



COUNCIL OF GOVERNORS

Minutes of the meeting of the Council of Governors Committee held in public
on Thursday 29th September 2022 at 15:00
via Microsoft Teams

Chair	Suzy Brain England OBE – Chair of the Board
Public Governors	Peter Abell Mark Bright George Kirk Lynne Logan Andrew Middleton David Northwood Pauline Riley Susan Shaw
Staff Governors	Kay Brown Mandy Tyrrell
Partner Governors	Anita Plant
In attendance	Mark Bailey - Non-executive Director Hazel Brand - Non-executive Director Alex Crickmar - Acting Director of Finance Mark Day - Non-executive Director Fiona Dunn - Director of Corporate Affairs/Company Secretary Kirsty Edmondson-Jones - Director of Innovation and Infrastructure Claudia Gammon - Corporate Governance Officer (Minutes) Jo Gander - Non-executive Director Dr Tim Noble - Executive Medical Director Angela O'Mara - Deputy Company Secretary Richard Parker OBE - Chief Executive Neil Rhodes - Non-executive Director Kath Smart – Non-executive Director Dan Spiller – Ernst & Young (Item B1) Adam Tingle - Acting Director of Communications and Engagement
Governor Apologies: Board Member Apologies	Irfan Ahmed None

COG22/09/A1 Welcome, apologies for absence (Verbal)

The Chair welcomed the Council of Governors and those in attendance to the meeting. The above apology for absence was noted.

COG22/09/A2 Declaration of Governors' Interests (Enclosure A2)

No changes were declared to governors' interests.

The Council:

- ***Noted governors' current declarations of interests***

COG22/09/A3 Actions from previous meetings

There were no outstanding actions.

COG22/09/B1 Auditors Annual Report 2021/2022 to the Council of Governors

External Auditors, Ernst & Young had provided an unqualified opinion of the Trust's financial statements, which confirmed a true and fair view of the Trust's income, expenditure and financial position as at 31 March 2022, presented in detail to the Audit & Risk Committee.

Conclusions were reported against the following significant risks:

- Management override of controls
- Risk of manipulation of reported financial performance
- Misstatements due to fraud or error – capitalisation of revenue expenditure
- Implementation of new Fixed Asset Register (FAR) system

The Trust was required to put in place arrangements to secure economy, efficiency and effectiveness in its use of resources and no risks of significant weaknesses for 2021/2022 were identified. In accordance with the National Audit Office Code 2020, commentary was provided against the following specified criteria:

- **Financial sustainability:** How the Trust plans and manages its resources to ensure it can continue to deliver its services
- **Governance:** How the Trust ensures that it makes informed decisions and properly manages its risks
- **Improving economy, efficiency and effectiveness:** How the Trust uses information about its costs and performance to improve the way it manages and delivers its services

The challenging financial position for 2022/23 was noted and a recommendation made to ensure robust monitoring of cost improvement plans; where non-delivery of financial targets was identified timely action to identify mitigating actions was needed.

In addition, the risk associated with the Trust's aged infrastructure was recognised.

The Deputy Lead Governor praised the auditors' annual report.

The Chair of the Audit & Risk Committee confirmed the report recommendations had been investigated and the recommendation regarding payroll would be presented to the People Committee in January 2023.

The Chair thanked Dan Spiller for the report and welcomed the audit result.

The Council of Governors:

- ***Noted and approved the Auditors Annual Report 2021/2022***

COG22/09/B2

Approval of the Trust's Constitution

The Trust's Constitution had been updated to reflect legislative and local changes, a draft had been circulated to governors and members of the Board for comment and appropriate feedback incorporated. The Board of Directors had considered and approved the Constitution at its meeting of 27 September 2022, received today for ratification by the Council of Governors.

The Company Secretary confirmed the revisions reflected the introduction of the Health and Care Act 2022, noting the statutory footing of Integrated Care Systems (ICS) and the abolition of Clinical Commissioning Groups (CCG). Changes included governors' system responsibilities, opportunities to increase diversity through the appointment of partner governors and clarity on voting and Trust membership.

Anita Plant, Chief Executive Officer of the Partially Sighted Society, had been appointed as a partner governor and joined the call today, however, due to technical difficulties Anita had been unable to participate.

The Deputy Lead Governor commended the Constitution to the Council of Governors and shared his appreciation of the efforts of the Chair of the Board to engage governors in South Yorkshire and Nottingham & Nottinghamshire ICS events. The Chair took the opportunity to remind governors of the South Yorkshire event due to take place on 3 October 2022.

The Council of Governors supported the revisions and approved the Trust's Constitution.

The Council of Governors:

- ***Approved the Trust's Constitution.***

COG22/09/B3

Approval of the Council of Governors' Standing Orders

The Company Secretary confirmed the changes to the Constitution had been reflected in the Council of Governors' Standing Orders.

The Council of Governors:

- ***Noted and approved the Council of Governor's Standing Orders***

COG22/09/C1 Minutes of the Council of Governors held on 7 July 2022

The Council of Governors:

- ***Noted and approved the Minutes of the Council of Governors held on the 7 July 2022***

COG22/09/D Questions from members of the public previously submitted prior to the meeting

No questions had been received from the public.

COG22/09/E1 Any other Business

No items of other business were raised.

COG22/09/E2 Items for escalation to the Board of Directors

No items for escalation were reported.

COG22/09/E3 Governor/Board Meeting Question Database

The Council of Governors:

- ***Received and noted the question database.***

COG22/09/F1 Annual Members Meeting & Quality Accounts 2021/22 Questions

Pre-Covid the Annual Members Meeting had taken place face to face with approximately 30 members of the public in attendance, with the increase in virtual events the Trust had changed its approach and pre-recorded the meeting to be made available via YouTube, Facebook, and Twitter. A link to the recording had been shared earlier today with the governors and would become publicly available at 6pm. The agenda would include:

- The Trust's response to Covid-19
- The Trust's overall operational activity
- Highlights and challenges throughout the year
- The Trust's financial performance
- Update on local, regional, and national developments in health and social care
- Update from the Lead Governor

Speakers would include:

- Suzy Brain England OBE, Chair of the Board
- Richard Parker OBE, Chief Executive
- Alex Crickmar, Acting Director of Finance
- Lynne Schuller, Lead Governors
- A question & answer session supported by directors to respond to governor/public questions submitted via the Trust's website.

The Communications Team would provide feedback on the number of viewings, which had previously reached a significantly higher number than the traditional face to face meeting.

The Chair of the Board thanked executive, non-executive and governors for their attendance today and shared her appreciation of the governor engagement at the recent governor briefing session led by the Chief Executive of NHS Nottingham & Nottinghamshire Integrated Care Board.

With the number of Covid-19 cases increasing within the hospital and the community, the Chair of the Board reminded colleagues of the importance of hands, face, space and ventilation, alongside the Covid-19 and flu vaccination programmes.

COG22/09/F2 Any further questions relating to the Annual Members Meeting could be submitted via email to dbth.trustboardoffice@nhs.net by Friday 7 October 2022 and a response would be provided at the Council of Governors meeting in November 2022.

COG22/09/F3 **Date and time of next meeting (Verbal)**

Date: **24th November 2022**
Time: **15:00**
Venue: **Microsoft Teams**

Meeting Close: **15:43**



Suzy Brain England OBE
Chair of the Board
24 November 2022