

Council of Governors (Part 1 – Public)

A meeting of the Council of Governors (Part 1 – Public) will be held at 12:15pm on Wednesday 25 September 2024, in Rooms 9&10, Education Centre, Queen Elizabeth Hospital / via Microsoft Teams

AGENDA

No	Start time	Item	Purpose	Lead	Paper / Verbal
1.	12:15	Welcome and Chair's Business	Information	Chair	Verbal
2.	12:18	Declarations of interest	Information	Chair	Verbal
3.	12:19	Apologies for absence	Information	Chair	Verbal
4.	12:20	Minutes of the last meeting held on 15 May 2024	Decision	Chair	Paper
5.	12:21	Action log and matters arising	Assurance / decision	Chair	Paper
BOARD AND COMMITTEE UPDATES					
6.	12:25	Chief Executive's update			
		i) Performance Report	Assurance	Chief Executive	Paper
		ii) Questions from Governors	Assurance	Chair	Verbal
7.	12:40	Board Committee Assurance update:			
		i) Quality Governance Committee	Assurance	Chair of the Committee	Presentation
		ii) Group Audit Committee	Assurance	Chair of the Committee	Presentation
GOVERNANCE					
8.	13:00	Governor Standing Orders	Decision	Company Secretary	Paper
9.	13:10	Governor Committee Proposal	Decision	Company Secretary	Paper
10.	13:20	Role of the Senior Independent Director	Information	Senior Independent Director	Presentation
UPDATES FROM GOVERNOR COMMITTEES AND GROUPS					
11.	13:30	Governance and Development Committee update	Assurance	Chair of the Committee	Paper
12.	13:40	Membership Strategy Group update	Assurance	Chair of the Committee	Paper
13.	13:50	Governor Elections Update	Assurance	Corporate Services Assistant	Paper
ITEMS FOR INFORMATION / MEETING GOVERNANCE					
14.	13:55	Cycle of Business 2024/25	Information	Company Secretary	Paper
15.	14:00	Top 3 Messages	Discussion	Chair	Verbal
16.	14:05	Any Other Business	Discussion	Chair	Verbal
17.	14:10	Review of Meeting	Discussion	Chair	Verbal



No	Start time	Item	Purpose	Lead	Paper / Verbal
18.	14:15	Date and Time of Next Meeting – 10:00am on Wednesday 20 November 2024	Information	Chair	Verbal

Council of Governors Part 1

Minutes of a meeting of the Council of Governors held at 10.00m on Wednesday 15th May 2024 in Rooms 9&10, Education Centre and MS Teams.

Name	Position
Members present	
Mrs A Marshall	Chair
Ms H Adams	Staff Governor
Mrs S Ban	Appointed Governor
Mr J Bedlington	Public Governor – Central
Mr S Connolly	Public Governor – Central
Mrs L Curry	Staff Governor
Mr R Dennis	Public Governor – Western
Mrs H Jones	Public Governor – Central
Mr M Looome	Public Governor – Central
Mr A Rabin	Public Governor – Central
Mr A Sandler	Appointed Governor
Dr G F Spiers	Appointed Governor
Mr C Toon	Appointed Governor
Mrs B Webb	Public Governor – Central
In Attendance	
Mrs J Boyle	Company Secretary
Ms N Bruce	Interim Director of Strategy, Planning and Partnerships (24/05/07)
Mrs T Davies	Group Chief Executive
Mr G Evans	Managing Director for QE Facilities
Mr J Fenwick	Senior Clinical Pharmacist (24/05/06)
Dr G Findley	Chief Nurse and Deputy Chief Executive
Mr N Halford	Interim Medical Director
Mr M Hedley	Non-Executive Director
Mr D Jackson	Director of Policy, Involvement and Stakeholder Affairs, Integrated Care Board (24/05/06)
Mr A Moffat	Non-Executive Director
Mrs H Parker	Non-Executive Director
Mr M Robson	Vice Chair
Mrs A Stabler	Non-Executive Director
Mrs A Venner	Group Director of People & Organisational Development
Ms D Waites	Corporate Services Assistant
Observers	
Mr M Brown	Chair of Gateshead Healthwatch
Apologies	
Cllr D Burnett	Appointed Governor
Mr A Crampsie	Non-Executive Director
Mrs J Halliwell	Group Chief Operating Officer
Dr A Lowes	Staff Governor
Mr G Main	Public Governor – Western
Mrs K Mackenzie	Group Director of Finance and Digital

Miss A Okereke	Staff Governor
Mrs M Pavlou	Non-Executive Director
Mr G Quinn	Public Governor - Western
Dr K Singiseti	Staff Governor
Mrs K Tanriverdi	Public Governor – Central

Agenda Item No		Action Owner
24/05/01	<p>Welcome and Chair's Business</p> <p>Mrs Marshall opened the meeting and welcomed the Governors and observers and introduced Mr Jonathan Fenwick, Senior Clinical Pharmacist and Mr Dan Jackson, North East and North Cumbria Integrated Care Board, Director of Policy, Involvement and Stakeholder Affairs, who are attending the meeting to provide showcase presentations.</p> <p>She informed the Council that this will be Mr A Rabin's last meeting as Lead Governor and thanked him for his huge commitment to role for the past two years. Mr Rabin thanked the Council and Board Members for their support during this time.</p>	
24/05/02	<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>	
24/05/03	<p>Apologies for absence:</p> <p>Apologies were received as per attendance register.</p>	
24/05/04	<p>Minutes of the last meeting held on 14th February 2024:</p> <p>The minutes of the previous meeting held on 14th February 2024 were approved as a correct record.</p>	
24/05/05	<p>Action log and matters arising:</p> <p>The Council of Governors' Action Log was updated accordingly to reflect matters arising from the minutes and discussions took place below:</p> <ul style="list-style-type: none"> Action G/24/08 re. visit to the Community Diagnostic Centre for Governors. Governors were invited to join a tour on 1st March 2024 and further opportunities to visit will be provided once building work progresses. Any Governors interested in attending 	

Agenda Item No		Action Owner
	<p>to contact Ms D Waites, Corporate Services Assistant. This action was agreed for closure on this basis.</p> <ul style="list-style-type: none"> Action G/24/12 re. action plan relating to the Council of Governors annual effectiveness survey results being developed via the Governance and Development Committee. A summary of actions forms part of the report from the Committee to the Council on today's agenda therefore this action was agreed for closure on this basis. Action G/24/15 re. approval of the Council of Governors' Standing Orders. On today's agenda however two-thirds of the Council (16 Governors) need to be present to approve the variations to the Standing Orders and therefore it will be presented again in September 2024. <p>The Council reviewed the actions closed at the last meeting which ensures actions have been closed in line with expectations and the agreements made at the previous Council meeting. No further requirements were highlighted.</p>	
24/05/06	<p>Showcase Presentations:</p> <p>Lipid Management Service – Mr Jonathan Fenwick, Senior Clinical Pharmacist:</p> <p>Mr Fenwick provided a presentation on the Trust's Lipid Management Service and highlighted that this is the only secondary prevention multi-disciplinary team (MDT) service available in the region. Referrals are received from across multiple specialties supporting high risk patients and consultant level input is provided from cardiology, stroke, metabolic medicine and renal medicine. The service has also recently gained support from a nephrology consultant who is the lead for hypertension and specialist nurses also attend the MDT meetings.</p> <p>Mr Fenwick highlighted that 401 patients have been discussed in total and provided examples of patient cases and the positive patient feedback received. The service is projected to review 831 patients across the year and it is expected that waiting times and admissions will be significantly reduced as a result of the service.</p> <p>Mrs Marshall thanked the team for the fantastic work being undertaken and following a query from Mrs A Stabler, Non-Executive Director, in relation to sharing the benefits of the service with partners across the system, Mr Fenwick reported that there is a regional Lipid Management Board and consideration is being undertaken around the Health Service Journal Awards for health inequalities. Mr M Robson, Vice Chair, felt that it was important to support the service across the system and Mrs T Davies, Chief Executive, reported that Su Ann Tee, Consultant, has attended the Senior Management Team to highlight the benefits of the service.. Mr M Hedley, Non-Executive Director, felt that the service was</p>	

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	<p>a good example of clinically led improvement work and Mr Fenwick explained that data analysis continues to take place to highlight benefits. Following a query from Mr J Bedlington in relation to current news reports relating to adverse effects of statins, Mr Fenwick reported that standing operating procedures are in place to manage different conditions however alternative options are available.</p> <p>Mr Fenwick left the meeting.</p> <p>Integrated Care Board Overview – Mr Dan Jackson, Director of Policy, Involvement and Stakeholder Affairs:</p> <p>Mr Jackson provided a presentation on the Integrated Care System and explained that the system includes all organisations responsible for health and wellbeing working together across the region to plan and deliver services for our communities via the Integrated Care Board and Integrated Care Partnership. He highlighted the strategic aims of the Integrated Care Board which have been set by the government and the work being undertaken to develop the Integrated Care Strategy.</p> <p>Mr Jackson reported that further structural changes have taken place since the Integrated Care Board was established and new systems are being embedded. He drew attention to the new Executive Team and reported that Local Delivery Teams have been established however Foundation Trust contracting will be managed centrally and budgets for primary care and community will be devolved to local place committees. A summary of achievements was highlighted which have been undertaken with partners across the region which support plans around the Integrated Care Strategy.</p> <p>Following a query from Mr J Bedlington in relation to the involvement of the voluntary sector, Mr Jackson drew attention to the Governance Framework and highlighted that arrangements are in place working closely with the Voluntary Organisations Network North East (VONNE) which is the support body for the North East Voluntary, Community and Social Enterprise (VCSE) sector.</p> <p>Following a further query in relation to the Great North Healthcare Alliance, Mrs Marshall highlighted that the Chair and Chief Executive of the Integrated Care Board continues to be involved in discussions around collaborative working.</p> <p>Mrs Marshall thanked Mr Jackson for attending and felt that it would be useful to receive annual updates and this will be added to the cycle of business.</p> <p>Mr Jackson left the meeting.</p>	<p>JB/DW</p>

Agenda Item No		Action Owner
24/05/07	<p>Annual Planning Update:</p> <p>Ms N Bruce, Interim Director of Strategy, Planning and Partnerships, provided an update on the annual planning process.</p> <p>She reminded the Council that annual planning guidance was expected from NHS England in December 2023 however this was not published until the end of March 2024 therefore work continued in the meantime focussing on the key elements relating to finance, workforce, activity and performance. A series of draft submissions took place during February and April 2024 and a peer review with the Integrated Care Board took place on 11th April 2024 where the Trust was commended on its performance improvement and approach to planning however the level of the efficiency target was noted. The final detailed submissions were submitted to NHS England on 2nd May 2024.</p> <p>Ms Bruce drew attention to the Trust's priorities for 2024/25 and highlighted the Strategic Aims and Objectives with delivery linked to the Tier One Board Committees. She also drew attention to the Leading Indicators and Breakthrough Indicators for each of the strategic aims which have been agreed following Board discussions and highlighted that the patient safety indicators still require approval by the Quality Governance Committee following ratification of the Quality Accounts.</p> <p>Discussion took place around the activity and performance trajectories and Ms Bruce reported that the Trust's plan is to achieve or better the national performance requirements. Workforce modelling also supports the delivery of the finance and performance plans with a focus on reducing sickness absence rates. The Trust's financial plan is challenging and plans reflect a significant focus on sustainability.</p> <p>After discussion, it was:</p> <p>RESOLVED: to note the contents of the report.</p> <p>Ms Bruce left the meeting.</p>	
24/05/08	<p>Developing the Quality Priorities and Governor Statement:</p> <p>Dr G Findley, Chief Nurse and Deputy Chief Executive, presented the Council of Governors' formal response to the Trust's Quality Account for review and approval.</p> <p>She reminded the Council that Governors have had the opportunity to partake in two dedicated workshops on the development of the Quality Account and quality priorities on 20th March 2024 and 18th April 2024. In addition, the completed draft of the Quality Account was shared with all Governors as part of the consultation process on 2nd May 2024 and</p>	

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	<p>asked to forward any comments on the document to prepare the response.</p> <p>Following comments received, Dr Findley explained some of the reasons in relation to the tight deadlines however stakeholder statements are required prior to the publication of the Quality Accounts. It was acknowledged that this was a system-wide issue and will be raised however Mrs J Boyle, Company Secretary, also highlighted that the deadline was extended following early feedback and Governors were provided with key headlines in relation to the quality priorities during the dedicated workshops.</p> <p>After consideration, it was:</p> <p>RESOLVED: to approve the statement to be included in the Trust's Quality Account 2023/24.</p>	
24/05/09	<p>Chief Executive's Update:</p> <p>Mrs T Davies, Chief Executive, provided an update on current issues relating to the Trust within the organisational strategic aims. She drew attention to the following key points:</p> <p>Strategic Aim 1: We will continuously improve the quality and safety of our services for our patients: Mrs Davies thanked the team on Ward 14a who fulfilled a patient's last wish and organised a wedding, demonstrating the care and compassion provided from staff and colleagues.</p> <p>Strategic Aim 2: We will be a great organisation with a highly engaged workforce: The Trust recently shared the results of the latest NHS Staff Survey in which we scored better than the national average in a number of areas, including care of patients being our top priority (79%). Mrs A Venner, Group Director of People and Organisational Development, reported that further work was being undertaken to improve and better understand sickness and vacancy rates.</p> <p>Mrs Davies highlighted that the recruitment process for the Medical Director role was currently underway with the closing date for applications being 15th May 2024. An update on the process will be provided at the next meeting.</p> <p>Strategic Aim 3: We will enhance our productivity and efficiency to make the best use of resources: Mrs Davies drew attention to some of the activity targets however reported that further work is required around the heatmap (appendix 2 of agenda item 9) and the new Head of Information is looking at this to provide clearer transparent information.</p>	

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	<p>Mrs Davies highlighted that the Trust is improving steadily in relation to 52 week waits and there are no patients waiting over 65 weeks at the year end. Outpatient waiters have also reduced and we have achieved all the core cancer standards.</p> <p>Mrs Marshall felt that it was important to recognise the achievements against performance and this has also been acknowledged by the Integrated Care Board.</p> <p>Strategic Aim 4: We will be an effective partner and be ambitious in our commitment to improving health outcomes and Strategic Aim 5: We will develop and expand our services within and beyond Gateshead:</p> <p>The Trust continues to work with colleagues at Place, ICB level and also within the Great North Healthcare Alliance as this develops further and the first collaborative event for the Alliance focusing on urgent and emergency care took place recently.</p> <p>Mrs Davies reported that the Trust has been supporting Newcastle Hospitals in relation to learning from best practice and Mrs Anna Stabler, Non-Executive Director, is providing support around quality governance by undertaking a Non-Executive Director role over the next three months. Mrs Marshall felt that the Trust had a strong position within the Alliance developments and Mrs Davies agreed to share the Provider Collaborative Annual Report for 2023/24 for further information.</p> <p>Work continues in relation to the new MetroCentre Community Diagnostic Centre and Mrs Marshall thanked Mr Gavin Evans, QE Facilities Managing Director, for playing a key role in its development.</p> <p>Questions from Governors:</p> <p>Mr J Bedlington raised a query in relation to the Medical Director recruitment process and Mrs Davies confirmed that Mr Neil Halford was currently undertaking the role as Interim Medical Director until the process is completed.</p> <p>Mrs H Jones queried the change in process around the A&E four hour target waits and Mrs Davies explained that this was a national initiative to increase capacity and reduce length of stay. A recent Non-Executive Director visit to the emergency admissions units demonstrated capacity issues however Mr N Halford, Interim Medical Director, explained that full capacity protocols were in place and risk assessments were undertaken to manage continuous flow. Mr Bedlington commented on surgical lengths of stay however Mr Halford reported that a number of options were in place including virtual wards and improvement work continues.</p> <p>Mr S Connolly raised some questions in advance of the meeting around some of the Staff Survey results around bullying and harassment and Mrs A Venner, Group Director of People and Organisational Development, reported that further work is required to address the issues</p>	AM / JB

Agenda Item No		Action Owner
	<p>and a number of standards are being reviewed including updating policies and procedures and rolling out additional training including the Zero Tolerance campaign.</p> <p>Mr Connolly commented that some international nursing staff would welcome a conversation with Mrs Venner and Dr G Findley, Chief Nurse, and this will be arranged. Mrs Venner reported that pastoral support is also available.</p> <p>After discussion, it was:</p> <p>RESOLVED: to receive the updates for assurance and information.</p> <p>Dr Findley, Mrs Venner and Mr Halford left the meeting.</p>	AV / GF
24/05/10	<p>Board Committee Assurance update:</p> <p>Digital Committee:</p> <p>Mr A Moffat, Non-Executive Director and Committee Chair, provided an update on key issues and assurances, key risks and priorities from the Committee. He drew attention to some of the main areas of discussion which included:</p> <ul style="list-style-type: none"> • Committee meetings now have a “focus on” section whereby detailed updates are received. This has included discussions around the development of the Digital Inclusion Strategy and setting up a Board Development Session on information risk and cyber security. • Reports are received at every Committee meeting around strategy and planning; operational service delivery including key performance indicators; and regulatory and governance including internal and external audit reports • The Committee is currently monitoring two risks on the Organisational Risk Register and a risk relating to the management of cyber vulnerabilities is currently being discussed. • Key priorities for assurance over the next six months include the development of a plan for the Electronic Patient Record, operational performance KPIs and the process around replacing the Chief Digital Information Officer. <p>Following a query from Mrs H Jones in relation to the “back to basics” work and whether this indicated that some process were not already in place, Mr Moffat explained that this related to ensuring process were undertaken in a timely manner and ensuring continuous improvement was maintained.</p>	

Agenda Item No		Action Owner
	<p>Charitable Funds Committee</p> <p>Mr M Robson, Vice Chair and Committee Chair, provided an update on key issues and assurances, key risks and priorities from the Committee. He drew attention to some of the main areas of discussion which included:</p> <ul style="list-style-type: none"> • The Board of Trustees approved the new working name of the charity – Gateshead Health Charity and a brand relaunch took place in January 2024. • The Charity has secured new corporate partners including Radio Tyneside and Co-op Funeral Care and key charitable projects have been approved including a new ultrasound machine, scalp coolers for the Chemotherapy Day Unit, and new play equipment for Paediatrics • Work has also been undertaken to review development plans for the departmental and ward funds across the organisation to plan how funds will be utilised. <p>Mr Robson drew attention to the key priorities over the next six months which includes finalising the charity strategy focusing on the four pillars to continue to generate awareness, support fundraising, secure legacies and alignment of the strategy to the Trust’s strategic intent. He highlighted some of the emerging themes from ongoing strategy engagement and welcomed the Governors’ feedback.</p> <p>Mrs A Stabler, Non-Executive Director, will be taking part in the Charity sky dive and agreed to share details around this.</p> <p>Following a query from Mrs H Jones in relation to the restrictions on the use of charitable funds for routine purchases, Mr Robson explained that this remains challenging however the Committee considers patient friendly proposals which enable the Trust to provide services above what core funding can deliver.</p> <p>Mr Robson ended the presentation by providing an update on the development of the Jubilee Garden and reported that plants are currently being installed.</p> <p>After further discussion, it was:</p> <p>RESOLVED: to receive the reports for assurance</p> <p>Mr Robson and Mr Evans left the meeting</p>	AS / JB
24/05/11	<p>Governor Standing Orders:</p> <p>Mrs Boyle presented the paper which proposes amendments to modernise the standing orders and ensure they support the Council to adhere to the highest standards of governance.</p>	

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	<p>She reminded the Council that that there needs to be two-thirds of the Council present which would be 16 Governors to approve the revisions unfortunately there were only 13 Governors present at the meeting therefore the revisions were unable to be approved.</p> <p>Following discussion, it was:</p> <p>RESOLVED: to note the proposed changes however approval will be sought at the next meeting with the relevant Governors present.</p>	
24/05/12	<p>Lead Governor and Deputy Lead Governor Appointments:</p> <p>Mrs J Boyle, Company Secretary, presented the report which seeks ratification of the appointments for Lead Governor and Deputy Lead Governor roles.</p> <p>She confirmed that the appointments were conducted in line with the process approved at the last Council meeting in February 2024. In respect of the Lead Governor position, Mrs Boyle reported that two nominations were received and Governors were therefore asked to cast their votes for the position. The voting period closed on Friday 15th March 2024. On 19th March 2024, Governors were informed that Steve Connolly, current Deputy Lead Governor and Public Governor for Central Gateshead, had been voted the new Lead Governor.</p> <p>In relation to the Deputy Lead Governor, one nomination was received from Michael Loome, Public Governor for Central Gateshead and Governors were asked to vote on whether to endorse the nomination, with the voting period closing on Friday 19th April 2024. On 23rd April 2024, Governors were informed that Michael Loome was successfully appointed as Deputy Lead Governor following votes of endorsement from Governors. Following ratification, the appointments will commence for one year from 19th May 2024.</p> <p>On behalf of the Council and Board, Mrs Marshall wished to formally record our sincere thanks to Abe Rabin for his contribution and commitment to the Lead Governor role. Mr Connolly reiterated thanks from the rest of the Council.</p> <p>After consideration, it was:</p> <p>RESOLVED: to formally ratify the appointment of Steve Connolly as Lead Governor and Michael Loome as Deputy Lead Governor for a term of one year effective from 19th May 2024.</p>	

Agenda Item No		Action Owner
24/05/13	<p>Chair and Non-Executive Director Appraisal Process:</p> <p>Mrs J Boyle, Company Secretary, presented the report which seeks approval to implement a revised process for the Chair and Non-Executive Director appraisals, in line with new NHS England requirements.</p> <p>Mrs Boyle explained that a draft revised appraisal process for the Chair and Non-Executive Directors has been developed to meet this requirement, although this remains broadly aligned to the processes followed in previous years. The process has been agreed by the Governor Remuneration Committee and is recommended for approval.</p> <p>It is proposed that the Lead Governor and Deputy Lead Governor will host a private meeting with the Council to seek feedback on the Non-Executive Director appraisals for each domain and themes and trends with be shared with the Chair. The same process will be completed for the Chair appraisal and feedback provided to the Senior Independent Director. It is recommended that the private meeting is scheduled to take place in late May 2024.</p> <p>Following discussion, it was:</p> <p>RESOLVED: to approve the processes for the Chair and Non-Executive Director appraisals on the recommendation of the Governor Remuneration Committee.</p>	JB/DW
24/05/14	<p>Governance and Development Committee update:</p> <p>Mr S Connolly, Deputy Lead Governor provided the Council with an update on the key messages from the recent Governance and Development Committee on 10th April 2024.</p> <p>He reported that there were no issues identified as requiring escalation to the Council for further action however drew attention to some of the areas subject to ongoing monitoring where some assurance has been noted and/or further assurance is required:</p> <ul style="list-style-type: none"> • Discussion took place at the Committee in relation to Governor attendance and engagement and it was agreed that it would be beneficial to undertake a survey around preferred meeting times and an informal meeting will be arranged for Governors to discuss attendance in a supportive manner, holding Non-Executive Directors to account and building relationships. <p>Positive assurances were agreed in relation to the results from the Council of Governors' Effectiveness survey and Mr Connolly highlighted that actions have been identified as above.</p> <p>After discussion, it was:</p>	

Agenda Item No		Action Owner
	RESOLVED: to note the update from the Governance and Development Committee	
24/05/15	<p>Membership Strategy Group update:</p> <p>Mr S Connolly, Deputy Lead Governor, provided the Council with an update on the key messages from the recent Membership Strategy Group on 1st May 2024.</p> <p>He reported that there were no issues identified as requiring escalation to the Council for further action however drew attention to some of the areas subject to ongoing monitoring where some assurance has been noted and/or further assurance is required:</p> <ul style="list-style-type: none"> The membership promotional material was approved to progress for printing and a suggestion was made to obtain drink coasters to promote becoming a member and how to contact Governors. The Group recommended discussion at the Council however it was felt that the current stock of promotional material should be used due to the current financial environment. Mrs L Curry highlighted that there are small display boards on the tables in the Hub and it was agreed to look into this further. <p>Positive assurances were received in relation to the draft Membership Newsletter for May 2024 and this was approved for circulation. The inclusion of Governor profiles were noted. The results of the feedback survey from the last Medicine for Members event was shared and further discussion will take place around planning for the Annual General Meeting in September 2024. This will coincide with the opening of the Community Diagnostic Centre in autumn 2024 therefore it was felt that it would be beneficial to arrange a marketplace style setting focussing on the services that will be available. This will require some consideration around timings of the event and further information will be distributed to the Council for comment.</p> <p>Following consideration, it was:</p> <p>RESOLVED: to note the update from the Membership Strategy Group.</p>	<p>JB/DW</p> <p>JB/DW</p>
24/05/16	<p>Cycle of Business 2024/25</p> <p>Mrs J Boyle, Company Secretary, presented the cycle of business for the Council of Governors for 2024/25.</p> <p>This provides the Council with a forward view of future meetings.</p> <p>Following consideration, it was:</p>	

Agenda Item No		Action Owner
	RESOLVED: to receive the cycle of business for information.	
24/05/17	<p>Top 3 Messages:</p> <p>This agenda item enables the Council to agree on the top three messages from the meeting which Governors can use to inform their discussions with members and the public.</p> <p>The Council agreed that this included:</p> <ul style="list-style-type: none"> • To note the improvement to the Trust's performance figures • To highlight the work of the Lipid Management Service within the region • The attendance and promotion of the Medicine for Members event on Monday 1st July 2024. <i>Post-meeting note – this event was postponed due to the need to comply with strict pre-election rules.</i> 	
24/05/18	<p>Any Other Business:</p> <p>There was no other business to discuss.</p>	
24/05/19	<p>Review of Meeting:</p> <p>The Council were invited to provide any areas of improvement or learning which can also be sent directly to Mrs Marshall and Mr Connolly.</p> <p>Discussion took place around the length of the papers received by the Council however Mrs Marshall explained that the reports received are required for the Council and continuous review is undertaken to ensure they remain relevant. Mrs Jones felt that some reports could be more user friendly and this may be contributing to Governor attendance. Mrs Marshall highlighted that this could be discussed further at the Informal Governor meeting which is being set up.</p> <p>Mr Bedlington thanked the Non-Executive Directors for their attendance and support to the Council.</p>	
24/05/20	<p>Date and Time of Next Meeting:</p> <p>The next meeting of the Council of Governors will be held on Wednesday 25th September 2024. Time to be confirmed due to developing plans around the Annual General Meeting.</p>	

Council of Governors' Action Log

	Not yet started
	Started and on track no risks to delivery
	Plan in place with some risks to delivery
	Off track, risks to delivery and or no plan/timescales and or objective not achievable
	Complete

Agenda Item Number	Date of Meeting	Agenda Item Name	Action	Deadline	Lead	Progress	Status
G/24/15	14.02.24	Council of Governors Standing Orders	Two-thirds of the Council (16 Governors) need to present to approve the variations to the Standing Orders. To present again at May meeting otherwise consideration around arranging extra-ordinary meeting or Annual General Meeting in September.	30.09.24	JB	March 24 – on May Council agenda. May 24 – unable to approve due to insufficient Governors present. To be presented again in September 2024 Sept 24 – on agenda – now requires 17 Governors, including at least 7 public Governors.	
24/05/06	15.05.24	ICB presentation	To receive annual updates and will be added to cycle of business	25.09.24	JB/DW	June 24 – incorporated into the cycle of business. As such action recommended for closure.	
24/05/09	15.05.24	CEO update	To share the Provider Collaborative Annual Report 2023/24 for further information	25.09.24	AM/JB	June 24 – this was circulated by email to all Governors. As such action recommended for closure	
24/05/09	15.05.24	CEO update	Meeting to be arranged with Lead Governor and Group Director of POD re. international nursing staff	25.09.24	AV/GF	June 24 – meeting has been arranged and completed. As such action recommended for closure.	
24/05/09	15.05.24	Board Committee Update: Charitable Funds	To circulate details of Anna Stabler's skydive fundraising page in aid of Gateshead Health Charity	25.09.24	AS/JB	June 24 – fundraising page shared with all Governors. As such the action is recommended for closure.	
24/05/13	15.05.24	Chair and NED appraisal process	Private meeting to be hosted by Lead Governor and Deputy Lead Governor to seek feedback on appraisals from the Council	25.09.24	JB/DW	June 24 - meeting took place on 03.06.24 and feedback shared with the Chair and the Senior Independent Director. As such action recommended for closure.	

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24/05/15	15.05.24	Membership Strategy Group update	To look into using table top display boards in the Hub to promote membership	25.09.24	JB/DW	June 24 – promotional leaflets are now in the table top displays in the Hub. As such action recommended for closure.	
24/05/15	15.05.24	Membership Strategy Group	To distribute further information around timings of AGM and suggested marketplace event to focus on CDC services	25.09.24	JB/DW	August 24 – revised timetable communicated and diary invites amended. Action recommended for closure.	

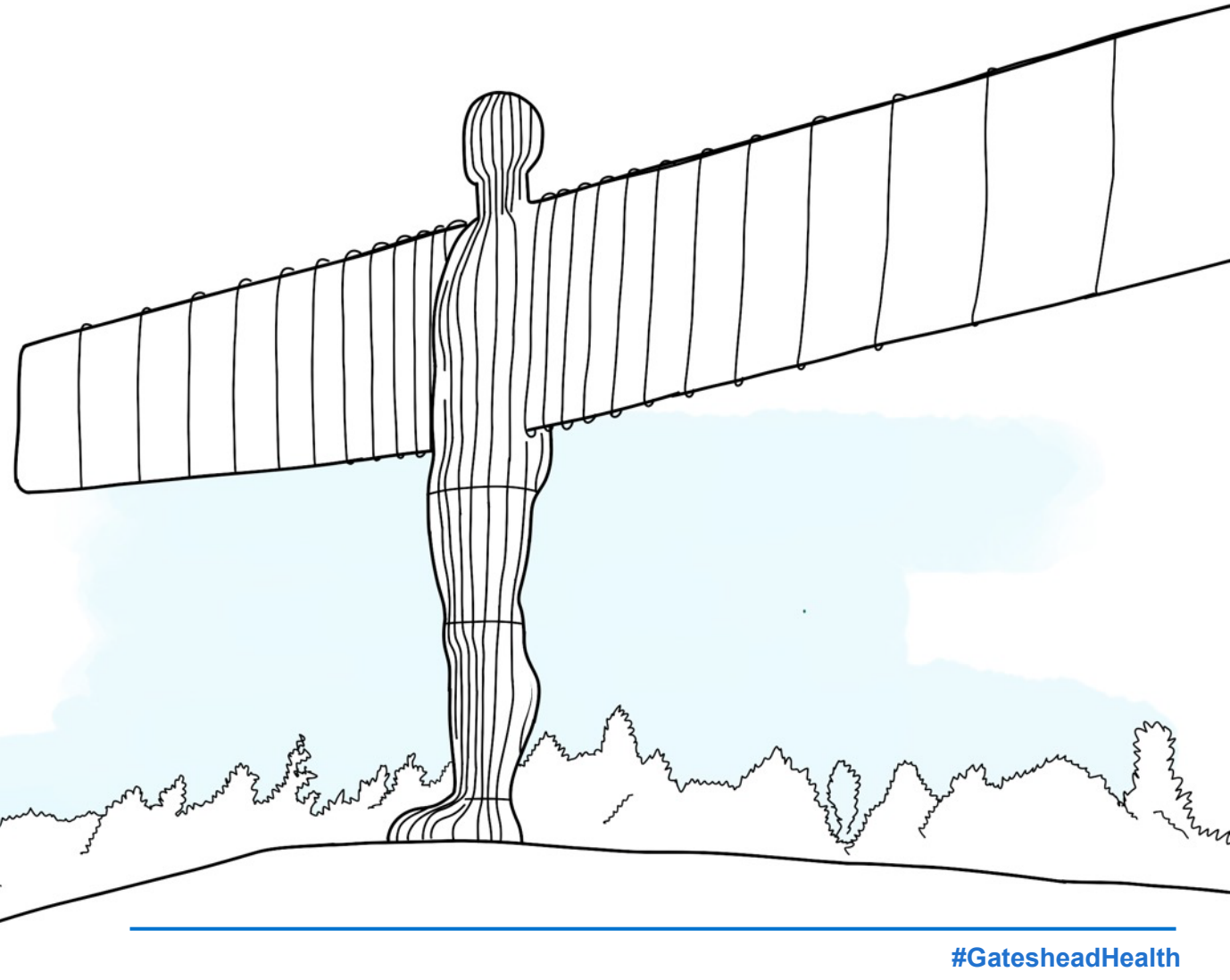
Actions closed from last meeting

Agenda Item Number	Date of Meeting	Agenda Item Name	Action	Deadline	Lead	Progress	RAG-rating
G/24/08	14.02.24	Chief's Executive's Update	To arrange a visit to the Community Diagnostic Centre for Governors	15.05.24	JB	March 24 – Governors invited to join a tour on 1 March – 3 Governors attended. Once building work progresses further opportunities to visit will be provided. Action recommended for closure on this basis.	
G/24/12	14.02.24	Council of Governors annual effectiveness survey results	Action plan to be developed via the Governance and Development Committee and brought back to the Council for review.	15.05.24	JB	March 24 – on agenda for the April Committee meeting. May 24 – summary of actions forms part of the report from the Committee to the Council. Action recommended for closure on this basis.	

Chief Executive's Update to the Council of Governors

Trudie Davies, Chief Executive

25 September 2024



National context – the Darzi report findings

- Lord Darzi completed an independent review into the NHS, to explore the challenges it faces and the impact of this on patients, service users and staff.
- The report was published on 12 September and will inform the forthcoming 10 year plan for the NHS.
- The report provides a helpful ‘state of the nation’ summary of the NHS nationally and recognises most of the key findings as being relevant to Gateshead and the wider NHS across our region.

NHS performance findings

- Ageing population = increased demand for healthcare = pressure on access to care. E.g. 62 day cancer target not met since 2015, long waits for mental health and community services.
- Recognise improvements to patient safety but clinical negligence claims at highest levels – maternal deaths, avoidable deaths, mental health and children and young people’s health
- Health inequalities clearly prevalent – people in poverty are getting sicker and accessing services later
- Obesity and diabetes on the rise, coupled with cuts to public health grants
- Under-investment in community based care leading to pressure on hospitals.
- Decline in NHS productivity – still below 2019 levels.
- Lack of clarity re: the role of the ICB in population health
- Significant long-term sickness for working age adults. Improve access to care = improve the contribution the NHS makes to the economy

National context – the Darzi report findings

Drivers of performance

- Spending increases by the government were lower than planned between 2019 and 2024 – with spending per capita lower than other predominantly English-speaking countries.
- Capital investment has declined since 2009 – leading to deteriorating infrastructure and significant backlog maintenance (now £11.6 billion).
- The pandemic had a significant impact on the NHS after a decade of underinvestment – led to fewer resources and lower resilience than other health systems
- Voices of patients are not sufficiently heard leading to compensation claims of circa £3 billion per annum.
- Many staff feel disempowered and overwhelmed – leading to higher sickness absence.
- Identified cultural challenges, such as developing open, transparent and just cultures, take time to resolve and change.
- Changes to NHS structures and system, such as the creation of ICBs and the CQC's inspection regime, have caused a lack of clear understanding and inconsistent approaches across the country

- In summary, the report recognises that there are significant challenges facing the NHS but its '*vital signs are strong*'.
- The report reflects the importance of patient empowerment, digital technology, prevention, care closer to home and ensuring funding streams and capital investment support these principles.
- Lord Darzi identifies the following themes for how to 'repair' the NHS:
 - *Re-engage staff and re-empower patients*
 - *Lock in the shift of care closer to home by hardwiring financial flows*
 - *Simplify and innovate care delivery for a neighbourhood NHS*
 - *Drive productivity in hospitals*
 - *Tilt towards technology*
 - *Contribute to the nation's prosperity*
 - *Reform to make the structure deliver*
- We recognise the challenges and welcome the principles that Lord Darzi has identified as being important to the solution for the NHS – this is a great opportunity to work together to develop an NHS which is fit for the future.

Strategic Aim 1: We will continuously improve the quality and safety of our services for our patients



Engagement, involvement and visits:

- Theatre team

- We are delighted to be named as a **finalist for Trust of the Year at the Health Service Journal (HSJ) Awards 2024**. This is a fantastic achievement and is a testament to the dedication and hard work of all of our colleagues and volunteers. We are one of nine trusts to be shortlisted and the winners will be announced on 21 November.
- We are monitoring the emerging situation regarding **GP collective action**. As there is variation in the action being taken between different GPs / practices and no central communication of this, the extent and impact of this on our patients and clinical services cannot yet be ascertained. We have therefore identified this as one of our top 3 organisational risks. Our Clinical Strategy Group are key to our response.
- We have made significant improvements in **reducing the numbers of overdue complaints**, which is now down to 3. We recognise the importance of timely complaint response so that we can learn from our patients and ensure that we are providing the highest standards of care and service.
- We are delighted that two of our teams have been shortlisted for Team Awards in the **Northern Cancer Alliance Awards 2024**. Well done to the Gynae Oncology, Colorectal and Stoma Clinical Nurse Specialist Teams and the Specialist Breast Care Nursing Team.
- We took part in the national **Falls Awareness Week** in September, highlighting the important work of the Trust Falls Prevention Group and some of the ongoing workstreams. This includes initiatives such as a decaffeinated drinks pilot on the care of the elderly wards and the introduction of new falls assessment tools. Falls is a Patient Safety Incident Response Plan (PSIRP) area of focus. The volume of falls resulting in harm have increased slightly in August, however we have seen a reduction in the rate of falls rates per bed day for the second month in a row.



Strategic Aim 1: We will continuously improve the quality and safety of our services for our patients

- We were delighted to open the Jubilee courtyard garden, which has been named the **Garden of Hope**. The Garden of Hope was officially opened by the Lord Lieutenant of Tyne and Wear, Ms Lucy Winskell OBE (King Charles' representative in our region). It has a number of sensory features and provides a private, peaceful outdoor sanctuary for our patients who cannot access other areas of the hospital.
- We were delighted that some of our Governors could attend the official opening ceremony.
- The Garden of Hope was made possible by kind donations to the Gateshead Health Charity and we are grateful to all those who contributed to the project.



Strategic Aim 2: We will be a great organisation with a highly engaged workforce



- We have **supported colleagues during the recent period of civil unrest** across the UK, seeking to ensure that all our staff feel safe, welcomed and supported. We worked closely with our staff networks and our Freedom to Speak Up Guardian to provide a range of support mechanisms.
- We would like to record our sincere thanks to **Dr Issac Evbuomwan** for his hard work and dedication in chairing both the Medical Staffing Committee (MSC) and Local Negotiating Committee (LNC). We look forward to working with **Dr Andrew Lowes** as the incoming Chair of the MSC and **Ian McClintock**, incoming Chair of the LNC.
- We launched three new policies in recent weeks to support our **zero tolerance approach** to any kind of bullying, harassment or abuse – a new sexual safety policy and updated bullying and harassment and violence and aggression policies.
- We have been ranked among the **top 10 performing units nationally for professional development in obstetrics and gynaecology** by the Royal College of Obstetricians and Gynaecologists (RCOG). Congratulations to the entire team for their outstanding effort and dedication in delivering exceptional support to our new trainees.
- We received the **NHS England Workforce Training and Education (WTE) Directorate Annual Quality Report 2024** for our Trust. This provides good assurance on the overall quality of education and training provided to all clinical professionals and the levels of engagement and support over the last training year.
- Our **sickness absence rates** are higher than planned at 5.7% in August against a target of 4.9%. Work is ongoing to compassionately support improvements in this area.
- Our current **vacancy rate** is 3.1%, which is higher than the target of 2.5%. This has increased from 1.6% in June, where we were the lowest in the region. Tighter vacancy control and approval measures have been put in place, which has contributed to the increase.
- Our spend in relation to **temporary staffing** compared to the overall pay bill was 0.5% in August, below the threshold of 2.3%. Whilst this is positive, it is noted that additional pay spend remains high (with medical staffing spend in Medicine being one of our top risks). This is a key focus for the Trust.

Engagement, involvement and visits:

- Senior Leadership Roadshow
- Gateshead Health Leadership Group launch



Strategic Aim 3: We will enhance our productivity and efficiency to make the best use of resources



- At the end of month 5 we are reporting a **financial deficit of £9.4m**, representing a £73k positive variance from planned deficit levels of £9.5m, however, this has required the Group to increase support. We continue to plan to achieve the forecast outturn deficit position of £12.6m.
- The **Cost Reduction Plan (CRP)** is ahead of plan with a positive variance of £570k with £6.1m transacted in month 5 against a plan of £5.5m. Risks remain in the proportion of non-recurrent savings made to date and the CRP plan being heavily weighted towards Q3 and Q4. This means that the Board will need to consider other schemes which might present greater risk.
- There is therefore a significant focus on improving our **financial position** and making the best use of the resources available to us. Two of our current top three risks as an organisation relate to financial sustainability – the risk of not achieving our planned deficit position, including the delivery of our cost reduction programme, and the risk of medical staffing overspend within the division of medicine. We are working with our clinical and non-clinical teams to look at how we can ensure efficiency, effectiveness and quality in the delivery of our services. This links to our planning for winter and future strategy development.
- A key focus for us is preparing for winter, focussing on how we can provide high-quality care in a timely and efficient manner within the resources available to us. We recognise that we are in a strong position in relation to vacancy rates and our focus is therefore on local improvement initiatives. **Connectivity** between our teams and timely, accurate and compassionate **communication** will be key.
- During early September we faced a significant **business continuity issue with our radiology image viewing solution**. We implemented a formal incident management approach to implement a co-ordinated response to mitigate risks and work towards recovery and followed business continuity plans in each area to maintain clinical safety.
- Key operational performance exceptions:
 - **Length of stay** continues to be challenging.
 - The **A&E 4-hr standard** improved to 72% in August, below national target level of 78% and planned improvement levels. A weekly clinically-led task and finish group is in place to identify drivers of performance variation and supporting improvement actions.
 - The stretch target of achieving zero > **52 week** RTT waiters was not achieved by the end of Q1 and at the end of August the number of long waits have increased to 108. Recovery trajectories in gynaecology and surgery are improving, and mutual aid is in place to support urology. Current improvement projections include both Urology & Gynae achieving <52 week waiters in Q3, and Trauma & Orthopaedics achieving 52 weeks in Q4.
- Further performance information is included at Appendix 1.

Strategic Aim 4: We will be an effective partner and be ambitious in our commitment to improving health outcomes

- The Chief Executive attended a national meeting in London in early September where all provider Chief Executives met together to discuss key issues such as **winter** and to hear from the Secretary of State for Health and Social Care, Wes Streeting. The **10 year plan for the NHS** was the key area for discussion – this will focus on the integration of health, social care and mental health services, recognising the importance of local planning and local health needs.
- We have been commended for our support of **Armed Forces Reservist Medical Services** in global Military Medical Operations. This coincides with being awarded the **Gold Award from the Armed Forces Covenant Employer Recognition Scheme**. This highlights the Trust's commitment to supporting our armed forces community. This recognition demonstrates that the Trust has provided employment opportunities and support for veterans, reservists, and their families.
- Our CEO, Trudie Davies, Place Director, Lyn Wilson and Local Authority CEO, Dale Owens, are delivering a presentation to system partners in October on the **benefits of system working**. This follows a commitment to work on increasing collaboration and partnership within our community contract. This builds on existing great work.



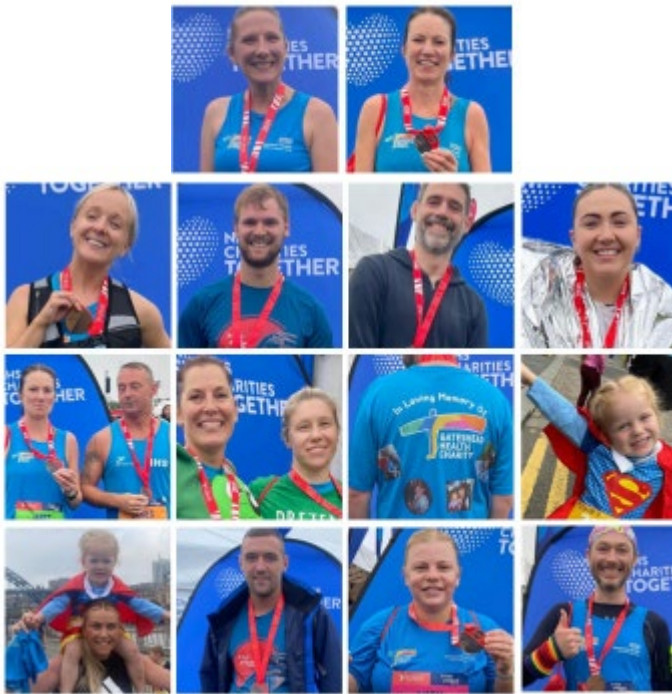
Engagement, involvement and visits:

- National CEO meeting with the Secretary of State for Health and Social Care and the NHS England CEO
- Provider Collaborative workforce meetings
- Great North Healthcare Alliance meetings ICS Chair and CEO workshop
- Place-based meetings
- Meeting with Mark Ferguson MP (Gateshead Central and Whickham)
- Visit to County Durham and Darlington NHS FT hosted by their CEO
- Urology Alliance meeting

Strategic Aim 5: We will develop and expand our services within and beyond Gateshead



- A huge well done and thank you to everyone who took place in the **Great North Run** events and raised money for our Gateshead Health Charity.
- The opening of the **Community Diagnostics Centre (CDC)** at the Metrocentre in partnership with Newcastle Hospitals is fast approaching. The CDC and diagnostic services will feature as a showcase presentation at our Annual General Meeting and Annual Members' Meeting on 25 September.



Appendix 1 – performance against constitutional standards



Gateshead Health
NHS Foundation Trust

Metric	Target	Jul 23	Aug 23	Sep 23	Oct 23	Nov 23	Dec 23	Jan 24	Feb 24	Mar 24	Apr 24	May 24	Jun 24	Jul 24	Aug 24	Ass/Var
Achievement of the A&E 4 hours standard	>78%	71.8%	71.3%	71.4%	70.6%	70.5%	66.1%	68.6%	69.0%	72.2%	71.8%	72.0%	76.3%	71.0%	72.2%	
12 hour trolley waits (DTA to left department)	0	11	0	50	24	0	7	1	0	0	1	4	0	3	0	
% of ED attendances > 12 hours in department	<2%	3.9%	4.4%	6.5%	5.7%	4.9%	7.4%	7.0%	4.9%	3.6%	3.8%	4.1%	2.3%	5.4%	4.4%	
Ambulance handover delays 30-60 minutes	0	59	77	123	99	80	110	25	1	0	0	2	1	10	4	
Ambulance handover delays 60 minutes +	0	62	16	122	100	51	50	2	0	0	0	0	0	13	0	
Achievement of the RTT 18 week standard	>92%	70.6%	68.9%	67.0%	66.9%	67.7%	67.2%	68.3%	67.8%	67.9%	68.9%	70.6%	70.6%	70.3%	69.2%	
Achievement of the 52 week RTT standard	Apr 24 - 58 May 24 - 42 Jun 24 - 18 Jul 24 - 0	236	237	293	273	263	143	113	112	76	72	109	88	81	108	
Achievement of the 6 week diagnostic standard	>95%	91.9%	90.7%	88.6%	92.4%	94.1%	91.4%	90.0%	92.1%	91.2%	88.8%	86.0%	83.8%	84.7%		
Achievement of the Cancer 28 day standard	>77%	77.4%	77.6%	76.0%	76.8%	78.5%	80.4%	75.9%	83.0%	81.1%	79.8%	82.1%	81.1%	81.4%	80.4%	
Achievement of the Cancer 31 day standard	>96%	100.0%	99.6%	99.5%	100.0%	99.4%	99.4%	99.6%	100.0%	97.9%	99.1%	99.6%	100.0%	98.9%		
Achievement of the Cancer 62 day standard	>70%	69.1%	73.5%	70.4%	68.6%	70.0%	64.6%	72.4%	71.2%	73.9%	75.3%	67.9%	70.7%	69.6%		

Appendix 1 – performance against our leading indicators (aligned to our strategic aims and objectives)

Strategic Objectives 2024/25		We will continuously improve the quality and safety of our services for our patients															
<p><i>Full compliance with the Maternity Incentive Scheme (MIS) and the Ockenden actions</i></p> <p><i>Full delivery of the actions within the Quality Improvement Plan leading to improved outcomes and patient experience with particular focus on improvements relating to mental health, learning disabilities and cancer.</i></p> <p><i>An agreed strategic approach to the development of an EPR supported by a documented and timed implementation plan.</i></p> <p><i>Development & implementation of an Estates strategy that provides a 3 year capital plan to address the key critical infrastructure and estates functional risks across the organisation by March 2025</i></p>																	
Metric	Target	Jul 23	Aug 23	Sep 23	Oct 23	Nov 23	Dec 23	Jan 24	Feb 24	Mar 24	Apr 24	May 24	Jun 24	Jul 24	Aug 24	Ass/Var	Trend
LEADING INDICATORS																	
Ockenden Recommendations % compliance with Total Recommendations	100%	55.5%	55.5%	55.5%	88.8%	88.8%	88.8%	77.7%	77.7%	77.7%	78.0%	78.0%	74.0%	74.0%	89.0%		
Maternity Incentive Schemes % compliance with Total Recommendations	100%										62.9%	70.8%	76.4%	77.5%	83.0%		
Reduction in patient safety incidents linked to estate issues	<=4			2	2	1	9	1	4	4	3	4	6	4	3		
Compliance with the quality improvement plan indicated by the % of actions on track	100%		68%	76%	76%	84%	80%	84%	88%	88%	88%	88%	76%	84%	88%		

Strategic Objectives 2024/25																	
<p><i>Caring for our people in order to achieve the sickness absence and turnover standards by March 2025</i></p> <p><i>Growing and developing our people in order to improve patient outcomes, reduce reliance on temporary staff and deliver the 24-25 workforce plan</i></p> <p><i>Improvement in the staff survey outcomes and increase staff engagement score to 7.3 in the 2025 survey</i></p>																	
Metric	Target	Jul 23	Aug 23	Sep 23	Oct 23	Nov 23	Dec 23	Jan 24	Feb 24	Mar 24	Apr 24	May 24	Jun 24	Jul 24	Aug 24	Ass/Var	Trend
LEADING INDICATORS																	
Maintain the vacancy rate at <=2.5%	<=2.5%	3.7%	3.1%	2.3%	1.8%	2.5%	2.5%	2.3%	2.2%	2.4%	1.7%	1.7%	1.6%	3.2%	3.1%		
Improve the staff engagement score to 7.3	>=7.3	5.92			7.00			6.60			6.60			6.63			



Strategic Objectives 2024/25

We will enhance our productivity and efficiency to make the best use of our resources

Improve the quality of care delivery and accessibility for patients by meeting the locally agreed stretch standards by March 2025

Evidence of reduction in cost base and an increase in patient care related income by the end of March 2025 leading to a balanced financial plan for 2025-26

Metric	Target	Jul 23	Aug 23	Sep 23	Oct 23	Nov 23	Dec 23	Jan 24	Feb 24	Mar 24	Apr 24	May 24	Jun 24	Jul 24	Aug 24	Ass/Var	Trend
LEADING INDICATORS																	
Average Length of Stay Non-Elective (Emergency) <4 days	<=4	4.80	4.80	5.00	5.70	5.00	5.10	5.10	5.00	4.30	5.00	6.96	6.30	6.60	7.10	F H	
Achievement of the 4 hours trajectory	≥78% (Local ≥80%)	71.8%	71.3%	71.4%	70.6%	70.5%	66.1%	68.6%	69.0%	72.2%	71.8%	72.0%	76.3%	71.0%	72.2%	F	
Achievement of the 52 week RTT standard	Apr 24 - 58 May 24 - 42 Jun 24 - 18 Jul 24 - 0	236	237	293	273	263	143	113	112	76	72	109	88	81	108	F L	
Achievement of 2024/25 financial Plan - Variance (£k)	Figure in brackets favourable										2,312	2,609	0.009	(0.004)	(0.073)		
Finance - Forecast Out-turn Deficit (Plan)	12,650										12,650	12,650	12,650	12,650	12,650		

Strategic Objectives 2024/25

We will develop and expand our services within and beyond Gateshead

Contribute effectively as part of the Great North Healthcare Alliance to maximise the opportunities presented through the regional workforce programme

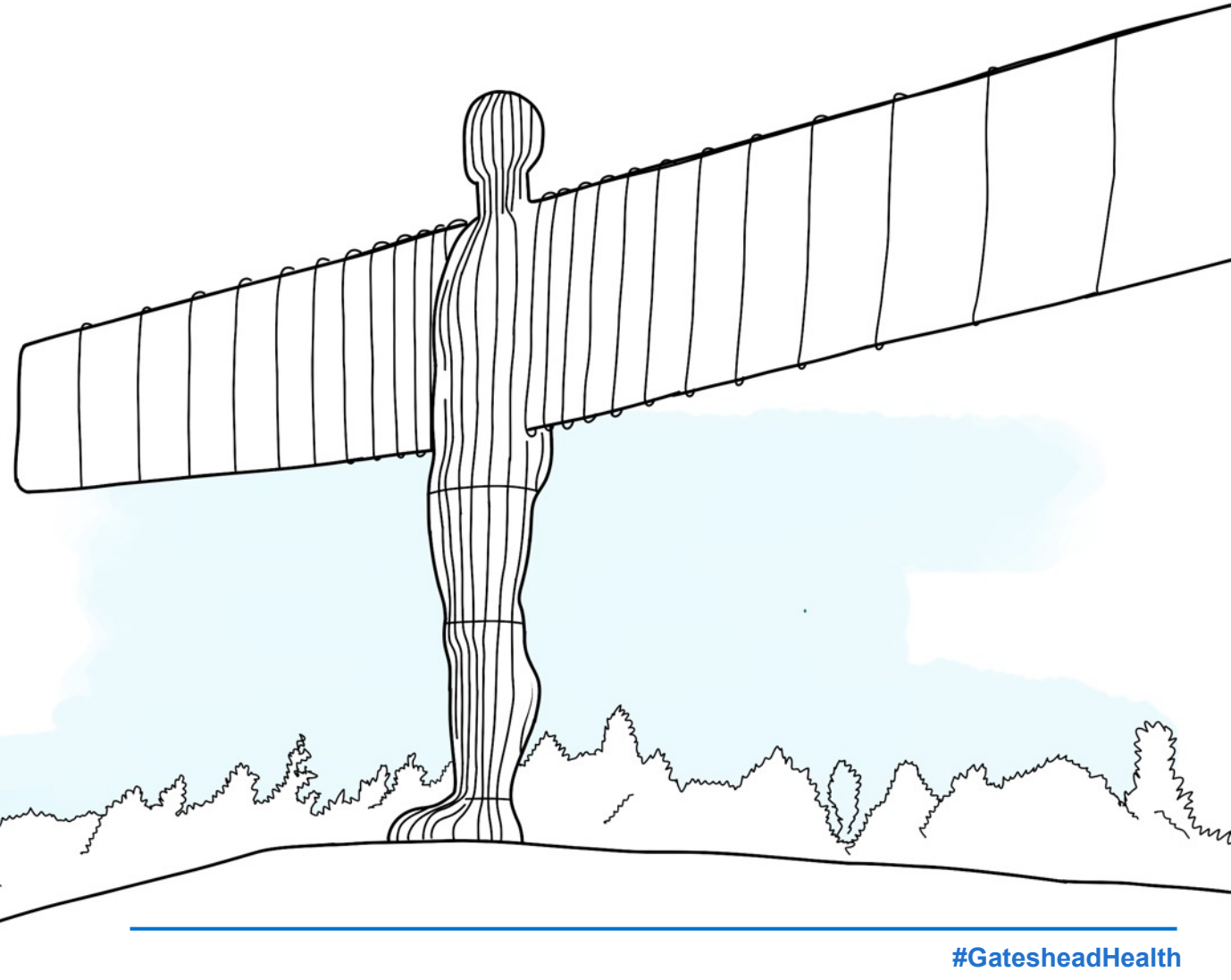
Evidenced business growth by March 2025 with a specific focus on Diagnostics and Women's health and commercial opportunities

Metric	Target	Jul 23	Aug 23	Sep 23	Oct 23	Nov 23	Dec 23	Jan 24	Feb 24	Mar 24	Apr 24	May 24	Jun 24	Jul 24	Aug 24	Ass/Var
LEADING INDICATORS																
0.5% increase in QEF externally generated turnover	>=0.5%										0.2%	0.2%	0.2%	0.8%	1.8%	



Work of the Quality Governance Committee

Adam Crampsie, Chair of the Committee



Examples of issues considered

Patient
Experience

Serious
Incidents

Freedom to
Speak Up

Maternity
Oversight

Regulatory
compliance

Patient
Safety &
Learning

Case study – Freedom to Speak Up (FtSU)

Q1&2 23/24 – 14 concerns raised across 6 months. Low levels of reporting and engagement with FtSU

Q4 23/24 – 18 concerns raised to FtSU Guardian (157% increase). Relaunch of FtSU champions. Reporting to QCG, not at the maturity required to give assurances around the 'so what' of concerns raises and the learning culture. Lack of triangulation with other information across the Trust to inform meaningful actions.

Q3 23/24 – Full time FtSU Guardian in post. FtSU strategy and action plan presented to the board, assurances against plan through Quality & Governance Committee (QGC).

Q1 24/25 – Vastly improved reporting based on committee feedback to give greater assurances. **71.4% increase in reporting**. FtSU Champions increase to 28. Committee focus on trends in category of concerns & 'hot spot' areas. New reporting on protected characteristics and future triangulation plans.

Key risks

The Committee is currently monitoring the following risks linked to the Board Assurance Framework (BAF) on the Organisational Risk Register

Strategic aim 1: We will continuously improve the quality and safety of our services for our patients

Evidence full compliance with the Maternity Incentive Scheme (MIS) and the Ockenden actions

Full delivery of the actions within the Quality Improvement Plan leading to improved outcomes and patient experience with particular focus on improvements relating to mental health, learning disabilities and cancer

Strategic aim 4: We will be an effective partner and be ambitious in our commitment to improving health outcomes

Work at place with public health, place partners, and other providers to ensure that reductions in health inequalities are evidenced with a focus on women's health

Work collaboratively as a part of the Gateshead system to improve health and care outcomes to the Gateshead population

Key priorities for assurance over the next 6 months

Safe Staffing

Maternity Services

Patient experience

Regulatory Compliance

Complaints

Embedding a learning culture linked to PSIRF

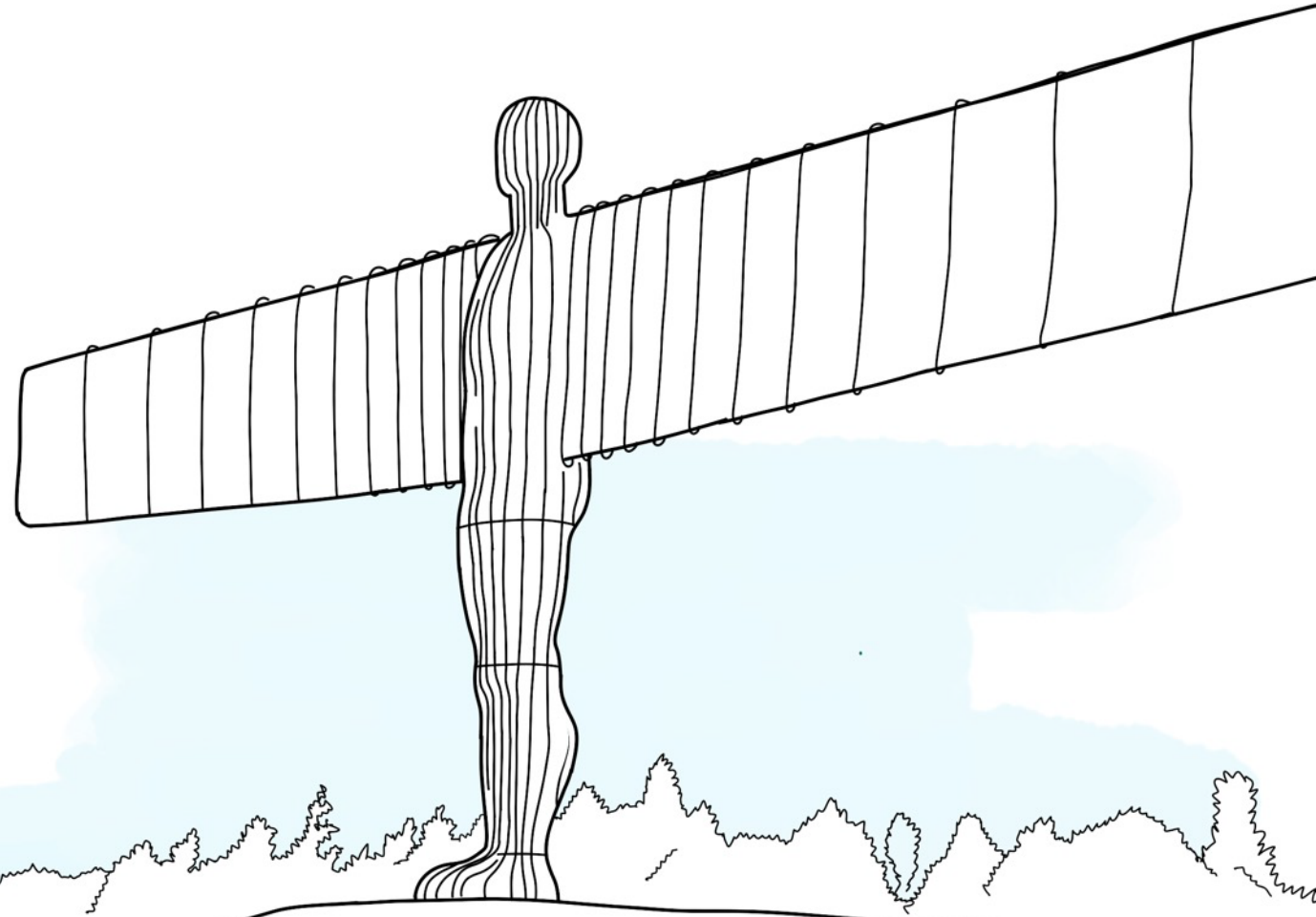
Any
questions?



Work of the Group Audit Committee

Andrew Moffat, Chair of the Committee

25 September 2024



Some of the key issues considered and assurances received



Annual Accounts

- Reviewed key documents for Trust, QEF and Charitable Funds
- Made recommendations to Board, QEF Board and Board of Trustees to approve these documents

External Audit

- Received EA opinion on financial statements for 2024/25
- Regular receipt of progress made against recommendations in EA accounts closure report

Internal Audit

- Approval of 2024/25 plan
- Regular receipt of progress against 2024/25 plan, review of completed audits and monitoring the timeliness and implementation of recommendations

Risk and Process Management

- Regular update reports received from Executive Risk Management Group
- Assurance report from FTSUG and Clinical Audit lead

Counter Fraud

- Approval of 2024/25 plan
- Regular receipt of progress against 2023/24 plan and 2024/25 plan, review of completed investigations and implementation of recommendations

Regulatory and Governance

- On behalf of the Board regular approval of losses and special payments report
- Reviewed the effectiveness of the Committee, internal audit, counter fraud and external audit.

Key Escalations



Annual Accounts

- 'Good' Head of Internal Audit Opinion
- External Audit complimentary re: quality of financial accounts



Implementation of Recommended Actions

- Improved management responses to draft audit reports
- Improved implementation of recommended actions

Key risks

Completion of QEF annual audit within timescales

Internal and external capacity required to complete the audits included in the workplan

Implementation of recommended actions within agreed timescales

Key priorities for assurance over the next 6 months

Continued overview of progress against implementation of audit and counter-fraud recommendations

Continued overview of progress against agreed audit and counter-fraud workplans

Continued overview of progress against External Audit recommendations

Prepare for review of QEF year-end reporting, ensuring that regulatory deadlines are met and that continuous improvement is made in the quality of reporting

Any
questions?





Report Cover Sheet

Agenda Item: 8

Report Title:	Council of Governors Standing Orders			
Name of Meeting:	Council of Governors			
Date of Meeting:	25 September 2024			
Author:	Jennifer Boyle, Company Secretary			
Executive Sponsor:	Alison Marshall, Chair			
Report presented by:	Jennifer Boyle, Company Secretary			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To seek approval to amended the Council of Governors' Standing Orders following a full review.				
Proposed level of assurance <i>– to be completed by paper sponsor:</i>	Fully assured	Partially assured	Not assured	Not applicable
	<input type="checkbox"/> <i>No gaps in assurance</i>	<input type="checkbox"/> <i>Some gaps identified</i>	<input type="checkbox"/> <i>Significant assurance gaps</i>	<input checked="" type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Governance and Development Committee – 11 January 2024 Council of Governors – February 2024 and May 2024 (insufficient Governors present to be able to approve the changes)			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<ul style="list-style-type: none"> • The paper proposes amendments to modernise the Council of Governors' Standing Orders and ensure that they support the Council to adhere to the highest standards of governance. • The main changes, additions and deletions are outlined in this supporting report with material changes clearly marked on the document. • The Governance and Development Committee reviewed the changes and recommend the revised Standing Orders to the Council, subject to some additional discussion on the options for future variation, as outlined in this paper. 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council is requested to review and approve the proposed changes to the Council of Governors' Standing Orders, including agreement on the mechanics of variation based on the options provided.			

	The Council is requested to be assured that the Governance and Development Committee has reviewed the changes in detail and recommends the revisions to the Council for approval.				
Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust <u>strategic objectives</u> that the report relates to:	Indirectly supports objective achievement through the setting of a strong governance environment.				
Links to CQC Key Lines of Enquiry (KLOE):	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks – new risks, or those already recognised on our risk management system with risk reference number):	-				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	

Council of Governors' Standing Orders

1. Introduction

- 1.1. It is good practice to review the Council of Governors' Standing Orders periodically to ensure that they remain fit for purpose and support the Council in applying the highest standards of governance.
- 1.2. A full review of the Standing Orders has not been undertaken for a number of years and therefore this review proposes a number of changes and updates to modernise the document.
- 1.3. This supporting paper summarises the proposed changes for approval by the Council. These changes were reviewed and supported by the Governance and Development Committee, subject to additional options being provided to inform a decision over the future thresholds set for approving variations to the Standing Orders.

2. Key issues / findings

- 2.1. The Standing Orders have been transferred into the Trust's branded report template, which provides a more modern look to the document. The new proposed Standing Orders are included at Appendix 1.
- 2.2. As the changes made include the addition of some new sections it is not possible to easily map the changes through as the paragraph references have been altered. New clauses are shown in blue text, with any major amendments shown in purple.
- 2.3. Other minor amendments have been made to update job titles, remove gender pronouns and update the references to regulators and legislation. These changes are not individually highlighted in Appendix 1.
- 2.4. The Standing Orders currently sit as an appendix to the Constitution. It is proposed that they become a standalone document, particularly given that they have their own process for amendment, which differs from that of the Constitution itself.
- 2.5. The changes are summarised by section in the below table and a copy of the current Standing Orders are included at Appendix 2 for reference.

Section	Changes Proposed
Purpose	This is a new section to provide a clear explanation as to the importance of the Standing Orders. This was not previously described anywhere.
Composition and Role of the Council of Governors	New section to cross-reference readers to the Constitution. This helps the Standing Orders to sit as a standalone document with a logical order.
Calling Meetings of the Council of Governors	Previously there was a separate section on the AGM, which referred to regulations on public meetings dated from 1991. A new AGM paragraph is now included in this section (3.2) and references

Section	Changes Proposed
	the latest regulations which must be followed.
Notice of Meetings	References to the need for the Chair to physically sign a notice of the meeting has been removed.
Virtual Meetings	This new section has been added to formally document that virtual meetings are permitted and operate under the same rules as in-person meetings.
Setting the Agenda	Adjusted paragraph 6.2 which referred to timescales of 10 and 5 days for inclusion of a Governor requested item on the agenda. This has been clarified as 10 days to remove the discrepancy (as papers would have been issued 5 days before the meeting).
Chair of the Meeting	This previously stated that a Non-Executive Director would chair the meeting in the absence of the Chair. This has been updated to state that the Deputy Chair would undertake this role.
Minutes	<p>Reference to the need for the Chair to sign the minutes has been removed (para 12.1).</p> <p>A new paragraph (12.4) is included to state that the minutes will formally record attendance and set the expectation that Governors should strive to attend meetings of the Council.</p>
Committees	<p>References to Monitor and the Secretary of State have been removed from this section (para 13.1).</p> <p>Para 13.2 has been adjusted to clarify that only Governors are voting members of Governor committees.</p> <p>A new paragraph has been added to clarify that committees are not required to be held in public (13.6).</p>
Declarations of Interest	<p>Para 15.1 has been adjusted to make reference to the need to comply with the Trust's Managing Conflicts of Interest policy.</p> <p>Some new examples of interests are included to support Governors in understanding what is declarable.</p> <p>An additional paragraph has been added (15.6) to clarify that the interests of spouses and co-habiting partners should also be disclosed where relevant.</p>
Resolution of Disputes with the Board of Directors	This is a new section that has been added for completeness and cross-references back to the dispute resolution process in the Constitution.
Variation and Amendment of the Standing Orders	The Standing Orders can currently only be amended if two thirds of the Council are present. The wording has been clarified to state this refers to those currently in post (i.e. discounting the

Section	Changes Proposed
	<p data-bbox="715 176 916 215">vacant seats).</p> <p data-bbox="715 248 1437 432">There is also a proposed new paragraph (19.2) which provides a pragmatic approach to amending the Standing Orders should the two thirds threshold not be achieved on two consecutive occasions. Please see separate section below.</p>

- 2.6. Note the section entitled 'Disability of Governors in Proceedings on Account of Pecuniary Interest' has been removed in its entirety as the key principles are already covered within the Declaration of Interest section.

3. Variation and Amendment of the Standing Orders

- 3.1. The draft copy of the Standing Orders reviewed by the Governance and Development Committee included a proposed new paragraph to provide a more pragmatic approach to reaching sufficient numbers of Governors present in a meeting to be able to approve an amendment to the Standing Orders.
- 3.2. The current requirement is that two thirds of Governors must be present, with no fewer than half of the public Governors voting in favour of amendment.
- 3.3. Given historic challenges in achieving two thirds of the Council being present at meetings, it is likely that the Council may end up in a position where the Standing Orders are unable to be amended for a significant period of time. This is a scenario which has happened in other local trusts in recent years.
- 3.4. To be pragmatic it was proposed in the draft reviewed at the Committee to lower the two-thirds threshold to half of the sitting Council if the threshold was not able to be achieved for two consecutive meetings.
- 3.5. Members of the Governance and Development Committee discussed this proposal and whilst supporting the need to be pragmatic queried whether there were different options available which may enable more timely decision-making in this regard. The Company Secretary committed to undertake some benchmarking and include an options appraisal within the paper to the Council of Governors.
- 3.6. In addition Committee members raised a query on whether the wording should stipulate a majority vote, as it is currently unclear what the voting threshold is (except for public Governors). This is a helpful suggestion and it is recommended that those voting in favour should be a majority.
- 3.7. A sample of 15 trusts with publicly accessible Council of Governors' Standing Orders were reviewed, with the following trends noted:
- 6 trusts had retained the two-thirds threshold (with some stipulating that this should include one Public Governor / Staff Governor / Nominated Governor, with most then requiring half of those present to vote in favour. For most there is no requirement for the majority of those present to be Public Governors.

- 2 trusts required half the Council to be present and of those present half to vote in favour of amendment. The composition of those Governors present and voting is not referenced.
- 4 trusts stipulated no minimum attendance requirement, and therefore it is assumed it would be in line with the normal quorum requirements for the Council (which is most commonly one third). 2 of these trusts then require half to vote in favour, 1 requires two-thirds and 1 requires three-quarters.
- 3 trusts required some form of Board approval for changes to the Council of Governors Standing Orders, with 2 following the normal constitutional amendment process and 1 requiring Board approval and only consultation with the Council.

3.8. This benchmarking exercise provides a number of different options for consideration by the Council:

- a) Maintaining the two-thirds threshold and permitting a reduction to half of the sitting Council after two unsuccessful attempts to reach two-thirds. It is recommended that a majority vote (i.e. more than half in attendance) would be required to pass an amendment (noting that the majority of members in attendance must be Public Governors).
- b) Removing the two-thirds threshold entirely and replacing this with half the sitting Council being required to attend, with more than half in attendance being required to vote in favour in order for an amendment to be passed (noting that the majority of members in attendance must be Public Governors).
- c) Aligning the threshold to our quorum requirements (one third of Governors in office are present, the majority of which must be Public Governors) and then setting a higher bar than 51%, for example that two-thirds of those present must vote in favour (noting that the majority of members in attendance must be Public Governors)..

3.9. It is recommended that the approval of variations remains a Council decision, rather than a Board decision.

3.10. To support timely decision-making, whilst recognising the importance of robust decision-making in respect of changes to key governance documents, it is recommended that Option b) is approved by the Council.

3.11. All options retain the link back to public accountability by requiring more than half of those in attendance to be Public Governors. It does remove the former requirement of more than half of all Public Governors needing to be present and for at least half of all Public Governors to vote for an amendment. This added an additional layer of complexity and implied that a change could in theory be approved or rejected based on the votes of Public Governors only including in scenarios where less than half of Governors present supported a particular proposal.

4. Solutions / recommendations

4.1. The Council is requested to review and approve the proposed changes to the Council of Governors' Standing Orders, including agreement on the mechanics of variation based on the options provided.

- 4.2. The Council is requested to be assured that the Governance and Development Committee has reviewed the changes in detail and recommends the revisions to the Council for approval.

- 4.3. It is noted that there will need to be two-thirds of the Council present, i.e. 17 Governors (two thirds of the current seated Council of 25 Governors, rounded up), including at least half of the public Governors. The amendment can only be passed if at least half of the public Governors vote in favour. In summary there needs to be 17 Governors present, of which there should be at least 8 public Governors. At least 8 public Governors must vote in favour for the amendment to be passed.



Gateshead Health
NHS Foundation Trust

Council of Governors' Standing Orders

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Change Control

Version	Date	Main changes
1.0	January 2024 - draft	<ul style="list-style-type: none"> Previously an appendix to the Constitution so this is V1 as a separate document. Full review with modernisation of terminology and new sections added: Purpose, Composition of the Council, Virtual Meetings, Resolution of Disputes. A number of other adjustments made, for example to provide greater clarity around the declaration of interests.

1. Purpose

- 1.1. The purpose of the Council of Governors' Standing Orders is to ensure that the highest standard of corporate governance and conduct are applied to all Council meetings and associated deliberations. The Council shall at all times seek to comply with the Code of Governance for NHS Provider Trusts.

2. Composition and Role of the Council of Governors

- 2.1. The composition and role of the Council of Governors is set out within Section 6 of the Constitution.

3. Calling Meetings of the Council of Governors

- 3.1. Meetings of the Council of Governors shall be held at least four times each year, inclusive of an Annual General Meeting, at times and places that the Council of Governors may determine. Ordinary meetings of the Council of Governors shall be held at such times and places as the Council may determine.
- 3.2. The Trust will publicise and hold an Annual General Meeting of the Council of Governors where the annual report and accounts and the auditor's report on the accounts must be presented (in accordance with paragraph 28, Schedule 7 of the NHS Act 2006). This meeting will be convened within a reasonable timescale after the end of the financial year but must not be before the annual report and accounts have been laid before Parliament.
- 3.3. The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them, the Governors who signed the request may convene a meeting of the Council of Governors in default of the Chair.
- 3.4. It is proposed that all meetings will be held in public unless the Council of Governors decides otherwise in relation to part of a meeting for reasons of confidentiality. The Chair may exclude any member of the public from a meeting if they are interfering with or preventing the proper conduct of the meeting.

- 3.5. The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted.
- 3.6. Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Council of Governors.

4. Notice of Meetings

- 4.1. Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted shall be delivered to every Governor (electronically), in order to be available to them at least five clear days before the meeting. Lack of service of the notice on any Governor shall not affect the validity of a meeting.
- 4.2. In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice. Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.
- 4.3. Before each meeting of the Council of Governors, a public notice of the time and place of the meeting, and the public part of the agenda, will be displayed on the Trust's website.

5. Virtual Meetings

- 5.1. The Council of Governors reserves the right to conduct its meetings using virtual technology, enabling members to attend meetings using virtual platforms (via video or teleconference). This extends to all groups within the Council's governance structure. The same principles regarding voting rights and quorum will apply to virtual meetings.

6. Setting the Agenda

- 6.1. The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.
- 6.2. A Governor desiring a matter to be included on an agenda shall make his request in writing to the Chair at least ten clear working days before the meeting. Requests made less than **ten clear days** before a meeting may be included on the agenda at the discretion of the Chair. The matter shall be included in the agenda for the next meeting of the Council unless otherwise stated in the request.

7. Chair of the Meeting

- 7.1. At any meeting of the Council of Governors, the Chair, shall preside. If the Chair is absent from the meeting (including absence due to a declared conflict of interest), the Deputy Chair shall preside. Otherwise, the Council will select a member of the Council to preside.

8. Notices and Motions

- 8.1. A Governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Section 4 of these Standing Orders.
- 8.2. A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 8.3. Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governor who gives it and also the signature of three other Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chair to propose a motion to the same effect within three months; however the Chair may do so they consider it appropriate.
- 8.4. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 8.5. When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- an amendment to the motion
 - the adjournment of the discussion or the meeting
 - that the meeting proceed to the next business (*)
 - the appointment of an ad hoc committee to deal with a specific item of business
 - that the motion be now put (*)
 - in the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

9. Chair's Ruling

- 9.1. Statements of Governors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

10. Quorum

- 10.1. No business shall be transacted at a meeting of the Council of Governors unless one third of the Governors in office (ie not counting vacant posts) are present and entitled to vote, the majority of which must be Public Governors.
- 10.2. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting and the decision to that effect shall be recorded.

11. Voting

- 11.1. Save where all public Governors present are unanimous in opposing a motion, every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote. In the event that a motion is opposed by all public Governors present, that motion shall not be passed.
- 11.2. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 11.3. If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 11.4. If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 11.5. In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

12. Minutes

- 12.1. The Chair will ensure that all matters of significance in the meeting are recorded and maintained as a public record. They will be submitted for agreement at the next meeting.
- 12.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 12.3. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded in accordance with section 3 of these Standing Orders.
- 12.4. The names of the members of the Council of Governors present at the meeting shall be recorded in the minutes. Governors should make every effort to attend meetings of the Council where appropriate and practicable.

13. Committees

- 13.1. The Council of Governors may agree, from time to time, to ask its committees, sub-committees or joint committees which it has formally constituted in accordance with the Constitution, terms of the Licence issued by the regulator and statutory provisions, and individual Governors, to support the Council of Governors by undertaking tasks to assist the Council in performing its statutory role. Committees of the Council may make recommendations to the Council but there is no provision for the delegation of decision-making.
- 13.2. Save as stipulated in this Constitution, terms of the Licence or statutory provisions, the Council of Governors may and, if directed, shall appoint committees of the Council, consisting wholly of persons who are members of the Council of Governors. Non-members of the Council of Governors may attend such committees if appropriate under the committee's Terms of Reference but they shall have no vote.
- 13.3. The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Council of Governors.
- 13.4. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 13.5. Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Council of Governors.
- 13.6. There is no requirement to hold meetings of committees established by the Council of Governors in public.

14. Confidentiality

- 14.1. A member of the Council of Governors or an attendee on a committee of the Council shall not disclose a matter dealt with by, or brought before the committee, without its permission or until the committee shall have reported to the Council or shall otherwise have concluded the matter.
- 14.2. A member of the Council of Governors or a non-member of the Council of Governors, in attendance at a committee shall not disclose any matter dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee resolves that it is confidential.

15. Declarations of Interest

- 15.1. Members of the Council of Governors are required to comply with the Trust's Managing Conflicts of Interest Policy and to declare interests that are relevant and material to the Council. All members of the Council of Governors should declare such interests on appointment and annually thereafter and on any subsequent occasion when a conflict arises.

- 15.2. For the avoidance of doubt, interests that should be disclosed include, but are not limited to:
- Directorships, including Non-Executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
 - Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
 - Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
 - A position of authority in a charity or voluntary organisation in the field of health and social care.
 - Any connection with a voluntary or other organisation contracting for NHS services.
 - [Any other commercial interest in an issue raised in a meeting.](#)
 - [Ministerial appointments made by or on behalf of Ministers.](#)
 - [Positions in elected public office, for example as a District or County Councillor or MP.](#)
 - [Public appointments, for example as a Non-Executive Director of a Police Authority.](#)
 - to the extent not covered above, any connections with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.
- 15.3. If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair or Company Secretary.
- 15.4. At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes of the relevant meeting and entered onto a Register of Interests for Governors. Any changes in interests should be declared at the next Council of Governors' meeting following the change occurring.
- 15.5. During the course of a Council of Governors' meeting, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 15.6. [The interests of Governors' spouses and cohabiting partners should also be regarded as relevant and should also be disclosed in line with the Managing Conflicts of Interest policy.](#)

16. Register of Interests

- 16.1. The Company Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Governors. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by Governors.
- 16.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- 16.3. The Register will be available to the public and the Company Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

17. Resolution of Disputes with the Board of Directors

- 17.1. The Council of Governors and the Board of Directors must be committed to develop and maintain a constructive and positive relationship. The aim at all times should be to resolve any potential or actual differences of opinion quickly, through discussion and negotiation.
- 17.2. If, through informal efforts, the Chair cannot achieve resolution of a disagreement or conflict, the Chair will follow the dispute resolution procedure described in the Constitution. The aim is to resolve the matter at the first available opportunity and only to follow this procedure if initial action fails to achieve resolution.

18. Suspension of the Standing Orders

- 18.1. Except where this would contravene any statutory provision or any direction made by the regulator, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present, including one staff Governor and one public Governor, and that a majority of those present vote in favour of suspension.
- 18.2. A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 18.3. A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.
- 18.4. No formal business may be transacted while Standing Orders are suspended.
- 18.5. The Audit Committee shall review every decision to suspend Standing Orders.

19. Variation and Amendment of the Standing Orders

- 19.1. These Standing Orders shall be amended only if:
 - a notice of motion has been given;
 - at least two-thirds of the Governors **currently in post** are present, **the majority of which must be Public Governors**;
 - **the variation is approved by over half of the Governors present; and**
 - the variation proposed does not contravene a statutory provision or direction made by the Secretary of State.
- 19.2. Should the Council be unable to achieve an attendance of two-thirds of the Governors being present on two consecutive occasions (and hence unable to consider the proposed amendments), at the discretion of the Chair the attendance requirements should be lowered to half the sitting Council being present on the third occasion.

COUNCIL OF GOVERNORS' STANDING ORDERS

1. Meetings of the Council of Governors

1.1 Admission of the Public and the Press:

It is proposed that all meetings will be held in public unless the Council of Governors decides otherwise in relation to part of a meeting for reasons of confidentiality. The Chair may exclude any member of the public from a meeting if they are interfering with or preventing the proper conduct of the meeting.

The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Council's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted.

1.2 Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Council of Governors.

1.3 Calling meetings:

Meetings of the Council of Governors shall be held at least four times each year, inclusive of an Annual General Meeting, at times and places that the Council of Governors may determine.

Ordinary meetings of the Council of Governors shall be held at such times and places as the Council may determine.

1.4 The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him, at the Trust's Headquarters, such one third or more Governors may forthwith call a meeting.

1.5 Notice of meetings:

Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on their behalf shall be issued to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least five clear working days before the meeting.

1.6 Lack of service of the notice on any Governor shall not affect the validity of a meeting.

1.7 In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.

1.8 Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

1.9 **Setting the agenda:**

The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders).

1.10 A Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten clear days before the meeting, subject to Standing Order 1.5. Requests made less than five days before a meeting may be included on the agenda at the discretion of the Chair.

1.11 **Chair of meeting:**

At any meeting of the Trust, the Chair, if present, shall preside. If the Chair is absent from the meeting either in whole or temporarily on the grounds of a declared conflict of interest, the Non-Executive Director, shall preside

1.12 **Annual public meeting:**

The Trust will publicise and hold an annual public meeting in accordance with the NHS Trusts (Public Meetings) Regulations 1991 (SI(1991)482).

1.13 **Notices of motion:**

A Governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 1.7.

1.14 **Withdrawal of motion or amendments:**

A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

1.15 **Motion to rescind a resolution:**

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governors who gives it and also the signature of three other Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chair to propose a motion to the same

effect within three months; however the Chair may do so if he/she considers it appropriate.

1.16 Motions:

The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

1.17 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

- an amendment to the motion
- the adjournment of the discussion or the meeting
- that the meeting proceed to the next business (*)
- the appointment of an ad hoc committee to deal with a specific item of business
- that the motion be now put (*)
- in the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

1.18 Chair's ruling:

Statements of Governors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

1.19 Voting:

Save where all public Governors present are unanimous in opposing a motion, every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote. In the event that a motion is opposed by all public Governors present, that motion shall not be passed.

1.20 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.

1.21 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.

1.22 If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

1.23 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

1.24 **Minutes:**

The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

1.25 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

1.26 Minutes shall be circulated in accordance with Governors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public (required by the Code of Practice on Openness in the NHS).

1.27 **Suspension of Standing Orders:**

Except where this would contravene any statutory provision or any direction made by the Secretary of State and/or Monitor, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present, including one staff Governor and one public Governor, and that a majority of those present vote in favour of suspension.

1.28 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

1.29 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.

1.30 No formal business may be transacted while Standing Orders are suspended.

1.31 The Audit Committee shall review every decision to suspend Standing Orders.

1.32 **Variation and amendment of Standing Orders:**

These Standing Orders shall be amended only if:

- a notice of motion under Standing Order 1.14 has been given; and
- no fewer than half the total of the Trust's public Governors vote in favour of amendment; and
- at least two-thirds of the Governors are present; and
- the variation proposed does not contravene a statutory provision or direction made by the Secretary of State.

1.33 **Record of attendance:**

The names of the Governors present at the meeting shall be recorded in the minutes.

1.34 **Quorum:**

No business shall be transacted at a meeting of the Council of Governors unless one third of the Governors in office (ie not counting vacant posts) are present and entitled to vote, the majority of which must be Public Governors.

1.35 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting and the decision to that effect shall be recorded.

2. **Committees**

2.1 **Appointment of committees:**

Subject to such directions as may be given by the Secretary of State and/or any requirements of Monitor, the Council of Governors may and, if directed by them, shall appoint committees of the Council of Governors, consisting wholly or partly of Governors.

2.2 A committee appointed may, subject to such directions as may be given by the Secretary of State or the Council of Governors appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Governors).

2.3 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Council of Governors.

2.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.

2.5 Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Council of Governors.

2.6 **Confidentiality:**

A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.

- 2.7 A Governor or a member of a committee shall not disclose any matter reported to the Council of Governors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee shall resolve that it is confidential.

3. **Declarations of interests and register of interests**

3.1 **Declaration of interests:**

The Trust's constitution requires Governors to declare interests which are relevant and material to the Council of Governors of which they are a member. All existing Governors should declare such interests. Any Governors appointed subsequently should do so on appointment.

- 3.2 For avoidance of doubt, interests that should be disclosed include, but are not limited to are:

- a) Directorships, including Non-Executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- d) A position of authority in a charity or voluntary organisation in the field of health and social care.
- e) Any connection with a voluntary or other organisation contracting for NHS services.
- f) to the extent not covered above, any connections with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.

- 3.3 If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair.

- 3.4 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes of the relevant meeting. Any changes in interests should be declared at the next Council of Governors' meeting following the change occurring.

- 3.5 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Council of Governors' annual report. The information should be kept up to date for inclusion in succeeding annual reports.

3.6 During the course of a Council of Governors' meeting, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

3.7 **Register of interests:**

The Trust Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Governors. In particular the Register will include details of all directorships and other relevant and material interests which have been declared by Governors.

3.8 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

3.9 The Register will be available to the public and the Trust Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

4. **Disability of Governors in proceedings on account of pecuniary interest**

4.1 Subject to the following provisions of this Standing Order, if a Governor has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Council of Governors at which the contract or other matter is the subject of consideration, he/ she shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

4.2 Monitor may, subject to such conditions as that organisation may think fit to impose, remove any disability imposed by this Standing Order in any case in which it appears to Monitor in the interests of the National Health Service that the disability shall be removed.

4.3 The Council of Governors shall exclude a Governor from a meeting of the Trust while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.

4.4 Any expenses payable to a Governor shall not be treated as a pecuniary interest for the purpose of this Standing Order.

4.5 For the purpose of this Standing Order the Chair or a Governor shall be treated, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- (a) he/she, or a nominee of his/her, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

- (b) he/she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

and in the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

4.6 A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- (a) of his membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;
- (b) of an interest in any company, body or person with which he/she is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

4.7 Where a Governor:

- (a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and
- (b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and
- (c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class;

this Standing Order shall not prohibit them from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.



Report Cover Sheet

Agenda Item: 9

Report Title:	Governor Committee Proposal			
Name of Meeting:	Council of Governors			
Date of Meeting:	25 September 2024			
Author:	Jenfer Boyle, Company Secretary			
Sponsor:	Alison Marshall, Chair			
Report presented by:	Alison Marshall, Chair			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision: <input type="checkbox"/>	Discussion: <input checked="" type="checkbox"/>	Assurance: <input type="checkbox"/>	Information: <input type="checkbox"/>
	To consider a proposal to merge the Governance and Development Committee and Membership Strategy Group together into a single meeting			
Proposed level of assurance <i>– to be completed by paper sponsor:</i>	Fully assured <input type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input checked="" type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Proposal raised informally with the Lead and Deputy Lead Governor. Membership Strategy Group – 17 September 2024			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	The paper outlines a proposal to merge the Governance and Development Committee and Membership Strategy Group into a single committee. This will not result in a reduction in the scope of committee business, but enables Governor time to be spent more effectively, recognising the voluntary nature of the role.			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	The Council of Governors is requested to consider and approve / reject the proposal to merge the current Membership Strategy Group and Governance and Development Committee together to form a single Governor committee which would meet quarterly and continue to be chaired by the Lead Governor.			

	The Council of Governors is requested to provide a preferred name for the merged committee should the proposal be approved.				
Trust Strategic Aims that the report relates to:	Aim 1 <input type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust strategic objectives that the report relates to:	Indirectly links to the strategic objectives by supporting Governors to enact their roles effectively.				
Links to CQC Key Lines of Enquiry (KLOE):	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks – new risks, or those already recognised on our risk management system with risk reference number):	No direct links				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>		Not applicable <input checked="" type="checkbox"/>	

Governor Committee Proposal

1. Executive Summary

- 1.1. This paper outlines a proposal to merge the Governance and Development Committee and Membership Strategy Group into a single committee. The committee would meet quarterly and be chaired by the Lead Governor.
- 1.2. This will not result in a reduction in the scope of committee business, but enables Governor time to be spent more effectively, recognising the voluntary nature of the role. Agendas can be flexed and weighted towards either governance or membership depending upon the time of year and emerging issues.
- 1.3. A single quarterly committee meeting may support increased attendance from Governors and result in richer discussions. It also recognises that at times there can be duplication and overlap in discussions at the two committees, so this proposal supports a more-joined up approach.
- 1.4. The Lead Governor, Deputy Lead Governor and Membership Strategy Group have expressed support for this proposal.

2. Introduction

- 2.1. There are currently 3 Governor committees:
 - Governor Remuneration Committee – which has a prescribed membership;
 - Membership Strategy Group – for which all Governors are considered to be members; and
 - Governance and Development Committee – for which similarly all Governors are considered to be members.
- 2.2. This paper seeks to put forward a proposal to merge the Membership Strategy Group and Governance and Development Committee into a single committee, making the most effective use of Governor time and resources.
- 2.3. As there is a requirement under the Code of Governance for NHS Providers for all trusts to have a Governor Remuneration Committee, and its remit is clearly prescribed, the Governor Remuneration Committee is not considered as part of this proposal.

3. Background to the committees

- 3.1. The Governance and Development Committee was formed in 2022 to take a lead role in reviewing a range of governance matters on behalf of the Council. This includes items such as:
 - Reviewing any proposed changes to key governance documents such as the Standing Orders and Constitution, and recommending these documents to the Council of Governors;
 - Supporting the development of key Governor documentation such as the Governor Handbook and the Code of Conduct;
 - Working with the Corporate Services team to ensure that Governor induction and training plans are appropriate and meet the needs of Governors;

- Taking the lead in reviewing the outputs of the annual Council of Governors effectiveness survey and identifying any actions. Supportively reviewing Governor attendance rates at the Council to identify any Governor who may need additional assistance in their role; and
 - Being the first point of contact for the review of proposed significant transactions or service changes where Governor consultation would be beneficial.
- 3.2. The Membership Strategy Group is a long-standing Governor group which was re-established following the pandemic. The Group leads on membership engagement and recruitment, including:
- Supporting the development and implementation of the Membership Strategy;
 - Working with the Corporate Services team to develop and deliver engagement activities and campaigns, as well as membership communications; and
 - Receiving information about the annual election process for assurance.
- 3.3. Governors felt strongly that all Governors should be considered to be members of both of these committees and are welcome to attend meetings. There is however no expectation that Governors should attend every meeting (with the focus being on the Council meeting given that Governors are volunteers and have varying amounts of time to dedicate to the role), and quorum is set at 5 members.
- 3.4. The committees meet quarterly. In accordance with the terms of reference the Governance and Development Committee should be chaired by the Lead Governor. For the Membership Strategy Group all Governors were invited to express an interest in chairing the meetings and one expression of interest was received from the Lead Governor, who was Deputy Lead Governor at the time. This means that in practice both committees are chaired by the Lead Governor.

4. Case for change

- 4.1. A proposal has been developed to merge the two committees into a single committee which meets on a quarterly basis and would continue to be chaired by the Lead Governor. There are a number of reasons why the proposal has been developed:
- We recognise that Governors are volunteers who kindly give up their time to undertake Governor-related duties. Having two separate meetings increases the **time commitment** for Governors and may make it difficult for Governors with less available time to attend. Historically whilst both committees tend to be quorate, the number of Governor members in attendance tends to be between 5 and 10 (out of a total of 23 filled Governor positions). Holding a single quarterly meeting may support increased attendance rates, contributing to richer discussions.
 - The **workload of the committees varies throughout the year** and therefore it can mean that at times the meetings are very short. An example would be the last Governance and Development Committee which lasted approximately 30 minutes as there was a light agenda, In comparison the meeting held in January 2024 was lengthy and had a packed agenda to review a number of core documents (such as the Code of Conduct,

Handbook, Constitution and Standing Orders). The Membership Strategy Group tends to have lengthier agendas in the spring / summer months when the elections are approaching and there are more engagement opportunities in the milder weather. A single meeting would enable agendas to be flexed and weighted as appropriate, without requesting Governor attendance at what could be quite short individual meetings (as is currently the case).

- There are a number of occasions where the **remit of the committees has become blurred** and overlapped during discussions. For example, there are times where the discussions at Governance and Development Committee have led to considerations around communications with members and the meeting chair has understandably had to curtail and cross-refer the issues. Combining the committees brings such discussions into one single place and enables a more joined-up approach to addressing issues or suggestions.

5. Recommendations

- 5.1. It is on this basis that there is therefore a proposal to combine the Membership Strategy Group and Governance and Development Committee to form a single committee which would continue to meet quarterly. Suggested names for the committee include, although other suggestions are welcomed (recognising this is a Governor committee):
 - Membership and Governance Committee;
 - Membership, Governance and Development Committee (the preferred option of the Membership Strategy Group); and
 - Membership, Engagement, Governance and Development Committee.
- 5.2. The Council of Governors is requested to consider and approve / reject the proposal to merge the current Membership Strategy Group and Governance and Development Committee together to form a single Governor committee which would meet quarterly and continue to be chaired by the Lead Governor.
- 5.3. The Council of Governors is requested to provide a preferred name for the merged committee should the proposal be approved.

Senior Independent Director Role

Gateshead Health NHS Foundation Trust
Council of Governors. 25 September 2024



Introduction

- Governor Support
- Chair Support
- Remuneration Committee

Governor Support

- Supporting the Governors, providing them a voice if they feel the tightness between the CEO and Chair is unhealthy, or if they question objectivity in decision making. The SID takes the role of facilitator of resolutions.
- Working with Governors to ensure that I and my fellow non-executives are sufficiently involved with Governor-led and Governor-supported activities that reflect the needs of the “shareholders” – i.e. the community in Gateshead.
- Supporting Governors and fellow Board members when they feel they have not been fully heard by the CEO or Chair or when the normal channels of communication have broken down.
- Agreeing the process and working with Governors on Chair performance appraisal

Chair Support

- Supporting the Chair in matters related to effective governance, seeking ways to gain assurance in the most effective and efficient way possible.
- Working with fellow non-executives to review Chair performance and to deliver the annual review.
- Acting as an intermediary for other directors and the Chair when conflicts arise.
- Delivering the Chair performance appraisal

Remunerations Committee

- Chairing the Remuneration Committee, ensuring we have adequate executive and non-executive succession plans, salary decisions are in line with NHS guidance, and offer fair recompense to each individual with respect to their peers.
- Annual review of the effectiveness of the Remunerations Committee and reporting to Governors

Questions?

- relating to the role
- relating to the Chair
- relating to Governor support

Committee Escalation and Assurance Report

Name of Governor Committee	Governance and Development Committee
Date of Governor Committee:	11 July 2024
Chair of Governor Committee:	Steve Connolly (Lead Governor)

<p>Alert <i>(matters of significant concern requiring escalation to the Council for further action)</i></p>
<ul style="list-style-type: none"> No issues of signification concern
<p>Advise <i>(areas subject to ongoing monitoring where some assurance has been noted / further assurance sought or emerging developments that the Committee is seeking assurance over)</i></p>
<ul style="list-style-type: none"> Council of Governor Standing Orders. The Committee acknowledged that the standing orders have still been unable to be approved due to insufficient number of Governors present at the last council meeting. They are due to be represented at the September meeting and the Committee suggested that an email is sent out before the next meeting to remind Governors of the attendance number required to approve the Standing Orders.
<p>Assure <i>(key assurances received and any highlights of note for the Council, including recommendations for items requiring Council approval / ratification)</i></p>
<ul style="list-style-type: none"> An informal Governor meeting took place on 12th June 2024 to discuss Governor attendance and engagement following the results of the effectiveness survey. It was reported that this had been a positive meeting however attendance could have been better. A further informal meeting will be arranged for early September 2024 and will be actioned on a regular basis.
<p>Risks (any new risks / proposed changes to risk scores)</p>
<ul style="list-style-type: none"> No new risks identified

Committee Escalation and Assurance Report

Name of Governor Committee	Membership Strategy Group
Date of Governor Committee:	17 th September 2024
Chair of Governor Committee:	Steve Connolly, Lead Governor

Alert

(matters of significant concern requiring escalation to the Council for further action or to bring to the attention of the full Council)

- The Group discussed the proposal to merge the Governance and Development Committee and Membership Strategy Group together into one single meeting. Mrs Boyle explained that a single quarterly committee meeting may support increased attendance from Governors and result in richer discussions. It also recognises that at times there can be duplication and overlap in discussions at the two committees therefore the proposal supports a joined up approach. The Group supported this approach and recommends its adoption to the Council of Governors with the preferred new name of the Membership, Governance and Development Committee.

Advise

(areas subject to ongoing monitoring where some assurance has been noted / further assurance sought or emerging developments that the Committee is seeking assurance over)

- The Group considered the implications of the Lord Darzi report and further discussions will take place at the Council meeting.
- Discussion took place around the Council of Governors elections and concerns were raised in relation to the low number of applications as well as the difficulties in filling the vacancies within the Eastern Gateshead constituency. Mrs Boyle explained that there was typically an over-subscription for the Central Gateshead constituency therefore it may be beneficial to consider merging these constituencies in the future (note this would require a constitutional change). The Group felt that further work may be required around the proportionality of those areas however the wider views of the Council are sought in the first instance.

Assure

(key assurances received and any highlights of note for the Council, including recommendations for items requiring Council approval / ratification)

- Results from the feedback survey following the last Medicine for Members event focussing on Women's Health Services were shared and the Group agreed that this had been a great success with good engagement. Discussion also took place in relation to future events and some suggested topics were considered. It was agreed that the next event will take place towards the end of November 2024 to maintain regular scheduling of the events.

Risks (any new risks / proposed changes to risk scores)
<ul style="list-style-type: none">• No new risks identified.



Report Cover Sheet

Agenda Item: 13

Report Title:	Council of Governors Elections 2024			
Name of Meeting:	Council of Governors			
Date of Meeting:	Wednesday 25 th September 2024			
Author:	Diane Waites, Corporate Services Assistant			
Sponsor:	Alison Marshall, Chair of the Board and Council of Governors			
Report presented by:	Diane Waites, Corporate Services Assistant			
Purpose of Report <i>Briefly describe why this report is being presented at this meeting</i>	Decision:	Discussion:	Assurance:	Information:
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	To receive the elections timetable for information			
Proposed level of assurance – to be completed by paper sponsor:	Fully assured <input checked="" type="checkbox"/> <i>No gaps in assurance</i>	Partially assured <input type="checkbox"/> <i>Some gaps identified</i>	Not assured <input type="checkbox"/> <i>Significant assurance gaps</i>	Not applicable <input type="checkbox"/>
Paper previously considered by: <i>State where this paper (or a version of it) has been considered prior to this point if applicable</i>	Membership Strategy Group			
Key issues: <i>Briefly outline what the top 3-5 key points are from the paper in bullet point format</i> <i>Consider key implications e.g.</i> <ul style="list-style-type: none"> • Finance • Patient outcomes / experience • Quality and safety • People and organisational development • Governance and legal • Equality, diversity and inclusion 	<p>To provide key information and dates for the 2024 elections to the Council of Governors.</p> <p>The notice of election was published on 28th August 2024, with the deadline for nominations on Wednesday 25th September 2024.</p> <p>There are 10 Governor positions available:</p> <ul style="list-style-type: none"> • 2 x Staff Governors • 2 x Public Governors for Central Gateshead • 3 x Public Governors for Western Gateshead • 3 x Public Governors for Eastern Gateshead 			
Recommended actions for this meeting: <i>Outline what the meeting is expected to do with this paper</i>	To note the key dates and receive the report for information.			

Trust Strategic Aims that the report relates to:	Aim 1 <input checked="" type="checkbox"/>	We will continuously improve the quality and safety of our services for our patients			
	Aim 2 <input checked="" type="checkbox"/>	We will be a great organisation with a highly engaged workforce			
	Aim 3 <input checked="" type="checkbox"/>	We will enhance our productivity and efficiency to make the best use of resources			
	Aim 4 <input checked="" type="checkbox"/>	We will be an effective partner and be ambitious in our commitment to improving health outcomes			
	Aim 5 <input checked="" type="checkbox"/>	We will develop and expand our services within and beyond Gateshead			
Trust corporate objectives that the report relates to:	SA2.1, SA2.2				
Links to CQC KLOE	Caring <input type="checkbox"/>	Responsive <input type="checkbox"/>	Well-led <input checked="" type="checkbox"/>	Effective <input type="checkbox"/>	Safe <input type="checkbox"/>
Risks / implications from this report (positive or negative):					
Links to risks (identify significant risks and DATIX reference)	-				
Has a Quality and Equality Impact Assessment (QEIA) been completed?	Yes <input type="checkbox"/>	No <input type="checkbox"/>	Not applicable <input checked="" type="checkbox"/>		

Election Timetable 2024

1. Elections 2024

The process for the annual elections to the Council of Governors commenced on Wednesday 28th August 2024. The nominations stage and voting for this year's elections will again be available in electronic format through a dedicated website. Potential governors can either complete a paper nomination form or an online form, and members will receive paper ballot packs with the option of casting their votes online.

2. Positions

There will be 10 governor positions to vote for:

- 2 x Staff Governors
- 2 x Public Governors for Central Gateshead
- 3 x Public Governors for Western Gateshead
- 3 x Public Governors for Eastern Gateshead

Those members who are interested in standing in this year's elections are invited to attend Governor Information Sessions to learn more about this fantastic opportunity. There will be two sessions which will outline the Governor role and some background information about the Trust.

Current governors whose tenure ends on 4th January 2025 will automatically be sent a nomination pack, unless they have advised the Corporate Services Office of their intention not to stand for re-election.

The opportunity to stand is being promoted in a number of ways:

- For staff governor positions this is being promoted via: the Gateshead Health Weekly bulletin; screensavers; and posts on the Trust's closed Facebook group.
- For public governor positions this is being promoted via: a postcard to all members; a news article on our website; a dedicated page on the website; and regular promotion on social media.

Any support that Governors can provide in promoting the opportunity to local communities / staff colleagues would be kindly appreciated.

3. Schedule of Key Dates

Proceeding	Date
Notice of election / nomination open	Wednesday 28 August 2024
Nominations Deadline	Wednesday 25 September 2024
Summary of valid nominated candidates published	Thursday 26 September 2024
Notice of Poll	Wednesday 16 October 2024
Voting packs despatched	Thursday 17 October 2024
Close of Election	Monday 11 November 2024
Declaration of Results	Tuesday 12 November 2024

4. Recommendation

The Council of Governors is asked to note the key dates and receive the report for information.

Diane Waites
Corporate Services Assistant

Committee:	Council of Governors
Chair:	Alison Marshall
Financial year:	2024/25

Denotes an item for Part 2 of the meeting

	Lead	Purpose of item	May-24	Sep-24	Nov-24	Feb-25
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 ICS / ICB updates	Chief Executive	For Assurance	√	√	√	√
People and OD 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						
Patient / staff story / service showcase	Various	For Assurance	√	None due to AGM	√	√
ICS / ICB update presentation	ICB	For Discussion				√
QE Facilities	QEF Board Chair / QEF Managing Director	For Assurance		October workshop instead		√
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	Interim Director of Strategy, Planning and Performance	For Assurance	√			√
Equality, diversity and inclusion update	Group Executive Director of People and OD	For Assurance			√	
Governance						
Review of Constitution	Company Secretary	For Decision	deferred	deferred		
Non-Executive Director appointments	Chair	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 - Results	Company Secretary	For Discussion				√
Ratification of the terms of reference for Governor groups	Company Secretary	For Decision				√
Lead Governor & Deputy Lead Governor Appointments	Company Secretary	For Decision	√			√
Appointments to Governor committees (every two years) - not due in 2024/25	Company Secretary	For Information				
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 2025/26)		For Decision				
Elections and Members						
Election update	Company Secretary	For Information		√		
Election results / new Governor welcome	Chair	For Information			√	
Updates from Governor Committees and Groups						
Membership Strategy Group	Chair of the Group	For Assurance	√	√	√	√
Governor Governance and Development Committee	Chair of the Group	For Assurance	√	√	√	√