

Council of Governors' Meeting

A meeting of the Council of Governors
will be held at 10.00am on **Wednesday 17th November 2021**, via Microsoft Teams

AGENDA

- | | | |
|----------|---|------------------|
| 1 | Apologies for Absence and Attendance Register | |
| 2 | Declarations of Interest | |
| 3 | Chair's Business | |
| 4 | Minutes of the Previous Meeting:
To approve the minutes of the previous meeting of the Council of Governors held on Wednesday 29 th September 2021 | Enclosure |
| 5 | Matters Arising/Action Log | Enclosure |

Board and Committee Updates:

- | | | |
|----------|---|--------------------------------------|
| 6 | Acting Chief Executive's Update including
I. Performance Report
II. Questions from Governors | Enclosure |
| 7 | Board Committee Assurance Updates
I. People and Organisational Development Committee
II. Audit Committee | Enclosure
Enclosure |

Trust Updates:

- | | | |
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| 8 | QE Facilities | Enclosure |
| 9 | Showcase presentation: Breast Screening Programme | Enclosure |

Governance:

- | | | |
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| 10 | Outcome of the Committee Allocation Process | Enclosure |
| 11 | Governor Committees Working Group – Outcome Report | Enclosure |
| 12 | Council of Governors' Dates | Enclosure |

Elections and Membership:

- | | | |
|-----------|---------------------------------------|------------------|
| 13 | Election and Membership Update | Enclosure |
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Items for Information:

- | | | |
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| 14 | Cycle of Business | Enclosure |
| 15 | Review of the Meeting | Verbal |
| 16 | Date & Time of the next Meeting | |
- The next meeting of the Council of Governors will be held at Wednesday 16th February 2022 via Teams (Date TBC once schedule agreed)

COUNCIL OF GOVERNORS'

Minutes of the Council of Governors' Meeting
held at 11.00am on [Wednesday 29th September 2021](#),
via teleconference (Microsoft Teams)



Gateshead Health
NHS Foundation Trust

Present:	
Mrs A Marshall	Chair
Mrs E Adams	Public Governor – Central
Mr L Brown	Public Governor - Western
Mrs J Coleman	Staff Governor
Mr S Connolly	Staff Governor
Mr A Dougall	Public Governor - Eastern
Reverend J Gill	Public Governor – Western
Mrs G Henderson	Public Governor – Western
Mrs H Jones	Public Governor – Central
Ms M Ndam	Staff Governor
Mr G Riddell	Public Governor - Western
Mrs K Tanriverdi	Public Governor – Central
Dr L Ternent	Appointed Governor
Mrs E Ward	Public Governor - Eastern
In Attendance:	
Mrs J Baxter	Chief Operating Officer
Mr A Beeby	Medical Director
Mrs J Bilcliff	Acting Chief Executive
Dr R Bonnington	Non– Executive Director
Miss J Boyle	Company Secretary
Mrs L Crichton-Jones	Director of People & OD
Mrs G Findley	Chief Nurse
Mrs K Mackenzie	Acting Director of Finance
Mr A Moffat	Non-Executive Director
Mr A Robson	Managing Director, QEF
Mr M Robson	Non-Executive Director
Dr M Sani	Non-Executive Director
Mr D Shilton	Non-Executive Director
Mrs A Stabler	Non-Executive Director
Ms D Waites	Corporate Services Assistant
Apologies:	
Mr J Bedlington	Public Governor – Central
Mrs C Ellison	Staff Governor
Cllr M Gannon	Non-Executive Director
Mrs K Marley	Staff Governor
Mrs H Parker	Non–Executive Director
Prof D Porteous	Appointed Governor
Mr A Rabin	Public Governor – Central
Mr A Sandler	Appointed Governor
Mr J Stephens	Public Governor – Central
Mr C Toon	Appointed Governor

Agenda Item	Discussion and Action Points	Action By
G/21/43	<p>CHAIR'S BUSINESS:</p> <p>Mrs Marshall opened the meeting and welcomed the Governors to the meeting.</p> <p>She highlighted the new format of the agenda to help Governors focus on their role of holding the Non-Executive Directors to account.</p>	
G/21/44	<p>DECLARATIONS OF INTEREST:</p> <p>Mrs Marshall requested that Governors report any revisions to their declared interests or any declaration of interest in any of the items on the agenda.</p>	
G/21/45	<p>MINUTES OF THE PREVIOUS MEETING:</p> <p>The minutes of the previous meeting held on Wednesday 19th May 2021, were approved as a correct record.</p>	
G/21/46	<p>MATTERS ARISING/ACTION LOG:</p> <p>The Council of Governors' Action Plan was updated accordingly to reflect matters arising from the minutes.</p>	
G/21/47	<p>ACTING CHIEF EXECUTIVE'S UPDATE:</p> <p>Mrs J Bilcliff, Acting Chief Executive, provided an update on current issues relating to the Trust. There are three main areas to highlight, including pressures and performance, engagement and external partnerships.</p> <p>Pressures and Performance:</p> <ul style="list-style-type: none"> • Covid cases are currently steady at 28 however this is still impacting on the way in which the Trust must operate clinically. • Covid booster and flu vaccination programme underway • Operational and staffing pressures increasing going into winter. A thank you is extended to teams who are managing this. • Planning guidance is awaited and will be reflected in feedback from Finance & Performance Committee. <p>Engagement:</p>	

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	<ul style="list-style-type: none"> • Staff Star awards – took place virtually this year and an article was included in the Chronicle. • NHS Providers – regular meetings taking place with Chairs and Chief Executives to review system pressures • Great North Run - Debbie Southworth opened the race and runners took part supporting QE Charitable Funds. • Strategy and Vision – professional organisation to support with engagement work and move forward renewed strategy from April 2022. This will include a session with governors. <p>External Partnerships:</p> <ul style="list-style-type: none"> • Integrated Care System (ICS) design framework – a task and finish group has been formed to look at this. • Provider Collaborative – 3 areas of focus including clinical, workforce and financial strategies. The Collaborative will review new ways of working together during the pandemic and further opportunities moving forward • Gateshead Care System – this is an anchor institution and key to working into ICS developments • The Trust is working with Gateshead College and Gateshead Citizens Advice Bureau to further develop relationships. <p>Mrs Bilcliff drew attention to the presentation slides which are available via Convene and explained that the wider reports were presented at the public part of the Board. She highlighted the following key points:</p> <ul style="list-style-type: none"> • Operational performance – the Trust achieved its targets for Quarter 1 however Quarter 2 has been more challenging. Outpatients and diagnostic activity targets were achieved although pressures remain and there is a focus on long waiters. A&E performance remains challenging. • Quality, Safety and Patient Experience – Trust pressures impacting on ability to respond to Duty of Candour issues however is being addressed. There are increases in the Trust’s Hospital Standardised Mortality Ratio (HSMR) however this has been reviewed by the North East Quality Observatory Service (NEQOS) to provide external assurance. Friends and Family Test results remain positive and reflects how hard staff have been working during the pandemic. • People & Organisational Development KPIs – a focus on Health & Well-Being remains. There is under-performance in relation to appraisals and core skills 	

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	<p>however teams recognise the importance of this being completed. Planning is taking place for World Mental Health Day and Black History Month. The Workforce Race Equality Standard (WRES) and Workforce Race Disability Standard (WDES) action plans are being developed to support staff, managers and teams.</p> <ul style="list-style-type: none"> • Finance – there is a current surplus position with an underspend against plan. The financial planning guidance has not yet been received however Payment by Results is expected for 2021/22. The capital spend limit of £7m is fully committed however there are current issues with supply which is being monitored. <p>Questions from Governors: There were no additional questions raised.</p> <p>After discussion, it was:</p> <p>RESOLVED: to receive the update for assurance and information.</p>	
G/21/48	<p>BOARD COMMITTEE ASSURANCE UPDATES:</p> <p>Finance and Performance Committee: Mr M Robson, Vice Chair and Finance and Performance Committee Chair, provided an update on key issues and assurances, key risks and priorities from the Committee. He highlighted that the full detailed reports were presented at the last Board meeting.</p> <p>Roles and Responsibilities of the Committee:</p> <ul style="list-style-type: none"> • To review contractual performance and income – Mr Robson highlighted that the financial framework has changed and the Committee are comfortable with the period to date however spend will be monitored going forward. The Elective Recovery Fund (ERF) Recovery Programme is being monitored to understand any movement. • To review investment strategy, material business cases, and major projects. • To review and monitor the capital plan - spend currently reduced and has returned to normal business. • Performance related responsibilities - the Integrated Oversight Report (IOR) is presented to the Committee and Board. This report is monitored against national standards and the Trust’s corporate objectives including the Board Assurance Framework (BAF). 	

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	<ul style="list-style-type: none"> • Operational and Financial Planning – the NHSE/I guidance for H2 has not been received yet however work continues around planning and budget setting. The Trust’s Transformation Programme also underpins reports via the Committee • Subsidiary governance and performance – the Committee receives reports from QE Facilities (QEF). <p>Key issues considered and assurance received:</p> <ul style="list-style-type: none"> • Assurance for year end and financial outturn received via finance reports. As previously highlighted there are issues surrounding this year’s planning and forecasting however it is expected that H2 plans will be submitted and signed off in December 2021. • QEF Performance – quarterly reports to be received and presented by Mr A Robson, QEF Managing Director. • Capital plan – current restrictions in place. • Performance – to review Covid response and elective recovery plans. <p>Key risks:</p> <ul style="list-style-type: none"> • Continuing risk due to uncertainties of the financial framework • Risk to the delivery of income flows and market • Risk of further waves of Covid and increased demand on services. • Risk of unintended harm to patients due to impact of reduced levels of service and delayed treatment. <p>Key priorities for next 6 months:</p> <ul style="list-style-type: none"> • Approval of H2 plan. • Relaunch of the Accountability Framework. • New operational model and elective programme including new system oversight metrics. • Transformation plan delivery to be monitored via the Transformation Board. <p>Mr L Brown agreed that hospital trusts are working during uncertain times however requested more information around how the Committee considers market changes. Mr Robson explained that this currently relates to working with the ICS and other partners to deliver plans however is not specific. It is hoped that further clarity will be provided once the planning guidance is received.</p> <p>Mrs H Jones recognised that the Trust is doing a lot of work around staff health and well-being however queried if there are any measures of achievement and the right processes were in</p>	

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	<p>place. Mr Robson explained that the Non-Executive Directors receive formal reports to consider investments in this area and feedback is also provided. These are also triangulated with the Board walkabouts which provides further opportunity to meet staff and receive direct feedback. Mrs G Findley, Chief Nurse and Mrs J Baxter, Chief Operating Officer, will be providing further updates in relation to recruitment initiatives at future meetings.</p> <p>Mrs Marshall highlighted that the Trust usually receives the planning guidance in December which allows consultation with the Governors prior to implementation in April however this has not been possible this year. It is hoped that the business cycle will be back in place for 2022/23 however long term funding programmes are still uncertain at this stage.</p> <p>Digital Committee: Mr A Moffat, Non-Executive Director and Digital Committee Chair, provided an update on key issues and assurances, key risks and priorities from the Committee. He highlighted that this is a new Board Committee recognising that digital work is a key enabler to the delivery of the Trust's strategic plan. There is therefore an opportunity for two Governors to join the Committee as part of the Committee Allocation process.</p> <p>Mr Moffat reminded the Governors that Mr N Black, Chief Digital Information Officer, provided a presentation at the last Board meeting and highlighted the amount work that has been undertaken recently particularly in supporting key developments due to the pandemic.</p> <p>Key decisions and assurances:</p> <ul style="list-style-type: none"> • Approval of the Committee's work plan and Digital Strategy. • Monitoring the Digital Strategy Roadmap - some slippage due to supply, etc. • Development, roll-out and monitoring of service KPIs - positive development now in place and being reviewed at the right level. • Monitoring the progress of the Data Security Protection Toolkit – this also monitors the achievement of the Information Governance training target. • Monitoring of clinical safety action plan – the Committee receives regular Internal Audit reports to review. <p>Key risks:</p> <ul style="list-style-type: none"> • Risk of disrupted or delayed implementation of digital strategic objectives due to internal resource and 	

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	<p>reprioritisation pressures resulting from the pandemic response. This is also impacted by external supplier issues. Mr Moffat explained that milestones will continue to be reviewed and developed</p> <p>Key priorities:</p> <ul style="list-style-type: none"> • New Committee therefore will continue to evolve and establish its role and visibility. • Continued development of the Digital strategy. • Implementation of the Digital Roadmap • Data Security Protection Toolkit accreditation. • Continued development of KPI reporting. • Third party review of the Trust’s electronic patient record system which could emerge as a priority. <p>Mrs H Jones raised a query in relation to increased connectivity for patients and the community and Mr Moffat explained that the Committee will be reviewing supporting systems. He highlighted that the Committee membership includes the Chief Clinical Information Officer and Chief Nursing Information Officer and will provide important links to patients. Mr A Beeby, Medical Director, highlighted that patient involvement is an important direction of travel and is being taken forward within the maternity developments.</p> <p>Mrs Jones also queried whether access for vulnerable patients was being considered and Mr Beeby confirmed that the Trust ensures that all patients are given the appropriate access to services. Mr Moffat reported that this is reviewed by all NHS services and other options are made available based on patient need. Mrs Marshall highlighted that virtual out-patients clinics have been taking place and these appointments have been favoured by many patients during the pandemic. Dr R Bonnington, Non-Executive Director, confirmed that all GP surgeries also ensure accessibility and there is a need to be flexible and be responsive to patients’ needs.</p> <p>After further discussion, it was:</p> <p>RESOLVED: to receive the reports for assurance.</p>	
G/21/49	<p>WELL-LED GOVERNANCE REVIEW – SUMMARY OUTCOMES:</p> <p>Miss J Boyle, Company Secretary, presented a summary of outcomes following the Trust’s Well-Led Governance Review.</p> <p>She highlighted the key lines of enquiry and approach of the</p>	

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	<p>review which included a Governor focus group and the overarching conclusion demonstrated that the Trust has a strong commitment to continuous improvement and recognition of the importance of good governance.</p> <p>An action plan has been developed and includes the following key areas of focus:</p> <ul style="list-style-type: none"> • Governance structures. • Reporting – to ensure effective reporting through Committees and Board. • Strategic development • Board development – NHS Providers programme in place • Embedding structures, responsibilities and accountability – eg. Finance accountability framework <p>Miss Boyle also highlighted some of the findings and actions relevant to Council of Governors, some of which have already been introduced including the revised agenda and reports. Another key area includes dedicated Governor development time and quarterly training sessions/workshops will be included in the forward plan.</p> <p>Miss Boyle provided assurance that the action plan is being actively monitored by the Board to deliver the recommendations and thanked the Governors for their involvement in the process.</p> <p>Following consideration, it was:</p> <p>RESOLVED: to receive the report for assurance.</p>	
G/21/50	<p>COMMITTEE ALLOCATION PROCESS:</p> <p>Miss J Boyle, Company Secretary, presented the report which outlines the role of Governors in respect of both Board and Governor committees and puts forward a process for appointment to the respective roles following feedback from Governors on current practices.</p> <p>Miss Boyle highlighted that this will provide a clear process and guidance to Governor observers by introducing mechanisms to close the feedback loop to the Council. This will also provide the opportunity to gain a deeper understanding of the work of the Non-Executive Directors and support the Governors in discharging the role of holding Non-Executive Directors to account.</p> <p>In terms of Governor Committees, it is proposed to establish a</p>	

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	<p>working group to review Governor committee structures in more detail and Miss Boyle will support this Governor-led working group through the provision of benchmarking. It is also proposed to commence a process to refresh the membership of the Governor Remuneration Committee.</p> <p>The Governors agreed the processes above therefore Miss Boyle will distribute the expressions of interest forms for the Board and Governor Committees outlining the necessary requirements. Following consideration, it was:</p> <p>RESOLVED:</p> <ul style="list-style-type: none"> i) to complete an expressions of interest form to undertake an observer role at a Board Committee and return this to the Company Secretary by no later than 15th October 2021 ii) to establish a working group to undertake a deeper dive into the number, remit and structure of Governor committees and inform the Company Secretary if they wish to be a member of the working group by no later than Friday 8th October iii) to approve the process to refresh the membership of the Governor Remuneration Committee and provide delegated authority to the Company Secretary to commence the process 	JeB
G/21/51	<p>ELECTION UPDATE:</p> <p>Miss J Boyle, Company Secretary, provided key information and dates for the 2021 election.</p> <p>She highlighted that the notice of election was published on Friday 17th September 2021 and the deadline for nominations is on Friday 15th October 2021.</p> <p>There are 11 Governor positions available:</p> <ul style="list-style-type: none"> • 3 x Staff Governor • 3 x Public Governors for Central Gateshead • 2 x Public Governors for Western Gateshead • 2 x Eastern Governors for Eastern Gateshead • 1 x Patient and Out of Area Governor <p>Those members who are interested in standing in this year's elections are invited to attend one of three Governor Information Sessions to learn more about the opportunity. Current governors whose tenure ends on 4th January 2022 will</p>	

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	<p>automatically be sent a nomination pack, unless they have advised the Corporate Services Office of their intention not to stand for re-election.</p> <p>Civica Election Services are assisting the Trust in the process to ensure an independent and impartial process.</p> <p>After discussion, it was:</p> <p>RESOLVED: to note the key dates and receive the report for information.</p>	
G/21/52	<p>CYCLE OF BUSINESS:</p> <p>Miss J Boyle, Company Secretary, presented the cycle of business for the Council of Governors and highlighted that this will provide a long term view of key agenda items up until February 2023.</p> <p>Mrs Marshall requested for any feedback to be forwarded to Miss Boyle via email.</p> <p>Following consideration, it was:</p> <p>RESOLVED: to receive the cycle of business for information.</p>	All
G/21/53	<p>REVIEW OF THE MEETING:</p> <p>Mrs Marshall reported that this is a new agenda item which will be introduced to all meetings to provide review and reflection of the meeting and welcomed any comments.</p> <p>Rev J Gill highlighted that she has received extremely positive feedback on the new structure of the meetings and felt that it was beneficial to receive feedback from the Non-Executive Director Chairs. She also commented that the cycle of business is a good way forward.</p> <p>Mrs Marshsall thanked Miss Boyle for her work around this and asked for any feedback to be forwarded to Rev Gill which can be discussed at their next Lead Governor and Deputy Lead Governor one to one meeting.</p> <p>Mrs Marshall highlighted that this will be Mr D Shilton’s final meeting as Non-Executive Director and thanked him for his tremendous contribution to the Trust and ensuring that patient</p>	All

Agenda Item	Discussion and Action Points	Action By
	safety and quality is centre to all our services. Mr Shilton thanked Mrs Marshall and the Governors and felt that the Trust was fortunate to be represented by Governors who are passionate about healthcare.	
G/21/54	<p>DATE AND TIME OF NEXT MEETING:</p> <p>RESOLVED: that the next meeting of the Council of Governors will be held at 10.00am on Wednesday 17th November 2021.</p>	

COUNCIL OF GOVERNORS ACTION TRACKER

Item Number	Date	Action	Deadline	Executive Lead	Progress
G/21/25	19.05.2021	Strategic Aims & Objectives – mid-year progress report to be provided	17.11.2021	JB	The report presented at the September 2021 Board Meeting provides an assessment of progress 6 months into the 2021/22 year and is included in the Review Room for reference.
G/21/27	19.05.2021	Staff Survey Results – to provide further update on work from the steering group in the near future	17.11.2021	LCJ	A report has been included in the Review Room for reference.
G/21/29	19.05.2021	IOR – to arrange a governor session to provide understanding around use of SPC charts	17.11.2021	JeB	To be arranged via Governor workshop – the proposed new Governor Governance and Development Committee will consider this to be factored into the annual plan.
G/21/50	29.09.2021	Committee Process – to distribute expression of interest forms and provide feedback at next meeting	17.11.2021	JeB	Forms were distributed and the outcome of the process is outlined in Items 10 and 11.
G/21/52	29.09.2021	Cycle of Business – to forward any feedback to JeB via email	17.11.2021	All	The cycle of business has been updated to reflect the addition of an equality, diversity and inclusion update.
G/21/53	29.09.2021	Review of meeting – to forward any feedback on the new format of the meeting to JG via email	17.11.2021	All	No further feedback received – discussed in Chair and Lead / Deputy Lead Governor meeting as agreed

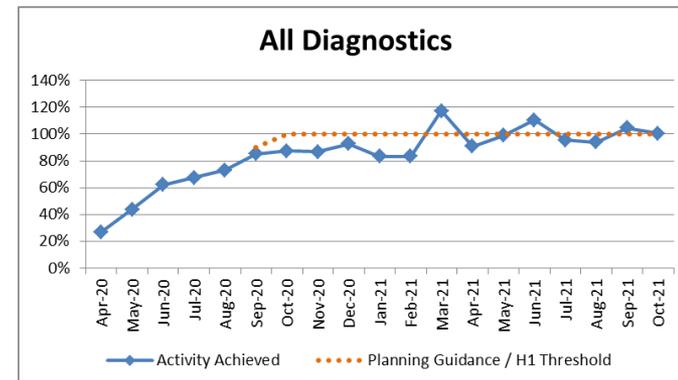
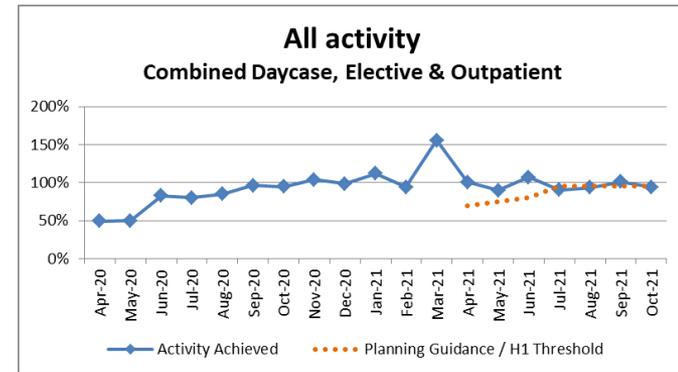
Performance Report - Council of Governors November 2021

Please note that the full Integrated Oversight Report and Finance Report are included in the Part 1 Board papers which are accessible on the website and on Convene. They include more metrics and spotlight reporting.

Operational performance

- The Trust **achieved combined activity of 94% in October**, a positive increase on July / August where levels were circa 89%.
- The H2 expectation is for trusts to maximise elective activity and eliminate waits of over 104 weeks.
- The Trust is required to conduct 25% of **outpatient appointments virtually** and met this target in October.

- There are no specific thresholds for **diagnostic activity** but trusts are expected to deliver as much as they can to support elective recovery, clinically prioritising all waiters over 6 weeks. The Trust achieved **105% diagnostic activity in October 21**, but there were **particular pressures on echocardiology**, which accounted for 85.7% of the diagnostic waiters over 6 weeks. Echocardiology did show a slight increase in activity for October, with additional capacity secured for November.



Operational performance

Performance Measure	RO	Last Period		This Period		This Period Status	Target (where applicable) or trajectory
Referral to treatment within 18 weeks	JBa	79.7%	Aug 21	79.1%	Sep 21	✗	92%
Referral to treatment Total incomplete waiters	JBa	9422	Aug 21	9912	Sep 21		8,590
Referral to Treatment >52 week waiters	JBa	44	Aug 21	29	Sep 21		0
A&E seen within 4 hours	JBa	83.1%	Sep 21	75.3%	Oct 21	✗	95%
A&E attendances	JBa	8855	Sep 21	8699	Oct 21		10,268
Cancer 2 ww - first seen	JBa	92.8%	Sep 21	92.2%	Oct 21	✗	93%
Cancer 2ww to treatment within 62 days	JBa	78.3%	Aug 21	63.4%	Sep 21	✗	85%
Cancer 62 day treatment screening	JBa	91.0%	Aug 21	83.1%	Sep 21	✓	90%
Cancer waits over 104 days (all pathways)	JBa	43	Aug 21	38	Sep 21		0
Diagnostic waits % within 6 weeks	JBa	65.8%	Aug 21	65.2%	Sep 21	✗	99%

- Performance against the **RTT 18 week standard** is at 79.06% with an increase of patients on the RTT waiting list.
- The Trust had the lowest volume of **>52 week waiters** in the Integrated Care Partnership (Sept)
- **A&E performance** against the 4 hour standard was 75.83%. Footfall through A&E has increased in October and is on average 77 attendances per day more than last year (37.6% increase), although activity remains below pre-Covid levels. The latest national benchmarking data (September) places the Trust at 11th of 139 Type 1 providers.
- The Trust's position against the **62 day standard** showed a decrease in performance for September, reporting performance at 63.43%
- The Trust's position against the **2 week wait target** in October was 92.2% just below the 93% standard

Quality, safety and patient experience



Gateshead Health
NHS Foundation Trust

- Verbal compliance with **duty of candour** increased to 100% in September. Data collection and classification processes are ongoing to ensure compliance with reporting criterion.
- The Trust's **Hospital Standardised Mortality Ratio (HSMR)** remains unchanged and continues to show more deaths than expected for this indicator. An external review was conducted in December 2020 by the North East Quality Observatory (NEQOS), which identified no specific cause for the higher HSMR figure. NEQOS advised the Board in Sept '21 that reviewing other indicators such as mortality reviews and medical examiner reports provide richer insight due to the impact of COVID-19 on the accuracy of the indicator.
- The Trust has not recorded a Never Event since October 2020 and there are no outstanding national patient safety alerts.
- Scores from the **Friends and Family test remain positive** on the whole.

Measure	Latest period		Target	Latest 12 months
A&E scores from Friends & Family Test - % positive	76.1%	Oct-21		83.6%
Inpatient & day case scores from Friends & Family Test - % positive	94.2%	Oct-21		98.0%
Maternity scores from Friends & Family Test - % positive	91.7%	Oct-21		97.5%
Outpatient scores from Friends & Family Test - % positive	94.2%	Oct-21		99.0%

People and organisational development



Gateshead Health
NHS Foundation Trust

- Operational staffing pressures continued as front-line staff continue to be impacted by sickness and annual leave. This has resulted in a continuation of **under-performance** against our Well Led measures, such as **sickness, appraisals and core training**.
- The Workforce Cell continues to urgently review the effectiveness of actions to support staff who may be experiencing mental health conditions, as well as tiredness and burn-out. New Healthcare Assistants have been appointed to provide additional support on the wards.
- A new Education, Learning and Development Group has been established to assist in the recovery of the appraisal and training positions, providing support to managers. The core skills review of our training package and requirements is underway.
- We held a number of activities to celebrate **Black History Month** during October. This included webinars, opportunities to try different foods within the Hub and a fantastic 'In Conversation with' event which was hosted by the Trust and included a number of excellent keynote speakers.

Measure	Latest period		Target	Latest 12 months
Staff sickness	5.8%	Sep-21	4%	5.2%
Staff turnover	1.3%	Sep-21		1.3%
Appraisals	62.1%	Sep-21	85%	63.7%
Core Training	70.2%	Sep-21	85%	72.6%
Data Quality Maturity Index (DQMI) - MHSDS dataset score	85.7%	Jul-21		89.0%

Financial performance – Sept '21



Actual surplus position	Planned surplus position
£2.588m	£200k



CRP schemes identified	CRP target
£2.225m	£2.225m



Cash in the bank	Opening position 01/04/21
£45.961m	£43.862m



Elective recovery fund (ERF) income April to Sept '21
£2.264m



Capital spend	Available capital funding
£2.986m	£9.723m

Points to note:

- ERF income is on an Integrated Care System (ICS) basis. Due to an increase in activity thresholds, no further income was received for July to Sept '21.
- H2 planning guidance now published and submissions have been made to the ICS.

Work of the People and Organisational Development Committee

Presented by Dr Ruth Bonnington, Chair
of the Committee

Background and Context

- Committee been in place since 2018 with Ruth appointed as Chair in summer 2020.
- Lisa Crichton-Jones, Executive Director of People and Organisational Development (POD) appointed and joined the committee in October 2020 followed by Amanda Venner, Deputy Director of POD being appointed and joining the committee in Feb 2021.
- New terms of reference were agreed in September 2021 which provide clarity on roles, responsibilities and areas of focus.
- Significant refresh underway, ensuring the flow of information and relevant assurances are aligned to internal meetings and other committees.
- A significant review of the People and OD function has been undertaken and a new structure is being implemented and the work of the committee is aligned to a new senior leadership team.
- The POD portfolio is broad, complex and high profile. The last 18 months have been a significant challenge for staff and continue to be so as we move into winter.

Role and responsibility of the Committee

- **Membership and attendance**

- Members – 2 Non-Executive Directors, Executive Director of People and Organisational Development, Chief Nurse, Chief Operating Officer and Medical Director
- Attended by the Deputy Director of People and OD with others invited to attend to present specific papers.

- **Frequency**

- Meets bi-monthly

- **Governance**

- New terms of reference approved in September 2021
- Was formerly known as the HR Committee
- Supported by a new sub-structure:
 - People and Organisational Development Portfolio Board
 - Supported by five core workstream groups

Role and responsibility of the Committee



Gateshead Health
NHS Foundation Trust

- **Strategy, planning and risk**
 - Assurance over the delivery of national and local-level strategies, principally the NHS People Plan
 - Assurance over the delivery of relevant corporate objectives
 - Scrutiny of workforce and recruitment forecasts and planning - and delivery of these plans.
 - Review relevant Board Assurance Framework extracts and Organisational Risk Register risks.
- **Leadership, culture and organisational development / looking after our people**
 - Review staff survey results and seek assurance over action plan delivery.
 - Seek assurance that current and future leadership, training and development plans are robust.
 - Seek assurance over delivery of the equality, diversity and inclusion agenda.
 - Seek assurance over Freedom to Speak Up, including activity, themes and trends.
 - Seek assurance over safe working conditions for doctors and patients via Guardian of Safe Working reports.

Quality and excellence in health

Role and responsibility of the Committee

- **People performance**
 - Review of the Integrated Oversight Report with a particular focus on people measures.
 - Review the People and OD metrics report.
 - Review of internal performance and relevant targets
- **Regulatory and governance**
 - Annual assurance report on fit and proper persons compliance.
 - Review of annual revalidation report.
 - Review of Annual Deans' Quality Management report
 - Review of Quarterly Freedom to Speak up report
 - Review of related internal audit reports.
 - Receive for information and assurance any reports from external reviews which relate to the remit of the Committee.

Key issues considered and assurances received

- **Strategy, planning and risk**
 - Updates on People Plan implementation – good assurance received despite capacity pressures.
 - Updates received on priority objective achievement – health and wellbeing objective proceeding to plan; strategic workforce planning and development of a leadership and OD strategy both proceeding to plan with some identified risks.
 - BAF and major risks reviewed at each meeting.
- **Leadership, culture and organisational development / looking after our people**
 - Reviewed Workforce Race Equality Standard (WRES) and Workforce Disability Equality Standard (WDES) reports – significant amount of work undertaken but still progress to be made through collective ownership and responsibility.
 - Gender pay gap reporting – assurance provided over reduction in pay gap.
 - Freedom to Speak Up Guardian report – increased number of concerns but some deep dive work required to understand decline in elements of the staff survey (confidence in Trust addressing concerns).

Key issues considered and assurances received

- **Leadership, culture and organisational development / looking after our people (cont.)**
 - Guardian of Safe Working Annual Report – assurances received.
 - Revalidation Report and Annual Deans' Quality Meeting (ADQM) Annual Report rated as fully assured reflecting the strong levels of compliance.
- **People performance**
 - Detailed review of the Integrated Oversight Report and People Metrics report – partial assurance with ongoing work to improve data accuracy being progressed.
 - Assurance provided that recovery plans for core skills and appraisals were being developed.

Key issues considered and assurances received

- **Regulatory and governance**
 - Received reports from 4 independent reviews into elements of People and Organisational Development. Updates are provided on actions taken, including detailed internal review of recruitment files, which reduced potential level of risk.
 - Updates received on the development of the People and Organisational Development Portfolio Board and its supporting groups.

Key risks

- **Risk of not having the right people in the right place with the right skills**
 - People and OD restructure helps to build capacity within the business unit in order to deliver an effective service to the rest of the Trust.
 - Workforce Supply Task and Finish Group established.
- **Risk regarding leadership and organisational development and organisational culture**
 - Still lots of work to do collectively on equality, diversity and inclusion but strong commitment here
 - Actions agreed by Committee include Freedom to Speak Up deep dive.
 - Assurance received regarding new leadership and management development offering being scoped and launched.
- **Risk that the Trust cannot support health and wellbeing needs due to insufficient capacity**
 - Assurance provided regarding steps taken and access to ICS-wide support tools.
 - Guardian of Safe Working report also gives good assurance

Key priorities for the next 6 months

- Support the development of a refreshed People Strategy for the Trust
- Embed new terms of reference and approach.
- Continuing to seek assurance over delivery of priority objectives – particularly workforce supply, health and wellbeing and leadership and OD.
- Seeking assurance over the staff surveys and any improvement actions.
- Seeking assurance over continued progress in the development of accurate information on key People and OD areas.
- Seeking assurance over the implementation of actions from the independent reviews.



Gateshead Health
NHS Foundation Trust



Quality and excellence in health

Work of the Audit Committee Presented by Andrew Moffat, Chair of the Committee

Role and responsibility of the Committee

Gateshead Health
NHS Foundation Trust

• Composition

- Only Non-Executive Directors can be members – 4 members
 - Andrew Moffat (Chair)
 - Hilary Parker
 - Maggie Pavlou
 - Anna Stabler
- Attended by Acting Group Director of Finance (Kris Mackenzie), Chief Nurse (Gillian Findley), Company Secretary (Jennifer Boyle), Internal Audit (AuditOne), External Audit (now Mazars), Local Counter Fraud Service (AuditOne).
- Others invited to present specific papers.

• Frequency

- Meets 4 times a year plus special meeting to approve the accounts / annual report

• Governance

- All trusts must have an audit committee – a requirement of the regulator's (NHSE/I) Code of Governance, which is based on the UK Corporate Governance Code.
- The Audit Committee covers both the Trust and its subsidiaries (QE Facilities).

Role and responsibility of the Committee

- **Internal control and risk management**
 - Assurance over an effective system of financial and other controls
 - Assurance over the effectiveness of risk management processes and structures
 - Assurance over counter-fraud arrangements
- **Financial reporting**
 - Review the annual accounts, annual report and other year-end regulatory submissions (Corporate Governance Statement and self-certifications), making recommendations to the Board
- **Internal audit**
 - Review and approve the internal audit annual plan / programme
 - Receive all internal audit reports and seek assurance that recommendations are implemented in a timely manner
 - Assess the provision of the internal audit service and its effectiveness

Role and responsibility of the Committee

- **External audit**
 - Make recommendations to the Council of Governors regarding the appointment of the external auditors
 - Review the annual external audit plan and identified audit risks
 - Review the work and findings of external audit, seeking assurance over the implementation of recommendations
 - Review the effectiveness of external audit and report this to the Council of Governors
- **Regulatory and governance**
 - Review the schedule of losses and special payments
 - Review the controls and processes in respect of the clinical audit programme
 - Review proposed changes to key governance documents prior to presentation to the Board – e.g. Standing Financial Instructions, Constitution, Standing Orders, Scheme of Delegation

Key issues considered and assurances received in last 5 months



Gateshead Health
NHS Foundation Trust

(to Sept 21 Committee date)

- **Year-end documentation**

- Reviewed the 2020/21 year-end documentation (annual accounts and annual report – including annual governance statement) and made recommendations to the Board of Directors regarding approval.
- Reviewed the 2020/21 external audit report and Head of Internal Audit opinion to inform year-end conclusions and recommendations to Board.

- **Internal audit**

- Reviewed and approved the 2021/22 internal audit plan (36 planned audits).
- Reviewed the completed audits from 2020/21 (31 audits in total in the plan with 16 reviewed in the last 5 months) and the 2021/22 plan (2 reviewed), receiving updates on progress against plan and the implementation of recommendations.

- **Counter-fraud**

- Reviewed and approved the 2021/22 counter fraud plan (77 days in the plan).
- Counter-fraud received 4 new ‘hold to account’ reviews since 1 April 21, of which 3 investigations were concluded and closed by the September ‘21 Audit Committee.
- Received positive assurance on the preventative activity undertaken.
- Requested that Counter Fraud streamline the format of reports.

Key issues considered and assurances received in last 5 months

(to Sept 21 Committee date)

- **Risk management**
 - Reviewed and approved the risk management policy, noting further revision is required.
 - Received assurance reports from the newly formed Executive Risk Management Group – assurances received regarding progress made.
- **External audit**
 - Received 2020/21 QE Facilities' audit planning report and assurance over plan to complete this audit.
 - Chair of the Audit Committee formed part of the External Audit Working Group (a sub-committee of the Council of Governors) which supported the full Council in the process for the appointment of new external auditors.
- **Regulatory and governance**
 - Assurances received regarding the controls and processes surrounding Freedom to Speak Up.
 - Approval of losses and special payments reports.
 - Reviewed a proposed change to the Standing Financial Instructions and recommended them for approval at Board.

Key risks

- **Capacity challenges**

- Internal audit plan is behind schedule due to audit staffing issues and capacity of Trust staff to respond to audit requests, but assurance received that additional resource has been secured.
- Some slippage on the completion of actions resulting from internal audit recommendations due to overly-ambitious target dates, capacity and Covid. Overdue recommendations are now formally reported to the Executive Team meetings with a plan to share this with the Senior Management Team for action.

Key priorities for the next 6 months

- Consideration of revised terms of reference – to be shared with the Council once approved.
- New external auditors commence.
- Monitor progress against planned audit activity and implementation of recommendations as we head towards year end.
- Prepare for review of year-end reporting, ensuring that regulatory deadlines are met and that continuous improvement is made in the quality of reporting.



Gateshead Health
NHS Foundation Trust



Quality and excellence in health

QE Facilities Ltd

Update and Highlights Presentation
Council of Governors
November 2020

2021

- * Improving internally
 - * Rapid Response Cleaning & sterilisation
Award winning CSSD unit
 - * Sustainability (Greener NHS)
 - * Leading the way
 - * 6 sub groups in the FT
 - * Decarbonisation
 - * Reducing cross infection using sustainable products
 - * Working together & collaboratively
 - * Restructure & Staff collaboration
 - * Portering & Transport
 - * Estates & Facilities
 - * Domestics & CSSD
 - * Catering & Security

2021

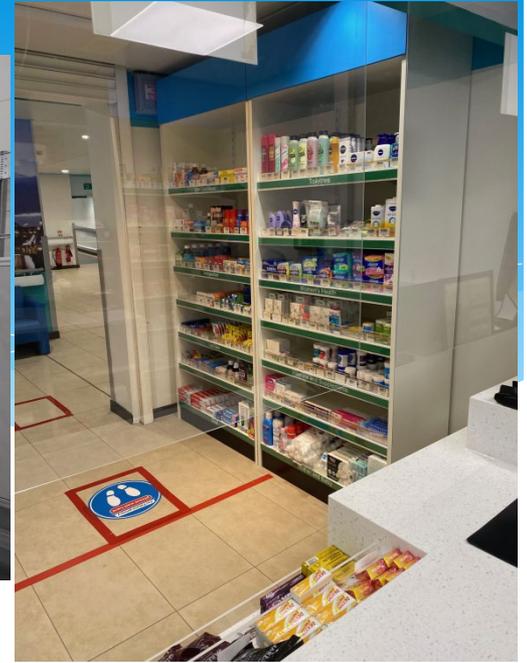
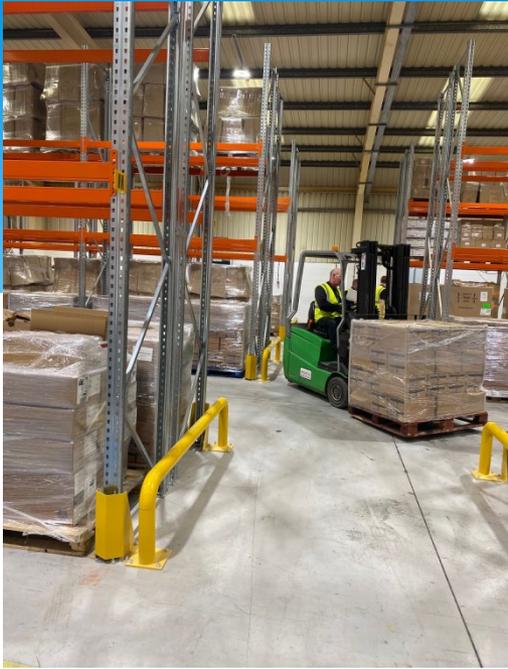
- * 7th year as a subsidiary of the trust
- * Expanding externally
 - * FFP3 Mask manufacturing
 - * Wholesale Pharmaceutical
 - * Healthcare at home
 - * NEAS drug supply
 - * PTS Expansion NEAS, RVI & Freeman
 - * Transport
 - * Mobile Vaccination unit
 - * Specialist Pathology transport
 - * Buildings Maintenance & Estate Services

Mobile Vaccination Clinic



Bringing Vaccination to the patient







Living Wage Accreditation

Hot off the press !!

We are now accredited by the national body and join 7,000 organisations that have agreed to invest in their workforce. As part of this agreement we ensure all of our partners are doing the same thing!

**THE LIVING WAGE IN BUSINESS:
IMPACT AND OPPORTUNITY**

15th November | 5-6.15pm

The Living Wage: it's good for people and good business, but it's actually good for businesses too!

In this NIBE online event, you'll find out what the real Living Wage is, why it's important, the benefits to businesses and subsequent opportunities.

NIBE. LIVING WAGE WEEK 2021

The poster features a central graphic of a glowing yellow lightbulb with rays emanating from it, set against a teal circular background. The text is arranged in a clean, modern layout with a mix of bold and regular fonts. The NIBE logo is prominently displayed at the bottom left, and the event title is in a large, bold font at the top.

Report Cover Sheet

Agenda Item: 10

Date of Meeting:	17 November 2021		
Report Title:	Outcome of the Board Committee Allocation Process		
Recommendations: (Action required by Council of Governors)	The Council is requested to note the outcome of the Board committee allocation process, being assured that due process was followed.		
Decision:	Discussion:	Assurance:	Information: X
<p>A number of Governors submitted expressions of interest to undertake the formal observing roles for the Board committees.</p> <p>Due process was followed and the appointments to these positions can now be confirmed.</p> <p>All positions were filled and appointments will be effective from 1 December 2021 for a period of 2 years.</p> <p>Introductory induction meetings will be arranged between Committee Chairs, Governor observers and the Company Secretary.</p> <p>Observers will share feedback with the rest of the Council during informal sessions prior to each Council meeting.</p>			
Author:	Jennifer Boyle, Company Secretary		
Presented by:	Jennifer Boyle, Company Secretary		

Board Committee Allocation Process Outcome

1. Executive Summary

- 1.1. At the previous Council of Governors' meeting in September 2021 Governors were briefed on plans to introduce a fairer process for the allocation of Board committee observer roles. Expression of interest forms were circulated following the meeting.
- 1.2. The Chair of the Board / Council and Company Secretary reviewed the returns with support from Committee Chairs for over-subscribed committees.
- 1.3. All observer roles have been filled as a result of this process. Governor observer positions will be effective from 1 December 2021 for a period of 2 years (or until a Governor's term ends).
- 1.4. Introductory meetings will be arranged between each Committee Chair, the Governor observers and the Company Secretary.
- 1.5. On behalf of the Council and the Board, a sincere thank you is recorded to those Governors stepping down from observation roles for their commitment and dedication to the roles.

2. Introduction

- 2.1. The paper presented to the Council of Governors in September 2021 outlined the requirement to implement a new process for the allocation of Board committee observer roles in order to ensure that all Governors are provided with a fair opportunity to apply for this role.
- 2.2. It also highlighted the importance of ensuring that there are effective feedback mechanisms from the observers through to the full Council when it meets in informal session, so that all Governors benefit from the insights that committee observations provide.
- 2.3. An expressions of interest form was circulated following the meeting and this paper formally outlines the outcome of the allocation exercise and next steps.

3. Key outcomes

- 3.1. There was a good level of interest from Governors in undertaking the Board committee observation roles.
- 3.2. The Chair of the Board / Council and Company Secretary reviewed the returns. For those committees which were over-subscribed (and therefore where a decision was required on role allocation), the Committee Chairs were involved in the decision-making process in line with the agreed process.
- 3.3. Governors submitted strong supporting statements and all Governors confirmed that they had the appropriate time to commit and would provide feedback to the wider Council on the quality of debate and discussion at the committees.

- 3.4. There were two committees which were over-subscribed – People and Organisational Development and Digital Committee. Given the strength of supporting statements, other factors considered in the allocation process included ensuring that those Governors who have not previously observed Board committees were given an opportunity to do so.
- 3.5. All Governors who applied have been contacted personally in advance of the Council to inform them of the outcome of the decision and the rationale.
- 3.6. The confirmed Governor observers are:

Committee	Observers
People and Organisational Development Committee (Chair: Dr Ruth Bonnington)	Kendra Marley - staff Governor Les Brown - public Governor Western
Charitable Funds Committee (Chair: Mike Robson)	John Bedlington - public Governor Central Abe Rabin - public Governor Central
Quality Governance Committee (Chair: Anna Stabler)	Abe Rabin - public Governor Central Aron Sandler - Appointed Governor for the Gateshead Jewish Community Forum
Digital Committee (Chair: Andrew Moffat)	John Bedlington - public Governor Central Geoff Riddell - public Governor Western

- 3.7. Introductory meetings will be arranged between each Committee Chair, the Governor observers and the Company Secretary. This will provide observers with more information about their committee and additional support and guidance on how to enact the role and feed back to the Council.

4. **Recommendation**

- 4.1. The Council is requested to note the outcome of the Board committee allocation process, being assured that due process was followed.

Report Cover Sheet

Agenda Item: 11

Date of Meeting:	17 November 2021		
Report Title:	Governor Committees Working Group – Outcome Report		
Recommendations: (Action required by Council of Governors)	<p>In respect of the Governor committee structure it is recommended:</p> <ul style="list-style-type: none"> • To maintain a Membership Strategy Group. Expressions of interest will be sought in January 2022. • To establish a Governor Governance and Development Committee. Expressions of interest will be sought in January 2022. • To retain strategy development and discussion as a Council-wide responsibility. <p>The Council is requested to approve the membership of the Governor Remuneration Committee from the expressions of interest received. The Council is requested to hold the vacancies until January 2022, with the opportunity to fill these vacancies being offered to incoming Governors.</p>		
Decision: X	Discussion:	Assurance:	Information:
<p>The Governor Committee Working Group was formed following approval at the September 2021 Council meeting. The Working Group met twice and considered benchmarking information on Governor committee structures.</p> <p>This paper summarises the outcomes from the Working Group and its recommendations to the Council – namely to retain the Membership Strategy Group and establish a new Governor Governance and Development Committee.</p> <p>Expressions on interest were sought for places on the Governor Remuneration Committee, with four expressions of interest being received. This leaves two vacancies and it is proposed that these vacancies are offered to incoming Governors in January 2022.</p>			
Author:	Jennifer Boyle, Company Secretary		
Presented by:	Jennifer Boyle, Company Secretary		

Governor Committees Working Group – Outcome Report

1. Executive Summary

- 1.1. In September 2021 the Council agreed to establish a Working Group to review Governor committees in more detail, including comparing and contrasting current arrangements with other trusts.
- 1.2. The Working Group met twice and identified some potential areas for improvement in current arrangements – namely the establishment of an all-encompassing Governor Governance and Development Committee to support the Council in covering some core Governor functions (such as the review of core governance documents / policies, effectiveness of the Council of Governors, the review of significant transactions / service changes and the establishment of an annual cycle of Governor training). Terms of reference have been drafted and are presented to the Council for approval.
- 1.3. The Working Group also recommended that the Membership Strategy Group be retained, with membership drawn from public and staff Governors.
- 1.4. It is proposed that expressions of interest for both the Governor Governance and Development Committee and the Membership Strategy Group would be sought in January 2022 to ensure that incoming Governors also have an opportunity to put themselves forward.
- 1.5. With respect to the Governor Remuneration Committee four expressions of interest were received. It is recommended that the Council confirms the membership of this core Committee, with the remaining two vacant seats held until new Governors join the Council in January 2022.

2. Introduction

- 2.1. At the September 2021 Council meeting Governors approved the proposal to establish a working group to review Governor committee structures in more detail and develop recommendations for consideration by the Council.
- 2.2. Expressions of interest were sought from Governors with the following Governors forming the Working Group:
 - Rev Jenny Gill - Public Governor Western, Lead Governor and Chair of the Working Group (as agreed by the Council in September 2021)
 - Abe Rabin – Public Governor Central, Deputy Lead Governor
 - Kendra Marley, Staff Governor
 - John Bedlington, Public Governor Central
 - Aron Sandler, Appointed Governor for the Gateshead Jewish Community Forum
 - Steve Connolly, Staff Governor
- 2.3. Governors were joined by the Company Secretary and Corporate Services Assistant, who participated in advisory rather than decision-making roles.

- 2.4. This report outlines the outputs of the Working Group and its recommendations to the Council.
- 2.5. At the September 2021 Council meeting it was also agreed to proceed with the refresh of the membership of the Governor Remuneration Committee. This paper outlines the proposed membership following the receipt of expressions of interest.

3. Key outcomes – Governor Committee Working Group

- 3.1. The current Governor committee structure within the Trust is:
 - Governor Remuneration Committee (meets at least annually, but usually more frequently depending upon appointment / re-appointment requirements)
 - Membership Strategy Group (meets quarterly except during the pandemic)
- 3.2. At its first meeting on 20th October, the Working Group reviewed the output of a benchmarking exercise to compare and contrast Gateshead's Governor committee structure with Integrated Care System (ICS) trusts and others from around the country.
- 3.3. The benchmarking demonstrated that:
 - All trusts in the exercise had a membership committee, although this was sometimes merged with another function;
 - A number of trusts had a quality-related committee / working group;
 - Some trusts had a strategy / planning group; and
 - A number of trusts had an all-encompassing governance group, with a differing remit between trusts.
- 3.4. Remuneration committees were excluded from the exercise, as there is a statutory requirement for each trust to have one.
- 3.5. The Working Group discussed the benchmarking exercise and agreed the following:
 - The Membership Strategy Group should be retained and members sought (although an open invitation would be retained for any interested Governor to join a meeting).
 - Whilst some trusts have a committee for strategy, it was agreed sharing a view on the strategic direction is such an important role that it should be reserved for full Council discussion. As such, it is not proposed to establish a dedicated Governor strategy committee.
 - It would be beneficial to develop an all-encompassing governance group which could review a number of items discussed by the Working Group, including:
 - Engagement of Governors on significant transactions and/or service changes;
 - Development of a forward plan for Governor training;
 - Review of constitutional amendments and Governors policies on behalf of the Council; and
 - The effectiveness of the Council of Governors and other Governor-related arrangements.

- 3.6. It was agreed that the Company Secretary would develop a draft terms of reference for this new group. The draft terms of reference were considered at the next meeting of the Working Group on 3 November.
- 3.7. With the exception of some minor wording amendments, the Working Group concluded that the terms of reference were fit for purpose. They are appended to this report for review and approval by the full Council.
- 3.8. Should the Council approve the proposed plan to establish the Governor Governance and Development Committee, then expressions of interest will be sought in January 2022 to provide incoming Governors with an opportunity to become involved.

4. Key outcomes – Remuneration Committee

- 4.1. Four expressions of interest were received for the Governor Remuneration Committee:
 - Chris Toon, Appointed Governor for Gateshead College (current Chair of the Governor Remuneration Committee)
 - Kendra Marley, Staff Governor
 - Les Brown, Public Governor Western
 - Abe Rabin, Public Governor Central
- 4.2. In accordance with the terms of reference this leave two vacancies – 1 for a public Governor and 1 for a staff Governor.
- 4.3. The Committee can still operate with its current membership and achieve its quorum, which requires three Governors to be present.
- 4.4. It is proposed to confirm the membership as outlined in 4.1 and hold the two vacancies until the incoming Governors commence in post in January 2022.

5. Recommendations

- 5.1. The Governor Committee Working Group proposes the following recommendations for approval by the Council:
 - To maintain a Membership Strategy Group with membership of at least 6 Governors and capped at 10, to be drawn from public and staff Governor groups. Expressions of interest will be sought in January 2022.
 - To establish a Governor Governance and Development Committee in line with the draft terms of reference which are presented to the Council for approval. Expressions of interest will be sought in January 2022.
 - To retain strategy development and discussion as a Council-wide responsibility and therefore use full Council workshops and meetings as the forums for debate and discussion.
- 5.2. The Council is requested to approve the membership of the Governor Remuneration Committee from the expressions of interest received. The Council is requested to hold the vacancies until January 2022, with the opportunity to fill these vacancies being offered to incoming Governors.

Governor Committees

DRAFT Terms of Reference



Governor Governance and Development Committee

Constitution and Purpose – The Governor Governance and Development Committee is a formal group with delegated responsibility from the Council of Governors to review a range of governance matters on its behalf.

The Committee is authorised by the Council of Governors to investigate any activity within its Terms of Reference. Any decisions of the Committee shall be taken on a majority basis. All members of the Group have an equal vote. In the event of a tied vote, the Chair of the meeting will hold the casting vote.

Date Adopted / Reviewed	TBC
Review Frequency	Annually
Review and approval	Governor Governance and Development Committee
Adoption and ratification	Council of Governors

Membership	<p>The Group shall consist of:</p> <ul style="list-style-type: none"> • Lead or Deputy Lead Governor (Chair of the Committee) • At least 6 Governors with membership capped at 10. • Membership should include representation from public, appointed and staff Governors where circumstances allow. <p>All Governors have an open invitation to attend meetings of the Governor Governance and Development Committee, although only formal members count for quorum and voting in respect of formal decision-making.</p>
Attendance	<p>The following will be expected to attend the Group on a routine basis to provide advice, support and administration:</p> <ul style="list-style-type: none"> • Company Secretary • Corporate Services Assistant
Meeting frequency and quorum	<p>Meetings shall be held quarterly and as required by any relevant regulatory requirements.</p> <p>To be quorate there should be at least one third of the membership present.</p> <p>Members and regular attendees are expected to achieve 75% attendance annually.</p>

Meeting organisation	<p>The Group shall be supported administratively by the Trust's Corporate Services team.</p> <p>In accordance with the Trust's Standing Orders, papers will be circulated to members and attendees six days before the meeting wherever possible, and no later than three clear days before the meeting, save in emergency.</p> <p>Minutes of the meetings are circulated (alongside the agenda for the following meeting), to members and attendees.</p>
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Duties and responsibilities	
Governor training and development	<p>To review the induction and training arrangements for Governors, including working with the Company Secretary to identify appropriate topics for training and development.</p> <p>To develop an annual cycle of business for quarterly development sessions for approval by the Council of Governors.</p>
Trust Governance Documents	<p>To review proposed changes to the following key governance documents and make recommendations to the Council of Governors (which must formally vote on proposed changes):</p> <ul style="list-style-type: none"> • Trust's Constitution • Council of Governors' Standing Orders
Governor Policies and Procedures	<p>To review key policies and documents relating to Governors, such as the Governor Handbook.</p> <p>The Committee will make recommendations to the Trust's Policy Review Group and the Council of Governors in respect of these policies where appropriate.</p> <p>To monitor compliance with these policies in line with the monitoring arrangements articulated within the policies themselves.</p>
Reviewing the Effectiveness of Council Governance	<p>To review Governor conduct and attendance, including attendance rates for Council meetings, committees and training events.</p> <p>The Committee will also oversee the process for the allocation of Governor group / committee members every two years.</p> <p>To review the outcomes of the Council's annual effectiveness review and oversee the implementation of any resulting actions.</p>
Other Governance Issues / Requirements	<p>To review and understand key principles of the regulatory framework and requirements, particularly where this impacts on the role of the Council of Governors.</p> <p>To be the first point of contact for the discussion of significant transactions and / or service changes where consultation and / or approval by the</p>

	<p>Council of Governors may be beneficial.</p> <p>To review other key governance-related requirements or requests as and when they arise.</p>
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Reporting and monitoring	
Reporting	<p>An assurance report from this Committee will be presented by the Chair to the next meeting of the Council of Governors.</p>
Monitoring	<p>Compliance with the terms of reference will be reviewed via an annual self-assessment. This will inform any proposed revisions to the terms of reference and the cycle of business.</p> <p>The outcome of the effectiveness and terms of reference review is presented to Council of Governors following consideration by this Committee.</p>

Report Cover Sheet

Agenda Item: 12

Date of Meeting:	17 November 2021		
Report Title:	Council of Governors' Dates		
Recommendations: (Action required by Council of Governors)	The Council is requested to: <ul style="list-style-type: none">• Review the draft dates for key Governor meetings;• Provide feedback to the Company Secretary if required; and• Approve the dates through to December 2022 (except the Board dates).		
Decision: X	Discussion:	Assurance:	Information:
<p>This paper provides draft dates for Council of Governor meetings and workshops.</p> <p>Board of Directors' dates have already been approved by the Board and are presented here for information.</p> <p>Governor Committee dates will be identified in due course once membership of the committees is confirmed.</p>			
Author:	Diane Waites, Corporate Services Assistant		
Presented by:	Jennifer Boyle, Company Secretary		

Council of Governors' Calendar of Events 2021/22 to Q3 2022/23

	December 21	January 22	February	March	April	May	June	July	August	September	October	November	December
Council of Governors 10.00 am to 1.00 pm Pre-Meet from 9.30 am			16			11				28		16	
Board of Directors Room 3, 9.30 am Pre-Meet from 9.00 am		26		30		25		27		27		30	
New Governors' Induction Session		TBC											
Workshops/Seminars for Governors 10.00 am to 12.00 pm	22	12			13			6			14		8
Governor Committees to be added once membership agreed TBC													
Medicine for Members TBC													

Report Cover Sheet

Agenda Item: 13

Date of Meeting:	17 November 2021		
Report Title:	Election and Membership Update		
Recommendations: (Action required by Council of Governors)	<p>The Council is requested to:</p> <ul style="list-style-type: none"> • Formally record its sincere thanks to all Governors who will be leaving the Council on 4 January 2022; • Note the outcome of the uncontested elections; • Be assured that the election process is progressing in accordance with the planned timetable; • Be assured that incoming Governors will be provided with a comprehensive induction; and • Consider whether experienced Governors wish to put themselves forward as buddies for new Governors. 		
Decision:	Discussion:	Assurance: X	Information:
<p>This paper provides the Council with an update on the election process and the next steps.</p> <p>Five current Governors have chosen not to stand for re-election – sincere thanks is recorded to these Governors for their dedication and commitment. This includes the Lead Governor, Reverend Jenny Gill and as such, the Deputy Lead Governor, Abe Rabin, will cover the responsibilities until the Lead / Deputy Lead Governor elections in early 2022.</p> <p>Five Governors are elected unopposed – this includes current Governors John Bedlington and Alan Dougall who will commence their second terms on 5 January 2022.</p> <p>Elections for Public: Western and Staff constituencies are in progress. This will leave only one vacant seat in the public / staff constituencies (one vacancy in Central).</p>			
Author:	Jennifer Boyle, Company Secretary		
Presented by:	Jennifer Boyle, Company Secretary		

Election and Membership Update

1. Executive Summary

- 1.1. Five Governors chose not to stand for a further term in the current election. A sincere thanks is extended to these Governors for their dedication, commitment and support.
- 1.2. This includes Lead Governor Reverend Jenny Gill, who has shown significant commitment to the Lead Governor role. Deputy Lead Governor, Abe Rabin, will take over the responsibilities of the Lead Governor until the Lead and Deputy Lead Governor elections take place in 2022.
- 1.3. The 2021 election is progressing well, with all seats filled through uncontested elections in the Eastern and Patient / Out of Area constituencies. Five Governors are elected unopposed, with one vacancy remaining in Central which will be carried forward to next year.
- 1.4. Elections are in progress in Western and Staff constituencies, with the results to be published on 2 December 2021.

2. Introduction

- 2.1. In September 2021 the Council was provided with an overview of the arrangements for the forthcoming elections, in accordance with the timetable shown in the following table:

Proceeding	Date
Notice of election / nomination open	Friday 17 th September 2021
Nominations Deadline	Friday 15 th October 2021
Summary of valid nominated candidates published	Monday 18 th October 2021
Notice of Poll	Friday 5 th November 2021
Voting packs despatched	Monday 8 th November 2021
Close of Election	Wednesday 1 st December 2021
Declaration of Results	Thursday 2 nd December 2021

- 2.2. The 2021 election is a significant one, encapsulating 11 seats:
 - 3 x Staff Governor
 - 3 x Public Governors for Central Gateshead
 - 2 x Public Governors for Western Gateshead
 - 2 x Eastern Governors for Eastern Gateshead
 - 1 x Patient and Out of Area Governor
- 2.3. This paper updates Governors on the progress to-date and the next steps.

3. Governor changes

- 3.1. A number of our existing Governors who were eligible to stand for re-election decided not to put themselves forward for re-election:
 - Reverend Jenny Gill – Public Governor Western and Lead Governor
 - Grace Henderson – Public Governor Western
 - John Stephens – Public Governor Central
 - Esther Ward – Public Governor Eastern
 - Joanne Coleman – Staff Governor
- 3.2. These Governors will leave the Council on 4 January 2022 when their terms formally end.
- 3.3. On behalf of the Council and the Board, a sincere thank you is formally recorded to our departing Governors for their commitment, dedication and support over the duration of their tenures.
- 3.4. An additional thank you is recorded to Rev Jenny Gill for her significant commitment to the role of Lead Governor, a role that she first undertook in February 2019.
- 3.5. Abe Rabin was appointed as Deputy Lead Governor effective from 19 May 2021 for a period of one year (coterminous with the Lead Governor). Elections for both the Deputy and Lead Governor positions will commence in early 2022. Until such time as a new Lead Governor is appointed, Abe Rabin will take on the responsibilities of the Lead Governor position.

4. Nominations

- 4.1. Prior to the nominations deadline, the Trust undertook a number of awareness raising activities to alert members to the opportunities to put themselves forward as a Governor. This includes:
 - Postcards containing election details were sent to every public member by the election company, Civica, on behalf of the Trust.
 - News stories were posted on the website and via social media.
 - An email alert was sent to all staff, alongside articles in QE Weekly.
- 4.2. Three online awareness sessions were organised to provide more details about the role and the nomination process. Sessions were hosted by the Chair, Lead Governor, Company Secretary and Civica. 13 people attended the sessions, with 7 attendees putting forward nominations (a conversion rate of 54%).
- 4.3. The position at the close of nominations was as follows:

Constituency	Number of seats	Number of candidates nominated	Outcome
Public: Central	3	2	2 candidates elected unopposed 1 vacant seat to carry forward to next year
Public: Eastern	2	2	2 candidates elected unopposed
Public: Western	2	3	Election to be held
Public: Out of Area / Patient	1	1	1 candidate elected unopposed
Staff	3	7	Election to be held

- 4.4. The following candidates are elected unopposed, with terms commencing on 5 January 2022.

Constituency	Elected candidates
Public: Central	John Bedlington – elected for a second term of office (5 Jan 2022 to 4 Jan 2025)
Public: Central	Brenda Margaret Webb – elected for first term (5 Jan 2022 to 4 Jan 2025)
Public: Eastern	Alan Dougall – elected for a second term of office (5 Jan 2022 to 4 Jan 2025)
Public Eastern	Barry Turnbull – elected for first term (5 Jan 2022 to 4 Jan 2025)
Public: Out of Area / Patient	Agatha Kanyangu – elected for first term (5 Jan 2022 to 4 Jan 2024)

- 4.5. Congratulation to all candidates elected unopposed. We look forward to welcoming our new Governors and to continuing to work with John Bedlington and Alan Dougall for a further term.

5. Election and beyond

- 5.1. The election is now in progress for Public: Western and Staff constituencies. The following candidates are standing in each constituency:

Constituency	Candidates
Public: Western	Gill Alderson Ray Dennis Ged Quinn
Staff	Helen Adams Tim Burdett Mary Devlin

Constituency	Candidates
	Christine Fawcett Andrew Lowes Kendra Marley Richard Morrell

- 5.2. The election closes on 1 December and results will be declared on 2 December.
- 5.3. A comprehensive induction will be arranged for new incoming Governors. As there will be up to 8 new Governors joining on 5 January it will be important to ensure that they are well supported during their first few months in office.
- 5.4. As such, it may be helpful for new Governors to be offered the opportunity to have a Governor buddy. Experienced Governors who would be interested in undertaking this role are kindly requested to let the Company Secretary know.

6. Membership update

- 6.1. Civica is supporting the Trust in gathering email addresses from members who vote during the election. This will assist in future member communications.
- 6.2. Given the ongoing pandemic, it has not been possible to re-commence in-person membership engagement activities at this time.
- 6.3. As outlined in Agenda Item 11, there is an intention to re-establish the Membership Strategy Group once the new Governors are in post. This will support the planning for future activities.

7. Recommendations

- 7.1. The Council is requested to:
 - Formally record its sincere thanks to all Governors who will be leaving the Council on 4 January 2022;
 - Note the outcome of the uncontested elections;
 - Be assured that the election process is progressing in accordance with the planned timetable;
 - Be assured that incoming Governors will be provided with a comprehensive induction; and
 - Consider whether experienced Governors wish to put themselves forward as buddies for new Governors.

Committee:	Council of Governors
Chair:	Alison Marshall
Financial year:	2021/22 and 2022/23

Denotes an item for Part 2 of the meeting

	Lead	Purpose of item	Sep-21	Nov-21	Feb-22	May-22	Sep-22	Nov-22	Feb-23
Standing Items									
Apologies	Chair	For Information	√	√	√	√	√	√	√
Declaration of interests	Chair	For Information	√	√	√	√	√	√	√
Chair's business	Chair	For Information	√	√	√	√	√	√	√
Minutes	Chair	For Decision	√	√	√	√	√	√	√
Action log & matters arising	Chair	For Assurance	√	√	√	√	√	√	√
Cycle of business	Chair	For Information	√	√	√	√	√	√	√
Meeting review / reflections	Chair	For Discussion	√	√	√	√	√	√	√
Board and Committee Updates									
Chief Executive's Update* including performance update	Chief Executive	For Assurance	√	√	√	√	√	√	√
HR Committee Report	Committee Chair	For Assurance		√			√		
Quality Governance Committee Report	Committee Chair	For Assurance			√			√	
Finance & Performance	Committee Chair	For Assurance	√			√			√
Audit Co (including Audit Committee Annual Report and Terms of Reference)	Committee Chair	For Assurance		√			√		
Digital Committee	Committee Chair	For Assurance	√			√			√
Charitable Funds	Committee Chair	For Assurance			√			√	
Trust Updates Including Strategy									
QE Facilities	QEF Board Chair / QEF Managing Director	For Assurance		√					
NHS Staff Survey results	Director of People & OD / Chair of the HR Committee	For Assurance				√			
Developing the Quality Priorities	Chief Nurse	For Decision							
Annual planning update (timing TBC)	Director of Finance plus input from other Directors on operational and people planning	For Assurance			√	√			
Showcase presentation	Will vary each meeting	For Information							
Equality, diversity and inclusion update	Deputy Director of Corporate Services and Transformation	For Assurance					√		
Governance									
Review of Constitution & CoG Standing Orders	Company Secretary	For Decision			√				√
Re-appointment of the Chair	Senior Independent Director / Chair of the Governor Remuneration Committee	For Decision			√				
Performance appraisal and assessment outcomes - Chair and Non-Executive Directors	Chair (for NEDs) Senior Independent Director (For Chair)	For Assurance		√				√	
Council of Governors' Register of Interests	Company Secretary	For Decision			√				√
Council of Governors' Annual Effectiveness Survey - Questions	Company Secretary	For Decision			√				√
Council of Governors' Annual Effectiveness Survey - Results	Company Secretary	For Discussion				√			
Ratification of the terms of reference for Governor groups	Company Secretary	For Decision			√				
Lead Governor & Deputy Lead Governor Appointments (19 May 2022)	Company Secretary	For Decision			√				
Appointments to Governor committees (every two years)	Company Secretary	For Information	√	√					
Consideration of Governor elements of the Trust's self-certifications	Company Secretary	For Discussion			√				
Annual report, accounts and auditor's report. NOTE this is addressed via the AGM	Executive Directors (co-ordinated by Company Secretary)	For Information	√				√		
Appointment of external auditors (note not due to consider until Nov 23 in advance of initial 3 year term ending on 31 March 2024)		For Decision							
Elections and Members									
Election update	Company Secretary	For Information	√						
Election results / new Governor welcome	Chair	For Information			√				
Membership Update	Company Secretary	For Information	√			√		√	
Updates from Governor Committees and Groups									
Governor Remuneration Committee (timing TBC)	Chair of the Committee	For Assurance							
Membership Development Working Group (timing TBC)	Chair of the Group	For Assurance							