







Torbay and South Devon NHS Foundation Trust Public Council of Governors

Via Microsoft Teams

2 November 2022 14:00 - 2 November 2022 16:00

AGENDA

#	Description	Owner	Time
1	Opening Matters		
1.1	Chairman's welcome and apologies for absence: Adel Jones To note	Chair	14:00
1.2	Declarations of Interest To note	Chair	
2	Business from previous Council of Governor's meeting		
2.1	Minutes of Council of Governors' meeting held on 3 August 2022 (enc) To approve  2022.08.03 DRAFT PUBLIC CoG minutes.V3.pdf 7	Chair	14:05
2.2	Matters arising not covered elsewhere on the agenda Chair	To receive	
3	Business Reports		
3.1	Chairman's Report (verbal) To receive	Chair	14:10
3.2	Chief Executive's Report (enc) To receive  Chief Executive's Report.pdf 17	Chief Executive	14:20
3.3	Membership Committee Chair's Report (enc) To receive  Membership Committee Report of 13.10.2022 for C... 19	Chair of Membership Committee	14:35
3.4	My roles and responsibilities as a NED (verbal) To receive	TBC	14:45
4	Non-Executive Director Reports (verbal)		

#	Description	Owner	Time
4.1	Audit Committee	Mrs S Taylor	
4.2	Quality Assurance Committee	Mrs J Lyttle	
4.3	People Committee	Mrs V Matthews	
4.4	Finance, Performance and Digital Committee	Mr P Richards	
4.5	Building a Brighter Future Committee	Mr C Balch	
4.6	Torbay Pharmaceuticals Board	Mr R Sutton	
5	Governance Reports		
5.1	Quarterly Governance Report (enc) To receive  Governance Quarterly Report.pdf 21  Membership Cttee ToR.pdf 25	Interim Director of Corporate Governance	15:20
6	Governor Engagement		
6.1	Feedback and questions from Members and Governors including Governor Communications Log (enc) To receive  2022-10-26 TSDFT Gov Comms Log. CURRENT.p... 31	Chair	15:40
7	Closing Matters		15:45
7.1	Any other business	Chair	
7.2	Close of meeting	Chair	
	Dates of 2023 meetings: 1 February, 3 May, 2 August, 1 November (currently 14:00 - 16:00 but subject to change)		
	*A private meeting for Governors will take place at the close of the public meeting		

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**MINUTES OF THE COUNCIL OF GOVERNORS MEETING
HELD ON 3 AUGUST 2022 AT 14.00 PM
VIA MICROSOFT TEAMS VIDEO-CONFERENCE**

Present

* Nicole Amil	* Richard Ibbotson (Chair)	
* Craig Davidson	Matthew Arthur	Derek Blackford
* Eileen Engelmann	* Mark Tyrrell-Smith	* Loveday Densham
Steven Harden	Lorraine Evans	* Annie Hall
* Peter Milford	Jonathan Hawkins	* Dave Cawley
* Deborah Kelly	Emily Huggins	* Mike James
* Rosemary Rowe	* John Kiddey	* John Smith
* Andrew Stilliard	* Jonathan Shribman	* Radia Woodbridge
* Keith Yelland	* Jean Thomas	

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

In attendance:

Ian Currie	Medical Director	IC
Liz Davenport	Chief Executive	LD
Sheridan Flavin	Interim Chief People Officer	SF
Adel Jones	Director of Transformation and Partnerships	AJ
Jane Harris	Associate Director of Communications and Partnerships	JH
Richard Crompton	Non-Executive Director	RC
Robin Sutton	Non-Executive Director	RS
Chris Balch	Non-Executive Director	CB
Sally Taylor	Non-Executive Director	ST
Paul Richards	Non-Executive Director	PR
(Vikki Matthews)	Non-Executive Director	VM
Oyetona Raheem	Interim Director of Corporate Governance and Trust Secretary	OR
Sally-Ann Reay	Membership Manager	SAR
Andrea Wreford	Administrator and Minute Taker	AW

1. OPENING MATTERS

1.1 Chairman's welcome and apologies for absence

The Chairman welcomed Richard Crompton who joined the Board of Directors on 1 August 2022.

Apologies were noted from Sally Taylor, Jacqui Lyttle, John Harrison, Deborah Kelly, Dave Stacey and Governors Steven Harden and Derek Blackford.

1.2 Declarations of Interest

No declarations of interest were made.

2. Business from previous Council of Governors' Meeting

2.1 Minutes of Council of Governors' Meeting held on 4 May 2022 and Written Resolutions dated 17 and 29 June 2022

The Council of Governors approved the Minutes of the meeting held on 4 May 2022 subject to the following amendment to third bullet point on page 7 of 8, requested by Chris Balch: - "Site enabling work **Business Case** was in progress"

The Written Resolutions dated 17 and 29 June were approved.

2.2 Matters arising not covered elsewhere on the Agenda

There were no matters arising.

3. Business Reports

3.1 Chairman's Report

The Chairman verbally reported to the Council of Governors on the following matters: -

- Greater detail regarding the continued operational pressures would be reported at the Network meeting on 4 August, which will include Lizzie Vooght, Derren Westacott, Jo Hall and Luke Parsons.
- The Chairman, Lead Governor and Chief Executive hosted a visit with local MP Anthony Mangnall at Totnes Hospital and visited the MIU. The Lead Governor suggested an opportunity for Mr Mangnall to meet with Governors would be well received and the Chairman agreed this would be followed up.

ACTION: SAR/CHAIR

- The Trust had been visited by the Chair of NHS England and fellow directors, plus other regional representatives. After a briefing in the Rose Garden where the need for the BBF plans and associated funding were emphasised, they toured the acute hospital site and Torbay Pharmaceuticals. Overall it had been a valuable visit.
- Chief People Officer recruitment was ongoing and longlisting was underway with some strong candidates.
- The SEND Alliance had been stood down with both RDUH and TSDFT in agreement that the current key focus should be the acute provider collaborative.
- The Chairman expressed his gratitude for the work Governors had undertaken in respect of the DPWG workstreams. The proposed alterations to Governor meetings would add more value.

3.2 Chief Executive's Report

The Chief Executive drew attention to the report which had been circulated with the agenda and briefed the Governors on the following points: -

- National Team visit – The Trust had pleasure in welcoming NHS England's Chair, Sir Richard Meddings CBE, and fellow directors. This was felt to have been a valuable visit that helped to portray the challenges and opportunities for the Trust and was the first of a number of visits.
- Operational pressures – the hospital was still busy and the impact of holiday makers in the South West was noticeable, however, there was a broad improvement and the hospital had managed to achieve an OPEL3 status and managing flow effectively.
- There was a national focus on 104 week waits and the Trust was on Tier 1 oversight in keeping with the two other Trusts in Devon. At the end July 2022 submission for 104 week waits – there were 92 people waiting more than 104 weeks for elective care, however 62 of those had elected not to receive care during this time. Efforts were being made to cap waits by also giving attention to those on 78, 52 and 18 week waits. The Chief Executive commended the work by Kevin Pirie and his team on this huge piece of work.
- Health and Wellbeing Centres (HWBC) – occupation of the Dartmouth site was likely to take place at the end of the calendar year and work to optimise the facility by collaborative working was key. The planning process continued for the Teignmouth site.
- GPs now reoccupying Brixham Hospital as part of the Integrated Care Model.
- Dartmouth Hospital site – Dartmouth Town Council had confirmed their intention to purchase the site and Heads of Terms had been signed. Chris Balch and Adrien Cooper's important role on this work was noted.
- New Hospital Programme (NHP) – work continued to progress on the Trust's business case.
- Integrated Care Board (ICB) – came into effect on 1 July 2022 and the first Board meeting had been held, which had included the TSDFT Chief Executive. She highlighted the opportunity to secure services for the local population through the establishment of the acute provider collaborative with acute Trusts in Devon and Cornwall.

Dr Shribman asked whether Tim Ferris, National Director of Transformation (NHS England (NHSE)) had given any indication as to whether funding for the Electronic Patient Record (EPR) was likely to be forthcoming. The CEO responded that the Trust had not yet received any answer. The Trust was one of nine bidding for the funding who had not yet acquired an EPR, so hence came under a high priority category. Positive conversations had taken place. It was hoped that a decision would be made in the new few months.

The Chairman suggested altering the agenda in order to allow time to receive Section 4.1.3 (People Committee report) as Vikki Matthews would have to leave the Council of Governors early to attend a Health Education England meeting. This Non-Executive Report would therefore be taken first, before reverting back to the published agenda.

Non-Executive Director Report – People Committee (4.1.3)

Ms Matthews began by thanking Mrs Thomas for valuable input during her period as Governor Observer on the People Committee. She then went on to update on key points from the most recent People Committee Meeting to include: -

- Our People Promise and Plan –updates had been presented to the People Committee including ambitions for Year 2 of the plan.
- Mandatory Training – this was within acceptable limits but a deep dive was planned to ascertain which training programmes were not getting enough traction and to look at engaging with staff better with regard to these.
- Workforce Information Report – attendance levels had improved (absence figures now down to 4.66% from 6.36%) and the Committee hoped this trend would continue into June and July figures.
- Agency spend - a deep dive had been requested.
- Staff Networks – noted the excellent work done to support the BAME community within the Trust encouraging colleagues to share stories, become engaged, go for promotions and build a sense of belonging. It was also noted that the WRES report did not reflect the same position but there was ambition to make sure everyone felt welcome and felt the same sense of opportunity.

At the Chair's request, Ms Matthews updated the meeting on her work with Health Education England (HEE) and the planned merger in April 2023 when HEE would become absorbed into NHS England. This was planned with the aim to avoid unnecessary duplication.

Ms Matthews then left and the meeting then reverted to the planned agenda.

3.3 Lead Governor's Report

Mrs Thomas addressed the Council of Governors for the first time in her new role of Lead Governor. Mrs Thomas announced the resignation of Jan Goodman from the Council of Governors and took the opportunity to formally thank Mrs Goodman for her contribution and in particular her work on the Development Programme Working Group (DPWG) and the Terms of Reference associated with it.

Mrs Thomas went on to provide an update on the DPWG workstreams: -

- A substantial amount of work had been completed
- Workstream 1 had been completed
- Workstream 2 was being reviewed by the Chair/FT Office and then would be circulated. A pilot scheme was currently being trialled in relation to Governor questions and information on this had previously been circulated to the Council of Governors
- Workstream 3 was in progress and Mrs Thomas reminded the Council of Governors that an email had been sent asking them to reply with their priorities.

Mrs Thomas highlighted the need to work as a collective in order to maximise support and representation of their members. Mrs Thomas thanked the Governors for the noticeable increase in engagement, particularly those Governors who had volunteered for DPWG workstreams and provided useful feedback. Mrs Thomas thanked the Chair for all his support with regard to the DPWG work. Mrs Thomas said she would welcome feedback from long serving Governors on what worked well before the pandemic and also reached out to Staff Governors, whose input is most valued.

Mrs Thomas welcomed Richard Crompton to the Trust on behalf of the Council of Governors.

3.4 Membership Committee Chair's Report

Mrs Engelman gave an update on matters discussed at the last Committee which included: -

- The development of a simplified membership development plan and she thanked the Membership Manager for her work on capturing the thoughts of the Committee and translating this into an easy to understand format.
- The recent article in the Healthy Futures magazine which hoped to encourage new members from the newly added South West Peninsula constituency.
- Annual Members Meeting (AMM) – the Committee still hoped for a face to face meeting but aware that this was a 'wait and see' situation in respect of COVID numbers.
- The Committee was moving forward with plans to a) both grow and broaden the diversity of FT Membership and b) achieve greater engagement.
- Membership Video – due to be reviewed by Jane Harris and then discussions to take place on where to show the video.
- Plans to develop staff membership interaction by Staff Governors had been discussed.

Mrs Engelman finished by thanking SAR, JT and JK for their support.

The Chair concluded that the Trust continued to plan to hold the AMM face to face in TREC, with presenters committed to attending, but had to keep in mind the possibility that this would not happen due to COVID. If COVID numbers did escalate, the Chair would be grateful for the perspective and input of the Council of Governors on whether the Trust would achieve greater attendance numbers by holding the meeting face to face or virtual. There was a statutory requirement on when the AMM could be advertised, but options were being kept open.

3.5 My roles and responsibilities as a NED

Richard Crompton addressed the Council of Governors and thanked them for the opportunity to speak to them during his first week in post.

Mr Crompton gave a background of his previous careers which included a long service in the Police Force in various parts of the Country, including Torbay. More recently Mr Crompton had been Chair of University Hospitals Plymouth for 10 years. Mr Crompton

also spoke of his work in adult safeguarding, his involvement in the organisation 'Dimensions' and his long history of working in public services. Mr Crompton was looking forward to working with the Governors and welcomed the national transition to a more collaborative model between health/social services and local councils.

4. Non-Executive Director Reports

4.1 Non-Executive Director Committee Reports:

4.1.1. Audit Committee

Mrs Taylor had given apologies for being unavailable to present to the Council of Governors. The Chair advised that the Audit Committee had not met since the Council had last been updated and no further questions were raised by Governors.

4.1.2 Quality Assurance Committee

Mrs Lyttle had also given apologies for being unavailable to present to the Council of Governors but the Chairman noted her intention to provide a written report for circulation with the minutes.

ACTION: JL/SAR

4.1.3 People Committee

Report had been taken earlier in the meeting.

4.1.4 Finance, Performance and Digital Committee

Mr Richards gave an overview of the following: -

- Month 3 reported a deficit of £3.1 million and the Trust was on plan. The finance department had submitted a balanced budget and had spent considerable time considering capital expenditure, cash plans and performance to make plans to come in on budget.
- The overall Devon system though also required a balanced position.
- The Committee were looking at ways to monitor performance.
- The importance of co-working between NEDs and executives to drive the transformation that was required.
- An updated Electronic Patient Record (EPR) Outline Business Case (OBC) had been circulated to the Committee and Mr Richards highlighted the importance of digital transformation in order to achieve optimal pathways for all care settings.
- Integrated Performance Report – this had noted poor performance in Stroke services but assurance had been received around clinical plans and the changes being put in place.

Mr Richards also commented on the excellent representation on the Committee by Dr Shribman.

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

4.1.5 Building a Brighter Future Committee

Mr Balch explained that each meeting was observed by a member of the regional New Hospitals Programme (NHP) team. Mr Balch reported that the Committee had discussed: -

- Electronic Patient Record Outline Business Case (EPR OBC) – good progress had been made despite national timescales altering but the team were optimistic.
- Finance and resources were discussed and it was noted that SEED funding was low but the team continued to make the case for additional funding
- A face to face development session was held in July regarding re-submission of the Strategic Outline Case (SOC) with adjusted costings, refocusing and assessing what the key elements should be.
- Strategic Outline Business Case – this was being redrafted and would be reviewed at the next Committee meeting in readiness for the September Board meeting.

Discussion followed on how the Council of Governors could put pressure on local MPs to back the case for the NHP. It was agreed to take this matter further outside of the meeting and Mr Milford and Mrs Thomas would facilitate a discussion around this. The Chairman added happy to help to facilitate this for constituency leads. **ACTION: JT/PM/CHAIR**

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

4.1.6 Torbay Pharmaceuticals Board

Mr Sutton advised the Council of Governors that Torbay Pharmaceuticals (TP) performance as at end June, continued to track behind budget. This was due to lower levels of elective activity needed to drive sales. He was able to give the good news that TP had now been granted capital funding from the centre.

The Council of Governors noted the report on the work of the Torbay Pharmaceuticals Board.

5. Governance Reports

5.1 Governance Quarterly Report

The Council of Governors received the report and appendices which were circulated with the Agenda and noted the following: -

- The current position in relation to the publication of the Annual Report and Accounts for 2021/22 and to receive the Interim Audit Findings Report. The Interim Director of Corporate Governance added that the final report would not be completed until the end of August as it required the Value For Money (VFM) audit from the external auditors.
- The commencement dates of Richard Crompton and Sian Walker-McAllister as new Non-Executive Directors.

- The refresh of the Board Sub-Committee Governor Observers
- The ongoing work taking place with regard to the DPWG following the GGI development sessions
- The date of the Annual Members meeting and current intention to hold in-person event

The Council of Governors approved the revised Governor Nomination and Remuneration Terms of Reference which had been circulated with the Agenda.

The Council of Governors approved the Lead Governor and Deputy Lead Governor Roles and Responsibilities listed in Appendix 3 of the report and detailed in follow up email of 02.08.2022.

6. Governor Engagement

6.1 Feedback and questions from Members and Governors including Governor Communications Log

The Council of Governors received the Governor Communications Log and it was noted that formal responses to outstanding questions would be circulated, as soon as possible.

The Medical Director gave a verbal update on the Formal Governor Question (CoG-001) which related to 7-day working and outlined some of the significant steps made towards the standards initially expressed in 2013 by Sir Keogh. The full response would be listed in the Governor Communications Log and shared with all Governors via the Governor Newsletter.

Mr Tyrrell-Smith said he felt that this could well be a topic for a future Governor “deep dive” seminar in the future. The Chief Executive welcome this suggestion to aid understanding of the best use of the Trusts limited resources in order to secure the biggest impact. Mrs Thomas asked if the NHS Nightingale Hospital Exeter closed at weekends and the Chief Executive responded that the facility was incrementally increasing facilities at weekends by paying staff to come in.

The Medical Director gave a brief update on Governor Question ID 130 (Long waiters) and the arrangements being set up to signpost patients who were experiencing long waits and the clinical work that is required to review. A written response would be sent in due course and added to the Governor Communications Log and newsletter. Mrs Thomas asked if any consideration was taken for other elements such as need for a care package to be provided, alongside the existing clinical needs prioritisation. The Medical Director responded that the current system utilised clinical codes but other supplementary information could be fed into the system if GP’s or patients updated the team. Harm Reviews took place to look at issues like eyesight deterioration to ensure the magnitude of long waits was considered.

Mr Stilliard asked if nationally best use was being made of any available private care facilities in order to drive down long waits. The Medical Director replied that optimisation of private facilities was taking place to ensure efficiency of waiting lists however the extent is limited by lack of sufficient workforce as opposed to physical space availability.

The Chief Executive added that another element was the complexity of cases that were therefore not always appropriate to be sent to a private provider.

The Chairman concluded by saying most Trusts were encountering issues of capacity not matching demand, compounded by current financial pressures and leading to difficult decisions on priorities.

7. Closing Matters

7.1 Any other business

No further business was raised.

7.2 Close of meeting

There being no further business the meeting was closed at 15.45.

Dates of next meetings: 2 November 2022 (14:00 to 16:00)

COUNCIL OF GOVERNORS	
Report title: Chief Executive's Report	Meeting date: 02 November 2022
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 ongoing work to reduce our waiting lists both locally and system-wide and addressing performance issues in key areas; urgent and emergency care: ambulance handovers, progress on the Acute Medical Unit; the new health and wellbeing centres for Dartmouth and Teignmouth; the redevelopment of the former Dartmouth and Kingswear community hospital site; the new hospital programme and <i>Building a Brighter Future</i>; feedback from the national visit on Tuesday 26 July and the latest updates from the Integrated Care System for Devon</p> <p>Since the last Council of Governors meeting, Governors have received briefings on changes to our Executive team, progress with the build of Dartmouth health and wellbeing centre, plans for Teignmouth health and wellbeing centre and high profile media coverage as well as receiving the regular fortnightly Governor newsletters.</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"> • feedback from the international visit from SingHealth in September;

	<ul style="list-style-type: none"> • our ongoing work to reduce our waiting lists both locally and system-wide and addressing performance issues in key areas, including funding secured for endoscopy and day theatres expansion; • urgent and emergency care: ambulance handovers, progress on the Acute Medical Unit; • the new health and wellbeing centres for Dartmouth and Teignmouth – and an update on Brixham; • the new hospital programme and <i>Building a Brighter Future</i>; • our plans for an Electronic Patient Record; • the latest updates from the Integrated Care System for Devon and the Peninsula Acute Services Sustainability Programme. 			
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

**Report of the Membership Committee Chair
to the Council of Governors**

Meeting date:	13 October 2022
Report by:	Eileen Engelmann
This report is for:	Information <input checked="" type="checkbox"/> Decision <input 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"> • AMM 2022 – The committee noted the reasons for the postponement and that the revised date proposed of 16 November 2022 at 6pm (online) and the publicity which would be undertaken. • Review of the Committee’s Terms of Reference – revised Terms of Reference were agreed and would be presented to the next Council of Governors meeting for approval. • Annual Workplan 2023 – agreed the annual workplan for 2023. • Healthy Futures Article– discussed and agreed article for the October 2022 Healthy Futures magazine • Rest of South West Peninsula Constituency – Committee noted that there was a need for a minimum of 10 members in order to allow for a Governor in that new Constituency and asked that all Governors encourage people within Cornwall, rest of Devon electoral wards (aside from the 3 existing constituencies), Somerset and Bristol electoral wards to apply either online (link here) or via paper application form. • Update from Feedback and Engagement Group Meetings by Annie Hall – the Committee agreed to share the quarterly update reports from Annie Hall with all Governors via the Governor Newsletter. 	
Key decision(s)/recommendations made by the Committee:	
<ol style="list-style-type: none"> 1. To approve the Committee’s revised Terms of Reference. 2. To note the rescheduled AMM 2022 date of Wed 16 November at 6pm (online) 3. To ask all Governors to assist in encouraging people within the “Rest of South West Peninsula” Constituency area to join as FT members. 	

COUNCIL OF GOVERNORS MEETING															
Report title: Quarterly Governance Report	Meeting date: 2 November 2022														
Report appendix	Appendix 1: Membership Committee Terms of Reference														
Report sponsor	Interim Director of Corporate Governance														
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" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;">Safe, quality care and best experience</td> <td style="width: 20px;"></td> <td style="padding: 5px;">Valuing our workforce</td> <td style="width: 20px;"></td> </tr> <tr> <td style="padding: 5px;">Improved wellbeing through partnership</td> <td></td> <td style="padding: 5px;">Well-led</td> <td style="text-align: center; padding: 5px;">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" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;">Board Assurance Framework</td> <td style="padding: 5px;">n/a</td> <td style="padding: 5px;">Risk score</td> <td style="width: 20px;"></td> </tr> <tr> <td style="padding: 5px;">Risk Register</td> <td style="padding: 5px;">n/a</td> <td style="padding: 5px;">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" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;">Care Quality Commission</td> <td style="width: 20px;"></td> <td style="padding: 5px;">Terms of Authorisation</td> <td style="text-align: center; padding: 5px;">X</td> </tr> <tr> <td style="padding: 5px;">NHS Improvement</td> <td style="text-align: center; padding: 5px;">X</td> <td style="padding: 5px;">Legislation</td> <td></td> </tr> <tr> <td style="padding: 5px;">NHS England</td> <td style="text-align: center; padding: 5px;">X</td> <td style="padding: 5px;">National policy/guidance</td> <td style="text-align: center; padding: 5px;">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: Governance Quarterly Report		Meeting date: 2 November 2022
Report sponsor	Interim Director of Corporate Governance	
Report author	Corporate Governance Manager	

Introduction

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

1. 2023 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	(2 seats)
Public Governor	Torbay Constituency	(3 seats)
Public Governor	South Hams and Plymouth (Eastern)	(1 seat)
Public Governor	Rest of the SW Peninsula	(1 seat)
Staff Governor	Newton Abbot ISU	(1 seat)
Staff Governor	Coastal ISU	(1 seat)
Staff Governor	Torquay ISU	(1 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	Thursday 10 November 2022
Nominations deadline	Thursday 8 December 2022
Summary of valid nominated candidates published	Friday 9 December 2022
Final date for candidate withdrawal	Tuesday 13 December 2022
Electoral data to be provided by Trust	Friday 16 December 2022
Notice of Poll published	Thursday 12 January 2023
Voting packs despatched	Friday 13 January 2023
Close of election	Tuesday 7 February 2023
Declaration of results	Wednesday 8 February 2023

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 2023 election report.

2. Council of Governor Priorities

2.1 Following an exercise to gain an understanding of Governor preferences for the CoG priorities, the following were identified as the priority areas Governors wished to focus on over the coming year:

- **Emergency Response**
- **Seven Day Working**
- **Waiting Lists**
- **Cancer Services**
- **Social Care**
- **Building a Better Future**

2.2 If approved, the priority areas will be discussed at CoG priority meetings in 2023.

Action Required: Approve CoG priority areas for 2023.

3. People Committee – Governor Observer

3.1 Governors are reminded that there continues to be a vacant Governor Observer position for People Committee.

Action required: Inform Trust Office if anyone is interested in taking on the role.

4. PLACE Assessments

4.1 The 2022 PLACE (patient-led assessments of the care environment) took place during October. Governors were asked to inform the Trust office if they wished to join the assessments and provide feedback on the Trust's environment. Thank you to the Governors who volunteered to be part of the assessment process (Dave Cawley, Eileen Engelmann, Annie Hall, John Kiddey and Jean Thomas). Assessments took place across all of the Trust's hospital sites apart from the acute site, due to increasing Covid numbers.

Action Required: Note PLACE assessments that have taken place.

5. NHS Providers GovernWell Training

5.1 Governors were recently asked to provide expressions of interest to attend GovernWell workshops. Since the last meeting one Governor has attend the following:

- Core Skills – 28th September
- Accountability and Holding to Account – 4th October

5.2 Slides from these two workshops have been shared with Governors.

Action Required: note workshops that have taken place and information contained on the slides that have been circulated.

6. Membership Committee Terms of Reference

6.1 At its meeting on the 13th October the Membership Committee undertook a review of its Terms of Reference and they are presented to the Council of Governors for approval.

Action Required: Approve updated Membership Committee Terms of Reference



TERMS OF REFERENCE

MEMBERSHIP COMMITTEE

Version:	3.0
Approved by:	Membership Committee
Date approved:	<i>to be reviewed at 13.10.22 M.Cttee meeting, then to COG</i>
Approved by:	Council of Governors
Date approved:	<i>Take to COG on 02 November 2022</i>
Date issued:	
Review date:	November 2023

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.
- 2.3 These Terms of Reference, which should be published on the Trust's website, set out the membership, the remit, responsibilities and reporting arrangements of the Committee and may only be changed with the approval of the Council of Governors.

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 currently set out in the summary Membership Development Plan (MDP) Plan on a Page 22/23.

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 Review the summary 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 summary 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. Currently a Deputy Chair has been appointed.
- 6.4 The following shall be invited to attend meetings of the Committee:
- Director of Corporate Governance and Trust Secretary
 - Corporate Governance Manager
 - Membership Manager
 - Diversity and Inclusion Representative
 - Representative from the Communications Team
- 6.5 Other members/attendees may be co-opted or requested to attend as considered appropriate.
- 6.6 If any member of the Committee has been disqualified from participating on an item on the agenda, by reason of a declaration of a conflict of interest, then that individual shall no longer count towards the quorum.

7. Quorum

- 7.1 The quorum necessary for the transaction of business shall be three Governors, plus either the Director of Corporate Governance and Trust Secretary 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 If the quorum has not been reached, then the meeting may proceed if those attending agree, but no decisions may be taken.
- 7.3 Deputies can attend, but will not count towards the quorum.

8. Decision-Making and Voting

- 8.1 The Committee will ordinarily reach conclusions by consensus. When this is not possible, the Chair may call a vote.
- 8.2 Only members of the Committee may vote. Each member is allowed one vote and a majority will be conclusive on any matter.
- 8.3 Where there is a split vote, with no clear majority, the Chair of the Committee will hold the casting vote,
- 8.4 If a decision is needed which cannot wait for the next scheduled meeting, the Chair may conduct business on a 'virtual' basis through the use of telephone, email or other electronic communication.

9. Administration

- 9.1 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 and Trust Secretary 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.

10. Meetings

- 10.1 Meetings will be held on the following basis:
 - Meetings will be held at least quarterly, with additional meetings held when necessary.
 - The Committee may meet virtually when necessary and members attending using electronic means will be counted towards the quorum.
 - 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.

11. Conduct of Meetings

- 11.1 Members will be expected to conduct business in line with the Trust's values and objectives.
- 11.2 Members must demonstrably consider the equality and diversity implications of decisions they make.

12. Reporting

- 12.1 The Committee will provide a Chair precis 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.
- 12.2 The Committee will receive reports in accordance with the work plan.

13. Review of Terms of Reference

- 13.1 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.

C-O-G	Gov Newsletter	ID	Date Requested	Governor	Constituency	Summary Description	Executive Lead	Response Date	Summary Response	Status
04.08.2022 - (Question only at that time)	Question listed on 08.07.2022 & response listed in 02.09.2022	128	27.06.2022	Matt Giles (Nee Arthur)	Staff Governors	<p>Staff in the Radiology department have recently received an email stating that our Chief Nurse, Deborah Kelly, would like to see an improvement in uniform standards, as a department we completely understand and support this!</p> <p>However, a vast number of my constituents do take issue with us, as a professional group in Radiology, wearing smart black trousers and white polo tops/tonics whilst handling equipment, being near bodily fluids, positioning patients and being exposed to the acute setting whilst also being confused with a number of staff groups including canteen staff, pharmacy, etc.</p> <p>Is the uniform policy being reviewed to include a separate uniform for Radiographers/Radiology Support workers to incorporate our professional colour (maroon) which has already been allocated to the Advanced Practitioners for some unfashionable reason? Scrubs seem far more appropriate for the work we do, yet progress with allocating a scrub style uniform seems to be lacking.</p>	D Kelly - CN	01.09.2022	Deborah Kelly PA arranging a meeting and a summary response afterwards has been requested. Summary response now received below on 01.09.2022: Deborah Kelly, Chief Nursing Officer had a meeting with Matt Giles on 21.07.2022 regarding the uniform for radiographers. There are some complexities and differences of opinion with regard to the uniform for Radiographers. Deborah committed to meeting with the Professional Lead to agree a process for deciding/agreeing next steps.	Responded
04.08.2022 - (Question only at that time)	Question listed on 05.08.2022 & response listed in 19.08.2022	130	25.07.2022	Jonathan Shribman	South Hams	<p>At today's FPDC there was a section on how long waiting patients "yet to be seen" are comfort called by Devon Referral Support Services (DRSS) and are "given assurance and directed to well being and lifestyle support". We were told by the Medical Director that DRSS provide non-clinical support and that some clinical validation was done by the Trust as well.</p> <p>Can I ask how we are assured that all long waiters who are deteriorating to the extent that would indicate that their condition is urgent clinically, are identified? An example would be a patient with so severe osteoarthritis of the hip (an eminently treatable condition with total hip replacement) that that they can no longer leave their home, despite being ambulant when they were referred. If I was their GP I would expect their orthopaedic surgeon to expedite their surgery to an urgent rather than routine clinical priority.</p>	I Currie - MD	18.08.2022	<p>The Trust is working to ensure that patients waiting for treatment are prioritised on the basis of clinical need and length of waiting time. All patients waiting more than 104 weeks for treatment have been contacted by clinical teams to assess their clinical condition and have been prioritised accordingly.</p> <p>The Trust provides generic advice and guidance for all patients awaiting treatment on its website Waiting for treatment - Torbay and South Devon NHS Foundation Trust.</p> <p>The Trust is working with Devon ICS to make available information to patients with a number of specific conditions. The aim of this advice is to enable patients to maintain optimum levels of health as part of the waiting well aim. Currently, clinical teams are prioritising their time to provide assessment and treatment of patients. Consequently, finding additional time to contact patients waiting less than 104 weeks is challenged and escalation of clinical prioritisation is dependent on communication from the patient or their GP at present.</p>	Responded
02.11.2022	Question listed on 14.10.2022 & response to be listed on 28.10.22 edition	131	30.09.2022	Matt Giles (Nee Arthur)	Staff Governors	<p>I'm sorry if this is no longer the correct route but I would like to submit a question as Paignton and Brixham ISU staff Governor raised by a number of my constituents;</p> <p>Our Cardiology services are currently at significant risk with retention of senior staff almost impossible and a reliance on a very small number of substantive individuals, locum and newly trained staff.</p> <p>There are job postings, including for Chief Physiologist, sat with HR for roles vacated in June/July, with notice and a staff restructure proposal submitted to ISU management by the Cardiologists and wider team.</p> <p>What action is being taken to safeguard this critical service and why is it not being expedited?</p>	Sheridan Flavin - Interim CPO	25.10.2022	<p>Thank you for your question regarding the retention of staff within Cardiology services. I can confirm that the Trust medical staffing team are not aware of any proposed restructure and have confirmed that they do not have any job postings 'stuck in HR.</p> <p>The Trust and medical staffing teams are aware of the vacancies within the service, which is a picture that is reflected nationally with regards to recruitment of suitably trained and experienced staff. As a Trust we work hard to create a culture and environment that candidates would wish to explore and we continually refresh our recruitment strategy and offer to attract applicants when roles are advertised. Vacant positions and recruitment activity are a regular item of discussion at the cardiology business meetings to ensure it receives the focus and attention required.</p> <p>We hope that this response provides you with the assurance you are seeking that we are proactively progressing vacancies to secure suitably qualified and experience staff in this crucial service against a very challenging national picture of staff shortages.</p>	Responded

C-O-G	Gov News letter	ID	Date Requested	Governor	Summary Description	Executive Lead	Response Date	Summary Response	Status
02.11.2022	Question to be listed in 28.10.22 edition	COG-002	26.10.2022	Andrew Stilliard, Deputy Lead Governor	CoG Question: Governors are concerned about patient flow . How can Governors be assured that the Trust is using all available means to safely ensure that the required number of in-patient beds are allocated to be used and that the local social care premises are fit for purpose and have sufficient capacity for the needs of the Trust footprint's population.	J Scott - COO			Assigned
02.11.2022	Question to be listed in 28.10.22 edition	COG-003	26.10.2022	Andrew Stilliard, Deputy Lead Governor	CoG Question: What faith can Governors have in the BBF programme given the recent changes to government and the subsequent changes to financial capacity. Will Torbay's programme be completed ?	A Jones - DoTP			Assigned