

MEETING OF THE COUNCIL OF GOVERNORS
Wednesday 13 November 2024 from 10.30am – 1.00pm
Royal Papworth Hospital
Venue: HLRI & MS TEAMS

AGENDA

1	Welcome, apologies and opening remarks	Chairman	Verbal	10 mins
2	Declarations of Interest	Chairman	Verbal	
3	<ul style="list-style-type: none"> • Minutes of previous meeting: 18 September 2024 • Action Checklist 	Chairman	Attached	
ASSURANCE				
4	Patient Story by: Tracey Senycia, Theatre Matron, Surgical, Theatre and Anaesthetic Directorate	CN	Verbal	45 mins
5	Board Committees Chairs Report <ul style="list-style-type: none"> • Performance Committee • Workforce Committee • Charitable Funds Committee 	Chairs (with optional feedback from Governor Observers)	Verbal	
GOVERNORS' UPDATE				
6	Investigation Report – 2024 Governor Elections	Chairman/CEO	To Follow	30 mins
7	Lead Governor's Report	Lead Governor	Attached	45 mins
8	Reports/Observations from Chairs of Governor Committees	Governor Chairs	Attached/Verbal	
9	Reports on other Governor Activities (Including from Appointed Governors)	Governors	Verbal	
10	Update on Actions (You Asked; The Plan/Progress Update) <ul style="list-style-type: none"> • Outline Framework for the draft RPH Membership Strategy (For Approval) 	Chairman/Lead Governor	Attached	
GOVERNANCE				
11	For Approval <ul style="list-style-type: none"> • Governors' Assurance Committee Terms of Reference 	Chairman/Lead Governor	Attached	5 mins

Item 00

	<ul style="list-style-type: none"> Summary of key duties and obligations for Governors' 			
	For Noting <ul style="list-style-type: none"> Membership and Engagement Officer Appointment 	Chairman	Verbal	
ANY OTHER BUSINESS				
12	Governor Matters: <ul style="list-style-type: none"> Appendix 1: Governor Committees Membership Appendix 2: Minutes of Governor Committees 	Lead Governor	Reference Pack Reference Pack	5 mins
13	Papworth Integrated Performance Report	<i>Circulated for Information to the CoG (Reference Pack)</i>		
14	Questions from Governors and the Public	Chairman		5 mins
15	Future Meeting Dates: <ul style="list-style-type: none"> 19 March 2025 04 June 2025 10 September 2025 12 November 2025 			

Please Note: The Council of Governors meeting will be followed by a sandwich lunch.

Please Note: If you would like to attend this meeting/ask a question/seek further information, please contact the Associate Director of Corporate Governance. Email: kwame.mensa-bonsu1@nhs.net



Minutes of the Meeting of the Council of Governors
Held on Wednesday 18 September 2024 10:30 am to 12:30 pm
Venue: HLRI and Microsoft Teams
Royal Papworth Hospital

Present	Role	Initials
Jag Ahluwalia	Chair (Trust Chair)	JA
Abigail Halstead	Public and Lead Governor	AH
Paul Berry	Public Governor	PB
Susan Bullivant	Public Governor	SBu
Doug Burns	Public Governor – Outgoing	DB
Stephen Brown	Public Governor – Outgoing	SB
Bill Davidson	Public Governor	BD
Clive Glazebrook	Public Governor	CG
Ian Harvey	Public Governor	IH
Marlene Hotchkiss	Public Governor	MH
Lesley Howe	Public Governor	LH
Rhys Hurst	Staff Governor	RH
Josevine McClean	Staff Governor	JMc
Christopher McCorquodale	Staff Governor	CMc
Trevor McLeese	Public Governor	TMc
Joe Pajak	Public Governor	JP
Harvey Perkins	Public Governor	HP
Philippa Slatter	Appointed Governor	PS
Andrew Hadley Brown	Staff Governor	AHB
Trevor Collins	Public Governor	TC
Deborah Cooper	Public Governor – Incoming	DC
Martin Kenneth Hardy-Shepherd	Public Governor – Incoming	MKHS
Vivienne Bush	Public Governor – Incoming	VB
Rachel Mahoney	Public Governor – Incoming	RM
In attendance		
Brincy Bovas (until 10:55 am)	Clinical Educator (For Staff Story – Item 1)	BB
Onika Patrick-Redhead (until 10:55am)	Head of Equality, Diversity & Inclusion (For Staff Story – Item 1)	OPR
Eilish Midlane	Chief Executive Officer	EM
Cynthia Conquest	Non-Executive Director/Senior Independent Director	CC
Michael Blastland	Non-Executive Director	MB
Amanda Fadero	Non-Executive Director	AF
Sophie Harrison	Interim Chief Finance Officer	SH
Diane Leacock	Non-Executive Director	DL
Harvey McEnroe	Chief Operating Officer	HMc

Kwame Mensa-Bonsu	Associate Director of Corporate Governance	KMB
Oonagh Monkhouse	Director of Workforce and Organisational Development	OM
Andrew Raynes	Chief Information Officer	AR
Maura Screator	Chief Nurse	MS
Ian Smith	Medical Director	IS
Mark Twyford	KPMG – External Audit	MT
Sam Edwards	Head of Communications	SE
Laura Favell	Communications Officer	LF
Apologies		
Angela Atkinson	Public Governor	AA
Sarah Brooks	Staff Governor	SB
Justin Davies	Partner Governor CUH	JD
Caroline Edmonds	Appointed Governor	CE
John Fitchew	Public Governor	JF
Lynne Williams	Staff Governor	LW
Gavin Robert	Non-Executive Director	GR
Prof Ian Wilkinson	Non-Executive Director	IW
Richard Burnay	Public Governor – Outgoing	RB
Yvonne Dunham	Public Governor – Outgoing	YD

Discussion did not follow the order of the agenda, however, for ease of recording these have been noted in the order they appeared on the agenda.

PART ONE

Item (minute reference)	WELCOME, APOLOGIES AND OPENING ITEMS	Action by whom	Date
1.	<p>Staff Story</p> <p>BB, Clinical Educator, presented the story, which had previously been presented at Board, but was perceived as valuable for the Governors to hear also.</p> <p>BB conveyed her four year journey from India to Royal Papworth Hospital (RPH), including schooling, hospital involvement and nursing degree. Having applied online for a nursing role at RPH, BB was successful in attaining a position in November 2020, during the second wave of Covid. Lynne Roberts had assisted with onboarding, settling into life in the UK and had been a friendly face in welcoming BB and other new colleagues to RPH.</p> <p>Experiences sampling cuisine such as chicken roast, and life in the UK generally were described. There was significant help on offer to aid settling into life in the Trust, with support at each stage</p> <p>BB highlighted an initiative recently implemented which recognised the international experience of overseas nurse recruits as being a part of their whole professional career. For BB, with 3 years of nursing experience in</p>		

	<p>India, adding the then 2 years of UK nursing experience, resulted in her direct promotion from the entry point of Band 5 to the top end of Band 5.</p> <p>After her promotion, BB received backlog payments of £8,500 which was utilised to fund a suitably large wedding in India. BB noted that other overseas nurses had utilised their backlog payments to get mortgages, and this had significantly boosted morale.</p> <p>BB had attended conferences in Portugal and Wales, supported by the Trust. Having applied for a Deputy Sister/Clinical Educator role, colleagues at all levels were found to be available to provide assistance in preparation for interview. Leadership came together to provide support.</p> <p>BB described it as an overwhelming and humbling experience to be a part of such a “wonderful” Trust and had found passion and motivation in her work. Mental health wellbeing was of interest to BB, who was also a Freedom to Speak Up Guardian.</p> <p>Thanks were conveyed to BB for her input, and it was hoped that many more staff could experience such positivity and support.</p> <p>The Chair thanked BB for her presentation.</p>		
<p>2.</p>	<p>Welcome & Apologies</p> <p>The Chair opened the meeting; no apologies had been received.</p> <p>The Chair offered apology for the processes around the recent Council of Governor (CoG) elections and was aware of offline discussions taking place around unsatisfactory communication and apparent lack of consistent processes. This was to be investigated fully with a report taken to the CoG in advance of the November meeting. The election process needed to be as positive as possible, and the Chair was keen to address any shortcomings.</p> <p>CMc advised that there was a period of 21 days within which election candidates could challenge the results of the elections they had competed in. The Chair noted that, with due regard to the said 21-day limit, the Trust was committed to ensuring that the election process was investigated, and any shortcoming or omissions were corrected.</p> <p>New governors were welcomed – DC, MKHS, VB and RM; congratulations were conveyed, along with thanks, for standing as Governors. IH and TMc were thanked for committing to further terms.</p> <p>Sincere thanks were passed on to outgoing governors SB, RB and YD for their input.</p>		
<p>3.</p>	<p>Declarations of Interest</p> <p>There is a requirement that those attending Council of Governors raise any specific declarations, if these arise during discussions. None were raised.</p>		

4.	<p>Minutes of previous meetings and matters arising:</p> <p>12 June 2024 – Part 1.</p> <p>The minutes of the previous meeting held on 12 June 2024 (Part 1) were agreed to be a true and accurate record of the meeting.</p> <p>The Chair referred to the Action Checklist included in the meeting pack and highlighted that all actions were scheduled to be addressed as part of the meeting or were not yet due. Any other actions were invited to be raised; none were forthcoming.</p>		
ASSURANCE			
5.	<p>2023/24 Annual Report and Accounts</p> <p>The Chair noted that these had been through due process at the Trust Board and Audit Committee. CC was invited to provide feedback and noted that the accounts process had been smooth and submitted on time, without qualification. Thanks were conveyed to the Finance Department and Auditors.</p> <p>SH concurred with CC in passing on thanks for the collective effort, emphasizing the significant input from many teams across the organisation, along with MT and his colleagues at KPMG.</p> <p>A quality aspect was included in the report and MS highlighted the whole Trust input. There was to be a review of the highlights of the quality accounts section of the report at the AMM later today (18 September 2024).</p>		
5.1	<p>Annual External Audit Report and ISA 260</p> <p>MT referred to the report which had been pre-circulated, noting:</p> <ul style="list-style-type: none"> • Annual Arrangements letter; • ISA 260; • expenditure risk – accruals - procedures completed in a timely manner; • management override of controls – no misstatements identified • other risks – valuations, remuneration reporting; and • control points – few raised. <p>The Chair thanked MT for input, who also conveyed thanks to SH and team.</p>		
6.	<p>Board Committees Chairs' Reports</p> <p>The Chair highlighted that this was part of a piece of work to provide a greater line of sight for governors of the work of NED colleagues and provision of reassurance of activities of sub-committees.</p>		

	<p>There was a schedule of sub-committees agreed to present to the Council of Governors. Whilst the Charitable Funds Committee was not a subcommittee, an annual report would be presented.</p>		
6.1	<p>Audit Committee</p> <p>The report formed part of the meeting pack. CC introduced herself as Chair of Audit Committee and provided a summary of the purpose of the Audit Committee. CC confirmed that a robust Audit process was in place.</p> <p>CC provided a brief summary of work undertaken, which had been expanded in the report. Internal audit had carried out eleven audits during the course of the year; two provided limited assurance around effectiveness and highlighted areas where there was already an awareness of improvement required. There was overall moderate assurance which denoted those controls had been met.</p> <p>The local counter fraud exercise had reported no instances of fraud to date. The annual Counter Fraud Report had been submitted. One area had been highlighted, although it was not felt that this was a fair assessment. This was an issue which was being addressed with the annual team; other Trusts had also raised issues.</p> <p>The BAF was scrutinised by the Audit Committee regularly and robustly.</p> <p>The Audit Committee was satisfied that there were no major concerns around controls and governance within the Trust. Governor observers were invited to comment; DB was content with the report. HP, having observed the performance for a number of years, noted high satisfaction and complemented CC and colleagues of the Audit Committee; there was much attention to detail and assurance.</p>		
6.2	<p>Quality & Risk Committee (Q&R)</p> <p>The Chair introduced MB as Chair of the Q&R Committee and highlighted how assurance was gathered from colleagues, in addition to the data provided.</p> <p>MB welcomed the process of holding NEDs to account Surgical site infections were highlighted as a current issue, where high levels were being experienced, and were a Trust focus. MB outlined his approach to assurance around the problem and provided examples of the questions asked to ensure vital detail had been provided such as:</p> <ul style="list-style-type: none"> • cleanliness of surgical instruments and measurement; • visual checks; • level of cleanliness; • contract cleaning; • leverage over contract; • enforced standards; • storage of equipment; • level and frequency of cleaning and to what standard; 		

- checking of cleaning;
- movement of people in and out of theatre;
- establishing why doors were constantly opened;
- clothes, shoes, hats and hands in theatre;
- ward processes for cleanliness;
- enforcement of processes;
- changes of process/education/training required;
- associated costs of changes required;
- time to implement change;
- ventilation system in theatre;
- diabetes impact;
- comparison with other hospitals and reliability of data;
- bugs and resistance;
- knowledge of bug and mechanism for transmission;
- auditing the problem/processes/reporting lines;
- external expertise requirement; and
- pattern to the infection.

The line of attack around the issue had come from the teams and when questions were raised by the NEDs, answers were invariably offered, which were reasonable. NEDs offered the confidence to staff to raise problems with “friends,” who could also assist with overcoming opposition.

Offering reassurance to colleagues on the Board was also part of the role of the NED. MB highlighted a summit that had been held around SSIs to ascertain the best understanding of the issues.

The Chair reinforced that IW and MS had instigated proper discussion with staff around pertinent areas of work.

DC noted a similar outbreak in a veterinary surgery, which had occurred due to cleaning, and resulted in the necessity for processes to change. MB noted that this highlighted that often the tiniest detail was the cause of the issue and that this could take much time to identify.

JP thanked MB for points raised and queried ventilation, and whether transmission could be via air, in addition to surface contact. JP had researched HEPA filters and the impact of the Covid pandemic and transmission by air. It was queried whether scrutiny could take place from a scientific approach, available at Cambridge, relating to fluid dynamics and airborne pathogens.

MB noted that external specialists had been contacted to test this theory, and testing had been undertaken. IS noted that experts from Cambridge University had considered fluid dynamics prior to theatres being opened, with further input from other external parties; tests had included smoke tests and settle plates during procedures. Whilst no issues had been identified, further tests were still underway and concerned seals around doors.

	<p>PS noted that the Quality Report was considered, and comments offered; the Trust's open approach was welcomed with respect to issues around SSIs.</p> <p>MB conveyed complete faith in the efforts of the Team to overcome this issue and offered complete assurance in the approach being taken.</p> <p>SB echoed contentment at openness of the Trust's approach to SSIs.</p> <p>The Chair stated that there were discussions being undertaken around the addition of a summary comment on the level of assurance across the Trust around pertinent issues in NED committee chairs' reports.</p>		
6.3	<p>Special Projects Committee</p> <p>DL was introduced as Chair of the Special Projects Committee (SPC) and welcomed the new Governors.</p> <p>SPC was a Committee which met in private and was set up to provide a formal forum of oversight and ownership of strategic issues across the Trust.</p> <p>The report was taken as read and the following points highlighted:</p> <ul style="list-style-type: none"> • Digital – shared care records, which would soon be able to be accessed via Lorenzo • Electronic Patient Records – proceeding with an outline business case being considered. Stakeholder sessions had been held and Board members had commented on progress to date. It was hoped for approval at the next Board meeting. • Research and Development – embedding of equality and diversity. <p>The Chair thanked DL and invited questions. JMc explained that she had been recruited by the R&D and an event would be held on 4 October 2024.</p>		
GOVERNORS' UPDATE			
7.	Lead Governor's Report		
	AH thanked MS for preparing a Teams presentation around preparing for CQC inspections.		
8.	<p>Reports/Observations from Chairs of Governor Committees</p> <p>The Chair referred to Page 82 of the report and SB congratulated AH on efforts to date.</p> <p>A report had been re-circulated and, further to the last Forward Planning Committee meeting, work had been undertaken on Terms of Reference and an agenda prepared, which had been welcomed.</p>		

	<p>It had been decided that the Governors should have more input, specifically on the 5-year Strategic Plan, and a workshop was proposed for Governors to provide input. The CoG requested sight of the operational plans. Charlotte Summers was to be invited to the next Forward Planning Committee meeting to provide some input.</p>		
<p>9.</p>	<p>Reports on other Governor Activities (including from Appointed Governors)</p> <p>MH thanked IH for chairing the meeting in MH's absence; draft minutes would be available shortly. The PPI Committee was always well attended with a good level of engagement and a full agenda.</p> <p>As part of the meetings, there was a patient story, which was interesting and enlightening. This gave affirmation of good practice in the Trust, along with any lessons requiring to be examined/learned. There was an informative update from Healthwatch and the charity always provided an update on work and continued excellence. As a Committee, the ToR were aimed at being fulfilled fully.</p> <p>In TMc's absence, SH noted that at the previous CoG, actions and themes which had been fed back were discussed. These had been embedded into day-to-day work, which was progressing well.</p> <p>PS stated that she had been approached by a patient regarding automatic doors, and that porters had been struggling in some instances where doors were not yet automatic. It was explained that costings for additional automatic doors could be provided for consideration by the Investment Group, along with other items being put forward.</p> <p>Regarding the Performance Committee, it was felt that, as observers, Governors were encouraged to ask questions. Waiting lists were an issue and were increasing for the third year in a row. The Chair was keen for broader engagement and suggested that the observer status be put aside with Governors fully involved in the meeting.</p> <p>HMc noted that the focus on waiting lists was a priority, as was productivity and efficiency. Improvements were evident, with Critical Care and ERU operating at maximum capacity.</p> <p>The End-of-Life subcommittee was raised and, whilst managing well, was struggling with financial support. The Chair acknowledged having received a report and that funding had been secured for an additional nursing post. AF highlighted that there was a deficit around consultant staff and that this was to be included in the business plan for 2025/26. Advanced care planning more proactively would greatly assist the organisation.</p> <p>MS noted that the new nursing post would be taking on an educational role also.</p>		

GOVERNANCE

10.	<p>Update on Actions (You Asked; The Plan/Progress Update)</p> <ul style="list-style-type: none"> • Agenda Planner <p>The paper was taken as read and the following points highlighted:</p> <ul style="list-style-type: none"> • NED appraisal process: NHSE guidance was awaited. Feedback from colleagues had been received and would be added. • Mechanisms for holding Governors to account: this had been discussed throughout the meeting with verbal and written reports having been implemented. • Governor-led committees: annual assessments were scheduled. • General support for Governors: this was work in progress around the organogram. Training products for Governors were being considered and funding had been secured for courses from NHS Providers; further information to be provided. <p>PS emphasised that some training methods were more effective than others and revision was important. PS did not feel that the Trust benefitted from the hybrid working of the Governors and that on-line courses would be more appropriate.</p> <p>Membership: The Chair apologised that the job description had not been circulated in a timely manner. A role had been offered, but was going through due diligence. If the role was accepted, the next step would be for the Membership Officer to meet with colleagues.</p> <p>CG queried the significant pace at which the process had taken place without much communication. The Chair stated that this was an oversight rather than planned and stipulated that the process going forward required more notice, although, acknowledged that scheduling in diaries was often difficult.</p> <p>The membership panel had held a useful meeting with Governor colleagues to develop the scope of the membership strategy, which would be handed over to the Membership Officer in due course. KMB to share with Governor colleagues at the appropriate time.</p> <p>How/when would a review of the previous strategy would be undertaken was queried, along with who had responsibility for leading on the writing of the new strategy. The Chair suggested that, in conjunction with other colleagues, the Membership Officer would take the lead. The reporting line would go through the Communications Team.</p> <p>The Chair concluded, noting that progress had been seen in all areas.</p>		
11.	<p>Revisions of Council of Governors Committees Terms of References</p> <p>A discussion had taken place around whether the CoG required any forms of reference, and that a reminder of the key duties of Governors was</p>		

required. It was considered that a combination of handbook and extract from the constitution around duties of governors may be sufficient; feedback to be provided in due course.

A piece of work had been undertaken to review the ToR of the various committees, and Chairs of all committees had been fully involved. Formal approval was requested, along with the addressing of the Governance Assurance Committee (which had not met for three years). Meetings for this committee were to be diarised shortly. AH requested that ICS be included in the ToR and the Chair acknowledged that specifics could be included.

The ToR Pages 91 to 123 were presented in the meeting pack for approval and demonstrated tracked changes. Attendance and memberships had been revised.

It had been suggested that PPI and Access and Facilities could combine. Governors had discussed this and at present, this was not viewed as appropriate.

CMc queried the membership of the Governance Performance Committee on page 94 of the meeting pack and whether membership based solely on the Chairs from other committees was appropriate. Concerns included who could be eligible to be Chair of a committee and assurance as to whether Governors were undertaking a good job and meeting statutory responsibilities. It was highlighted that a new Governor would not be eligible to take a Chair position straight away and not many Governors attained the position of Chair on a committee generally.

CC agreed with CMc and requested dates for meetings were diarised as soon as possible.

HP summarised that, having set up the Governance Performance Committee at the same time as other Governor committees, it coincided with responding to emerging statutes. It was clear that governors were required to vet forward planning, along with statutory duties, in a formal manner. The aim of this fourth committee (governance) was to keep track of the changing landscape. It was necessary for the governors to have an occasional committee, which operated when changes were identified and required.

HP stated that he did not support the composition of the recently amended ToR for the Governance Performance Committee, as it did not appear to involve the Governors. He emphasised that the meeting was required to be a Governor committee, composed of Governors, to ascertain whether they should alter their approach, in accordance with the changing environment.

The Chair requested that HP modify his language used to criticise the document, taking account of those who had compiled it, and whilst HP was entitled to his view, the Chair did not agree with points made for the most part. Governor duties were included in the ToR, as listed, and section 4.3 noted a review the CoG procedure documents, including those relating to

	<p>statutory duties. This document had been written in conjunction with other Governor Chair colleagues.</p> <p>The Chair suggested that CMC's points be considered in reviewing the draft ToR.</p> <p>PS queried whether it would be appropriate to include provision to invite external parties for specific advice around, for example, ICS.</p> <p>Cross-feeding from other committees was the benefit of Chairs of committees forming the membership, although other additional members were to be considered.</p> <p>SB noted that it was not evident that there was a staff member on the committee, and it appeared that there would be a shortage of two members on the Forward Planning Committee. AH would be circulating a list of committees and what they comprised, and suggested that any Governors wishing to sit on an alternative committee should initiate this imminently. An update to be provided at the November meeting.</p>		
11.1	<p>Council of Governor Committees</p> <ul style="list-style-type: none"> i. Governors' Assurance Committee ii. Access and Facilities Committee iii. Appointments Committee iv. Patient and Public Involvement Committee v. Forward Planning Committee <p>The Chair queried if the latter four ToR documents were acceptable – all agreed and the documents were APPROVED.</p> <p>The Chair noted that the Governor Assurance Committee ToR would be amended and brought back to the November meeting.</p>		
12.	<p>Governor Matters</p> <ul style="list-style-type: none"> • Appendix 1: Governor Committees Membership • Appendix 2: Minutes of Governor Committees <p>Included in the pack.</p>		
13.	<p>Papworth Integrated Performance Report</p> <p>Included in the pack.</p> <p>A question had been submitted around Martha's Rule and assurance. MB noted that this had been reported at Q&R Committee. There were 100 Trusts which had been named as pathfinders for Martha's Rule, although the RPH was not one. It was intended to implement this widely in 2025/26. There were posters and a team available to review a case if a patient or family required it.</p>		

	<p>MS acknowledged MB's comments and NHSE was being consulted for further information. In July, the need to understand strengths and weaknesses of current systems in place to recognise patient deterioration had been highlighted, and work undertaken to improve this pathway.</p> <p>Training of staff within the alert team was being focussed on, and there was some standardisation of skillsets required.</p> <p>Documentation was being updated in conjunction with current NICE guidelines.</p> <p>MB noted that this had been a theme for Q&R for some time and attempts had been made to identify common themes to assist in prevention. Factors had been noted, as different in every case.</p> <p>The Chair welcomed Martha's Rule and stated that it was not wholly a new concept that there was a duty on nursing and medical professionals to seek an alternative opinion. Raising concerns and seeking help was essential.</p>		
14.	<p>Questions from Governors and the Public None were forthcoming.</p>		
15.	<p>Future Meeting Dates</p> <ul style="list-style-type: none"> • 13 November 2024 • 19 March 2025 • 4 June 2025 • 10 September 2025 • 12 November 2025 <p>The Chair thanked all for their attendance and input to the meeting; with no further business, the meeting was closed at 12:45 hrs.</p>		

Chair

Date

Agenda item 3.ii

**Council of Governors
Action Checklist
Following: 18 September 2024 Meeting
Reporting to: 13 November 2024 Meeting**

Ref	CoG mtg	Agenda No.	Issue	Responsible Director	Action Taken	To Agenda/ Action Date
01/24	18 Sept 24	2	Welcome and Apologies JA and AM to provide an investigative report of the 2024 Governor election process.	JA/EM	Investigation and report completed.	11/24
02/24	18 Sept 24	10 (a)	Update on Actions (You Asked; The Plan/Progress Update) Arrange a meeting between the Membership Officer with the Governors and AD-CG and the Head of Communications.	SE/KMB	Meeting arranged.	11/24
03/24	18 Sept 24	10 (b)	Update on Actions (You Asked; The Plan/Progress Update) Membership scope for membership strategy to be shared with members of the Council of Governors when finalised.	KMB	Completed	11/24
04/24	18 Sept 24	11(a)	Revisions of Council of Governors Committee Terms of References 'Summary of key duties and obligations for Governors' attached for review and approval (instead of a Terms of Reference for the Council of Governors).	KMB	Attached to the agenda	11/24

Ref	CoG mtg	Agenda No.	Issue	Responsible Director	Action Taken	To Agenda/ Action Date
05/24	18 Sept 24	11 (b)	<p>Revisions of Council of Governors Committee Terms of References</p> <p>To diarise the meetings of the Governance Assurance Committee.</p>	KMB	Completed	11/24
06/24	18 Sept 24	11 (c)	<p>Revisions of Council of Governors Committee Terms of References</p> <p>Lead Governor to review the processes regarding appointments, selection and tenure of Governors on Council of Governor Committees.</p>	AH	Verbal Update	11/24
07/24	18 Sept 24	11 (d)	<p>Revisions of Council of Governors Committee Terms of References</p> <p>Concerns around the Governor Assurance Committee ToR to be addressed re-submitted for review and approval in November.</p>	KMB	Attached	11/24

Lead Governor's Report November 2024

On 4th October I attended the Regional Network of Lead Governors for our biannual meeting. This is the LGs from the region of East Anglia, not just the Cambridgeshire and Peterborough ICS. We discussed how our different trusts work with Governors and shared both positive and negative experiences so that we can all improve. We also discussed EPR replacement procedures as a number of Trusts across the region are in the process of selecting a new system. I am pleased to be able to report I am satisfied that the board and EPR team at Royal Papworth are providing Governors with a suitable amount of information and engaging with patients and public. This does not appear to be the case across the whole region, and I am very grateful to both the Board and the EPR team for your openness.

During October I was able to meet with 3 of our new Governors to talk about the role of a Governor including expectations and which committees they would like to join. I am hoping to set a new date with Martin as unfortunately circumstances conspired, and I was unable to meet on the day we arranged. New Governors should be having a corporate induction with the Associate Director of Corporate Affairs soon, and will need to complete training in the New Year.

On the 23rd October a number of Governors attended the PLACE audit. These were Trevor Collins, Martin Hardy-Shepherd, Angela Atkinson, Clive Glazebrook and myself. Thank you to all who attended.

Since the September CoG a number of Governors have moved or joined committees, and I ask that all governors please check the attached committee list to make sure they have been correctly named. I note that FPC is still missing a staff governor and I urge staff to consider joining. The ToR for FPC requires two staff governors.

Myself, Jag and Eilish have met to discuss the ToR for Governor's Assurance Committee (GAC). We have made amendments which I ask you to review. Importantly we have decided that the chair of GAC should be a governor who is not chair of another committee. This governor will be selected by the Council of Governors and may be staff or public.

I have also met with Laura Favell and Sam Edwards to welcome Laura as our new membership engagement lead and hear her thoughts on how she wishes to proceed. On Monday 11th November she will meet with several governors to begin work on the new strategy. Ian Harvey has agreed to be the lead for governor engagement.

Abigail Halstead

Reports/Observations from Chairs of Governor Committees

Committee Name	Forward Planning Committee
Committee Chair Name	Dr Susan Bullivant
Meeting Date	09 October 2024
Verbal Update	
Committee Name	Patient and Public Involvement Committee
Committee Chair Name	Marlene Hotchkiss
Meeting Date/Reporting Period	04 November 2024
Verbal Update	
Committee Name	Access and Facilities Group
Committee Chair Name	Trevor McLeese
Meeting Date	09 October 2024
<p>Estates have tagged further wheelchairs in the Atrium. Estates (Zaghum Ali) has said there will training for Volunteers to use the wheelchair tagging retrievable system. The training provider has scheduled a date for Monday 25th November and should take no longer than 2 hours with a start time of 10am. I have told Zag to contact the Volunteer Department to obtain a team that can join the training along with arranging for volunteers / staff to be involved with training for future use.</p> <p>I did raise this at the PPI meeting on Monday but I am anxious that the board are fully aware of this and that wheelchairs availability remain constant throughout the time the out patients is open etc - it needs to be staff responsibility that this happens daily with support from volunteers who are not always within the atrium area.</p> <p>3 new coffee machines have been installed in the Restaurant.</p>	

Item 10

Report to:	Council of Governors	Date: 13 November 2024
Report from:	Chairman/Lead Governor	
Principal Objective/ Strategy and Title:	Update on Actions (You Asked; The Plan)	
Board Assurance Framework Entries:	N/A	
Regulatory Requirement:	Well Led	
Equality Considerations:	Equality has been considered but none believed to apply	
Key Risks:	Governors are not able to effectively discharge their responsibilities. Inadequate governance processes and oversight.	
For:	Review and comment.	

1. Purpose

- 1.1 This paper provides the progress achieved against the overview of the outputs of discussions between the Chairman and the Lead Governor, following a meeting between some of the governors and Non-Executive Directors, on how the Council of Governor (CoG) meetings, the nature and range of interaction between governors and Non-Executive Directors (NEDs) and the general support to governors can be developed further.
- 1.2 The areas of improvement set out below are intended to enable governors to discharge more readily their obligations whilst also continuing to respect the complementary but discretely different obligations expected of NEDs. It is hoped that by addressing the key issues described in this paper we are able to make greater use still of the wealth and breadth of experience governors bring to the Trust.

2. Areas for Improvement

2.1 *NED Appraisal Process:*

The Chairperson is accountable for undertaking NED appraisals and the Senior Independent Director (SID) for the Chairperson’s appraisal. It is acknowledged that for the appraisal process to be comprehensive and of sufficient rigour the process needs to ensure that governors feedback and observations are systematically gathered. This is in addition to the role of the Appointments Committee in reviewing the performance of Non-executive Directors.

In Autumn 2024 NHSE will publish new appraisal documentation for Non-Executive Directors and Executive Directors to align with the new national Board Leadership Competency Framework. We will integrate this into our process when it is published and use it for the 24/25 cycle.

Update: NHSE is yet to publish the new appraisal documentation

2.2 General support for governors.

There was a specific request for organograms for the key committees/ for the governor, NED and key Trust committees.

The support for governors will also be reviewed to consider how, within the resources available, this can be improved.

Update: To be progressed – Organograms of key Committees

2.3 Training and development for governors.

There is an induction programme for new Governors, and this will be reviewed to ensure it is meeting the needs of new appointees. A programme of refresher/ongoing development will be developed. It was also agreed that the governor handbook would be refreshed.

Update: Implemented – Review of Induction Programme undertaken

Update: Progressed – NHS Providers have agreed to the provision of ongoing support which the Trust will fund. Precise format to be determined.

Update: Implemented – Governor handbook refresh progressed

2.4 Membership.

It was acknowledged that in order for Governors to be actively engaging with members to represent their views at the CoG we need to both increase the membership, which has been falling for some time, and to put in place channels of communication between Governors and members. There has not been the capacity over the last couple of years to support this but in the 24/25 planning round an additional post was approved which will provide capacity for this.

Update: Implemented –

- Membership Officer appointed
- Item 09.1 – Outline Framework for the draft RPH Membership Strategy is attached for approval.

The Council is requested to:

- Review and comment on the contents of the paper

Outline Framework for the draft RPH Membership Strategy

	Topic	Comments
1.	Overall Aim Increase Membership and Improve upon diversity / make sure our membership is representative of the communities we serve	<ul style="list-style-type: none"> a. Stem decline and increase membership across all geographical areas b. Focus should be on having an active membership c. Current data did not have useable information on the diversity of the membership. This needs to be corrected and future engagement work needs to be focused on improving upon the diversity of members
2.	Cleanse the database	<ul style="list-style-type: none"> a. Send mailing to all members with an ask to get their email address so we can regularly communicate with them b. Make sure a form on the website allows them to easily do this, or by emailing us, or by responding and posting back our mailing (but we will likely need to pay for this)
3.	Engagement with Members (Contact Strategy)	<ul style="list-style-type: none"> a. Newsletters, Governor Blogs, etc b. Events in village halls/hospital Atrium/periodic surgeries in the constituencies/medical charities etc c. Utilising Annual Members Meetings (AMMs) to increase membership – publicising the AMMs through press announcements, social media posts, Healthwatch, engagement with the local council d. Generic email address for Governors (managed by Membership Manager?) for Members to utilise as a point of contact e. Enhance/Raise awareness of Governors with photos on Board at vantage points in the hospital f. Engage with local councillors and county councils – utilise their newsletters/events to engage with members g. Place information on membership in GP practices h. Opportunity for members to join PLACE inspections, PPI Committee, Continuous Improvement projects.
4.	Membership Recruitment Avenues/Activity	<ul style="list-style-type: none"> a. Targeting research subjects; patients b. Align with ongoing community work by doctors, nurses and other staff c. Align with medical charities such as the British Heart Foundation to recruit their supporters, donors, etc as members. d. Attend events by county councils, charities, borough councils to recruit members e. Engage with local councillors and county councils – utilise their newsletters to recruit members f. Place information on membership in GP practices g. Link to membership portal on all appropriate Trust communications/posters/forms, etc.
5.	Staff Membership	<ul style="list-style-type: none"> a. To formalise the opt-out option for staff members of the Trust b. Utilise departmental communication channels to raise their profile

6.	Feedback from Governors	a. To 'position' the Membership Manager to: i. receive feedback from Governors (after they undertake engagement activities) and to signpost where appropriate ii. receive feedback from Members and to signpost where appropriate
7.	Governance	a. The Governor Assurance Committee would have a key role in oversight of membership issues, including receiving feedback from governor activity relating to members and also any direct feedback from members
8.	Funding for membership activities	a. There should be a provision of a budget and resources for membership and engagement activities

DRAFT

Document title: **GOVERNORS' ASSURANCE
Committee of the Council of
Governors: Terms of Reference**

Document number: **TOR009**

Staff involved in Development (job titles):	Associate Director of Corporate Governance Director of Workforce and Organizational Development
Document author/owner:	Chief Executive Officer
Directorate:	Chief Executive's Office
Department:	Chief Executive's Office
For use by:	Governors' Assurance Committee
Review due:	17 November 2027
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Key points of this document

- Terms of Reference for a Committee of the Council of Governors.

1 Constitutional Authority

- 1.1 The Governors' Assurance Committee is a Committee of the Council of Governors. The Committee has no powers, other than those delegated in these terms of reference or assigned to it by the Council. The Committee is an advisory Committee to the Council of Governors.

2 Purpose/Objectives

- 2.1 Provide assurance, overview and monitoring for the Council on:
- Governor statutory duties and Foundation Trust good practice
 - **Ensuring that any applicable changes or updates relevant to the Council of Governors in the NHSE Code of Governance for Providers Trusts are reviewed and recommendations for change made to the Council of Governors**
 - Governor/membership engagement;
 - Governor training and induction;
 - Governor support for ICS functions
 - Constitutional changes relating to the above;
 - The support for Staff Governors to fulfill the remit of their role;
 - The attendance of Council of Governor meetings by Governors in compliance with Section 11.18 of the Trust Constitution (Section 11:18 stipulates that where there is a failure to attend two consecutive meetings in any financial year and to ensure that the absences were due to reasonable causes and that the Governor will be able to start attending meetings again within a reasonable period)
 - To ensure that there is proportionate call on governor time, recognizing the voluntary nature of the role

3 Delegated Authority

- 3.1 The Governors' Assurance Committee is authorized by the Council of Governors to consider items relevant to the discharge of its duties and to seek information it requires from the Board and the Executive Team.
- 3.2 The Committee has no further delegated authority.

4 Duties

4.1 Governor/membership engagement

To oversee the discharge of Governor duties in relation to representing the interests of Trust members and the public.

To receive the reports and recommendations of the Membership Committee

4.2 Governor training/induction

To review and advise on whether appropriate systems are in place for Governors to discharge their duties in relation to latest NHSE guidance and local arrangements.

4.3 Governor statutory duties/FT good practice

To keep under review and make recommendations to the Council of Governors regarding the various policy and procedure documents relating to the Council of Governors, in particular those relating to statutory duties, and specifically those articulated in **the latest version of NHSE Code of Governance for Provider Trusts**.

To review the terms of reference of the Committee every three years.

To carry out any other task as required by the Council of Governors.

4.4 Constitution

Where required to consider changes to the Constitution and make recommendations to the Council of Governors.

5 Membership/Attendance:

Voting Membership

5.1 Chair – a governor who is not a governor subcommittee chair as selected by CoG

5.2 The Chairs of Governors' Committees. In addition, at least one public and one staff member if not already represented by any committee chairs.

5.3 Deputy Chair to be selected by the Committee.

Quorum

5.4 The Committee shall be deemed quorate if there is representation of a minimum of three Governor one of whom must be the chair or deputy chair

5.5 The following will be invited to attend as non-voting members

- SID
- Associate Director of Corporate Governance

5.6 The following will be invited to attend as needed

- Trust Board Chairman
- Director Workforce and Organizational Development (Executive Lead)
- Other colleagues, including members of the Trust Board

Lengths of Term of Committee Chair and Members

- 5.7 The length of term, which should be aligned to the election cycle for Governors, should be agreed between the relevant Committee Chair/Member and other Members of the Committee, at the date of the first meeting. Where possible, lengths of terms should be staggered to allow a modest turnover of members.
- 5.8 Terms will be eligible for renewal, for one further term only, with the exception of the lead governor who remains eligible for a maximum of 9 years or 3 consecutive terms.

6 Meetings:

- 6.1 In the event of the Chair of the Committee being unable to attend, the Committee will be chaired by the Deputy Chair.

The Associate Director of Corporate Governance will act as Secretary to the Committee and will have the responsibility for ensuring that the Committee's meeting minutes are prepared in an accurate and timely manner.

- 6.2 Agendas and briefing papers should be prepared and circulated in sufficient time for Committee Members to give them due consideration.

7 Conduct of Business:

- 7.1 The conduct of business will conform to guidance agreed by the Council of Governors, unless alternative arrangements are defined in these terms of reference.

8 Equality, Diversity and Inclusion Statement:

The Committee will ensure that these terms of reference are applied in a fair and reasonable manner that does not discriminate on such grounds as age, disability, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation. The Chair will also ensure that all members and attendees are equally able to express their views on the Committee's agenda items and discussion points.

9 Monitoring/Reporting:

- 9.1 Minutes of Committee meetings should be formally recorded and distributed to Committee Members and Attendees within 10 working days of the meetings. Subject to the approval of the Chair of the Committee, the minutes will be submitted to the Council of Governors at its next meeting and may be presented by the Committee Chair.
- 9.2 The Chair of the Committee shall, through the Lead Governor and Chair of the Trust Board, draw to the attention of the Board of Directors any issues that require disclosure to the full Board of Directors.

- 9.3 When new guidance or regulations relevant to the Committee are formulated and published by NHSE, the Associate Director of Corporate Governance will, as appropriate, recommend revisions to these terms of reference.

Further document information

Approved by Executive Director/local committee (required for all documents):	Governors' Assurance Committee
Approval date (<i>this version</i>):	xx xxxx 2024
Approved by Board of Directors or Committee of the Board (required for Strategies and Policies only):	Council of Governors
Date:	13 November 2024
This document supports: <i>standards and legislation – include exact details of any CQC & NHSLA standards supported</i>	NHSE Code of Governance for NHS Providers Monitor 'Your statutory duties: A reference guide for NHS foundation trust governors' Health and Social Care Act 2012
Key related documents:	Appointments Committee of the Council of Governors terms of reference Forward Planning Committee of the Council of Governors terms of reference Patient and Public Involvement Committee of the Council of Governors terms of reference
Counter Fraud In creating/revising this document, the contributors have considered and minimised any risks which might arise from it of fraud, theft, bribery or other illegal acts, and ensured that the document is robust enough to withstand evidential scrutiny in the event of a criminal investigation. Where appropriate, they have sought advice from the Trust's Local Counter Fraud Specialist (LCFS).	

Summary of key duties and obligations for Governors

Purpose

The establishment of, and the role of, the Council of Governors is derived from Schedule 7 and other sections of the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 (the Act). This document should be read in conjunction with the Act and with the Code of Governance for NHS Provider Trusts and other guidance from NHS England (NHSE).

General Duties

The statutory general duties of the Council of Governors are:

- to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- to represent the interests of the members of the corporation as a whole and the interests of the public.

Membership

The composition of the Council of Governors is set out in the Royal Papworth Hospital NHS Foundation Trust Constitution. The Chair of the Board of Directors is the Chair of the Council of Governors and presides over the meetings of the Council of Governors. In the absence of the Chair, the Deputy Chairman will preside. In the absence of this individual, the Senior Independent Director (if they are not the same person) or another Non-Executive Director or another person as defined in the Constitution or Trust Standing Orders will preside.

Quorum

The quorum for meetings of the Council of Governors is twelve Governors as set out in the Trust Constitution.

Council of Governors committees

The Council of Governors may establish the following committees:

- Appointments (NED Nomination and Remuneration) Committee
- Governors Assurance Committee
- Forward Planning Committee
- Patient and Public Involvement Committee
- Access and Facilities Group or
- Task and finish working groups as necessary

Statutory Roles of the Council of Governors

- Hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.

- Approve the policies and procedures for the appointment and where necessary for the removal of the Chair of the Board of Directors and Non-Executive Directors.
- Approve the appointment (or removal) of the Chair of the Board of Directors.
- Approve the appointment (or removal) of a Non-Executive Directors.
- Approve the policies and procedures for the appraisal of the Chair of the Board of Directors and Non-Executive Directors.
- Approve changes to the remuneration, allowances and other terms of office for the Chair and other Non-Executive Directors.
- Consider and if considered appropriate approve the appointment of a proposed candidate as chief executive recommended by the Chair and the Non-Executive Directors.
- Approve the criteria for appointing, re-appointing or removing the external auditor.
- Approve the appointment or re-appointment and the terms of engagement of the external auditor.

Constitution and Compliance

- Following consultation with the Board of Directors, approve amendments to the Constitution. Any changes in respect of the powers, duties or role of the Council of Governors being considered, need to be approved at the next general meeting of members.
- Notify NHSE if the Council of Governors is concerned that the trust has breached, or is at risk of breaching, its licence conditions if these concerns cannot be resolved through engagement with the Board of Directors.

Strategy, Planning and Reorganisations

- In response to requests from the Board of Directors, provide feedback on the development of the annual plan and the strategic direction of the foundation trust.
- Contribute to the development of stakeholder strategies, including member engagement strategies.
- Where the Forward Plan contains a proposal that the trust will carry on an activity other than the provision of goods and services for the purposes of the NHS in England, determine whether the Council of Governors is satisfied that such activity will not interfere in the fulfilment by the Trust of its principal purpose (the provision of goods and services for the purposes of the health service in England). Notify the Board of its determination.
- Consider and if appropriate approve proposed increases to the amount of income derived from the provision of goods and services other than for the purpose of the NHS in England where such an increase is greater than 5% of the total income of the Trust in the relevant financial year.
- Consider and if appropriate approve proposals from the Board of Directors for mergers, acquisitions, separations and dissolutions. Any such proposals may only be approved if more than half of the total number of governors agree with them.
- Consider and if appropriate approve proposals for significant transactions where defined in the Constitution or such other transactions as the Board may submit for the approval of governors from time to time. Any proposals for significant transactions (as defined in the constitution) may only be approved if more than half of governors voting at a quorate meeting of the Council of Governors agree with them.

Representing Members and the Public

- Represent the interests of the members of the trust as a whole and of the public.
- Consider and if appropriate approve the membership engagement strategy.
- Contribute to members' and other stakeholders' understanding of the work of the trust in line with engagement and communication strategies. Seek the views of stakeholders, including members and the public and feedback relevant information to the Board of Directors or to individual managers within the trust as appropriate.
- Promote membership of the foundation trust and contribute to opportunities to recruit members in accordance with the membership strategy.
- Report to members each year on the performance of the Council of Governors. Some of the following may support this process and dialogue:
 - receive the agenda of the meetings of the Board of Directors before the meeting takes place;
 - receive the minutes of the meeting of the Board of Directors as soon as is practicable after the meeting;
 - be equipped by the trust with the skills and knowledge they require in their capacity as Governors;
 - receive the Annual Report of the External Auditor which provides a summary of the findings and key issues arising from their most recent audit of the Trust's Accounts;
 - Receive the Annual Report and Accounts (including Quality Accounts);
 - receive the quarterly report of the Board of Directors on the performance of the Trust against agreed key financial, operational, quality and regulatory compliance indicators and stated objectives;
 - participate in opportunities to review services and environments such as Visibility Rounds' or '15 Steps Challenge'/quality reviews/local activities and evaluation of user/carer experience;
 - receive and review quarterly assurance reports;
 - receive reports from the Board on important sector-wide or strategic issues;
 - use information obtained through the above sources to monitor performance and progress against the key milestones in the strategic and annual plans and to hold the Non-Executive Directors to account for the performance of the Board of Directors;
- If considered necessary (as a last resort), in the fulfilment of this duty, obtain information about the foundation trust's performance or the directors' performance by requiring one or more directors to attend a Council of Governors meeting.

Other/Non-Statutory Duties of Governors

- Approve the appointment of governors to any committees or working groups of the Council of Governors or the Board of Directors.
- Determine whether to create the role of Lead Governor and, if there is one, approve the process for appointment or election to the role.
- Receive reports from the Chairs of any Committees or working groups of the Council of Governors on the discharge of the Committees' duties.
- Approve the removal from office of any governor in accordance with procedure set out in the Constitution.
- Approve jointly with the Board of Directors the procedure for the resolution of disputes and concerns between the Board of Directors and the Council of Governors.

- Governor Observers, appointed to Board Committees, are encouraged to contribute to the meetings of those Committees with their questions and suggestions, as appropriate.
- Governors can contribute to the annual appraisal process for Non-Executive Directors with their observations and views, as appropriate.

Collective Evaluation of Performance

- The Council of Governors will commission an annual review of its effectiveness and efficiency in the discharge of its responsibilities and achievement of objectives.

Frequency of Meetings

The Council of Governors meets four times a year.

Minutes

Minutes of the meetings will be circulated promptly to all members of the Council of Governors as soon as reasonably practical. The target date for issue is 10 working days from the date of the meeting.

Differing Roles of Executive Directors, Non-Executive Director and Governors

Within the Corporate Governance architecture of the Trust, there are clearly differing roles for the Executive Directors, Non-Executive Directors and Governors. In a summary, the differences are:

- The Board of Directors, made up of Executives Directors and Non-Executive Directors, is responsible for setting the Strategy and Objectives of the Trust.
- Executive Directors are responsible for delivering on the Strategy and Objectives of the Trust, and the performance of the Trust.
- Non-Executive Directors hold the Executive Directors to account for the delivery of the Strategy and Objectives, and performance of the Trust.
- The Governors, with due regard to the statutory and non-statutory duties, are responsible for holding the Non-Executive Directors to account for the performance of the Trust Board.

Review

The Council of Governor's Governance Assurance Committee (GAC) shall review this document annually and submit any updates to the Council for review and approval. The GAC shall take any updates from NHS England into consideration when reviewing this document.