

**MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS OF THE
ROYAL DEVON UNIVERSITY HEALTHCARE NHS FOUNDATION TRUST**

Held on Wednesday 17 August 2022
Sandy Park Conference Centre,
Sandy Park Way, Exeter EX2 7NN
(Recorded via MS Teams)

Present

Shan Morgan, Trust Chair

Public Governors

Eastern:

Kay Foster
Peta Foxall
Heather Penwarden
Barbara Sweeney

Northern:

Annie Adcock
Peter Flatters
Monika Herpoldt-Bright

Southern:

Janet Bush
Hugh Wilkins

Staff Governors:

Hazel Hedicker

Appointed Governors:

Ian Hall, Devon County Council
Angela Shore, University of Exeter

Apologies

Rob Biggar, Staff
James Bradley, Northern
Faye Doris, Southern
Olwen Goodall, Southern
Des Kumar, Southern
Simon Leepile, Staff
Rachel Noar, Eastern
Anum Shuja, Staff
Elizabeth Witt, Southern

In Attendance:

Bernadette Coates, Governance Coordinator
(minute taker)
Chris Tidman, Deputy Chief Executive
Melanie Holley, Director of Governance
Bridie Kent, Non-Executive Director
Steve Kirby, Non-Executive Director
Alastair Matthews, Non-Executive Director
Tony Neal, Non-Executive Director
Jess Newton, Head of Communications and
Engagement
Chris Tidman, Deputy Chief Executive
Suzanne Tracey, Chief Executive

Item	Minute		Action
1.	31.22	WELCOME AND APOLOGIES	
		<p>Ms Morgan welcomed everyone to the meeting, the first meeting in person for over two years. She welcomed those also attending virtually. She welcomed the Directors present and also a number of Trust Members who had recently been elected as Governors who would be taking up their posts in September 2022. Ms Morgan explained that the Non-Executive Directors had been invited to sit at the table with the Governors to ensure they would be heard by all those attending the meeting.</p> <p>Noting it was the first time the CoG had held a 'hybrid' meeting, Ms Morgan asked for feedback from those attending, whether in person or virtually, so that any improvements or learning could be taken for the next time.</p> <p>The apologies were noted as above and the meeting confirmed as quorate.</p>	

2.	32.22	DECLARATION OF GOVERNOR INTERESTS	
		<p>Mrs Holley informed the CoG of the following changes to Governors declarations:</p> <p>Rob Biggar – a new declaration: paid Partner of University of the West of England in the capacity as an End Point Assessor for the degree apprenticeship programme in Medical Physics Technology.</p> <p>Ian Hall – a new declaration: Chair of Devon County Council until May 2023. Removal of interests from the Register: Chairman of Trustees, Cloakham Lawn Sports Centre and Vice Chairman of Trustees at Arc, a mental health charity in Axminster.</p>	
3.	33.22	SECRETARY'S NOTES <p>Mrs Holley highlighted the following.</p> <p>NED recruitment hustings were taking place on Monday 19 September 2022 and those Governors who were not members of the Nominations Committee had been invited to take part. Mrs Holley said all Governors were warmly encouraged to do so and to let Miss Coates know if they wished to be involved. Once more details on timings, and the number of candidates shortlisted for interview were available, the Trust would let everyone know. In addition to this, a CoG meeting had been arranged for Wednesday 21 September 2022 for the CoG to receive and consider the recommendation of the Nominations Committee. Mrs Holley reminded Governors to let Miss Coates know if they were attending or if they were submitting their apologies.</p> <p>Mrs Holley reminded the CoG that the Royal Devon's first Annual Members Meeting (AMM) was taking place on Wednesday 28 September 2022. The agenda was being presented to the CoG later in the meeting and she asked Governors to let Miss Coates know if they were attending or if they were submitting their apologies.</p> <p>Mrs Holley said the next CoG meetings were the Joint CoG and Board Development Day on 9 November 2022 and the formal CoG meeting on 23 November 2022. She said at the present time the Trust was planning for both meetings to be 'hybrid' meetings, with Sandy Park Conference Centre as the venue. Mrs Holley said further details would be shared with Governors in due course.</p> <p>Finally in terms of meetings, Mrs Holley reminded the Governors that the next meeting of the Board of Directors in public was on Wednesday 31 August 2022. She further reminded the CoG that the Board's meetings in public were now starting the afternoon. An email with more details would be shared with all Governors closer to the time.</p> <p>Mrs Holley said she was pleased to confirm that Mrs Penwarden had been elected by the Governors to join the Trust's Patient Experience Committee. She thanked the Governors who had expressed an interest in joining and Mrs Penwarden and Mrs Witt for standing for election.</p> <p>There being no comments or questions, the Secretary's Notes were noted.</p> <p>The Council of Governors noted the Secretary's Notes.</p>	

4.	34.22	CHAIR'S REMARKS	
		<p>Ms Morgan said the CoG would be discussing in its Confidential meeting an update from the Nominations Committee on the progress being made on the recruitment of a NED and the Royal Devon and Exeter NHS Foundation Trust's Annual Report and Accounts 2021/22.</p> <p>Ms Morgan said the meeting was the last formal CoG meeting for a number of Governors. Dr Foxall and Mrs Hedicker were both stepping down after nine years as Governors, the maximum tenure allowed. A number of other Governors were coming to the end of their terms and had chosen not to stand for re-election. These were Mr Biggar, Miss Doris, Mrs Goodall, Mr Kumar, Mrs Herpoldt-Bright and Mr Flatters. Ms Morgan said there would be an opportunity at the AMM to record thanks but she said she would like to give her personal thanks to everyone, and in particular Dr Foxall for her support to her as the new Chair. She said Dr Foxall, in her role as Lead Governor, had provided wise advice and counsel, alongside her focus on the best possible outcomes for patients. Ms Morgan said Dr Foxall was much admired and much respected and had brought her good humour and her positive approach to a tough role. Ms Morgan invited Dr Foxall to respond. Dr Foxall thanked Ms Morgan for her comments. She said she had been motivated to get involved as a Governor, first as an Appointed Governor and then as Public Governor, because she was a patient and would continue to be so. In her nine years as a Governor she had worked with two Chairs and two Chief Executives and was proud to have done so. Dr Foxall said numerous appointments of the NEDs had been made by the CoG during her tenure. The relationship between the NEDs and Governors was so important and she hoped this would continue to develop. She said she would like also comment that Governors are volunteers with a breadth and depth of skills and experience, including from what they do outside of being a Governor. It was important this was recognised. Dr Foxall gave her thanks to the Trust and CoG for allowing her to come up with solutions and ideas. Ms Morgan thanked Dr Foxall, noting that in her words she had brought to life what Governors bring to the Trust. Mrs Sweeney said she had received a proposal from Mr Bradley that the Governors meet socially to say goodbye to those who were leaving. This was noted by the Governors.</p> <p>There being no further comments or questions, the Remarks were noted.</p> <p>The Council of Governors noted the Chair's Remarks.</p>	
5.	35.22	MINUTES OF LAST MEETING, MATTERS ARISING & ACTION SUMMARY CHECK	
		<p>The minutes of the meeting held on 9 June 2022 were approved as an accurate record.</p> <p>Action Summary Check</p> <p>The CoG noted the actions as per the action tracker.</p> <p>Matters Arising</p> <p>There were no other matters arising not covered elsewhere on the agenda.</p>	

6.		ACCOUNTABILITY AND ENGAGEMENT	
6.1	36.22	CHIEF EXECUTIVE'S PUBLIC REPORT	
		<p>Mrs Tracey said her report would update the CoG on what had been happening nationally and locally since her last report in June 2022. This had been significant and there was a challenging operating environment. Since the last meeting there had been a change in the political landscape, including the appointment of a new Secretary of State for Health and Social Care, Stephen Barclay. Mrs Tracey said it was her belief that there was unlikely to be any announcements before the new Prime Minister was confirmed.</p> <p>In terms of performance there was a lot of focus nationally on improving waiting times and recovery of the back-log alongside national headlines on ambulance wait and handover times. Mrs Tracey said there was high demand on services, from an emergency demand perspective plus an increase in the acuity of patients. She said this all added pressure to recover elective services. In terms of capacity within the NHS, Mrs Tracey said there had been a recent report on the NHS having a lower bed base compared to other powerful health systems globally. She said this reflected a preference in how the NHS operated and that is not necessarily seen elsewhere. Mrs Tracey said this meant there was a small margin on efficiency that may actually be leading the NHS into more inefficiency; however, she was pleased that this was being recognised nationally. The Chief Executive of the NHS, Amanda Pritchard, had spoken about it and the need to focus on increasing capacity across the NHS to deal with demand. Mrs Tracey said she believed Devon would be well placed with this due to the work and investment it had made, in transformation and MY CARE for example, the benefits of which had already started to make a difference.</p> <p>Mrs Tracey provided an update on the COVID-19 position. Since the last CoG meeting, the Trust had experienced the impact of the latest variant through June and July 2022. This saw the Trust on OPEL 4 (Operational Pressures Escalation Level) on a number of occasions. This was unusual for the summer months and was therefore an indication of the increased pressures. This was as a result of greater demand with insufficient capacity due to the increase in COVID-19. As an example, Mrs Tracey said that Eastern services went from 22 COVID-19 inpatients to over 100 in the space of a week. She added that staff sickness absence also increased at the same time creating significant pressure. Mrs Tracey said that the Trust was anticipating further peaks during the winter.</p> <p>Mrs Tracey said a report on integrating primary care by Dr Claire Fuller had been published and it was important the Trust paid attention to this, with primary care such an important part of NHS architecture. She said the report made several suggestions, including neighbourhood teams. Mrs Tracey said the Trust had these in place already for its geriatricians.</p> <p>Mrs Tracey provided an update on the pressures on local systems, including significant financial gaps. There was also the pressure on staff due to the rise in the cost of living against an average pay award of 3%.</p> <p>During July 2022 Mrs Tracey said that the Devon Integrated Care System (ICS) had gone live, and the final appointments to the Integrated Care Board (ICB) had been made. The ICS, plus the Local Care Partnerships (LCPs) were now starting to develop. Mrs Tracey said it was important to ensure</p>	

		<p>there was the right level of performance management throughout and that the focus of the ICS was on what was required at a system level. Mrs Tracey said the ICS Executive Board had recently met to discuss the development of the LCPs as these were such an important way of linking to local communities. In response to the local public health data, Mrs Tracey said the Eastern LCP had identified three areas of concern: children and young people's mental health and wellbeing; loneliness and isolation; and the challenges being faced by unpaid carers.</p> <p>Mrs Tracey said she was pleased to see the Trust's previous Chairman, James Brent, recently appointed as Chairman at University Hospitals Plymouth NHS Trust.</p> <p>Mrs Tracey said the Trust's operational plan had been submitted and it was expecting formal feedback to be received soon.</p> <p>Noting that Mr Tidman would be presenting the performance report later in the meeting, Mrs Tracey said her report gave the context for what was going on at the Trust and the impact of all the issues on its performance. She said it was interesting in what became of interest to the media and how this can lead to her receiving a series of similar letters from people, with Mrs Tracey providing a number of recent examples around capacity and demand and pressures on staff. Mrs Tracey said there had been a recent article in The Telegraph newspaper, which Mr Bradley had shared with the CoG. This included the Telegraph's league table of Trust performance. She said the Royal Devon's ranking was disappointing but equally it was not a surprise given the challenges. Mrs Tracey said the focus for the Trust was on key issues such as recruitment and retention of staff, patient flow and discharge in order to release capacity. The Trust was bolstering its leadership development and its support to staff as well as continuing to celebrate success, such as hosting the Extraordinary People Awards in June 2022.</p> <p>Mrs Tracey said she was happy to take questions from the CoG.</p>	
6.2	37.22	OPEN QUESTION AND ANSWER	
		<p>Mrs Hedicker said there were a lot of pressures on staff at the moment and in talking to some colleagues, she was getting an impression that some may be considering retiring perhaps sooner than they might otherwise have done. She asked Mrs Tracey how the Trust was planning for this and considering succession planning for such staff. Mrs Hedicker added that she was aware that there were concerns nationally that the NHS may end up with a quite inexperienced workforce. Mrs Tracey replied that the Trust was already seeing some staff changing their plans due to the work pressures, which includes taking different opportunities as they arise including retirement. She said it was recognised that many staff were taking a different approach to their work life balance and the Trust needed to react to this, including being more flexible on working. Mrs Tracey said the Trust had formal succession planning in place for Directors and the next cohort down. This planning had been impacted slightly by COVID-19 but it was expected that further information on this would be presented to the Trust's Remuneration Committee in October 2022. Mrs Tracey added that the Trust had updated its appraisal process to make it more meaningful for people and to tie it in with the Trust's new strategy. She added that the Trust was also putting in additional training and development and leadership support for staff. It was hoped that all the actions the Trust was taking would mitigate the risks. Mr Kirby added that the Trust</p>	

		<p>was also undertaking significant work to develop its worker accommodation. Mrs Tracey added that the Board had recently received a report on this work and how it fed into the Trust being an attractive employer. Mr Tidman said the Trust was aware it needed to improve the accommodation it provided for staff and a business case process was currently being worked through for both the Eastern and Northern services.</p> <p>Miss Foster said she recently observed an ICS meeting and she felt the organisation was quite top heavy and she was not clear on its function. In addition she could see representatives from Plymouth and Torbay but not from the North or East. She asked what the ICS would be able to do that the Trust as an individual organisation could not and would they provide constructive support to the Trust. Mrs Tracey said the ICS was an opportunity for system working, and it was important that the system ensured it added value. She said that not everything could be effectively done jointly, and so it was important the ICS focussed on those issues and areas that could. Ms Morgan added that she met regularly with Dr Wollaston, Chair of the ICS and said that Dr Wollaston had been invited to the CoG's next meeting in November 2022 to talk about the ICS and its work. Mrs Sweeney asked how the voice of the patient would be heard by the ICS. Mrs Tracey agreed it was important that it was, adding that the ICB had a Voluntary Sector Representative with patient experience. In addition, the ICS had established a patient panel with around 2000 members. Mrs Tracey said that there was a genuine endeavour to bring patient experience into the ICS.</p> <p>There being no further questions, Ms Morgan gave her thanks to Mrs Tracey for her report and for her work, energy and leadership at a time of real challenge. This was echoed by the CoG.</p> <p>The Council of Governors noted the Chief Executive's Report.</p>	
7.		PERFORMANCE & ASSURANCE	
7.1	38.22	Q1 2022/23 PERFORMANCE REPORT	
		<p>Ms Morgan reminded the CoG that the report presented was that from the June 2022 Board of Directors meeting, as there had not been a meeting held in July 2022. She said the report remained relevant and Mr Tidman would update the CoG on the performance issues since that time.</p> <p>Mr Tidman said the Trust had started to make progress on its waiting times through the first quarter of the year; however in June and July 2022, there was a major peak of COVID-19 which had a huge impact on staff and therefore on the Trust's services. The ED and ambulance service were stretched throughout July and into August 2022. Mr Tidman said that from a positive news perspective, the Nightingale Hospital Exeter would be commencing cataract operations from the following week. The Trust was also on track with regards to eliminating its 104 week waits and making progress with its 78 week waits. Mr Tidman invited questions from the CoG.</p> <p>Dr Foxall said that the Governors had met earlier in the day to consider the report and to theme the questions it wishes to ask. She said the Governors were all in agreement that they were asking their questions today as allies and collectively the pressures that staff were under were understood.</p> <p>Mrs Herpoldt-Bright gave her thanks to Mrs Tracey for her report earlier in the meeting and for her leadership. In terms of her question, she commented on</p>	

	<p>the issues related to ambulance waits at ED, patient flow and ensuring patients can be cared for in the community and through rehabilitation services. She said it appeared as if the Trust was putting resources into place for this and thinking outside the box, for example in the use of community beds. Mr Tidman said it was important that the Trust sought many solutions and opportunities for getting people home from acute hospital care through the most appropriate route. Mrs Tracey said the emphasis on rehabilitation was important and engaging support in the community for this. She said capacity was important but it also had to be the right capacity. Ms Morgan added that this was an area where the ICS ought to add value in bringing this work together.</p> <p>Miss Foster commented on the significant pressures that the Trust and its staff were feeling and thanked everyone for what they were doing. Given the pressures, she said she felt uncomfortable in asking questions about the Trust's performance. Mr Tidman assured Miss Foster and the Governors that any questions would be taken in the spirit of best intentions. Miss Foster thanked Mr Tidman and said her question related to the Trust's ambition to be a good place to work. She asked if the Workforce team reviewed the data on why people left the Trust, whether to remain within the NHS or to go elsewhere. Mr Tidman said the Trust did have data on why staff were leaving and this was reviewed. He said that exit interviews were important to the Trust so that it could learn from staff and why they were leaving. Mr Tidman said that, for example, it was known that the Trust was losing some staff in lower pay bands to jobs within the hospitality industry as they could earn a higher hourly rate. Mr Tidman said the Trust was looking at what it can do in terms of staff retention, including staff benefits, health and wellbeing and training and development opportunities. The Trust was also looking at its 'brand' in terms of working at the organisation more than just a job. Mr Tidman said the national pay award would have a bigger impact on the Trust's lower paid staff.</p> <p>Ms Bush said she was alarmed to read an article in the media recently in relation to cancer care. The article said there was a trade-off in place that in order to give the NHS staff the pay rise they wanted, the NHS would be scaling back cancer diagnostic tests. She said as a former journalist, she was aware the reporting may be inaccurate but she would like some assurances on it, particularly as the performance report said there had been some reduction in the rate of improvement in diagnostics at the Trust. Mr Tidman replied that when the national pay award was announced, it was said there was not extra money allocated by the government for it. This meant that capital investments in, for example scanners for diagnostics, were being converted by the government into the pay rise. Mr Tidman said this would therefore have an impact over the next two to three years on diagnostics, but it was not currently having an impact on day to day decisions. Professor Shore referred to other diagnostic centres in the region, such as in Somerset, and asked if there was an opportunity for the Trust to use this. Mr Tidman said that he was not aware currently of a discussion around Devon organisations using the Somerset Diagnostic Centre, with there being a focus on developing its own facilities, such as the Nightingale Hospital Exeter.</p> <p>Mrs Sweeney referred to the Trust's staffing levels and in particular the fill rates. She asked if the Board was assured on safe staffing levels and that there was no harm as a result of failing to meet the fill rates. Mrs Sweeney said that one of the arguments for the merger with Northern Devon Healthcare Trust was to make the Trust more attractive to staff and she asked if the Trust had any projections as when it anticipated this being realised. In terms of the</p>
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	<p>fill rate, Mr Tidman said this related to how the Trust managed risk. He said daily staffing meetings took place, which considered not only staffing levels but patient acuity. There was a level of detail in this work that was not shown in the graphs; however, the Board had regular discussions at its meetings, with assurance provided by Carolyn Mills as Chief Nursing Officer, and it also received a detailed six-monthly Safe Staffing Report. This provided more detail, using a number of different national, standardised metrics, to the Board. This enabled the Board to not only see staffing numbers and unusual variances but also to see what staff had been doing. Mr Tidman asked his NED colleagues at the meeting to comment on how they seek assurance in regard to the fill rates. Mr Matthews said that Governors will have heard the discussions at Board meetings in public and the responses to questions given by Mrs Mills. He said it used to be unusual to see a less than 95% fill rate but this could now be at 90% or even 85%; however, the Board understands why this might be the case, and it is provided with assurance on this and the work that had been undertaken. Ms Morgan asked Professor Kent, as a NED and a practicing clinician, to provide her view. Professor Kent said that at any Board meeting, patient safety was utmost in the minds of the Directors, as was the experience of the patient, as it was recognised that there were people behind the data that was being presented. Professor Kent said that staff want to work in a place they belong and moving people between teams too often can be detrimental, so it was important to think of teams when it came to staffing. She said it was her understanding when speaking to nurses and Allied Health Professionals, that they understand the operational pressures and what is needed and why in terms of staffing and communication at all levels on this was very good. Professor Kent said she worked clinically at University Hospitals Plymouth and the same pressures were being felt there. Mr Matthews added that the NEDs are always asking questions and seeing assurance not just on the current position but also that several months ahead. He said he had received assurance from Mrs Mills as to the work that has been undertaken to look 12 months ahead in terms of nurse staffing levels.</p> <p>Mr Tidman referred to Mrs Sweeney's second question on staffing benefits following the merger. He said this was monitored through the Trust's Post-Transaction Integration Plan (PTIP) and in particular the clinical integration of services. The benefit was expected to be mainly for medical staff and the teams were working together on new recruitment.</p> <p>Cllr Hall referred to the earlier comments on staff accommodation, saying Devon was challenged in terms of housing. He said a master plan for housing development was required if the workforce was to be grown and people attracted to Devon. He asked if the Trust had any data on the number of homes needed in short, mid and long term. Mr Tidman replied that the Trust had a workforce plan for those it was aiming to employ over the next five to ten years and this can be translated into how many homes would be needed locally. Mr Tidman said the Trust had recently surveyed its staff on accommodation and what their needs were. He said the Trust worked well with the district councils in Exeter and Barnstaple; however, Cllr Hall's question had triggered a thought about following the issue up at an ICS level, particularly as the links with social care and its staff housing needs could be improved. Cllr Hall thanked Mr Tidman for his comments and said he would be happy to discuss further with Mr Tidman outside the meeting. This was noted.</p> <p>Mr Wilkins commented on The Telegraph article referenced by Mrs Tracey earlier in the meeting and in particular four measures in its NHS data tracker</p>	
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		<p>app. He said these were: treatment within 18 weeks, the four hour wait target for ED, cancer patients starting treatment within one month and diagnostic tests within six weeks. Mr Wilkins asked if the IPR could show the Trust's performance against these four targets in a simple table with four columns: the target, national performance, Trust performance and ranking, with similar data for staffing, discharge and ambulance handover times. Mrs Tracey replied that she would not be seeking to change the IPR's structure based upon a newspaper article as the IPR was constructed around the needs of the Board in ensuring the Trust was providing safe and quality services. Ms Morgan said it was clear to her that the IPR was always open and transparent in terms of the Trust's performance. The newspaper article had picked some of the data presented to Board and to the CoG and presented it in a particular way. Mr Wilkins commented that there is such a lot of detail in the IPR that it is sometimes not easy to see the wood for the trees. Ms Morgan said the IPR continued to evolve and it was being developed in order to align it to the corporate strategy so that it could be seen how the strategy was being delivered.</p> <p>Dr Foxall said she had a comment for reflection regarding the section in the report on Waiting Well. The information in the report was transactional and she would be keen to understand what Waiting Well meant for the Executive Directors, the NEDs and for patients and their carers. Going forward, Dr Foxall said she would like to see more on Waiting Well means and how the Trust knows what it means for individuals. Ms Morgan said the Trust was looking at this very closely, with Mrs Tracey adding that it went to the heart of the Trust, as published in its strategy. She said there needed to be a shift from thinking of the Trust knowing what's right for someone to putting the person at the centre. This would mean asking them what their definition of Waiting Well was. Mrs Tracey said this would continue to be developed.</p> <p>There being no further comments, Ms Morgan thanked the CoG for its questions and said she could assure the Governors that similar discussions were held at Board meetings.</p> <p>The Council of Governors noted the Performance Report.</p>	
7.2	39.22	REPORT TO THE COG ON THE PERFORMANCE OF THE EXTERNAL AUDITOR	
		<p>Mr Matthews presented the report. He said the Audit Committee had an interesting end to the financial year in signing off the accounts for both for the Royal Devon and Exeter NHS Foundation Trust and Northern Devon Healthcare Trust. Mr Matthews said the Committee met privately with the External Auditors at year end in order for them to raise any issues. This was a useful meeting and Mr Matthews assured the CoG that no significant issues were raised. Mr Matthews said it was not contained in the report being presented but it was discussed at the Committee's meeting in July 2022, that the External Auditor, as part of the proposal when re-appointed, offered some training for Governors. This had not yet taken place for a variety of reasons, including the pandemic, but it was now scheduled for November 2022. Mr Matthews invited questions on the report.</p> <p>Dr Foxall commented on how useful it was to have a Governor observer at the Committee's meeting and Mrs Sweeney, as the current Governor in this role, was able to feed back on the issues and topics discussed.</p>	

		<p>Mrs Sweeney said it was a privilege to be chosen as the observer at the Audit Committee's meetings, with the Committee, along with the Governance Committee, being critical to the governance of the Trust. She asked Mr Matthews if there was anything arising from the Audit Committee that concerned him. Mr Matthews said the Committee's work had been quite challenging over the last couple of years in terms of ensuring the right level of internal control when parts of the organisation were massively stretched, including all support areas. Despite his worries about this, Mr Matthews said all the evidence the Committee had seen was that people have done a remarkable job of maintaining the level of Internal control during the pandemic. Ms Morgan said that Mr Neal had given an excellent presentation at the July 2022 Joint CoG and Board Development Day on the Governance Committee and suggested a similar presentation on the Audit Committee. Mr Matthews said that could be linked to the External Auditors' training session planned for November 2022. This was noted.</p> <p>There being no further questions, the CoG noted the performance of the External Auditors and agreed that KPMG should continue as External Auditors for the 2022/23 financial year.</p> <p>The Council of Governors noted the report on the performance of the Trust's External Auditors.</p>	
8.		COG BUSINESS	
8.1	40.22	COG COORDINATING COMMITTEE AND WORKING GROUPS PROGRESS REPORTS	
		<p>Dr Foxall presented the CoG Coordinating Committee report, adding that it had met in July 2022. She noted that the Working Groups had not met since the last report to 9 June 2022 CoG. Dr Foxall highlighted the membership of the Committee and due to vacancies on Working Groups, thanked Mr Wilkins for attending and Mrs Penwarden for attending for Mrs Shuja who was away. She invited any comments or questions.</p> <p>Mrs Penwarden said that a meeting had recently taken place between Governors and the North Devon Involving People Steering Group. This was the first meeting of the two and it had been very positive in terms of developing relationships and understanding.</p> <p>There being no further comments or questions, the report was noted.</p> <p>The Council of Governors noted the report from the CoG Coordinating Committee and the Working Groups.</p>	
8.2	41.22	ELECTIONS TO THE COUNCIL OF GOVERNORS 2022	
		<p>Mrs Holley presented the election report and highlight the outcome from the recent uncontested election, in particular the vacancies that remained. She reminded the CoG of how vacancies in 2018 were managed in terms of being carried forward to the next routine election. Challenges were then faced by the CoG when further vacancies arose during the year and there was significant turnover in 2019. Mrs Holley said the report set out the next steps for a further election to fill the remaining vacancies and the Trust was seeking the CoG's support. She said Mr Bradley had shared his views with the CoG ahead of the meeting, including that he did not support the Trust holding</p>	

		<p>another election. This was noted. Mrs Holley invited comments and questions.</p> <p>Mrs Sweeney asked why the Trust felt it would achieve a different outcome doing the same things. Mrs Holley said that from a Staff Governor perspective, the election had been run during a challenging COVID-19 and operational period and some colleagues may now be able to see the opportunity differently. Mrs Holley said the communications and engagement plan had been adjusted to reflect learning from the first election and to be more targeted into its approach. She said even if the second election did not fill all the vacancies, filling some would make a difference to the CoG. Mrs Hedicker said she had received feedback from colleagues on the Governor role and she would share this with Mrs Holley and Ms Morgan outside the meeting. Mrs Newton said that there had been learning from the recently completed election and there were a number of different approaches that could be taken, including targeting the communities where the vacancies remained.</p> <p>ACTION: Mrs Hedicker to share feedback from staff on the Governor role with Mrs Holley and Ms Morgan.</p> <p>Dr Foxall said there had been changes within society over the last couple of years and the Governor role may no longer appeal to people. She said she was aware that people wanted to help the NHS but that doing so by sitting in meetings or by joining Committees was not for them. Dr Foxall suggested that by perhaps revising the working groups and representing the interests of patients, carers, public etc. this may change. She said she would be interested in the feedback from the newly elected Governors observing the meeting as to their views on the meeting and whether it was as they expected.</p> <p>Ms Morgan thanked the CoG for its comments, saying she would speak to Mrs Hedicker about the feedback she had received and also to the new Governors to understand what about the role appealed to them but also their views on the meeting. She said it was important to ensure that the CoG was as complete and effective as possible, as it had statutory roles to fulfil. The Trust could not function without Governors and therefore it needed to understand the issues and ensure the workload was spread as evenly as possible.</p> <p>There being no further comments or questions, the elections report was noted.</p> <p>The Council of Governors noted the Elections to the CoG 2022 Report.</p>	
8.3	42.22	ANNUAL MEMBERS MEETING 2022 – DRAFT AGENDA	
		<p>Mrs Holley presented the agenda for the Annual Members Meeting (AMM) for the CoG to agree. She said the logistics of the meeting were being explored in terms of making it as accessible as we can. Mrs Holley said this included exploring a hybrid in person and virtual meeting.</p> <p>Ms Morgan said she had recently attended University Hospital Plymouth's Annual General Meeting to get a sense of how they manage their meeting and she would be talking to Mrs Holley and Mrs Newton about how the Royal Devon can showcase what it does at the AMM.</p> <p>There being no comments or questions, the CoG agreed the agenda for the AMM.</p> <p>The Council of Governors agreed the agenda for the Annual Members Meeting 2022.</p>	

8.4	43.22	NOMINATIONS COMMITTEE REPORT	
		<p>Ms Morgan said the report from the Nominations Committee provide an update on progress to date on the recruitment of a new NED. She said the Committee had met the day before to consider the applications and to longlist. Ms Morgan said the quality of applications was high and more detail would be provided in the Confidential meeting. She invited comments or questions.</p> <p>Professor Shore said, as a member of the Committee, she had been thrilled by the standard of applicants. Ms Morgan agreed and said this showed the value in using GatenbySanderson as the Executive Search Company who understood the Trust and the recruitment process.</p> <p>There being no further comments, the report was noted.</p> <p>The Council of Governors noted the Nominations Committee Report.</p>	
9.		STAKEHOLDER ENGAGEMENT – no reports	
10.		INFORMATION	
10.1	44.22	DISCUSSION WITH A NON-EXECUTIVE DIRECTOR	
		<p>Ms Morgan said Mr Matthews had been invited to discuss with the CoG his role as a NED, including his chairing of the Audit Committee, the Integration Programme Board (IPB) and his focus at Board meeting.</p> <p>Mr Matthews gave an overview of his professional background in finance and said he would provide some detail on his roles as Chair of the Audit Committee, Charitable Funds Committee and IPB. Starting with the IPB, Mr Matthews said its role before the integration was facilitate the Trusts getting ready for the merger and providing assurance to the Board. He said that Miss Doris was a member of the IPB and there had been a large number of briefings for the CoG during this time too. Mr Matthews said the IPB continued post-integration, although the membership had changed and Miss Doris was no longer a member. The Committee had reviewed its Terms of Reference to ensure it was focussed on making the integration a success. The PTIP was in place and there were also a number of undertakings that the Trust agreed to in the latter stages of the transaction. These were a key area for the IPB to focus on to ensure progress against the plans and to provide assurance to the Board. Mr Matthews provided an overview of the workstreams in place and how these reported up to the IPB. He said the Integration Programme Management Office also remained in place and it had an important role in keeping track across the whole integration and understanding the risks etc. In terms of how the integration was progressing, Mr Matthews said progress was good. The pressure on the Trust was huge but it was still achieving its plan and the undertakings that needed delivering, such as an agreed corporate strategy and detailed plans for eight key clinical services, had all been agreed. Mr Matthews said the area that was most challenged was clinical services. These had been the main driver for the merger, and the services had been under significant pressure over the six months since the merger. He added that it was a challenge for clinicians to find time to do the required post-integration work; however, there was a clear commitment to deliver the clinical strategy alongside the corporate strategy. Mr Matthews said that the Trust</p>	

	<p>had also commissioned Internal Audit to undertake some work around assurance to ensure that what the Trust said would be done had been done.</p> <p>Moving on to the Audit Committee, Mr Matthews said the CoG had already seen an important report on the performance of the External Auditors. He said the Committee received the overall plan for audit of the Trust, both Internal and External Audit. This looked across all aspects of the Trust – operational, financial, and testing internal controls and identifying what improvements can be made. Mr Matthews said the plan for audit comes together by understanding the risk at the organisation and has input from the Executive Directors and senior management. The plan looks at where the concerns are and what areas need a light shone on them. Mr Matthews said he was assured that Trust management wanted the audit function to look at difficult areas, in order to flag issues and find improvements.</p> <p>Mr Matthews said he was also Chair of the Charitable Funds Committee, adding that the two Charitable Funds of the RD&E and NDHT had been merged.</p> <p>Mr Matthews invited questions from the CoG.</p> <p>Miss Foster said the briefings to the CoG leading up to the merger with NHDT said there were clinical staffing issues at NDHT that would be eased by the merger due to the RD&E's link with the University of Exeter and in the research that was undertaken. She asked if the benefits were being seen and staff being attracted to work at North Devon. Mr Matthews said it was still early on in the post-transaction plan, although he was aware that some recruitment across both Northern and Eastern services had taken place prior to the merger. Mrs Tracey gave some examples of posts recruited to in Northern services, adding that as Chief Executive, she speaks to Consultant candidates as part of the recruitment process. She had heard from them the certainty that the merger had brought to services and also the research opportunities. Mrs Tracey said the baseline had moved significantly since the Trusts entered into the Collaborative Agreement in 2018 and staff were attracted by working across sites. Mr Matthews said the Trust was currently working on agreeing how clinical services will be integrated and attracting people would be easier once that was agreed and in place so they could see how it would work. Mrs Hedicker said through her role in the Integration Programme Management Team she could see how services were integrating in terms of governance and teams coming together. Mr Kirby said from the Governance Committee point of view, there were local site specific issues but there was much more working as an integrated organisation. Mr Neal said he supported Mr Kirby's comment, adding that there was more to do to mature some areas, such as clinical effectiveness and cultural work, but the integration was progressing as planned.</p> <p>With no further comments or questions from the CoG, Mr Matthews gave some final reflections on his role as NED, saying that it was incredible what the Executive Directors and the organisation had achieved over the last 18 months. Mr Matthews said it would have been easy during the COVID-19 pandemic to say why the integration could not go ahead. It was an ambitious plan 18 months ago to bring the two organisations together and this had been achieved. Looking forward, Mr Matthews said one of his concerns was the Trust's strategic development as this would be challenging when there were so many pressures on staff and on NHS finances. He said he could see it was</p>	
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	<p>being well handled within the organisation and the Trust had achieved a lot but he said he could not be worried about how it might play out in future.</p> <p>Ms Morgan thanked Mr Matthews for the honest, clear and comprehensive overview of his role and his focus as a NED. Referring to the integration, Ms Morgan said she spent two days a week either in Exeter or Barnstaple and heard positive comments on how the integration was handled, and she was aware that the merger taking place on 1 April 2022 was the culmination of four years of work.</p> <p>With there being no further business, Ms Morgan gave her thanks to the recently elected Governors for their commitment in attending to observe the meeting. She said she hoped they had seen how important the role of Governor was and said she look forward to working with them.</p> <p>The meeting was closed.</p>	
45.22	<p>DATE OF NEXT MEETING</p> <p>The next meeting would take place on 23 November 2022 via MS Teams.</p>	

MEETING OF THE COUNCIL OF GOVERNORS

17 August 2022

ACTIONS SUMMARY

This checklist provides a summary of actions agreed at the CoG meeting, and will be updated and attached to the minutes each quarter.

PUBLIC AGENDA					
Minute No.	Month raised	Description	By	Target date	Remarks
25.22	June 2022	Discussion to be held on how to best to ensure the CoG is properly informed in the right way at the right time.	SM/MH	November 2022	November 2022 update: This has been considered by SM and MH who concluded information was being shared appropriately; however they will continue to work closely with the Lead and Deputy Lead Governor to ensure this is the case.
41.22	August 2022	Mrs Hedicker to share feedback from staff on the Governor role with Mrs Holley and Ms Morgan.	HH/SM/MH	November 2022	November 2022 update: Information was shared by HH and this was fed into the second CoG election process. Action completed.

Signed:

Name: Shan Morgan, Chair