



University Hospitals Dorset
NHS Foundation Trust

**University Hospitals Dorset NHS Foundation
Trust**

**Extraordinary Meeting of the
Council of Governors**

Thursday 28 September 2023

14:00 – 14:20

Via Microsoft Teams

(Link to join meeting can be found in Outlook Diary Appointment)

**UNIVERSITY HOSPITALS DORSET NHS FOUNDATION TRUST
EXTRAORDINARY MEETING OF THE COUNCIL OF GOVERNORS**

An extraordinary meeting of the University Hospitals Dorset NHS Foundation Trust Council of Governors will be held at 14:00 on Thursday 28 September 2023 via Microsoft Teams.

If you are unable to attend please notify the Company Secretary Team by sending an email to: company.secretary-team@uhd.nhs.uk

Rob Whiteman
Trust Chair

14:00 on Thursday 28 September 2023

Time	Item		Method	Purpose	Lead
14:00	1	Welcome, Introductions, Apologies & Quorum	Verbal		Chair
	2	Declaration of Interests	Verbal		Chair
	3.1	For Accuracy and to Agree: Minutes of the Council of Governors Meeting Part 1 held on 27 July 2023	Paper	Approval	Chair
	3.2	Matters Arising – Action List	Paper	Information	Chair
14:05	4	GOVERNANCE			
	4	Annual Members' Meeting 2023	Paper	Approval	Chair
	5	Any Other Urgent Business	Verbal		Chair
14:20	6	Date of Next Council of Governors Meeting: Future Meetings: 16:30 on Thursday 26 October 2023 in the Boardroom at Poole Hospital			

* late paper

This meeting is being recorded for minutes of the meeting to be produced.
The recording will be deleted after the minutes of the meeting have been approved.

Items for Next Council of Governors Agenda Part 1

Standing Reports

- Feedback from the Nominations, Remuneration and Evaluation Committee
- Integrated Performance Report

Annual Reports

- Quality Account (six months review)
- Annual Patient Experience Report
- Report on the Annual Members' Meeting

Ad Hoc Items

- Informal Governor Groups
- Trust Constitution – interim approval

Reading Room Materials

N/A

List of abbreviations:

CEO – Chief Executive Officer	CFO – Chief Finance Officer
CNO – Chief Nursing Officer	CoSec – Company Secretary Team
CSTO – Chief Strategy and Transformation Officer	
Other abbreviations	
CDEL – Capital Delegated Expenditure Limit	
CIP – Cost Improvement Programme	
ED – Emergency Department	
HSMR – Hospital Standardised Mortality Ratio	
ICB – Integrated Care Board	
ICS – Integrated Care System	
ITU – Intensive Therapy Unit	
MSG – Mortality Surveillance Group	
NHSE/I – NHS England/Improvement	
#NOF – Fractured neck of femur	
OPEL – Operational Pressures Escalation Levels	
SDEC – Same Day Emergency Care	
SHMI – Summary Hospital-Level Mortality Indicator	
SMR – Standardised Mortality Ratio	
SWAST – South West Ambulance Service NHS Foundation Trust	

UNIVERSITY HOSPITALS DORSET NHS FOUNDATION TRUST
MEETING OF THE COUNCIL OF GOVERNORS PART 1

Minutes of the meeting of the Council of Governors held on Thursday 27 July 2023 at 16:30 via Microsoft Teams

Present:	Rob Whiteman	Trust Chair (<i>Chair</i>)
	Lesley Baliga	Public Governor: Poole and Rest of Dorset
	Mandi Barron	Appointed Governor: Bournemouth University
	Robert Bufton	Public Governor: Poole and Rest of Dorset
	Sharon Collett	Public Governor: Bournemouth, Lead Governor
	Sue Comrie	Appointed Governor: Volunteers Service
	Steve Dickens	Public Governor: Christchurch, East Dorset and Rest of England
	Beryl Ezzard	Appointed Governor: Dorset Council
	Rob Flux	Staff Governor: Staff, Admin and Management
	Marjorie Houghton	Public Governor: Bournemouth
	Susanne Lee	Public Governor: Christchurch, East Dorset and Rest of England
	Andrew McLeod	Public Governor: Poole and Rest of Dorset
	Keith Mitchell	Public Governor: Bournemouth
	Patricia Scott	Public Governor: Poole and Rest of Dorset
	Jeremy Scrivens	Public Governor: Christchurch, East Dorset and Rest of England
	Diane Smelt	Public Governor: Bournemouth
	Kani Trehorn	Staff Governor: Nursing and Midwifery
	Michele Whitehurst	Public Governor: Poole and Rest of Dorset, Deputy Lead Governor
	Sandra Wilson	Public Governor: Christchurch, East Dorset and Rest of England
In attendance:	Karen Allman	Chief People Officer (<i>left at CoG 073/23</i>)
	Yasmin Dossabhoy	Associate Director of Corporate Governance
	Judy Gillow	Non-Executive Director
	Duncan Laird	Senior Manager, KPMG, External Auditor (<i>for item CoG 067/23</i>)
	Sarah Locke	Deputy Company Secretary (<i>minutes</i>)
	Helena McKeown	Non-Executive Director (<i>left at CoG 080/23</i>)
	Mark Mould	Chief Operations Officer (<i>left at CoG 077/23</i>)
	Pete Papworth	Chief Finance Officer (<i>left at CoG 080/23</i>)
	Sharath Ranjan	Non-Executive Director
	Richard Renaut	Chief Strategy and Transformation Officer (<i>left at CoG 073/23</i>)
	Paula Shobbrook	Chief Nursing Officer
	Caroline Tapster	Non-Executive Director (<i>joined from CoG 065/23</i>)
	Peter Wilson	Chief Medical Officer (<i>left at CoG 081/23</i>)
	Klaudia Zwolinska	Corporate Governance Assistant
Public attendees:	1 member of the public attended	

CoG 059/23	<p>Welcome, Introductions, Apologies & Quorum</p> <p>The Chair welcomed everyone to the meeting.</p> <p>Apologies were received from the following members:</p> <ul style="list-style-type: none"> • Carrie Stone, Public Governor for Poole and Rest of Dorset • Markus Pettit, Staff Governor: Estates and Facilities <p>The meeting was declared quorate.</p>
CoG 060/23	<p>Declarations of Interest</p> <p>It was noted that Judy Gillow would withdraw from the meeting for item 6.7 – Consultation in Relation to Senior Independent Director (SID).</p> <p>No other existing interests in the matters to be considered were declared. In addition, no further interests were declared.</p>

CoG 061/23	<p>For Accuracy and to Agree: Minutes of the Part 1 meeting of the Council of Governors Meeting held on 27 April 2023</p> <p>The minutes of the Council of Governors Meeting Part 1 held on 27 April 2023 were APPROVED as an accurate record.</p>
CoG 062/23	<p>Matters Arising – Action List</p> <p>All actions were noted to have been completed.</p>
CoG 063/23	<p>Chair's Update</p> <p>Rob Whiteman informed the Council of Governors (the Council) that the workforce was a vital issue for the NHS and that it was positive that NHS England had developed the NHS Workforce Plan. The Integrated Performance Report (IPR) stated that the turnover rate within the Trust was at 13.4% and the vacancy rate was at 6.6%, reflecting the significant recruitment activity levels.</p> <p>The financial position remained a challenge across the NHS, nationally and locally, and as outlined in the IPR, the Trust had reported a deficit of £7.3m for quarter one.</p> <p>The barn theatres on the Poole site were opened by the first patient to have used them and had also been attended by the Deputy Lieutenant and the Deputy Mayor.</p> <p>Rob Whiteman outlined that he continued to visit services across the Trust, attend integrated care partnership meetings, meet other Chairs across the system and chair the appointment panels for consultant recruitment.</p> <p>Robert Bufton raised that he had previously asked about the single point of failure of the fans in the barn theatres but had yet to receive a response. Yasmin Dossabhoy referred to the response included within the action list.</p>
CoG 064/23	<p>Chief Executive Update</p> <p>Paula Shobbrook provided the Chief Executive update on behalf of Siobhan Harrington. She thanked Sharon Collett on behalf of the Board for the update provided at the Board of Directors Part 1 meeting held on 26 July 2023. It was positive to hear about all the activities carried out by the Council and the collaborative working across the Trust and the system about expanding the representation of Trust Members.</p> <p>At the Board of Directors Part 1 meeting, the Board had endorsed the 'See Me First' campaign. The Board encouraged staff to pledge to promote equality, diversity and inclusivity and to end racism and discrimination in the workplace. Those staff that pledged received a See Me First badge. The Board had also fully supported the anti-racism statement within the Chief Executive's report¹ in the Board Part 1 papers.</p> <p>There had been high demand across the Trust for services, which had been impacted by the recent junior doctor and consultant strikes. Further industrial action had been announced for August 2023. Throughout the increased pressures and industrial action, the focus remained on patient safety.</p> <p>Paula Shobbrook also highlighted the following:</p> <ul style="list-style-type: none"> • Winter planning with system partners had commenced. • The UHD Charity Team helped to organise the Big Tea event to celebrate the NHS 75th anniversary. • The Council had previously received the annual objectives linked with the Patient First initiative. • The Board Assurance Framework (BAF) would be presented at the meeting (page 50 of the meeting materials), and the Board had set the strategic objectives. The purpose of the BAF was to bring together the risks to the Board's strategic objectives. • There would be a cost increase for staff parking. The Executive team were very conscious of the impact of this, particularly on the staff in lower

¹ The papers for the Board Part 1 are on the Trust website, <https://www.uhd.nhs.uk/about-us/our-performance> July 2023 Board Pack, Page 23 of the meeting materials.

	<p>bands. Reinvestment in public transport opportunities for staff would come from parking revenue.</p> <p>Rob Whiteman added that the Trust cultural day had been a great success. There was greater ethnic diversity within the Trust's staff than in the local community, and he emphasised that the Trust respected different backgrounds and cultures. Rob Whiteman shared his personal experience of celebrating culture within the community whilst working in London. He underlined that staff were tremendous assets and that it was unacceptable for them to feel unwelcome or not appropriately treated by colleagues. He expressed his thanks to the Governors for their support at the event.</p> <p>Diane Smelt added that the excellent UHD choir that had sung at the cultural day would also be singing at the Governor Christmas event.</p> <p>Rob Flux shared the views of staff that he had received around the increase in staffing without the parking infrastructure to support this. Richard Renaut outlined that there would be a series of "trolley dashes" handing out information about the current transport options and those for the future. He suggested that staff Governors be involved with the "trolley dashes" with a planning workshop scheduled for September 2023. An additional 600 car parking spaces were allocated at the Littledown Centre and the contractor's car park.</p> <p>Concerning the 'See Me First' trolley dashes, Kani Trehorn had visited the Maternity and Emergency Department gaining approximately 40 pledges and questioned whether it would be suitable for other Governors to participate alongside a staff member. She shared her support for the campaign and suggested a Trust definition for the term "racism". She shared her personal experience, and those from other staff members, of examples of racism that staff perceived as "normal". Paula Shobbrook proposed for the Organisational Development Team to include Governors on the trolley dashes. She also added how saddened she was to hear that experiences of racism were "normal". Karen Allman informed the Council that the team, and staff networks, were developing a Trust definition but it was challenging due to individual and personal experiences and therefore having staff share their personal experiences would be valuable.</p> <p>Marjorie Houghton raised that there were also a proportion of patients and visitors on low income who also find the increase in car parking charges difficult. Richard Renaut confirmed that the car parking charges for visitors were not currently increasing, and these were only relevant to staff parking charges; the staff parking prices were comparable with other trusts. He advised that there were specific claim-back rules for visitors on lower incomes. The Trust was researching improved car parking systems that would be fairer, more consistent, with fewer issues. The Trust managed the car parking; therefore, all revenue was reinvested into the Trust with no profit going to external companies.</p> <p>The Council of Governors NOTED the Chief Executive Update.</p>
CoG 065/23	<p>Integrated Quality, Performance, Workforce, Finance and Informatics Report</p> <p>Mark Mould presented the operational performance section of the IPR:</p> <ul style="list-style-type: none"> • It had been a busy period with a 3-day junior doctor industrial action, • There were no alerts raised to the Board and three advisory areas; <ul style="list-style-type: none"> ○ The 4-hour standard was slightly off trajectory due to the implementation of the new IT system across the Poole and Bournemouth sites. This would provide a single electronic system, removing all paper processes, which enabled planning for the emergency hospital in two years. It was noted that Dorset County Hospital had taken 4-5 weeks to return to usual performance levels following a similar IT system replacement. ○ There had been a reduction in elective patients waiting over 78 weeks. The ability to reduce the number of patients on the waiting list further had been impacted by the decrease in capacity due to the industrial action. ○ The number of patients waiting for transfer to theatre with a fractured neck of femur (#NOF) had increased. There was an increase in #NOF

	<p>presentations during June 2023, and there was also a backlog. The barn theatres opened, and activity there was increasing. The surgical team were unable to respond to variation and demand in trauma. A piece of work around capacity and workforce was being completed.</p> <ul style="list-style-type: none"> • Progress on diagnostics continued, but capacity and workforce remained a challenge. Given the current situation, the team did incredibly well in maintaining performance across diagnostic standards. <p>Steve Dickens asked what had been done to improve the performance against the 4-hour target without waiting for the IT system to have an impact. Mark Mould confirmed that the teams were not waiting for the impact of the IT system to enhance on the performance against the target but added that the effects of the implementation of the IT system would take around 4-5 weeks. There was a trajectory plan to increase the performance against the standard; however, the gaps in staffing remained.</p> <p>Diane Smelt queried whether the diagnostic services being provided outside the Trust setting were monitored and aligned with the Trust standards. Mark Mould explained that community diagnostics were a national strategic development. Funding had been allocated to the Dorset system to expand diagnostic settings. All providers were expected to operate at Trust standards as the Trust provided the service. The Trust were also working with AECC university college for providing MRI services and collaborating to develop the workforce for the future.</p> <p>In relation to ambulance wait times, Susanne Lee asked if there were any further updates. Mark Mould referred to the IPR, highlighting that performance had improved since February but had been stable since June 2023. The ambulance handover standard linked to the 4-hour organisational standard in that patients could not be moved through the Trust, and therefore achievements against both standards were impacted.</p> <p>For Medically Ready to Leave (MRTL) patients, the Integrated Care Board (ICB) had reduction targets of 30% in quarter one and a 50% reduction in quarter two. Keith Mitchell asked whether the performance at the Trust needed to be enhanced or if the targets were unrealistic. Mark Mould agreed that, as a system, the reduction target had not been met but stated that there had been significant investment in community settings from the ICB and that flow out of the Trust had improved. More recently, community settings were also at total capacity. The gaps in the workforce required for Dorset Healthcare to provide community services impacted the flow of patients out of the Trust. A meeting was held with the national discharge team to discuss the work across the ICB, which had been very positive. Although the system had not achieved the 30% reduction, a plan going into the winter period provided the national team with confidence. However, they required assurance of data accuracy internally and across the system.</p> <p>Referring to the patient story shared at the Board meeting on 26 July 2023, Sharon Collett asked what support was available for patients at home, particularly around digital innovation. Mark Mould reminded the Council of the £3m investment for the system (£2m to the Trust) into virtual wards. Sixteen patients were being supported out of hospital settings across respiratory, elderly care and paediatric services. A range of technology was available to support patients at home, so teams needed to ensure they used the right ones for the right patients. Marjorie Houghton added that the responsibility for this was for all partners across the system, with which Mark Mould agreed.</p> <p>Paula Shobbrook presented the Quality section of the report, highlighting:</p> <ul style="list-style-type: none"> • There had been an increase in C. difficile cases and MSSA (Methicillin-resistant Staphylococcus aureus) in the Trust within community settings and across England. Work with the ICB and the system had already taken place, and cases had been reviewed internally and linked with partners nationally. • The number of falls rated moderate was raised at the previous Board meeting. She worked with Peter Wilson and the ward teams on incident reporting and patient outcomes. A report would be brought back to the
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	<p>Quality Committee outlining the work undertaken and a trajectory for reducing the number of falls.</p> <ul style="list-style-type: none"> • A nurse consultant for infection control had been appointed. and an interview had been arranged for a joint associate professor of clinical practice with the University, enhancing the clinical nurse faculty to focus on the fundamentals of care. • The 55-day response rate for complaints had not been met. Work to map the trajectory of improvement had started. A recovery plan would be brought back to the Quality Committee, aiming to have less than ten complaints over the 55-day response rate by October 2023. • The maternity incidents on call bells evidenced a good reporting culture. The team had put remedial actions into place, working with the company that had installed the call bells, which had resolved the issues. • A high number of stillbirths were reported, which had been reviewed internally with no concerns raised to the Board. Paula Shobbrook had been working closely with the Director of Midwifery of the ICB, who had appointed the Somerset Team to review from an additional perspective. <p>Karen Allman presented the Workforce segment of the IPR, highlighting:</p> <ul style="list-style-type: none"> • Since the IPR had been written, the General Medical Council announced further strike action for junior doctors from Friday 11 August – Tuesday 15 August 2023. • The Health and Safety Group discussed that the mandatory training compliance had nearly achieved the 90% target. There were new training modules to be added to the mandatory training requirements, such as Learning Disability for patient facing employees. • The Trust were featured in an NHS Providers national article on sharing best practice for international nurses. The work with the international nurses was seen as 'being positive and supportive'. <p>From the Finance section of the IPR, Pete Papworth informed the Council:</p> <ul style="list-style-type: none"> • It was a very challenging financial position for the Trust and, at the end of quarter one, it was £2.9m off plan. • Although a considerable amount of work was happening to close the deficit, there were three key issues affecting the Trust: energy cost inflation, the cost of industrial action and the additional escalation beds due to operational pressures. • There had been a focus on agency spending and a significant reduction of off-framework agency spending, but the position remained challenging. <p>Keith Mitchell asked Paula Shobbrook whether the Board had looked at trends for the increase in infection control cases. He also enquired if there was any further update on support for staff Governors from Karen Allman.</p> <p>Paula Shobbrook explained that there was a post-infection review process. The themes included a timely sampling of stool specimens, and national themes included appropriate antibiotic prescribing.</p> <p>Karen Allman reported that staff Governors could be backfilled, which had been discussed with Executive colleagues. She had agreed with Yasmin Dossabhoy to look at doing things differently and learn lessons from staff and union representatives. Rob Whiteman said he would have further conversations with the Chief Executive and Karen Allman about improving support to staff Governors and would update at a future meeting.</p> <p>ACTION: To discuss further opportunities to support staff Governors and provide an update at a future meeting. Rob Whiteman</p> <p>Reminding the Council of the Governor elections due to take place later in the year, Yasmin Dossabhoy recognised Rob Flux and Kani Trehorn for having been keen advocates to promote opportunities within the Trust for the staff Governors. She provided reassurance of work completed or arranged, including trialling attendance at Council meetings, staff Governors featuring on a podcast and other</p>
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	<p>promotions, events had taken place, and the staff Governors and the Freedom To Speak Up Guardian had visited wards and departments to promote the role.</p> <p>Rob Flux added that Klaudia Zwolinska had updated the staff Governor's notice board on the Bournemouth site near the Shelley restaurant. They were now full of information on who the staff Governors were, how they became staff Governors and contact details. Other staff members had already approached him about the board. He expressed his privilege of being nominated as a staff Governor and was keen to share that with other staff members where possible.</p> <p>Sandy Wilson raised that the Council of Governors' internet page appeared to need updating regarding the vacancies and there was a video from a previous staff Governor still displayed. Sarah Locke responded that she had updated the vacancies. She acknowledged that, notwithstanding this, the information needed to further reflect the current year and that she would undertake further work on the website.</p> <p>ACTION: To update the Governors' website to reflect the 2023 calendar year, including new videos from Governors. Sarah Locke</p> <p>The Council of Governors NOTED the Integrated Quality, Performance, Workforce, Finance and Informatics Report.</p>
CoG 066/23	<p>Trust's Annual Report and Accounts</p> <p>Introducing the Trust's Annual Report and Accounts, Pete Papworth summarised that the Annual Report was a very good document that set out a balanced view of the Trust, the performance over the previous year particularly regarding performance aspects and engagement activities. The annual accounts, at the back of the report, had been considered at the joint Finance and Performance and Audit Committee meeting where they had been scrutinised. Along with the external auditors' report, they had been recommended to the Board of Directors for approval. Following approval by the Board, the annual report and accounts had been laid before Parliament.</p> <p>The Council of Governors NOTED the Trust's Annual Report and Accounts.</p>
CoG 067/23	<p>External Auditors Annual Report on the Annual Report and Accounts</p> <p>Duncan Laird presented the External Auditors Annual Report on the Trust Annual Report and Accounts, highlighting:</p> <ul style="list-style-type: none"> • The document summarised the work completed over the previous months, culminating in the external auditor's opinion. • The opinion had been issued about a month previous, and similar to the Trust annual report and accounts, the external auditor's annual report had also been laid before Parliament. • External auditors review and audit the financial statements prepared by the Finance Team in order to ensure that they are materially accurate. They also reviewed 'value for money' which looked at the arrangements that the Trust had in place to manage its business by reviewing; <ul style="list-style-type: none"> ○ Financial sustainability ○ Governance aspects ○ Economy, efficiency and effectiveness • The auditors focussed on three of the most significant risks (as outlined on page 35 of the meeting materials); <ul style="list-style-type: none"> ○ Valuation of land and buildings ○ Fraudulent expenditure recognition ○ Management override of controls • There were no material adjustments to the accounts. • One recommendation had been made concerning the internal control framework, which had yet to be fully closed off from the previous year. • The value for money report outlined what had been reviewed by external auditors, including meeting minutes and discussions around financial challenges. The Trust had submitted a planned break-even position to NHS England through savings identified over the year, but a significant challenge remained in achieving this.

	<ul style="list-style-type: none"> No significant weaknesses around value for money were identified and no significant improvement observations were required. A clean audit opinion had been submitted. <p>Regarding the Going Concern report, Robert Bufton queried whether any additional comments were to be made given the economic climate and the budget deficit. Duncan Laird explained that the Going Concern report outlined the provision of services. Trusts were always considered a Going Concern unless there was an announcement from central government to cease providing services. The Trust Going Concern report was reviewed to ensure the finances were available for services provided.</p> <p>The Council of Governors NOTED the External Auditors Annual Report on the Annual Report and Accounts.</p>
CoG 068/23	<p>Summary of Operational Plan</p> <p>Richard Renaut introduced the Summary of the Operational Plan, highlighting that the entire plan was available on the Trust website. The focus was on the Trust vision and values translated into actions that had an effect on patients, staff and stakeholders.</p> <p>The Council of Governors NOTED the Operational Plan Summary.</p>
CoG 069/23	<p>Board Assurance Framework Annual Report (past year)</p> <p>Paula Shobbrook outlined that the Board Assurance Framework (BAF) had been closed off, and risks in quarter four had been identified.</p> <p>The Council of Governors NOTED the Board Assurance Framework Annual Report.</p>
CoG 070/23	<p>Board Assurance Framework (new year)</p> <p>Paula Shobbrook presented the Board Assurance Framework 2023/24, highlighting:</p> <ul style="list-style-type: none"> Objectives had been worked up through the Patient First approach. Risks had been identified against the constitutional standards, with clear outlines of the work to achieve these and the controls in place. The BAF would be monitored through Board Committees. Risks were reviewed, looking downward and upwards, which was a different way of working from previous years. Risks has been reviewed at the Board meeting on 26 July 2023, and a conversation was held about a specific risk relating to the Electronic Patient Record (EPR), which the Chief Informatics Officer would be developing. <p>Diane Smelt raised that the target to increase the Friends and Family Test response rates by 30% appeared ambitious and asked how this would be achieved given the challenges with staffing levels. Paula Shobbrook confirmed that the Trust had implemented electronic options, such as using a QR code. She also said the 'Have Your Say' questionnaire was a text message. These methods were promoted across the Trust, and objectives were shared.</p> <p>The Council of Governors NOTED the Board Assurance Framework for 2023/24.</p>
CoG 071/23	<p>Appointment of the Vice Chair</p> <p>Rob Whiteman informed the Council that Philip Green would be stepping down from his role of non-executive director and Vice Chair at the end of September 2023. He had served the Trust with distinction in both roles, demonstrated when he was Acting Chair from April until July 2022.</p> <p>The recommendation for the Vice Chair from October 2023 was for Cliff Shearman to be appointed. He was a former Professor of Vascular Surgery at Southampton University and a Trustee of the Royal College of Surgeons. As chair of the Quality Committee, and previously the Workforce and Strategy Committee and the Private Patients Strategy Committee, he demonstrated good skills to be appointed Vice Chair.</p>

	<p>Kani Trehorn questioned whether Cliff Shearman had provided his vision and objectives as Vice Chair. Rob Whiteman said the objectives would be discussed within the Part 2 meeting but outlined that they were not explicitly linked to being a Vice Chair. He emphasised that the role required an understanding of the Trust Chair role and to be available to chair the Council of Governors and the Board of Directors should it be required.</p> <p>Steve Dickens asked for clarification about whether Cliff Shearman would continue to chair the Quality Committee, which Rob Whiteman confirmed that he would.</p> <p>The Council of Governors APPROVED the appointment of Cliff Shearman as Vice Chair of the Trust as of 1 October 2023.</p>
CoG 072/23	<p>Consultation in relation to Senior Independent Director (SID)</p> <p><i>Taking account of her interest in the outcome of the consultation in relation to the Senior Independent Director, Judy Gillow left the meeting.</i></p> <p>Rob Whiteman explained that the Senior Independent Director role was to be appointed by the Board of Directors after consultation with the Council.</p> <p>Rob Whiteman recommended Judy Gillow for the position of SID. He provided a background to her experience; including six years as a non-executive director at Dorset County Hospital NHS FT, including a period as Vice-Chair. She had very strong communication skills and felt that there would be a good working relationship with the lead and deputy Governors.</p> <p>Caroline Tapster added that she demonstrated the experience and personal skills for the role and felt that Judy Gillow would be an ideal candidate.</p> <p>The Council of Governors ENDORSED Judy Gillow being appointed as Senior Independent Director role with effect from 1 October 2023.</p> <p><i>Judy Gillow rejoined the meeting.</i></p>
CoG 073/23	<p>Annual Audit Committee Report and Terms of Reference</p> <p>Stephen Mount, chair of the Audit Committee, could not be present at the meeting due to unexpected technological issues, and therefore Pete Papworth presented the Annual Audit Committee Report and Terms of Reference in his absence. He highlighted:</p> <ul style="list-style-type: none"> • The Committee's annual report had been considered and approved by the Audit Committee. • It had been agreed that the Committee delivered against the terms of reference, and the report outlined how this had been achieved. • There were no significant changes to the terms of reference other than the formatting alignment. <p>The Council of Governors NOTED the Annual Audit Committee Report and Terms of Reference.</p>
CoG 074/23	<p>Quality Account</p> <p>Paula Shobbrook introduced the Quality Account, outlining that it had been developed within a structured framework for the NHS. The quality priorities from the previous year and the achievement against those had been detailed. The looking forward section focused on the quality priorities related to the strategic objectives.</p> <p>There were several assurance statements related to areas of audit and ensuring oversight for quality.</p> <p>The Council of Governors NOTED the Quality Account.</p>
CoG 075/23	<p>Membership and Engagement Strategy Review</p> <p>Sandy Wilson summarised that a group had reviewed the proposed changes to the Membership and Engagement Strategy. The Membership and Engagement Group reviewed and agreed on those changes. She highlighted that the action plan required updating, emphasising that it would be flexible, measurable, effective and able to be benchmarked against others.</p>

	The Council of Governors APPROVED the Membership and Engagement Strategy, noting that the actions were to be added.
CoG 076/23	<p>Council of Governors' Informal Groups Terms of Reference</p> <p>There were no comments raised on the Council of Governors' Informal Groups Terms of Reference for the:</p> <ul style="list-style-type: none"> • Membership and Engagement Group • Quality Group • Effectiveness Group • Constitution Group <p>The Council of Governors APPROVED the Terms of Reference for the Informal Groups.</p>
CoG 077/23	<p>Feedback from Nominations, Remuneration and Evaluation Committee (NREC)</p> <p>Rob Whiteman explained that the NREC terms of reference had been discussed at the NREC meeting on 27 July 2023. There had been discussions around amending the composition which currently provided for representatives from the Governor constituencies, but it was agreed that this would remain the same at this time. There would be an ongoing discussion about Governors being able to contribute in different ways with different skills.</p> <p>Amendments would be made around consistency in the use of titles.</p> <p>The Council of Governors APPROVED the Nominations, Remuneration and Evaluation Committee Terms of Reference.</p>
CoG 078/23	<p>Feedback from Nominations, Remuneration and Evaluation Committee</p> <p>Rob Whiteman reported that there was nothing to note at the Part 1 meeting, which was NOTED by the Council of Governors. There was an agenda item under the Part 2 meeting.</p>
CoG 079/23	<p>Feedback from Council of Governor Groups</p> <p>Sandy Wilson provided the update from the Membership and Engagement Group (MEG), highlighting:</p> <ul style="list-style-type: none"> • Constituencies were expanding activities to reach members of the public. • She thanked Jerry Scrivens for organising some events for the Christchurch, East Dorset and Rest of England constituency and Keith Mitchell for presenting at those event. • It was with sadness that Marjorie Houghton had resigned as deputy chair of MEG, and she thanked her for being reliable and supportive. • Sandy Wilson had also resigned as chair of MEG, adding that she felt the Group was essential for Governors to be involved in and thanked all for the support she had received. <p>On behalf of the Council, Rob Whiteman thanked Marjorie Houghton and Sandy Wilson for all the hard work they had put into the Group.</p> <p>Sharon Collett provided the update from the Quality Group, highlighting the following:</p> <ul style="list-style-type: none"> • The Group was privileged to have reviewed the draft Quality Account and asked questions on behalf of the Council. • Joanne Sims, Associate Director of Quality Governance & Risk, provided a helpful summary of a complex document and thanked her for working with the Group. <p>The Council of Governors NOTED the Feedback from the Council of Governor Groups.</p>
CoG 080/23	<p>Feedback from Governor Observers</p> <p>Susanne Lee shared that she had observed the Quality Committee for the first time and was impressed with the range of subjects discussed. She was grateful to Paula Shobbrook for providing detailed answers to questions raised and that it had been a positive experience.</p>

	<p>Marjorie Houghton had attended the Finance and Performance Committee. She stated that there were four non-executive directors on the Committee, which Philip Green ably chaired. She felt that the non-executive directors were comprehensive, posed the right challenges and that the Committee were very fortunate to have such high calibre non-executive directors.</p> <p>For the People and Culture Committee, Sandy Wilson observed excellent questioning and challenge. The Committee covered a wide range of subjects, and there was good involvement and challenge from the new non-executive director. She encouraged other Governors to attend Committees as they provided a greater insight into the organisation.</p> <p>The new Population Health and System Committee looked at broader aspects of the care provided. Sandy Wilson thought it was an excellent Committee that looked at issues across Dorset, which was crucial to understanding how the Trust moved forward. She was thankful to have been able to be an observer.</p> <p>Robert Bufton agreed that it had been a good opportunity for Governors to attend a range of Committees. He had recently attended the Finance and Performance Committee and the Charitable Funds Committee. He asked what the next steps were for Governor observers at Committees. Yasmin Dossabhoy confirmed that the Governor observer rotation sheet would be shared with the Governors again as there were some vacancies on the Committees until year-end. The Governors would provide feedback on the process at year-end and a review for the process in 2024 would be undertaken.</p> <p>Kani Trehorn had attended meetings of the Audit Committee and the People and Culture Committee, explaining that they were detailed, structured and organised, although she felt they were fairly long meetings.</p> <p>The Council of Governors NOTED the Feedback from Governor Observers.</p>
CoG 081/23	<p>Feedback from GovernWell Conference</p> <p>Keith Michell and Robert Bufton attended the GovernWell conference. Keith Mitchell had prepared a report which had been circulated to Governors. He outlined that the Warrington and Halton Hospitals Trust had presented a brochure providing details on the 'Good' CQC rating and the expectations and responsibilities of Governors. He felt it would be beneficial to add this to the Trust processes to set expectations for prospective Governors. Another Trust had completed its membership and engagement plan on one A4 page, which had been shared with MEG. There were concerns raised that ICBs had no Governor representatives. He recommended that other Governors attend the conference in future.</p> <p>Robert Bufton agreed, adding that around 400-500 Governors were at the conference. He felt that nationally there should be a more explicit definition of the Governor's duties and questioned the title of Governors as they were not required to govern. The Chief Executive of NHS Providers stated that finances must be used more efficiently, utilising what was already available. Finally, he noted that there should be more inclusivity within the Council of Governors.</p> <p>Yasmin Dossabhoy thanked both Governors for their feedback and agreed that there needed to be further clarity regarding what being a Governor meant and the time commitment associated with that. It had been helpful to hear from Governors about the time commitment, defining the mandatory meetings and ensuring that this was signposted to prospective Governors. She reported that Sarah Locke was refreshing the Governor handbook and having reviewed a version from another Trust, proposed that a summary on a page was produced, ensuring it was a more accessible version.</p> <p>In response to the feedback on seeing things around the Trust that could be done more efficiently, Yasmin Dossabhoy advised that there were QR codes on display around the Trust to suggest any waste reduction ideas.</p> <p>Rob Whiteman described that several organisations, not just within the NHS, were reviewing how to create more flexibility for the workforce, particularly for voluntary roles when those people may have more than one job. It was important for</p>

	<p>expectations to be set while allowing the flexibility to enable people to participate in a way they wanted to.</p> <p>Jerry Scrivens highlighted Sharon Collett's video on the Trust website about becoming a Governor and that it encapsulated the role well. He suggested that prospective Governors be interviewed before applying to understand what was meant by 'engaging with the public' and strongly advised to include a training programme.</p> <p>Sarah Locke responded that 'Getting to Know You' sessions had been held with Rob Whiteman and some existing Governors to talk to and answer questions from prospective Governors. Those will be held again for 2023 but would be advertised more widely than previously. These would be held both virtually and face-to-face. There was also a specific staff Governor session to be arranged. Referencing the earlier presentation from Keith Mitchell and Robert Bufton, she also commented upon the GovernWell training programme for new Governors.</p>
CoG 082/23	<p>Any Other Business</p> <p>Rob Whiteman apologies that the meeting had overran.</p> <p>There being no further business the meeting was closed.</p>
	<p>The date and time of the next meeting of the Council of Governors was announced as Thursday 26 October 2023 at 16:30 in Boardrooms at Poole Hospital and via Microsoft Teams.</p>

Council of Governors Part 1 Action List - September 2023

Minute Ref.	Meeting Date	Action	Lead	Due Date	Progress	Status
CoG 065/23	27/07/2023	To discuss further opportunities to support staff Governors and provide an update at a future meeting	Rob Whiteman	Oct-23	The Chief People Officer is drafting proposals for the Trust Chair and the Chief Executive to discuss. This will then be brought to a Council of Governors meeting for discussion.	In Progress
CoG 065/23	27/07/2023	To update the Governors' website to reflect the 2023 calendar year, including new videos from Governors.	Sarah Locke	Jul-23	Website has been updated to reflect that the vacancies are related to 2023. The video from Marie Cleary has been referred to as a previous staff governor and moved below the video from Sharon Collett. More information will be added to the website as it becomes available.	Completed

EXTRAORDINARY MEETING OF THE COUNCIL OF GOVERNORS

Meeting Date: 28 September 2023

Agenda item: 4.1

Subject:	Annual Members' Meeting 2023
Prepared by:	Yasmin Dossabhoy, Associate Director of Corporate Governance
Presented by:	Rob Whiteman, Trust Chair

Strategic themes that this item supports/impacts:	<p>Systems working and partnership <input checked="" type="checkbox"/></p> <p>Our people <input checked="" type="checkbox"/></p> <p>Patient experience <input type="checkbox"/></p> <p>Quality: outcomes and safety <input type="checkbox"/></p> <p>Sustainable services <input type="checkbox"/></p> <p>Patient First programme <input type="checkbox"/></p> <p>One Team: patient ready for reconfiguration <input type="checkbox"/></p>
BAF/Corporate Risk Register: (if applicable)	N/A
Purpose of paper:	Decision/Approval
Executive Summary:	The purpose of the paper is to request that the Council of Governors approve the convening of the Trust's Annual Members' Meeting (AMM) to be held on Tuesday 17 October 2023. A draft of the proposed agenda is attached.
Background:	<p>Under the Trust's Constitution (Annex 8 sections 7.1 and 7.4), the Trust is to hold an Annual Meeting within eight months of the end of each of its financial years, which AMM is to be convened by the Company Secretary by order of the Council of Governors.</p> <p>At its meeting on 27 April 2023, the Council of Governors approved the Annual Members' Meeting being held on Saturday 9 September 2023. Due to unforeseen circumstances impacting key presenters at the AMM, it was necessary – having regard to the relevant circumstances - to postpone the AMM.</p> <p>The requirement under its Constitution remains for the Trust's AMM to be held by 30 November 2023.</p> <p>Feedback from the Council of Governors following the AMM in 2022 was that the Trust should consider holding its AMM at a weekend to enable working people and those in a younger demographic to attend. However:</p>

- in light of this feedback; and
- with considerable notice to members and the public; and
- more promotion of the AMM than in prior years through a range of media (including posters in the community with which Governors supported, multiple notices in Trust publications, social media, staff communications, advertisement in local newspaper etc);

the number of confirmed attendees for the AMM on 9 September 2023 – including from members of the Council of Governors – was lower than the previous year and than desired. It is important to emphasise that this was not the reason for the AMM being postponed. However, this is a factor behind the revised date of the AMM 2023 reverting to a weekday.

The Council of Governors has discussed the importance of:

- system working; and
- further engagement with the younger demographic in Dorset as part of the Council of Governors' forward work.

An Understanding Health Talk on Maxillofacial/Head and Neck Surgery to be presented by Mr. Parkash Ramchandani Consultant Oral and Maxillofacial/Head and Neck Surgeon was - and is - already being arranged at the Talbot Campus at Bournemouth University (BU) on 17 October 2023. Mr Ramchandani specialises in resection and reconstruction of head and neck cancer, facial skin cancer, facial deformity and TMJ (jaw joint) disease.

Certain system partners had also already agreed to have stands at the event after Understanding Health Talk and additional stands from other groups are already being explored.

The Trust remains pleased to have an ongoing and positive partnership with BU and is appreciative of BU having agreed - in principle - to the Trust holding its AMM at BU on the same date as the Understanding Health Talk. The Talbot Campus of BU is close to both the Bournemouth and Poole hospital sites¹.

Having regard to previous discussions at a Board/Council of Governors Development Session about reaching out to the community, the Associate Director of Corporate Governance and the Associate Director of Communications are exploring options to take the AMM into the community through livestream as well as the live "in person" event at BU.

¹ Annex 8, paragraph 7.5 of the Trust's Constitution

	<p>The reasons for the urgent proposal to the Council of Governors to consider and if thought fit approve the AMM being held on Tuesday 17 October 2023 at 9:30am are:</p> <ul style="list-style-type: none"> • To benefit from the AMM being followed by the topical Understanding Health Talk from Mr Ramchandani; • To benefit from engaging further with one of the target demographics discussed by the Council of Governors given the already planned Understanding Health Talk at BU on 17 October 2023. • To enable both the requisite notice (under the Trust's Constitution) and reasonable advance notice to be sent to the Trust's members of the revised date of the AMM; • To provide those teams within the Trust supporting the event with as much time as possible in the circumstances to enact the relevant arrangements for the revised date. <p>Should the Council of Governors decide not to approve the convening of the Trust's AMM on Tuesday 17 October 2023, then:</p> <ul style="list-style-type: none"> • An alternative date will need to be identified at which relevant Board members can attend; • An alternative venue arranged that meets the requirements of the Trust's Constitution; • There is the potential lost opportunity of the engaging with this demographic; or an alternative suitable opportunity prior to 30 November 2023 would need to be identified. 																				
Key Recommendations:	It is recommended that the Council of Governors considers, and if thought fit, approves the convening of the Trust's AMM on Tuesday 17 October 2023 at 9:30am.																				
Implications associated with this item:	<table> <tr> <td>Council of Governors</td><td><input checked="" type="checkbox"/></td></tr> <tr> <td>Equality and Diversity</td><td><input type="checkbox"/></td></tr> <tr> <td>Financial</td><td><input type="checkbox"/></td></tr> <tr> <td>Operational Performance</td><td><input type="checkbox"/></td></tr> <tr> <td>People (inc Staff, Patients)</td><td><input type="checkbox"/></td></tr> <tr> <td>Public Consultation</td><td><input type="checkbox"/></td></tr> <tr> <td>Quality</td><td><input type="checkbox"/></td></tr> <tr> <td>Regulatory</td><td><input checked="" type="checkbox"/></td></tr> <tr> <td>Strategy/Transformation</td><td><input type="checkbox"/></td></tr> <tr> <td>System</td><td><input type="checkbox"/></td></tr> </table>	Council of Governors	<input checked="" type="checkbox"/>	Equality and Diversity	<input type="checkbox"/>	Financial	<input type="checkbox"/>	Operational Performance	<input type="checkbox"/>	People (inc Staff, Patients)	<input type="checkbox"/>	Public Consultation	<input type="checkbox"/>	Quality	<input type="checkbox"/>	Regulatory	<input checked="" type="checkbox"/>	Strategy/Transformation	<input type="checkbox"/>	System	<input type="checkbox"/>
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Strategy/Transformation	<input type="checkbox"/>																				
System	<input type="checkbox"/>																				

CQC Reference:	Safe	<input type="checkbox"/>
	Effective	<input type="checkbox"/>
	Caring	<input type="checkbox"/>
	Responsive	<input type="checkbox"/>
	Well Led	<input checked="" type="checkbox"/>
	Use of Resources	<input type="checkbox"/>

Report Board/Committees/Meetings at which the item has been considered:	History:	Date	Outcome
Council of Governors – Part 2		26/01/2023	No decision made – proposed date suggested.
Council of Governors – Part 1		27/04/2023	The Council of Governors approved the AMM being held on Saturday 9 September 2023.

Reason for submission to the Council of Governors in Private Only (where relevant)	Commercial confidentiality	<input type="checkbox"/>
	Patient confidentiality	<input type="checkbox"/>
	Staff confidentiality	<input type="checkbox"/>
	Other exceptional reason	<input type="checkbox"/>

Annual Members' Meeting

to be held in Room K101 Kimmeridge House, Talbot Campus,
Bournemouth University, Fern Barrow, Poole, Dorset, BH12 5BB
and via Microsoft Teams
on
Tuesday 17 October 2023
9:30 – 10:30

Welcome	Rob Whiteman, Trust Chair
Minutes of the Annual Members' Meeting held on 17 October 2022	Rob Whiteman, Trust Chair
Annual Report and Accounts 2022/23 and Forward Plan for 2023/24	Siobhan Harrington, Chief Executive Pete Papworth, Chief Finance Officer
Report from the Council of Governors	Sharon Collett, Lead Governor
Questions (questions submitted in advance to company.secretary-team@uhd.nhs.uk by 10 October 2023 will be prioritised)	Rob Whiteman, Trust Chair
Any Other Business	Rob Whiteman, Trust Chair
Close	Rob Whiteman, Trust Chair

Doors will open at 9:00am where there will be a selection of stands and displays with information about the hospitals.

The Annual Members' Meeting will be followed by an Understanding Health Talk on Maxillofacial/Head and Neck Surgery

CONVENED BY THE COMPANY SECRETARY
BY ORDER OF THE COUNCIL OF GOVERNORS

Date:

Attendance at Council of Governors

		27 April 2023	27 July 2023
Present	Rob Whiteman		
	Lesley Baliga		
	Daniel Banfield		
	Mandi Barron		
	Robert Bufton		
	Sharon Collett		
	Sue Comrie		
	Steve Dickens		
	Beryl Ezzard		
	Rob Flux		
	Paul Hilliard		
	Marjorie Houghton		
	Dimitri Ilic		
	Susanne Lee		
	Andrew McLeod	A	
	Keith Mitchell		
	Markus Pettit		A
	Patricia Scott		
	Jeremy Scrivens		
	Diane Smelt		
	Carrie Stone		A
	Kani Trehorn		
	Michele Whitehurst		
	Sandra Wilson		
In Attendance	Karen Allman		
	Yasmin Dossabhoy		
	Peter Gill		
	Judy Gillow		
	Siobhan Harrington		
	Duncan Laird		
	Sarah Locke		
	Irene Mardon		
	Helena McKeown		
	Mark Mould		
	Pete Papworth		
	Sharath Ranjan		
	Richard Renaut		
	Paula Shobbrook		
	Caroline Tapster		
	Peter Wilson		
	Klaudia Zwolinska		
Was the meeting quorate?		Y	Y

Key

	Not in Attendance		In attendance
A	Apologies		N/A
D	Delegate Sent		