

Going forward, a summary of visits made in period can be provided via this report.

Governors on wider groups

This section will be used to provide brief reports from Governors who sit on wider Trust Groups, in their capacity as a governor.

Events

The Annual Members Meeting took place on 7 September and will be covered elsewhere on the agenda.

There have been no other events since the last meeting when Governors had the opportunity to engage with members.

Proposal:

The Committee is asked to consider whether they would wish to look into re-instating a Member Events programme. This would be a rolling programme of meetings for members and the public where members of the Trust staff provide a talk on a chosen topic, such as Sepsis. The session would be planned to include refreshments before and after the talk to give an opportunity for Governors to engage with members and promote membership. The events would take place on Trust sites so the cost would be minimal.

If this is agreed, it is suggested that the programme should commence in the Spring when the weather improves.

Annex A

Response from member to Trust email about A&E waiting times

1.
The problems in East Kent will never improve all the time there is an attempt to maintain the status quo.

Canterbury cannot be maintained as an acute hospital.

Any new hospital should be near Dover. Any plans should revise the work undertaken in 1997/8

2.

Thanks, May i respectfully ask that the flu immunisation includes the policy of nasal flu vaccination for children , advice for health care workers etc

No mention about the interface between EKHUT care and primary care out of hours series

3.

Are you still “waiting” for improvement ? Or are “waits” improving?!

Rather confusing/ misleading title!

(learn from Lynne Truss)

Having waited over 12 hours in WHH in August I am really interested.

4.

Thank you for the communication below. Thank you for all the efforts of your staff to improve services. They are much appreciated by patients and I realise your task is very challenging. Good luck with recruiting staff as I know this is not easy in Kent.

Best wishes to all,

Response from member to Trust email about the STP

Sir,

It appears that the that the people making these decisions have not looked back at the history of the present arrangement for A & E in East Kent. Several years ago a number of people died after an accident at Ramsgate Port. A contributing factor in the deaths was the time it took the ambulances to travel between Ramsgate and Canterbury Hospital. Since then some improvements have been made to the road but at the same time the traffic has increased considerably.

The populations of all three centres are increasing and the census figures quoted are often misleading, for example the Canterbury figures often include student numbers. While many of the immigrant population in Thanet do not for many different reasons fill in the census forms.

I think the bribe being offered by the developer in Canterbury for the new hospital should be taken up as the present site is far from satisfactory and the people of Canterbury deserve better. However I think some thought should be given to the problems that the residents of Ashford and Thanet will have travelling to Canterbury and also the expected increase in population of in East Kent over the next 10 years.

The suggestion that more people will be treated at home in the future I find amazing. I have recently had a stroke, while the care from Social Services at home was brilliant, I did not receive the Physiotherapy package promised and was assessed two months after leaving hospital.

If this is the kind of home treatment to be expected I fear for the future.

Meet the Governor Summary **ANNEX C**

DATE	NUMBER	Excellent	Good	OK	Poor	V. poor	CONCERNS	Know about M'ship	Member forms completed	Additional notes
FEB	3	1	2				2			
MAR	3		2				0	1		
APRIL	18	5	9	4			0			
MAY	12	5	2	5			0	2		20 others interviewed as a group
JUNE	0						0			Quiet day so no public interviews, one governor and spoke with staff
JULY	2	1	1				0	1		One person came because date was in Gov. Newsletter.
SEPT	20	8	8	3	1					
OCT	22	6	12	2	1	1				
NOV	5	N/A	N/A	N/A	N/A	N/A		N/A	N/A	Forms not used. All interviewees complimentary.
NOV	1	N/A	N/A	N/A	N/A	N/A	1	N/A	N/A	Problems with Governors reaching venue. Only one contact - pre-booked by member

Issues raised

	Staff levels	Appt locations & signage	Appt times	Waiting times A&E	Wait for Out pt. Appt	Touch screen	Staff attitude	Reception queues	More toilets	Car parking	Comms	Wheelchair availability	Nutrition	Care of pts. with Learning difficulties
KCH	1	5		1	1	3	1	1	1	3	1			
QEQM	4	2	1				2			3		1		
B'land										1 staff			1 visitors	
RVH													1 in-pt	1

Annex D

Virtual Panel

Document	Date Sent	Members contacted	Number Responded
CFS and Physiotherapy	27.02.17	49	11
BPPPV	27.02.17	50	1
Antenatal Perineal	21.03.17	49	8
Holiday Haemodialysis	21.03.17	49	4
Smoking and Pregnancy	21.03.17	49	4
Skin Cancer Discharge	07.04.17	50	5
Flexible Cystoscopy	02.05.17	50	7
Travelling to Dialysis	02.05.17	50	6
Coeliac Plexus	02.05.17	50	4
Medical Branch Blocks	02.05.17	34	1
Vertebral Fractures	11.05.17	50	2
KCPM RFD	11.05.17	49	3
Sacroiliac Joint Injections	11.05.17	50	15
Shepway While You Wait	01.06.17	50	6
ITU Rehab	01.06.17	50	7
Tunnelled Dialysis Line	23.06.17	49	5
Upper Limb Wound Care	17.07.17	49	7
Ankle Foot Injury	10.08.17	49	5
Nose Bleed	10.08.17	49	2
Eye Injury	10.08.17	49	5
Pulled Foot Child	10.08.17	16	5
SLNB	18.08.17	48	4
Chest Injury	12.09.17	50	3
Febrile Convulsions	04.10.17	50	0
Injured Hand	04.10.17	50	3
Knee Injury and exercises	04.10.17	50	4
Back Injury	01.11.17	25	3
Wound Care	01.11.17	25	3
Contrast Baths	01.11.17	25	3
Use Of Crutches	01.11.17	31	6
Metacarpal Fracture	30.11.17	45	
Fractured Clavical	30.11.17	45	
Mallet Finger	30.11.17	45	
Neck Injury	30.11.17	45	
Pre Tibial Laceration	30.11.17	45	
Radial Head Neck Fracture	30.11.17	45	
Torus Buckle Fracture	30.11.17	47	

CoG 02/18 Annex B: Contact with members

Date	Type		Source	Closed	Governor Link	Description	Outcome
August							
1 reply - 14	email		Member	170811	Junetta Whorwell	Concern about specialist services being delivered in GP surgeries taking work away from the Trust.	Liz Shutler provided a reponse for Junetta to send, which she and member were happy with.
6	GOVQ e		Member	170811	Paul Curd	Request to meet with Paul to discuss equality isues and accessible information standard	Paul met with member on 11 August who was satisfied with the contact. Some further contact made to request help with appointments. Assistance provided.
September							
4	Meeting		MECC	171126	Marcella Warburton		Marcella gave a brief report at the September MECC about issues which had arisen when a member of the SERCO reception team had been on leave. She sought assurance that there was a process for complaint calls from the public to be escalated so that action was taken if the events were ongoing. Some assurrance provided at the meeting; details of the issue of briefing SERCO staff correctly were forwarded internally.
October							

9	GOVQ e					Query about the location of plaque commemorating Dr Gertrude Toland, presented by the Rotary Club of Dover.	Search is being undertaken, plaque not yet found.
26	email		Member	171023		Formal complaint submitted, no reply sent. Asked for Governors to take action.	Explained gov. cannot become involved in indevidual complaints but the details would be logged so they were aware. Contacted PALs: resposne letter about to go, confirmation received from CEO's office that the letter had been sent. No further contact received.
10	email		Member			Putting on an event, wants clinical support.	Request made to member for more information, no reply received as yet.
5	email		Member	171006	Margo Laing	Member copied Margo in to a complaint email about her husband's treatment in A&E.	Details passed on to clinical team; Sally Smith involved. Being taken forward as a complaint.
November							
6	email		Member	171109	Sarah Andrews	Patient waiting orthopaedic operation for complex leg breaks. Op cancelled multiple times	Medical Director's team advised: operation went ahead. Member put in touch with relevant Matron to talk through issues. Confirmed he was content.

1	email		Member	171109		Member wanting confirmation she is still on the membership database	Apologies provided as member was not on the database. Ways to sign up again provided. No way to determine how she may have been lost.
1	email		Member EK news	171101		Complaint about x ray	Passed to PET for action. Further contact on 27 November, PET asked to respond.
1	email		Member EK news	171101		Complaint about A&E	Passed to PET for action.
1	email		Member EK news	171101		Complaint about A&E	Provided for information only so NFA

REPORT TO:	**COUNCIL OF GOVERNORS' MEETING**
DATE:	**11 JANUARY 2918**
SUBJECT:	**CHIEF EXECUTIVE'S REPORT**
REPORT FROM:	**DEPUTY CHIEF EXECUTIVE**
PURPOSE:	**DISCUSSION**
EXECUTIVE SUMMARY The report provides the Council with an update on current, key issues. It will be presented by Liz Shutler, on behalf of the Chief Executive.	
LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision:** Provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.
RECOMMENDATIONS AND ACTION REQUIRED: The Council is asked to note and discuss the report.	

1. STP Update

1.1 The Acute and Emergency Care strategy in Kent and Medway STP is now moving forward at pace.

1.2 The medium list of potential options for Acute and Emergency Care in east Kent was published in November 2017 and discussed at length at the Council of Governors meeting in December. Work is now underway on the detailed evaluation of both options.

2. Stroke Update

2.1 Stroke services across Kent and Medway have been under review and work is progressing to reach a short list of options that will go forward for public consultation.

2.2 Over 3,000 people whose nearest hospital is in Kent and Medway (K&M) have a stroke every year. Although hospital staff in K&M provide the best service they can, the way stroke services are set up currently, along with a national shortage of specialist staff, mean local hospitals do not consistently meet the national standards for clinical quality. Only one of the seven hospitals currently meets the national standard of regularly treating more than 500 stroke patients a year. Providers have struggled to meet the quality standards of the national Stroke Sentinel National Audit Programme (SSNAP): Most Trust scores are below average and although there have been some improvements since June 2014, this has been slow and is inconsistent. This data shows that at best, only 60% of patients are directly admitted to a stroke unit within four hours and only 70% of patients are seen by a stroke consultant or stroke nurse within 24 hours.

2.3 In response to these challenges, the eight clinical commissioning groups (CCGs) in K&M (plus two CCGs outside K&M whose populations use stroke services in K&M) have been working together on the Stroke Review since late 2014. The ambition of the Stroke Review is to deliver clinically sustainable, high quality stroke services that are accessible to K&M residents 24 hours a day, seven days a week. The new model of care will:

- deliver improved quality of care, patient experience and patient outcomes;
- fulfil the best practice recommendations as set out in the National Stroke Strategy 2007; and
- support the sustainability of K&M stroke services by consolidating hospital stroke care.

2.4 To deliver this ambition, the CCGs are proposing the creation of hyper-acute (HASU) and co-located acute stroke units (ASU). A set of hurdle criteria were used to establish the optimal number of stroke units and concluded that three sites in Kent and Medway were needed. Three sites can deliver the activity requirements, meet an access standard of 60 minutes for 95% of the population and are considered deliverable from a workforce perspective. A medium list of thirteen three-site options emerged from the hurdle process. The thirteen options are being evaluated against a set of evaluation criteria developed by clinicians, professionals and the public to reach a short-list for consultation.

2.5 A pre-consultation business case will be submitted to NHSE and NHSI for approval prior to public consultation.

3 Vascular Surgery Update

3.1 Vascular surgical services in Kent and Medway are currently provided by Medway Foundation Trust and East Kent Hospitals University Foundation Trust.

3.2 In December 2014, NHS England Specialist Commissioning initiated a review of the vascular service provided by the current providers in Kent and Medway. This was followed by the publication of a detailed Case for Change for Vascular Surgery in Kent and Medway, which articulated the need to reconfigure Vascular services across Kent and Medway in order to meet the National Service Specification (NSS) and Vascular Society's Provision Of Vascular Surgery standards (VS POVs).

3.3 The main issues that were identified by the review included:

- the lack of a vascular network across Kent and Medway.
- individually, the number of people served by both East Kent Hospitals University NHS Foundation Trust (EKHUFT) and Medway NHS Foundation Trust (MFT) is below the 800,000 minimum which is recommended by the Vascular Society.
- at both trusts, the total number of some of the core index procedures is either borderline or below the recommended numbers.
- the number of consultants is currently lower than required. Consequently there is concern about being able to staff the vascular surgical and interventional radiology rotas 24/7 at both sites.

3.4 NHS England (South East) granted "a derogation" to both Kent and Medway Trusts so that they can continue to provide vascular surgical services even though they do not fully meet the national specification. As a consequence, both Trusts have been tasked with working together to find a sustainable, efficient and effective longer-term solution for vascular surgical services.

3.5 Following a detailed service review and option appraisal process, a preferred option has been identified and is awaiting formal ratification by NHS England. This will see the creation of a single arterial vascular centre, a single enhanced non-arterial vascular centre and other hub sites supported as non-enhanced, non-arterial centres.

3.6 The single arterial centre will be in East Kent located at the site chosen to be the Major Emergency Centre with Specialist Services. It will be the single hospital within the network that provides all inpatient care for both elective and emergency vascular care, providing all types of vascular surgery and vascular interventional radiology. The arterial centre will also provide a comprehensive vascular diagnostic and outpatient ambulatory care service for the local population. The arterial centre will be the only hospital in Kent and Medway that has full, 24/7, year round specialist vascular team on site to manage inpatient elective and emergency care and will also be the managerial centre for the network.

3.7 Medway Hospital (MFT) will become the enhanced non-arterial vascular centre and will form an integral part of the Network's future model of care. This will be resourced to provide local vascular services that do not require a 24/7 workforce presence or inpatient-based vascular surgical interventions. It will have an enhanced weekday presence of a specialist vascular team to support other acute services within the hospital. This hospital will have interventional radiology (IR) services to support day case vascular interventions and will also support the needs of elective non-vascular IR services.

3.8 A number of non-enhanced non-arterial hospitals across Kent and Medway will provide acute care to services (typically medicine, surgery, obstetrics) that at times will require on site vascular advice and will require direct contact links to the arterial vascular centre for 24/7 support for vascular advice and patient management.

3.9 The Vascular Programme Board is keen to secure wide agreement on the proposed model for vascular services in Kent and Medway. The business case has been sent to NHS England and will be presented to the STP Programme Board before final recommendations are presented to NHSE specialist commissioning for approval.

3.11 NHS England believes that there has been sufficient public and patient engagement over the past two and a half years and that formally consulting on the proposals would not have any additional value to the process. The final decision will be determined when the final business case is discussed at the Review Programme Board and at the Specialist Commissioning decision-making meeting.

3.12 NHS England Specialist Commissioning has committed to working with the two NHS Trusts and the Clinical Commissioning Groups to determine and address any financial issues related to implementation of the approved model of care.

3.13 The final solution for vascular services will be delivered through the Kent and Medway STP. Therefore it is critical that the two Trusts work formally as a Network to ensure vascular services are delivered as safely and sustainably as possible.

3.14 Focused work is now underway to set in place robust networking arrangements to ensure the two vascular teams are working collaboratively for the benefit of patients across Kent and Medway.

4. Background to the removal of acute medicine from the K&CH site

4.1 There has not been a full A&E service at the Kent and Canterbury Hospital (K&CH) since 2005 when services at the Trust were reconfigured. The A&E then became an emergency care centre (ECC) which dealt with minor injuries and minor illnesses and also accepted

certain medical emergencies on the K&CH site. Between 2005 and late 2015 the patients both conveyed to and presenting at the ECC increased both in number and case mix variety such that general surgical emergencies became increasingly common. Following an educational review visit in October 2015 this resulted in a mandatory requirement from Health Education England Kent Surrey and Sussex to re-structure the ECC into a GP led urgent care centre with an acute medical assessment unit adjacent. This involved changing the South East Coast Ambulance conveyance criteria, to ensure that only medical emergencies and emergencies relating to the onsite specialist services such as vascular and urology services were conveyed. These changes took place between December 2015 and July 2016 and were complete by 6th July 2016.

4.2 In March 2017 a further educational assessment visit from HEE and the GMC to the K&CH was expedited following issues relating to their educational experience raised by junior doctors working in urgent care and acute medicine at K&CH. This had arisen as a culmination of consultant staffing difficulties driven by national shortages in key areas of acute medicine. On the background of a substantive consultant staffing below establishment there was a loss of 2 substantive geriatricians to the community in Summer 2016; a temporary loss of 3 consultants to long term sickness absence since early Autumn 2016; and the loss of a further consultant to maternity leave. This was on a back of an inability to recruit to certain key posts such as healthcare of the elderly, stroke, endocrinology and acute medicine. This created a reliance on locum consultant staff creating difficulties with educational support and clinical supervision. Although HEE and the GMC acknowledged that there were no immediate patient safety concerns, the GMC concluded that the training environment at K&CH was no longer adequate for acute medicine training and that the relevant 38 training posts in medicine should be withdrawn.

4.3 Between April and the 19th June 2017 a single oversight group chaired by the Regional Director of NHSI and comprised of East Kent Hospitals University NHS Foundation Trust, Kent Community Health NHS Foundation Trust, Kent County Council, South East Coast Ambulance NHS Foundation Trust, Kent and Medway NHS Social Care Partnership Trust, the 4 CCGs, NHS England, HEE and the GMC met fortnightly to review and assess the preparedness for a change in the junior doctor designation and associated temporary service changes at the Kent and Canterbury Hospital. Medical trainees were removed from the K&CH site on the 19th June 2017.

4.4 The underlying problem remains the fragility of the consultant acute medical workforce across the three main hospital sites. The three hospitals are highly vulnerable to a lack of recruitment unless they transform to a 7 day emergency service with specialist in-reach with the depth of consultant and junior doctors. This can only come from a consolidation of the three acute medical services to a lesser number of sites. Whilst this is an integral part of the long-term strategy within the Kent & Medway STP plans the withdrawal of 38 medical trainees on the 19th June precipitated an emergency temporary cessation of the acute medical take at the K&CH site.

4.5 To achieve the temporary move of acute medicine work prior to the 19th June concentrated on improving discharges, reducing the number of medical outliers and reducing bed occupancy to enable flow through the A&E departments and reduce ambulance handover delays. By the 19th June bed occupancy had been reduced to 85%, the number of medical outliers was reduced to roughly 48/week and ambulance handover delays >15 minutes had also been significantly reduced.

4.6 Despite work to promote earlier discharge through implementation of the SAFER bundle, together with the quality improvement initiative led by 20:20, bed occupancy has risen to around 100% and outliers have more than doubled. This has been particularly apparent over the Christmas period. A snapshot of bed occupancy, medical outlier numbers and

discharges over the last week is shown below but it should be noted that this figure also includes elective beds and in reality acute bed occupancy is currently over 100%.

	22/12	23/12	24/12	25/12	26/12	27/12	28/12
Bed occupancy	93.2%	86.6%	87.7%	92.6%	97.%	96.6%	96.6%
Average number of medical outliers	50	53	62	84	111	112	105
Number of discharges	149	98	105	45	46	100	118

4.7 To reverse the temporary move of acute medicine the GMC would have to agree to re-establishing acute medical training on the K&CH site. To do that we would have to demonstrate that we could achieve 3 key things on the K&CH site:

- adequate consultant supervision of very junior doctors in their clinical practice
- delivery of quality GMC statutory education and training
- adequate trainee welfare and support for junior doctors

4.8 To achieve these would require resolution of the vacancy rate in medical consultant staffing for the K&CH site and a solution for consultant medical staff and junior medical staff support on the William Harvey and QEQM hospital sites to enable re-deployment of staff back to the K&CH site. Trust-wide the medical consultant vacancy rate is 28%. At the time of removal of medical trainees 7 of 17 consultant posts contributing to acute medical training at K&CH were vacant, currently 6 of these remain unfilled and only 2 consultants (both elderly care and one of these part-time) are providing inpatient care on the K&CH site. The remaining K&CH medical consultants contribute to care on the other 2 sites and provide some in reach specialty opinion to the K&CH site.

5 Winter Preparedness

5.1 Annually, the Trust has produced a Demand and Capacity Escalation Plan, in line with NHS England guidelines to support the co-ordination of 'winter pressures'. However, the need to proactively maintain patient flow and capacity issues are an everyday aspect of operational management across the Trust. The Board of Directors received the Demand and Capacity Escalation Plan at its December Board meeting held in public and a copy can be accessed on the Trust's website. http://www.ekhuft.nhs.uk/patients-and-visitors/about-us/boards-and-committees/the-board-of-directors/2017-board-of-directors-meetings/

5.2 Providing clear and simple escalation processes and communication channels enables our staff to understand 'where we are' at any time regarding our escalation status. The plan outlines the actions required operationally and corporately, to maintain patient safety and flow for each escalation position.

5.3 This Plan focuses purely on maintaining patient flow, predominantly in relation to the Emergency Department (ED) and Inpatient ward areas. Whilst this Plan covers the full escalation process from Green to Black (a Business Continuity situation), it does not describe the Command and Control structure required as part of Business Continuity, therefore this Escalation Plan should be used in partnership with the Trust and Divisional Business Continuity (incorporating Surge) Plans, once status Red/Black is reached. This plan contributes to the East Kent Whole System Surge Resilience Plan 2017/18.

5.4 The plan is prepared in accordance with NHS England South Escalation Framework which requires our Trust to identify how the organisation will determine its status (Green to Black).

5.5 The Plan outlines the baseline and contingency bed capacity available within East Kent Hospitals University NHS Foundation Trust (EKHUFT). It describes the process that the Trust has in place to manage severe capacity pressures at any time of the year, recognising that managing patient safety at times of increased escalation, will require the acceptance and mitigation of additional risks throughout the organisation. At each escalation status, individuals will be allocated specific responsibilities and will be accountable for delivering the specified outcomes. It clarifies the responsibilities of key staff when the Trust experiences capacity pressures and the co-ordinated approach required both site-wide and trust-wide.

5.6 The Trust has committed to the delivery of the objectives within East Kent Whole System Surge Resilience Plan 2017/18:

- To work with partners to reduce non-elective attendances to Hospital (both via Ambulance and patients that choose to self-present)
- To improve the management of ED performance utilising the estate strategy to improve streaming and clinical triage
- To reduce average non-elective length of stay
- To increase weekend discharges
- To balance discharge distribution across a 7 day period
- To reduce non-elective admissions
- To increase utilisation of Ambulatory Care services
- To reduce reportable delayed transfers of care (DTOC) across the whole system in line with recent nationally agreed stretch targets
- To improve overall service resilience by using the Good Practice Guide, Focus on Improving Patient Flow
- To enable robust communication and align provider responses to managing pressure within the local economy
- To provide sufficient bed capacity to manage non-elective activity across the year without impacting on elective activity.

5.7 It has also been confirmed that SHREWD (Single Health Resilience Early Warning Database) will be used by the Whole System to provide a live view of system pressures within individual organisations and horizontally across all providers, enabling data driven discussions and targeted actions to be undertaken (as confirmed by all Health and Social Care providers).

5.8 This Plan identifies the corporate strategy for operational management when capacity is predicted to fall short of demand. All staff without exception has a shared responsibility to ensure that at times of heightened emergency activity, patient safety is not compromised. It is vital that this Escalation Plan is adhered to and is seen to be the responsibility of all to follow the processes as described.

5.9 The principles which underpin this Plan and are set out below:

- Capacity is managed as a co-ordinated system across the Sites, especially within the Emergency Department and Ward areas.
- The clinical priority of the patient across all specialties is the key determinant of when and where patients are treated and cared for. This may mean that some urgent elective admissions are prioritised above emergency patients.

- Managing patients at the time of increased escalation will require accepting and managing additional risks across the organisation.
- We will ensure wherever possible that patients are treated in the right place, first time
- All staff are responsible and accountable for effective bed utilisation within their specialities. They must follow the relevant actions to avoid/minimise delays in admissions and discharges.
- Each ward is expected to have a minimum specified number of discharges on a daily basis (generated from their daily average).

5.10 Members of the Board will remember that a demand and capacity plan was presented to the Clinical Commissioning Groups (CCGs) at the end of April 2017 and advised that, based on our modelling; additional internal and external capacity was urgently required in order to plan for "winter" and to meet demand.

5.11 Since first presenting the plan, there have been a number of impacts which have now been factored into the plan:

- The emergency temporary move of acute medical services from Kent & Canterbury Hospital (K&CH) to William Harvey Hospital (WHH) and Queen Elizabeth the Queen Mother (QEQM) has resulted in a change in the bed numbers on this site and the type of patients that can be supported on the site.
- Change of escalation beds at QEQM and WHH to permanent funded beds.
- CCGs initiatives such as the revised pneumonia pathway and frailty only being partially implemented.

5.12 We have revised our capacity internally and updated the plan to include:

- WHH - The development of Arundel unit for 37 cardiology beds.
- WHH – until Arundel is completed C2 ward to support medical patient for 6 weeks.
- WHH – Cambridge K ward established as a medical ward after cardiology moves in February – net gain of 16 beds.
- Current Clinical Decision Unit (CDU) – established as an acute medical unit with trolleys, chairs and short term beds (less than 24 hours).
- QEQM – Quex ward to become the stroke ward, net gain 19 beds. Fordwich ward to become a medical / therapy led ward.
- QEQM – further development of ambulatory care with the potential redevelopment of the Monkton suite.
- CCG Commissioned schemes to reduce bed days have been modelled into our calculations.

5.13 The Trust are aware of external bids by the CCGs for additional external capacity such as care packages and some specialist beds and the sum of 1.9 million pounds has been allocated to east Kent for this . We require some discussion and agreement with regard to recruiting to the workforce for our internal capacity plan. As yet we have not received any additional funding.

6 Integrated Performance Report

6.1 The Council of Governors receive the Trust's Integrated Performance Report on a monthly basis. The latest report, reflecting the November 2017 position, can be found on the Trust's website. http://www.ekhuft.nhs.uk/patients-and-visitors/about-us/documents-and-publications/our-performance/

6.2 Below are the key messages from the November Report:

Patient Experience, Safety and Effectiveness

- Overall patient experience remains green and there has been sustained improvement in overall patient satisfaction.
- Friends and Family Test (FFT) – the percentage of patients who would recommend our service has improved in A&E to 81.66% in November compared with 77.8% in October.
- Timeliness of complaints registered 86%, compared to 80% in October 2017. There have been reported improvements in the ratio of compliments to complaints, complaints acknowledged within three working days and the number of complaints returning to the Trust dissatisfied with the response sent.
- Compliance with Venous thromboembolism (VTE) risk assessment remains green registering 95% in November.
- *C.difficile* remains better than trajectory.
- Hospital Standardised Mortality Ratio (HMSR) remains better than average in the time period up to and including November which is reassuring.
- The Trust performed positively within the recently reported 2016 National Audit of Inpatient Falls. All three sites reported improvements and an action plan will be developed to respond to recommendations.
- The Trust is reporting mixed sex accommodation (MSA) breaches. This is largely due to congestion and bed pressures.
- Harm free care (all harms) in November 2017 improved to 92.32% from 91.69% in October 2017.
- Harm Free Care rate reported for patients in our care, (New Harms only), has continued to fall in November, registering 97.72%.
- The number and percentage of reported grade 2 pressure ulcers increased to 0.23 per 1000 bed days in November compared with 0.16 per 1000 bed days in October. Focused and targeted action is being taken.
- A further case of MRSA was reported in November which means 4 cases this year so the trajectory is exceeded.
- There have been 50 *E.coli* cases assigned to the Trust and 364 cases in East Kent. This continues to be an area for concern, albeit that we recognise EKHUFT assigned cases feature as the fifth lowest when benchmarked with other Trusts within the Southern region.
- Management of sepsis requires continued improvement to promote safe and effective patient care and to achieve the Sepsis CQUIN.

Performance

Emergency department waiting times and patient flow remain an area of absolute priority for us. Although there have been several weeks which have shown improvement in our A&E 4 hour performance with November's performance at 79.9%, this continues to impact on patient and staff experience. Dedicated programme management (PMO) has been established to help improve governance over the improvement plan and embed the work carried out by 2020. A revised governance structure has been agreed to include the System Oversight Meetings, A&E Delivery Board, weekly EKHUFT Operational reviews and an internal Emergency Department (ED) Safety and Patient Flow group.

The current A&E Improvement Plan has been reviewed and actions are clustered around five key workstreams:

- Improve ways of working with EKHUFT staff
- Reduce activity inflow at EKHUFT
- Optimise EKHUFT site management

- Optimise discharge process and times
- East Kent system-wide capacity

The Executive and Divisional Directors are also refining their responsibilities to give a stronger site focus and improve operational grip.

18 Weeks Referral to Treatment performance decreased to 80.87%. In November 2017 the trust delivered capacity in line with demand and as such the waiting list growth has remained stable for the second consecutive month. Sustainable long terms plans to resolve capacity constraints have now commenced and as such the system has started to stabilise.

The number of patients waiting over 52 weeks for first treatment has increased to 67. This is above the trajectory submitted to NHS Improvement (NHSI). The Trust is working on a revised trajectory which will be submitted to ensure that the target for March 2018 is reached in collaboration with our commissioners.

Cancer 62 day GP referral to treatment performance is currently 71.69% against the improvement trajectory of 85.80%, validation continues in line with the national time table.

There are currently 28 patients waiting 104 days or more for treatment, a significant reduction over the past year. With regards to the other cancer standards, two week wait, two week wait breast, 31 day diagnosis to treatment, 2nd treatment to surgery, drug treatments and the 62 day screening standards are now reporting a compliant position.

Financial Performance

Performance is monitored in detail by the Finance and Performance Committee and reported to the Board of Directors. Below summarises the November position.

The Trust's detailed finance position can be found on page 43 of the latest Integrated Performance Report. The Trust's Income and Expenditure (I&E) deficit position in November (month 8) reported at £1.2m (consolidated position excluding Sustainability and Transformation Funds, and after technical adjustments) against a plan of £1.1m. The year to date I&E deficit is £14.18m against a planned deficit of £14.22m on plan). We continue to work with our regulators to monitor the Trust's Financial Recover plan. Our recovery plan remains as an £18.9m deficit target (excluding Sustainability and Transformation Funds) this year. Analysis of Financial risks continues this month to ensure the impact of winter, A&E improvement, Consultant Pay awards etc. are fully understood.

The Trust has put a bid into NHS Improvement (NHSI) for additional funding through the winter for £9.9m, this included opening additional wards and increasing staffing in the EDs. In addition the Trust put in joint bids with the local commissioners to NHS England for additional funding both in and out of hospital. In the latter part of December the Trust received notification that the Trust had received £1.5m of additional funding and that the CCGs have received £1.9m (covering additional packages of care for dementia patients, increasing community support for non-weight bearing patients, expanding the length of time patients are cared for at home, additional hospice beds and additional health and social care beds). The Trust is continuing to work with NHSI to bridge the £8.4m potential shortfall between our initial estimate of costs and our allocation.

REPORT TO:	**COUNCIL OF GOVERNORS' MEETING**
DATE:	**11 JANUARY 2918**
SUBJECT:	**LEAD GOVERNOR ROLE**
REPORT FROM:	**TRUST SECRETARY**
PURPOSE:	**DISCUSSION**

EXECUTIVE SUMMARY

At the Council meeting on 21 July 2016 it was agreed that the role of the Lead Governor would be based on the NHSI definition and as laid out within the Trust's Constitution.

There has been much discussion at Council meetings about the limitations imposed by this decision and as a consequence this item has been included on the agenda to provide the Council with an opportunity to review the decision taken.

The paper also proposes a timetable for the annual election of the Lead Governor.

LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision:** Provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.

RECOMMENDATIONS AND ACTION REQUIRED:

The Council is asked to:

1. Review the role of the Lead Governor.
2. If changes are proposed, agree which should be included in the role description to be used for the next Lead Governor election.
3. Review the person specification for the Lead Governor role description and agree any changes to be included for the next Lead Governor election
4. Consider whether to establish a deputy Lead Governor role.
5. Agree the timetable for the next Lead Governor election.

Background

At the request of the Council, the role of the Lead Governor was reviewed by the then Audit and Governance Committee (AGC) at their meeting on 19 July 2016. The AGC's recommendation that the role should be based on the NHSI definition and as laid out within the Trust's Constitution was accepted at the Council meeting on 21 July 2016. The proviso was added that the decision could be re-visited at a later date. The paper considered by the AGC is at Annex A for information.

The election for the Lead Governor took place in August, based on the agreed job description; Annex B. The appointment of Michèle Low for a one year term was endorsed at the Council meeting on 5 September 2016. At the Council meeting on 15 June 2017 it was agreed to extend the period of office, with Michèle's agreement, to March 2018 so that the election would be better aligned to the annual elections for Governors, which take place in February.

At the Council meeting on 21 September 2017 the role of the Lead Governor was raised as an item under Any Other Business; it was agreed that there would be a further discussion about the role. The item was therefore added to the agenda for this meeting.

Annex C provides extracts from the relevant minutes to show the audit trail of the decisions taken.

At the meeting of Governors held on 15 December 2017, the Chair sought agreement from the Council for monthly meetings to be held between the Chair and the Lead Governor. This would provide a conduit for information to flow between the Council and the NEDs and an opportunity to resolve concerns informally, thereby ensuring that time in meetings could be focused on the Council's responsibilities.

The proposal was generally welcomed by the governors present and it was noted that this item on the agenda for the January meeting would allow for a further discussion.

Next Steps

Lead Governor Role

The Council is invited to re-consider the role of the Lead Governor and decide whether to:

1. Retain the current role and responsibilities as laid out in the role description (Annex B); or
2. Decide to expand the role.

The Council may also wish to consider whether it would be useful to appoint a deputy for the Lead Governor role. This would provide support to the Lead Governor, be an opportunity for succession planning and cover should the Lead Governor be indisposed. It would require a change in the constitution, which would need to be formally agreed by both the Council and the Board.

To assist the Council in their deliberations a request for information was made of the NHS Trust Secretaries' Network; seventeen responses were received and the results are presented below, Annex D.

Lead Governor Election

The following timetable is proposed. This will allow those governors coming to the end of their term of office in February who are intending to stand for a further term, to be able to nominate themselves for election while still allowing sufficient time for the process to be concluded by the Full Council meeting on 29 March.

Date 2018	**Action**
11 January CoG meeting	Discuss the Lead Governor role and agree any changes to be made to the role description.
By 19 January	If the role description is to be revised, issue draft for virtual agreement by governors.
By 15 February	Agree role description. There is a Council Development meeting this day should any problems arise with agreeing the document. It is anticipated that agreement should be achieved in advance of this date.
16 February	Issue call for self-nominations.

5 March Midday	Self Nominations to be submitted to: amanda.bedford1@nhs.net with a statement of no more than 500 words as to why you would like to be Lead Governor and what you can bring to the role.
5 March	Voting slips circulated to Governors
19 March	Closing date for return of voting slips
20 March	Review of responses undertaken and the candidate with the majority of votes to be contacted by telephone. In the event of a tie there will be a further vote between the tied candidates with voting slips issued that day.
27 March	Return of voting slips in the event of a tie.
29 March	Result formally announced and endorsed at the Council of Governors meeting.

Annex D

Questions

1. Does your Lead Governor have a wider role than just the statutory responsibility? If yes:

2. What additional responsibilities do they have?
3. Do you have a Deputy Lead Governor and if so what is their role?

Replies – 17 received

Wider Role: five organisations limit the role to the statutory duties only. The table below summarises the range of the extra responsibilities undertaken.

Responsibility	**Number**	**Notes**
Agenda setting	10	One includes AMM agenda
Attending Board meetings • Public • Confidential	 • 1 • 1	In one case the Lead Governor circulates notes to colleagues.
Facilitating	 • 2 • 2 • 4 • 1 • 1	Varied: • Between governors • With Board • Liaising with Chair/Trust sec • All • External organisations
Confidant/rallying point for governors	2	
Has 1:1 meeting with Chair	4	
Presenting views of governors	4	Includes co-ordinating replies from governors
Responsibility	**Number**	**Notes**
Chairing Governor only meetings	7	
Contribute to appraisal	4	
Chair or member of Nom and Rem committee	2	
Must not be a member of the Nom and Rem Committee	1	
Involved in deciding composition of governor committees	1	
Mentor/support for other governors	3	Induction mentioned in particular
Represent governors at AMM	2	
Presents annual report to Board	1	
Review and promote council effectiveness	2	
Involved in managing allegations of non-compliance with the code of conduct	2	
Presents/judges staff awards	2	
Delegate responsibilities to other governors to encourage succession planning	1	
Contribute to election process – checking terms of office	1	

Other points made:

- Lead Governor should be a facilitator, not act on behalf of Council

- One Trust prohibits the lead governor from chairing any other Committee
- One Trust which is 'statutory only' has changed the name to Link Governor
- Two Trusts with 'statutory only' role talked about governors should be seen as equals
- Lead Governor should be proactive, not reactive

Deputy Lead Governor

No – 6

Yes – 8 in total. 5 have a deputising role, 3 have a role where the responsibilities are shared

Not stated – 3.

Two organisations have recently introduced the deputy role, one is considering.

EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST

REPORT TO:	**COUNCIL OF GOVERNORS' AUDIT AND GOVERNANCE COMMITTEE**
DATE:	**19 JULY 2016**
SUBJECT:	**LEAD GOVERNOR JOB DESCRIPTION**
REPORT FROM:	**AMANDA BEDFORD, GOVERNOR AND MEMBERSHIP LEAD**
PURPOSE:	**Decision**

CONTEXT / REVIEW HISTORY / STAKEHOLDER ENGAGEMENT

At the last meeting of the Full Council, on 24 May 2016, time constraints meant that the item on the lead governor role description, annual review-process and timetable could not be fully discussed. The AGC was delegated to take this forward and report back to the next meeting of the Council. Sarah Andrews agreed to continue in the role for a period while the arrangements for an election were agreed.

SUMMARY:
This is a discussion paper to enable the Committee to discuss the role of the Lead Governor for the Trust and develop a proposal for the Full Council, including a job description, election process and timetable.

MEETING OBJECTIVE:
To agree a proposal for the Full Council, including a job description, election process and timetable.

LINK TO TRUST OBJECTIVES:

Patients: Help all patients take control of their own health.
People: Identify, recruit, educate and develop talented staff.
Provision: Provide the services people need and do it well.
Partnership: Work with other people and other organisations to give patients the best care.

NEXT STEPS:
Paper to be presented to Full Council meeting on 21 July 2016 for agreement and from there to the next meeting of the Board for approval.

Role of the Lead Governor – job description

NHS Improvement guidance lays out the following:

- The Lead Governor will liaise between NHSI and the CoG where NHSI has concerns about the leadership of the Trust or in circumstances where it would be inappropriate for the Chair to contact NHSI or vice versa
- NHSI does not intend the Lead Governor to "lead" the CoG or assume greater power or responsibility than other Governors
- NHSI's only requirement is that the Lead Governor act as a point of contact between NHSI and the CoG when needed
- The presence of a Lead Governor does not, in itself, prevent any other Governor making contact with NHSI directly if they feel this is necessary.

The Trust's Constitution sets out:

2.1 Composition of the Council

The composition of the Council of Governors is set out in the constitution.

One of the Governors shall be elected by the Council of Governors as the Lead Governor. The position of Lead Governor shall be determined by election annually on the basis of a secret ballot.

If a Governor resigns from office as Lead Governor then the Council of Governors shall thereupon elect another Governor as the Lead Governor without delay. Any such Governor shall serve as the Lead Governor for one year from the date at which he/she is elected by the Council of Governors.

The Lead Governor may preside at meetings of the Council of Governors in the following circumstances:

2.1.3 where matters relating to the Non-Executive Directors are being considered and, as a result, a conflict of interest exists relating to the Chairman and the Deputy Chairman.

The role of Lead Governor has developed differently across the NHS with many Trusts expanding the responsibilities of the Lead Governor. In developing the job description, Members may wish to consider three areas:

- Principal responsibilities
- Person specification
- Conditions of appointment and Term of Office

<u>Principal responsibilities</u>

The following list offers some <u>suggestions</u> about items which could be included:

a. To act as the point of contact between the Governors and Monitor - mandatory
b. To work with the SID in resolving disputes – currently in the Constitution
c. To sit on the Governance & Nominations Committee
d. To liaise with the Senior Independent Director on the Governors' involvement in the Chair's appraisal and with the Chair on the Non-executive Directors' annual appraisal
e. To work to ensure a continuing good relationship between Governors and Directors
f. To bring to the Chair's notice any issues from the Governors

g. To work towards the effectiveness of the Council of Governors and its Subcommittees
h. To chair meetings of the Council of Governors which cannot be chaired by the Trust Chair, Vice-Chair or other Non-Executive due to a conflict of interest. These occasions are likely to be infrequent.

Person specification

The following list offers some suggestions about items which could be included:

a. To have the confidence of Governor colleagues and of members of the Board of Directors
b. To show integrity in accordance with the Nolan Principles.
c. Understanding of the Trust's Constitution and how the Trust is influenced by other organisations.
d. To be able to commit the time necessary
e. To be IT literate
f. To have the ability to influence, negotiate and present a well-reasoned argument
g. To be able to demonstrate experience of chairing both large and small meetings effectively

Conditions of appointment and Term of Office

The questions that members may wish to answer when developing this aspect of the job description are:

a. How long will the term of office be? Currently established as a year
b. Should a Governor have a minimum period of experience in the role before being eligible to be lead Governor? Will experience at other Trusts count?

When discussing these questions it may be helpful to consider that new Governor appointments are generally made in February each year. It may therefore be sensible to match the term of office for the Lead Governor to also start in February preventing problems of whether candidates need to have a full year of office remaining if they wish to stand. This would also mean that Governors would generally have to have had at least one year's experience before an election was announced.

Election Process

The process currently followed is by way of a secret ballot:

- Self nominations made to the Corporate Support team and including a statement of no more than 500 words as to why the candidate would like to be Lead Governor and what they can bring to the role.
- Voting slips to be circulated to Governors with a stated closing date – around 2 weeks given.
- A review of responses will be undertaken within the following week and the candidate with the majority of votes will be contacted by telephone. In the event of a tie there will be a further vote between the tied candidates.
- The result to be formally announced and endorsed at the next Council of Governors meeting.

Do members wish to make any changes to this process?

Timetable

This would be dependent on the discussions on the Term of Office and Election Process. It is suggested that the proposals made are likely to mean that the Board will need to be asked to agree a revised process. Thus the earliest the process could commence would be after the next public meeting of the Board on 9 September.

Lead Governor – role description

Roles and Responsibilities:

In keeping with NHS Improvement guidance the Lead Governor will:

- liaise between NHSI and the CoG where NHSI has concerns about the leadership of the Trust or in circumstances where it would be inappropriate for the Chair to contact NHSI or vice versa

In keeping with the Trust's Constitution the Lead Governor will:

- preside at meetings of the Council of Governors where:
  - matters relating to the Non-Executive Directors are being considered and, as a result, a conflict of interest exists relating to the Chairman and the Deputy Chairman – Section 2.1.3;
  - where the Chairman, Deputy Chairman, and other Non-Executive Directors are all absent or have a conflict of interest and the Lead Governor shall have a casting vote – section 3.6; and

- together with the Senior Independent Director (SID) and Director of HR, receive the Resolution of Disputes, Level 2 investigation report, discuss the recommendations and agree an action plan for implementation – section 6.6.

Term of Office:

The period of office will be one year from the date of the Council meeting when the appointment is ratified.

Person Specification:

The following attributes are considered desirable for Governors standing for election to the Lead Governor role:

a. To have the confidence of Governor colleagues and of members of the Board of Directors
b. To show integrity in accordance with the Nolan Principles.
c. Understanding of the Trust's Constitution
d. To be able to commit the time necessary
e. To be IT literate
f. To have the ability to influence, negotiate and present a well-reasoned argument

AUDIT TRAIL

CoG AGC minutes extract, meeting on 19 July. This was included in the AGC's Chair report to July 2016 CoG meeting:

Lead Governor role

The meeting briefly considered the discussion paper presented on developing a job description for the Lead Governor role, appended at Annex B. This had been requested of the AGC at the last meeting of the Full Council. It was agreed that the Committee would recommend to Council that the role of the Lead Governor be limited to those required by NHS I and those included in the Trust's constitution. It was felt that keeping the role as narrow and focussed as possible would prevent any confusion.

Extract from the minutes of the CoG meeting when the minimalist decision was taken.

CW said that the Committee had briefly considered a paper around the role of the Lead Governor and were recommending that the role be kept to what was laid down in National/Trust guidance and statute. He commented that the role was essentially a liaison between the Council and the NHSI and that the Lead Governor be available to step in as Chair if required.

…

MLo noted that she had had to leave the AGC meeting before the item on the Lead Governor had been concluded; she had believed that was to be deferred rather than a proposal brought to the Council. MLo said she was of the view that more discussion was needed before a decision was taken.

NC said that with respect to the terms of reference she proposed that this be taken forward by way of the paper agreed at item 36/16 above, and Committees could then reconsider their terms of reference in light of any decisions taken.

At NC's invitation CW explained how the Committee had decided on the proposal brought to the Council that the Lead Governor role should be minimalistic. He confirmed that the item had been considered at the end of the meeting and that MLo had mentioned the planned visit to Ashford and St Peter's NHS Trust to talk to them about their approach to the Lead Governor role. Subsequent to MLo's departure, the Committee had talked briefly about the issue and agreed that, to avoid confusion and potential clashes with the role of the Trust Chair or committees, the Lead Governor role should be kept simple, covering only that which was legally required by NHSI and within the Trust's Constitution.

CW asked RJ whether there was anything he wished to add. RJ commented that he believed it was his reference to the statutory and constitutional duties of the Lead Governor which had led to the discussion centring onto a minimalistic approach.

NC opened the discussion up to comment. She said that her understanding of the approach proposed by the AGC, which she had named minimalistic, was to be limited to meeting statutory and constitutional responsibilities. This would mean that the Lead Governor would meet periodically with either Governors or Committee Chairs to collect views to be taken to NHSI and then relay back to Governors any response, reporting through Full Council meetings.

NC added that what would not be undertaken within this definition was any

escalations, mediations, co-ordinations or leadership roles as have been undertaken by Sarah and Brian working in this role.

MW commented that he felt there was a lot of co-ordination work which the Lead Governor could do, particularly with the Trust Chair, and that the role needed to be more flexible.

PB agreed and said that he did not feel sufficient consideration and discussion had gone into the issue as yet. AH also concurred.

MLa said that it should be noted that decision taken about the Lead Governor role was not solely for the Council to take. Their decision would also need to be taken to the Board and to NHSI and therefore it would take time to resolve.

PW said that he was in agreement with setting a minimal role in the job description but that this would not prevent the post holder from developing it further, as had happened in the past.

CG said that she would like to wait until the Terms of Reference had been standardised and the Lead Governor was in place before any further discussion around changes to how the Council operated.

At MW's suggestion, SA gave her feedback on the role she had taken up not long after joining the Council, noting that she had been the only Governor to show an interest in the Lead Governor role so there had been no need to vote on the matter. SA advised four phone calls a year were conducted with NHSI, and the next one would occur next Monday. She concurred with the expressed by RJ that any Governor was able to raise concerns directly with the monitoring authority.

As an aside SA asked the Council to provide her with details of anything they would like to be raised and stated she would report back to the Council at the next meeting.

JB asked if there had been a detailed discussion at the Audit and Governance Committee (AGC) meeting about the minimalist job description versus the work both SA and Brian had done, and if either description had been written down as that might add clarification. PB also expressed concern that there had not been sufficient opportunity to discuss this issue in depth.

CW advised that the paper appended to his report had been provided to the AGC. He commented that the Lead Governor role had been discussed for a year and suggested it now needed to go on record and if anyone wanted to change the role in the future in would be revisited by the Council.

NC asked that the Committee take a vote to identifiy the best way forward. She asked Governors to chose one of two options:

- Agree that the Lead Governor role to be based on the NHSI definition and as laid out within the Trust's constitution, with the proviso that this could be re-visited and also accept the proposed election process and timetable; or
- Not accept the role to be defined by the NHSI definition and discuss further to agree how to take this forward and ask SA to extend in the role while this was resolved.

The vote was taken: 19 votes for the first option, none for the second and the remaining Governors abstained. The Council therefore **AGREED** that the role of the Lead Governor be defined as that set out in the NHSI description and the within the Trust's constitution.

MLo did not believe the Council had discussed the process of election. NC confirmed there was a process on the election of the Lead Governor.

Extract from the minutes of the meeting held on 15 June 2017

LEAD GOVERNOR ELECTION PROCESS

The Chair noted that the annual election for the Lead Governor was normally held in July. Last year the election had been delayed to allow a review of the job description; the incumbent had agreed to an extension of their term.

The term of office for the current Lead Governor (Michèle Low [MLo]) would end in September. Council could hold the 2017 elections at that point or consider extending the term of office for MLo by a further six months to move the annual election period to March. This would follow the format set earlier in the meeting for refreshing the MECC and NRC committees. Holding elections in September meant that those Governors in the last year of their term of office would not be eligible - all terms of office ended in March.

The Council **AGREED** to move the election of the Lead Governor to March, with a clear majority.

The Council voted in favour of extending MLo's term of office as the Lead Governor for a further six months, subject to her agreement, with a clear majority.

Extract from the minutes of the meeting held on 21 September 2017

ANY OTHER BUSINESS

Lead Governor Role: PBu noted that when the Lead Governor role was previously debated and it was agreed there should be a minimal remit, it was also noted that there should be a review. Given the recent events, he did not think that the time was right to do so now, however, the process should be started at an appropriate time. PBu commented that, in his view, the current 'statutory duties only' was not working and he believed there was an appetite in Council for the role to be extended.

MWi concurred and noted that, as a Chair of one of the Council's Committees, he considered that the Lead Governor role needed to be expanded so that there was someone who was able to pull together, and represent, the views and work of Council. With the challenges ahead this would become more critical and the situation needed to be addressed as soon as possible.

RWJ said that he had been one of the Governors advocating that the role should be restricted to the statutory requirement. He was not averse to supporting an extended role but it needed to be clear what that role would involve and that would need to be agreed by Council. PBu agreed and noted that this information was included in the paper presented to Council when the role was last discussed and that this would be a good starting point for the review.

MWa noted that the Council had not met during the period when the problems in A&E began to emerge. This meant that the Council had not been aware of, or involved with, the situation. Perhaps an extended Lead Governor role would have provided a mechanism for the Council to have been better informed. MWa said that as a Governor she needed to be informed by the Trust, not to find out about the situation through public media.

NY agreed that it was essential and important that Governors were kept up to date about developments in between their meetings. Contacting Governors was a part of all communication plans and she hoped that the improvement in this area had been evident to the Council. She took note of, and would reflect on, the comments made.

CWa expressed the view that it was lack of leadership of the Council which was at fault. The solution was not to move to the Lead Governor leading Council, the Trust Chair should be required to fulfil her role. MWa said that she had the greatest respect for the Trust's Chair, who had accepted the post at time of great difficulty when she had actually applied for an NED post. Other Governors expressed their support for this view.

PBu suggested that governors should also have the opportunity to provide individual comment, prior to the issue being discussed, to inform the debate. NC said that she would arrange an opportunity for PBu to speak with the Trust Chair before the item was taken to Council.
ACTION: Arrange for PBu to speak with the Trust Chair about the Lead Governor Role

It was **AGREED** that there should be another discussion about the lead governor role using original paper as a basis

REPORT TO:	**COUNCIL OF GOVERNORS' MEETING**
DATE:	**11 JANUARY 2918**
SUBJECT:	**CoG COMMITTEE FRAMEWORK – MID YEAR REVIEW**
REPORT FROM:	**TRUST SECRETARY**
PURPOSE:	**DISCUSSION**

EXECUTIVE SUMMARY

At their meeting on 15 June 2017, the Council ratified changes proposed to the CoG Committee Framework, following discussions at the facilitated session held on 30 March 2017.

It was agreed at that time that the new framework would be used for one year with a mid-year and year-end review. The mid-year review is due and this paper provides a basis for discussion.

LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision:** Provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.

RECOMMENDATIONS AND ACTION REQUIRED:

The Council is asked to:

- review the new framework;
- identify and address any urgent concerns; and
- agree the way forward.

Background

The CoG Committee Framework was changed in March 2017 in response to the concerns being expressed by Governors that the structure in place was not working - this mirrored the Board of Directors' framework. The paper taken to the Council proposing that changes be made is attached at Annex A, for information.

The change to the framework was ratified at the Full Council meeting on 15 June. At that time it was confirmed that the framework would be used for one year with a mid-year and year-end review. The mid-year review to be used for adjustments and the year-end review for a full assessment.

The following information is provided to inform the discussion today.

The first Council meeting held within the new framework was the Development session on 25 May 2017 with items on Financial Special Measures, Transformation Programme Overview and Statutory Compliance with Provider Licence. It should be noted that the new framework is based on the assumption that attendance at Development sessions is considered to be mandatory, not optional.

As with Board of Director' Development sessions, the constitution allows for formal sessions to be held within Development meetings, as long as adequate notice is given and any decisions taken are ratified at the next public meeting of the Full Council.

Meeting dates for formal and development sessions have been planned to take into account the timetable needed to allow the Council to deliver on its statutory duties. The sub-committees have clearly defined roles:

- **CoG Membership and Engagement Committee (MECC)**
  Manages the Council's Membership Engagment and Communication Strategy, including regular reporting on feedback from the public and members.
- **Nominations and Remuneration Committee**
  Manages NED recruitment exercises.
- **Audit**
  Manages the appointment process for the Trust's external auditors.

All other business is conducted within either the formal Council meetings or Development meetings.

Meeting frequency - annual

Meeting type	**Previous 'Mirror' framework**	**Current Framework**
Public Council meeting	5	4
Formal confidential meeting	On public meeting days, as required	On public meeting days, as required
Development sessions	-	3
Joint meeting with NEDs	1	1
AMM	1	1
Sub-Committees		
Membership & Engagement	6	4
Nomination & Remuneration	As required	As required
Audit & Governance		Audit only. Ad hoc
Quality	4	-
Workforce	4	-
Finance & Performance	4	-

Administration

The Council is supported by the Governor & Membership Lead and a part-time Membership Support Officer (two days per week). The tasks required are:

- Full secretariat for all Governor meetings
- Trust Communication with Governors
- HR type support to governors – ie badges, expenses
- Over-seeing Governor elections
- Managing the membership database
- Administrative support to allow Governors to deliver their Membership Engagement and Communication Strategy:
  - Communication with members
  - Governor engagement with the public
    - Meet the Governor sessions
    - Governor visits to groups
    - Member events – to be proposed to Full Council on 11 January
  - Governor visits to Trust sites
  - Member recruitment
  - Managing member feedback

The number of Governor meetings directly impacts on the time available to support the Membership Engagement and Communication Strategy. The number of meetings under the 'mirror' framework was not sustainable from the administrative point of view with the resourcing available.

A change in the framework to be used creates additional administrative workload – housekeeping arrangements have to be altered and the annual work schedule revised.

Next Steps

The purpose of the review today is to take a mid-term look at the new framework to identify and address any urgent issues which cannot wait for the full year review. Giving the new structure sufficient time to embed, before making an assessment of the changes, was deemed to be important when the decision was ratified at the June Council meeting.

In keeping with good practice, the Council undertakes an annual effectiveness review of its meetings and committees. The last review was reported to the joint Governors/Board meeting on 2 February 2017, paper at Annex B for information. The next review is therefore due early in the New Year. The outcome of that review should provide valuable information to assist the Council to measure the effectiveness of the new framework.

It is therefore suggested that Governors agree the format of the review at this meeting and a timetable for implementation. It is proposed that:

- the survey questions used for the review remain the same as last year to give a solid base for comparison, although it is acknowledged that a few questions were felt to be out of date as they were linked to the 2012 legislation changes;
- the survey be issued on 2 April with a closing date of 16 April – two week response window; and
- The results to be presented at the Council Development session on 9 May 2018 as part of a paper supporting the full year review as an item on the agenda for the meeting.

REPORT TO:	**COUNCIL OF GOVERNORS' MEETING** **Facilitated session**
DATE:	**30 MARCH 2017**
SUBJECT:	**COUNCIL OF GOVERNORS' FRAMEWORK**
REPORT FROM:	**Nikki Cole, Trust Chair**
PURPOSE:	**Discussion and agreement**

BACKGROUND AND EXECUTIVE SUMMARY

Developing an effective meeting structure for Governors to work within is essential for the Council to be able to meet their responsibilities and ensure best use is made of the time that individuals commit to the role.

A new committee structure was approved at the Full Council meeting on 24 May 2016, for immediate implementation, and it was agreed that there would be a review six months after the Committees commenced their work. In early 2017 an effectiveness survey on Council and Council Committees was undertaken and the results discussed at a joint NED/Full Council meeting on 2 February.

Discussions at Council and Committee meetings since the new structure was introduced indicate that there is uncertainty about whether it is the right approach and if it is working on a practical basis.

This paper proposes a way forward informed by an analysis of the outcomes of the effectiveness survey and with the aim of making the best use of Governor time and Trust support resources.

The paper includes the following annexes:

A Historic Timeline for agreeing and introducing the current committee structure
B Council of Governor (CoG) Effectiveness Survey analysis
C CoG Audit and Governance Committee (AGC) terms of reference
D CoG Membership Engagement & Communication Committee (MECC) terms of reference
E Information flow and responsibilities
F EKHUFT FT Guidance on the Statutory Duties of Governors
G NHSI Guidance on holding NEDs to account
H Annual planning schedule for proposed structure
I Draft dates for 2017 following the proposed structure
J Sample agenda following the proposed structure
K Actions and timeframe if proposals are adopted

LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision:** Provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.

RECOMMENDATIONS AND ACTION REQUIRED:

The Council is asked to consider the proposals listed at items 1 – 14 below and decide whether to agree and implement the new framework described.

Background

The timeline relating to the introduction of the May 2016 CoG Committee structure is laid out at Annex A. Approval was given for the implementation at the Full Council meeting on 24 May 2016 with the proviso that there would be a review after six months. Each of the six CoG Committees had their initial meetings between June and August; there has been three meeting cycles completed from then until the end of February.

Discussions about whether the revised Committee structure is an effective and appropriate way to meet Governors' responsibilities and make best use of their time has been a common theme at Full Council and Council Committee meetings. Two opposing views have been voiced:

- all Governors must be involved in decision making - the structure has too few Full Council meetings and too many committees; and
- the structure needs more time to embed properly before it can be reviewed.

Lately there seems to have been a shift away from maintaining the status quo to allow more time for the revised structure to embed, to a feeling that it is not providing an appropriate and workable framework.

A further consideration is the administrative workload involved in managing the revised structure. This is heavier than expected and has not reduced as the system embeds, as was anticipated. The meeting cycle is not evenly spread and this creates peaks of activity which makes it challenging to administer the committees in a timely fashion. It also means that the resource available to manage Membership engagement and communication is insufficient to progress the agreed Strategy and properly manage the members database.

On balance, it seems sensible for the review to take place now.

Moving forward

The outcomes from the effectiveness survey, discussed at the Joint Governor and Board meeting on 2 February, provide valuable information. An analysis has been carried out and the results are presented at Annex B. The responses to each question have been categorised as follows:

1. Mainly in agreement – either agree or disagree
2. Slightly unbalanced – a few responders lying outside of the pack
3. Split – no clear agreement

The following method was used to quantify the categorisation. A scoring system was assigned:

- Undecided, neutral – zero points
- Agree/disagree – one point per response
- Strongly agree/strongly disagree – two points per response

1. Category 1: majority of responses were in either agree or disagree and the score for the minority responses was less than or equal to 3
2. Category 2: majority of responses were either agree or disagree and the ratio of the scores was 2:1 or higher
3. Category 3: no obvious majority response and the ration of the scores for agree/disagree close to 1:1

The comments in each section also provided interesting insights.

Taking all these factors into account a proposal has been drafted for a Council of Governors Framework. This addresses issues raised in the survey, especially by the Category 3 questions, and where concerns have been expressed in the comments sections. The proposal reduces and evens out the administrative workload, thereby allowing more resource to be dedicated to Membership management. It also introduces more cabaret style working, giving a greater opportunity for individual governor's views to be heard and influence decision making. This approach was well received at the joint meeting on 2 February. Where applicable, Annex B highlights how the proposal addresses the issues raised in the response to the survey questions.

In discussions of the outcome of the Effectiveness Survey this year it has been suggested that the format should be reviewed and thought given to the content moving forward. This has been included in the annual schedule.

Proposal

That the principles for the Council of Governors' Framework are:

1. **Four Full Council Public meetings a year** – agendas controlled to a strict maximum of 2 hours, board meeting style, with short closed sessions added if needed but within the two hours.

   Alternatively, the closed session could be standard and always include an item on 'Governor concerns about NED performance' – in the way that Board Audit Committees generally have private session with the NED chair where auditors can raise concerns about the executive.

2. **Four CoG 'development' meetings a year** – half or full day sessions cabaret style. The aim for these sessions would be to focus on relevant issues to allow Governors to reach a greater understanding and to contribute to the Strategy.

   The session on Risk at the joint meeting on 2 February would be an example. It may be appropriate for NED Chairs to lead some of these sessions.

   It is proposed that one session a year is used for the Joint meeting of Governors and NEDs and that this take place in February to allow the Council to contribute to forward planning and setting of objectives. For 2017 only it is proposed that there be an extra half day meeting on 8 June, to follow the Trust Board. This would be the 2017 Joint Governor/NED meeting.

3. **Agenda Setting** - an Agenda setting meeting to be held between 6 and 8 weeks before the Full Council public meetings and to be attended by the Lead Governor and the Chairs of the three committees. Governors will be invited to suggest agenda items to be considered at this meeting

4. **Nominations and Remuneration Committee** – this is a statutory requirement and would support the Council to meet their duties with regard to NED recruitment and remuneration. It is suggested that NRC additionally:
   - oversees the annual CoG Effectiveness review;
   - undertakes periodic Governor Skills analysis;
   - makes recommendation to Council annually on Governor membership of Committees; and
   - monitors the training provided for Governors.

   Meetings to be as required for NED recruitment and at least 2 times a year.

5. **Audit and Governance** – maintaining the current terms of reference with adjustment for NED attendance depending on discussion at item 7 below; at Annex C. Meetings to be Quarterly

6. **Membership Engagement and Communication** – maintaining the current terms of reference with adjustment for NED attendance depending on discussion at item 7 below, at Annex D. This manages the Council's 'operational' work to deliver on membership and engagement Strategy. Meetings to be quarterly.

7. **Information and holding to account** – there have been many discussion at the Full Council meeting and the current committees about the information that Governors need to have access to. There is a difficult balance to be achieved; Governors need sufficient information to be able to test the assurances provided by NEDs while avoiding being drawn away from the strategic into the operational by too much detail. The diagram at Annex E shows how information will flow through the proposed Committees.

   Governor Statutory duties are laid out in a document endorsed by the Full Council in the November 2013 meeting; provided at Annex F. The duties are listed as sections A – S; this document does need to be updated to reflect the move from Monitor to NHSI and will be brought to the next meeting of Council.

   NHSI has issued guidance for Governors on holding NEDs to account, provided at Annex G. This is effectively a subset of section E from Annex F and is divided into two sections:

   1) Holding NEDs individually to account: duties a & b
   2) Holding NEDs collectively to account: duties a - f

   Annex G includes a section mapping across the duties listed in Annex F.

   To show how the proposed structure is designed to support Governors to meet there responsibilities, the diagram at Annex E cross references to Annexes F and G. It should be noted that items P, Q and S from Annex F relate to duties of the Trust, so have not been included.

8. **Governor attendance at Public Board of Directors meetings** - an expectation that each Governor will attend Trust Board meetings as an observer at least twice a year to observe Non-Executive Directors undertaking their duties.

9. **NED attendance at Council meetings** - NEDs to attend Full Council meetings once a year on a rota basis so that there is at least one NED at each meeting in addition to the Chair. There will be an attempt to align the NED to topics on the Agenda in which they are well versed.

One further issue is suggested for consideration and debate:

10. **Reduction in the size of the Council** – there is a strong view that the size of the Council is one of the significant obstacles to effective working. A reduction of 7 could be achieved with the following changes, giving a Council of 19:

    - All public constituencies to be represented by two Governors. Rest of England would remain as one Governor. Reduction of 5.
    - Staff Governors to be reduced by one to 3 Governors.
    - Appointed Governors – one position to be removed.

If the proposal for change is accepted it is suggested that:

11. There is agreement that the Framework will be used for one year with a mid-year and year-end review date set at the outset. The mid-year review to be used for adjustments and the year-end review for a full assessment.

12. Measurable outcomes are agreed before implementation – selected questions from the effectiveness survey could be used in this respect with the current survey providing a baseline, based on the scoring system described above.

13. Membership of NRC, MECC and AGC to be set at eight Governor voting members with all Governors able to attend any Committee. Chairs to have proven chairing skills or willing to attend training.

14. Any reduction in the size of Council would need to be reflected in the constitution and approved by the Board of Directors.

Annex B also includes a column showing how these principles address the points made in the effectiveness survey, particularly with reference to the Category 3 questions. A draft Annual Schedule is attached at Annex H - a first cut at mapping into the Framework items to cover the Council's responsibilities. Annex I is a mock-up of the meeting dates for 2017/18 based on the principles out lined in the proposal. A sample agenda for a Public Full Council of Governors' meeting is appended at Annex J. Annex K scopes the actions needed, and possible timeframe, should the Council decide to move forward with these proposals. .

Annex A

Historic Timeline

Full Council meetings

2015	
November	CoG Constitution Committee (CC) was tasked with discussing the establishment of an Audit and Governance Committee (AGC) by amalgamating the CC, the Committee Leads meeting and the Constitution Committee.
2016	
January	Council approved the establishment of the AGC and accepted a further recommendation that the AGC develop the detail of a CoG committee structure to mirror the Board of Director committees and review frequency of meetings and agendas.
May	Proposal for new Committee Structure accepted for immediate implementation with a review six months. NRC proposal for membership of the committees to be confirmed once Governors have had a chance to request changes.
June – August	First meetings of the six CoG Committees held.
December	Effectiveness survey issued to Governors for completion, end date 16 January 2017
2017	
February	Outcomes of Effectiveness survey considered during facilitated discussion on Effective working between Council and Board

Annex B

CoG EFFECTIVENESS SURVEY ANALYSIS


Annex B.xlsx

Annex C

COUNCIL OF GOVERNORS'
AUDIT AND GOVERNANCE COMMITTEE
TERMS OF REFERENCE

Constitution
The Audit and Governance Committee is a committee of the Council of Governors. It has no delegated power to make decisions on behalf of the Council.

Purpose:

1. Holding to account the NED members of the Board of Directors' (BoD) Integrated Audit and Governance Committee by seeking assurance from the NED Chair that the BoD Committee is effectively supporting the delivery of the key elements of that Committee's purpose as laid out in their terms of reference.

2. Ensure that the interests of members and the public are represented and taken into account by the Integrated Audit and Governance Committee.

3. In particular the Committee will undertake the following:

    - Working with the Board of Directors' Integrated Audit and Governance Committee (IAGC) to establish the criteria for the appointment, re-appointment or removal of the Trust's external auditors, including the method for monitoring the quality of the external audit as set out in HEFMA NHS Audit Committee Handbook;
    - Presenting to the Council of Governors the procurement process that it has followed for the appointment of the external auditors, the results of the procurement processes and recommendations
    - Receiving the external auditor's plan and work timetable for the year, to review the external auditor's performance and review any year end audit recommendations
    - Receiving the internal auditors plan, work timetable and annual report, for information only
    - Seek assurance from the Chair of the IAGC that internal control processes are in place and working effectively
    - Working with the Trust Secretary to ensure the Trust's Constitution complies with latest legislation and NHS I guidance
    - Considering any locally proposed amendments to the EKHUFT Constitution
    - Reviewing the effectiveness of NED engagement with Council Committees and Working Groups and report conclusions to the Council
    - Identify any emerging priorities for Council debate and engagement and make recommendations to the Council for its future agendas

4. Provide a report on the business of the Committee to the Council of Governor meetings.

Frequency of Meetings:
Meetings of the Committee will be held as and when necessary to meet the Committee's duties in relation to Non-Executive Appraisal and appointment of Non-Executive Directors.

Membership and attendance:
There will be eight Governor members on the Committee. One member will be elected as Chair of the Committee and will hold office for the period of one year from April.

All Governors are welcome to attend meetings of the Committee and are asked to advise the Chair or Governor and Membership Lead in advance. Only members of the Committee will be eligible to vote should the need arise.

<u>Current Membership:</u>

Chris Warricker, Chair
David Bogard, Elected Staff
John Sewell, Elected Shepway
Margo Laing, Elected Dover
Michèle Low, Elected Shepway
Philip Wells, Elected Canterbury
Reynagh Jarrett, Elected Thanet
Roy Dexter, Elected Thanet

Attendees:
Non-Executive Director Chair of the BoD Integrated Audit and Governance Committee

Quorum:
The Committee shall be quorate when at least four members are present and the NED chair from the aligned Board of Director Integrated Audit and Governance Committee, or their NED representative. Virtual attendance at meetings is accepted.

Support:
The committee will be supported administratively by the Corporate Secretariat and receive professional advice from the Director of HR/Corporate Services, the Chairman and the Trust Secretary.

Document ratified at Full Council meeting held on 24 November 2016

Annex D

COUNCIL OF GOVERNORS
MEMBERSHIP ENGAGEMENT AND COMMUNICATIONS COMMITTEE
TERMS OF REFERENCE

Constitution
The Committee is a committee of the Council of Governors. It has no delegated power to make decisions on behalf of the Council.

Purpose:
1. Seek assurance from the Chair of the Board of Directors' Charitable Funds Committee that the NED members are effectively supporting the delivery of the key elements of that Committee's purpose and in a way which manages Trust financial and staff resources to deliver best value.

2. Ensure that the interests of members and the public are represented and taken into account by the Charitable Funds Committee.

3. The Committee is responsible to the Council of Governors for the following:

    - Develop the Communications and Membership Strategy for approval by the Council of Governors, in consultation with the Director of Communications and Engagement, and review annually.

      The Communications and Membership Strategy will include plans and objectives for:

        - Membership recruitment
        - Communication with Members
        - Membership engagement
        - Promoting the role of FT Governors;

    - Hold to account the Non-Executive Director aligned to the Committee in relation to Board performance linked to communication issues and public engagement.

4. Provide a report on the business of the Committee to the Council of Governor meetings.

Frequency of Meetings:
Meetings of the Committee will be held on a bi-monthly basis.

Membership and attendance:
There will be eight Governor members on the Committee. One member will be elected as Chair of the Committee and will hold office for the period of one year from April. Members are asked to attend a minimum of four out of six meetings per year.

All Governors are welcome to attend meetings of the Committee and are asked to advise the Chair or Governor and Membership Lead in advance. Only members of the Committee will be eligible to vote should the need arise.

<u>Current Membership:</u>

Matt Williams	Chair	Robert Goddard
Carole George		
Eunice Lyons-Backhouse		
Junetta Whorwell		
Marcella Wharburton		
Paul Durkin		
Philip Bull		

Attendees:

Director of Communications and Engagement: representative	Natalie Yost or her nominated
Charitable Funds Committee representative	Rupert Williamson

Quorum:

The Committee shall be quorate when at least four Governors and the NED Chair of the aligned Committee, or their NED representative, are present. Virtual attendance at meetings is accepted.

Support:

The Committee will be supported administratively by the Corporate Secretariat. It shall receive advice from the Trust Secretary, or their representative, and the Director of Communications and Engagement, or their representative.

INFORMATION FLOW

Annex E Information flow.docx

EKHUFT GUIDANCE ON THE ROLE OF THE GOVERNOR

Annex F Role of the Governor.pdf

NHS I GUIDANCE ON THE ROLE OF THE GOVERNOR

Annex G NHSI Guidance.docx

ANNUAL PLANNING SCHEDULE – financial year April – March

Annex H annual schedule.xls

MEETING DATES 2017/18

Annex I meeting schedule.xlsx

SAMPLE AGENDA

Annex J sample agenda.doc

ANNEX K

ACTIONS AND PROPOSED TIMEFRAME

Transitioning to the new structure

30 March	Discussion at Full Council and agreement in principle.
31 March	Issue new meeting schedule
Mid April	AGC meeting held to consider transition arrangements, including capturing open actions and agreeing how these will be managed
End April	NRC meeting to consider membership of committees. It is suggested that the MECC membership remain as is for the June and September meetings.
4 May	CoG development day under the new schedule, to include receipt and agreement of the AGC and NRC reports. If satisfactory, transition will be complete.

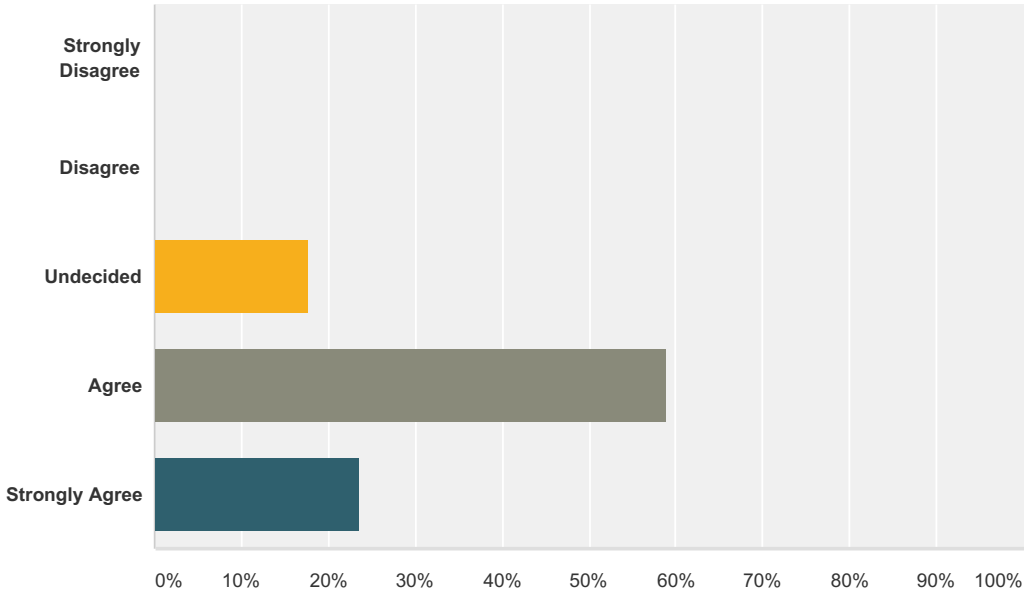
Reduction in the size of the Council

This proposal will need agreement by both the Council of Governors and the Board of Directors and to be presented at the Annual Members Meeting. The following gives a basic action plan and timeframe:

- AGC to provide a paper to Full Council – May development meeting
- Council to present to June Board for agreement
- Presented to AMM in September
- Council number officially reduced on 1 March 2018 following the 2018 elections. Based on the end of office dates for current Governors, the proposed reduction in numbers for the elected governors can be achieved naturally for all constituencies other than Canterbury. The AGC would need to propose a mechanism for reducing the Canterbury constituency to two Governors in their paper to the May meeting.

Q1 I have a clear understanding of the roles of the Governor, including those within the Health and Social Care Act 2012

Answered: 17 Skipped: 0

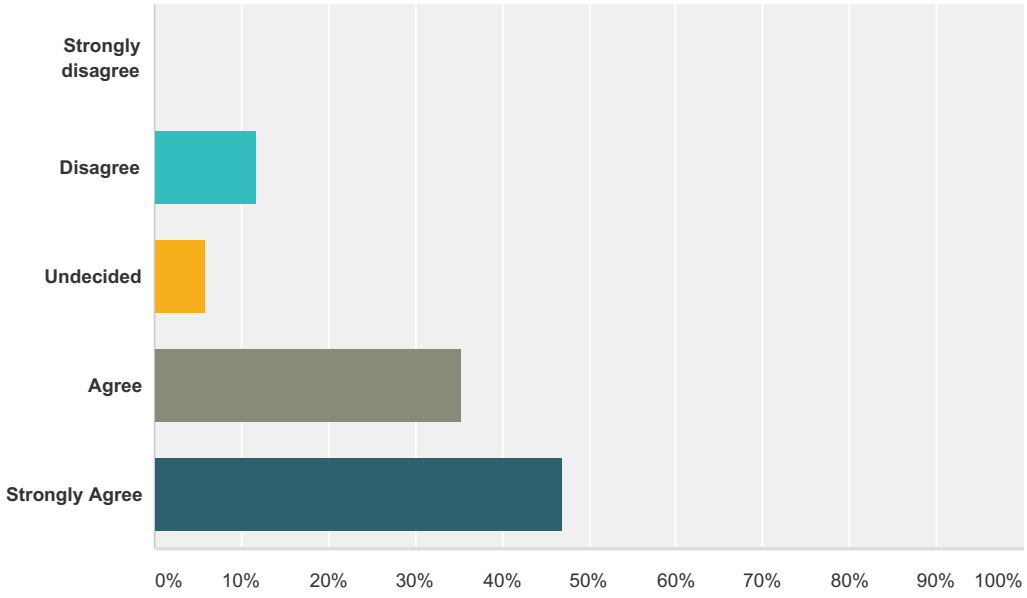


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**17.65%**	3
Agree	**58.82%**	10
Strongly Agree	**23.53%**	4
Total		**17**

#	Comments	Date
1	I have attended various training sessions on the Governor role. My Health Service background and my past experience in Local Government has given me first hand insight of the Health adn Social Care Act 2012.	1/19/2017 11:19 AM
2	As with much of the HSCA I don't know how much of its guidance to Governors remains extant and NHSI has not clarified this , yet.	1/4/2017 12:49 PM
3	I have increased confidence that my understanding of the role of Trust Governor is correct.	1/1/2017 1:18 PM
4	The challenge is the potential for ambiguous interpretation and implementation as evidenced by the variety of approaches taken across England.	1/1/2017 9:37 AM

Q2 I have a clear understanding of what it means to hold the Trust's Board of Directors to account.

Answered: 17 Skipped: 0

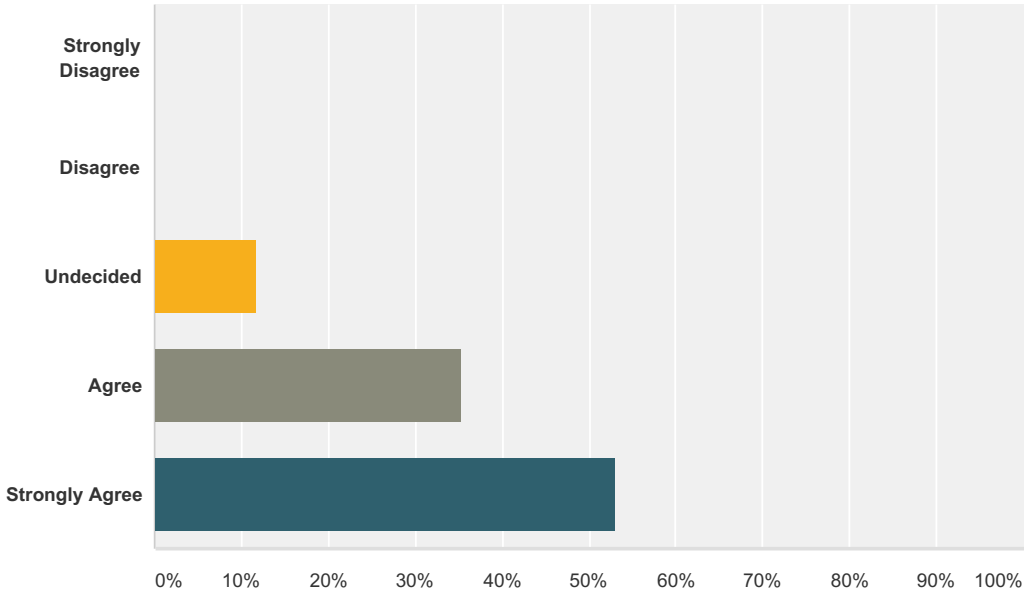


Answer Choices	Responses	
Strongly disagree	**0.00%**	0
Disagree	**11.76%**	2
Undecided	**5.88%**	1
Agree	**35.29%**	6
Strongly Agree	**47.06%**	8
Total		**17**

#	Comments	Date
1	I remain unconvinced that Governors holding NEDs to account for holding the Board to account is practicable and effective	1/4/2017 12:49 PM
2	My understanding of NHS governance may not accord with the expectations of others	1/1/2017 9:37 AM

Q3 The Council of Governors adopt a rigorous process for the appointment of new Non-Executive Directors.

Answered: 17 Skipped: 0

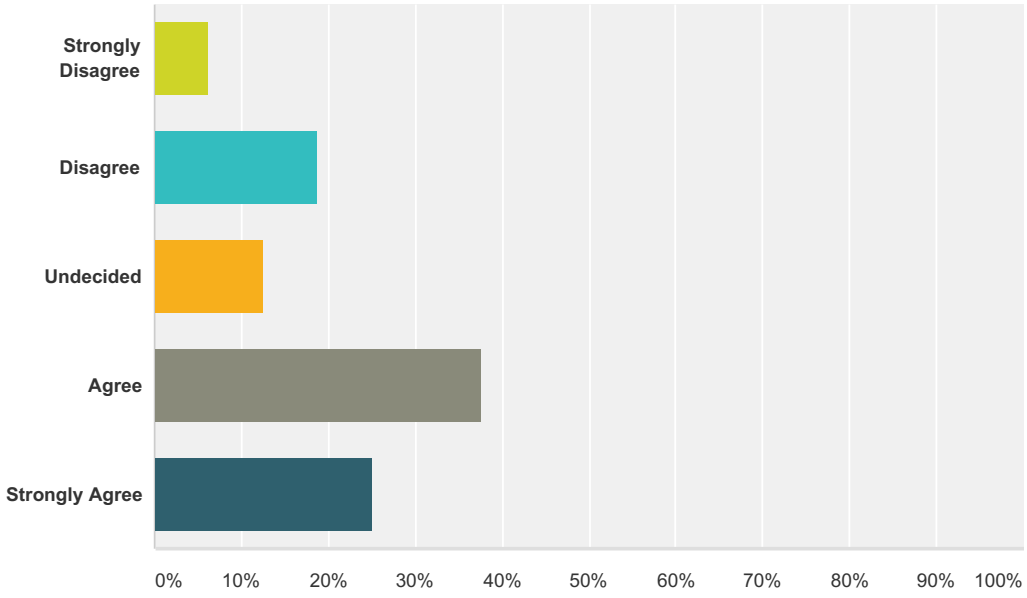


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**11.76%**	2
Agree	**35.29%**	6
Strongly Agree	**52.94%**	9
Total		**17**

#	Comments	Date
1	The appointment process for Keith Palmer was very poor, however the process for Wendy Cookson suggests significant improvement has been made. The emphasis however still seems to be to fill a functional vacancy for the Trust, rather than find someone who has the skills to hold the board to account - a lack of governance experience amonst the NEDs has contributed to the overall weak level of independent oversight in the Trust.	1/6/2017 10:44 AM
2	We have a very effective Chair of the Nom and Rem Committee with excellent participation by members	1/4/2017 12:49 PM
3	The requirement for adoption of a rigorous process when appointing new Non Executive Directors appears to be recognised by the full CoG.	1/1/2017 1:18 PM
4	The process has recently been strengthened and the refreshed approach utilised in December 2016 is evidence of its effectiveness.	1/1/2017 9:37 AM
5	The process for the recent appointment was better than previously. Council should not be asked to rubber-stamp, in any circumstances.	12/31/2016 1:03 PM

Q4 The Council of Governors adopt a rigorous process for the appraisal of the Chair and Non-Executive Directors.

Answered: 16 Skipped: 1

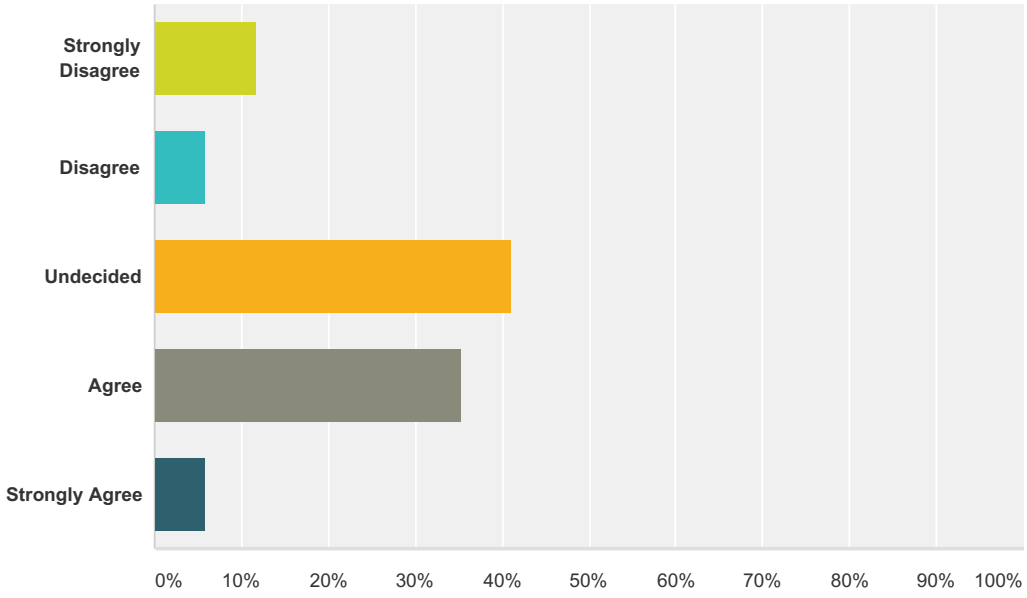


Answer Choices	Responses	
Strongly Disagree	**6.25%**	1
Disagree	**18.75%**	3
Undecided	**12.50%**	2
Agree	**37.50%**	6
Strongly Agree	**25.00%**	4
Total		**16**

#	Comments	Date
1	This was a weal area biut given the changes that have been made should be stronger in the future.	1/11/2017 12:41 PM
2	The latest appraisal for the chair was embarrassing and totally ineffective. I cannot even remember the last time the Council saw evidence of NED appraisal in general. This is a key activity that is managed extremely poorly by the Trust.	1/6/2017 10:44 AM
3	We have an effective, greed protocol for this.	1/4/2017 12:49 PM
4	Appraisal of both the Chair and Non-Executive Directors is extensive and cohesive.	1/1/2017 1:18 PM
5	My indecision relates to my experience to date where there was a rather rushed approach in 2016 and disagreement within CoG about the process. A refreshed approach is being developed and I am confident 2017 will be more effective and successful.	1/1/2017 9:37 AM
6	The previous chair appraisal was a shambles. The next one needs to be planned now and more thoroughly. I am unclear about the appraisals of the NEDs.	12/31/2016 1:03 PM

Q5 Overall, the Governors, via the Council or Committee meetings alongside other activities, make a valuable contribution to the Trust.

Answered: 17 Skipped: 0



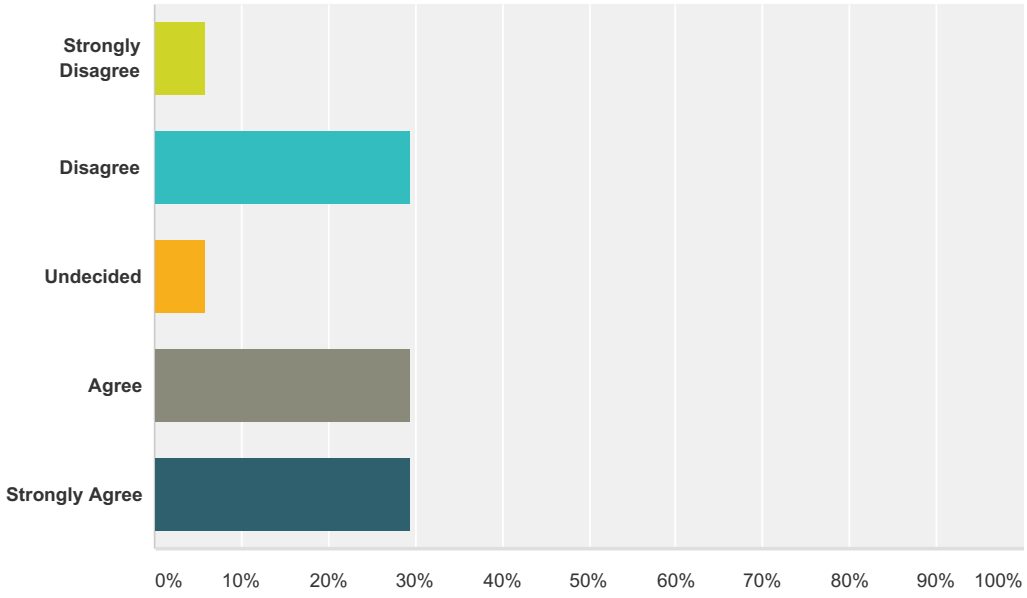
Answer Choices	Responses	
Strongly Disagree	**11.76%**	2
Disagree	**5.88%**	1
Undecided	**41.18%**	7
Agree	**35.29%**	6
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	Reduction of meetings throughout the year impacts on continuity.	1/9/2017 3:19 PM
2	The Council is just a talking shop. The Board ignores input from Governors and never accepts that it has made a mistake therefore no learning can take place. The Council is a toothless tiger, and the Board give the impression that Council meetings are something to endure rather than something that has the potential to add value.	1/6/2017 10:44 AM
3	Recent reorganisation of committees with reduction of CoG meetings has been unsettling for many members-time will tell .	1/4/2017 12:49 PM
4	I hope that the recent alteration in remit and frequency of the CoG Sub Committees will continue to make a valuable contribution to the Trust. Other activities, either as a result of Sub Committee activity, or ad hoc arrangements, on the whole appear to contribute to the Trust.	1/1/2017 1:18 PM
5	The role of CoG in the new age of STPs may need revisiting. However, with the strong MEC in particular and plans to have shared sessions with CoGs in our K&M STP patch I believe the contribution made by Governors may continue to be useful.	1/1/2017 9:37 AM

6	I cannot see where the Council/governors add value, except in relation to the CoG Quality Committee which is useful and well-run.	12/31/2016 1:03 PM

Q6 Agendas and supporting documents are circulated in sufficient time for each meeting.

Answered: 17 Skipped: 0

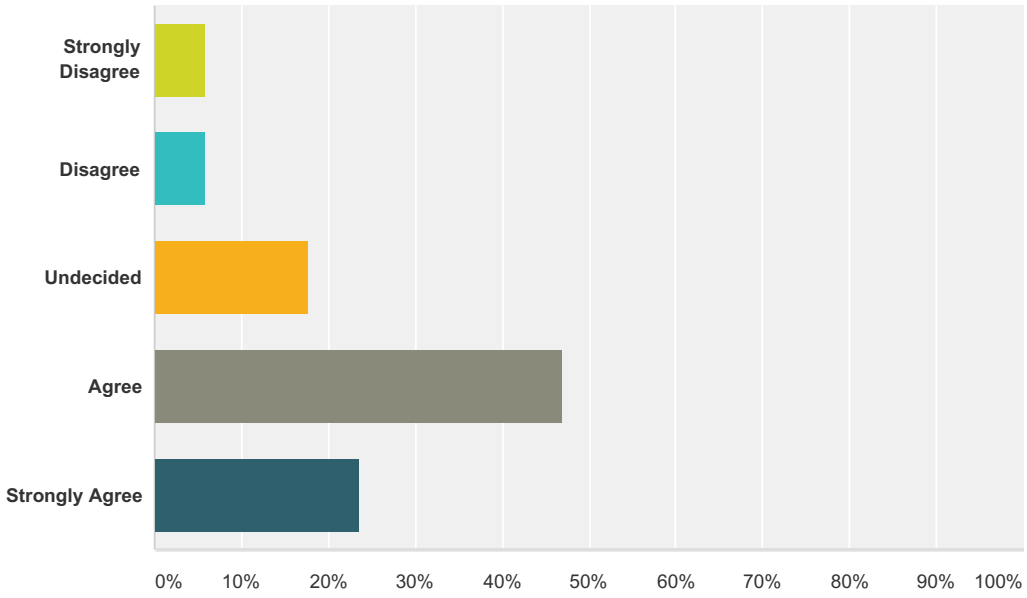


Answer Choices	Responses	
Strongly Disagree	**5.88%**	1
Disagree	**29.41%**	5
Undecided	**5.88%**	1
Agree	**29.41%**	5
Strongly Agree	**29.41%**	5
Total		**17**

#	Comments	Date
1	I receive the relevant meeting papers in time to read. I would like ot put on record my appreciation to Amanda Bedford for her professional support as the Governor & Membership Lead.	1/19/2017 11:24 AM
2	Much improved in the last 3 months	1/11/2017 1:28 PM
3	would like them earlier.	1/9/2017 3:27 PM
4	Agendas and papers are distributed as late as possible, sometimes even against Trust policy. This limits Governors preparation time and contributes to the Council's ineffectiveness.	1/6/2017 10:58 AM
5	We have an efficient and accessible Membership Secretary providing excellent support to Governors	1/4/2017 12:57 PM
6	We are most fortunate to have such effective executive, administrative and managerial support in this Trust that enables this.	1/1/2017 9:53 AM
7	Supporting documents are frequently late.	12/31/2016 1:10 PM

Q7 The agendas contain an appropriate mix of items.

Answered: 17 Skipped: 0

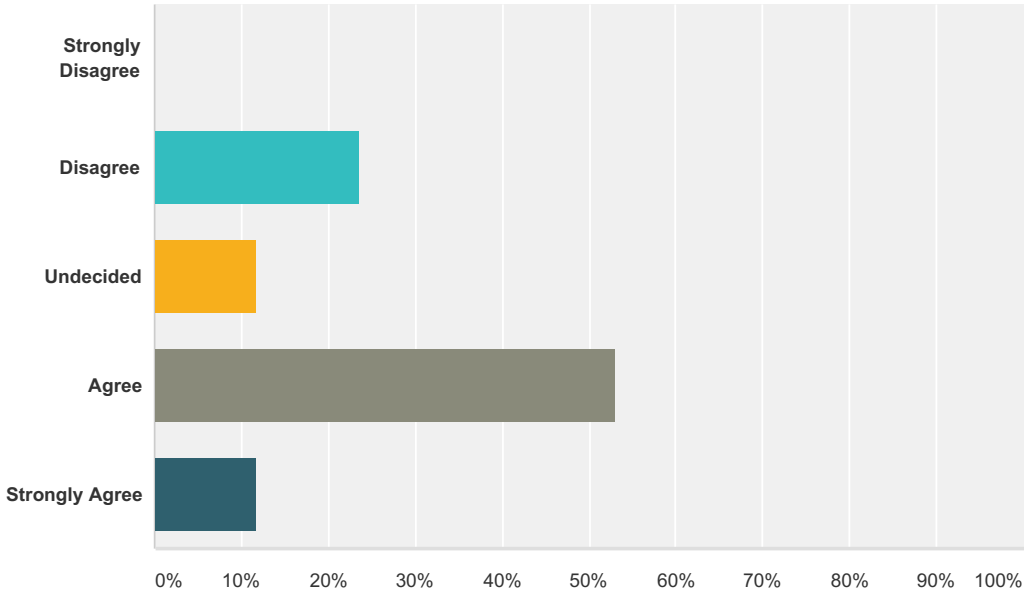


Answer Choices	Responses	
Strongly Disagree	**5.88%**	1
Disagree	**5.88%**	1
Undecided	**17.65%**	3
Agree	**47.06%**	8
Strongly Agree	**23.53%**	4
Total		**17**

#	Comments	Date
1	As a learning opportunity - could I attend as an observer. Would it be possible to sit in when the agenda setting chairs meet to discuss the agenda setting for the meetings?	1/19/2017 11:24 AM
2	The agendas should be designed to enable the Council to hold NEDs to account, this is not the case.	1/6/2017 10:58 AM
3	Governors have ample opportunity to contribute to agendas.	1/1/2017 9:53 AM
4	The value Council brings is related to the agendas.	12/31/2016 1:10 PM

Q8 Governors have sufficient opportunity to identify 'topics of interest' to add to the Council of Governors programme/meeting planner.

Answered: 17 Skipped: 0

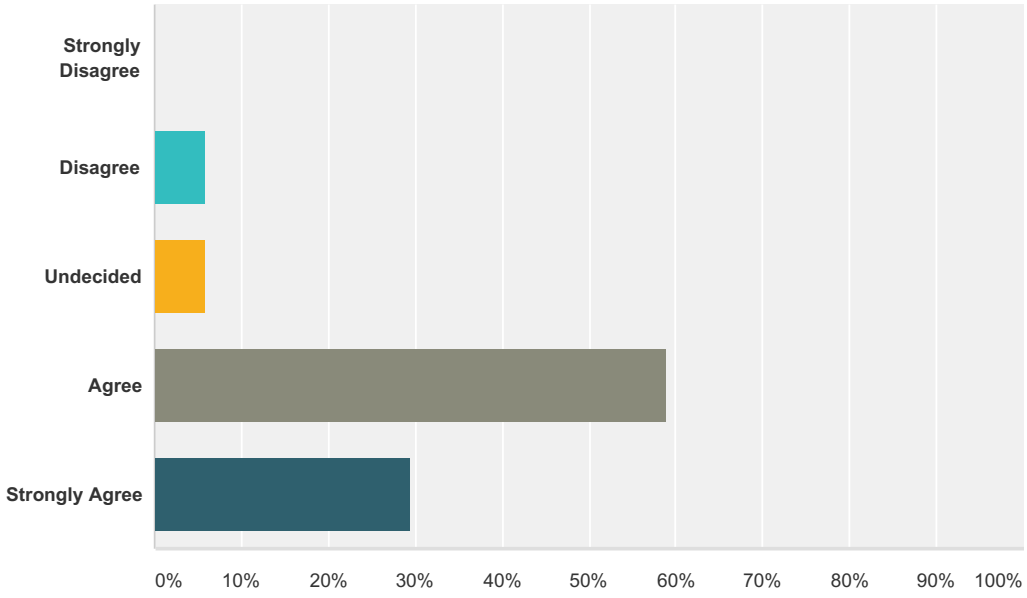


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**23.53%**	4
Undecided	**11.76%**	2
Agree	**52.94%**	9
Strongly Agree	**11.76%**	2
Total		**17**

#	Comments	Date
1	This has been inconsistent in the past but is slowly improving	1/11/2017 1:28 PM
2	I don't think Governors in general are aware that they can raise questions in advance of meetings which must then be included in the agenda.	1/6/2017 10:58 AM
3	Our Chair provides regular opportuntities for Governor input	1/4/2017 12:57 PM
4	As above	1/1/2017 9:53 AM

Q9 Meeting papers contain sufficient information to allow me to participate in discussions.

Answered: 17 Skipped: 0

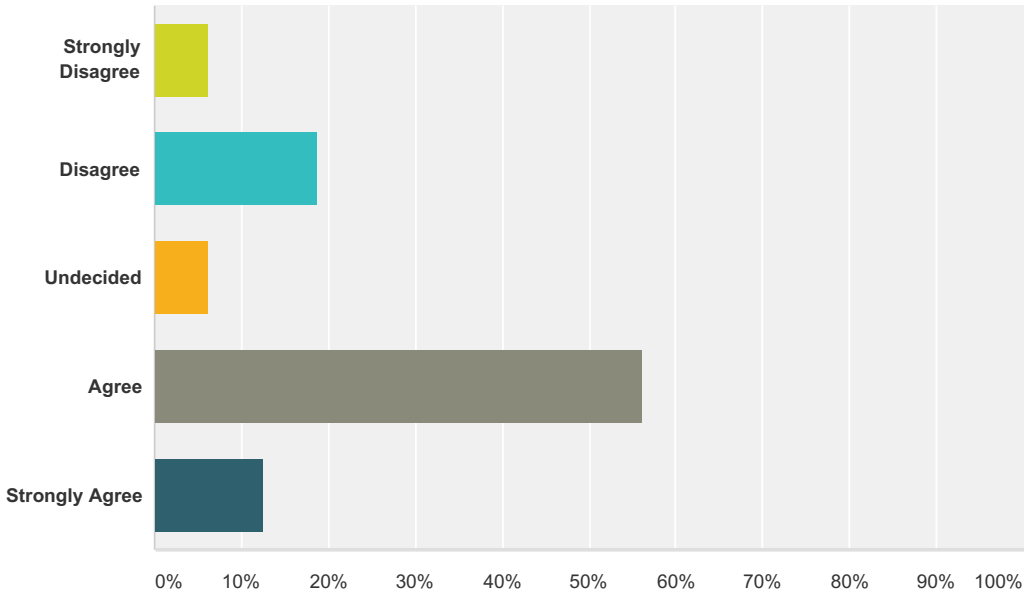


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**5.88%**	1
Undecided	**5.88%**	1
Agree	**58.82%**	10
Strongly Agree	**29.41%**	5
Total		**17**

#	Comments	Date
1	On the whole.	1/9/2017 3:27 PM
2	Furthermore we are amply and frequently briefed by the CEO and others and have access to additional information via Staff Zone	1/1/2017 9:53 AM
3	Papers need further work from the Executive, to focus on key issues, report by exception, and give Council a steer as to where attention should be directed.	12/31/2016 1:10 PM

Q10 Everyone has an opportunity to contribute to the discussion.

Answered: 16 Skipped: 1

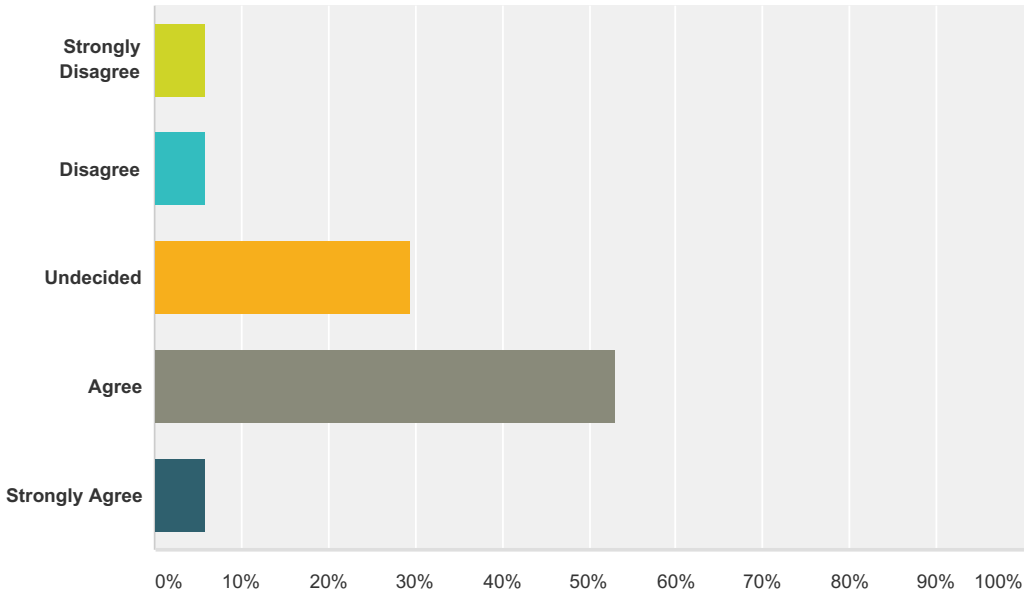


Answer Choices	Responses	
Strongly Disagree	**6.25%**	1
Disagree	**18.75%**	3
Undecided	**6.25%**	1
Agree	**56.25%**	9
Strongly Agree	**12.50%**	2
Total		**16**

#	Comments	Date
1	Full Councils meeting normally have a packed agenda and time for questions are often curtailed. Changes are afoot so improvement should be made in the near future.	1/11/2017 1:28 PM
2	There are too many people in the meeting to allow any sort og meaningful discussion. All that happens is that if a question is asked, any answer is deemed to be satisfactory however irrelevant or poor it is and follow-up questions are strongly discouraged.	1/6/2017 10:58 AM
3	The discussion at CoG has improved during 2016	1/1/2017 9:53 AM
4	But this sometimes holds things up - the Chair should intervene more to move things along & focus.	12/31/2016 1:10 PM

Q11 Action points are followed up in a timely fashion.

Answered: 17 Skipped: 0

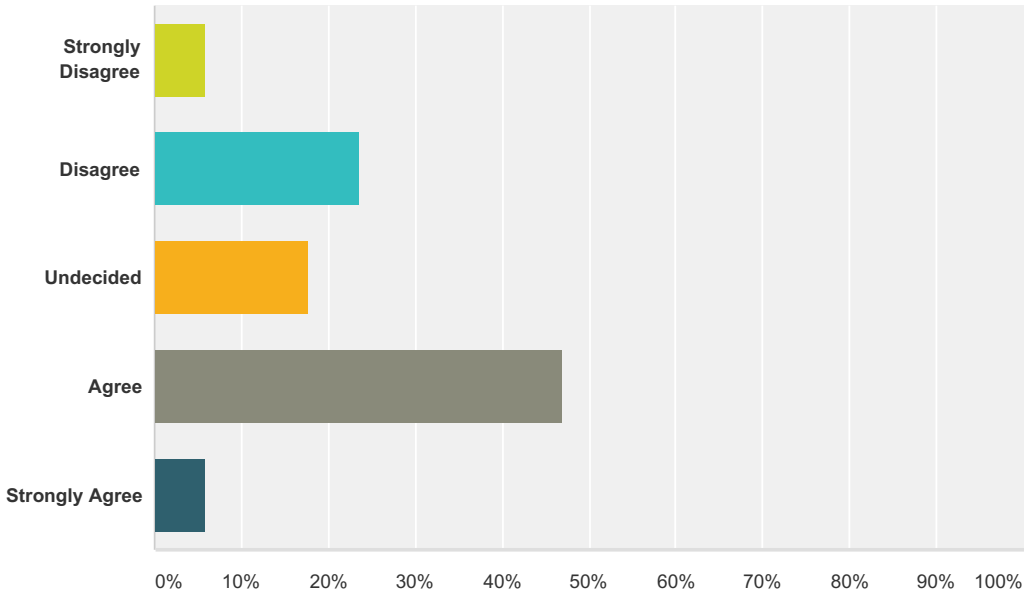


Answer Choices	Responses	
Strongly Disagree	**5.88%**	1
Disagree	**5.88%**	1
Undecided	**29.41%**	5
Agree	**52.94%**	9
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	I think we often have to wait for the next meetings only to find the answers are not forthcoming so this requires improvement.	1/11/2017 1:28 PM
2	On the whole	1/9/2017 3:27 PM
3	There is no evidence that at robust system of follow-up is in place. e.g. the council were told in early 2016 that a matron review was taking place and would be reported on shortly. This is now raised at each meeting and the Board give the appearance that nothing is being done, but keep promising they will do something in the next few weeks. This lack of effective follow-up is indicative of a poorly organised Trust.	1/6/2017 10:58 AM
4	The Membership Secretry is effective in following up Action Points and reporting this.	1/4/2017 12:57 PM
5	Thanks to the effective administration and management support	1/1/2017 9:53 AM

Q12 The time allocated to Council of Governor meetings is adequate.

Answered: 17 Skipped: 0

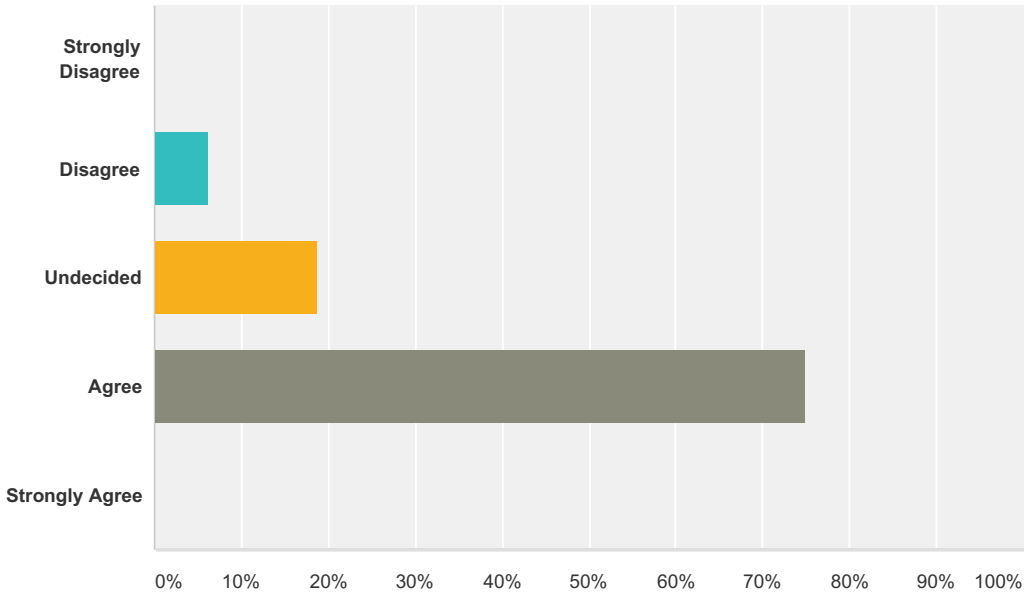


Answer Choices	Responses	
Strongly Disagree	**5.88%**	1
Disagree	**23.53%**	4
Undecided	**17.65%**	3
Agree	**47.06%**	8
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	This all needs improvement.but is more organised than it used to be and we should see more change to structure and discussion time moving forward.	1/11/2017 1:28 PM
2	The number of meetings has been reduced and the length of the meetings reduced.	1/9/2017 3:27 PM
3	There is a balance between the meeting being long enough to allow it to be effective and the time Governors are prepare to commit. Council meetings are currently totally ineffective in terms of statutory duties, but the time may not be the main issue. It is more important that the time available is put to good use, at the moment much time is wasted with irrelevant, undirected discussion.	1/6/2017 10:58 AM
4	If anything we could have shorter meetings	1/1/2017 9:53 AM
5	Too long	12/31/2016 2:57 PM
6	It ought to be adequate but because some Governors hog the floor & the chair doesn't manage it well, it often runs over	12/31/2016 1:10 PM

Q13 The Council of Governors meet at the most appropriate time.

Answered: 16 Skipped: 1

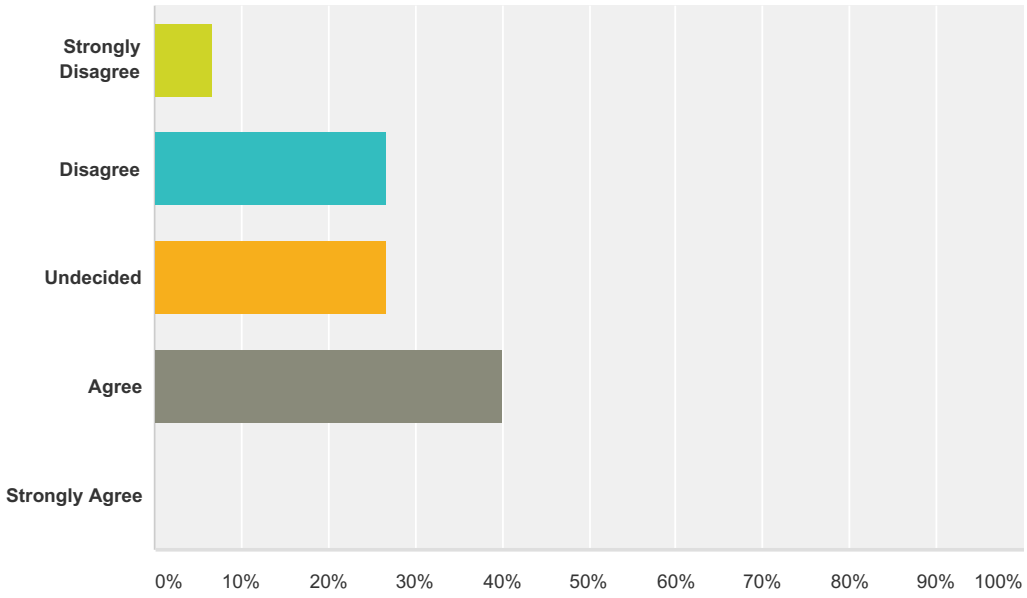


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**6.25%**	1
Undecided	**18.75%**	3
Agree	**75.00%**	12
Strongly Agree	**0.00%**	0
Total		**16**

#	Comments	Date
1	The right time varies according to individual preference and commitments	1/1/2017 9:53 AM

Q14 The Council of Governors meet sufficiently regularly to discharge its duties.

Answered: 15 Skipped: 2

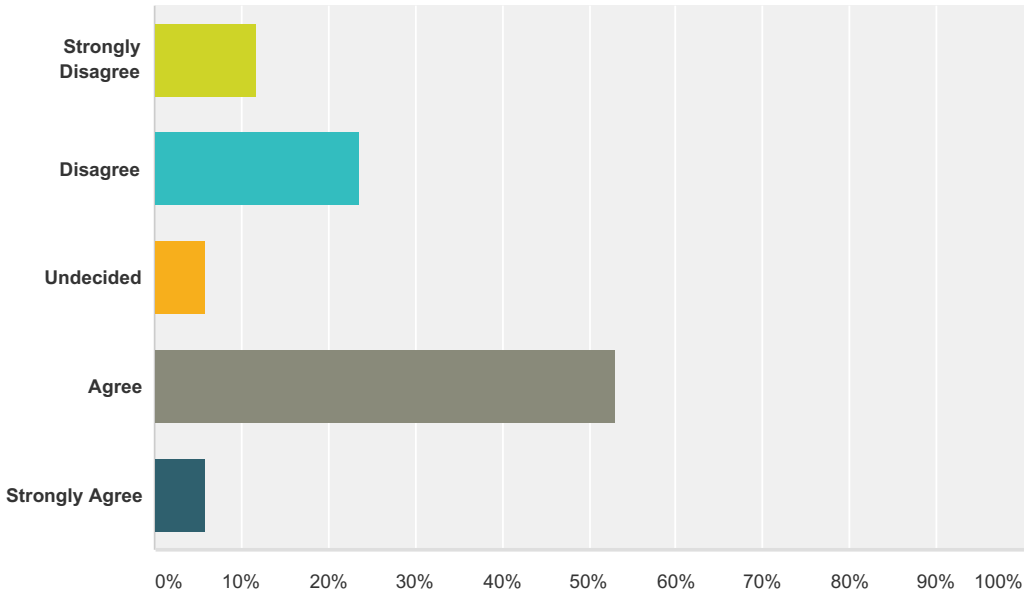


Answer Choices	Responses	
Strongly Disagree	**6.67%**	1
Disagree	**26.67%**	4
Undecided	**26.67%**	4
Agree	**40.00%**	6
Strongly Agree	**0.00%**	0
Total		**15**

#	Comments	Date
1	Not always and the full councill meeting have been reduced which I don't find helpful as you can loose continuity especially during times of change.	1/11/2017 1:28 PM
2	Reduction of the frequency of CoG meetings over the past year needs to be re considered.	1/4/2017 12:57 PM
3	It will be helpful to maintain regular reviews	1/1/2017 9:53 AM
4	Too often	12/31/2016 2:57 PM
5	I would prefer to see a few more CoG meetings with fewer committees	12/31/2016 1:10 PM

Q15 Overall, Council of Governor meetings are productive.

Answered: 17 Skipped: 0

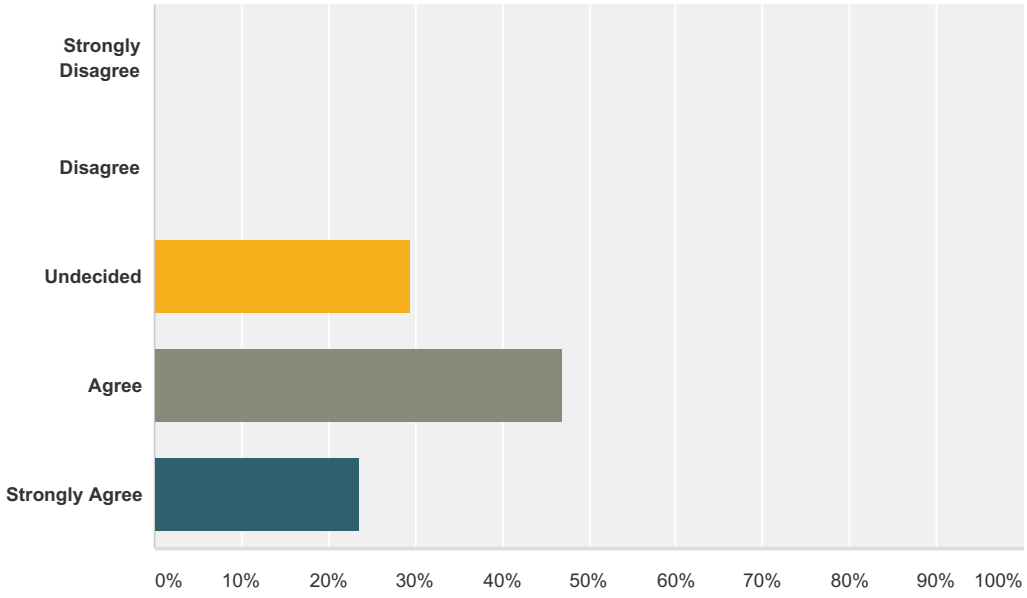


Answer Choices	Responses	
Strongly Disagree	**11.76%**	2
Disagree	**23.53%**	4
Undecided	**5.88%**	1
Agree	**52.94%**	9
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	The meetings as far as I'm concerned are productive. The Chair acts fairly and gives Governors time to raise their issues. The meetings are structured and the agenda covers the important points discussed at the respective committees.	1/19/2017 11:24 AM
2	With respect to the fulfilment of statutory duties they really are a total waste of everyone's time.	1/6/2017 10:58 AM
3	It would be useful to strengthen the final agenda item at each meeting to capture the key items of productivity	1/1/2017 9:53 AM
4	See above, Council adds little value, although there are costs in resources to service CoG.	12/31/2016 1:10 PM

Q16 Council of Governor Committees make an effective contribution to the work of the Governors.

Answered: 17 Skipped: 0

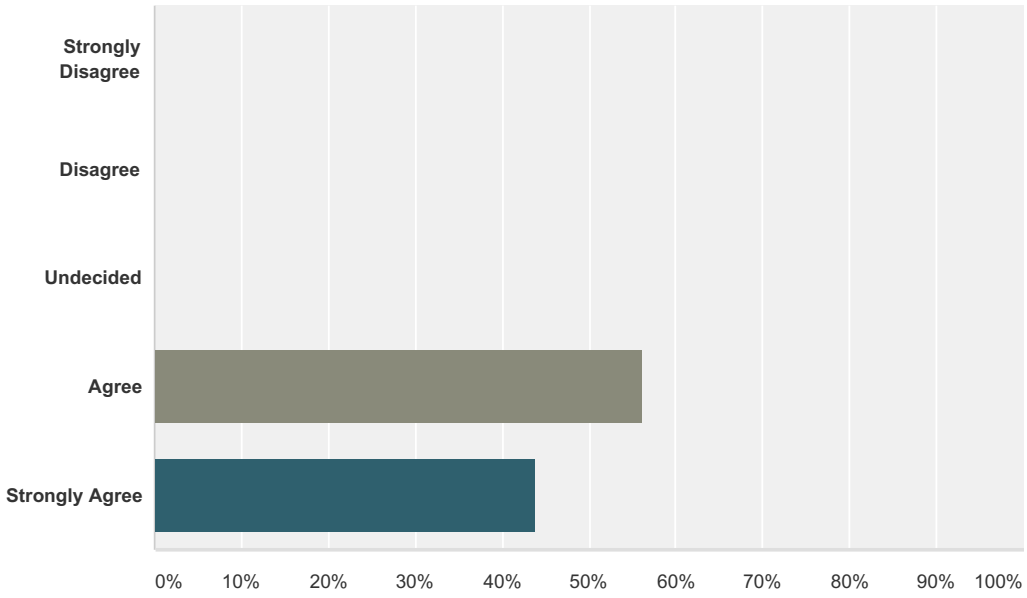


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**29.41%**	5
Agree	**47.06%**	8
Strongly Agree	**23.53%**	4
Total		**17**

#	Comments	Date
1	The committee meeting are more structured and are now well managed.	1/11/2017 1:30 PM
2	I find it hard to see the evidence that we have made an effective contribution.	1/9/2017 3:33 PM
3	Committees allow required statutory duties to be undertaken and fir in depth exploration of particular areas of importance. The risk is that full CoG becomes a mere rubber stamp exercise.	1/1/2017 10:02 AM
4	FPC and AGC add no value. Quality is useful. Nom/Rem & Membership are required.	12/31/2016 1:12 PM

Q17 I have the opportunity to be involved in the Committees that interest me.

Answered: 16 Skipped: 1

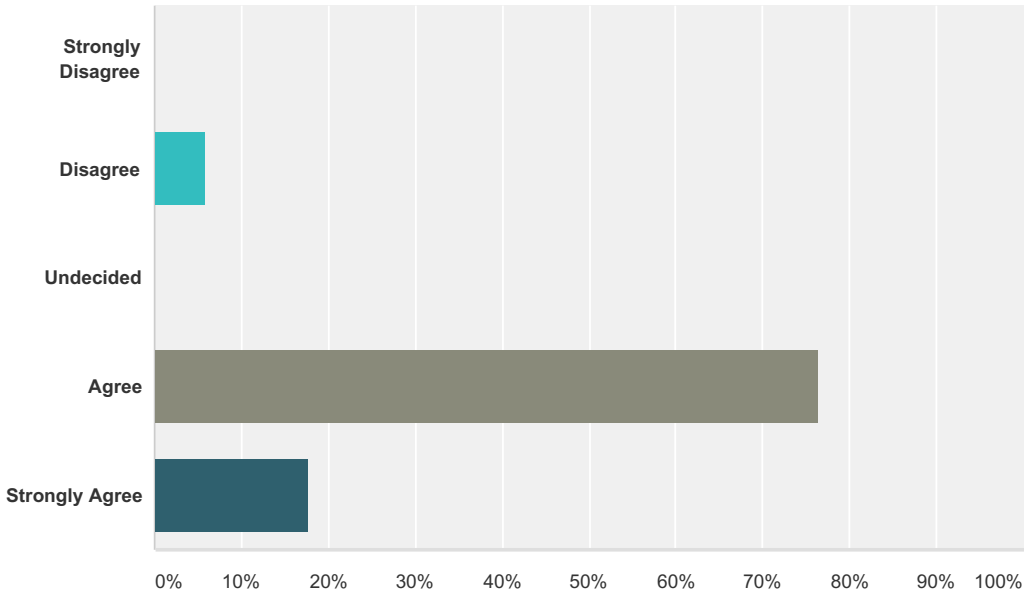


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**0.00%**	0
Agree	**56.25%**	9
Strongly Agree	**43.75%**	7
Total		**16**

#	Comments	Date
1	No just areas of interest but also utilization of skill base which is excellent.	1/11/2017 1:30 PM
2	Every governor may attend every committee if wished and ample notification is given	1/1/2017 10:02 AM

Q18 The Committees receive appropriate support from the Trust.

Answered: 17 Skipped: 0

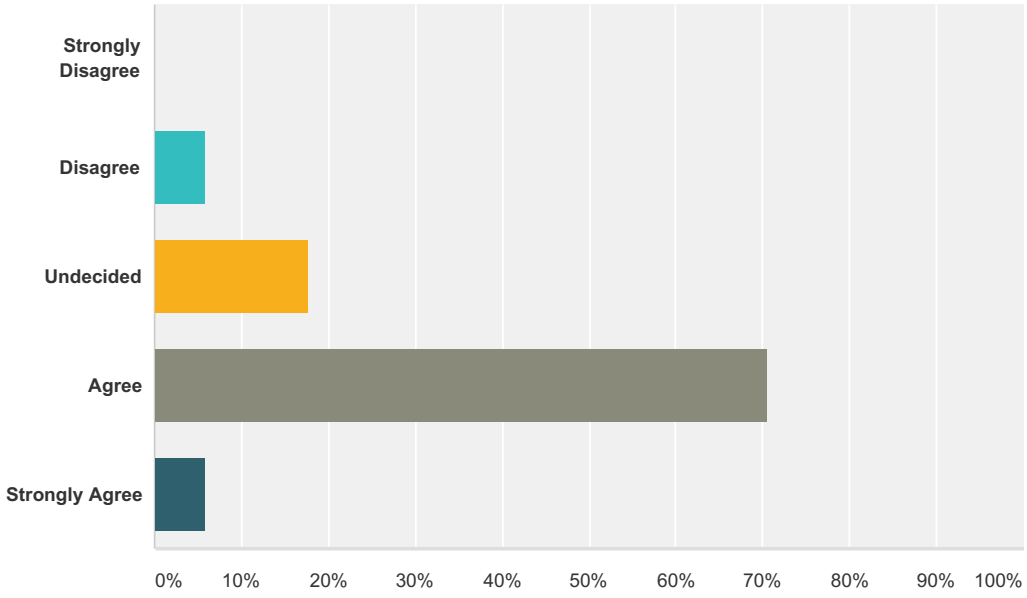


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**5.88%**	1
Undecided	**0.00%**	0
Agree	**76.47%**	13
Strongly Agree	**17.65%**	3
Total		**17**

#	Comments	Date
1	NED commitment is strengthening	1/1/2017 10:02 AM
2	Both Exec and NEDs should be more proactive in support for CoG committees	12/31/2016 1:12 PM

Q19 The current number and structure of Council Committees are appropriate to carry out the Council's statutory duties.

Answered: 17 Skipped: 0

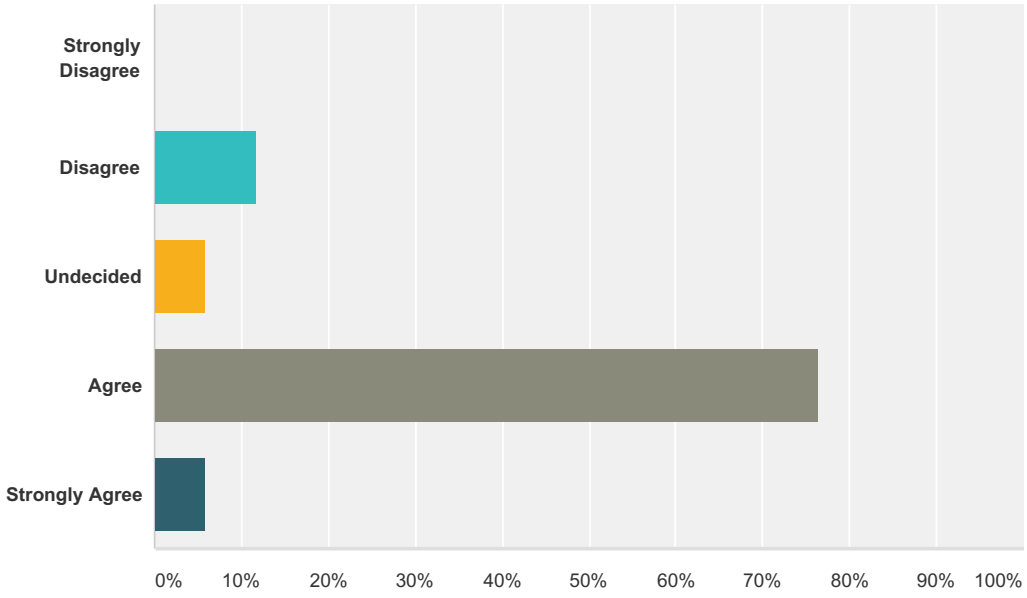


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**5.88%**	1
Undecided	**17.65%**	3
Agree	**70.59%**	12
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	Reduction in meetings only in last year so unable to see the evidence we have completed statutory duties	1/9/2017 3:33 PM
2	Most of the Statutory Duties are handled by the Nom and Rem Committee - which is highly regarded and efficient	1/4/2017 1:00 PM
3	Early days and to be kept under review. Frequency in particular should not exceed the requirement to fulfill the tasks allocated and merger of one or two might be considered.	1/1/2017 10:02 AM
4	See above Qn 16	12/31/2016 1:12 PM

Q20 The Committees effectively engage with the Council of Governors as a whole in undertaking their work.

Answered: 17 Skipped: 0

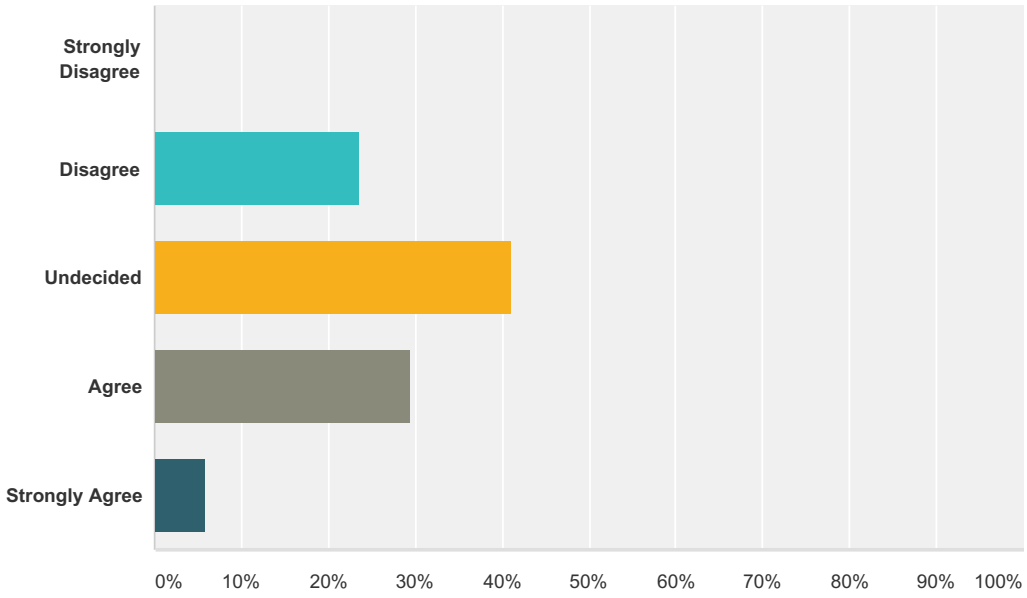


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**11.76%**	2
Undecided	**5.88%**	1
Agree	**76.47%**	13
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	Engagement is taking place but too early to show the Governors are undertaking their work	1/9/2017 3:33 PM
2	Although this varies by Committee	1/1/2017 10:02 AM

Q21 As a Governor I am able to effectively communicate with members.

Answered: 17 Skipped: 0

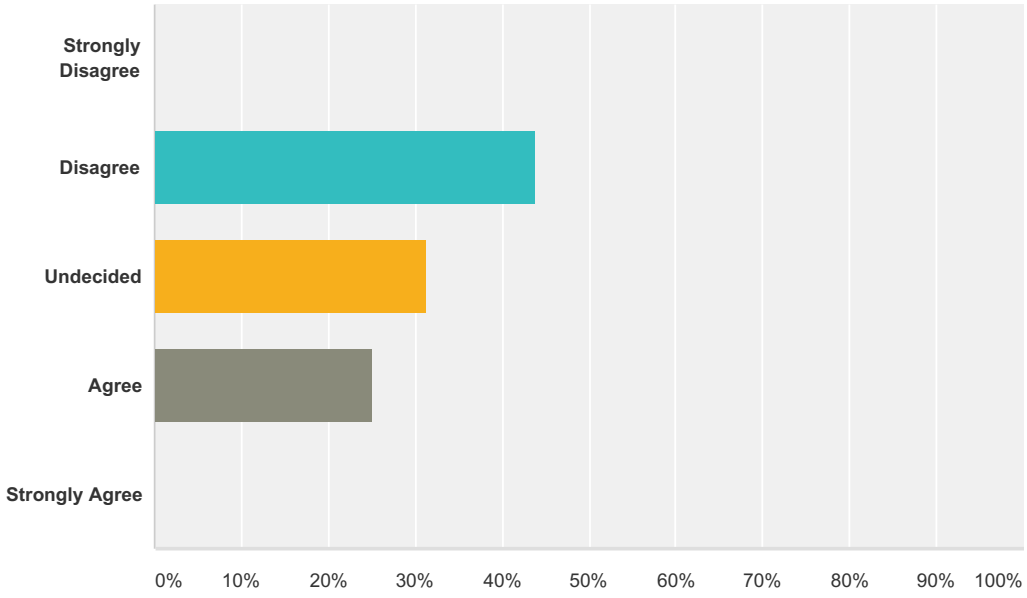


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**23.53%**	4
Undecided	**41.18%**	7
Agree	**29.41%**	5
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	I engage with many people, some who are members. I am a member of various Community Groups and meet many people but it is impossible to communicate with every member in the constituency that I represent	1/19/2017 11:48 AM
2	This has been a problem to date but a review with fresh eyes and new ideas should see this improve this year.	1/11/2017 1:41 PM
3	The Membership Committee is now actively addressing this issue and consultong fully	1/4/2017 1:04 PM
4	But my personal circumstances limit some aspects	1/1/2017 10:09 AM
5	Governors as a whole are not communicating sufficiently with members although there are notable exceptions.	12/31/2016 1:17 PM

Q22 Governors effectively engage with and represent the views of the Trust membership.

Answered: 16 Skipped: 1

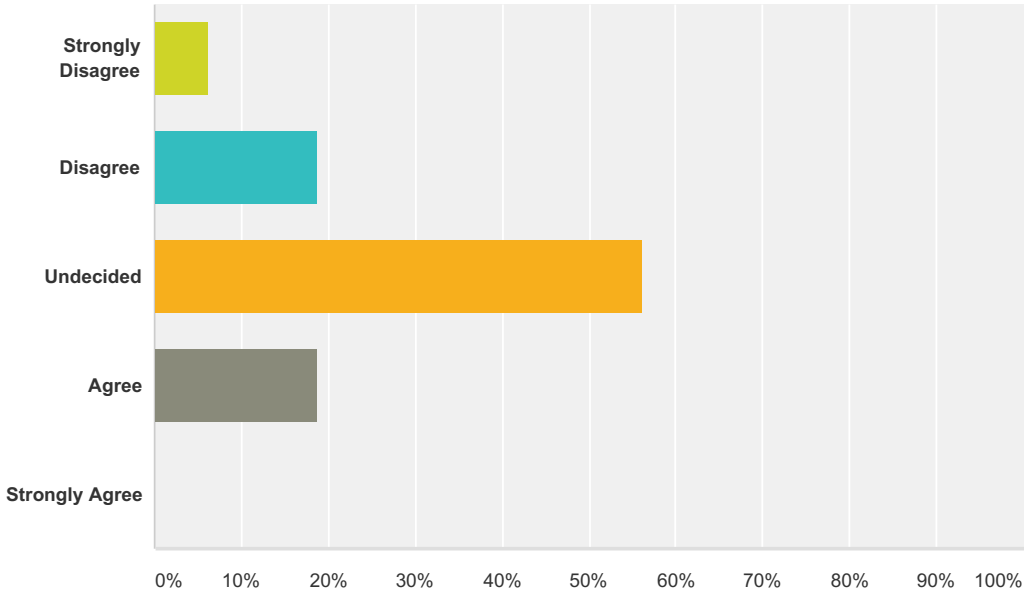


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**43.75%**	7
Undecided	**31.25%**	5
Agree	**25.00%**	4
Strongly Agree	**0.00%**	0
Total		**16**

#	Comments	Date
1	To a degree - however, members who raise issues or concerns with me, I can now pass their views to the Governor Lead for monitoring, see above.	1/19/2017 11:48 AM
2	As stated due to lack of ctwo way communication with members to date this has been an issue but should improve given new plans for 2017	1/11/2017 1:41 PM
3	This is difficut to judge	1/4/2017 1:04 PM
4	We know we have further work to do and this is developing	1/1/2017 10:09 AM
5	but it is improving	12/31/2016 6:20 PM
6	See 21	12/31/2016 1:17 PM

Q23 Governors are effective in communicating with the membership about the activities they undertake on its behalf.

Answered: 16 Skipped: 1

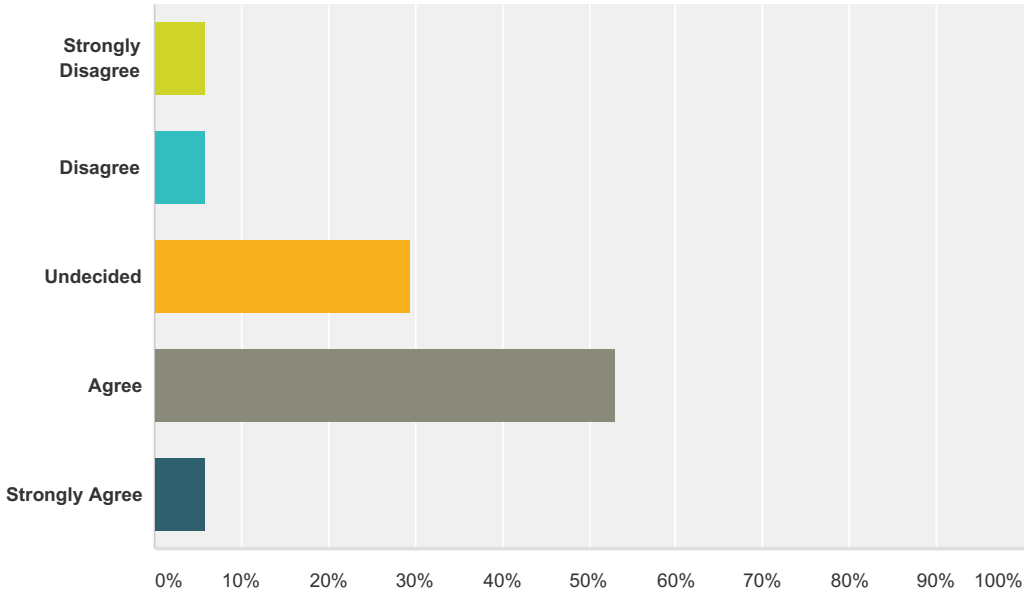


Answer Choices	Responses	
Strongly Disagree	**6.25%**	1
Disagree	**18.75%**	3
Undecided	**56.25%**	9
Agree	**18.75%**	3
Strongly Agree	**0.00%**	0
Total		**16**

#	Comments	Date
1	To those who I meet outside the Trust events. For example, to the Healthwatch Volunteers, many of whom are Trust members.	1/19/2017 11:48 AM
2	Requires work in this area.	1/11/2017 1:41 PM
3	There has been a reduction in meeting with the membership so communication is limited.	1/9/2017 3:40 PM
4	Again, difficult to judge as feed back is limited	1/4/2017 1:04 PM
5	Under development and varies at present	1/1/2017 10:09 AM
6	but it is improving	12/31/2016 6:20 PM
7	Trust efforts (eg newsletter) are probably effective, but individual members are not.	12/31/2016 1:17 PM

Q24 The Council of Governors effectively discharges its role of holding the Board of Directors to account for the performance of the Trust.

Answered: 17 Skipped: 0

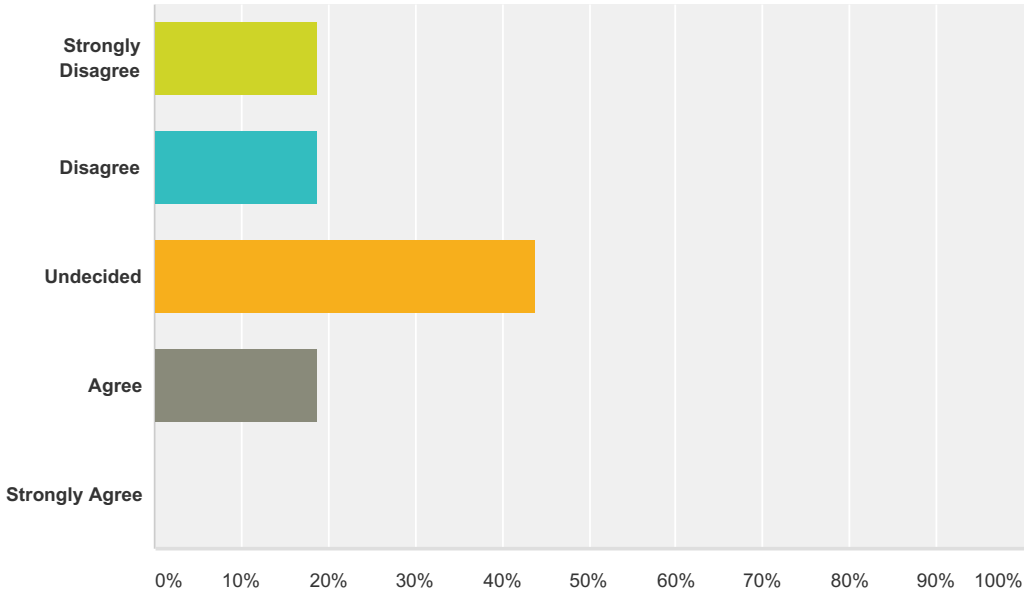


Answer Choices	Responses	
Strongly Disagree	**5.88%**	1
Disagree	**5.88%**	1
Undecided	**29.41%**	5
Agree	**52.94%**	9
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	NEDs attend the Committee meetings an dGovenrors are able to ask questions and hold NEDs to account.	1/19/2017 11:48 AM
2	We saw a huge improvement in this area during 2016 and the formal training that we all had an opportiunity to attend improved our understanding and skills	1/11/2017 1:41 PM
3	This question shows a lack of understanding of the statutory duties of the Governors, since this is not our role. Our role is to hold the NEDs to account for the performance of the Board. The performance of the Trust is the responsibility of the Board and the NEDs have to hold the Board to account for that. It will be interesting to see the responses of other Governors to this question as a get to the heart of what the Council is supposed to do.	1/6/2017 11:17 AM
4	Previous comments apply	1/1/2017 10:09 AM
5	Council is not particularly effective, see above responses.	12/31/2016 1:17 PM

Q25 The Council of Governors is able to influence the direction of the Trust's future strategy.

Answered: 16 Skipped: 1

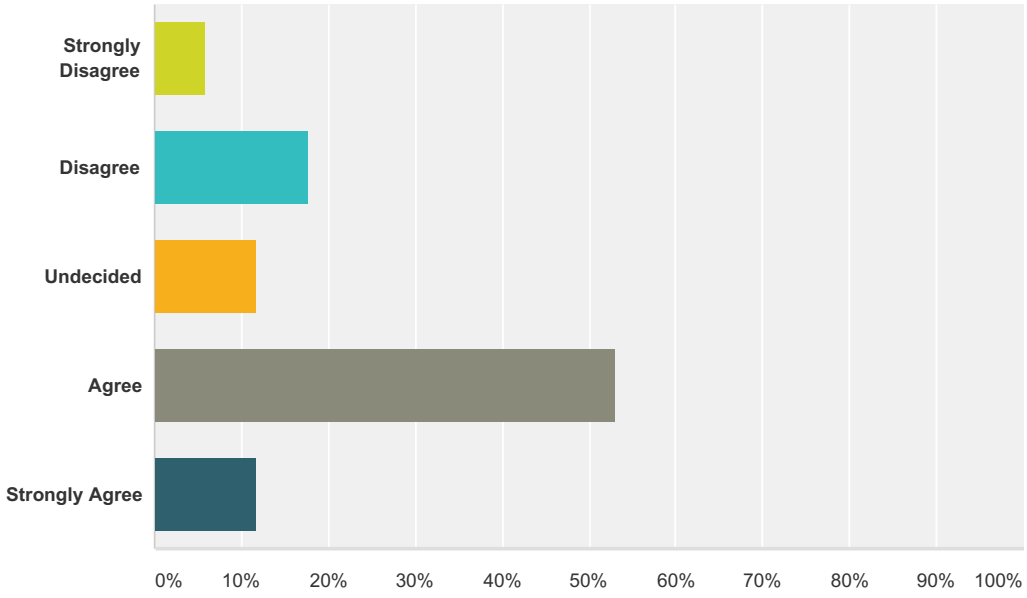


Answer Choices	Responses	
Strongly Disagree	**18.75%**	3
Disagree	**18.75%**	3
Undecided	**43.75%**	7
Agree	**18.75%**	3
Strongly Agree	**0.00%**	0
Total		**16**

#	Comments	Date
1	I believe in the Trust Strategy for the future and do hope that Governors contribution will indluence the direction of the	1/19/2017 11:48 AM
2	I believ e that the Governors can challenge decisions and may influence the direction of the Trust future but do not feel that we help to form strategy ratherr are expected to support decisions that are already made.	1/11/2017 1:41 PM
3	Too many factors unknown at present to be able to influence the future startegy	1/9/2017 3:40 PM
4	Thre is no evidence to suggest that the Board take account anything the Council or any individual Governor says.	1/6/2017 11:17 AM
5	The Governors' Strategic Committee was disbanded in early 2016 and it is not clear which committee this now sits with.	1/4/2017 1:04 PM
6	The way in which we influence is necessarily changing as STPs develop	1/1/2017 10:09 AM
7	There should be a better-organised approach to Council input into strategy	12/31/2016 1:17 PM

Q26 The Council of Governors is the appropriate size to effectively carry out its statutory duties.

Answered: 17 Skipped: 0

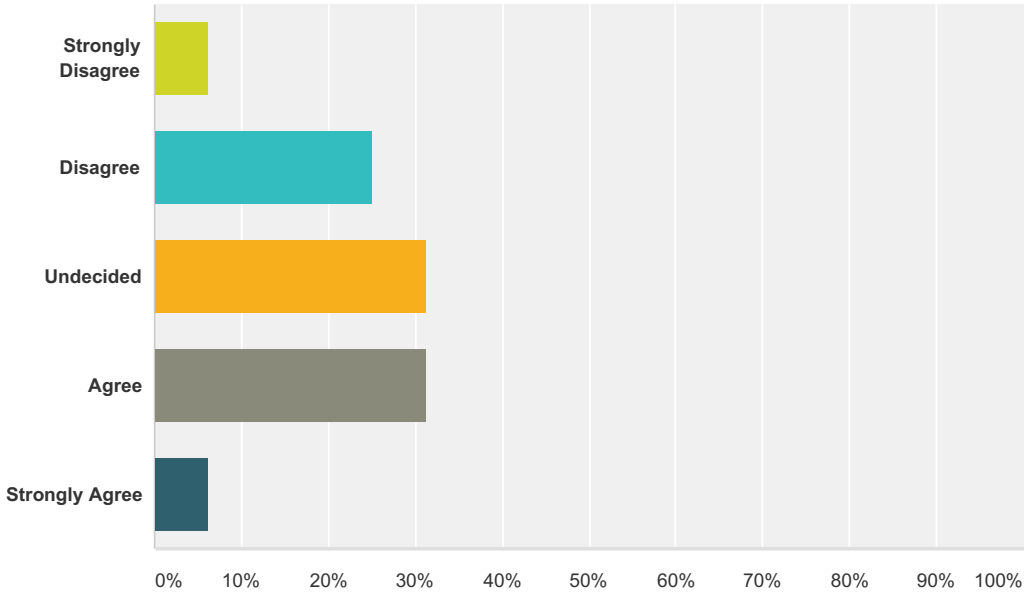


Answer Choices	Responses	
Strongly Disagree	**5.88%**	1
Disagree	**17.65%**	3
Undecided	**11.76%**	2
Agree	**52.94%**	9
Strongly Agree	**11.76%**	2
Total		**17**

#	Comments	Date
1	May even be too large.	1/11/2017 1:41 PM
2	There are far too many people, way beyond the limit for any meeting to be effective.	1/6/2017 11:17 AM
3	The CoG is rather large.	1/1/2017 10:09 AM
4	It's too big, but I can't see how it could be smaller, since there are statutory requirements for constituencies.	12/31/2016 1:17 PM

Q27 I believe the role of the Lead Governor enhances the effectiveness of the Council of governors.

Answered: 16 Skipped: 1

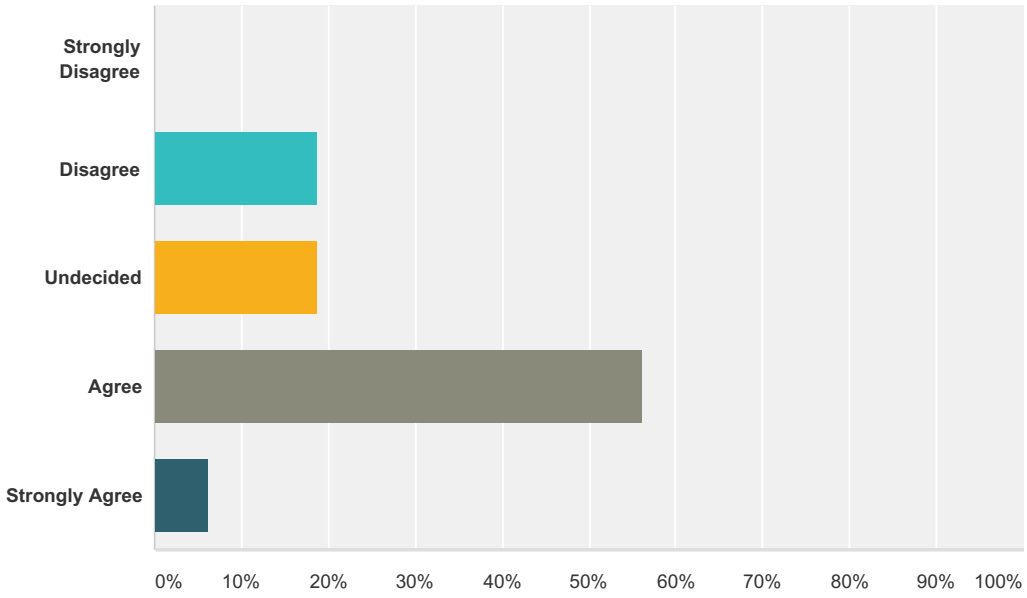


Answer Choices	Responses	
Strongly Disagree	**6.25%**	1
Disagree	**25.00%**	4
Undecided	**31.25%**	5
Agree	**31.25%**	5
Strongly Agree	**6.25%**	1
Total		**16**

#	Comments	Date
1	This should be the key role of the Lead Governor but I currently feel disillusioned as sometimes the Lead Governor is at odd with the decisions of the board and the governors opinions.	1/11/2017 1:41 PM
2	Need the right person in post.	1/9/2017 3:40 PM
3	The Lead Governor has no role to play in the effectiveness of the Council. The question itself illustrates a misuansertadning of the role of the Lead Governor.	1/6/2017 11:17 AM
4	I consider the role has the potential to enhance the effectiveness of CoG	1/1/2017 10:09 AM
5	Due to the person	12/31/2016 2:59 PM
6	Council has voted to have a minimal role for Lead Gov.	12/31/2016 1:17 PM

Q28 Relationships within the Council are constructive and work effectively.

Answered: 16 Skipped: 1

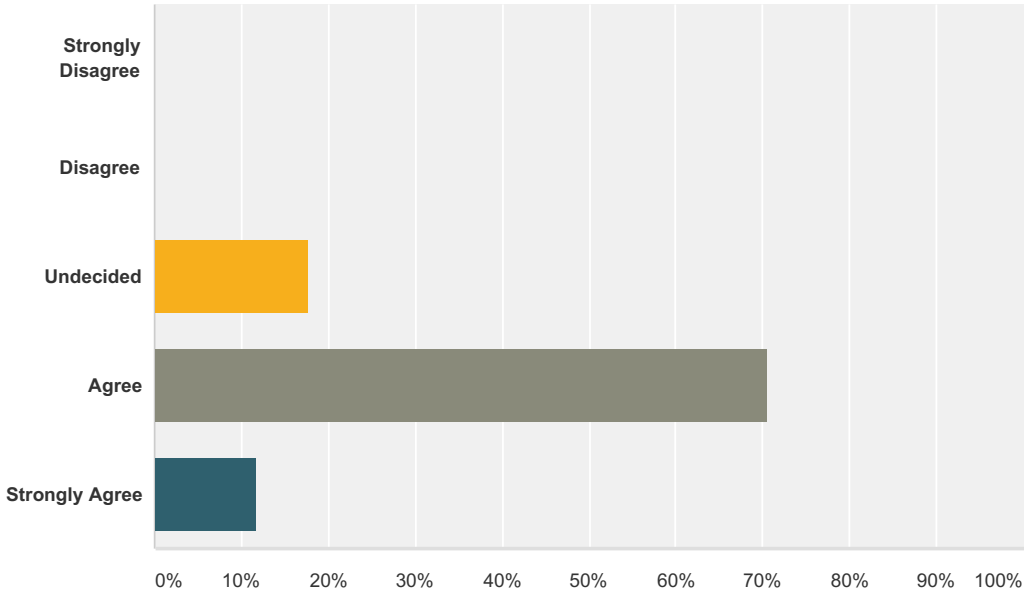


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**18.75%**	3
Undecided	**18.75%**	3
Agree	**56.25%**	9
Strongly Agree	**6.25%**	1
Total		**16**

#	Comments	Date
1	Mostly yes, and I feel that we do all try to work together with a single aim	1/11/2017 1:41 PM
2	I cannot comment on this, what relationships is the question referring to?	1/6/2017 11:17 AM
3	But further development would be of value	1/1/2017 10:09 AM
4	Some Governors take challenge as personal criticism. There are strong cliques within the Council which are counter-productive.	12/31/2016 1:17 PM

Q29 The Council of Governors plays an active role in developing the Trust's membership strategy (recruitment and engagement).

Answered: 17 Skipped: 0

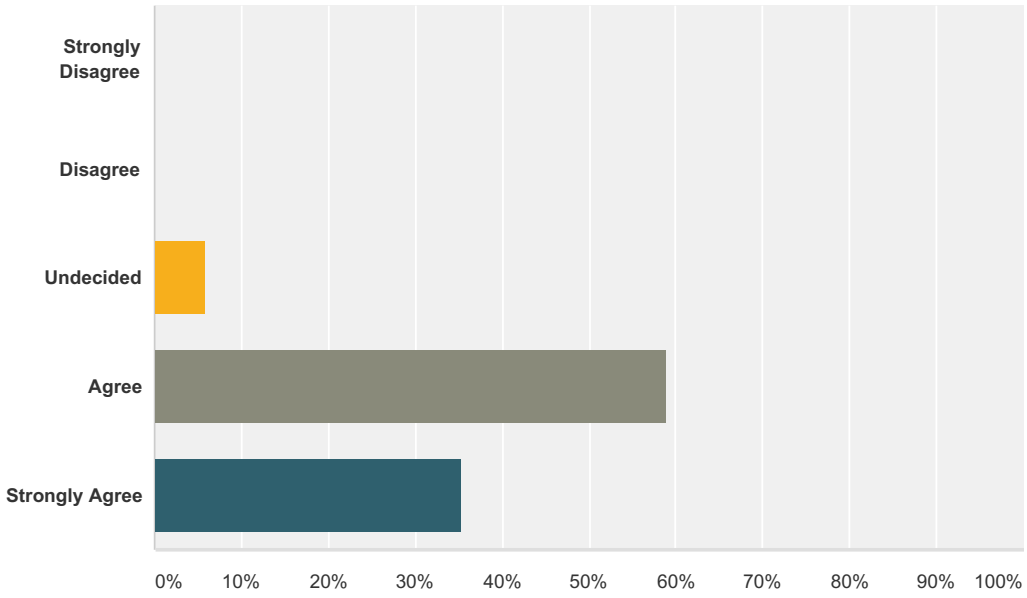


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**17.65%**	3
Agree	**70.59%**	12
Strongly Agree	**11.76%**	2
Total		**17**

#	Comments	Date
1	The Membership Engagement and Communication Committee will be taking a more proactive role in developing the Trust's Membership recruitment.	1/19/2017 11:48 AM
2	This is an area of great improvement since the appointment of a Communication Director. There is of course still some way to go.	1/11/2017 1:41 PM
3	Via the work of the MEC	1/1/2017 10:09 AM
4	It remains to be seen if the new strategy is effective.	12/31/2016 1:17 PM

Q30 Governors can readily approach the Chair with a query or issue.

Answered: 17 Skipped: 0

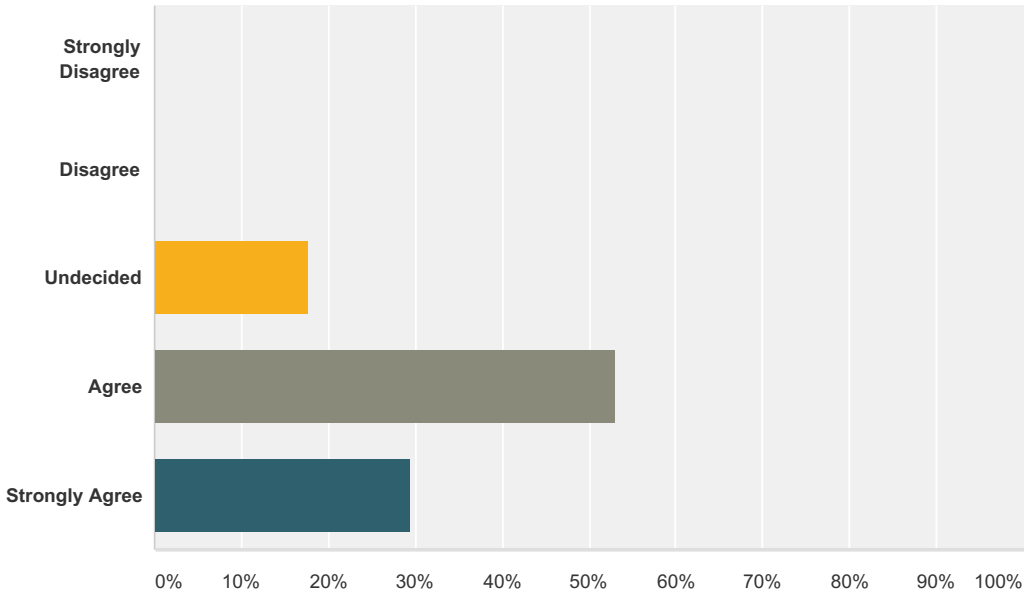


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**5.88%**	1
Agree	**58.82%**	10
Strongly Agree	**35.29%**	6
Total		**17**

#	Comments	Date
1	Our Chair has an open and welcoming approach and is always willing to listen.	1/11/2017 1:49 PM
2	Although the chair should be more proactive in approaching Governors as individuals.	12/31/2016 1:22 PM

Q31 Governors are able to approach any Board member with a query or issue.

Answered: 17 Skipped: 0

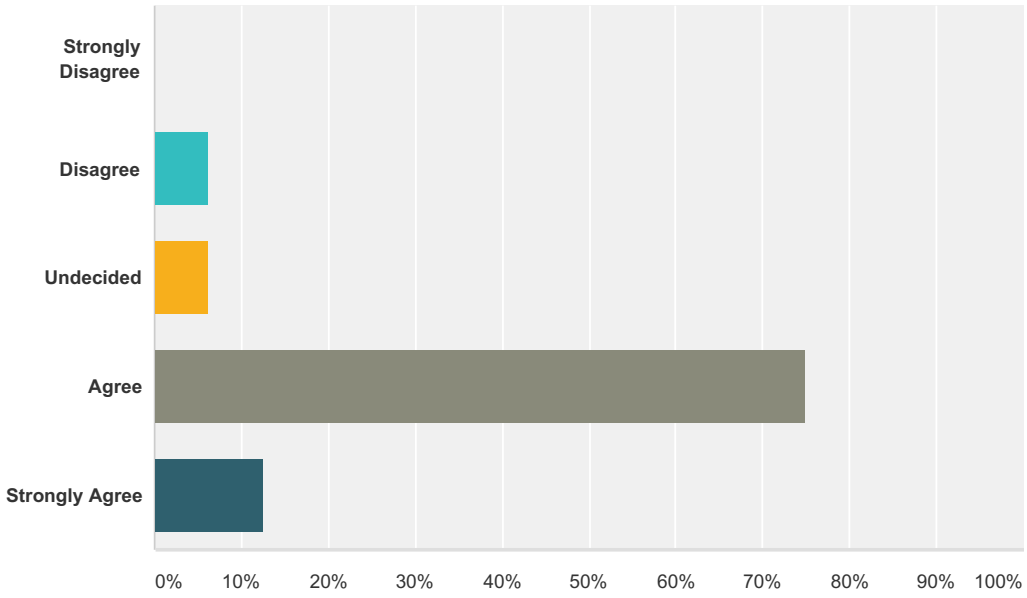


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**17.65%**	3
Agree	**52.94%**	9
Strongly Agree	**29.41%**	5
Total		**17**

#	Comments	Date
1	A very effective board of NEDS who are extremely approachable.	1/11/2017 1:49 PM
2	Our Membership Secretary has developed an effective process for forwarding 'Concerns'.	1/4/2017 1:09 PM
3	One or two NEDs have had little profile among Governors.	12/31/2016 1:22 PM

Q32 The Board of Directors is supportive of the Council of Governors.

Answered: 16 Skipped: 1

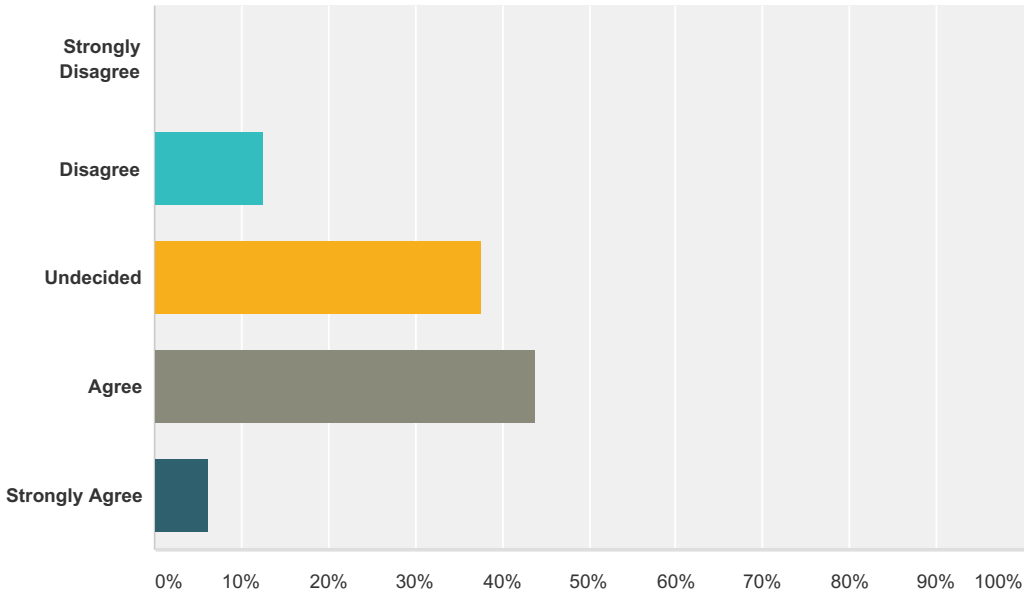


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**6.25%**	1
Undecided	**6.25%**	1
Agree	**75.00%**	12
Strongly Agree	**12.50%**	2
Total		**16**

#	COmments	Date
1	Yes I believe in the majority of cases the board and the Governors work well together.	1/11/2017 1:49 PM
2	I am not even sure that the Board should be supporting the Council, I don't really understand he purpose of the question.	1/6/2017 11:26 AM
3	The Council makes too many demands on NEDs, challenge should be better channelled. I don't know if BoD are supportive or not.	12/31/2016 1:22 PM

Q33 Governors have sufficient contact with the Trust's Executive Directors

Answered: 16 Skipped: 1

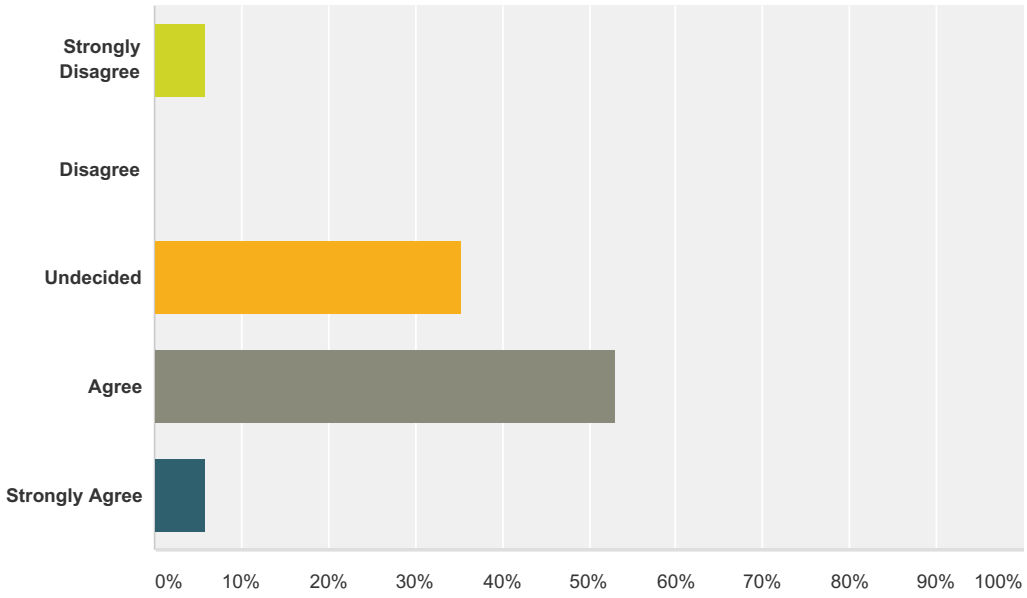


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**12.50%**	2
Undecided	**37.50%**	6
Agree	**43.75%**	7
Strongly Agree	**6.25%**	1
Total		**16**

#	Comments	Date
1	Given the time and the workload of the Executive Directors I am undecided if I personally have met each Executive Director for further discussion outside the Board meetings	1/19/2017 11:53 AM
2	These are a grouo of extremely busy people and whilst they do attempt to attend alll meetings we have to respect the real job of wotk that they have to cover.	1/11/2017 1:49 PM
3	Some Exec should be more proactive in engaging with Council. The CEO & Finance Exec are active.	12/31/2016 1:22 PM

Q34 Governors have sufficient contact with the Trust's Non-Executive Directors.

Answered: 17 Skipped: 0

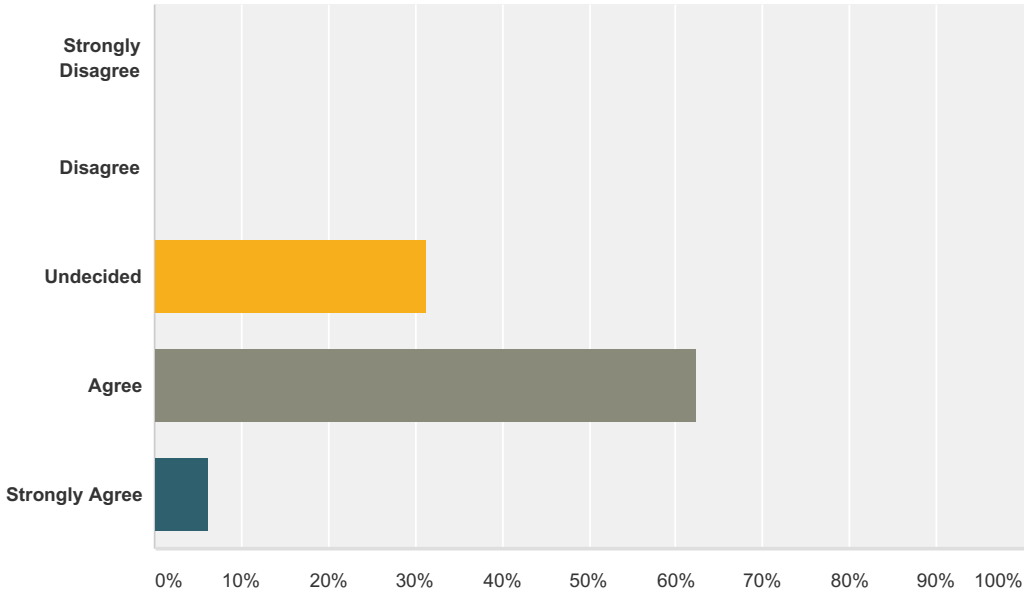


Answer Choices	Responses	
Strongly Disagree	**5.88%**	1
Disagree	**0.00%**	0
Undecided	**35.29%**	6
Agree	**52.94%**	9
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	However those NEDs who attend Committee meetings at which I am a present I would agree that I have sufficient contact	1/19/2017 11:53 AM
2	The current group of NEDs are a vast improvement on the previous ones and appear to have a much better working relationship with governors.	1/11/2017 1:49 PM
3	This aspect has improved over the past year.	1/9/2017 3:46 PM
4	Not many NEDs regularly attend meetings. They don't provide clear answer to Governor questions.	1/6/2017 11:26 AM
5	This is largely achieved through their attendance at Subcommittees and the Council meetings	1/4/2017 1:09 PM
6	See 32	12/31/2016 1:22 PM

Q35 The Trust provides Governors with sufficient information to enable them to perform their roles.

Answered: 16 Skipped: 1

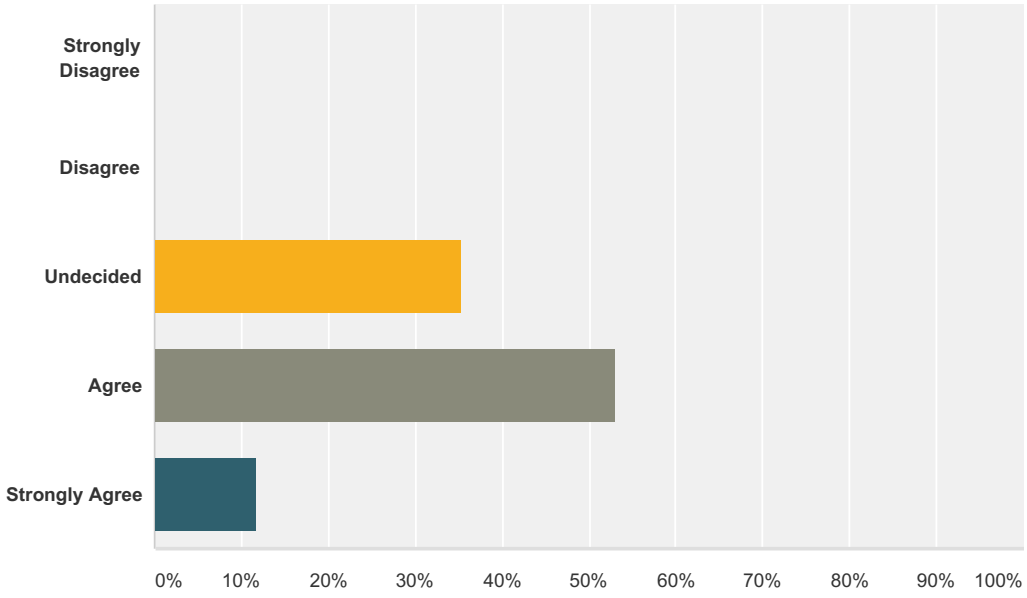


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**31.25%**	5
Agree	**62.50%**	10
Strongly Agree	**6.25%**	1
Total		**16**

#	Comments	Date
1	Receiving the Trust News, the Executives' Blogs and the Trust Magazines are just a few examples of the information Governors receive; apart from the information shared at Board meetings and Joint COuncil of Governor meetings	1/19/2017 11:53 AM
2	Communication has improved greatly in 2016 and since the appointment of the new CEO who is brilliant .	1/11/2017 1:49 PM
3	many changes in the past year so unable to give a firm answer.	1/9/2017 3:46 PM
4	There is an in-built resistance to provide any information. Whenevr the Council asks for any information we always get similar responses e.g 'you risk information overload', 'you won't understand it', 'be careful not get operational' - these are all irritating a disrespectful responses to legitimate information requests.	1/6/2017 11:26 AM
5	See previous comments	1/1/2017 10:12 AM
6	See above, the quality of info needs review to help Council focus better	12/31/2016 1:22 PM

Q36 The Trust provides sufficient support to the Governors to enable them to effectively discharge their role.

Answered: 17 Skipped: 0

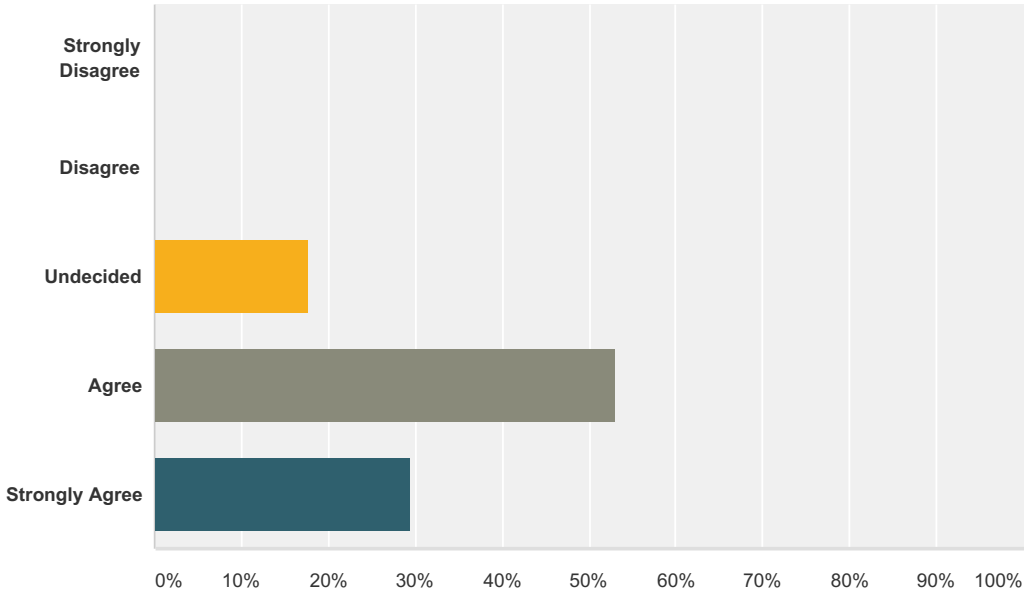


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**35.29%**	6
Agree	**52.94%**	9
Strongly Agree	**11.76%**	2
Total		**17**

#	Comments	Date
1	We are getting there.	1/11/2017 1:49 PM
2	Changes again have had an impact on the Governors role it is hoped the new year will show a more positive outcome.	1/9/2017 3:46 PM
3	The Trust has taken steps to provide more training, however some Governors have not attended the training and others have not implemented what they have been taught.	1/6/2017 11:26 AM
4	See previous comments	1/1/2017 10:12 AM
5	Various responses above suggest not.	12/31/2016 1:22 PM

Q37 I have sufficient skills, knowledge and experience to make an effective contribution as a Governor.

Answered: 17 Skipped: 0

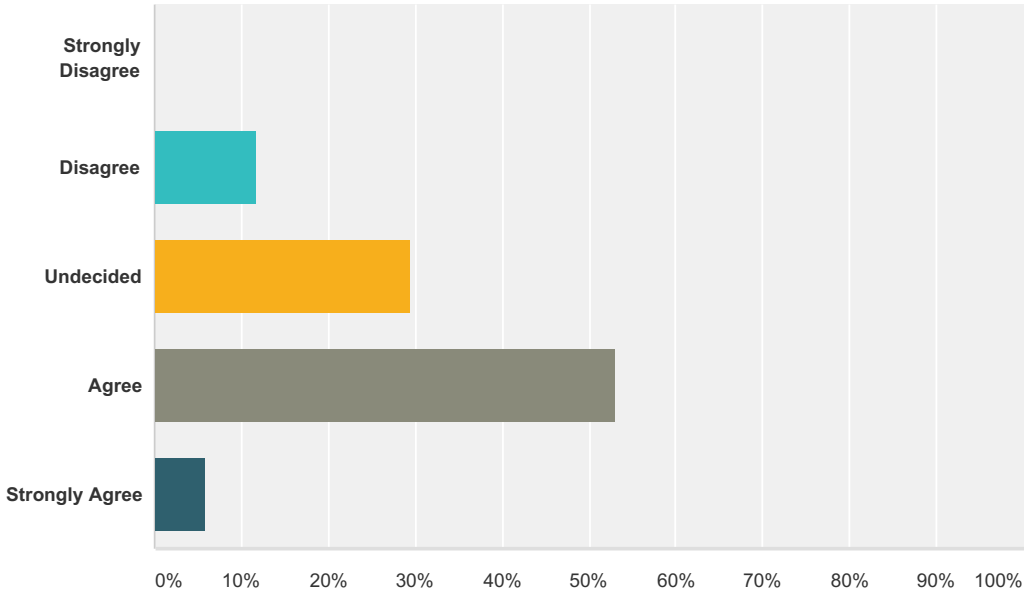


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**0.00%**	0
Undecided	**17.65%**	3
Agree	**52.94%**	9
Strongly Agree	**29.41%**	5
Total		**17**

#	Comments	Date
1	My NHS background and past employee in KCC and other Health Service organisations have given me wide experience.	1/19/2017 11:55 AM
2	Though mainly in the context of my clinical previous experience	1/4/2017 1:11 PM
3	I hope so although there is always room to leRn more!	1/1/2017 10:15 AM

Q38 Governor's specific training and development needs are identified and the appropriate training is provided.

Answered: 17 Skipped: 0

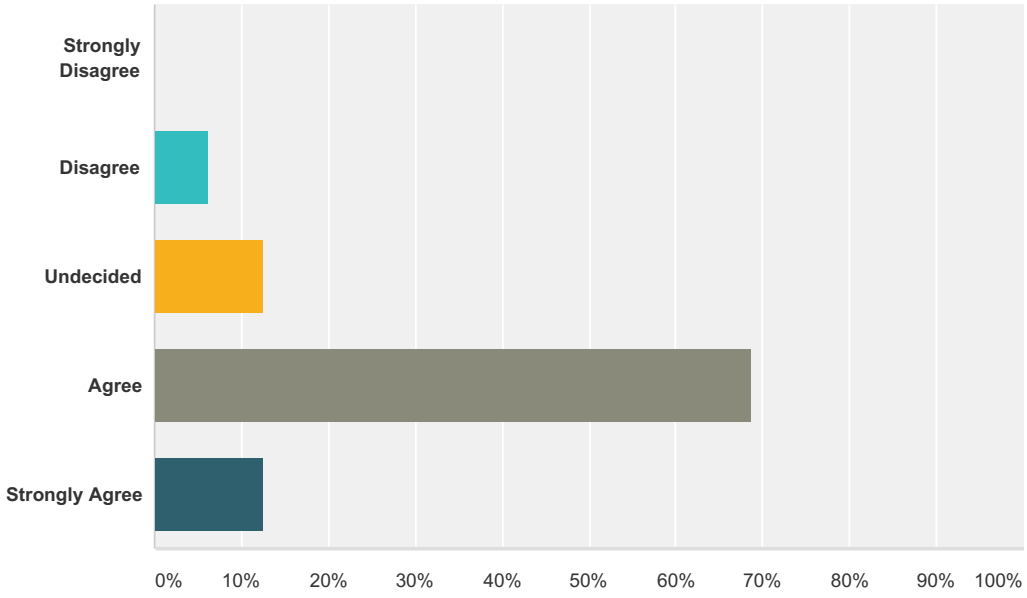


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**11.76%**	2
Undecided	**29.41%**	5
Agree	**52.94%**	9
Strongly Agree	**5.88%**	1
Total		**17**

#	Comments	Date
1	Given the funds to send Governors on training events.	1/19/2017 11:55 AM
2	More training was offered on 2016 so this is an improvement	1/11/2017 2:03 PM
3	Some training has been provided and we are looking for more training in the future.	1/9/2017 3:49 PM
4	This is improving. It is the chair's role to ensure that all Governors have the necessary skills, I hope the increased focus of late continues.	1/6/2017 11:31 AM
5	Training and development needs are difficult to assess/provide for a group of persons from varying backgrounds However, I do consider that effort is made to overcome this and to provide appropriate training.	1/1/2017 1:27 PM
6	Some training more useful than others, but always ample opportunity for evaluation	1/1/2017 10:15 AM
7	The problem with training is that the Governors that need it often don't turn up. The ones that do turn up are the conscientious.	12/31/2016 1:24 PM

Q39 External development opportunities are drawn to Governors' attention and made available.

Answered: 16 Skipped: 1

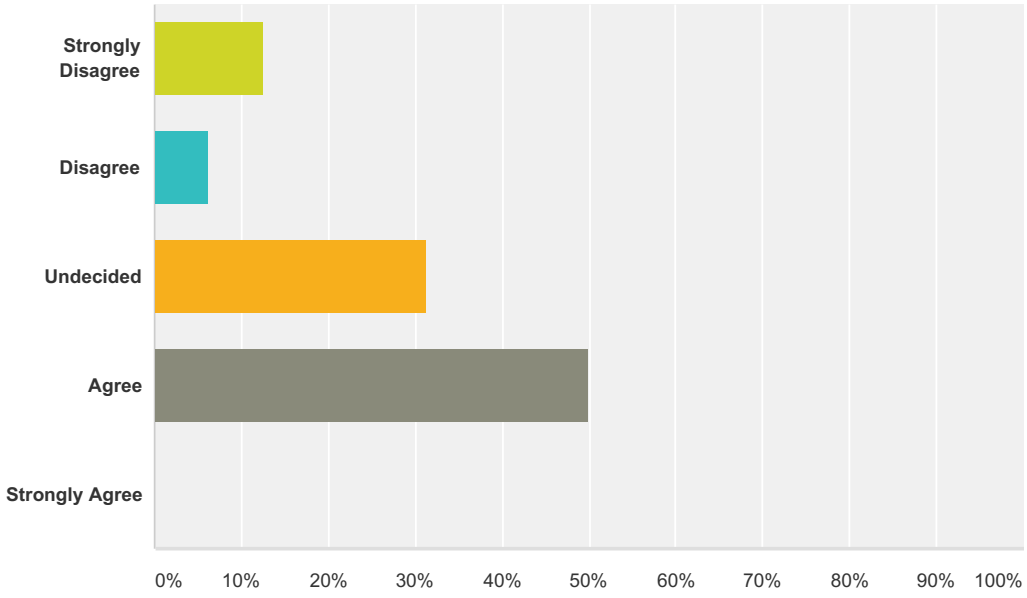


Answer Choices	Responses	
Strongly Disagree	**0.00%**	0
Disagree	**6.25%**	1
Undecided	**12.50%**	2
Agree	**68.75%**	11
Strongly Agree	**12.50%**	2
Total		**16**

#	Comments	Date
1	I don't recall being informed of external opportunities	12/31/2016 1:24 PM

Q40 The induction programme for new Governors sufficiently meets their initial familiarisation needs.

Answered: 16 Skipped: 1

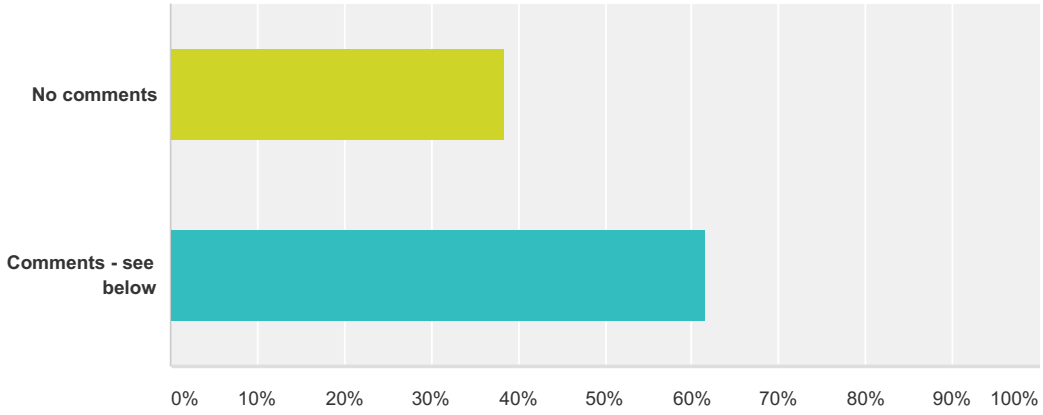


Answer Choices	Responses	
Strongly Disagree	**12.50%**	2
Disagree	**6.25%**	1
Undecided	**31.25%**	5
Agree	**50.00%**	8
Strongly Agree	**0.00%**	0
Total		**16**

#	Comments	Date
1	However, when Governors have served more than two full terms of office, it would be helpful if there was the structured recall of invitation to attend for refresher induction traiing given the constant changes in the NHS.	1/19/2017 11:55 AM
2	I have been a governor for three hyears and my induction was excellent but changes have been made whc	1/11/2017 2:03 PM
3	Unable to comment as I am not aware of present induction.	1/9/2017 3:49 PM
4	It is clear that new Governors are unclear what their role is, the presentation from the Governwell basic skills course should be provided to all new Governors even if they cannot attend the course straight away.	1/6/2017 11:31 AM
5	I have not been recently involved in this or talked in any depth to recently appointed Colleagues	1/4/2017 1:11 PM
6	Mine (a while back) was too little too late.	12/31/2016 1:24 PM

Q41 Please add any comments you have about this survey

Answered: 13 Skipped: 4



Answer Choices	Responses	
No comments	**38.46%**	5
Comments - see below	**61.54%**	8
Total		**13**

#	Comments	Date
1	This survey is in depth and relevant. Providing the responses are analysed and note taken of any area that needs strengthening to improve performance for Governors.	1/19/2017 11:56 AM
2	When I became a staff governor there was no induction programme and the the requirements of the role were not sufficiently explained, otherwise I would have thought twice about it	1/13/2017 4:13 PM
3	This has been a useful exercise and focused the mind on how we operate as governors and what has been achieved. I believe the trust has undergone enormous change and seen many improvements during the past 18 months . The staff, board and trust should be proud of itself and I feel confident that we can go from strength to strength under the excellent leadership of our new CEO.	1/11/2017 2:07 PM
4	since the downgrading of the number of meetings and in particular Council meetings I feel disconnected seeing very little of my fellow governors especially those who do not sit on the same committees. relationships are being lost or not forged. We in the past projects that brought us into contact with staff and patients this is no longer the case. sometimes I feel that governors have become a necessary evil	1/11/2017 11:57 AM
5	There were 2 poor questions, the one about the Governors and Trust performance the other on the Lead Governor Role. Also, the questionnaire did not ask for examples of successful and unsuccessful attempts to hold the NEDs to account - without this type of evidence I cannot see how the effectiveness of the Council can be determined.	1/6/2017 11:34 AM
6	A very thorough survey thank you	1/1/2017 10:15 AM
7	If there were no Governors, money would be saved and there would be no effect on the operations	12/31/2016 3:01 PM
8	Generally the responses above include my comments. I think it costs too much to service Council in the way it's currently run for it to add value. The BoD would manage perfectly well without it.	12/31/2016 1:25 PM
9	we need training in how to behave professionally and more effectively in meetings.	12/30/2016 6:11 PM

REPORT TO:	**COUNCIL OF GOVERNORS' MEETING**
DATE:	**11 JANUARY 2018**
SUBJECT:	**GOVERNANCE ISSUES**
REPORT FROM:	**TRUST SECRETARY**
PURPOSE:	**DISCUSSION**

EXECUTIVE SUMMARY

This paper invites the Council to discuss two governance issues which have been identified, as a result of questions raised by Governors or information provided at recent meetings, and to decide whether any action is required.

Conflict of interests

A conflict of interest arises where there are circumstances that risk an individual's ability to apply judgement, or act in one role, being impaired or influenced by a secondary interest.

Several Governors who belong to Healthwatch have asked recently about potential conflicts of interest between the two roles. Council will also recall that one governor resigned due to the impact of the conflict of interest between his role on Council and as a Councillor.

Some potential scenarios for Governors are given below.

1. Becoming aware of information that would help the Trust but it was shared confidentially from another party. Knowledge about the contents of a draft Healthwatch report would be an example.

2. Being privy to information that would provide an advantage to a company in responding to a tender for services where you or a family member has an interest in the issue under discussion.

3. Being privy to confidential information about the STP as a governor which must not be alluded to in meetings attended elsewhere.

   For example, information about the offer to build a hospital shell in Canterbury could be shared with Governors on a confidential basis. If the Governor then attends an external meeting about the STP they would have to ensure that any views they expressed publically did not allude to the confidential information they were privy to.

4. Holding differing views to the Trust on an issue and, on principle, feeling unable to present the Trust's views, as is required by the Code of Conduct.

   In this example Sections 4 (Roles and Responsibilities) and 5.1.1 (Personal Conduct) in the Code and Section O in the Roles and Responsibility Document (Annex 1 to the code) refer in particular.

Governor disqualification

At the Kent and Medway networking even, in October, one of the speakers advised that it was important to have a process in place to manage allegations that a governor has breached standards of behaviour as laid out in the Trust's Constitution.

This paper provides a draft for such a process, for the Council to consider.

LINKS TO STRATEGIC OBJECTIVES:	**Patients:** Help all patients take control of their own health. **People:** Identify, recruit, educate and develop talented staff. **Provision:** Provide the services people need and do it well. **Partnership:** Work with other people and other organisations to give patients the best care.

RECOMMENDATIONS AND ACTION REQUIRED:

The Council is asked to:

1. Discuss the issue of conflict of interest.

2. Agree the proposed process for responding to an allegation that a Governor has breached the Trust's constitution.

Conflict of Interest

Several Governors have recently joined Healthwatch and are receiving requests to take part in their projects. This has raised some questions about whether there is a conflict of interest between being a Trust Governor and actively participating in Healthwatch work.

This is covered by the Trust's Constitution:

> **22. Council of Governors - conflicts of interest of governors**
>
> If a governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

A conflict of interest arises where there are circumstances that risk an individual's ability to apply judgement, or act in one role, being impaired or influenced by a secondary interest. [2014 National Audit Office] Some potential scenarios where Governors might experience a conflict of interest have been given in the Executive summary.

In providing a response to individual governors over some months, two points have emerged.

1. The risk that Governors will inadvertently breach confidentiality when taking part in discussions at Healthwatch meetings about the future of health care in the area. The linked point is whether the Governor can usefully contribute to debate if they have to temper or, effectively, redact their comments.

   For example, Governors will increasingly be privy to confidential briefings about the STP developments and will have to be very clear when taking part in discussions that the information they are using as the basis for their views is in the public domain. In extreme, the act of withdrawing from a discussion could, in itself, provide clues to confidential information.

2. The reverse point is about whether information gathered when working for Healthwatch can be shared with the Trust. For example, when undertaking a site visit for Healthwatch, should a Governor share the outcome with the Trust? What

responsibility does the Governor have to identify and raise with Healthwatch that a conflict exists if they are asked to undertake a particular task.

It is suggested that a discussion at Council will provide an opportunity for Governors to reach a deeper understanding of the issues around potential conflicts of interest, and whether there are any points of principle which need to be recognised.

Governor Disqualification

Those of you who attended the Kent and Medway networking event in October, may recall that one of the speakers advised that it was important to have a process in place to manage allegations that a governor has breached standards of behaviour laid out in the Trust's Constitution.

The Trust's constitution lays out the standards required:

11. STANDARDS OF BUSINESS CONDUCT

11.1 Duty of compliance
Governors should comply with the Trust's values, the Trust's code of conduct, Trust's policy on Standards of Business Conduct, the requirements of the Statutory Framework as referred to in standing order 1.1 and any relevant guidance issued by NHS Improvement.

and Section 17 of the constitution covers Council of Governors - Disqualification and Removal. Annex 6 includes additional provisions with respect to disqualification.

The Code of Conduct for the Council of Governors provides detail about the standards expected and notes:

3 Disqualification

3.1 Monitor may remove one or all of the governors from the Council if this is necessary to deal with a situation where the trust is failing.

3.2 Governors will also be disqualified if they cease to meet the eligibility criteria, (mandatory or otherwise) for becoming governors, or if, through changing circumstances, they fall into the category of those who are excluded from becoming governors. Failure to meet the mandatory requirements under paragraph 17.1 of the Trust's Constitution will result in automatic termination. In circumstances where disqualification is under consideration for the non mandatory reasons set out in Annex 6 of the Trust's Constitution, three weeks notice of the resolution must be given to the Council of Governors, and termination as a governor will require the approval of three quarters of those members of the Council of Governors present and voting at the meeting.

However, there is not a detailed process in place to manage an allegation that a Governor has breached the requirements. The following process is suggested for approval by the Council.

- When a governor or member of staff considers that a breach may have occurred they bring their concerns to the attention of the Trust Chair or Trust Secretary. A written statement to be provided giving all details of the alleged breach.
- The Trust Chair and Trust Secretary decide whether the allegation does represent a potential breach, within an agreed timeframe based on the complexity of the issue raised.
- If the decision is that there is no breach and the person originating does not agree, they can take their concerns to the Senior Independent Director (SID) for the decision

to be reviewed. This must be submitted within one week of being advised of the decision.

- The SID must reach a decision within one week of receiving the request and either support the decision taken by the Trust Chair and Trust Secretary or instruct that, in their view, it is possible that a breach has occurred. The SID may request further enquiries be made, which must be completed within a timeframe agreed with the person originating.
- If the decision is taken that there are grounds to consider that a breach has occurred, the facts are presented to the governor concerned. This should be done within one week of the decision being taken, unless the governor is unavailable.
- If the Governor concerned accepts that a breach has occurred they can choose to stand down from the Council voluntarily. This must then be reported to the Full Council virtually and confirmed at the next formal public meeting.
- If the Governor concerned contests that a breach has occurred they should be requested to provide a written statement outlining their reasons for contesting the allegation. This needs to be done within two weeks of being informed of the allegation unless there is a valid reason which makes this unrealistic. In such cases an extended deadline must be agreed.
- The Chair and Trust Secretary to consider the statement provided and reach a decision, within two weeks of receiving the statement, as to whether a breach has occurred. If further enquiries are required then these must be completed within a timeframe agreed with the Governor concerned and the originator.

    - If it is considered that a breach has not taken place the person raising the concern should be advised of the conclusion, with an explanation if this can be done without breaching the governor's confidentiality.

    - If a breach is deemed to have occurred the case should be taken to a formal meeting of the Full Council, in private, by way of providing the statement from the originator who raised the potential that the breach had occurred and the statement from the Governor concerned. A minimum of three weeks' notice must be given.

      If 75% of the governors attending the meeting agree that there has been a breach, the Governor concerned will be asked to resign. Virtual attendance at the meeting via electronic means is accepted.

      The outcome will be reported at the next formal public meeting of the Council.