



COUNCIL OF GOVERNORS

Minutes of the meeting of the Council of Governors held in public  
on Thursday 9 November 2023 at 15:00  
via Microsoft Teams

<b>Chair</b>	Suzy Brain England OBE, Chair of the Board
<b>Public Governors</b>	Rob Allen Mark Bright Denise Carr Natasha Graves David Gregory Peter Hewkin Annette Johnson George Kirk Lynne Logan Andrew Middleton David Northwood Lynne Schuller Clive Smith Sheila Walsh
<b>Staff Governors</b>	Kay Brown Joseph Money Vivek Panikkar
<b>Partner Governors</b>	Harriet Digby Phil Holmes Anita Plant
<b>In attendance</b>	Mark Bailey - Non-executive Director Hazel Brand - Non-executive Director Mark Day – Non-executive Director Jo Gander - Non-executive Director Zara Jones, Deputy Chief Executive Lucy Nickson - Non-executive Director Angela O'Mara - Deputy Company Secretary (minutes) Richard Parker OBE - Chief Executive Kath Smart - Non-executive Director
<b>Governor Apologies: Board Member Apologies</b>	Mick Muddiman  Fiona Dunn - Director of Corporate Affairs/Company Secretary Emyr Jones - Non-executive Director

**COG23/11/A1 Welcome, apologies for absence (Verbal)**

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

The Chair shared her thanks with those governors whose terms of office had come to an end, recognising their engagement and contribution and welcomed all newly elected governors.

**COG23/11/A2 Declaration of Governors' Interests (Enclosure A2)**

No amendments to governors' interests were declared.

***The Council:***

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

**COG23/11/A3 Actions from previous meetings**

There were no outstanding actions.

**COG23/11/B1 Chair & Non-executive Directors Appraisals**

Following completion of the Chair of the Board and Non-executive Directors' appraisals the report provided an overview of agreed objectives to support delivery of the Trust's True North objectives.

Having reflected on the objectives, the Council of Governors highlighted the need for objectives to be specific, measurable, achievable and time based. Non-executive Director, Kath Smart shared with governors the specifics of her personal objectives, which included agreed internal audit key performance indicators and compliance with the Trust's Standards of Business Conduct and Employees Declarations of Interest policy.

As Chair of the People Committee, Non-executive Director Mark Bailey confirmed one of his objectives focused on assurance taken by the Committee in respect of the People Strategy delivery plans. In championing digital solutions, appropriate business cases were developed in the respective areas of the business with oversight and approval via the Board Committees and Board.

Non-executive Director, Hazel Brand recognised the collective input of the Council of Governors as part of the non-executive director appraisal process and the opportunities for governor observations at the Board and its committees.

***The Council of Governors:***

- ***noted the Chair & Non-executive appraisal outcomes***

## **COG23/11/B2 Council of Governors Nominations & Remunerations Committee Terms of Reference**

Changes to the terms of reference for the Council of Governors Nominations & Remunerations Committee were summarised and the refreshed terms of reference appended for approval.

### ***The Council of Governors:***

- ***approved the Council of Governors Nominations & Remuneration Committee Terms of Reference***

## **COG23/11/C1 Presentation**

### **COG23/11/C1.1 Chair's Report**

The Chair of the Board provided an overview of her activities since the previous Council of Governor's meeting, which included:

- Visits from the Parliamentary Under Secretary of State at the Department of Health and Social Care, the Mayor of South Yorkshire, and NHS Providers' Chief Executive to consider the challenged DRI estate
- Recruitment to cohort two the Board Delegate Development Programme
- Welcomed HRH Anne, the Princess Royal to open the Serenity Suite
- Participation in the Care Quality Commission's well-led inspection
- Involvement in the South Yorkshire Acute Federation Governor Event and Trust Governor Briefings on the DBTH Way and 2023/24 Access Standards

The streaming of 2023's Annual Members Meetings had once again proved to be very popular, with in excess of 5,000 views. The virtual meeting provided an excellent opportunity for the Trust to share with its members and local communities an insight into operational activity, financial performance and local, regional and national developments in health and social care. With an opportunity for pre-submitted questions to be answered.

### **COG23/11/C1.2 Zara Jones – Deputy Chief Executive Introduction**

The Chair of the Board welcomed the Deputy Chief Executive to the meeting.

The Deputy Chief Executive had recently joined the Trust from her role as the Director of Strategy at Derby & Derbyshire Integrated Care Board. An insight into her previous NHS experience of 20 years was shared with governors, which spanned provider, commissioner, and system leadership roles.

Two key areas of the Deputy Chief Executive's portfolio included partnership working and governance, building on the work to date, to ensure good governance supported effective decision making and delivery of the desired outcomes of the Triple Aim (better health and wellbeing, better quality of health services and sustainable use of NHS resources).

### **COG23/11/C1.3 Lynne Schuller – Lead Governor**

The Lead Governor provided an update on engagement across South Yorkshire and Nottingham & Nottingham Integrated Care Systems.

At a Trust level, and in order to ensure all governors' voices were heard, the Lead Governor would continue to support a governor pre-meet ahead of the Board of Directors meeting. Should governors be unable to join the virtual meeting there would be an opportunity to share questions via email.

Discussions with the Head of Patient Engagement & Experience had taken place to explore opportunities for governors to complement existing engagement strategies, ensuring the views of members, local communities and the wider public were represented.

#### **COG23/11/C1.4 Kath Smart - Audit & Risk Committee**

The Chair of the Audit and Risk Committee provided an insight into July and October's Committee meetings. The Chair's assurance log provided positive assurance in respect of counter fraud, health and safety, security management, losses and compensation and single tender waivers, demonstrating appropriate systems were in place to mitigate risks. The 2022/23 Data Security and Protection Toolkit audit provided significant assurance against data and cyber risks, which was a positive outcome.

A summary of limited or moderate assurance internal audit activity was provided, in each case the executive director had been invited to share the agreed actions plans, with the audit report referred into the relevant Board committee for oversight.

A self-assessment of the Emergency Preparedness, Resilience and Response (EPRR) core standards was confirmed at 66%, below the required standard. Work to improve areas of non-compliance was ongoing, with future reports to be shared with the Committee. The reported issues were not unique to the Trust, with similar issues confirmed by peers.

A summary of work in progress included the ongoing development of the Board Assurance Framework, the work of the Risk Management Board and the refreshed Trust Risk Register.

#### **COG23/11/C1.5 Jo Gander - Quality and Effectiveness Committee**

The Chair of the Quality and Effectiveness Committee shared with the Council of Governors key highlights from the October meeting. The Chair's assurance log provided positive assurance in respect of plans to address maternity health inequalities, progress towards the implementation of the Patient Safety Incident Response Framework and the timely closure of complaints. Detailed maternity and neonatal reporting was provided to the Board and the Quality & Effectiveness Committee, with executive and non-executive Board level Maternity Safety Champions in place.

Key issues included an outstanding deep dive on the effectiveness of clinical audit, which was due for completion next month and compliance with the Clinical Negligence Scheme for Trusts' safety actions.

A summary of work in progress was provided, which included lessons learnt across clinical portfolios and the three year maternity delivery plan.

**COG23/11/C1.6 Mark Day - Finance and Performance Committee**

The Chair of the Finance & Performance Committee shared with the Council of Governors the assurance logs from July and September's meeting and provided a verbal update of October's Committee. The breadth of the Committee's business was recognised, with an increasing level of assurance noted due to a refinement of the content of executive directors' reports.

Areas of ongoing concern related to delivery of the Cost Improvement and Urgent & Emergency Care Improvement Plans. The Committee recognised the robust Cost Improvement framework, however, there was a need to identify ambitious and recurrent savings. Whilst Urgent and Emergency Care Improvement plans were developed progress was limited, with a need to turn the plans into action and the Executive Place Director and Senior Responsible Officer would attend next month's meeting to provide a Place update.

The significant efforts to deliver the capital programme and management of finances, including long term planning, were noted. An improved understanding and reporting of virtual wards and Getting It Right First Time was required.

**COG23/11/C1.7 Hazel Brand – Charitable Funds Committee**

The Chair of the Charitable Funds Committee provided an insight into September's Committee meeting.

The Chair's assurance log provided positive assurance in respect of opportunities explored through the Charitable Funds Development Committee to facilitate work not supported by mainstream funding. There was a need to ensure the effectiveness of funding, and recipients were encouraged to report back to the Committee the impact of the award.

The Chair of the Committee shared her appreciation with fundraisers for their continued efforts.

**COG23/11/C1.8 Mark Bailey – People Committee**

The Chair of the People Committee shared with the Council of Governors the assurance log from September's meeting which provided an insight into the extensive assurance received by the Committee, including delivery of the underpinning operational People Strategy plans and annual reports relating to equality, diversity and inclusion, education and the knowledge and library service.

Whilst a reduction in time to recruit was noted, achievement of the 31 day target from advert to unconditional offer was dependent upon progression of the centralised recruitment business case.

A summary of ongoing work and decisions taken by the Committee was provided.

**COG23/11/C1.9 Richard Parker OBE, Chief Executive**

The Chief Executive reflected on the Trust's EPRR self-assessment and confirmed that whilst a downgrading of standards had occurred, the Trust's percentage change was the smallest seen across the system, remedial action plans to address non-compliance were in place.

An extensive update was provided, which included:

- an overview of the refreshed Board and Divisional structure
- the Trust's winter plans, operational activity and current pressures
- the recent Care Quality Commission full hospital inspection, the full report from which was expected in January 2024
- capital Projects:
  - Mexborough Elective Orthopaedic Centre on track to open in early January 2024, with the support of an insourced staffing model.
  - Phase Two of the Community Diagnostic Centre (Endoscopy Suite)
  - Bassetlaw Emergency Village, the right sizing of the Emergency Department and paediatric provision
- local and national financial update
- positive response to 2023's staff survey, 4100 returns completed to date, which compared favourably to 2022.

COG23/11/  
C1.10

### **Governor Questions**

Bassetlaw Public Governor, Peter Hewkin enquired why there was a focus on the staff survey, with no reference made to patient feedback.

The Chief Executive clarified the topical content of the presentation, making reference to the current 2023 staff survey. Patient feedback, captured as part of surveys, including maternity and cancer services would be provided during the year.

Dave Northwood, Public Governor for Doncaster, noted the opening of Mexborough Elective Orthopaedic Centre was dependent upon insourced staffing and sought assurance that the matter had received appropriate consideration.

The Chief Executive confirmed that due diligence had been undertaken, the insourcing solution ensured that the planned elective activity could proceed without delay. When substantive appointments were made, there was flexibility to scale back the insourced support and from a financial perspective the cost of insourcing was offset by elective recovery funding.

Bassetlaw Public Governor, Andrew Middleton recognised the need for collaboration at a Place and system level. Examples of partnership working were shared, including the Hyper Acute Stroke Service and the ongoing development of the South Yorkshire & Bassetlaw Pathology Transformation Programme. The delivery of Urgent and Emergency Care (UEC) national standards required joined up working, with the support of Place and community based partners. A UEC improvement programme consisting of a series of workstreams saw Place partners as Senior Responsible Officers.

In addition to the attendance of primary care colleagues at the Trust Executive Group, the Chief Executive had also invited senior Place leaders to accompany him on a pathway walk through to allow them to see firsthand the challenges faced by the Trust.

Where service provision was challenged there would be a need to consider future opportunities to revise service models, including the potential to deliver services outside of a hospital setting; a local example where this had proved successful was the Glassworks in Barnsley. The Place Directors of Finance had also raised the matter of funding with the Integrated Care Board's Chief Finance Officer.

Following a recent Board of Directors meeting, Staff Governor, Vivek Panikkar enquired of the investment in staff accommodation and how user feedback was sought. The Chief Executive confirmed discussions at the Board meeting indicated plans to refurbish the East Ward Block, subject to funding hoped to be announced in the Autumn Statement. Opportunities would be explored as part of these plans to free up space on site with a view to providing multi-storey car parking and staff accommodation. In terms of feedback from users of staff accommodation, this was gained via a number of routes, including the Guardian of Safe Working, Trust Medical Council (TMC) Local Negotiating Committee (LNC) and to the Facilities Team. An update to show improvements already undertaken had previously been shared at a meeting of the TMC. In addition, sleep pods had been installed on site to provide alternative rest facilities.

Public Governor, Mark Bright enquired of the expected timescale for action to be taken to address the required areas of improvement in the governance of clinical audit. The Chair of the Quality & Effectiveness Committee confirmed a deep dive discussion was scheduled later that month and a report would be presented to December's committee meeting. The Chief Executive acknowledged the work to clarify executive portfolios and governance arrangements and expected the identification of actions would be reported to the committee in a timely manner.

The Chair of the Board shared her appreciation of the high level of governor engagement, any suggested any further questions be raised with the Trust Board Office.

**COG23/11/D1 Minutes of the Council of Governors held on 28 September 2023**

***The Council of Governors:***

- *Noted and approved the Minutes of the Council of Governors held on 6 July 2023*

**COG23/11/D2 Minutes of the Annual Members Meeting held on 28 September 2023**

***The Council of Governors:***

- *Noted and approved the Minutes of the Annual Members Meeting held on 28 September 2023*

**COG23/11/E1 Questions from members of the public previously submitted prior to the meeting**

No questions had been received from the public.

**COG23/11/F1 Any other Business**

No items of other business were raised.

**COG23/11/F2 Items for escalation to the Board of Directors**

No items for escalation were reported.

**COG23/11/F3 Governor/Board Meeting Question Database**

***The Council of Governors:***

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

**COG23/11/F4 Date and time of next meeting (Verbal)**

Date: **1 February 2024**

Time: **15:00**

Venue: **Microsoft Teams**

Meeting **17.33**

Close:



**Suzy Brain England OBE**

Chair of the Board

1 February 2024