





Torbay and South Devon NHS Foundation Trust Public Council of Governors' Meeting

Microsoft Teams Video Conference
3 November 2021 02:00 - 3 November 2021 03:30

AGENDA

#	Description	Owner	Time
1	Opening Matters		
1.1	Chairman's welcome and apologies for absence: Joanne Watson, Liz Davenport	Chair	2:00pm
1.2	Declarations of Interest	Chair	
2	Business from Previous Council of Governors' Meeting		
2.1	Minutes of Council of Governors' Meeting Held on 4 August 2021 (enc)  02.1 - Minutes of Council of Governors' Meeting Hel... 7	Chair	2:05pm
2.2	Matters Arising Not Covered Elsewhere on the Agenda	Chair	
3	Business Reports		
3.1	Chairman's Report	Chair	2:10pm
3.2	Chief Executive's Report (enc)  03.2 - Chief Executive's Report.pdf 15	Deputy Chief Executive	2:20pm
4	Non-Executive Director Reports		
4.1	Non-Executive Director Committee Reports:		2:40pm
4.1.1	Audit Committee	Mrs S Taylor	
4.1.2	Quality Assurance Committee	Mrs J Lyttle	
4.1.3	People Committee	Mrs V Matthews	
4.1.4	Finance, Performance and Digital Committee	Mr P Richards	
4.1.5	Building a Brighter Future Committee	Mr C Balch	
5	Governance Reports		
5.1	Report of the Corporate Governance Manager (enc)  05.1 - Report of the Corporate Governance Manag... 17	Director of Corporate Governance	3:00pm
5.2	Membership Committee Chair's Report (enc)  05.2 - Report of the Membership Committee Chair.... 37	Chair, Membership Committee	3:10pm

#	Description	Owner	Time
5.3	Report from Governor Working Group on Building a Brighter Future (BBF) (enc)  05.3 - Report from Governor Working Group on Buil... 43	Associate Director of Communications and Partnerships	3:15pm
6	Governor Engagement		
6.1	Feedback and Questions from Members and Governors including Governor Communication Log	Chair	3:25pm
7	Closing Matters		
7.1	Any Other Business	Chair	
7.2	Close of Meeting	Chair	3:30pm*
	Dates of Next Meetings: 2 February 2022, 3 August 2022, 2 November 2022 (all 2pm - 4 pm - virtual or boardroom)		
	*A private meeting for Governors will take place at 3:30pm		

INDEX

02.1 - Minutes of Council of Governors' Meeting Held on 4 August 2021.pdf.....	7
03.2 - Chief Executive's Report.pdf.....	15
05.1 - Report of the Corporate Governance Manager.pdf.....	17
05.2 - Report of the Membership Committee Chair.pdf.....	37
05.3 - Report from Governor Working Group on Building a Brighter Future (BBF).....	43

MINUTES OF THE COUNCIL OF GOVERNORS MEETING

HELD ON 4 AUGUST 2021 AT 2PM

VIA MICROSOFT TEAMS VIDEO-CONFERENCE

Present

* Nicole Amil	* Richard Ibbotson (Chair)	* Derek Blackford
Craig Davidson	Matthew Arthur	* Loveday Densham
* Eileen Engelmann	(*) Carol Day	* Annie Hall
* Steven Harden	Lorraine Evans	* Lynne Hookings
Febuary Howson	Jonathan Hawkins	* Mike James
* Deborrah Kelly	* Emily Huggins	Mary Lewis
* Rosemary Rowe	* John Kiddey	* John Smith
* Andrew Stilliard	* Jonathan Shribman	Radia Woodbridge
* Keith Yelland	* Jean Thomas	

* denotes member present / () = present for part of meeting

Directors

* Liz Davenport	Chief Executive	(CE)
* Ian Currie	Medical Director	(MD)
Joanne Watson	Health and Care Strategy Director	(HCSD)
* Judy Falcão	Chief People Officer	(CPO)
John Harrison	Chief Operating Officer	(COO)
Adel Jones	Director of Transformation and Partnerships	(DTP)
Deborah Kelly	Chief Nurse	(CN)
Dave Stacey	Chief Finance Officer	(CFO)
* Chris Balch	Non-Executive Director	(CB)
* Jacqui Lyttle	Non-Executive Director / Senior Independent Director	(JL)
* Vikki Matthews	Non-Executive Director	(VM)
* Paul Richards	Non-Executive Director	(PR)
* Robin Sutton	Non-Executive Director	(RS)
* Sally Taylor	Non-Executive Director / Vice Chair	(ST)
* Jon Welch	Non-Executive Director	(JW)

In attendance

Jane Downes	Director of Corporate Governance	(DCG)
Jane Harris	Associate Director of Communications and Partnerships	(ADCP)
Jacqui Phare	System Director of Nursing and Professional Practice - Torbay	(SDNPP)
Tian-Ze Hao	Director of Operational Finance	(DOPF)
Chris Knights	Programme Director (New Hospital Programme)	(PD-NHP)
Sarah Fox	Corporate Governance Manager	(CGM)
Sally-Ann Reay	Membership Manager and minute taker	(MM)

	Action
1. OPENING MATTERS	
<p data-bbox="127 282 1361 315">1.1 <u>Chairman's welcome and apologies for absence</u></p> <p data-bbox="252 353 1361 432">Apologies for absence were received from Matthew Arthur, Mary Lewis and Craig Davidson,</p> <p data-bbox="252 465 1361 577">Apologies were also noted from Adel Jones (Director of Transformation and Partnerships), Deborah Kelly (Chief Nurse), Dave Stacey (Chief Finance Officer), Dr Joanne Watson (Health and Care Strategy Director).</p> <p data-bbox="127 611 1361 645">1.2 <u>Declarations of Interests</u></p> <p data-bbox="252 678 1361 712">There were no declarations of interests.</p>	
2. BUSINESS FROM PREVIOUS COUNCIL OF GOVERNORS' MEETING	
<p data-bbox="127 835 1361 869">2.1 <u>Minutes of Council of Governors' meeting held on 5 May 2021</u></p> <p data-bbox="252 902 1361 981">The minutes of the meeting held on 5 May 2021 were approved as a true record of the meeting.</p> <p data-bbox="127 1014 1361 1048">2.2 <u>Matters arising not covered elsewhere on the agenda</u></p> <p data-bbox="252 1081 1361 1115">There were no matters arising.</p>	
3. BUSINESS REPORTS	
<p data-bbox="127 1238 1361 1272">3.1 <u>Chairman's Report</u></p> <p data-bbox="252 1305 1361 1384">The Chairman provided the following verbal report based on a Strengths, Weaknesses, Opportunities and Threats (SWOT) analysis:</p> <p data-bbox="252 1417 1361 1574">Retirement of Jane Downes – the Chairman referred to the retirement of Jane Downes at the end of September and wished her a long and happy retirement. He commented on the positive changes to Trust governance arrangements made during her time with the Trust.</p> <p data-bbox="252 1608 1361 1720">Strengths: Trust Workforce – the Chairman said that despite ongoing operational pressures the Trusts workforce continued to work tirelessly across the whole Integrated Care Organisation (ICO).</p> <p data-bbox="252 1753 1361 1910">Weaknesses: Communications – the appointment of a new Associate Director of Communications and Partnerships had seen welcome improvements in the Trust's internal and external communication and engagement.</p> <p data-bbox="252 1944 1361 2040">Weaknesses: Broader Community Activity – the hospital remained under pressure with social care capacity and nursing care capacity both hindering efforts to discharge patients in a timely way. The accident and emergency</p>	

department was also under significant pressure, partly due to the public's perception of availability of primary care resources. The Minor Injury Units (MIUs) were still significantly impacted at Totnes and Dawlish due to lack of specialised nurses.

Weaknesses: Acute Estate – the issues associated with maintaining the existing physical hospital estate for several more years, when it is near the end of its working life was acknowledged.

Opportunities: Medical Receiving Unit (MRU) – the establishment of the MRU and other estates work underway at Level 2 at Torbay Hospital would have a positive effect on patients and staff.

Opportunities: Dartmouth Health and Wellbeing Centre (H&WBC) – the ground work had commenced and the developers were confident that the site would be completed and opened in Summer 2022

Opportunities: Building a Brighter Future (BBF) Programme – an update report on the BBF Programme would be presented later in the meeting.

Threats: Challenge of Current Operational Activity levels – the current operational activity up to August was challenging and if it continued into the Autumn/Winter it would present a continued threat. The Devon Integrated Care System (ICS) was also challenged and as a system was expected to be placed under “mandated support” shortly, although exact details had not yet been announced. The Chairman pointed out that the Trust was not an outlier in terms of increasing activity and cited examples at The Royal Cornwall Hospital declaring it was overwhelmed and South Western Ambulance Service NHS Foundation Trust (SWAST) also working beyond capacity.

3.2 **Chief Executive's Report**

The Chief Executive said that in addition to her own report, she would invite Jane Harris, Associate Director of Communications and Partnerships to report on the recent draft Engagement and Communications Strategy that had been submitted to the July Private Board.

The Chief Executive reported that Strategic Outline Case (SOC) for the BBF programme had been successfully submitted to the NHSEI regional and national teams, following formal approval by the Trust Board. This marked an important staging post and it was understood that formal feedback will be received in December 2021. Work was now focused on the Outline Business Case (OBC), incorporating work previously undertaken on the Devon Long Term plan. There was a strong focus on prevention work, coordination with General Practitioners, personalised health care approaches and “getting it right first time”.

The Chief Executive reported on current challenges that had not previously been seen in the health and social care sector:

- a) Increased numbers of public with Covid within the community albeit with less admitted to hospital and for shorter length of stay. Currently the Trust had 13 Covid in-patients.
- b) Increased levels of emergency demand, some of which was due to increased numbers of holiday makers visiting the region.
- c) Requirement to maintain urgent care and cancer care services.

Work was continuing with partners across the whole Devon system to ensure the high levels of demand could be managed, whilst designing improved options to address the back-log following 18 months of disruption due to Covid. Good progress had taken place on joint Pathology work with Trust partners.

The Chief Executive announced that a booster vaccination programme in September was currently planned, alongside annual flu vaccinations.

The Chief Executive concluded by updating on the “oversight” process of additional support anticipated for the whole Devon system.

The Associate Director of Communications and Partnerships was then invited to update Governors on the recent draft Engagement and Communications Strategy that had been submitted to the July Private Board. The Associate Director of Communications and Partnerships thanked Governors for their input at the Network Meeting held prior to the meeting, and said the draft strategy document would be shared in confidence prior to it being received at the next Public Board. She explained that the Strategy was intended as a “live” document that would flex over time, and its aim was intended to gain public confidence and trust, improve staff morale and promote partnership working. In addition, the Strategy would provide a framework to hold the Trust to account in respect of its communications with both staff and the public.

MM

Dr Shribman asked what conversations had been held with the NHS Devon Clinical Commissioning Group (CCG) regarding the perception that the public felt unable to see a GP and hence were attending ED. He added that the increased demand had also affected the out of hours doctor service.

The Chairman responded that the issue seemed to be the public perception of the situation, and was not intended as a criticism of primary care provision. It was one contributor to the escalation in demand and the CCG were aware of the issue. Occasionally the Trust had employed GP’s to assist in supporting the emergency department.

The Medical Director added that there was an increased demand across the whole system, with up to 20% growth in workload for GP’s. This was due to a number of factors, namely: pent up demand following Covid-19 period; increased numbers of visitors to the South West; elective care delays impacting on patient health; and, increased e-consultations adding to workload. The Medical Director said that GP’s were a precious resource and they were able to see fewer patients if deployed in ED, as opposed to GP surgeries and also were required for the Covid vaccination programme.

The Chief Executive said that the NHS Devon CCG were very aware of the current pressures on primary care colleagues and were working to support both them and the 111 service. Large road signs were in place across the county to signpost visitors to contact their own GP or phone 111 if taken ill whilst away.

4. NON-EXECUTIVE DIRECTOR REPORTS

4.1 Non-Executive Director Committee Reports

4.1.1 Audit Committee

Mrs Taylor advised that the Audit Committee Chair's report to Board had covered all the salient points from the most recent meetings.

4.1.2 Quality Assurance Committee

Mrs Lyttle reported on the Quality Assurance meeting held on 26 July 2021. Of note had been a deep-dive service review by the Stroke team, which indicated that the service was felt to be safe, despite being under considerable pressure and work was underway to look at joint working with partners to lessen the fragility of the service.

Additionally, the meeting had reviewed ED workflow, received an assurance report with regard to the maternity service and looked at the patient discharge process. Significant assurance had been given on the harm review which had focussed on patient waiting times and diagnostic waits. Mrs Lyttle confirmed that the Committee had no quality or safety of service issues to raise with the Council of Governors.

The Council of Governors noted the report on the work of the Quality Assurance Committee.

4.1.3 People Committee

Mrs Matthews explained that she currently held an additional (interim) role with the South West Ambulance Service Trust ('SWAST') and briefed Governors on the significant issues facing SWAST around the current levels of service demand, which at times was reaching double the usual summer call levels. A 'Black level' of alert (equivalent to Opel 4 in Hospital Trusts) had been called by SWAST and many radical solutions were being tried to avoid handover delays, including treating patients in their own homes.

With regard to the work of the People Committee, Mrs Matthews reported that the Committee had received a presentation on the Building a Brighter Future ('BBF') Programme, which was an important element of the Trust's People Plan. Workforce planning was a standing agenda item for the Committee and it remained key that the Trust looked at planning for the future workforce, including multi-disciplinary roles, roles not yet created and close co-ordination with universities. It was acknowledged that both committees would need to work closely to align the workforce plans for the future.

Mrs Matthews reported on the surprising low levels of staff absence, the lowest since 2018, which was primarily due to the current low levels of colds/flu. This was however anticipated to change with the onset of winter and increasing levels of staff fatigue/burnout. A close watch was being kept on staff health and wellbeing initiatives and take-up levels. Mrs Matthews commended the Trust's People Plan and suggested that Governors read this if they had not already done so.

Mr Stilliard asked if fatigued hospital staff were taking up their annual leave entitlement. Mrs Matthews said that Trust had promoted the importance of taking annual leave and adequate rest periods and also provided an additional day's "welfare" leave in response to the pandemic pressures.

The Council of Governors noted the report on the work of the People Committee.

4.1.4 Finance, Performance and Digital Committee

Mr Richards reported on several key issues including:

- The Committee had scrutinised the Board Assurance Framework (BAF) and the corporate risk registers. With regard to the risks, these were felt to be consistent with the wider Devon system.
- The Committee had recommended the Strategic Outline Case ('SOC') for the BBF Programme to the Board, and as pleased it had been submitted early with regard to funding allocation.
- The Committee had received several Outline Business Cases ('OBC'), including Phase 2 of the Chiller Replacement scheme which was approved. Approval had been given for a £600k grant from Plymouth University to provide for partial re-development of the Horizon Centre to allow for additional medical students. A capital investment had been approved for the OBC for digital disc storage replacement scheme .
- A small surplus of £60k had been achieved in Month 3, but the Trust was above plan for bank and agency staff, partially due to the requirement to re-open closed wards. The Committee was assured of robust approvals process in place. The Chief Nurse was undertaking a nurse staffing establishment review. The Chief Executive added that there was a significant opportunity with regard to recruitment via local universities and also through the Trust international recruitment plan.
- The Trust overall was stretched, with 97% bed occupancy and confirmed use of Nightingale Hospital, under Royal Devon and Exeter NHS Foundation Trust (RD&E) ownership was welcomed.
- Cost Improvement Plans (CIP) were still of concern, as staff focused on current activity levels. This would be tracked by the Finance Team.
- Capital Expenditure Plans had been discussed at length by the Committee.
- The Committee extended its appreciation for the excellent input from Dr Shribman as Governor Observer for this Committee.

The Council of Governors noted the report on the work of the Finance, Performance and Digital Committee.

4.1.5 Building a Brighter Future ('BBF') Committee

Mr Balch announced that there had been three BBF Committee meetings held since the previous Council of Governors. The main focus had been on the work required for the July 2021 submission for the Strategic Outline Case (SOC). This had been a huge piece of work and Chris Knights, Programme Director – New Hospital Programme and his team were commended. Mr Balch recommended that Governors read the Executive Summary of the SOC.

Mrs Hookings asked if the Executive Summary of the SOC could be made available to Governors. The Director of Corporate Governance said it had been included in the July Public Board papers but she would ask the Membership Manager to email out the specific extract to all Governors to assist.

MM

Mr Balch noted that there was a risk to maintaining momentum if the level of resources were not forthcoming for the next stage of OBC work. After a slow start, the level of engagement with key stakeholders had resulted in letters of support for the SOC, particularly aided by work undertaken by the Associate Director of Communications and Partnerships. He thanked the Governor Observer, Mr Stilliard for his engagement.

The Council of Governors noted the report on the work of the Building a Brighter Future Committee.

4.1.6. Torbay Pharmaceuticals Update Report

The Chairman invited Mr Sutton to give an update on recent activity at Torbay Pharmaceuticals (TP). Mr Sutton said that TP were ahead of it's scheduled budget to date, despite lower than planned levels of purchases by the NHS, primarily due to lower elective activity in this sector.

There had been some workforce challenges due to Covid and the requirement for staff to self-isolate if contacted by NHS 'Track and Trace', however the clean room processes established had worked well. TP's supply challenges continued, particularly in regard to packaging material. The long term project to improve vial production was progressing well.

The update report on TP was received and noted.

5. GOVERNANCE REPORTS

5.1 Governance Quarterly Report

The Director of Corporate Governance highlighted the following key points from the report:

- The Interim Audit Findings Report for the year ended 31 March 2021 was attached for information in Appendix 1. The Trust's external auditor (Grant Thornton LLP) had been granted an extension to complete the Value for Money audit work which was due to be submitted to the Audit Committee on 8 September, prior to the Annual Members' Meeting ('AMM'). It was noted that Grant Thornton LLP had asked for any specific questions regarding the Audit Findings Report to be notified to the Director of Corporate Governance ahead of the AMM, to enable them to give a full response at the meeting.
- The date of the Annual Members' Meeting had been revised to 22 September 2021, initially in the hope of providing a face to face event. Discussion had been held at the July Membership Committee as to whether a virtual/hybrid or in-person event was achievable. Governors were advised that the Executive Directors view was that most likely this would have to be a virtual meeting due to the continuation of social distancing national guidelines for NHS sites.

The Governance Quarterly Report was received and noted.

5.2 **Chair's Report Membership Committee 13 July 2021**

The Chair's Report from the Membership Committee held on 13 July 2021 was received and noted.

6. **GOVERNOR ENGAGEMENT**

6.1 **Feedback and Questions from Members and Governors including Governor Communications Log**

It was noted that Governors had the opportunity to submit questions on notice to the Trust but that none had been received on this occasion.

The Chairman thanked the staff governors for their interest and involvement. Insightful challenges had been posted on the Governor Communications Log by Matthew Arthur and Emily Huggins had assisted very effectively with the Governor Nominations and Remuneration Committee.

The Governors Communications Log was received and noted.

7. **CLOSING MATTERS**

7.1 **Any other business and close of meeting**

There being no further business the Chairman closed the meeting at 15.15.

Details of next meeting

The next meeting would be held at 2pm on Wednesday 3 November 2021, either in the Boardroom or via Microsoft Teams Video Conference.

COUNCIL OF GOVERNORS	
Report title: Chief Executive's Report	Meeting date: 03 November 2021
Report appendix	n/a
Report sponsor	Chief Executive
Report author	Associate Director of Communications and Partnerships
Report provenance	Discussion items discussed at Board and Board Sub-Committee level
Purpose of the report and key issues for consideration/decision	<p>The Council of Governors ('COG') meetings are clearly a key part of our governance arrangements and throughout the COVID-19 pandemic we have endeavoured to maintain/enhance our usual communication programme with Governors via regular briefings, email, bespoke newsletters and virtual meetings.</p> <p>I am also mindful of the important role that Governors provide in actively seeking feedback from members of the public and the support Governors are able to provide to us in communicating key messages.</p> <p>At the previous COG meeting Governors received a high-level report on: our new hospital programme and <i>building a brighter future</i>; the current position regarding the Long-Term Plan; how we are responding both locally and system-wide to the current situation, including our Summer Escalation Plan; and in relation to COVID-19 Recovery Plans, addressing the backlog.</p> <p>Since the last Council of Governors meeting, Governors have received an update on the digital aspect of the building a brighter future and the development of our outline business case.</p> <p>While Governors have received operational briefings via the monthly Governor Network meetings, it is my intention at this Council of Governors' meeting to provide, along with my Executive colleagues, an update on the following key areas:</p> <ul style="list-style-type: none"> • the redevelopment of the former Dartmouth and Kingswear community hospital site; • flu and COVID-19 booster vaccination programmes and mandatory COVID-19 vaccinations in care homes; • the new hospital programme and <i>Building a Brighter Future</i>; • current position regarding the Devon Long-Term Plan; • how we are responding both locally and system-wide to the current situation, including our emerging Winter Plan; and • in relation to Covid Recovery Plans, addressing the back-log.

	In addition, two of our Non-Executive Directors will be providing updates at this meeting on insights from South Western Ambulance Service NHS Foundation Trust and primary care.			
Action required (choose 1 only)	For information <input type="checkbox"/>	To receive and note <input checked="" type="checkbox"/>	To approve <input type="checkbox"/>	
Summary of key elements				
Strategic objectives supported by this report	Safe, quality care and best experience	X	Valuing our workforce	X
	Improved wellbeing through partnership	X	Well-led	X
Is this on the Trust's Board Assurance Framework and/or Risk Register	Board Assurance Framework	X	Risk score	20
	Risk Register	X	Risk score	various
BAF Risk 4: To provide safe, quality patient care and achieve best patient experience				
External standards affected by this report and associated risks	Care Quality Commission	X	Terms of Authorisation	
	NHS Improvement	X	Legislation	
	NHS England	X	National policy/guidance	X

COUNCIL OF GOVERNORS MEETING															
Report title: Report of the Corporate Governance Manager		Meeting date: 3 November 2021													
Report appendix	Appendix 1: Governor Code of Conduct Appendix 2: Council of Governors 2022 Workplan														
Report sponsor	Corporate Governance Manager														
Report author	Corporate Governance Manager														
Report provenance	n/a														
Purpose of the report and key issues for consideration/decision	The report provides corporate governance updates on matters of relevance to the Council of Governors.														
Action required	For information <input type="checkbox"/>	To receive and note <input checked="" type="checkbox"/>	To approve <input type="checkbox"/>												
Recommendations	To receive and note the items as shown in the Report of Corporate Governance Manager.														
Summary of key elements															
Strategic objectives supported by this report	<table border="1"> <tr> <td>Safe, quality care and best experience</td> <td></td> <td>Valuing our workforce</td> <td></td> </tr> <tr> <td>Improved wellbeing through partnership</td> <td></td> <td>Well-led</td> <td>X</td> </tr> </table>			Safe, quality care and best experience		Valuing our workforce		Improved wellbeing through partnership		Well-led	X				
	Safe, quality care and best experience		Valuing our workforce												
Improved wellbeing through partnership		Well-led	X												
Is this on the Trust's Board Assurance Framework and/or Risk Register	<table border="1"> <tr> <td>Board Assurance Framework</td> <td>n/a</td> <td>Risk score</td> <td></td> </tr> <tr> <td>Risk Register</td> <td>n/a</td> <td>Risk score</td> <td></td> </tr> </table>			Board Assurance Framework	n/a	Risk score		Risk Register	n/a	Risk score					
	Board Assurance Framework	n/a	Risk score												
Risk Register	n/a	Risk score													
External standards affected by this report and associated risks	<table border="1"> <tr> <td>Care Quality Commission</td> <td></td> <td>Terms of Authorisation</td> <td>X</td> </tr> <tr> <td>NHS Improvement</td> <td>X</td> <td>Legislation</td> <td></td> </tr> <tr> <td>NHS England</td> <td>X</td> <td>National policy/guidance</td> <td>X</td> </tr> </table>			Care Quality Commission		Terms of Authorisation	X	NHS Improvement	X	Legislation		NHS England	X	National policy/guidance	X
	Care Quality Commission		Terms of Authorisation	X											
	NHS Improvement	X	Legislation												
NHS England	X	National policy/guidance	X												

Report title: Report of the Corporate Governance Manager		Meeting date: 3 November 2021
Report sponsor	Corporate Governance Manager	
Report author	Corporate Governance Manager	

Introduction

The report provides corporate governance updates on matters of relevance to the Council of Governors.

1. 2022 Elections

- 1.1 The annual elections for the Council of Governors will commence in November. The seats to be contested are shown below:

Public Governor	Teignbridge Constituency	(six seats)
Public Governor	Torbay Constituency	(one seat)
Public Governor	South Hams and Plymouth (Eastern)	(two seats)
Staff Governor	Newton Abbot ISU	(one seat)
Staff Governor	Coastal ISU	(one seat)

- 1.2 The independent election company, Civica Election Services, will manage the elections on the Trust's behalf.

- 1.3 The proposed election timetable is shown below.

ELECTION STAGE	
Notice of Election / nomination open	Friday, 12 Nov 2021
Nominations deadline	Friday, 10 Dec 2021
Summary of valid nominated candidates published	Monday, 13 Dec 2021
Final date for candidate withdrawal	Wednesday, 15 Dec 2021
Electoral data to be provided by Trust	Thursday, 30 Dec 2021
Notice of Poll published	Wednesday, 12 Jan 2022
Voting packs despatched	Thursday, 13 Jan 2022
Close of election	Monday, 7 Feb 2022
Declaration of results	Tuesday, 8 Feb 2022

- 1.4 The Trust will be launching its communications to members and the public using a variety of communication channels including members emails, social media, press notices and hosting an information webinar.

Action required: To receive and note the 2022 election report.

2. Review of Code of Conduct for Governors

- 2.1 A review of the Governor Code of Conduct has taken place (Appendix 1). It has been updated to reflect the change in job title of the Director of Corporate Governance and Trust Secretary and to ensure wording is consistent with the Trust's Constitution.

Action required: To approve the updated Governor Code of Conduct.

3. 2022 Council of Governors Work Plan

- 3.1 The 2022 work plan for the Council of Governors is presented for information at Appendix 2.

Action required: To receive and note the 2022 Council of Governors work plan.

4. 2022 Schedule of Council of Governors Meeting Dates

- 4.1 Meeting dates for the 2022 Council of Governors, Board to Council and Annual Members Meeting are shown below:

Council of Governors (2pm to 4pm)	2 February
	4 May
	3 August
	2 November
Board to Council (2pm to 4pm)	9 March
	6 July
	14 December
Annual Members Meeting	22 September (provisional)

Action required: To receive and note the 2022 schedule of meeting dates.

Council of Governors: Code of Conduct for Governors

October 2021

Version 7

Document Information

This is a controlled document. It should not be altered in any way without the express permission of the author or their representative. On receipt of a new version, please destroy all previous versions.

Date of Issue:	October 2021	Next Review Date:	April 2023
Version:	7	Last Review Date:	April 2019
Author:	Director of Corporate Governance and Trust Secretary		
Director(s) Responsible	Chairman		
Approval / Consultation Route			
Approved By:		Date Approved:	
Governance Board		4 April 2007	
Governance Board		17 April 2008	
Governance Board		20 July 2011	
Council of Governors		23 July 2014	
Council of Governors		[4 November 2021]	
Links or overlaps with other policies:			
Constitution, Standing Orders, Council of Governors Rules of Procedure, Rules of Procedure for Members Meetings.			

Amendment History

Date	Reason for Change	Authorised
March 2007	First Code of Conduct published	CoSec
13 July 2011	Nomenclature	CoSec
15 July 2014	Nomenclature e.g. Governance Board to Council of Governors	CoSec
January 2016	New logo and reference to new Trust name	CoSec
April 2019	Complete review	CoSec
October 2021	Update to reflect new job title of the Director of Corporate Governance and Trust Secretary. Paragraph 3.2 amended to reflect wording in the Trust's Constitution.	Chairman



Torbay and South Devon
NHS Foundation Trust

CODE OF CONDUCT FOR GOVERNORS

1. INTRODUCTION

- 1.1 This code of conduct sets out the standards and behaviour that Torbay and South Devon NHS Foundation Trust (hereafter referred to as 'the Trust') expects from the Council of Governors (individually and collectively) when acting on behalf of, or representing, the Trust.
- 1.2 This code of conduct should be read in conjunction with:
- (a) the Trust's Constitution and licence;
 - (b) the Trust's policy and procedures covering conflicts of interest and counter fraud policies;
 - (c) the Trust's Standing Orders and Council of Governors rules of procedure;
 - (d) NHS Improvement's (formerly Monitor) NHS Foundation Trust Code of Governance, and Your statutory duties: A reference guide for NHS Foundation Trust Governors; and
 - (e) the NHS Constitution.

2. WHY WE HAVE A CODE OF CONDUCT

- 2.1 The Board of Directors of the Trust has ultimate responsibility for all actions carried out by staff and committees throughout the Trust's activities. This responsibility includes the stewardship of vast public resources and the provision of healthcare services to the community.
- 2.2 The Board of Directors is therefore determined to ensure the organisation inspires confidence and trust amongst its patients, members, staff, partners, funders and suppliers by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in the decision-making of the Trust.
- 2.3 The Council of Governors has an integral role in supporting the Board of Directors in promulgating those values and visions to members, patients and the public, and embedding them within the work of the Trust.
- 2.4 The Constitution of the Trust makes provision for Governor elections, the appointment of governors, practice and procedure of governors, and ultimately the removal of governors. This code of conduct complements the Trust's Constitution.

3. APPOINTMENT AND TENURE

- 3.1 The Council of Governors is comprised of representatives elected from, and by, the public membership and the staff membership, as well as those appointed from local partner organisations such as local authorities, and universities. Appointments run for three years, after which period the Governor may be able to stand for re-election.

A Governor must be a member of the Foundation Trust in order to stand for election or appointment.

- 3.2 The Council of Governors represent the interests of the members of the Trust as a whole and the interests of the public. (previous wording - The Council of Governors represent the interests of all NHS Foundation Trust members, not just the constituency that elected, or external body that appointed, individual governors.)

4. INDUCTION AND TRAINING

- 4.1 In order for governors to be effective in performing their legal duties and responsibilities, it is essential that individual governors, and the Council as a whole, are aware of the nature of the work of the Trust and its operating environment. In order to prepare and support governors, the Trust will provide a comprehensive induction and ongoing development opportunities. Individual governors are invited to speak to the Chairman and/or Director of Corporate Governance and Trust Secretary about any further information or training needs.
- 4.2 Governors are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the Governor or the periodic Council performance appraisal.

5. ROLE AND FUNCTION OF GOVERNORS

- 5.1 The Trust will provide governors with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities individual governors must:
- (a) adhere to the Trust's rules and policies, including the Constitution and standing orders, and support its objectives, in particular those relating to NHS Foundation Trust status and developing a successful Trust;
 - (b) act in the best interests of the Trust at all times;
 - (c) contribute to the working of the Council of Governors in order for it to fulfil its role and functions as defined in the Constitution;
 - (d) recognise that their role is a collective one; and
 - (e) support and assist the Chief Executive, as the 'accountable officer' in their

responsibility to answer to NHS Improvement, commissioners and the public.

6. CONFLICTS OF INTEREST

- 6.1 The Council of Governors has a legal obligation to act in the best interests of the Trust and in accordance with the Trust's Constitution and licence, and to avoid situations where there may be a potential, real or perceived, conflict of interest.
- 6.2 Governors should not use their position for personal advantage or seek to gain preferential treatment. Governors should be aware of, and act in accordance with, the Trust's policy and procedures on identifying and managing conflicts of interest.
- 6.3 Upon appointment, and at least annually, governors are invited to complete a declaration of interests form. This document must also be updated where a material change occurs. A register of interests will be maintained by the Director of Corporate Governance and Trust Secretary, and will be made available to the public, in line with the Trust's Standards of Business Conduct Policy.
- 6.4 Failure by a Governor to declare an interest, real or perceived, could result in the complaints process being instigated by the Trust. Depending on the circumstances and severity of the conflict, this may result in the Governor being removed from office.

7. STANDARDS OF CONDUCT

- 7.1 Governors are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all governors are encouraged to perform their duties in accordance with them. The seven principles are:
- (a) Selflessness
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends;
 - (b) Integrity
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties;
 - (c) Objectivity
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit;
 - (d) Accountability
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;

(e) Openness

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;

(f) Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest;

(g) Leadership

Holders of public office should promote and support these principles by leadership and example.

7.2 In performing their roles and responsibilities, governors are encouraged to:

- (a) value fellow governors, even when there are differences in opinion;
- (b) be mindful of conduct which could be deemed to be unfair or discriminatory;
- (c) conduct themselves in a manner which reflects positively on the Trust when attending external meetings or any other events; and
- (d) seek to ensure that the membership of the constituency, or partner organisation, that elected/appointed them are properly informed and that their views are fed back to the Trust.

7.3 All governors are expected to understand, agree and promote the Trust's Diversity and Inclusion Policy in every area of their work. The Council's activities should not prejudice any part of the community on the grounds of age, disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex or sexual orientation.

7.4 Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in the Governor being removed from office.

8. STAKEHOLDER ENGAGEMENT

8.1 Governors are accountable to the membership. In order to demonstrate their accountability governors are encouraged to attend events and provide opportunities to meet, talk and listen to the members, partner organisations they represent, and the public, in order to best understand their views and concerns.

- 8.2 Governors may receive approaches from or to the media. The Trust is keen to work proactively with governors to promote the work of the Trust, its staff and Council of Governors. The Media and Communications Policy appended to this document sets out the correct procedure for governors to follow.
- 8.3 Governors should be fully aware of their representative functions and should not become personally involved in patient or public matters that ought to rightly be handled by the appropriate member of Trust staff. Governors are advised to act as a conduit for forwarding public comments and concerns to the appropriate staff member, when presented with a complaint from a member, patient or the general public.

9. VISITING THE TRUST

- 9.1 In fulfilling their core duties and responsibilities, governors will be expected to visit Trust property. For activities other than attending Council meetings or member events organised by the Trust, governors are requested to follow the procedure below:
- (a) for group visits, arrangements will be discussed and agreed between the Chairman and Director of Corporate Governance and Trust Secretary, in liaison with appropriate directors and managers; and
 - (b) for individual visits, the Governor should speak directly to the Director of Corporate Governance and Trust Secretary.
- 9.2 The Trust will make every effort to accommodate the request of the Governor, but may not always be able to agree to specific dates, times or site visits.
- 9.3 Personal, non-Governor related visits to Trust property are not covered by this procedure.

10. EXPENSES

- 10.1 The position of Governor is unremunerated, though reasonable out-of-pocket expenses are paid. Please refer to the Trust's policy on Governor expenses and how to claim for reimbursement for costs incurred on behalf of the Trust.
- 10.2 Further information about expenses can be gained by speaking directly to the Foundation Trust Office.

11. MEETINGS

- 11.1 Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the Director of Corporate Governance and Trust Secretary in advance of the meeting. Governors are expected to attend for the duration of each meeting.

- 11.2 Absence from the Council of Governors meetings without good reason established to the satisfaction of the Council could result in the individual Governor being removed from office.
- 11.3 Non-attendance at two meetings in any financial year will result in the Governor being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the Chairman.
- 11.4 If a Governor would like to submit an item for inclusion in the Council's agenda, they should forward their request to the Director of Corporate Governance and Trust Secretary at least 14 working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the Chairman, in discussion with the Director of Corporate Governance and Trust Secretary.
- 11.5 Meetings of the Council of Governors shall be held in public, and in accordance with the standing orders. The Council of Governors may decide to hold all or part of a meeting in private in such circumstances where confidential or sensitive information needs to be discussed.

12. BOARD AND COUNCIL INTERACTION

- 12.1 The Council of Governors may invite any or all of the Board of Directors to attend Council meetings. Such invitations will be agreed by the Chairman and facilitated by the Director of Corporate Governance and Trust Secretary.
- 12.2 Governors are reminded that the Council of Governors, Board of Directors and management have a common purpose: the success of the Trust and the provision of safe and high quality care to the community. As such, governors are encouraged to only use their powers of veto and removal in those circumstances where other forms of discussion and mediation have been used and not proven fruitful.
- 12.3 Governors should treat the Trust's directors, other employees and fellow governors with respect and in accordance with the Trust's policies.

13. MEDIATION

- 13.1 A mediation process is available to the Council, and individual governors, for use when there has been a breakdown of communication or trust between the governors and directors. Further information should be requested from the Chairman or Director of Corporate Governance and Trust Secretary.
- 13.2 Before the mediation process is instigated, the Chairman, Lead Governor and / or Senior Independent Director (as appropriate) should have met in an attempt to resolve the matter.

14. NHS IMPROVEMENT (FORMERLY KNOWN AS MONITOR)

- 14.1 In general, formal contact with NHS Improvement (Monitor) will be via the Chairman, Chief Executive or Director of Corporate Governance and Trust Secretary, as appropriate.
- 14.2 This does not prevent the Council of Governors nominating the Lead Governor for communications with the regulator in such instances when the usual communication line is inappropriate.

15. CONFIDENTIALITY

- 15.1 All governors are required to respect the confidentiality of the information they are exposed to as a result of their membership of the Council of Governors. As a member representative, sometimes dealing with difficult and confidential issues, governors are required to act with discretion and care in the performance of their role.
- 15.2 In situations concerning potential whistleblowing matters, governors are encouraged to adhere to the Trust's Raising Concerns at Work Policy to resolve the matter, in the first instance.
- 15.3 Any allegations of breaches of confidentiality will be investigated under the Complaints Policy and could result in the removal of any Governor involved in such a breach. This does not include protected disclosures as defined in the Public Disclosure Act 1998. Further information regarding whistleblowing can be found in the Trust's Raising Concerns at Work Policy or by speaking to the Director of Corporate Governance and Trust Secretary.
- 15.4 Guidance is provided to governors about how to deal with approaches from or to the media and related matters in Appendix 1.

16. CEASING TO BE A GOVERNOR

- 16.1 Governors must continue to comply with the qualifications required to hold public office throughout their period of tenure, as defined in the 'willingness to serve declaration'. Any changes that would render the Governor ineligible to serve must be forwarded to the Director of Corporate Governance and Trust Secretary.
- 16.2 As previously mentioned, failure to attend two meetings in any financial year may result in the Governor being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Chairman.
- 16.3 A Governor may resign their office ahead of their tenure by writing to the Director of Corporate Governance and Trust Secretary. Depending on the reasons and

circumstances of the resignation, the Chairman may decide to formally record those particulars in the minutes of the next Council of Governors meeting.

17. CODE NON-COMPLIANCE

- 17.1 In addition to this Code of Conduct, a Complaints Policy operates to cover allegations made against governors that appear to breach the spirit of the Code of Conduct or specific conditions of service. Ideally any penalties for non-compliance would never need to be applied.
- 17.2 Non-compliance with the Code of Conduct may result in action being taken as follows:
- (a) where misconduct takes place, the Chairman may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting;
 - (b) where such misconduct is alleged, it shall be open to the Council of Governors to decide, by simple majority of those in attendance, to lay a formal charge of misconduct. In such instances it will be the responsibility of the Council of Governors to:
 - (i) inform the Governor in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale,
 - (ii) invite the Governor to address the Council in person if the matter cannot be resolved satisfactorily through correspondence,
 - (iii) decide, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the Trust,
 - (iv) impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the Governor's future conduct and consequences, and/or the removal of the Governor from office;
 - (c) where the Council of Governors cannot agree on a course of action in a situation that is deemed detrimental to the Trust, the Trust has the power to remove the Governor.
- 17.3 Further information regarding any aspects of this Code of Conduct can be requested from the Director of Corporate Governance and Trust Secretary.



Torbay and South Devon
NHS Foundation Trust

Appendix 1

Declaration:

I, (**Print Name**) agree to abide by the
Code of Conduct for Governors of the Torbay and South Devon NHS Foundation Trust.

Signature: _____

Date: _____

Note: This Code of Conduct does not limit or invalidate the right of a governor or the Trust to act under the constitution.

Appendix 2

Media and Communications Policy

1. This policy is intended to provide guidance for governors about how to deal with approaches from or to the media and related matters. The Trust is keen to work proactively with governors to promote the work of the Trust, its staff and the Council of Governors. The policy therefore sets out the correct procedure for governors to follow should they receive a call from the media or wish to publicise activities associated with, or arising from, their position as a member of the Council of Governors of the Trust.
2. The Foundation Trust recognises that the Council of Governors has a legitimate involvement in providing information to the Foundation Trust's membership and wider public. However, to ensure such messages reflect the opinion of the whole Council and are consistent with other statements made by the Foundation Trust, any statements by members of the Council of Governors must be issued through the Trust's Communications Team.
3. The Communications Team under the guidance of the Director of Corporate Governance and Trust Secretary is proactive in protecting the reputation of the Trust and ensures that the activities of the Trust are promoted in a positive manner through radio, television and the press at both local and national levels.
4. The promotion of the work of the Council of Governors through the media will be a matter for decision by the Council of Governors.
5. With regard to communication from the press and media, governors must immediately direct all enquiries to the Communications Team who will take responsibility for providing and delivering a response.
6. Under no circumstances should an individual member of the Council of Governors publish information on matters pertaining to the Trust or their role as a member of the Council without the knowledge and agreement of the Chair of Governors and the Trust.
7. Any documents given or shown to governors not already in the public domain, are to be treated as confidential and therefore governors must not copy, or otherwise distribute such information without the permission of the Chair of Governors and the Foundation Trust.
8. Governors who receive invitations to attend functions or meetings related to their activities as a member of the Council of Governors should advise the Foundation Trust Office.

9. Should a Governor be invited to speak then he or she is requested to clear any proposed speech with the Chairman or Director of Corporate Governance and Trust Secretary.
10. For invitations to give a speech or appear publicly in their role as governors that come directly to the Trust, the Foundation Trust Office will draw up a list of those who are willing to represent the Foundation Trust in this way.
11. As a matter of general principle the workings of the Foundation Trust are open and transparent. However, there may be circumstances when, in order to comply with a variety of policies, statutes and commercial confidentiality, this is not possible.
12. Therefore, should any individual member of the Council of Governors become concerned about an aspect of the Trust's activities or that of the Council of Governors they should discuss this in the first instance with the Chairman or the Director of Corporate Governance and Trust Secretary who will ensure that the query is properly dealt with.
13. Should governors not be satisfied with the outcome of this process they can appeal to the Senior Independent Director who can be reached through the Director of Corporate Governance and Trust Secretary.
14. The Trust has a clear policy and procedures for responding to Freedom of Information (FOI) requests and should a Governor receive such an enquiry this should be forwarded to the Director of Corporate Governance and Trust Secretary who will ensure that the correct procedure under the Trust's FOI Policy is followed.
15. Finally, governors are of course free to make statements or give interviews in connection with any non-Trust related activities they may be involved in. However, any statements or interviews given by individual members of the Council of Governors in relation to these other aspects of their personal or professional activities must not make reference to any matters pertaining to their position as a member of the Council of Governors.

Appendix 1

Council of Governors and Board to Council 2022 Workplan

Meeting	Council of Governors	Board to Council (private)	Council of Governors	Board to Council (private)	Annual Members Meeting	Council of Governors	Council of Governors	Board to Council (private)
Date	2 February	9 March	4 May	6 July	22 September (provisional)	3 August	2 November	14 December
Agenda Item								
Chairman's Report	X		X			X	X	
Chief Executive's Report	X		X			X	X	
Annual Report and Accounts					X			
Annual Plan		X		X				X
Annual Plan - Governor input		X		X				X
CoG Workplan	X		X			X	X	
Lead Governor's Report (verbal)	X		X			X	X	
Feedback from Committees	X		X			X	X	
Governor's Communication Log	X		X			X	X	
Auditors Report to Governors					X			
Register of Interests			X					
Appointment of Lead/Deputy Governor	X							
Re-appointment of Chair/NEDs	X					X		
Report of the Director of Corporate Governance	X		X			X	X	
Annual committee membership review	X		X					
Annual Governor observer review	X		X					
Elections update report	X						X	
Election results report	X		X					
Ad hoc reports/presentations	X		X			X	X	

November 2021

Report of the Membership Committee Chair to the Council of Governors

Meeting date:	12 October 2021
Report by:	Eileen Engelmann (Chair of Membership Committee) and Public Governor, Teignbridge
This report is for:	Information <input type="checkbox"/> Decision <input checked="" type="checkbox"/>
Link to the Trust's strategic objectives:	1: Safe, quality care and best experience <input type="checkbox"/> 2: Improved wellbeing through partnership <input checked="" type="checkbox"/> 3: Valuing our workforce <input type="checkbox"/> 4: Well led <input type="checkbox"/>
Public or Private	Public <input checked="" type="checkbox"/> or Private <input type="checkbox"/>
Key issues to highlight to the Council of Governors:	
<ul style="list-style-type: none"> • <u>Data Capture/Data Cleanse Exercise – July 2021 completed:</u> – following previous Committee decision, a data capture exercise for all Public FT Members had been instigated by the FT Office on 12 July 2021, with aim to improve email and data capture for the FT database, in addition to promoting an A4 sheet regarding the Building a Brighter Future programme. <ul style="list-style-type: none"> ○ Good response received, email percentage had risen from 22% to 28%, many updates received back by email or via the updater app, plus 800 paper forms received back which have been uploaded manually by the FT office, increasing the detailed demographic data. • <u>FT Membership Vision Strategy</u> – Committee members agreed this strategy, which incorporated feedback received and specific engagement action agreed for a Governor video to be produced in conjunction with the Digital Horizons team, with aim to links with social media/domiciliary care teams and potentially other locations. This was seen as key to obtain engagement from all Governors and hear the views of the wider public. • <u>Annual Members' Meeting (AMM) 2022</u> – if face to face event on 22 September 2022, then Committee would like consideration of an early evening or Saturday event with refreshments and Medicine for Members talks either side of the formal business. • <u>Staff Governor Representation on Membership Committee</u> – request for one or more staff governors to join the committee, as would value their input • <u>Revised Terms of Reference V.2.1</u> – Committee approved updated terms of reference and submitting to Council of Governors, attached as Appendix A. 	
Key decision(s)/recommendations made by the Committee:	
<ol style="list-style-type: none"> 1. To note the outcome of the data capture exercise in improving email percentage rates and cleansing/capturing accurate data of membership 2. To note the work ongoing regarding moving the FT Membership Vision Strategy forward. 3. To note proposals for 2022 Annual Members' Meeting – dependent on whether able to be "live" or "virtual" event. 4. To ask for staff governor representation on the Membership Committee. 5. To approve the updated Terms of Reference for the Membership Committee 	

TERMS OF REFERENCE

MEMBERSHIP COMMITTEE

Version:	2.1
Approved by:	Membership Committee
Date approved:	12 October 2021
Approved by:	Council of Governors
Date approved:	[3 November 2021]
Date issued:	[3 November 2021]
Review date:	November 2022

TORBAY AND SOUTH DEVON NHS FOUNDATION TRUST

MEMBERSHIP COMMITTEE TERMS OF REFERENCE

1. Constitution

- 1.1 The Membership Committee ('the Committee') is formally established as a Committee of the Council of Governors of Torbay and South Devon NHS Foundation Trust.
- 1.2 The Committee will adhere to, and be cognisant of the Trust values at all times.

2. Authority

- 2.1 The Committee is constituted as a Standing Committee of the Trust's Council of Governors. Its constitution and terms of reference are subject to amendment by the Council of Governors.
- 2.2 The Committee derives its power from the Council of Governors and has no powers, other than those specifically delegated in these terms of reference.

3. Purpose

- 3.1 The purpose of the Committee is to support Governors in fulfilling their statutory duty to represent the interests of Foundation Trust Members and the public, specifically in relation to feeding back information about the Trust, its vision and its performance to members and the public and the stakeholder organisations that either elected or appointed them.
- 3.2 The Committee will provide assurance to the Council of Governors of the achievement of the objectives set out in the Membership Development Plan.

4. Powers

- 4.1 The Committee is authorised by the Council of Governors to investigate any activity within its terms of reference.
- 4.2 The Committee is accountable to the Council of Governors and any changes to these terms of reference must be approved by the Council of Governors.

5. Duties and Responsibilities

5.1 The main aims of the Committee are:

- 5.1.1 Develop the Membership Development Plan on behalf of the Council of Governors.
- 5.1.2 Propose actions to ensure the Council of Governor's statutory duty in relation to engagement is met.
- 5.1.3 In line with Regulator guidance, the Trust's Provider Licence and the Trust's Constitution, ensure efficient mechanisms are in place for Governors to gain member and public views and feedback to the Trust.
- 5.1.4 Ensure effective production of membership communications.
- 5.1.5 Ensure membership is representative of the population served by the Trust.

5.2 In order to achieve these aims, the Committee will:

- 5.2.1 Ensure Governors' involvement in the implementation of the Trust's Membership Development Plan.
- 5.2.2 Regularly review the Trust's membership data by receiving and analysing reports from the Trust's membership database.
- 5.2.3 Support the production of the Trust's '*Healthy Futures*' magazine and be involved in reviewing content relating to Governors.
- 5.2.4 Work with the Membership Office to ensure Governors have the opportunity to engage with members and the public, for example:
 - Surveys
 - Website and social media
 - Events covering relevant topics ('*medicine for members*')
 - Links with GP Surgery Patient Participation Groups
 - External hosted events
- 5.2.5 Develop mechanisms by which Governors can provide feedback to the Trust, particularly in light of Covid-19 considerations.

6. Membership

- 6.1 Membership of the Committee shall consist of public, staff and appointed Governors, who will self-nominate to join.
- 6.2 Whilst not mandatory, membership should ideally include a Public Governor from each public constituency.
- 6.3 A Governor shall act as Committee Chair. In their absence, one of the other Governors present shall be nominated and appointed as acting Chair for the meeting.

6.4 The following shall be invited to attend meetings of the Committee:

- Director of Corporate Governance
- Corporate Governance Manager
- Membership Manager
- Diversity and Inclusion Lead
- Representative from the Communications Team

6.5 Other members/attendees may be co-opted or requested to attend as considered appropriate.

7. Quorum

7.1 The quorum necessary for the transaction of business shall be three Governors, plus either the Director of Corporate Governance or Corporate Governance Manager.

7.2 A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

7.3 Deputies can attend, but will not count towards the quorum.

8. Administration

8.1 The Committee shall be supported by the Corporate Governance team whose duties in this respect will include:

- In consultation with the Committee Chair and Director of Corporate Governance develop and maintain the Committee workplan.
- Collation of papers and drafting of the agenda for agreement by the Chair of the Committee.
- Taking the minutes and keeping a record of matters arising and issues to be carried forward.
- Advising the group of scheduled agenda items.
- Agreeing the action schedule with the Chair and ensuring circulation.

9. Meetings

9.1 Meetings will be held on the following basis:

- Meetings will be held at least quarterly, with additional meetings held when necessary.
- Meeting duration will be no longer than two hours.
- Items for the agenda should be sent to the Committee Secretary a minimum of 7 days prior to the meeting. Urgent items may be raised under 'any other business'.
- The agenda will be issued to the Committee members and attendees, one week prior to the meeting date, together with the action schedule and other associated papers.

10. Reporting

10.1 The Committee will provide a report to the Council of Governors in support of its work on engagement with members and the public. The report shall include matters requiring to be drawn to the attention of the Council of Governors.

10.2 The Committee will receive reports in accordance with the work plan.

11. Review of Terms of Reference

11.1 In order that the Committee can be assured that it is operating at maximum effectiveness in discharging its responsibilities as set out in these terms of reference and, if necessary, to recommend any changes to the Council of Governors, the Terms of Reference shall be reviewed on an annual basis and approved by the Council of Governors.

COUNCIL OF GOVERNORS	
Report title: Building a brighter future: Governors working group	Meeting date: 03 November 2021
Report appendix	n/a
Report sponsor	Executive Director of Transformation and Partnerships
Report author	Associate Director of Communications and Partnerships
Report provenance	Work and developments discussed at the Building a brighter future Sub Committee
Purpose of the report and key issues for consideration/decision	<p>To provide assurance to the Council of Governors on the development of our engagement and communication plan for building a brighter future.</p> <p>In August we held two meetings of the Governors working group which is supporting the development of our plan.</p> <p>The focus of the first two sessions was on stakeholder mapping. We explored and identified key groups that we need to reach and hear from throughout the programme using the protected characteristics under the Equality Act. These are age, gender reassignment, being married or in a civil partnership, being pregnant or on maternity leave, disability, race including colour, nationality, ethnic or national origin, religion or belief, sex and sexual orientation.</p> <p>We also identified two additional groups that we want to make sure we include based on our specific population and geography: our armed forces communities and rurality (people living in isolated areas and those working in the farming industry).</p> <p>Our stakeholder mapping is now well underway and we are looking at procuring a stakeholder relationship management system to support this and to ensure that we have an accurate log of all engagement, feedback and contacts throughout the programme. This tool will also be vital at business case approval stages in being able to demonstrate the level of engagement that has taken place on our development plans.</p> <p>We are working with the Devon Integrated Care System on the engagement and consultation required for the Devon Long-Term Plan which includes an element for protective elective capacity which is an interdependency for our programme. We are also starting to scope our plans for listening events, community conversations and some targeted focus groups early next year with the public and patient and carer groups.</p>

	<p>Our early thinking is a four-stage engagement model for our four target audiences of staff, patients and carers, key stakeholders and the people who live in our communities:</p> <ul style="list-style-type: none"> • Listen - conversations and listening events about ‘what matters to you?’, ‘what helps you stay well?’, ‘what stops you from being well/living well?’ – aims to increase understanding and insight about our people’s needs, concerns and challenges while giving people opportunities to ask questions and find out more about the programme • Focus and debate - engagement and targeted focus groups around sticky issues – aims to listen and address issues early on to reduce and minimise the risk of the programme ‘pausing’ or ‘stopping’ at a later stage • Discuss and agree options - deliberative workshops to identify preferred options with key stakeholders – aims to involve key stakeholders in the decision-making process, aiding understanding of the criteria, constraints and rationales involved • Consult - consultation on significant change – likely to be protective elective capacity – led by CCG at a system level <p>This will run alongside and complement the clinical engagement being led by Dr Joanne Watson.</p> <p>The next meeting of our Governor working group will help us develop these plans and will take place in November. We hope that Emily Taylor will be able to join us at the next working group to meet Governors and get involved. Emily will officially join us on 09 December and will lead on engagement and communications for the building a brighter future programme. She is an experienced engagement specialist who joins us from Somerset Clinical Commissioning Group and who was previously manager of Healthwatch Somerset.</p>											
Action required (choose 1 only)	For information <input type="checkbox"/>	To receive and note <input checked="" type="checkbox"/>	To approve <input type="checkbox"/>									
Summary of key elements												
Strategic objectives supported by this report	<table border="1"> <tr> <td data-bbox="493 1608 1011 1691">Safe, quality care and best experience</td> <td data-bbox="1011 1608 1086 1691">X</td> <td data-bbox="1086 1608 1430 1691">Valuing our workforce</td> <td data-bbox="1430 1608 1505 1691">X</td> </tr> <tr> <td data-bbox="493 1691 1011 1774">Improved wellbeing through partnership</td> <td data-bbox="1011 1691 1086 1774">X</td> <td data-bbox="1086 1691 1430 1774">Well-led</td> <td data-bbox="1430 1691 1505 1774">X</td> </tr> </table>				Safe, quality care and best experience	X	Valuing our workforce	X	Improved wellbeing through partnership	X	Well-led	X
Safe, quality care and best experience	X	Valuing our workforce	X									
Improved wellbeing through partnership	X	Well-led	X									
Is this on the Trust’s Board Assurance Framework and/or Risk Register	<table border="1"> <tr> <td data-bbox="493 1861 999 1906">Board Assurance Framework</td> <td data-bbox="999 1861 1074 1906">X</td> <td data-bbox="1074 1861 1406 1906">Risk score</td> <td data-bbox="1406 1861 1505 1906">20</td> </tr> <tr> <td data-bbox="493 1906 999 1951">Risk Register</td> <td data-bbox="999 1906 1074 1951">X</td> <td data-bbox="1074 1906 1406 1951">Risk score</td> <td data-bbox="1406 1906 1505 1951">various</td> </tr> </table> <p>BAF Risk 4: To provide safe, quality patient care and achieve best patient experience</p>				Board Assurance Framework	X	Risk score	20	Risk Register	X	Risk score	various
Board Assurance Framework	X	Risk score	20									
Risk Register	X	Risk score	various									

External standards affected by this report and associated risks			
	Care Quality Commission	X	Terms of Authorisation
	NHS Improvement	X	Legislation
	NHS England	X	National policy/guidance
			X

