

**Minutes of the meeting of the Public Session of the Council of Governors  
Held on Thursday 23<sup>rd</sup> September at 15:00  
Via Microsoft Teams**

**Present:**

<b>Chair</b>	Suzy Brain England OBE, Chair		
<b>Public Governors</b>	Peter Abell Dennis Atkin Phil Beavers Hazel Brand Mark Bright Bev Marshall Geoffrey Johnson	Linda Espey David Goodhead Maria Jackson-James Lynne Logan Ainsley MacDonnell Ann Louise Bayley	Steve Marsh Susan McCreadie Pauline Riley Lynne Schuller Mary Spencer Clive Tattley
<b>Staff Governors</b>	Kay Brown	Duncan Carratt	Vivek Panikkar
<b>Partner Governors</b>	Phil Holmes	Joanne Posnett	Sue Shaw
<b>In attendance</b>	Mark Bailey – Non-Executive Director Fiona Dunn – Deputy Director Corporate Governance/Company Secretary Hayley Findlow – Corporate Governance Officer (minutes) Rebecca Joyce – Chief Operating Officer Dr Tim Noble – Executive Medical Director Sheena McDonnell – Non-Executive Director Richard Parker OBE – Chief Executive Jon Sargeant – Director of Finance Emma Shaheen – Head of Communications and Engagement Kath Smart – Non-Executive Director Adam Tingle – Communications and Engagement Manager		

**Apologies:**

<b>Governor Apologies</b>	Mike Addenbrooke Wendy Baird Anthony Fitzgerald Jackie Hammerton	Victoria McGregor-Riley Sophie Gilhooly	David Northwood Mandy Tyrrell
<b>Board Member Apologies</b>	Pat Drake, Non-Executive Director and Senior Independent Director David Purdue – Deputy Chief Executive and Chief Nurse Marie Purdue – Director of Strategy and Improvement Neil Rhodes – Deputy Chair/Non-Executive Director Alasdair Strachan – Director of Education and Research		

**ACTION**

**PC21/09 Welcome and Apologies for Absence (Verbal)  
/A1**

The Chair welcomed the Council of Governors and those in attendance to the meeting. The apologies for absence were noted.

A special welcome was given by the Chair for the newly elected public governors:

- Mark Bratcher – (Public Governor Doncaster)
- Mick Muddiman – (Public Governor Doncaster)
- Linda Haglauer – (Public Governor Doncaster)
- Sheila Walsh – (returning Public Governor Bassetlaw)

**PC21/09 Declaration of Governors’ Interests (Enclosure A2)**  
**/A2**

***The Council:***

- ***Noted the declaration of Governors’ Interests.***

**PC21/09 Actions from previous meetings**  
**/A3**

***The Council:***

- ***Noted that there were no actions from previous meeting.***

**PC21/09 Auditors Annual Report 2020/21 (Presentation)**  
**/B1**

Dan Spiller, External Audit Manager from Ernst Young (EY) gave an update to the Council of Governors, on the annual audit report for 2020/21.

This was a new style of report spilt into five sections. The executive summary on page 3 of the report gave a breakdown down of the key conclusions from the report.

Pages 8 and 9 of the report detailed the unavoidable risks relating to misstatements due to fraud or error and the conclusion was that there were no material weaknesses in controls or evidence of management override.

The audit concluded that the testing did not identify any material misstatements due to revenue and expenditure recognition or any material issues or unusual transactions which indicated any improper misreporting of the Trust’s financial position.

On page 11 of the report a small number of misstatements were identified which management corrected. These related to the audit fee disclosure note, the remuneration report, maturity analysis of financial liabilities and the accounting policy in relation to inventory. It was highlighted that the following misstatements which were corrected by management were:

- £5.9m understatement of impairment charge and an opposite £1.1m reversal of impairment. These corrections also resulted in an increase to the Revaluation Reserve of £5.4m and £0.4m increase to the Net Book Value (NBV) of Land and Buildings.
- £0.8m reduction to prepayments and accruals for a 2021/22 invoice that was incorrectly included in both balances in the 31 March 2021 Statement of Financial Position

It was determined that planning materiality to be £6.61m as 2% of gross revenue expenditure reported in the accounts. It was considered that gross revenue expenditure to be one of the principal considerations for stakeholders in assessing the financial performance of the Trust.

It was agreed that the Auditors would report the findings to the Audit and Risk Committee with the audit differences in excess of £0.3m.

It was identified that the report did not sign any risks of significant weakness in the Trust’s Value For Money arrangements for 2020/21.

It was explained that in the report there were a few control issues that prevented valuation transactions being inputted along with the system issues impacting on the Fixed Asset Register FAR, meaning that increased manual intervention was needed to perform valuation transactions and create working papers.

The report made it clear the impact of control issues with a clear way of moving forward by make sure that the issues with the fixed asset register should be identified and rectified as soon as possible along with more Quality Assurance procedures performed on work papers and where issues were known in advanced this should be flagged to the audit team.

A control should be implemented to ensure that a new starter contacts were signed and retained in a timely manner. The Trust should mitigate controls so that invoices have one purchase order, which reflects and matches the one in the system.

Dan Spiller concluded his presentation on the Annual Auditors Report and reported that the certificate had been issued on the 2<sup>nd</sup> July 2021 and the audit was now closed.

The Chief Executive praised Dan Spiller for his presentation to the Council of Governors and wanted to note his thanks to Dan and his work colleagues at Ernst Young as the External Auditors for the hard work and good relationships over the years and particularly within the last 12 months through COVID. A special thanks went to the Director of Finance and his team for getting us to the point we were at now.

The Chair thanked the External Auditors and explained that they have held the management accountable, and this had been done in a professional and respected way.

***The Council:***

- ***Noted no questions received.***
- ***Noted and received the External Auditors Annual Report Opinion.***

**PC21/09 Appointment of Auditors – Process Outcome**  
**/B2**

The Director of Finance gave thanks to his team and updated the Council of Governors on the appointment of both the Internal and External auditors.

The Internal Audit contract was awarded to 360 Assurance, who would replace KPMG. The tender was won based upon the price and quality of the service. Appointing 360 assurance would save the Trust 35k each year with a total cost of 64k. Nearly all the Trusts in the South Yorkshire area had appointed 360 Assurance as it was deemed the better choice with best value for money.

Ernst Young would remain the External Auditors for the Trust and was the only bidder for the contract. The bid was accepted after a further evaluation on the price costing the trust 210k per year.

The contract length was three years with two further 12-month extensions totaling five years were available after a review with a contract start date of the 1<sup>st</sup> October 2021.

Kath Smart stated that through the multi-disciplinary approach, having member of the finance and procurement team working on this including the 3 representative governors, the process had worked extremely well and was a very good and clear process. Thanks were given all round to the selection team.

***The Council:***

- ***Noted no questions received.***
- ***Noted and Received the appointment of 360 Assurance for the Internal Auditors***
- ***Noted and approved the reappointment of the External Auditors Ernst Young (EY)***

**PC21/09 Minutes of Council of Governors held on 1<sup>st</sup> July 2021 (Enclosure C1)**  
**/C1**

***The Council of Governors***

- ***Approved the minutes of the public Council of Governor meeting held on 1<sup>st</sup> July 2021***

**PC21/09 Questions from members or the Public (verbal)**  
**/D1**

There were no questions submitted by the public.

**PC21/09 Any Other Business (Verbal)**  
**/E1**

There were no items of any other business.

**PC21/09 Items for escalation to the Board of Directors (Verbal)**  
**/E2**

**Hazel brand Lead Governor**

During the pre-meet there were several questions asked relating to the annual report. Hazel Brand was assured by the Chair that these would be answered through the various committees.

**PC21/09 Governor Board/Meeting Questions Database**  
**/E3**

***The Council of Governors***

- ***Noted the governor board meeting question database.***

**PC21/09 Annual Members Meeting – Virtual (pre meet)**  
**/F1**

Annual Members Meeting  
*Suzy Brain England OBE, Chair*

- **Annual Report and Accounts 2020/21**
- **Question and Answer Session regarding the Annual Report and Accounts 2020/21**

*The virtual Annual Members Meeting would be available to view on the Trust's website from 23<sup>rd</sup> September 2021 at 18:00 via the link:*

**<https://www.dbth.nhs.uk/news/dbth-annual-members-meeting-2021/>**

**The AMM would cover:**

- *Our response to COVID-19*
- *Our overall operational activity*

- *Our highlights and challenges throughout the year*
- *Our financial performance*
- *An update on local, regional and national developments in health and social care*
- *An update from our Lead Governor*

Speakers would include:

- *Suzy Brain England OBE, Trust Chair*
- *Richard Parker OBE, Chief Executive*
- *Jon Sargeant, Director of Finance*
- *Hazel Brand, Lead Governor*
- *Along with other senior colleagues throughout the Trust.*

**PC21/09 Governor Questions (Verbal)**  
/F2

**Hazel Brand**

Several questions arose in the pre meet which related to historical data in the annual report, in respect of the previous staff survey; it was agreed to monitor results from the next staff survey and as such no further information was required at this time.

It was highlighted that any further questions relating to the Annual Members Meeting recording could be submitted up to Friday 1<sup>st</sup> October 2021 by email and responses would be provided at the Council of Governors meeting in November 2021.

Questions to be submitted to: [dbth.trustboardoffice@nhs.net](mailto:dbth.trustboardoffice@nhs.net)

**Comment from Mark Bright**

Mark Bright complimented the Trust firstly for the inclusion of the COVID timeline from March 2020 to March 2021 on how the trust responded to COVID and was very effective at how this was communicated. Secondly a "Well done" on the 9 Annual members lecture videos shown during June 2021 on how professional they were and to pass on congratulations to all the people involved.

The Chair reported to the group that it would be seen as a timeline of videos to say how well things went whilst in the middle of a pandemic as a historically part of time. The lecture videos had been a massive hit with other Trusts both locally and nationally because of the Trusts participation through the Governor Advisory Committee and the NHS Provider body.

The number of views had been viewed by more people on Facebook than ever before. This has proved how the world has changed through use of social media particularly by increasingly using it more as a communication tool for the Trust.

**Question Lynne Schuller**

Lynne Schuller asked the question relating to the gender pay comparison and what the balance of women fared to males working in the Trust, with more males having higher paid jobs than females returning to work in the lower paid jobs. How does the Trust positively encourage the females to take up the higher paid roles and advance their careers and do we identify the effects to enable them to take these roles?

The Director of People & Organisational Development explained that the board report relating to the gender pay gap, with evidence that more males have taken up the positions in medical

and dentistry and in the most senior roles but there were more opportunities arising for women being evidenced. The Director of People & Organisational Development would be happy to discuss the pay gender gap report further if this was necessary.

The Chair reported that more recently the male/female role shift balance was slowly changing. The Chair offered assurance that through the training and development within the organization that there was an equally accessible route for staff to take in all roles.

The Chief Executive stated that the Trust secures the best candidate for the job role with the best skills and knowledge with openness and transparency.

The Chair asked if there were any further question to be raised.

The Chair thanked everyone that had attended and had took the time to take part in the Annual Members meeting and apologised that COVID pandemic continues to make life difficult but thanked all for rising to the challenge. Additional thanks were given to the governors for their continuing their support.

**PC21/09 Date and time of next meeting:**

**/F3**

**Date 25<sup>th</sup> November 2021**

**Time 15:00**

**Venue Microsoft Teams - Videoconferencing**

**PC21/09 Meeting closed 15:45.**

**/G**



**Suzy Brain England  
Chair of the Board**

**Date  
25<sup>th</sup> November 2021**