

MINUTES OF THE JOINT BOARD OF DIRECTORS AND COUNCIL OF GOVERNORS MEETING

21 September 2022

14:00 – 15:00

**The Shaftesbury Room, Worthing Leisure Centre, Shaftesbury Avenue,
Goring-by-Sea, Worthing BN12 4ET and MS Teams**

Present	
Peter Horn (PH)	Trust Chair
Mike Jennings (MJ)	Interim Chief Executive
Diarmaid Crean (DC)	Chief Digital and Technology Officer
Caroline Haynes (CH)	Chief People Officer
Donna Lamb (DL)	Chief Nurse
Sara Lightowlers (SL)	Chief Medical Officer
Kate Pilcher (KP)	Chief Operating Officer
Ed Rothery (ER)	Interim Chief Financial Officer
David Parfitt (DP)	Non-Executive Director
Lesley Strong (LS)	Non-Executive Director
Mark Swyny (MS)	Non-Executive Director
Giles York (GY)	Non-Executive Director
Dipesh Patel (DPa)	Associate Non-Executive Director
Alan Sutton (AS)	Lead and Public Governor
Grainne Saunders (GS)	Deputy Lead and Appointed Governor
Ann Barlow (AB)	Appointed Governor
Pennie Ford (PF)	Appointed Governor
Elaine Foster-Page (EFP)	Appointed Governor – via MS Teams
Rob Persey (RP)	Appointed Governor
Lilian Bold (LB)	Public Governor
Sandra Daniells (SD)	Public Governor
Craig Gershater (CG)	Public Governor

Zara Grant (ZG)	Public Governor – via MS Teams
Anne Jones (AJ)	Public Governor – via MS Teams
Tanya Petherick (TP)	Public Governor
Matthew Stubbs (MSt)	Public Governor
Amber Villar (AV)	Public Governor – via MS Teams
Ngaire Cox (NC)	Staff Governor
Harriet Clompus (HC)	Staff Governor – via MS Teams
Shingai Ngwenya (SN)	Staff Governor
Jessica Poulton (JP)	Staff Governor
Anita Sturdey (AS)	Staff Governor
Joanne Brown (JB)	External Audit Partner, Grant Thornton – via MS Teams
Zoe Smith (ZS)	Trust Secretary
Paul Somerville (PS)	Deputy Trust Secretary
Lisa Brown (LBr)	Executive/Committee Support Assistant

Apologies

Andrew Baldwin	Appointed Governor
Julie Fryatt	Appointed Governor
Janet Baah	Public Governor
Stella Benson	Public Governor
Dave Collins	Public Governor
Sue Morton	Public Governor

1.	Welcome, apologies, declarations of interest
	The Chair (Peter) welcomed everyone to the meeting. Apologies are outlined above. No declarations of interest were made.
2.	Minutes of the Previous Meeting 22 June 2022
	The draft minutes of the previous meeting on 22 June 2022 were agreed as a true and accurate record.
3.	Matters Arising
	All actions from the previous meeting had been completed. There were no matters arising.
4.	Annual Audit Letter – Annual Report and Accounts 2021-22

Peter Horn (PH), Trust Chair, introduced Joanne Brown (JB), External Audit Partner from Grant Thornton UK LLP, to present the independent auditor's report to the Council of Governors.

JB confirmed that Grant Thornton had issued an unqualified opinion on the Trust's financial statements for the year ended 31 March 2022 and had completed its review of the Trust's arrangements for securing economy, efficiency and effectiveness in its use of resources.

JB said that the Trust's accounts had been produced to a high standard and were supported by good quality evidence. She said that the Trust and the auditor had a good working relationship and that learning from this year's audit would be built on for 2022/23. JB reported on the auditor's work on Value for Money (VFM) arrangements, highlighting three criteria – governance arrangements, financial sustainability and improving economy, and efficiency and effectiveness. The review of VFM arrangements had identified no risks of significant weakness and had made three good practice recommendations. JB said that good practice improvement recommendations were usual following an audit and that all the recommendations had an agreed management response which would be followed up and reported back on as part of 2022/23 audit work. JB highlighted that this year's follow up on the previous year's good practice recommendations found that the Trust had made good progress and where actions were still in progress this reflected the system's transition to an Integrated Care System (ICS) and the formation of the Integrated Care Board (ICB).

PH thanked JB and invited comments from David Parfitt (DP) as Chair of the Audit Committee. DP said that he had no specific comments on the auditor's report and gave assurance of the work of the Audit Committee in overseeing Sussex Community NHS Foundation Trust's (SCFT) control framework including the production of the annual report and accounts.

DP said the Audit Committee had regular interaction with the external auditor throughout the year as well as with the internal auditor and the Counter Fraud service. DP said that the internal auditors had provided a Head of Internal Audit Opinion and the Counter Fraud Service had carried out its work, and that there were no material issues to raise with the Council of Governors.

PH invited comments from Ed Rothery (ER), Interim Chief Financial Officer. ER noted the auditors' findings in relation to the quality of the SCFT accounts and supporting documentation and said that the VFM recommendations identified by Grant Thornton were already recognised by Trust management as areas for improvement with action plans in place.

PH invited questions and comments from governors. Alan Sutton (AS), Lead Governor, thanked David Parfitt for his explanation of the role of the Audit Committee.

Zara Grant (ZG) asked about the process for reviewing risks, noting overview risks referred to in the annual report. Ed Rothery responded that the Trust had a well-developed review and scrutiny process for risks and that risks, including

overdue risks, were regularly reported to the Audit Committee, however, there was always more work to do on ensuring prompt risk closure. ER said that during the period, there had been a number of risks which had not been closed within the agreed timeframe and this had been discussed by the Audit Committee prior to the audit. DP added that risk review was a regular item on Audit Committee agendas and said that committee meeting dates had been aligned with quarterly risk reporting dates to facilitate this.

Craig Gershater (CG) commented on the level of change within the current NHS environment and asked how data gathered by the organisation was used to help predict future trends. MJ responded that the Trust reviewed a wide range of data, looking at trends and themes over time throughout the whole system of governance and this included asking questions about how the external environment might affect the Trust in the future. This activity was assured through Board Committees and reported at Board. PH added that board discussions covered both data and national / system trends and events. Mark Swyny (MS), Chair of the Resources Committee, added that the Resources Committee looked at individual trends and how they interacted, noting that horizon scanning was an important activity for the Committee although there were no easy answers. CG recommended further consideration by the Trust of operational modelling and stress testing.

Commenting on frequent change in the NHS, Anne Jones (AJ) asked whether there could be a period of consolidation. PH said that in his view the latest changes had been well tested and expressed optimism that there had been positive changes in behaviours. Pennie Ford (PF) echoed PH's confidence about system changes noting that for organisations such as SCFT with a broad footprint, the combination of Sussex-wide and place-based working was particularly positive; the ICS was an opportunity for real partnership and collaboration to make a difference for the population. PF gave data as an example of where working together, both across the system and as community providers, would reap rewards with a better set of metrics available to see how outcomes for the population were improving.

Rob Persey (RP) agreed sounding a note of caution in relation to what he said would be a challenging winter and ongoing budget issues. He said that partners needed to continue to communicate. RP noted that change was already happening from the bottom up across community services and adult social care and said that the conversation needed to shift from medically ready for discharge to admission avoidance.

Mike Jennings (MJ), Interim Chief Executive, commented that the system had already been working more collaboratively over recent years without a statutory framework and said that the new structure was designed to make this easier, although that didn't take away from the challenges to come.

PH commented that strong relationships would support improvements across the system as partners were serving the same communities.

DECISION: The Annual Audit Letter was received.

5.	Report of the Council of Governors Nomination and Remuneration Committee Thursday 15 September
	<p>PH noted the recent resignation of Rebecca Crook, Non-Executive Director, due to her increased workload. PH expressed the Trust's thanks to Rebecca for her contribution to the work of the Trust during her tenure as a NED. PH reported that the Council of Governors (CoG) Nomination and Remuneration Committee (NRC) had met on 15 September to agree the process to appoint a new NED to replace Rebecca. An appointment recommendation would be made to the Council of Governors in December or sooner, following a selection process carried out by the NRC with the support of an external recruitment partner.</p> <p>As a member of the CoG NRC, AS added that this was an opportunity not just to look at the general skills needed by NED but also the skill sets needed on the Board at this particular point in time. AS said that the proposed process was robust and had been supported by the Committee.</p> <p>ZG asked about the role profile. PH said that this had been approved by the CoG NRC under its delegated powers. Once the candidate pack had been published, this would be in the public domain and could be sent to any interested governors.</p>
6.	Update from Governors
	<p>AS provided an update as the new Lead Governor. He highlighted the move from competition to collaboration across the system and said that it was important for governors to also make connections. AS encouraged governors to attend site visits with NEDs and asked governors to ask friends and family to join as members to maximise the feedback to the Trust from as wide a range of the public as possible. Governors were also encouraged to attend League of Friends events following the successful Bognor Regis War Memorial Hospital League of Friends Fete which had raised £7949. Attendance at League of Friends events was highlighted as an opportunity to recruit new Trust members as well a new members of staff.</p> <p>Grainne Saunders (GS) highlighted the difference it made for parents and children to be able to attend appointments virtually and reported that she had seen fantastic work around digital and accessibility. Diarmaid Crean (DC) confirmed that there would be a conference in 2023 where digital clinicians would engage with the wider staff group about the potential for innovations to improve pathways and patient experience. It was agreed that governors should be invited to attend this event.</p> <p>Action: Governors to be invited to attend SCFT's 2023 digital innovations conference.</p> <p>As a member of the Charitable Funds Committee and Wellbeing Panel, GS referred to the Trust's recent shortlisting for a CIPD award. Caroline Haynes (CH) confirmed that the Trust had been nominated for its Wellbeing Fund which was dual funded by the Trust and the Sussex Community NHS Charity.</p> <p>CG commented on recent discussion of the Trust's Board Assurance Framework and asked for an accessible information structure for governors.</p>

	<p>Action: An accessible information structure for governors to be developed and communicated.</p> <p>ZG reported on a recent site visit to the Turner Children's Centre with Lesley Strong, NED. She said the visit had been very positive and that she had been thrilled to have had the opportunity to visit.</p> <p>Noting that the COVID-19 situation now appeared more positive, RP praised all partners including SCFT for the way they had worked so closely during the pandemic to make real improvements for patients. He highlighted in particular the collaborative efforts of local authorities, health organisations and the voluntary sector to support care home staff and residents. Recognising how hard frontline staff had worked, RP asked if the thanks of the Council of Governors could be passed on in addition to the thanks already given by Trust managers.</p> <p>Kate Pilcher (KP) said that SCFT had recognised early during the pandemic that support was needed by the care sector and highlighted the contribution that the Trust's enhanced health in care home matrons had made both in supporting the care sector and avoiding acute hospital admissions.</p> <p>Action: Thanks from the Council of Governors to be passed on to frontline staff for their hard work during the pandemic.</p> <p>AS commented that everyone had learned from COVID; the focus now needed to be on consolidation and maintaining the quality of working relationships.</p> <p>AJ commented that Mid-Sussex didn't have a children and family centre or local services for maternity or care of new mothers. AJ also commented on access difficulties at GP surgeries. PH noted that while the Trust makes a modest contribution to general practice through its subsidiary Sussex Primary Care, its community teams work hand in hand with GPs every day. He acknowledged that there were differences in provision across Sussex and said that this was a live issue as part of health inequity discussions.</p> <p>There was no other business discussed at the meeting.</p>
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Action List

	Meeting Date	Name	Action	Delivered By
1	21/09/22	DC/PS	Governors to be invited to attend SCFT's 2023 digital innovations conference.	ASAP
2	21/09/22	ZS	An accessible information structure for governors to be developed and communicated.	ASAP
3	21/09/22	ZS	Thanks from the Council of Governors to be passed on to frontline staff for their hard work during the pandemic.	ASAP