

# MINUTES OF THE COUNCIL OF GOVERNORS MEETING

24<sup>th</sup> June 2020  
14:00 – 15:30  
Via Skype

<b>Present</b>	
Peter Horn (PH)	Trust Chair
David McGill (DMG)	Lead Governor and Public Governor for Arun
Martin Ensom (ME)	Deputy Lead Governor and Public Governor for High Weald Lewes Havens
Ann Barlow (AB)	Appointed Governor – Volunteers
Joy Dennis (JD)	Appointed Governor – West Sussex County Council
Elaine Foster-Page (EFP)	Appointed Governor – Volunteers
Rob Persey (RP)	Appointed Governor – Brighton & Hove City Council
Grainne Saunders (GS)	Appointed Governor – Children and Young People
Stella Benson (SB)	Public Governor for Brighton & Hove
Janet Baah (JB)	Public Governor for High Weald Lewes Havens
Lilian Bold (LB)	Public Governor for Horsham
Carolyn Costello (CC)	Public Governor for Chichester
Christine Hearn (CH)	Public Governor for Brighton & Hove
Martin Osment (MO)	Public Governor for Adur
Richard Norrie (RN)	Public Governor for Chichester
Stan Pearce (SP)	Public Governor for Brighton & Hove
Anne Walder (AW)	Public Governor for Horsham
Jessica Poulton (JP)	Staff Governor – Allied Health Professionals
Anita Sturdey (AS)	Staff Governor – Support Staff
David Parfitt (DP)	Non-Executive Director
Zoe Smith (ZS)	Trust Secretary
Paul Somerville (PS)	Deputy Trust Secretary
<b>Apologies</b>	
Jacob Bayliss	Appointed Governor – Children and Young People
Tara Dean	Appointed Governor – Higher Education
Rachel Harrington	Appointed Governor – NHS Clinical Commissioning Groups
Ratnam Nadarajah	Public Governor for Crawley
Tanya Procter	Public Governor for Worthing
Ngaire Cox	Staff Governor – Nurses and Healthcare Assistants
Emma Swarbrick	Staff Governor – Nurses and Healthcare Assistants
Griselda Wireko-Brobby	Staff Governor – Doctors and Dentists
Diarmaid Crean	Chief Digital and Technology Officer
Mike Jennings	Chief Financial Officer
<b>1.</b>	<b>Welcome, apologies, declarations of interest</b>
	The Chair welcomed everyone to the meeting.  Apologies are noted in these minutes.

	<p>PH declared an interest for DP and himself relating to item 7 and said that they would not contribute to the various parts of this item that related directly to them.</p> <p>No other declarations of interest were declared for this meeting.</p>
<p><b>2.</b></p>	<p><b>Minutes of the Previous Meeting 10 December 2019</b></p>
	<p>PS confirmed that the three actions had been completed.</p> <p>The minutes of the previous meeting were agreed as a true and accurate record.</p>
<p><b>3.</b></p>	<p><b>Update – Delivery of the Digital Strategy</b></p>
	<p>A video presentation from Diarmaid Crean, Chief Digital and Technology Officer, was circulated to the CoG prior to the meeting to view.</p> <p>PH said that some questions had come in from several governors in advance of the meeting and for those that could not be covered at the meeting, PS will issue replies to them afterwards.</p> <p style="text-align: right;"><b>ACTION: PS</b></p> <p>CoG members said the video was helpful in illustrating how digital technology was supporting patients and staff during the pandemic.</p> <p>There was a question from DMG asking how patients were being supported in adopting technology. PS said that digital is part of the mix of ways in how patients are engaged and are being cared for. Many patients have adopted technology and now prefer this to face-to-face contact. Digital innovations are enabling patients to monitor their own conditions in real-time. PS said that digital solutions are not suitable for all patients, and that each patient is cared for as an individual, and that their care needs are discussed and agreed with their healthcare professional.</p> <p>GS commented that many more children, young people and families are involved in online consultations, as they had no other choice during lockdown, and now prefer this method of engagement. RN said he approved of the continued roll out of online training to enable staff to be up-to-date and to access training in an easy and timely way. PS said that there are some staff groups where online training is not the appropriate channel and face-to-face training will continue to be offered to them.</p> <p>LB said that GPs have adapted by holding appointments via the phone or online. JP said that this was also true for the MSK (musculoskeletal) service she is part of and the team is looking forward to receiving more webcams to manage this increase in demand.</p> <p>AS commended the Trust's IT/Digital team which had done an amazing job in issuing IT equipment to teams in record time during the pandemic. AS also fed back that there is an issue with the Trust's network capacity and it should be increased in line with the medium to long-term usage expected across the network.</p> <p>ME raised two queries in advance of the meeting questioning whether millions of</p>

	<p>miles could be saved via Autoplanner and if hundreds of staff had been redeployed. PS said that the information did stand up – since the Trust’s Care Without Carbon strategy was launched in 2010/11 by 2019/20 nearly a million grey fleet miles (miles staff travel in their own vehicle for Trust business) had been reduced by nearly one million miles, and to put this into context in 2019/20 the Trust reimbursed staff for over four million grey miles travelled and claimed through expenses. In early April the Trust was planning to redeploy over 600 staff – 12 per cent of its workforce.</p>
<b>4.</b>	<b>Restoration of Services</b>
	<p>A video presentation from Mike Jennings, Chief Financial Officer, was circulated to the CoG prior to the meeting to view.</p> <p>DMG had raised a question in advance of the meeting asking when services will be restored. PH confirmed that the Trust is committed to restore all services by the end of July 2020. The reset process (locking in new innovations, working in different ways since the pandemic and to improve patient experience) would be a much longer process and is initially thought to take up to 18 months to two years.</p> <p>AS assured the CoG that all clinical and public areas were safe and that every NHS facility is different. Some service e.g. hydrotherapy pools are not currently open in line with national guidance. AS said the main issue was that the majority of people coming to NHS facilities were not wearing a face covering or mask. Sites do have a supply but the national line is for people to wear their own. Lilian added it was important for the public to be communicated about this and that the Trust had a role to play as it manages many of the facilities. This would help to build confidence in people accessing NHS services. PH noted this and thanked LB for her suggestion.</p>
<b>5.</b>	<b>Membership Engagement Strategy and Plan 2020-23 – for approval</b>
	<p>PS introduced this item and reminded CoG that the initial draft version of the strategy had been shared with them for comment in early May. PS thanked all governors who had previously provided their valuable feedback, most of which had been incorporated and informed the latest version.</p> <p>PS said this was a final opportunity for the CoG to put forward any further ideas/suggestions for improvement. PS said that he is recommending CoG to endorse the strategy before it goes to the Executive Committee on 13 July, and then to get final approval/ratification from the Board.</p> <p>DMG commended PS on the strategy and the CoG had no further comments. DMG questioned the timing of the launch of the strategy and its overall timeframe. PS said mid-July was an opportune time to launch the strategy along with the planned promotion for the Annual Members’ Meeting. GS added that now was the right time to capitalise on the national support for the NHS. It was agreed by the CoG to proceed with the launch in July, with the aim of completing the strategy within the financial year 2023/24.</p> <p>CH and AW said that they were actively promoting membership at Clap For Carers and more widely with their neighbours, friends and families.</p>

	<p>SP added that the Patient Participation Groups are a good way to promote and engage membership. PS said that they were part of the three-year delivery plan.</p> <p>PH summarised the discussion and said:</p> <ul style="list-style-type: none"> <li>• A developed implementation plan for the first year would be taken to the December 2020 CoG meeting for approval.</li> <li>• That the Committee was keen to launch the strategy as soon as possible to make progress.</li> <li>• That the objectives within the strategy are to be delivered within the financial year 2023/24.</li> </ul> <p style="text-align: right;"><b>ACTION: PS</b></p> <p><b>The CoG approved the document and to launch the strategy in July.</b></p>
<b>6.</b>	<b>Update from Governor sub-committees including Terms of Reference</b>
	<p>PH referred the CoG to the papers that had been circulated including:</p> <ul style="list-style-type: none"> <li>• The minutes of the Governor Steering Group on 6 May and its updated Terms of Reference. DMG said that a key focus of this group is to agree agenda items for the Council of Governors meetings.</li> <li>• The notes from the Staff Governor Group on 3 June. PH said this meeting was very productive with a focus on the health and wellbeing of staff.</li> <li>• The updated Terms of Reference from the Council of Governors Nomination and Remuneration Committee (CoG NRC) following its meeting on 18 June which the CoG is asked to approve.</li> </ul> <p>PS gave an overview of the changes in the CoG NRC Terms of Reference, including:</p> <ul style="list-style-type: none"> <li>• Section 'Specific Objectives/Scope' to add the following text at the end of the third bullet point: A person of suitable seniority outside of the Trust, acting as independent assessor, will be part of the selection process for Trust Chair appointments.</li> <li>• Section 'Deputy Chair' Lead Governor should be replaced by Deputy Trust Chair or Senior Independent Director.</li> <li>• Section 'Membership' to remove from second set of bullet points the following text: Chair of another Foundation Trust acting as independent assessor to the Committee for Trust Chair appointments.</li> <li>• Section 'Quorum' change text to read: The quorum shall be any three members of the Committee including the Chair/Deputy Chair and a Public Governor.</li> </ul> <p><b>The CoG noted these documents and approved the updated CoG NRC Terms of Reference.</b></p>
<b>7.</b>	<b>Report of the Council of Governors Nominations and Remuneration Committee (CoG NRC) – Thursday 18 June</b>
	<p>PH reminded the Council that at the beginning of the meeting he had declared an interest for DP and himself relating to this item, and said that they would not contribute to the various parts of this item that related directly to them.</p>

PH said that two Non-Executive Directors (NEDs), David Parfitt and Stephen Lightfoot, were subject to an annual reappointment, which is a statutory requirement for any NED who has served more than six years. PH confirmed that they are to continue within their existing terms of office but are subject to annual review. PH said the CoG NRC is recommending to the full CoG to approve both annual reappointments.

**The CoG approved the annual reappointments of David Parfitt and Stephen Lightfoot.**

PH said that NED Maggie Ioannou's term of office ends 30 November 2020 and the CoG NRC's plan to recruit a new NED were put on hold due to COVID-19. PH said the CoG NRC is recommending to the full CoG to approve an eight-month extension to Maggie's term of office to run from 1 December 2020 until 31 July 2021. This will give CoG NRC the time needed to begin NED succession planning. The CoG approved the eight-month extension of Maggie Ioannou's term.

DMG said this would also provide some stability as the Executive part of the unitary Board had had some recent changes and the NED part will be reviewed over the next two years.

PH then handed over to ZS and DMG regarding NED and Chair remuneration for 2020/21. ZS explained the background that since NHS foundation trusts were established, and that they could set their own remuneration, disparity had widened between Chair and NEDs of NHS trusts and NHS foundation trusts. In previous years the Trust had mirrored the Agenda for Change three-year pay settlement for staff from 2018/19 to 2020/21. In principle at the CoG NRC meeting in June 2019 it recommended a 1.75% pay for Chair and NED remuneration in 2020/21. Since then in September 2019 new national guidance had been published to align the remuneration of Chair and NEDs of NHS trusts and NHS foundation trusts, which has added an extra level of complexity. The Committee had a good discussion and a number of options were proposed. The Committee agreed that:

- Remuneration should be fair and reasonable, and should not act as a barrier to recruit new NEDs.
- No NED should receive a reduction in remuneration.
- NED and Chair remuneration should be increased by 1.75% in 2020/21 and backdated to 1 April 2020.
- Existing enhancements would continue to be paid for the three NEDs who undertake the following responsibilities: Deputy Chair, Chair of the Audit Committee and Senior Independent Director.
- NEDs Elizabeth Woodham and Janice Needham should be levelled up to £11,500 so that they are paid the national uniform remuneration for 2020/21.

DMG said that it was especially important to increase Elizabeth's and Janice's remuneration to the national uniform remuneration as the Trust would be advertising for new NEDs from this financial year.

	<p>ME added that the wider discussion at CoG NRC took a wider view as the national guidance covers the next three years and within that time several NED appointments could be expected, and that the aim is to equalise pay for NEDs by April 2022.</p> <p><b>The CoG agreed with the recommendation from CoG NRC regarding Chair and NED remuneration for 2020/21.</b></p>
<b>8.</b>	<b>Plans for Wednesday 9 September</b>
	<p>PS said exact arrangements and timings for the day are to be confirmed but will cover:</p> <ul style="list-style-type: none"> <li>• <b>A private Joint Meeting of the Board and CoG.</b> To receive an update from the Auditor on the Annual Report and Accounts for 2019/20.</li> <li>• <b>Annual Members' Meeting.</b> A presentation from the Chief Executive and Chief Financial Officer highlighting achievements and successes at the Trust in 2019/20, followed by an annual update from the Lead Governor. Information about the new Membership Engagement Strategy will be shared. The meeting will conclude with a presentation about the Trust's Charity, its work over the past year and a focus on donations and fundraising activities during the pandemic.</li> </ul>
<b>9.</b>	<b>Lead and Deputy Lead Governor Update</b>
	<p>DMG said that he had written to Susan Marshall, on behalf of the Council, to wish her all the best in her retirement, and that she had replied to say she enjoyed their friendship and cooperation. PS mentioned that he would share with the Council a welcome video from the Trust's new Chief Nurse, Donna Lamb.</p> <p>DMG said that the Sussex Governors Network was still postponed due to COVID-19. Two Lead Governors at other NHS foundation trusts had recently left and therefore the Network meeting is expected to be delayed further.</p>
<b>10.</b>	<b>Governor Feedback</b>
	<p>CH passed on gratitude from people who had a COVID-19 antigens test.</p> <p>AS confirmed that 'Thank You' bags for staff, part-funded by the Trust's Charity and from organisations who had gifted products, were currently being distributed across the Trust. The bag includes an easter egg, hand cream, Vaseline, popcorn and a water bottle.</p> <p>LB said the NHS had issued a survey to get patient feedback of their experiences of accessing services during the pandemic, and encouraged governors to complete it should they have been sent it.</p>
<b>11.</b>	<b>Any other business</b>
	<p>PH gave an update on the current Trust's position on the Staff Awards and said no plans had yet been signed off, and that he was aware of the various points of view. PH confirmed that applications for NHS long service awards went live in January and the People's Choice Award (where patients, families and carers can nominate individuals and teams) is currently being promoted on social media.</p>

	<p>PH asked the CoG to provide any feedback on this meeting held via Skype including sharing videos prior to the meeting instead of receiving papers to read or receiving presentations at meetings.</p> <p style="text-align: right;"><b>ACTION: ALL</b></p> <p>PS said that this would be the last governor meeting held by Skype as the Trust transitions to Microsoft Teams. PS said he would be in touch with governors soon to support them with the transition. PS asked governors to contact him should they be interested in participating in a dress rehearsal, prior to the 30 July Board meeting held in public.</p> <p style="text-align: right;"><b>ACTION: Governors</b></p> <p>PS advised that the annual Governor Focus conference held by NHS Providers is taking place on Tuesday 3 November. The Trust gets two free tickets and encouraged governors to contact him if they would like to attend. PS also said that the Trust will put forward an application to exhibit and showcase the development work of the Council of Governors over the past 18 months.</p> <p style="text-align: right;"><b>ACTION: Governors</b></p> <p>The meeting closed at 15:43.</p>
<b>12.</b>	<b>Date of next meeting</b>
	Wednesday 9 September 2020 via Microsoft Teams.

## Action List

	Meeting Date	Name	Action	Delivered By
1	24/06/2020	PS	Respond to any outstanding questions received in advance of the CoG meeting.	July
2	24/06/2020	PS	Launch strategy from mid-July and to promote alongside the Annual Members' Meeting.	July - September
3	24/06/2020	All	Provide feedback to PH and PS on this virtual meeting and the use of videos.	July
4	24/06/2020	Governors	Contact PS if interested in being part of dress rehearsal in transitioning to Microsoft Teams.	ASAP
5	24/06/2020	Governors	Contact PS if interested in attending NHS Provider national conference in November.	ASAP