



COUNCIL OF GOVERNORS

**Minutes of the meeting of the Council of Governors held in public
on Thursday 26 September 2024 at 15:00
via Microsoft Teams**

Chair	Suzy Brain England OBE - Chair of the Board	
Public Governors	Mark Bright Denise Carr David Gregory Jackie Hammerton Lynne Logan Dave Northwood Sheila Walsh	
Staff Governors	Kay Brown Joseph Money Vivek Panikkar Gavin Portier Mandy Tyrrell	
Partner Governors	Jo Posnett	
In attendance	Mark Bailey - Non-executive Director Hazel Brand - Non-executive Director Hayley Clark - Ernst & Young (item B1) Zara Jones - Deputy Chief Executive Lucy Nickson - Non-executive Director Angela O'Mara - Deputy Company Secretary Richard Parker OBE - Chief Executive Jon Sargeant - Chief Financial Officer Emma Shaheen - Director of Communications and Engagement Anneleisse Siddall - Corporate Governance Officer (Minutes) Kath Smart - Non-executive Director Dan Spiller - Ernst & Young (item B1)	
Governor Apologies:	Phil Holmes - Partner Governor Lynda Wyld - Partner Governor	
Board Member Apologies	Rebecca Allen - Associate Director of Partnerships, strategy and Governance Jo Gander - Non-executive Director Zoe Lintin - Chief People Officer	

		<u>ACTION</u>
COG24/09/A1	<u>Welcome, apologies for absence (Verbal)</u>	
	<p>The Chair welcomed the Council of Governors and those in attendance to the meeting. The above apologies for absence were noted.</p> <p>The Chair of the Board shared the sad news that Clive Smith, Public Governor had passed away. Heartfelt condolences were shared widely across the Trust and social media had received many messages of sympathy from colleagues and public alike.</p> <p>Clive's family had contacted the Trust's Communications Team and details of the upcoming funeral would be shared.</p>	
COG24/09/A2	<u>Declaration of Governors' Interests (Enclosure A2)</u>	
	No new declarations of interests were presented to the meeting.	
	<p><i>The Council:</i></p> <ul style="list-style-type: none"> - <i>Noted governors' current declarations of interests.</i> 	
COG24/09/A3	<u>Actions from previous meetings</u>	
	There were no outstanding actions from the previous meeting.	
COG24/09/A4	<u>Introduction from the Lead Governor</u>	
	<p>The Chair of the Board welcomed the recently appointed Lead Governor, Jackie Hammerton.</p> <p>Jackie introduced herself and provided an overview of her governor journey to date and her interest in developing the work of the Council of Governors going forwards.</p> <p>The Chair of the Board wished the Lead Governor every success in her new role.</p>	
COG24/09/B1	<u>Auditors Annual Report 2023/24</u>	
	<p>The Council of Governors received the auditors' annual report, which provided an overview of work completed during the financial year 2023/24.</p> <p>Hayley Clark, Ernst and Young, extracted key components which confirmed the unqualified opinion on the Trusts financial statements and accounts. Included within the report was an executive summary, audit of financial statements, value for money statement and appendices, in which there were no significant findings, key risks were listed within the report.</p> <p>Ernst and Young reported a positive working relationships with the Trust and its partners.</p> <p>The Chair of the Board invited comments.</p> <p>The Chief Executive highlighted the findings Ernst and Young had documented on Trust finances and risk. Hayley Clark confirmed that financial internal processes were well managed by the Trust, however risks were highlighted due to the reliance on funding.</p>	

	<p>Non-executive Director, Kath Smart, reminded governors of the statutory process by which the Audit and Risk Committee had oversight of the report. The Audit and Risk Committee had requested that the Chief Financial Officer and Ernst and Young carry out a lessons learnt debrief for a streamlined approach to the preparation of 2024/25's annual report, with feedback to be provided to the Committee.</p> <p>Staff Governor, Gavin Portier, highlighted 23% unidentified Cost Improvement Programmes (CIP) and asked how the Trust benchmarked against other organisations. The Chief Financial Officer confirmed the Trust had performed well in previous years, delivering savings of up to £14m. During the Covid pandemic figures had reduced, and finances were restricted therefore Trusts were expected to find more savings. Overall, the Trust had benchmarked well against other acute providers.</p> <p>Public Governor, Mark Bright, asked the requirement on delivery of savings for next year, the Chief Financial Officer confirmed other Trusts had set an 8% savings target.</p> <p>Lead Governor, Jackie Hammerton, asked if the recent pay award would impair the financial position, the Chief Financial Officer confirmed pay awards would be funded. The Chief Executive confirmed the exception between NHS and NHS Professionals, as the Trust would not cover NHS Professionals back pay.</p> <p>The Chair suggested it may be appropriate to hold the Annual Members Meeting earlier in the year.*</p> <p>The Chair thanked the external auditors and Finance Team, for dedicating their time to the annual report.</p> <p>*Post meeting note: as the annual report and accounts could not be received prior to them being laid before Parliament the date could not be brought forward.</p>	
	<p><i>The Council of Governors:</i></p> <p>- <i>Noted and received the Auditors Annual Report.</i></p>	
COG24/09/C1	<u>Chair's Assurance Logs</u>	
	<p>The Chair confirmed the assurance logs had been provided for noting and asked if governors had questions, that these be shared with the Trust Board Office.</p> <p>Chairs Assurance Logs included the following committees:</p> <ul style="list-style-type: none"> • Audit & Risk Committee • Charitable Funds Committee • Finance & Performance Committee • Quality & Effectiveness Committee 	
COG24/09/C2	<u>Outcome of decision at Board of Directors</u>	
	<p>The Chair of the Board confirmed the decisions taken at the Board of Directors meeting on 3 September 2024 at which it was agreed that:</p> <p>- three Board meetings per year would be held face-to-face across all three hospital sites</p>	

	<p>- the Annual Members Meeting would be held in person.</p> <p>- governors would no longer observe Board Committee meetings.</p> <p>It was noted that hybrid meetings could not be offered at present, but dates of the Board of Directors meeting would be circulated, when available.</p> <p>The Chair confirmed questions could be sent via email, which would be added to the Council of Governor's questions and shared within future papers.</p> <p>The Chair noted various activities were scheduled for governors that also included informal meetings.</p>	
COG24/09/C3	<u>Minutes of the Council of Governors meeting held on 11 July 2024</u>	
	The Council of Governors approved the minutes from 11 July 2024.	
COG24/09/D1	<u>Questions from members of the Public previously submitted prior to meeting</u>	
	There were no questions submitted prior to the meeting.	
COG24/09/E1	<u>Any Other Business</u>	
	There was no other business raised prior to or within the meeting.	
COG24/09/E2	<u>Items for escalation to the Board of Directors</u>	
	There were no items to escalate to the Board of Directors.	
COG24/09/E3	<u>Governor Board/ Meeting Questions Database</u>	
	Public Governor, David Northwood, highlighted the question from Partner Governor, Lynda Wyld, related to breast screening services which was without an update. The Deputy Company Secretary confirmed the Chief Operating Officer had been asked to source a response to the question but there was a delay due to the divisions' efforts being focused on the Audiology Service.	
COG24/09/F1	<u>Annual Members Meeting (virtual)</u>	
	<p>The Chair confirmed the Annual Members Meeting was pre-recorded and would be made available via the Trust's website, YouTube, and Facebook. Governors had received a link via email to access a preview of the recording, which would becoming publicly available at 6pm. The agenda included:</p> <ul style="list-style-type: none"> ▪ Operational activity ▪ Highlights and challenges throughout the year ▪ Financial performance ▪ An update on local, regional and national developments in health and social care <p>Speakers would include:</p>	

	<ul style="list-style-type: none"> ▪ Suzy Brain England OBE, Chair of the Board ▪ Richard Parker OBE, Chief Executive ▪ Jon Sargeant, Chief Financial Officer <p>The minutes of the Annual Members meeting would be taken to the Council of Governors meeting on 7 November 2024.</p>		
COG24/09/F2	<u>Annual Members Meeting Questions</u>		
	The Chair of the Board encouraged governors and members of the public to share any questions for the Annual Members Meeting with the Trust Board Office before 4 October 2024.		
COG24/09/F3	<u>Date and time of next meeting (Verbal)</u>		
	Date:	07 November 2024	
	Time:	15:00	
	Venue:	Microsoft Teams	
COG24/09/G	Meeting Close:	15:38	



Suzy Brain England OBE
Chair of the Board
7 November 2024