

COUNCIL OF GOVERNORS MEETING

Unconfirmed Minutes of the public meeting held on 11th August 2020 at 17:30
in the Boardroom, King's Mill Hospital

Present:	John MacDonald	Chair	JM
	Ann Mackie	Public Governor	AM
	Belinda Salt	Public Governor	BS
	Ben Clarke	Staff Governor	BC
	Councillor Craig Whitby	Appointed Governor	CrW
	Councillor David Walters	Appointed Governor	DaW
	David Ainsworth	Appointed Governor	DA
	Ian Holden	Public Governor	IH
	Jacqueline Lee	Staff Governor	JL
	Jane Stubbings	Public Governor	JS
	John Wood	Public Governor	JW
	Kevin Stewart	Public Governor	KS
	Lawrence Abrams	Public Governor	LA
	Martin Stott	Public Governor	MS
	Philip Marsh	Public Governor	PM
Richard Boot	Staff Governor	RB	
Roz Norman	Staff Governor	RN	
Sue Holmes	Public Governor	SuH	
In Attendance:	Richard Mitchell	Chief Executive	RM
	Shirley Higginbotham	Director of Corporate Affairs	SH
	Graham Ward	Non-Executive Director	GW
	Tim Reddish	Non-Executive Director	TR
	Manjeet Gill	Non-Executive Director	MG
	Barbara Brady	Non-Executive Director	BB
	Neal Gossage	Non-Executive Director	NG
	Michael Powell	Head of Financial Services	MP
	Glen Spencer	PWC	GIS
Sue Bradshaw	Minutes		
Observer:	None		
Apologies:	Dean Whelan	Public Governor	DeW
	Claire Ward	Non-Executive Director	CW
Absent:	Councillor Michael Brown	Appointed Governor	MB
	Gerald Smith	Public Governor	GeS
	Jayne Revill	Staff Governor	JR
	Nikki Slack	Appointed Governor	NS

The meeting was held in person and via video conference. All participants confirmed they were able to hear each other and were present throughout the meeting, except where indicated.

Item No.	Item	Action	Date
20/243	CHAIR'S WELCOME, APOLOGIES FOR ABSENCE AND QUORACY CHECK		
1 min	<p>The meeting being quorate JM declared the meeting open at 17:30.</p> <p>It was CONFIRMED that apologies for absence had been received from:</p> <p>Dean Whelan - Public Governor Claire Ward - Non-Executive Director</p>		
20/244	DECLARATIONS OF INTEREST		
1 min	<p>JM declared his position as Independent Chair for the Derbyshire Sustainability and Transformation Partnership.</p> <p>RM declared his position as Executive Lead of the Mid Nottinghamshire Integrated Care Partnership (ICP), Executive Member of the Nottingham and Nottinghamshire Integrated Care System (ICS), Chair of the East Midlands Leadership Academy, Chair of the East Midlands Clinical Research Network and Chair of the East Midlands Cancer Alliance.</p> <p>GW declared his position as Non-Executive Director for The Queen Elizabeth Hospital Kings Lynn NHS Foundation Trust.</p> <p>BB declared her position as Director of Operations (East Midlands) for Public Health England.</p> <p>JM declared an interest in item 20/257-2, GW, TR, MG, BB and NG declared an interest in item 20/257-3 and TR declared an interest in item 20/257-4.</p>		
20/245	MINUTES OF THE PUBLIC MEETING HELD ON 18th FEBRUARY 2020		
1 mins	<p>Following a review of the minutes of the meeting held on 18th February 2020, the Council APPROVED the minutes as a true and accurate record.</p>		
20/246	MATTERS ARISING FROM THE MINUTES/ACTION LOG		
1 mins	<p>The Council AGREED that actions 19/217.1, 20/226, 20/236.1, 20/236.2 and 20/236.3 were COMPLETE and could be removed from the Action Tracker.</p>		
20/247	CHAIR'S REPORT		
5 mins	<p>JM presented the report to the Council, advising the last few months have been difficult for staff and patients due to Covid. This is likely to continue and, therefore, the Trust needs to do everything possible to support people who are coming for or providing treatment. Additional support for staff has been put in place and SFHFT is working closely with Nottinghamshire Healthcare to ensure this happens.</p>		

	<p>The Phase 3 Covid letter from NHSE/I sets the expectations that service levels are restored to 80%-90% of pre-Covid capacity as quickly as possible. This creates a challenging world for the Trust and the wider system.</p> <p>SFHFT held its first doctors' awards in July 2020; congratulations to everyone who was nominated and, in particular, to the winners. The Annual Staff Excellence Awards will take place in November but in a different format due to the restrictions caused by Covid. Volunteers' Week took place in June 2020 and whilst this could not be celebrated in the usual way, the contribution of the Trust's 600+ volunteers was recognised.</p> <p>Governors were reminded the AGM will take place on 28th September 2020.</p> <p>IH felt thanks should be expressed to the staff who have been undertaking the support work, noting comments made by a doctor, highlighted in a broadcast by Emma Challans, Director of Culture and Improvement, that it is the most supported they have felt throughout their career.</p> <p>The Council was ASSURED by the report.</p>		
<p>20/248</p>	<p>CHIEF EXECUTIVE'S REPORT</p>		
<p>21 mins</p>	<p>RM presented the report to the Council, acknowledging a lot has happened since the last meeting of the Council in February 2020. The Freedom to Speak Up (FTSU) index report has been received which is a positive report and evidences the progress made in relation to FTSU. However, it is acknowledged not all colleagues feel they can speak up and some colleagues feel when they do speak up the organisation is not responding. RM advised he and SH are working with Afsana Aslam, FTSU Guardian, to build on this. Organisations with a strong FTSU culture invariably provide safe care to patients.</p> <p>In July 2020 the Trust strengthened the focus on equality, diversity and inclusion, highlighting the work with the Black, Asian and Minority Ethnic (BAME) network. In addition, there have been powerful discussions with LGBT+ colleagues and the disability network.</p> <p>The outcome of the CQC assessment was published in May 2020. The overall ratings for King's Mill Hospital and Newark Hospital improved and all 15 Trust services are rated as Good for safety. This is a huge achievement, noting there have been consecutive improvements in the Trust's CQC rating. The Trust needs to ensure it does not slip back when the next assessment is due. However, the focus is not on pursuing the outcome but on providing the best possible patient care on a day to day basis. If this is achieved, the CQC outcome will follow.</p> <p>The Staff Survey results continue to be good. For the second consecutive year colleagues rated the Trust as having the best staff engagement across all acute trusts in the Midlands. SFHFT would like to build on this position and the work done in response to Covid has put the Trust in a good position for this to happen. It is currently unclear how the 2020 Staff Survey will be conducted.</p>		

During July 2020 the Trust rolled out recruitment marketing materials under the banner of “A Great Place to...” Positive feedback has been received in relation to this ‘branding’. SH advised the new branding would be used for the forthcoming governor elections, i.e. “A Great Place to be a Governor”.

PM noted the staff survey results were positive in all areas except staff experiencing violence. PM acknowledged the People, Culture and Improvement Committee and Quality Committee were looking at what action could be taken to improve the experience for staff suffering or fearing violence. PM acknowledged some people may fear reporting issues as they do not want to go to Court. However, there are good support services for victims who may have to attend court. PM advised he and SuH had previously worked in the Court system and, if deemed beneficial, could arrange to put people in contact with the relevant services.

RM advised there are 90 indicators within the staff survey and while the majority had improved, 10% deteriorated, with the indicator relating to violence being the one which had deteriorated the most. However, the Trust does not have a disproportionate number of colleagues who experience violence in the organisation, but SFHFT does compare poorly in relation to colleagues feeling violence can be reported, leading to an under reporting of incidents of violence. The Trust has been clear with the CQC this is an area for improvement. Julie Hogg, Chief Nurse, who joined SFHFT in December 2019, has noted a culture of acceptance within the Trust. Through the work she is undertaking, it is hoped there will be an improvement when this is looked at again. The right steps are being taken and progress is being made.

TR advised in relation to staff feeling able to report incidents of violence, this would be raised through the various staff networks. He advised he has a forthcoming meeting with the FTSU Guardian and would raise the issue at that meeting.

RM advised Covid has impacted on everyone in way which could not have been envisaged in March 2020. It has affected people’s personal and working lives. RM expressed thanks for the support of colleagues, volunteers and governors over the past 5 months. The response to Covid has involved the public and private sector working together. Colleagues in ED, ITU, theatres and the respiratory wards have had a very challenging experience, particularly given the requirement to wear full PPE. There have been in excess of 500 colleagues working from home and/or shielding. It was acknowledged the sad reality is home is not necessarily a place of safety for everyone. However, the Trust has worked hard to support colleagues.

In some respects, the coming 6 months will be more difficult than the previous 6 months. On 10th August 2020 an important milestone was reached as the Trust had no Covid positive inpatients. However, the reality is Covid patients will continue to be admitted and it is likely this Winter will be more difficult than previous years.

	<p>For the first two months under Covid, there was a widely reported concern nationally about access to PPE. However, SFHFT has had timely and appropriate access to PPE throughout. The Trust has done a lot of work in relation to staff welfare and wellbeing and is grateful to the support provided by Nottinghamshire Healthcare in relation to this. Over 25% of colleagues responded to a Covid Staff Survey in July and feedback is people felt supported and the Trust has been honest and has communicated effectively.</p> <p>Weekly virtual staff briefs have been held and the Trust has tried to communicate as effectively as possible. It is acknowledged people are tired and some people have experienced trauma in their work and home life. Therefore, the focus on staff welfare needs to continue.</p> <p>The Phase 3 letter has been received from NHSE/I. This sets the framework for the position the Trust is expected to achieve over the coming months. While the letter provides some clarity, some of the 'ask' is overly ambitious and the Trust will struggle to deliver some of the elements in the way which NHSE/I have focussed on. The letter will be discussed at a meeting of the senior leadership team to be clear on what can and cannot be achieved to the extent which is being asked. The Trust will focus on cancer patients and clinically urgent patients and will work with primary care to ensure appropriate referrals increase as we go into Winter. However, wellbeing and welfare of colleagues will be at the centre.</p> <p>System working is beginning to increase. RM advised he and JM are working with colleagues to try to shape some of the ICS agenda. ICP working has continued throughout Covid and some benefits are becoming evident. A number of colleagues are involved in regional and national discussions in relation to influencing system working and ways in which decisions can be made in the future beyond organisational boundaries.</p> <p>IH acknowledged recovery will be a challenge. IH advised he recently attended a meeting of one of the transformation cabinets but it was not clear what the objectives of that cabinet are. IH advised if he was to effectively participate in cabinet discussions, he requires further information on objectives and how the cabinets fit together to ensure work is not duplicated. RM advised the process is evolving but would provide written clarity to governors in relation to the work the cabinets are doing individually and how the relationship between them is formed.</p> <p>Action</p> <ul style="list-style-type: none"> • Information to be circulated to governors regarding the individual work of the cabinets and how the relationship between them is formed <p>The Council was ASSURED by the report.</p>	<p>RM</p>	<p>28/09/20</p>
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20/249	LEAD GOVERNOR REPORT		
2 mins	<p>SuH presented the report to the Council, noting while meetings have been held virtually, it would be beneficial if at least some governors could meet face to face as some teamwork is being lost, noting the recent Governor Forum was quiet and subdued compared to previous forums. SuH advised Valerie and Brian Bacon have resigned as Public Governors for Derbyshire and thanked them for their work as governors.</p> <p>SH advised she would work with SuH to identify the purpose and people to be involved in face to face meetings.</p> <p>Action</p> <ul style="list-style-type: none"> • Identify purpose and governors to be involved in possible face to face governor meetings <p>The Council was ASSURED by the report.</p>	SH	28/09/20
20/250	FIT AND PROPER PERSON ANNUAL REPORT		
1 mins	<p>SH presented the report, advising further to the CQC Regulation 5: Fit and Proper Persons, the Trust requires all members of the Board of Directors to complete an annual Fit and Proper Persons declaration. While the regulation does not apply to the Council of Governors, the Trust has introduced a modified version of the Fit and Proper Persons template which all governors are required to complete and submit on an annual basis.</p> <p>The Council was ASSURED by the report</p>		
20/251	STRATEGIC RISKS – BOARD ASSURANCE FRAMEWORK (BAF)		
3 mins	<p>RM presented the report, advising this was presented to the Board of Directors on 6th August 2020. The Risk Committee, who provide oversight for the BAF, and the Board sub committees have continued to meet throughout Covid.</p> <p>The current risk ratings for Principal Risks (PR) 1, 2, 3 and 4 are above their respective tolerable risk ratings. This has been discussed at meetings of the Board of Directors and the Risk Committee with the conclusion either the current exposure for those risks is higher than the reality or the tolerable risk has been reduced to a level which may be unachievable. The sub committees have been asked to review those risks.</p> <p>JM advised given the current uncertainties it is difficult to assess risk at the moment. However, this will be kept under regular review by the Board sub committees.</p> <p>The Council was ASSURED by the report</p>		

20/252	ANNUAL REPORT AND ACCOUNTS 2019/2020		
9 mins	<p>GIS joined the meeting</p> <p>SH presented the Annual Report to the Council, advising it is the Council of Governors statutory duty to formally receive the Annual Report and Accounts at the Annual General Meeting. The Trust's Annual Report has been laid before parliament, meaning the AGM can go ahead as planned. Due to Covid there is no Quality Account this year, with this being delayed until at least December 2020. However, no further guidance has been received. The Annual Report will be published on the Trust website prior to AGM.</p> <p>IH advised the Annual Report has been discussed by the Audit and Assurance Committee (AAC). IH advised he was satisfied the discussions were careful and considered.</p> <p>MP presented the Annual Accounts advising the accounts were prepared in accordance with the Department of Health and Social Care Group Accounting Manual (GAM) and on a going concern basis. MP confirmed the financial plan for 2019/2020 was delivered and the accounts were prepared within the statutory deadlines.</p> <p>MP advised there are four main statements, namely the statement of comprehensive income, statement of financial position, statement of changes in equity and statement of cash flows, and provided an explanation regarding each of these.</p> <p>The audit report provides an unqualified opinion that the Trust's financial statements provide a true and fair view and have been properly prepared in accordance with the GAM. Significant testing was undertaken on the impact of Covid. The going concern assessment and notes were amended from 2018/2019 to account for these uncertainties. No changes were made to the published figures. The Trust and the external auditors had differing views on the interpretation of how Accounting Standards should be applied in one non-material case, namely PFI lifecycle costs.</p> <p>The auditors identified unrecorded year end transactions of £1.2m. The issues were discussed in detail at the Audit and Assurance Committee in June 2020. It was agreed that as they were below the materiality threshold, no adjustment would be made. As in previous years, a qualified opinion was given on use of resources, due to the underlying deficit of the Trust.</p> <p>GW expressed thanks to the Finance Team within the Trust and to PWC for completing the accounts and audit work within the timescales. The Committee undertook a detailed review of all the unadjusted items, which were well below the materiality level. There was some disappointment in terms of errors identified with respect to cut off. This is a process concern which is being carefully looked at and there will be some internal audit work to ensure those processes are tightened up.</p>		

	<p>MP advised work in relation to this has already started. There will be an ongoing review to reduce reports to an acceptable level which can be validated by the management accounting team at each month end.</p> <p>The Council was ASSURED by the report.</p>		
20/253	EXTERNAL AUDITORS – ANNUAL AUDIT LETTER		
4 mins	<p>GIS presented the report, advising the report provides a high level summary of the results of PWC's audit for the year ending 31st March 2020. 2019/2020 has been an exceptional year due to Covid. PWC have issued an unqualified opinion on the Trust's financial statements, with the inclusion of a material uncertainty relating to going concern. This is very common with acute trusts due to the financial uncertainties caused by Covid and, in the case of SFHFT, the underlying deficit.</p> <p>GIS advised there are a number of key accounting issues included in the report and highlighted the operating expenditure completeness and cut off. There has been some difficulty in confirming whether operating expenditure around March, April and May had been recorded in the correct period. After some additional work, PWC proposed a £1.2m adjustment.</p> <p>There have been some extended audit procedures to cover risks associated with Covid. These are set out in the report and there were no issues resulting from this testing.</p> <p>PWC have issued a qualified opinion on value for money due to the financial position of the Trust being in deficit and the reliance on cash support in a previous year.</p> <p>PWC usually report on the outcome of the Quality Report and indicator testing work. However, due to Covid, the requirement to produce a Quality Report and to receive independent assurance was removed in March 2020. Therefore, no further work in relation to the Quality Report was completed after that point.</p> <p>The Council was ASSURED by the report</p> <p>GIS left the meeting</p>		
20/254	CONSTITUTION		
4 mins	<p>SH presented the report, advising the constitution was last reviewed in 2014. A small working group to review the format of the constitution was established. As a result of the review there are a number of amendments to the constitution and as these relate to the governor elements, the updated constitution will need to be presented by the Lead Governor at the Annual Members Meeting.</p>		

	<p>The changes made are the removal of any reference to co-opted governors. The public constituencies have been adjusted, with the removal of the Derbyshire constituency but increasing the Rest of the East Midlands by one governor. It was identified some areas of Derbyshire were included in the Derbyshire constituency and some were in the Rest of East Midlands. By combining all of Derbyshire into the Rest of the East Midlands constituency, it is hoped this will provide members with more clarity.</p> <p>The number of partnership governors has been reduced from two to one, which is West Notts College. The volunteer class for staff governors has been removed and replaced with an appointed volunteer governor, which will be appointed by the volunteers when they have their meeting. The number of staff governors has been reviewed and reduced from three to two for King's Mill and Mansfield Community Hospital and from two to one for Newark Hospital.</p> <p>A section has been added to the roles and responsibilities relating to the move to system working and the governors having oversight of the executives who are working across the system. The standing orders for the Council of Governors and Board of Directors have been amended to reflect these changes.</p> <p>In addition to the amended constitution being presented to the Annual Members Meeting, it will need to be presented to the Board of Directors in September.</p> <p>The constitution has been reviewed by the internal auditors who raised nothing significant. An overview from the Trust lawyers will also be obtained to ensure it is legal.</p> <p>RN advised the document has been updated to make it gender neutral within the main body of the constitution. SuH advised the working party had a thorough discussion and the amendments were agreed by all.</p> <p>The Council APPROVED the amendments to the Trust's constitution</p>		
<p>20/255</p>	<p>GOVERNOR OBSERVERS</p>		
<p>2 mins</p>	<p>SH presented the report, advising the governor observers are reviewed on an annual basis. There have been a few changes and two vacancies remain. KS has reduced to observing the Finance Committee only. This left a vacancy on the Audit and Assurance Committee which has been filled by JW. Observers were sought for the Recovery Committee and BS and GeS expressed an interest in that.</p> <p>Vacancies remain for the Finance and Charitable Funds Committees. Any governors interested in observing these committees should contact SH.</p> <p>JM advised the governor observer role has been successful over the past year and has provided governors with a wider view into the workings of the sub committees.</p> <p>The Council APPROVED the amendments to the Governor Observers as outlined in the report</p>		

20/256	REPORT FROM BOARD SUB-COMMITTEES		
38 mins	<p>Audit and Assurance Committee (AAC)</p> <p>GW presented the report to the Council, advising the Head of Internal Audit Opinion provides an opinion of Significant Assurance. The Committee continues to strive to improve its function and good progress has been made over the last 12 months, particularly in relation to the links with the other sub committees.</p> <p>Due to Covid there has been a 25% reduction in the time for internal audit work. This has been agreed across all trusts supported by 360 Assurance. The programme has been looked at closely and has been discussed by the Risk Committee. The internal audit plan is being reformulated and will be presented to the next meeting of the AAC. It has been agreed the audit programme will be kept as flexible as possible to respond to issues which may arise. While less audit work will be done, it will not impact on the Head of Internal Audit Opinion.</p> <p>IH advised audit involves a lot of people and a lot of hard work. It is important to see the link between the work of audit and the bottom line, i.e. the patients. The work which goes through the AAC is always focussed on the bottom line and there is always a connection with what is being delivered. Audit is a value added process.</p> <p>Quality Committee</p> <p>BB presented the report to the Council, highlighting the ongoing work to understand the direct and indirect impact of Covid in terms of harm to patients. There are plans to develop a dedicated resource to support this area of work. The Committee received the Annual Safeguarding Report, noting this provides insight into the work which is ongoing across the breadth of the safeguarding agenda in terms of both patients and staff. There is more work to be done, but good progress is being made.</p> <p>The Committee received information on the CQC recommendations. There are some 'must do' and 'should do' actions. These are included in the Advancing Quality Programme (AQP) and updates have been submitted to the CQC. The Trust is making good progress in relation to these actions.</p> <p>The Committee had a healthy discussion in relation to the risk register and will continue to review this. There has been an external review of paediatric diabetic services which has resulted in a 'must do' action in relation to administrative support for the clinical team. This has now been resolved.</p> <p>DaW left the meeting</p> <p>PM advised he continues to be impressed by the work of the Quality Committee. PM noted there is now a Quality Cabinet and queried if BB attends those meetings. BB advised the Quality Cabinet was formally known as the Patient Safety and Quality Group which comprises of Trust staff who undertake the detailed quality work. BB advised she occasionally attends meetings but is not part of the Cabinet.</p>		

PM noted the huge volume of work undertaken by the Quality Committee and some things have been delayed due to Covid. Elaine Jeffers, Deputy Director of Governance and Quality Improvement, provided a lot of support to the Committee but she has now left the Trust. PM expressed some concern in relation to the level of support available to the Committee. BB advised she is following this up and the Trust is in a transitional period, awaiting a permanent replacement.

PM noted the internal audit report which had been presented to the Quality Committee in relation to Learning from Deaths. The report noted only 3 of the 31 staff members had attended greater than 75% of meetings of the Mortality Surveillance Group within the review period, which was pre-Covid and colleagues from the Medicine Division did not appear to have attended any meetings. BB advised this issue has been raised with Dave Selwyn, Medical Director.

RM acknowledged Elaine Jeffers will be missed, but her secondment to Shrewsbury and Telford was mutually agreed and would not have been supported if it put SFHFT at risk, either in the short or longer term. Dave Selwyn, Medical Director, is in the process of recruiting a deputy, which will be a welcome addition to his team. The process of identifying an internal replacement for Elaine whilst the post goes out to advert is ongoing. From recent national adverts, there has been a strength in depth from the applications received. RM acknowledged PM's concerns in relation to attendance at meetings of the Mortality Surveillance Group. Whilst having sympathy for how busy the divisions are, this is an important meeting which they need to attend.

Finance Committee

NG presented the report to the Council, advising the Trust is subject to a very different financial regime for 2020/2021. A block contract arrangement has been put in place. This initially ran from March 2020 to July 2020 with the aim being each Trust would break even and this is the position SFHFT achieved for Q1. This is predicated on a payment to make good any shortfall in the block contract arrangement. For Q1 the Trust received £11.6m to give the break even position, of which £7.9m related to Covid funding which is being reimbursed £1 for £1. In addition, £3.7m 'true up' payment was received for the underlying loss situation. This regime will continue into August and possibly September. Arrangements from October 2020 onwards are uncertain. It is likely the block arrangements will continue but with the values being adjusted with a cap and collar arrangement. The Covid funding will continue but on a different basis, based on a block arrangement rather than retrospective claim for Covid related costs.

Run rate performance against the 5 year plan is £1m per month worse than plan. The implications of this in terms of future financing arrangements are not known. Part of the reason for the run rate being worse than plan is the non-recurrent Financial Improvement Plan (FIP) in 2019/2020 was approximately 63% of the total FIP which means it does not recur in 2020/2021 and, therefore, gets carried forward as an additional deficit to the 5 year plan. There is currently no FIP plan for 2020/2021. All of these factors means the BAF risk assurance rating is inconclusive.

The Finance Committee will meet at the end of September 2020 to review the arrangements for the remaining part of the financial year and the implications for the financial strategy.

KS requested an update in relation to concerns raised at the Council of Governors meeting in February 2020 regarding Medicine Division. NG advised the Covid incident started in March 2020, with the Medicine Division inevitably taking the brunt of this. Therefore, to an extent other issues have been put on hold and the funding regime since March 2020 has reflected this. As soon as the Trust gets back to a more normal regime, this will be back on the agenda to ensure Medicine Division start to deliver against their plans.

KS queried if Medicine Division are receiving support in relation to recruitment and HR support. RM advised Medicine Division have been through a fundamental change in recent months and has been strengthened as a result. Tim Taylor had been on secondment from NUH as clinical chair and the Trust is grateful for the work he did. This role has now been filled substantively by Mark Roberts who will build on the work Tim has been doing. Carly Rollinson has been appointed as Head of Nursing, having been acting up into this role, and she has empowered the AHP and nursing voice in the division. The process of appointing Rachael Briggs as Divisional General Manager has recently concluded. For all these posts, multiple applicants, both internal and external, could have been appointed.

In terms of wider recruitment, improvements have been made over the last two years in relation to recruitment to key medical posts. Three years ago there were approximately 75 senior medical vacancies; the current number is 20, the majority of which are in hard to recruit to posts in medicine. Building on the Trust's growing reputation and the work in relation to branding, the Medical Division are going out to advert in the British Medical Journal and other areas to do some targeted recruitment. Good progress has been made since February 2020, but the Medicine Division will continue to be supported.

KS acknowledged the work of the Procurement Team in relation to the provision of PPE.

People, Culture and Improvement Committee

MG presented the report to the Council, advising the Committee had a lengthy discussion about the BAF risk relating to workforce. Whilst absence rates have fallen from a high of 18%+ in March 2020 to 4% currently, there are a lot of other pressures relating to staff wellbeing, tiredness, staff not taking annual leave, restoration of services, etc. Therefore, the Committee felt the risk needed to remain as significant.

The Trust's People Strategy has been delayed due to the national People Strategy being delayed. The national strategy was published week commencing 3rd August 2020 with some of the key areas relating to safe staffing, capacity, wellbeing, diversity and BAME agendas. The Committee discussed the developing People, Culture and Improvement Strategy and noted the work in relation to the cabinets. There is a lot of work in progress and further clarity on success measures has been requested.

The Committee acknowledged the Trust has received a Gold Achievement award from RoSPA (Royal Society for the Prevention of Accidents) for its health and safety performance during 2019. The Committee recognised the wide ranging methods of communication being used to reassure the organisation. It was noted how an effective, clear and consistent communication approach had been adopted during the Covid incident. The Committee acknowledged the contribution made by the volunteers.

RN advised the Trust has embedded the Dido Harding Just Culture process. There are currently only 8 employee relations cases, noting previously there have been 30-40 cases. All issues are dealt with swiftly and within the just culture. RN advised there are only two people who make up the Health and Safety Team and they are doing an amazing job. They have been responsible for all the FIT mask testing for staff, thus ensuring staff are safe to do their jobs.

Charitable Funds Committee (CFC)

TR presented the report, advising the focus of the Committee is to manage funds from donors appropriately and to link in with the volunteer network as they generate a lot of fundraising. The Committee undertook a Charity Governance Code Assessment self-assessment during 2019. This identified some areas for improvement which are being worked through. The areas which are outstanding will be presented to the Trustee later in the year. The Charity risk register was reviewed and a lead has been nominated for each risk. There were no major concerns identified.

The outline business case for end of life care was presented and the Committee approved in principle to support the case once the Trust has approved the full business case. In relation to the Gamma Scanner, the Committee noted there has been a delay caused by capital and estates work. It is hoped the Gamma Scanner will be installed in time to alleviate Winter pressures.

It was noted the breast cancer service in Newark has been delayed due to software issues aligning with Windows. Assurance has been received this will be followed up to identify the main issue.

TR advised a number of legacies have been received, some of which are quite substantial. Some legacies are restricted to specific areas or projects and others are generic. There is a need to maximise opportunities as much as possible. Once a legacy has come to fruition and it is identified where the funds can be allocated, families are kept informed to ensure everyone is happy with progress.

The Committee recognised and thanked the Community Involvement Team for their tireless work during the Covid incident and particularly noted the Team's co-ordination and distribution of over 13,000 Easter eggs and the great many other donations received, to staff, patients and the wider community, such as food banks, local children's charities and care homes.

	<p>AM advised the governors have a role to act as ambassadors for the charity by promoting and growing support for charitable funds in all their endeavours. TR felt it would be beneficial for Tracey Brassington, Community Involvement Manager, to do a presentation to governors to advise how they can provide support and promote the charity to the wider membership network.</p> <p>Action</p> <ul style="list-style-type: none"> • The charity and how governors can promote the charity to be topic for future governor workshop <p>Recovery Committee</p> <p>JM presented the report, advising this is a time limited committee to scrutinise, advise and work with executive colleagues in relation to recovery and restoration of services. The Committee will meet monthly between meetings of the Board of Directors.</p> <p>One meeting has been held so far and the areas of focus have been identified, one of these being capacity. While the broad issue of staff welfare sits with the People, Culture and Improvement Committee, given the frequency of meetings, the Recovery Committee will check if there are any issues which are impacting on the Trust's ability to deliver services.</p> <p>The Recovery Committee are clear the responsibility for the quality of services provided will sit with the Quality Committee and Quality Cabinet.</p> <p>It will be important to communicate information on what the Trust is aiming to achieve and progress to the public. There is also a need to explain to the public the way in which they interface with hospital services has changed. It is equally important to inform staff which new ways of accessing services the Trust wishes to continue.</p> <p>Some comparison data has been received and the Trust is performing well at this stage. The Phase 3 letter sets out clear targets which will form the basis for the work of the Committee.</p> <p>The Council was ASSURED by all Board Sub-Committees reports.</p>	SH	28/09/20
20/257	COUNCIL OF GOVERNORS MATTERS / STATUTORY DUTIES		
4 mins	<p>Membership and Engagement Group</p> <p>SuH presented the report, advising the governors' main concern currently relates to their ability to engage with members due to the Meet Your Governor (MYG) sessions being paused. Ways to re-engage with members were discussed at length by Group. SuH advised she has followed this up with Rachel Kouijzer, Communications and Membership Officer, who has advised an e-mail has been sent to all governors asking what they would like to be involved with. SuH reminded governors to respond to this e-mail.</p>		

	<p>In terms of making links with West Notts College, some progress is being made. However, it is important students are signed up as members of the Trust to enable communications to be sent to them. It is hoped further progress can be made when the new intake of students start at the college in September 2020.</p> <p>DA advised the Trust is doing some excellent work in the ICP forum and the links which are being made with, for example, the voluntary care sector and some of the community assets, including community talking groups, reaching out to vulnerable groups who have been shielding, etc. There is some research work taking place across the ICP which SFHFT are involved with. At some point it may be useful to bring that intelligence into this forum. This will be an opportunity to bring greater community engagement and cohesion.</p> <p>Action</p> <ul style="list-style-type: none"> • Feedback regarding work with community groups, etc. at ICP level to be provided to the Membership and Engagement Group <p>The Council CONSIDERED the report.</p>		
<p>4 min</p>	<p>Chair's Appraisal Outcome and Objectives</p> <p>TR advised the appraisal process for the Chair has changed this year in line with new guidelines. It has been a rigorous process and more formal than previous years. A survey was issued to all members of the Board of Directors, governors and external stakeholders. TR thanked the governors for their input and advised JM has viewed all free text comments provided.</p> <p>SuH confirmed the appraisal process has been more thorough this year and noted JM has improved his relationship with governors.</p> <p>TR advised the appraisal has been discussed by the Remunerations and Nominations Committee who reviewed the Chair's appraisal and agreed objectives for 2020/2021. It was recommended the Council accept the Committee's view the appraisal reviewed was satisfactory. A report needs to be produced and submitted to NHSI.</p> <p>The Council APPROVED the Chair's appraisal and objectives as recommended</p> <p>Non-Executive Directors' (NED) Appraisal Outcome and Objectives</p> <p>JM advised the appraisal process for the NEDs was similar to previous years and confirmed he has held an individual appraisal meeting with each of the NEDs. Feedback was sought from the governor observers who reported they were pleased with the way in which the NEDs discharge their roles, both at Board and within the sub committees.</p>	<p>SH</p>	<p>06/10/20</p>

<p>1 min</p>	<p>Individually and as a group the NEDs have performed well. There is a recognition that as the Trust develops, the NEDs must develop and there is a need to think differently. Part of the learning from Covid is to consider how to keep the more agile governance, while recognising statutory and regulatory responsibilities.</p> <p>IH felt the relationship between the governors and NEDs has improved considerably over the last few years.</p> <p>The Remunerations and Nominations Committee have reviewed the NED's appraisals and individual objectives for the coming year. It was recommended the Council accept the Committee's view that the appraisals reviewed were satisfactory.</p> <p>The Council APPROVED the NED's appraisals and objectives as recommended.</p> <p>Re-appointment of Non-Executive Director</p> <p>SuH advised Tim Reddish (TR) comes to the end of his forth tenure on 31st October 2020, after 7 years serving as a Non-Executive Director. There is provision in the constitution for TR to be appointed for a further 12 months. The Remunerations Committee are recommending to the Council that TR's tenure be extended for 12 months.</p> <p>TR is a highly experienced and effective NED with significant knowledge about the Trust's history, performance, quality imperatives, governance requirements and strategic intent. He has had a positive appraisal.</p> <p>The Council APPROVED the reappointment of TR for a period of 12 months.</p>		
<p>20/258</p>	<p>QUESTIONS FROM MEMBERS OF PUBLIC</p>		
	<p>No members of the public were present</p>		
<p>20/259</p>	<p>ESCALATIONS TO THE BOARD OF DIRECTORS</p>		
<p>3 mins</p>	<p>The Council AGREED the following escalations to the Board of Directors meeting:</p> <ul style="list-style-type: none"> • Governors recognised the work and commitment of colleagues in response to the Covid incident and acknowledged the next phase will be more challenging as services are restored. There is a need to pay attention to the wellbeing and welfare of staff • Outcome of CQC assessment • Constitutional changes • People not having time to attend key meetings, particularly in relation to Learning from Deaths • Positive comments in relation to the working of Board sub committees • Lack of clarity regarding Terms of Reference for cabinets which are being established and their aims and objectives 		

20/260	ANY OTHER BUSINESS		
2 min	<p>Appointing the External Auditor</p> <p>PWC were appointed for the end of the 2017/2018 financial year for a three year contract, which will cease at the end of the 2019/2020 audit. Therefore, the Trust must have an auditor appointed for this time. The Council of Governors agreed the process for the appointment of the external auditors in November 2019 and a working group, comprising governors and members of the Audit and Assurance Committee was established to take this forward, with the final decision made by the Council of Governors.</p> <p>A formal procurement process was undertaken. However, no tenders were received. Recently KPMG expressed an interest in being the Trust's external auditor and it was agreed they would present to the Governor working group. The outcome of the presentation was the group agreed to recommend KPMG to the Council of Governors to act as External Auditors for a period of three years.</p> <p>The Council APPROVED the appointment of KPMG as the Trust's External Auditors for a period of three years.</p>		
20/261	DATE AND TIME OF NEXT MEETING		
	<p>Date: Monday 28th September 2020 Time: 15:30-17:00 Venue: Lecture Theatre 2, Education Centre, King's Mill Hospital (TBC)</p> <p>There being no further business the Chair declared the meeting closed at 19:20</p>		
	<p>Signed by the Chair as a true record of the meeting, subject to any amendments duly minuted.</p> <p>John MacDonald Chair</p> <p style="text-align: right;">Date</p>		

NAME	AREA COVERED	CONSTITUENCY	FULL COG MEETING DATES				TERMS OF OFFICE	DATE ELECTED	TERM ENDS
			11/08/2020	28/09/2020	10/11/2020	Feb 2021			
Ann Mackie	Newark & Sherwood	Public	P				3	01/05/19	30/04/22
Belinda Salt	Mansfield	Public	P				3	01/05/19	30/04/22
Ben Clarke	King's Mill Hospital	Staff	P				3	01/09/19	31/08/22
Councillor Craig Whitby	Mansfield District Council	Appointed	P				4	21/05/19	31/05/23
Councillor David Walters	Ashfield District Council	Appointed	P				1	16/05/19	31/05/20
Councillor Michael Brown	Newark & Sherwood District Council	Appointed	X				1	21/05/19	31/05/20
David Ainsworth	Mansfield & Ashfield CCG	Appointed	P				N/A	20/02/20	N/A
Dean Whelan	Mansfield	Public	A				3	01/09/22	31/08/22
Gerald Smith	Mansfield	Public	X				3	01/05/19	30/04/22
Ian Holden	Newark & Sherwood	Public	P				3	01/05/19	30/04/22
Jacqueline Lee	Newark Hospital	Staff	P				3	01/05/19	30/04/22
Jane Stubbings	Ashfield	Public	P				3	01/11/17	31/10/20
Jayne Revill	King's Mill Hospital	Staff	X				3	01/05/19	30/04/22
John Wood	Mansfield	Public	P				3	01/05/19	30/04/22
Kevin Stewart	Ashfield	Public	P				3	01/05/19	30/04/22
Lawrence Abrams	Rest of East Midlands	Public	P				3	01/05/19	30/04/22
Martin Stott	Newark & Sherwood	Public	P				3	01/05/19	30/04/22
Nikki Slack	Vision West Notts	Appointed	X				N/A	17/07/19	N/A
Philip Marsh	Ashfield	Public	P				3	01/05/19	30/04/22
Richard Boot	Newark Hospital	Public	P				3	01/05/19	30/04/22
Roz Norman	King's Mill Hospital	Staff	P				3	01/05/19	30/04/22
Sue Holmes	Ashfield	Public	P				3	01/11/17	31/10/20

P = Present
A = Apologies
X = Absent