

MINUTES OF THE COUNCIL OF GOVERNORS MEETING

7 December 2022

14:00 – 16:00

MS Teams

| Present | |
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| Peter Horn (PH) | Trust Chair |
| Alan Sutton (AS) | Lead Governor and Public Governor for Chichester |
| Grainne Saunders (GS) | Deputy Lead Governor and Appointed Governor – Children and Young People |
| Ann Barlow (AB) | Appointed Governor – Volunteers |
| Elaine Foster-Page (EFP) | Appointed Governor – Volunteers |
| Julie Fryatt (JF) | Appointed Governor – Higher Education |
| Janet Baah (JB) | Public Governor for High Weald Lewes Havens |
| Stella Benson (SB) | Public Governor for Brighton & Hove |
| Lilian Bold (LB) | Public Governor for Horsham |
| Zara Grant (ZG) | Public Governor for Brighton & Hove |
| Sue Morton (SM) | Public Governor for Horsham |
| Tanya Petherick (TP) | Public Governor for Brighton & Hove |
| Matthew Stubbs (MS) | Public Governor for High Weald Lewes Havens |
| Amber Villar (AV) | Public Governor for Crawley |
| Ngaire Cox (NC) | Staff Governor – Nurses and Healthcare Assistants |
| Shingai Ngwenya (SN) | Staff Governor – Nurses and Healthcare Assistants |
| Jessica Poulton (JP) | Staff Governor – Allied Health Professionals |
| Anita Sturdey (AS) | Staff Governor – Support Staff |
| Lesley Strong (LS) | Non-Executive Director |
| Giles York (GY) | Non-Executive Director |
| Ed Rothery (ER) | Interim Chief Financial Officer – Item 6 only |
| Mary Hammerton (MH) | Quality Development Manager – Item 7 only |
| Janet Parfitt (JPa) | Quality Development Lead – Item 7 only |
| Matthew White (MW) | Deputy Director, Development and Partnerships – Item 5 only |
| Zoe Smith (ZS) | Trust Secretary |
| Paul Somerville (PS) | Deputy Trust Secretary |
| Lisa Brown (LB) | Executive/Committee Support Assistant |
| Apologies | |
| Andrew Baldwin | Appointed Governor – West Sussex County Council |
| Pennie Ford | Appointed Governor – Clinical Commissioning Groups (CCGs) |
| Rob Persey | Appointed Governor – Brighton & Hove City Council |
| Dave Collins | Public Governor for Adur |
| Sandra Daniells | Public Governor for Arun |
| Craig Gershater | Public Governor for Chichester |
| Anne Jones | Public Governor for Mid Sussex |
| Harriet Clompus | Staff Governor – Doctors and Dentists |
| 1. | Welcome, apologies, declarations of interest |

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| | Peter Horn (PH) Trust Chair welcomed everyone to the meeting. Apologies for absence are noted on page one of these minutes. No declarations of interest were made for this meeting. |
| 2. | Minutes of the Previous Meeting 21 September 2022 |
| | <p>The minutes were agreed as a true and accurate record. Paul Somerville (PS) said that the first action to invite the Council of Governors (CoG) to the Trust's Digital Innovations Conference had been sent and five governors had expressed interest. The second action related to an accessible information structure for governors. Zoe Smith (ZS) said that a CoG Team on MS Teams had previously been created to aid communication with governors in-between meetings and was to be used as an accessible repository of useful information. PS said that the repository was in the process of being updated and before the end of the year the CoG would be advised about how best to use it and to access the materials. PH said that governor and Non-Executive Director (NED) induction materials were relevant and were agreed to be added. For the third action, it was suggested that the end of year weekly message sent jointly on behalf of the Interim Chief Executive and Chair should thank staff for their dedication and hard work throughout the year on behalf of the Board of Directors (BoD) and CoG.</p> <p>DECISION: The minutes were agreed as a true and accurate record. The three actions were agreed to be closed.</p> |
| 3. | Lead and Deputy Lead Governor Update |
| | <p>Lead Governor Alan Sutton (AS) said that the Governor Development Day was very educational and after observing the November Board meeting there were numerous examples where NEDs were holding Executive Directors to account and seeking assurance. AS had attended a service visit with Kate Pilcher, Chief Operating Officer at Haywards Heath and Hurstpierpoint community nursing teams. The staff working environments were very positive and could be seen as a standard for the Trust to aspire to for all of its teams. These teams were multidisciplinary and the co-location of different professions working together provided benefits to both patients and staff. AS said that he continued to hold one to ones with governors and continued to build relationships with NEDs and Executive Directors. AS commented on the pre-meet which had good involvement with several governors including Pennie Ford, the appointed governor from the Integrated Care System (ICS). AS said that he was a Research Champion at University Hospitals NHS Foundation Trust who were now collaborating with Royal Surrey NHS Foundation Trust. He and the Chair were due to visit the Trust's Research Team on 5 January and AS said that he was keen to support research collaboration across Sussex. He and the Chair had attended the recent meeting of the Sussex Chairs and Lead Governors Network.</p> <p>Deputy Lead Governor Grainne Saunders (GS) said that it was a great opportunity for governors across Sussex to be invited to the ICS briefing sessions in November, led by the ICS Chair Stephen Lightfoot. It explained the role of the ICS and the continued involvement and support of governors. GS said that it had been an honour to be involved in one of the stakeholder panels in relation to NED recruitment on 5 December.</p> |
| 4. | Governor Feedback |
| | Jessica Poulton (JP) said that the second staff drop-in session with staff governors took place the day after the Staff Awards on 17 November. There was attendance from a |

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| | <p>wide range of professionals from the Time to Talk service and the first phase of the High Weald Lewes and Havens Urgent Community Response Service. Staff said that they wished that they knew about the role of the Council of Governors earlier. JP reflected that it would be a good opportunity to talk to new staff at corporate induction about the CoG when this was to be reintroduced face to face. PH thanked staff governors for their work on this initiative. PH said that the Trust Board was focused on ensuring that new starters had a good experience at the Trust and was working to improve staff retention, especially in the first two years. Stella Benson (SB) said that prior to COVID that she gave a patient perspective at staff induction and would be happy to do this again. AS supported governor involvement in staff induction as a way to support engagement and involvement.</p> <p>Amber Villar (AV) suggested that the pre-meets may only need to be held twice a year when the BoD and CoG meet, to ensure that the CoG enacted its statutory duty to hold the NEDs to account for the performance of the Board.</p> <p>Janet Baah (JB) congratulated the Trust on its Staff Awards and Ball celebrating achievement and long service to the NHS. Tanya Petherick (TP) added that it was an honour to be at the Staff Awards and to speak to staff who spoke highly of the Trust.</p> |
| 5. | Trust Strategy – Life Stage Frameworks |
| | <p>PH introduced Matthew White (MW) to present on the Life Stage Frameworks. MW said that these had been co-created with teams following Board approval of the new Trust Strategy and the refreshed strategic goals. The circulated document had been written so that all people could easily understand it. It focused on how Trust services listened to and empowered patients to promote self-management in their care, working together with partners to ensure that all needs were met. The Life Stage Frameworks created the standard that Trust teams would work towards. The three Life Stage Frameworks comprised: Starting Well – focused on children and young people. It included transition through age-appropriate services and then into adulthood. Living Well – focused on patients with long-term conditions such as musculoskeletal (MSK) and diabetes, supporting people to live well today and into the future. Ageing Well – focused on frail, elderly people with comorbidities. The Life Stage Frameworks would drive consistent and personalised care to people across Sussex, working together in collaboration with partners with the aim of removing duplication. PH thanked MW for the presentation, said that there had been extensive staff engagement with the development of the Life Stage Frameworks and encouraged questions from the CoG.</p> <p>AS said that there was a discussion at the pre-meet about seeking assurance. AS said that the information provided gave assurance that transitions were not just at an early stage of life and had been considered throughout the lifespan. There was commitment to consistency of service across Sussex and levelling up, making sure that services were easy to access and worked together across health, social care and the third sector to meet individual need. AS asked if the Trust had considered Dying Well as a possible fourth Life Stage Framework. MW said that dying well had been discussed and naturally fitted into all three of the Life Stage Frameworks. AS said that he took assurance from the information given about the Trust's Life Stage Frameworks.</p> <p>JB commented that if you stay well, you will live and age well, and outcomes should be measured by evidence-based data. MW said that population data had been reviewed, that outcome frameworks were being designed and service level data would feed into</p> |

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| | <p>them. MW said that at staff engagement events, teams were asked what the current data was telling them to understand the people that they cared for, what they do well, what could be done better, and to use evidence-based practice. Clinical teams will undertake a formal self-assessment which will identify if they require any training/development. To date, 19 projects had been agreed for implementation.</p> <p>GS commented on the accessible use of language and the friendly tone and design used. Information covered the variety of Trust services and there was a priority to address health inequalities.</p> <p>Lesley Strong (LS) NED said that it was important for the Board to see the plan behind delivering the Trust Strategy. NEDs particularly welcomed the links to the strategy and annual operational planning process to develop clear plans for implementation. Giles York (GY) NED said that there was more work to do in tackling health inequalities. LS and GY had visited MW's team to see the Life Stage Frameworks being used by teams and the associated actions that will support service changes.</p> <p>The CoG noted the development of the Life Stage Frameworks.</p> |
| 6. | <p>Performance Report – H1 2021/22</p> <p>Ed Rothery (ER) presented the performance report at month 6 (September) which covered quality, operational, workforce and financial performance. For quality there had been no adverse performance to date and no items for escalation. ER said that in relation to operational performance the average length of stay at its intermediate care units (ICUs) had started to increase. Although patients were medically ready for discharge there was a lack of social care packages available for them to return home. This mirrored the situation across Sussex and nationally. In September, 97.5% of patients were seen within four hours at the Trust's urgent treatment centres (UTCs) and minor injuries units (MIUs). This was above the national target of 95%. ER said that work had been undertaken so that the Trust better understood its waiting lists, to prioritise patients and to manage optimal waiting times. Workforce continued to be pressure for the Trust and for the NHS nationally. In September, the staff turnover rate was 1.5%, slightly higher than the target at 1.4%. Coming out of COVID more staff were considering career moves and due to a lack of available workforce the vacancy rate had started to increase. ER said that the Trust was working hard on programmes to improve staff retention, e.g. continued focus on health and wellbeing and flexible working. Sickness levels fluctuated seasonally, however, over the past two years the Trust has been affected by COVID absence which had driven up sickness in the summer months. Financially, the Trust continued to balance the books and was on track to break-even for the current financial year 2022-23. ER said that 2023-24 would be more financially challenging for the NHS following the Autumn Statement. Agency spend was being managed effectively by teams.</p> <p>ER gave an update on winter pressures. Staff were supported to get their free flu jab and nearly 60% had been vaccinated. The Trust had set itself a target of 90% before the end of winter. 18 surge beds had been opened across the Trust's ICUs to provide additional capacity across Sussex. 6 of these beds had been opened at Horsham Hospital. This extra bed capacity would help support discharges from local acute hospitals and to avoid unnecessary acute admissions at a time when there was significant pressure on hospital beds. A further six surge beds were due to open in the coming weeks. The surge beds would remain opened for five months and was part of</p> |

the Trust's winter plan, working together with partners across the ICS to deliver the safest care possible. The Trust continued to support the COVID-19 vaccination programme at Chichester. ER welcomed questions from the CoG.

AS said that he observed the November Board meeting and the NEDs were effectively challenging the Executive Directors, seeking assurance about the performance of the Trust. There was challenge on the use and cost of agency, availability of social care packages, the wellbeing and prioritisation of patients on waiting lists, the impact facilities had on staff experience and the introduction and set up of surge beds to help manage demand.

Ngaire Cox (NC) suggested that waiting times at UTCs and MIUs could be impacted by capacity in primary care, as some patients could not get an appointment with their GP for dressings. ER said that patients were signposted to access the most appropriate service and the UTCs/MIUs had seen an increase in online/telephone assessments instead of walk-ins. Conservations were continuing in the system about primary care and where other parts of the NHS were supporting patients. NC asked for clarity about overtime payments instead of using Trust Bank or agency staff. ER said that it was important that staff did not work too many extra hours as overtime to ensure that they had appropriate rest time and to maintain safe services. Bank staff were encouraged to be used instead of agency where possible. Some overtime, from time to time, might be agreed by a senior manager, should this be the most appropriate option to ensure that the service could continue to be provided safely.

LB said that the Horsham Hospital League for Friends could provide some volunteer support for the surge beds. ER thanked LB and said that he would pass on this kind offer to a senior colleague within the Trust's operations team to make contact.

GS said that she was surprised to see that 43% of the Trust's waits were in three services and asked for some assurance that this was being tackled. ER said that MSK was one of these services and measures were in place to minimise the impact on patients – the figure demonstrated where the majority of waits were being experienced at the Trust.

GY said that social care packages required a system challenge. The Trust's subsidiary organisation Sussex Primary Care was now the largest single primary care provider in Sussex. It was moving away from offering just GP appointments, but other types of appointments led by different health professionals, both virtually and face to face. GY said that the Trust's People Committee looked at vacancies. Currently allied health professionals (including therapists) had the highest vacancy rate between 15 to 20%. GY said that work was being done to engage at the right level to understand why this was so high and what might be needed to address this.

LS gave assurance that the Board pulled all information and evidence together from all sources including the Board Committees, the Integrated Performance Report (IPR), what they hear from speaking to staff at service visits when holding to account. The Board was sighted on winter pressures and that the Executive team had in place early warning systems to maintain quality. LS said that community nursing was the Trust's biggest service and assurance was provided at the most recent Quality Improvement

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| | <p>Committee (QIC) about long waits, that patients were being prioritised based on need, and that waiting lists were constantly being reviewed and monitored.</p> <p>Julie Fryatt (JF) asked if there was any evidence that indicated that staff were leaving the Trust to go and work for agency due to the current cost pressures. ER said that the Trust had introduced several initiatives to support staff through the cost-of-living crisis including increasing the mileage charge. This was in particular a real issue for the social care workforce as their terms and conditions were less favourable than NHS Agenda for Change terms.</p> <p>The CoG noted the good performance at the Trust.</p> |
| 7. | Quality Account 2023-24 |
| | <p>PH introduced both Mary Hammerton (MH) and Janet Parfitt (JPa) to present on the delivery against the current priorities in the Quality Account 2022-23 and the consultation with the CoG in the preparation of the Quality Account priorities for 2023-24.</p> <p>JPa said that the priorities were monitored quarterly at both the Trust Wide Governance Group and the QIC. JP gave assurance that all priorities were progressing but there were some challenges due to winter pressures and staffing issues. JP gave an update on each of the four priorities and noted that the priority on engagement with children and young people had been co-designed with GS in her role as Children and Young People Governor.</p> <p>JP said that the Trust had started the work to define priorities for 2023-24. These would continue to be under the domains of caring, safe and effective with outcomes that were achievable and measurable. Initial consultation had started with the CoG and virtual engagement workshops and events would take place from January with staff and other stakeholders. Following engagement, draft priorities would be consulted with the CoG by March, to align to the national timetable. JPa welcomed any questions.</p> <p>GS asked if the Quality Account should consider system-wide priorities or just focus on quality priorities within the Trust. JP said that the specific requirements for the Quality Account 2023-24 were currently under national consultation, and it was looking more likely in future years that system-wide priorities would be a focus. JPa gave assurance that in preparing new priorities the Trust would also consider improvement in context of the ICS.</p> <p>LS, in her role as Chair of the QIC provided assurance that the committee monitored progress and that deep dives took place in each priority. In relation to the falls priority, LS and the Trust's Falls Lead together had visited an ICU and saw the falls development in practice. LS said that this work was in-depth and on-going and was being measured by a key performance indicator (KPI).</p> <p>PH said that on reviewing the timeline, the Quality Account priorities for 2023-24 could be a focus for the February CoG seminar. PH said that this would be discussed with him, PS, the Lead Governor and MH shortly as JPa was retiring in December.</p> <p>The CoG noted the progress made to the Quality Account 2022-23 priorities and the timeline for consultation of the priorities for 2023-24.</p> |

| 8. | Council of Governors Nomination and Remuneration Report – Wednesday 23 November and approval to appoint a new Non-Executive Directors |
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| | <p>PH said that there were three parts from the two circulated reports that required the attention of the CoG:</p> <ul style="list-style-type: none"> • Chair and NED pay awards 2022-23. PH asked AS would present this to avoid a conflict of interest in the Chair discussing his own remuneration. The recommendation from the CoG Nomination and Remuneration Committee (NRC) would require approval from the CoG. • Appointment of two NEDs. PH asked Zoe Smith (ZS) to present this. The recommendation from the CoG NRC would require approval from the CoG. • Succession Planning – PH to lead on this as his term of office was to end 31 May 2023. <p>AS said that the CoG NRC recommended that NEDs received a 3.5% pay award, in line with the 2022-23 recommendation for NHS Very Senior Managers (VSMs) by the Senior Salaries Review Board and agreed by the Board NRC for Trust Executive Directors. It was felt that NEDs made an effective contribution and were not necessarily rewarded for the number of hours that they actually worked. It was also important to ensure that Trust remuneration remained sufficient to attract the calibre of candidates needed for Trust NED roles. Applying a 3.5% pay award would take the basic NED remuneration from £13,000 to £13,455, backdated to 1 April 2022.</p> <p>DECISION: The CoG approved the 3.5% pay award for basic NED remuneration backdated to 1 April 2022.</p> <p>ZS said that NED interviews had concluded on 5 December. There were two strong candidates: Gill Galliano and Mandy Chapman. Gill Galliano could not start straight away as she was holding another commitment until the middle of 2023. However, in anticipation of future NED changes the CoG NRC recommended that Gill be offered a NED role from the second half of 2023 with a suitable lead in time as a NED designate.</p> <p>It was also recommended that candidate Mandy Chapman be appointed as a NED to start as soon as practicable to fill the current NED vacancy.</p> <p>AS said that he was extremely impressed with the robust process that had been put in place, from shortlisting through to the interview panel and the two stakeholder panels. Based on this thorough process and the quality of the two candidates, AS said that the CoG NRC recommended that the CoG approved both NED appointments.</p> <p>DECISIONS: The CoG endorsed the appointment of Mandy Chapman as NED with the intention to start in early 2023 and the appointment of Gill Galliano on a date to be agreed from the middle of 2023. The CoG approved the NED terms and conditions and the uplifted annual remuneration at £13,455.</p> <p>PH said that he had informed the Lead Governor and the CoG NRC that he had decided that he would not serve a further term as Trust Chair when his current term ends on 31 May 2023. PH said that it had been a privilege to be part of the Trust as Chair and he felt that it was an appropriate time for a new leader to bring new ideas to the Board. The CoG expressed their thanks to PH for the significant contribution that he</p> |

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| | <p>has made during his tenure. PH said that a CoG NRC meeting would take place before Christmas to approve a recruitment partner for the recruitment of a new Trust Chair.</p> <p>The CoG noted that PH is to stand down as Trust Chair when his current term ends on 31 May 2023.</p> <p>NC asked who were included on the Stakeholder Panels as it appeared that there was no representation from the Disability and Religion and Belief Networks. ZS said that she would follow up with NC outside of the meeting and any learning would be incorporated in the appropriate Stakeholder Panel in relation to 2023 Chair recruitment.</p> |
| 9. | Minutes from Governor Sub-Committees |
| | <p>PH referred the CoG to the papers that had been circulated including:</p> <ul style="list-style-type: none"> • The notes from the Staff Governor Group on 14 July and 26 October. • The minutes of the Governor Steering Group on 16 August and 26 October. <p>The notes/minutes of the meetings were noted.</p> |
| 10. | NHS Providers Governor Development Day – Evaluation |
| | <p>PS took the paper as read and highlighted that the purpose of the Governor Development Day was to support the CoG to carry out its key statutory duties, including:</p> <ul style="list-style-type: none"> • Holding the NEDs to account for the performance of the Trust Board. • Representing the interests of the public and members. <p>19 out of the 26 Governors attended (73%). This was the highest attendance to date following similar events held in 2019 and 2021. Feedback had been positive with 100% of respondents recommending it. Effective questioning and challenge and governance and the role of governor were the two sessions that were scored highest – 4.6/5 – with a score of 5 being excellent. PS said that the involvement of NEDs at the day enriched the learning and helped governors and NEDs build relationships. PS said that the full NHS Providers evaluation report had been included to give full transparency on feedback that had been provided.</p> |
| 11. | Governor Nominations and Elections – January to March 2023 |
| | <p>PS said that Governor Nominations and Elections would start in early January for five seats – three public constituencies and two staff constituencies. The Trust was working with partner Civica, an independent organisation appointed to run the process. Alongside this, several appointed governor terms were due to end by 31 March 2023. PH would speak with relevant Trust appointed governors to ascertain their plans. Separate appointment processes would be put in place to recruit to vacancies. PS said that Brighton and Hove City Council had been contacted to confirm whether Rob Persey was to serve a further term or if another colleague was to be appointed. PS said that a comprehensive communication plan was being enacted. Some interest had already been sought in public constituencies through proactive work. All members in relevant constituencies would be communicated with by email or letter, and where elections would take place, these members would be asked to vote. A social media campaign to promote the seats was underway for the nomination period (Friday 6 to Monday 23 January). PS encouraged governors to spread the word and to share information to their networks, contacts, family and friends to promote the governor seats. A public announcement confirming the outcome of the nominations and elections would be made available from w/c Monday 6 March.</p> |
| 12. | Membership Engagement Strategy – Delivering the Year Three Plan |

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| | <p>PS introduced the paper which provided a summary of membership recruitment in the past 12 months. PS said that the focus for 2023 would be on membership engagement and the plan was to reinstate the Governor Membership Group in 2023.</p> <p>AS supported the focus on membership engagement and highlighted that the current strategy was due to end in 2023. PS said that the strategy would be refreshed in light of the creation of the ICS. It would focus on collaboration on engagement activities for the benefit of the population of Sussex. GS supported the focus to engage more with communities. ZS said that in early 2023 the Trust would hold a workshop to bring together its various engagement initiatives including membership engagement, the patient and public voice strategy, and the Trust's communications and engagement strategy to support on-going engagement opportunities. JB said that this represented an opportunity to get up-to-date feedback to continually improve services.</p> <p>The CoG noted the Membership Engagement Strategy update including delivering the Year Three Plan.</p> |
| 13. | Any other business |
| | <p>AS reflected that she felt assured by the NEDs that they were holding the Executive team to account and thanked LS and GY for their contributions at the meeting. GY said it was important to get the balance right whilst also being supportive and encouraging.</p> <p>AV said that she had recently joined the Trust's Charitable Funds Committee and would start to share information with the CoG about how to get involved in supporting the Trust's charity.</p> <p>PH wished everyone a Merry Christmas. The meeting closed at 16:15.</p> |
| 14. | Date of next meeting |
| | <p>Wednesday 15th March 2023 14:00 till 16:00 (Joint Board of Directors and Council of Governors), Shaftesbury Room, Worthing Leisure Centre and MS Teams</p> |