

# Council of Governors Meeting

Tue 09 March 2021, 09:30 - 10:50

via WebEx teleconference



East Kent  
Hospitals University  
NHS Foundation Trust

## Agenda

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09:30 - 09:35  
5 min

**20/54.**

### Chair's introductions

To note *Jane Ollis*

0 Council public 210309.pdf (2 pages)

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09:35 - 09:35  
0 min

**20/55.**

### Apologies for Absence and Declarations of Interest

To note *Jane Ollis*

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09:35 - 09:35  
0 min

**20/56.**

### Minutes from the last Council of Governors' Public meeting held on 11 December 2020 and matters arising

To agree *Jane Ollis*

56 Unconfirmed minutes 201211.pdf (6 pages)

56 Unconfirmed minutes 111220 Annex 1 Resolutions.pdf (6 pages)

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09:35 - 09:35  
0 min

**20/57.**

### Outstanding actions

To note *Jane Ollis*

57 Action Log.pdf (1 pages)

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09:35 - 09:40  
5 min

**20/58.**

### Ratification of any virtual decisions taken by the Council of Governors since the last meeting

To note *Amanda Bedford*

58 Virtual voting.pdf (1 pages)

58 Virtual voting Annex 1.pdf (1 pages)

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09:40 - 09:45  
5 min

**20/59.**

### Report on the Elections

To note Amanda Bedford

 59 Election report.pdf (3 pages)

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09:45 - 09:55  
10 min

**20/60.**  
**Chair's report**

To discuss Jane Ollis

Verbal

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09:55 - 10:10  
15 min

**20/61.**  
**Chief Executive's Report**

To discuss Susan Acott

Verbal

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10:10 - 10:15  
5 min

**20/62.**  
**Chair report from Audit and Governance Committee:**

To note Jane Ollis

**No meeting since last Council meeting - no issues to report**

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10:15 - 10:15  
0 min

**20/63.**  
**Chair Report from Membership Engagement and Communication Committee (MECC)**

To note Jane Ollis

**No meeting since last Council meeting - no issues to report**

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10:15 - 10:40  
25 min

**20/64.**  
**Council Workplan 2021/22**

To agree Amanda Bedford

 64 Workplan 2021 22.pdf (3 pages)

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10:40 - 10:45  
5 min

**20/65.**  
**Questions from the Public**

To note Jane Ollis

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10:45 - 10:50  
5 min

**20/66.**  
**Any Other Business**

Stephen Smith

## **DATE OF NEXT PUBLIC MEETING - To be confirmed**

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**10:50 - 10:50** ***RESOLUTION TO MOVE INTO PRIVATE SESSION***  
0 min

**That pursuant to the Trust's Constitution the Council of Governors is moving into closed session. All members of the public, including press, are to be excluded due to the confidential nature of the business to be discussed concerning contracts, negotiations and staff.**

**COUNCIL OF GOVERNORS MEETING IN PUBLIC**  
**Tuesday 9<sup>th</sup> 2021 at 9.30 am**  
**Webex**

The meeting will be conducted in line with the Trust Values below:

People feel **cared** for as individuals

People feel **safe**, reassured and involved

People feel teamwork, trust and **respect** sit at the heart of everything we do

People feel confident we are **making a difference**

**AGENDA**

This meeting will be preceded by an informal meeting of the Council, starting at 9.00am

Reference Conf. 20/	Paper 20/			
OPENING MATTERS				
54.	Chair's introductions	To note	09.30 (05)	Jane Ollis Acting Trust Chair
55.	Apologies for Absence and Declarations of Interest	To note		Jane Ollis Acting Trust Chair
56.	Minutes from the last Council of Governors' meeting held on 11 December 2020 and matters arising	To agree	/56	Jane Ollis Acting Trust Chair
57.	Outstanding actions	To note	/57	Jane Ollis Acting Trust Chair
58.	Ratification of any virtual decisions taken by the Council of Governors since the last meeting	To note	09.35 (05) /58	Amanda Bedford Governor and Membership Lead
59.	Report on the Elections	To note	09.40 (05) /59	Amanda Bedford Governor and Membership Lead
60.	Chair's report	To discuss	09.45 (10)	Jane Ollis Interim Trust Chair
61.	Chief Executive Officer's report	To discuss	09.55 (15)	Susan Acott Chief Executive Officer



**Our patients****Our people****Our quality and safety**

62.	Chair report from Audit and Governance Committee: No meeting since last Council meeting – no issues to report.	To note	10.10 (05)	<i>Jane Ollis Interim Trust Chair</i>
63.	Chair report from Membership Engagement and Communications Committee: No meeting since last Council meeting – no issues to report.	To note		<i>Jane Ollis Interim Trust Chair</i>

**Our future****Our sustainability**

64.	Council Workplan 2021/22	To agree	10.15 (25)  /64	<i>Amanda Bedford Governor and Membership Lead</i>
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**CLOSING MATTERS**

65.	Questions from the Public	To note	10.40 (05)	<i>Jane Ollis Acting Trust Chair</i>
66.	Any other business	To note	10.45 (05)	<i>Jane Ollis Acting Trust Chair</i>
67.	DATE OF NEXT MEETING To be confirmed		End: 10.50	<i>Jane Ollis Acting Trust Chair</i>

**RESOLUTION TO MOVE INTO PRIVATE SESSION**

That pursuant to the Trust's Constitution the Council of Governors is moving into closed session. All members' of the public, including press, are to be excluded due to the confidential nature of the business to be discussed concerning contracts, negotiations and staff.

**BREAK 10.50 - 11.00**

**UNCONFIRMED MINUTES OF THE COUNCIL OF GOVERNORS MEETING  
11 December 2020 11.00 - Webex meeting****PRESENT:**

Stephen Smith	Trust Chair (Chairman)	StS
Debra Towes	Partner Governor – Universities	DTo
Jenny Chittenden	Elected Governor – Swale	JCh
Liz Baxter	Elected Governor – Folkestone & Hythe	LBa
Nick Hulme (phone)	Elected Governor – Ashford	NHu
Carla Wearing	Elected Governor – Staff	CWe
Alex Lister	Elected Governor – Canterbury	ALi
Jane Martin	Elected Governor – Ashford	JMa
Ken Rogers	Elected Governor – Swale	KRo
Paul Schofield	Elected Governor – Thanet	PSc
Marcella Warburton	Elected Governor – Thanet	MWa

**IN ATTENDANCE:**

Jane Ollis	Non-Executive Director	JO
Susan Acott	Chief Executive Office	CEO
Alison Fox	Trust Secretary	AF
Amanda Bedford	Committee Secretary (minutes)	AB

MINUTE NO. CoG/20/		ACTION
42.	<b>CHAIRMAN'S INTRODUCTIONS</b> The Chair welcomed members to the meeting and thanked them for accommodating the change in time needed as he had been called to attend a meeting of the Kent and Medway Chairs. He began by emphasising that the Trust was facing the most serious situation in fifty years; the current crisis was creating unprecedented challenges and it was affecting every hospital in the Trust. The news was grim; the Board and Council needed at this time to recognise the urgent need for close and effective working relationships between them.	
43.	<b>APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST</b> Apologies were received from Sally Wilson, Carl Plummer and Julie Pain. Bob Bayford hoped to join the meeting later.  There were no declarations of interest.	
44.	<b>MINUTES FROM THE LAST COUNCIL OF GOVERNORS' PUBLIC MEETING HELD ON 9 SEPTEMBER 2020 AND MATTERS ARISING</b> The minutes of the previous meeting held on 9 September 2020 were accepted as a true and accurate representation of the meeting and there were no matters arising not covered on the agenda.	
45.	<b>OUTSTANDING ACTIONS</b> <u>6 Average waiting time for elective orthopaedics:</u> AF advised that it was difficult to provide an average figure as each individual case needed to be judged on its own merits. ALi noted that the median figure would be more informative.	

Chair's initials .....

46.	<p><b>CHAIR'S REPORT</b></p> <p>The Chair noted that there would be updates on Maternity Services and the Governance review in the closed section of the meeting. He wished to move swiftly to the next item; there were 25 – 30% more patients in the Trust than during the first wave of the pandemic and he wanted the CEO to have as much time as possible to update Council.</p>	
47.	<p><b>CHIEF EXECUTIVE'S REPORT</b></p> <p>The CEO said that the good news was that the vaccination programme had started and that the Trust was one of the first 50 national hubs. The vaccine had to be kept at -70° which required use of equipment normally found in acute hospitals. Once de-frosted the vaccine had to be used so the logistics were quite complex. The first weekly delivery had been of 975 vials and the priority decided by the Government was to vaccinate over 80 year olds, care home staff and vulnerable members of Trust staff.</p> <p>The CEO reported that the high levels of community infection in the region, particularly in the Medway towns and Swale, was being translated into increases in admissions to hospital. All NHS organisations were offering mutual aid where possible and the Trust was providing support to Medway, both with emergency and normal work, including stroke services and vascular. The expansions in critical care capacity at both QEQM and the WHH, the planned surge capacity, had already been put to use. The Ambulance trust was operating using a Dynamic Divert process which meant that they made the decision as to which trust to take patients to based on their own assessment and this was working well.</p> <p>The CEO said that currently there were 281 covid patients across the Trust which was far higher than in the first wave and concurrent with normal winter pressures. The second wave had brought much higher covid levels in Thanet and more across the generations, including pregnant mothers. There was also a better understanding of the higher proportion of asymptomatic patients than had been appreciated during the first wave.</p> <p>This impacted on the planning needed to treat patients who were not displaying symptoms and created greater pressures. Most medical wards on both acute sites were covid positive and the surgical capacity was being used for non-covid patients. Most elective and cancer work was ongoing; both Kent and Canterbury Hospital and the independent sector was being used in this regard. Some planned work was being stood down to create space for the number of covid patients and to re-distribute staff.</p> <p>The testing technology required 24 to 48 hours for the results to be delivered, which was why asymptomatic patients created a problem. The Trust has recently taken delivery of rapid testing equipment which has been deployed to the A&amp;E departments; this was sometimes known as point of care testing. Results were delivered in around 90". This enabled patients who needed to be admitted to be tested and then admitted to either the covid or non-covid areas, thereby improving the management of patients.</p> <p>The CEO invited questions.</p> <ul style="list-style-type: none"> <li>• JMa said that she had been asked why trust staff were not being vaccinated as a matter of urgency. The CEO said that this had been</li> </ul>	

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	<p>the expectation, however, the logistics of this vaccine meant that community hubs could not be used and the highest priority was being given to the over 80s and community nursing staff. It was expected that when other vaccines came on line that did not need the same conditions, then community hubs would open and hospital hubs would vaccinate their staff. This was likely to be after Christmas. GP hubs would also be set up. Vulnerable trust staff were being vaccinated if there were people not available in the named priority groups.</p> <ul style="list-style-type: none"> <li>• DTo asked for confirmation that student nurses working in the Trust were to be given the same access to vaccination and testing as trust staff. The CEO confirmed that with respect to access to lateral flow testing all staff working in high risk areas, or were vulnerable themselves, were being given the same access. She would confirm that this did include student nurses, as was her understanding. The same position would be taken with respect to vaccination.</li> </ul> <p><b>ACTION: Confirm that student nurses working in the Trust had the same access as Trust staff to vaccines and testing.</b></p> <ul style="list-style-type: none"> <li>• NHu asked whether parents or guardians of children being admitted to hospital were being tested for covid. The CEO said that this was not the case. Hospital testing capacity was prioritised for management of the patient flow and therefore used for those who were symptomatic or suspected to have covid. The testing carried out was not an accurate screening tool, individuals could test negative on day one and then develop the condition the next day. Visiting was restricted to reduce risk of infections coming in from the community.</li> <li>• JCh asked what precautions were being taken at the point of discharge to make sure positive patients were not discharged home. The CEO said that patients were tested frequently: at admission, at 3 and 7 days and regularly after than. If they are being discharged to a care home there has to be two negative swabs before discharge will be agreed. There were nursing homes that were accredited and willing to accept covid positive patients, generally when they have single rooms with en suite. Patients returning to a private home would be assessed on an individual basis.</li> </ul> <p>JCh said that she was hearing of cases where families were not being told that the returning patient was positive. The CEO re-iterated that each case had to be looked on individually; there was also some capacity on community hospitals for patients who were ready for discharge from the acute setting but still needed a level of support.</p> <ul style="list-style-type: none"> <li>• LBa said that she worked at a nursing home and they were finding that patients admitted to them from hospitals were testing positive subsequently. She confirmed that the home was accredited for caring for positive patients. The CEO said that a request had been made for more rapid testing equipment and that this could be deployed at the point of discharge.</li> <li>• The CEO noted that infection control around the virus was complex and this was being taken into account when managing patients. Dr Sara Mumford and her team worked closely with the staff and in developing the policies and there was national guidance around infection control. Patients could test positive for covid and not be infectious; it was not</li> </ul>	<p>SA</p>
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	<p>straightforward. Dr Mumford's overarching view was to ensure that a patient's covid status was known then make a decision based on that individual's situation. The Chair commented that it was also necessary to take account of the bed situation in the hospital and make sure that each space was being used to the best effect.</p> <ul style="list-style-type: none"> <li>MWa said that it was important for Council to acknowledge the tremendous job that the staff are doing under challenging conditions. The CEO thanked her; in the first wave staff did not know what they were facing and it had been a difficult and frightening time which staff rose to. The second wave was coming at a time of winter pressures and the imperative to maintain urgent elective work and cancer care. Staff were being brave, courageous, flexible, adaptable and hard working. She would ask all governors to model the right behaviour in public, citing a visit to a petrol station where no-one was wearing a mask. Members of the public did not see the consequences of the pandemic in the way that hospital staff do and many are far too relaxed in their response. It was incumbent on all staff to model those behaviours at all times. Numbers were going up by 40 a day; it was extremely serious and precautions needed to be taken.</li> </ul>	
48.	<p><b>RESOLUTIONS</b></p> <p>The Chair welcomed the opportunity to discuss the resolutions raised in Annex 1 of the paper. He reminded the Council that in some instances decisions taken by Council would need to be considered by the Board, and possibly taken to NHSE/I before being agreed. He invited AF to take the meeting through the resolutions listed.</p> <p>AF noted that she would be referring to the Monitor Model Constitution in some of her responses; the organisation itself had been subsumed into NHSE/I but remained a legal entity.</p> <p>ALi observed that discussion each resolution in detail would take some time; he suggested that the AF focussed on those where the Trust considered there was a problem and then have a vote on these. AF said that it was her intention only to highlight such areas, however, it was important that Council consider and discuss any all resolutions raised and this would take time to do properly.</p> <p>AF reminded the meeting that there were plans in place to convene the Constitution Review Group, which would include the Chair of the Board's Integrated Audit and Governance Committee, who is currently also the Senior Independent Directors. Other NEDs could be included and it was suggested that legal advice could also be provided at the Group meeting. [Paper COG 20/49 to this meeting referred.]</p> <p>The outcomes from this section of the meeting are presented in tabular form at Annex 1 to these minutes.</p>	
49.	<p><b>CHAIR REPORT FROM THE AUDIT AND GOVERNANCE COMMITTEE (AGC)</b></p> <p>BMa apologised that the report had been issued late. She felt that much of the content had been discussed within the previous section. With respect to the proposed draft commentary on the Trust's Quality Report, she had tried</p>	

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	<p>hard to make sure that it reflected the views of all governors. Much of it had fallen out of the kind of concerns raised already at the meeting, around communication and governance, and she felt that agreement was being reached on these issues following the discussions at this meeting. Hopefully a point had been reached where Council could move forward in a spirit of co-operation.</p> <p>AF reminded the Council that its duties with regard to the commentary, as set out in national guidance, was to comment on inconsistencies. In her view, there are comments in the draft commentary which do not meet this remit and she suggested that governors should consider whether the commentary sits within Council's statutory role.</p> <p>BMa acknowledged AF's point, however, she felt it was an accurate reflection of governors' views. There were areas which may have been mitigated by the discussions at the meeting and she felt there was value in reviewing the draft.</p> <p>It was suggested that AF and BMa discuss the draft and bring back a revised version for virtual approval by Council. 2.06</p> <p><b>VOTE TAKEN:</b> AF and BMa to work on the governor commentary draft over the coming weekend and circulate to Council for virtual approval. VOTE CARRIED UNANIMOUSLY</p> <p>The Council considered the paper proposing a timetable for the work of the Constitution Review Group. <b>VOTE TAKEN:</b> to accept the proposal laid out in the paper. VOTE CARRIED UNANIMOUSLY</p>	
50.	<p><b>CHAIR'S REPORT FROM THE MEMBERSHIP ENGAGEMENT AND COMMUNICATION COMMITTEE (MECC)</b></p> <p>ALi presented the paper. The Council considered the proposal contained therein on setting up a Governor twitter account.</p> <p><b>VOTE TAKEN:</b> to accept the proposal laid out in the paper. VOTE CARRIED UNANIMOUSLY</p> <p>ALi noted that it has taken a long time to issue the last governor newsletter and noted that a proposal was laid out in the report for future newsletters. ALi noted that the last newsletter had gone out via mailchimp so it would, finally, be possible to find out how many people were reading this. The information would help inform the Membership and Engagement Strategy.</p> <p><b>VOTE TAKEN:</b> to accept the proposal laid out in the paper. VOTE CARRIED UNANIMOUSLY</p> <p>ALi drew attention to the concern raised in his paper that it had been hard to achieve things in MECC and the will to achieve things had not been there. The time taken to issue the newsletter was one example. There had been a robust conversation at the meeting when the Committee asked that deadlines were agreed with the support team at the meetings and if these could not be met then the Committee should be informed. This was turned down, which was disappointing. An example of this was the wish to get in</p>	

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	touch with Councils to use their newsletters could be used to publicise the role of Council and governors. The response was that this could be done but not before the next MECC meeting, but at some point in the future. As a consequence, JCh had had to take on the task. There needed to be a reset in the way that MECC worked and hopefully JCh could facilitate that now that she was Chair of the committee.	
51.	<p><b>NOMINATION TO STAND FOR ELECTION TO THE NHS PROVIDERS GOVERNOR ADVISORY COMMITTEE</b></p> <p>AB presented the paper proposing that Carl Plummer be nominated for standing in the elections to the NHS Providers Governor Advisory Group.</p> <p><b>VOTE TAKEN:</b> to accept the proposal laid out in the paper. <b>VOTE CARRIED UNANIMOUSLY</b></p>	
52.	<p><b>ANY OTHER BUSINESS</b></p> <p>ALi said that there was a need to have a conversation about the Media Policy. It was agreed to take this into the closed session.</p> <p>MWa requested some further information about the appointment of the new interim Director of Nursing. The Chair said that the six month appointment had been agreed by NHSE/I. He would provide Council with further details following the meeting. AF confirmed that the recruitment to the substantive post was underway. Board Nomination and Remuneration Committee had approved the job description and timeline.</p> <p><b>ACTION:</b> provide further details about the interim Director of Nursing.</p> <p>It was noted that dates of future meetings of Council would be confirmed as soon as possible. In response to the Governance review, the Board was considering moving its own meeting dates and Council dates were scheduled around these.</p>	AB
53.	<p><b>DATE OF NEXT PUBLIC MEETING</b></p> <p>The next meeting of the Council to take place on: 25 January 2021 Strategy meeting 9 March 2021 public &amp; closed meeting</p>	

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UNCONFIRMED MINUTES PUBLIC CoG MEETING 111220: ANNEX 1 - outcomes to item 20/48 Resolutions					
Recommendation made/Action arising in item	Points made during discussions	Outcome	Action	Owner	Timeframe
<p>Ref 1: decision made by the Council either in person or virtually needs a majority vote and recorded with votes cast. Any vote that is not recorded will make any decision void.</p> <p>Ref 2: Every recommendation made by a committee of the Governing body needs recording with votes cast. Failure to record will make any recommendations void.</p> <p>Ref 16: That any voting should be open and transparent and all those voting have their vote recorded.</p>	<p>AF said that voting was already covered in the Constitution and there had been a previous agreement with Council from the support team that votes would be recorded in the minutes. These tended to be unanimous and that was the phrase used.</p> <p>AF advised that a voiding a decision if the vote was not recorded was not in keeping with the Monitor model constitution.</p> <p>JCh said that she had put forward these resolutions as she felt that meetings were not properly recorded and minuted and votes should be recorded within these. It was important that there should be a record of the decisions taken.</p> <p>DTo asked for clarification: if the model constitution which was currently used already provided provision for voting and that the votes should be recorded she could not see the reason for the resolution.</p> <p>ALi said that in his view previously minutes only recorded what the last person to speak said that this had been reflected as the decision of the Council. Resolutions 1, 2 and 16 sought to address this failure.</p> <p>AF said that it was the role of the Chair to sum up the outcome of a discussion and for the meeting to then vote. That practice should be followed.</p>	<p><b>VOTE TAKEN:</b> for both Council and Council Committee meetings the Chair will describe any decision needed by Council and a vote will be taken with the outcome recorded in the minutes.</p> <p>For: Ali, KRo, MWa, LBa, PSc, DTo, BMa, NHu and JCh. Against: JMa</p> <p>VOTE CARRIED</p> <p><b>VOTE TAKEN: Failure to record the vote will not void the decision.</b></p> <p><b>VOTE CARRIED UNANIMOUSLY</b></p>	<p>Constitutional change not required.</p> <p>Decision was implemented during the 11 December meeting. Will be adopted as required practice for all formal Council and Council Committee meetings.</p>	N/A	Action already in place
<p>Ref 17: Should the need arise for a confidential vote which should not be very often then this needs to be carried under proper conditions and within an agreed timeslot.</p>		<p>Vote held and agreed unanimously.</p> <p>Constitution &amp; Policy review group to consider whether any addition is needed to the constitution to further describe how the process should be carried out.</p>	Refer to Constitution & Policy Review Group.	AB	Within the Constitutional & Policy Review Group project timetable.

Ref 18: Minutes should be taken as a true record of all Governors meetings whether Council full meeting or committee and these minutes sent to all governors within fourteen days.	<p>AF confirmed that it was the intention to meet this timeframe.</p> <p>In response to a question from JMa, AF explained that meetings were recorded to aid with the drafting of accurate minutes. When the draft was confirmed as a true record, the recording was deleted.</p>	<p><b>VOTE TAKEN</b> On resolution as set out.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	To be adopted by Administration support team.	AB	Immediate.
Ref 3: Governors agree that the Lead Governor or Deputy have distinctly different roles, but may if the Council agrees by vote that they can chair or vice chair a Governor committee.	<p>AF noted that the job roles are reviewed annually, in March, as part of the Lead/Deputy Lead Governor elections. There had been a previous decision by Council that the Lead Governor would not be Chair of a Council Committee. It was open to Council to change this decision if they so chose.</p> <p>The basis for the decision was one of governance relating to the powerbase within a body being spread and not residing with a few members. It was the reason that the Trust Chair does not chair any Board Committees.</p> <p>KRo said that he agreed but noted that the Lead Governor and Deputy Governor roles did not have significant power.</p> <p>DTo said that it was good governance practice to ensure that the powerbase was spread. She felt it should be specifically limited to one Committee.</p>	<p><b>VOTE HELD</b> Lead Governor and Deputy Lead governor can chair one Council committee.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	No action required.	N/A	N/A
Ref 4: The Lead and Deputy roles will be decided by discussion with the Council and reviewed annually and voted on, at the first meeting in the year	Noted in the discussions that this was the current practice.		No action required.		
Ref 5: The Council is responsible for voting on the need and help required when considering the engagement of NEDs	AF confirmed that this was already a constitutional requirement. She had previously apologised that this had not been followed when Green Park were appointed.	<p><b>VOTE HELD</b> To be included in the constitution review to ensure there is clarity on this point and the associated Council policy strengthened.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	Refer to Constitution & Policy Review Group.	AB	Within the Constitutional & Policy Review Group project timetable.
Ref 6: The Nominations committee of the Council will be chaired by the Chair of the trust or another NED, but may be chaired by a Governor if the Nominations committee agree.	AF advised that there had been a model constitution change nationally; originally the committee was to be chaired by a Governor, this was changed that it should be chaired by the Trust Chair but a Council could choose to have a governor chair. EKHUFT chose to do this at the time. The decision should have been re-considered each time the Committee changed.	<p><b>VOTE TAKEN</b> at the first NRC meeting after the annual review of membership Committee members to discuss and agree whether meetings are chaired by the Trust Chair or a governor.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	Terms of reference for the NRC to be adapted to reflect this outcome.	AB	Next meeting of the NRC.

<p>Ref 7: The Council will have input to the Trusts external communications strategy directly and via the MECC committee, and will be subject to annual review.</p>	<p>AF noted that this is not part of the remit of Council. Drafts of Trust communication strategies are shared with the Council for comment as part of the development process; this will continue. It was noted that there is no annual review. The Council has its own strategy which was managed by the MECC.</p>	<p><b>VOTE TAKEN:</b> It was recognised that the Council does not have formal input into the Trust's Communication Strategy; practice will be for the Trust to share the draft for comment. There was no annual review.</p> <p>VOTE CARRIED For: Ali, KRo, MWa, LBa, PSc, DTo, BMa, NHu and JCh. Abstain: JMa</p>	<p>No action required.</p>		
<p>Ref 8: Governors will be removed if they do not attend the required number of Governor meetings set out in the Constitution.</p>	<p>AF advised that the constitution already allows for removal of governors based on attendance; Council has discretion to waive, for example on the basis of ill health.</p> <p>KRo commented that attendance was less straightforward with virtual meetings when people tended to drop in and out more. He felt that attendance was a measure of commitment.</p>	<p><b>VOTE TAKEN:</b> Attendance is covered in the constitution and a pragmatic approach will be taken to attendance.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	<p>No action required.</p>		
<p>Ref 9: Attendance at a virtual meeting will only be recorded if the Governor is there for more than 80% of the meeting.</p>	<p>JCh said that on the basis of politeness governors should advise when they were unable to attend and should be there for a percentage of the meeting. AB asked that governors advise her of whether they would or would not be attending, when asked to do so as this helped ensure quoracy.</p> <p>DTo suggested that it should be recognised that not all governors were in a position to attend all meetings and that non-attendance should not be regarded as a reflection of commitment. KRo amended his statement so that it referred to public governors.</p> <p>AF suggested that if there were concerns about attendance by a governor, these should be raised and discussed by Council and action taken as seen fit; which the constitution allows for. Recording partial attendance, for example less than 80%, would be difficult to do.</p>				

<p>Ref 10: Governor Agenda will have the Serious incidence log, and the risk register at the first meeting of the year and at three other official meeting throughout the year.</p>	<p>The Chair noted that the Serious Incident Log contained patient identifiable data and could not be shared with Council. The IPR, Risk Register and the themes &amp; trend quarterley report could.</p> <p>ALi explained that the reason for this resolution was to ensure that Council would be made aware of incidents, such as the death of Harry Richford, on all occassions.</p> <p>AF noted that serious incidents and coroner's were referred to within the IPR so governors could ask questions if they wished. October incidents would appear in the IPR in November or December.</p> <p>The theme and trends paper contained confidential information so would need to be taken to the closed session.</p>	<p><b>VOTE TAKEN</b> IPR, Quality Council themes &amp; trend quarterley report and Risk Register to be taken to every Council meeting, closed session.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	<p>To be added to Council work plan.</p>	<p>AB</p>	<p>Immediate.</p>
<p>Ref 11: Governors will have a input to the annual review of NEDs and the objectives.</p>	<p>Noted that this is part of the existing policy on Appraisal of the Chair and Non-Executive Directors.</p> <p>AF suggested that all policies supporting the Council's work should be reviewed by the Constitution Review Group at the same time as the constitution.</p>	<p><b>VOTE TAKEN</b> Policies suporting the work of Council to be reviewed by the group reviewing the constitution.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	<p>Refer to Constitution &amp; Policy Review Group.</p>	<p>AB</p>	<p>Within the Constutional &amp; Policy Review Group project timetable.</p>
<p>Ref 12: All of terms of NEDs will only be renewed after the position has been put out to competition.</p>	<p>KRo explained that the resolution was intended to ensure that when a vacancy occurs and the incumbent was open to another term of office that consideration should be given to all factors and the further term not given automatically.</p>	<p><b>VOTE TAKEN</b> Policy on appointing the Chair and NEDs to be updated to include a specific requirement for the NRC to give consideration to the overall picture before taking a decision to offer a further term of office. This should include the makeup of the Board and the NED's performance in the first term.</p> <p>VOTE CARRIED UNANIMOUSLY</p>	<p>Refer to Constitution &amp; Policy Review Group.</p>	<p>AB</p>	<p>Within the Constutional &amp; Policy Review Group project timetable.</p>
<p>Ref 13: The max term of Governors in constitution of nine years removed.</p>	<p>AF noted that the model constitution sets out nine years as the maximum length of term. NHS Providers had recently sent out guidance that this was good governance practice. NHSE/I had indicated that this limit was still in the model constitution for a reason. If Council wished to recommend a change which extended this term, then it would have to be taken to both the Board and NHSE/I for approval.</p>	<p><b>VOTE TAKEN</b> This should be included in the items to be considered by the Constitution and Policy Review group.</p> <p>Vote carried: 7 to 3. For: JCh, Mwa, PSc, KRo, ALi, LBa and NHu. Against: CWe, DTo, Jma</p>	<p>Refer to Constitution &amp; Policy Review Group.</p>	<p>AB</p>	<p>Within the Constutional &amp; Policy Review Group project timetable.</p>

<p>Ref 14: provision be made and voted on by the Council on the position of associate NED, as currently it is missing.</p>	<p>DT said that this appointment had been taken to the Council and approved. As the line manager of the post holder she was very clear on that point.</p> <p>KRo commented that there was nothing in the constitution that allowed for the appointment. AF explained that only voting members of the Board are noted in the constitution. Non-voting NEDs were not in the remit for appointment by the Council, however, it had been seen as good practice to involve governors in the appointment and in appraisal.</p>	<p>It was unanimously agreed that no action was required</p>	<p>No action required.</p>		
<p>Ref 15: That should the balance of Executive and Neds on the board not have a greater number of NEDs the Council can make a temporary appointment or arrangements.</p>	<p>AF advised that she had had a conversation with NHSE/I on this point. In high performing Trusts the suggestion was that it would be appropriate for Council to consider a temporary appointment to provide a learning experience for an individual who was considering taking on a NED role. The Trust was not in this position and the view was that Board stability was important and making changes to Board membership was not a good option.</p> <p>JCh suggested that it would be a good option to hold in reserve, for example if a NED was taken ill. AF agreed and suggested that this could be an addition to the constitution for the review group to consider - making temporary appointments.</p>	<p><b>VOTE TAKEN</b> To include adding a section on temporary NED appointments to the items to be considered by the Constitution and Policy Review group.</p> <p><b>VOTE CARRIED UNANIMOUSLY</b></p>	<p>Refer to Constitution &amp; Policy Review Group.</p>	<p>AB</p>	<p>Within the Consttutional &amp; Policy Review Group project timetable.</p>



Ref 19: Council to consider how to manage the vacancies created by recent resignations.

AF explained that when a governor resigned mid-term the constitution allowed for the vacancy to be offered to the person who had the next highest number of votes at the last election in that constituency. If the resignation occurred when an election was being held as there was already a vacancy, then the full term was offered to the person with the greatest number of votes and the shorter term to the next highest. AB noted that the constitution allowed for a vacancy to be held open if there was an election scheduled within the next six months.

ALi said that he believed that in these circumstances other trusts offered a full term to the incoming governor. He noted that he had an interest in this issue as the other governor in Canterbury had recently resigned. AB confirmed that the governor was serving a full term and he resigned after the current election process started.

AF explained that when the FT was set up the first governors were appointed for a mix of two and three year terms to avoid the possibility that all members of the Council would reach the end of their terms of office at the same time. This was why when governors resigned mid-term their replacement was offered the

Vote taken that the Constitution and Policy Review group should look at the instructions relating to management of vacancies arising when a governor resigns mid-term.

VOTE CARRIED  
 For: ALi, KRo, MWa, LBa, PSc, DTo, BMa, NHu and JCh  
 Abstain: JMa

Refer to Constitution & Policy Review Group.

AB

Within the Constitutional & Policy Review Group project timetable.

## CoG 20/57

## EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST - OUTSTANDING ACTIONS, COUNCIL OF GOVERNORS, PUBLIC

Action No.	Date of Meeting	Min No.	Item	Action	Target date	Action owner	Progress Note (to include the date of the meeting the action was closed)
10	17.09.20	36		To provide Trust average waiting time for elective orthopaedics and share with the Council of Governors.		AB	11.12.20: AF explained that it was difficult to provide an average figure as each individual case needed to be judged on its own merits. Meeting agreed that the median figure would be more informative. AF agreed to provide this.  09.03.21: update at meeting
11	11.12.20	47	CEO's Report	To confirm that student nurses working in the Trust have the same access as Trust staff to vaccines and testing.		SA	09.03.21: checked and confirmed.  Propose close action.
12	11.12.20	52	Any other business	Provide further details to governors about the interim Director of Nursing.		AB	09.03.21: details provided. Propose close action.
13	11.12.20	48 Annex A	Resolutions	Refer to constitution and policy review group: References: 11, 12, 13 17 and 19.		AB	09.03.21: see item 64 on agenda - Council workplan Propose close action
14	11.12.20	48 Annex A	Resolutions	Committee administration: References 1, 2, 16, 18		AB	09.03.21: all actions adopted. Propose close action
15	11.12.20	48 Annex A	Resolutions	NRC terms of reference adjustment: Ref 6		AB	09.03.21: change made at NRC meeting Propose close action.
16	11.12.20	48 Annex A	Resolutions	IPR, Quality Council themes & trend quarterly report and Risk Register to be taken to every Council meeting, closed session. Reference 10		AB	09.03.21: IPR and Risk register being revised to mirror We Care programme, new versions expected to be used in April Board. Phil Cave, DoF, will present to Council. Theme & trend data quarterly so not available for this meeting.  Carry forward

<b>REPORT TO:</b>	<b>COUNCIL OF GOVERNORS</b>
<b>DATE:</b>	<b>9 MARCH 2021</b>
<b>REPORT TITLE:</b>	<b>RATIFICATION OF VIRTUAL VOTING SINCE LAST MEETING</b>
<b>SPONSOR:</b>	
<b>PAPER AUTHOR:</b>	<b>GOVERNOR AND MEMBERSHIP LEAD</b>
<b>PURPOSE:</b>	<b>TO NOTE FOR RATIFICATION</b>
<b>APPENDICES</b>	<b>ANNEX 1: record of virtual votes and outcome</b>

#### **BACKGROUND AND EXECUTIVE SUMMARY**

This report provide a report on the virtual votes carried out since the last Council meeting for ratification of the decisions taken. In all cases the criteria applied was that the vote would be passed if 65% of Governors vote for the motion and at least 70% of all governors able to vote has voted.

The details of the virtual votes and the outcomes are provided at Annex 1.

#### **LINKS TO STRATEGIC OBJECTIVES:**

**We care about...**

- **Our patients;**
- **Our people;**
- **Our future;**
- **Our sustainability;**
- **Our quality and safety.**

#### **RECOMMENDATIONS AND ACTION REQUIRED:**

The Council of Governors is asked to note the outcomes of the virtual voting carried out since the last meeting for ratification.

## CoG 20/58 Annex 1

## VIRTUAL VOTING RECORD SUMMARY

DATE REQUESTED	DESCRIPTION	FOR	AGAINST	ABSTAIN	COUNCIL NUMBER	OUTCOME
04-Jan-21	Temporary appointment of 3 voting NEDs: Sarah Dunnett, Chris Corrigan and Chris Holland.	11	0	0	14	Carried
06-Jan-21	Remuneration for Chris Corrigan and Sarah Dunnett	13	0	0	14	Carried
06-Jan-21	Proposed details of the recruitment process to replace Wendy Cookson	13	0	0	14	Carried
15-Jan-21	Appointment of Luisa Fulchi and Olu Olasode	10	0	0	13	Carried
19-Jan-21	Appointment of Martin Jolly	11	0	0	13	Carried
09-Feb-21	Trust Chair Appointment	12	0	0	13	Carried
12-Feb-21	Further details of the recruitment process to replace Wendy Cookson	10	0	0	13	Carried
15-Feb-21	Council letter re funding	10	1	0	13	Carried
16-Feb-21	Jane Ollis to be Acting Chair and Remuneration for role	11	0	0	13	Carried

<b>REPORT TO:</b>	<b>COUNCIL OF GOVERNORS</b>
<b>DATE:</b>	<b>9 MARCH 2021</b>
<b>REPORT TITLE:</b>	<b>GOVERNOR ELECTION REPORT</b>
<b>SPONSOR:</b>	
<b>PAPER AUTHOR:</b>	<b>GOVERNOR AND MEMBERSHIP LEAD</b>
<b>PURPOSE:</b>	<b>TO NOTE</b>
<b>APPENDICES</b>	

### **BACKGROUND AND EXECUTIVE SUMMARY**

This report summarises the outcome of the Public Governor elections and notes appointments of Partner Governors.

On the 19 October 2020 the Trust's election provider, UK Engage, issued a notice of election for vacancies in the following constituencies:

<b>Constituency</b>	<b>Number of Seats</b>	<b>Term of Governorship</b>
Public Constituency: Ashford	1	One three year vacancy starting on 1 March 2021
Public Constituency: Canterbury	1	One three year vacancy starting on 1 March 2021
Public Constituency: Swale	2	Two three year vacancies starting on 1 March 2021
Public Constituency: Dover	2	<b>Governor 1:</b> One three year vacancy starting on 1 March 2021 <b>Governor 2:</b> due to a resignation, immediate start and ending on 28 February 2023 *
Public Constituency: Folkstone and Hythe	1	One three year vacancy starting on 1 March 2021
Public Constituency: Rest of England and Wales	1	One three year vacancy starting on 1 March 2021
Staff Constituency: Staff	1	One three year vacancy starting on 1 March 2021

The deadline for nominations was 9 November 2020. In two constituencies only one nomination was received. As a consequence Bernie Mayall, an existing governor, and Chris Pink were elected unopposed for the Dover and Rest of England & Wales constituencies respectively. There were no nominations for the staff governor vacancy.

A decision was taken at this time to suspend voting for the remaining vacancies as the third wave of the pandemic was taking hold. The process was resumed in January 2021 and checks were made that the candidates who had submitted nominations were still willing to stand. One candidate, Jane Martin, an existing Governor, withdrew at this point and John Fletcher was therefore elected unopposed to represent the Ashford constituency.

Ballot papers were issued on 19 January 2021 and the vote closed on 8 February 2021. The timing was such that it was possible to alter the Ballot Packs for the Swale Constituency following the death of Jenny Chittenden, a current governor who had intended to stand in the elections.

During the voting period enquiries were made about ballot packs not reaching members in the Swale and the Folkestone & Hythe Constituencies. In the Swale constituency it was confirmed that details for the FT members who had not received ballot packs had been passed to UK Engage. They advised that delays in postal deliveries had affected the arrival of ballot packs in elections in other Trusts and it was likely that this was the cause of the difficulty. Packs were subsequently received by some of the Swale members who raised the issue, the others were provided with details so that they could register their vote electronically.

In the Folkestone & Hythe Constituency four FT members did not receive voting packs. Investigation showed that only the post code for these members had been passed to UK Engage and the full address details were then passed to them for ballot packs to be issued. Unfortunately, the situation was then exacerbated as the wrong constituency was given for two of these members. The correct ballot packs were then re-issued. To avoid this problem from recurring, checks are now made on the data sent to UK engage to ensure that the address lines are fully completed.

The outcome of the election process was the re-election of Alex Lister to the Canterbury Constituency where he is joined by Alex Ricketts who will complete the term of office held by Graeme Sergeant. Carl Plummer was re-elected to the Folkestone and Hythe Constituency and Ken Rogers to the Swale constituency, where he is joined by Ross Britton.

A comparison of the 2021 elections with those last run in these constituencies is shown below:

<b>Constituency</b>	<b>Swale</b>	<b>F'stone &amp; Hythe</b>	<b>Canterbury</b>
<b>% turnout</b>			
2021	17.32	16.41	11.23
2018	17.14	21.44	12.53
<b>Ballot packs issued/number returned</b>			
2021	560/92	989/162	2600/299
2018	601/103	1012/217	2841/356

The League of Friends were asked to appoint a replacement for Nick Wells as the Partner Governor for Volunteers and Linda Judd has joined Council in that capacity. Linda is a Committee member on the QEQM League of Friends. Bob Bayford, Partner Governor representing the Local Authorities, came to the end of his first term of office in February this year; he has been re-appointed for a further term by the six Local Authorities.

There currently remain three vacancies on Council: two staff governors and a public governor for the Dover Constituency. The election process for the two staff governor vacancies has started and a total of nine staff members have stepped forward to be considered in the election. Ballot packs will be issued on 11 March and the results expected on 6 April. This election is being carried out electronically as all eligible trust staff have individual email addresses.

Notice of the election in the Dover constituency was issued on 4 March and the closing date for nominations is 22 March. The election will be publicised on the Trust website and via social media and local Dover networks, details provided by Bernie Mayall. Ballots will be issued on 6 April with the declaration of the result expected on 30 April.

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<b>LINKS TO STRATEGIC OBJECTIVES:</b>	<b>We care about...</b> <ul style="list-style-type: none"><li>• <b>Our patients;</b></li><li>• <b>Our people;</b></li><li>• <b>Our future;</b></li><li>• <b>Our sustainability;</b></li><li>• <b>Our quality and safety.</b></li></ul>
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<b>RECOMMENDATIONS AND ACTION REQUIRED:</b>  The Council of Governors is asked to note this report.
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<b>REPORT TO:</b>	<b>COUNCIL OF GOVERNORS</b>
<b>DATE:</b>	<b>9 MARCH 2021</b>
<b>REPORT TITLE:</b>	<b>WORKPLAN 2021/22</b>
<b>SPONSOR:</b>	
<b>PAPER AUTHOR:</b>	<b>GOVERNOR AND MEMBERSHIP LEAD</b>
<b>PURPOSE:</b>	<b>TO AGREE</b>
<b>APPENDICES</b>	

### **BACKGROUND AND EXECUTIVE SUMMARY**

This report provides a proposal for Council meeting and training dates taking into account current outstanding actions, Council Annual responsibilities and the need to provide training to both the current and 2020 cohort of new governors due to the significant impact of the pandemic on the 2020/21 induction programme.

The proposal covers the first quarter of the year only in recognition that with a new Trust Chair and a high proportion of new Governors, there is a good opportunity to review the way that Council wishes to operate.

### **PROPOSED WORK PLAN APRIL – JUNE 2021**

#### **Council tasks**

#### **Constitution and Policy Review Group**

The following draft timeframe is proposed and can be subject to change should more discussion time be required.

- By 20 March agree terms of reference and membership on the Constitution and Council Policy Review Group.

Bernie Mayall, Ken Rogers, Alex Lister and Carl Plummer have volunteered to stand on this group. Other members proposed for the group are the Interim Group Company Secretary and a NED representative, with the group administered by the Governor and Membership Lead. The Interim Group Company Secretary is seeking an independent advisor for the group, possibly from the Good Governance Institute.

- 22 March – 29 April – Corporate support team to draft paper laying out the methodology for the group and listing proposed changes. Content to be shared with group membership and agreed by 29 April.
- 28 April – NHS Provider training on FT Trust's Constitution and the role of Governors
- Week 3 May – Review Group meets, one session for constitution, one for Council policies
- Week 10 May draft paper prepared for Council meeting and agreed by Review Group – if required in virtual session. Paper will need to be circulated to Council on 17 May.
- Circulate Council paper to the Board on 20 May with the Board Package.



- Council meeting 24 May – paper presented and recommendations agreed
- 25 May – update paper provided to Board with Council recommendations agreed by Council on 24 May
- Board meeting 27 May – paper considered and decisions taken re Council recommendations
- Any agreed changes needing NHSE/I approval referred to Regional Office

### **NED recruitment**

Details for this work are outlined within the paper for item 53 on the closed agenda.

### **Lead Governor and Deputy Lead Governor elections**

Alex Listers term of office formally ends on 23 March 2021. It is proposed that Council consider extending this to give an opportunity to review the Lead Governor role description, draft a role description for the deputy Lead Governor role, in consultation with governors. These would then be presented for approval at the Council meeting proposed for 24 May together with a timetable for the Lead/Deputy Lead Governor elections. This would also mean that new governors will have had an opportunity to get to know their colleagues to inform their choices with respect to the election.

If agreed, Alex's term of office would be extended to the point when the Lead Governor elections are completed, and no later than 11 June.

As the Deputy Lead Governor, Jane Martin, has left the Council this proposal means that the position would remain vacant until the elections are run at the end of the extended term of office for Alex. Council is invited to discuss whether this is acceptable.

### **Annual Reporting**

The Annual reporting timetable has been extended for the 2020/21 documents, as happened last year. Again the Quality Account has not been included as part of the Annual Report requirement and an audit opinion will not be included. It is expected that the Quality Account submission date will be later than that set for the Annual Report and Accounts. Council will be updated when further details are available.

### **NED Appraisals**

Appraising the performance of the NEDs, including the Chair, forms part of the Council's responsibilities. There is a Council guidance document to support this work, which will be reviewed as part of the work of the Constitution and Policy Review Group.

Objectives for new NEDs should be set within eight weeks of them joining the Trust. The Senior Independent Director (SID) leads on discussing Chair objectives and the Chair will then cascade the discussions to the NEDs. These objectives need to link to the Trust's objectives and the individual roles of the NEDs. An update report to be brought to the Council meeting proposed for 24 May. There may need to be some flexibility with respect to the time table for this process given that Niall has just been appointed and this remains a time of change for the organisation and Board.

### **Proposed Council Meetings**

- April/Early May – individual introductory meetings between governors and Niall Dickson

- 28 April - training  
NHS Provider training on Governor role and responsibilities, including with respect to Constitutional review and change, and .
- 24 May – Public and Closed Council session

To cover:

- Annual reporting draft documents – will be approved by Board in June
- Recommendation from the Constitution review group
- Council meeting framework and workplan moving forward to meet responsibilities for holding NEDs to account and communicating with FT members and the public.

This item will be informed by Niall’s conversations with Governors and will include consideration of:

- Meeting days and times
  - Committees/Working Groups – ensuring that the terms of reference for these encompass all Council responsibilities, such as:
    - Commentary on the Trust’s Quality Report.
    - Communication with members/public
    - NED appraisals
  - We care involvement
- 
- Consultation – Trust position and Council role
  - NED appraisal
  - Lead Governor election process
  - Fit and Proper persons review and annual register of interests confirmation

**LINKS TO STRATEGIC OBJECTIVES:**

**We care about...**

- **Our patients;**
- **Our people;**
- **Our future;**
- **Our sustainability;**
- **Our quality and safety.**

**RECOMMENDATIONS AND ACTION REQUIRED:**

The Council of Governors is asked to note the content of this report and agree:

- the proposed timeframe for the work of the Constitution and Council Policy Review Group;
- the extension of the term of office for the current Lead Governor to no later than 11 June;
- to hold the election for Deputy Lead Governor within the same timeframe as the Lead Governor elections, noting that the position will therefore be vacant for up to 3 months; and
- the proposed meetings schedule for April to June 2021.