

**MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS IN PUBLIC  
OF THE  
ROYAL DEVON UNIVERISTY HEALTHCARE NHS FOUNDATION TRUST**

**Held on Thursday 8 June 2023  
The Tiverton Hotel, Blundells Road  
Tiverton, EX16 4DB**

**Present**

Shan Morgan, Trust Chair

**Public Governors**

**Eastern:**

Kay Foster  
Rachel Noar  
Barbara Sweeney  
Heather Penwarden

**Northern:**

Catherine Bearfield  
Dale Hall  
Carol McCormack-Hole  
Jeff Needham

**Southern:**

Hugh Wilkins

**Staff Governors:**

Simon Leepile  
Tom Reynolds  
Cathleen Tomlin  
Jayne Westcott

**Appointed Governors:**

Angela Shore, Appointed, University of Exeter

**Apologies**

Janet Bush, Southern  
Bob Deed, Northern  
Maurice Dunster, Eastern  
Gill Greenfield, Southern  
Ian Hall, Devon County Council  
George Kempton, Northern  
Richard Westlake, Southern

**In Attendance:**

Susie Brooke, BSL interpreter  
Bernadette Coates, Governance Coordinator  
(minute taker)  
Sarah Delbridge, Engagement Manager  
Angela Hibbard, Chief Finance Officer (minutes  
01.23 – 08.23)  
Melanie Holley, Director of Governance  
Alastair Matthews, Non-Executive Director  
Chris Tidman, Deputy Chief Executive (minutes  
01.23 – 08.23)  
Anna Tretheway, BSL interpreter

Item	Minute		Action
1.	01.23	<b>WELCOME AND APOLOGIES</b>	
		Ms Morgan welcomed everyone to the meeting, and the apologies were noted as above. The meeting was confirmed as quorate. Ms Morgan welcomed Mr Tidman, Mrs Hibbard and Mr Matthews as members of the Board of Directors to the meeting. It was noted that Mr Tidman and Mrs Hibbard would need to leave before the close of the meeting.	
2.	02.23	<b>DECLARATION OF GOVERNOR INTERESTS</b>	
		Mrs Holley said the following Governors had made changes to their declarations of interest:	

		<ul style="list-style-type: none"> <li>• Ian Hall had a new declaration as Joint Chair, One Eastern Devon Partnership Forum. Mr Hall was also removing from his declarations Chair of Devon County Council, and he was no longer an elected East Devon District Councilor</li> <li>• Heather Penwarden had the following new declarations: Member of the University of Birmingham’s School of Social Policy research project into Citizen Leadership and Integrated Care steering group member for the International Journal of Integrated Care.</li> </ul> <p>Mrs Holley reminded the Governors to let her know should there be any changes to declarations of interest and to flag if any potential conflicts arose during the course of the meeting.</p> <p><b>The Council of Governors noted the changes to the Governor Declarations of Interest.</b></p>	
<b>3.</b>	<b>03.23</b>	<b>SECRETARY’S NOTES</b>	
		<p>Mrs Holley provided a reminder of forthcoming meetings. The next meeting for Governors was the Joint Board and CoG Development Day on 12 July 2023 at Sandy Park Conference Centre, Exeter. The next formal CoG meeting would take place on Wednesday 23 August 2023 at the Future Skills Centre, Exeter.</p> <p>Mrs Holley said that the report from the Care Quality Commission’s (CQC) core services inspection was published on 26 May 2023. The Trust was completing an action plan for submission to the CQC later in the week. The report from the Well Led inspection was due to be received by the Trust in early July 2023. It was anticipated this would be published in August 2023. Mrs Holley said that one the reports had passed through the Trust’s Governance Performance System, a session for the CoG on the report would be organised.</p> <p>There being no comments or questions, the Secretary’s Notes were noted.</p> <p><b>The Council of Governors noted the Secretary’s Notes.</b></p>	
<b>4.</b>	<b>04.23</b>	<b>CHAIR’S REMARKS</b>	
		<p>Ms Morgan said since the last formal Public CoG meeting the following Governors had resigned: Annie Adcock, James Bradley, Liz Witt, Lydia Balsdon, Nicky Stapleton and Catherine Bragg. She added that some of the detail would be later on in the meeting when discussing the elections to the CoG.</p> <p>Ms Morgan said the items being considered by the CoG in its Confidential meeting were: Report from the Nominations Committee on Non-Executive Director recruitment; a report on the Lead Governor and Deputy Lead Governor posts; and a summary of key points from the six month review meetings with recently elected Governors. Ms Morgan said the Governors also had a session later in the day with colleagues from Devon Partnership Trust on its work and patient pathways. This had been arranged in light of the Governors choosing mental health as a Quality Priority for 2023/24. This would be followed by the routine feedback from communities session and an evaluation of the day.</p>	

		There being no questions, the Chair's remarks were noted. <b>The Council of Governors noted the Chair's Remarks.</b>	
<b>5.</b>	<b>05.23</b>	<b>PRESENTATION OF THE APPROVED 23 NOVEMBER 2022 PUBLIC MEETING MINUTES</b>	
		The minutes of the 23 November 2023 public meeting had been approved at a confidential meeting on 8 March 2023 and were presented for completeness.  The action tracker was noted, with the action completed. There were no matters arising.	
<b>6.</b>		<b>ACCOUNTABILITY AND ENGAGEMENT</b>	
<b>6.1</b>	<b>06.23</b>	<b>CHIEF EXECUTIVE'S PUBLIC REPORT</b>	
		<p>Mr Tidman said he would provide an update on national, regional, Devon system and local issues. He said there had been coverage that day in the national media on NHS staffing and cancer care, adding that accountability was at Integrated Care System-level (ICS) and the issues were being managed that way. Nationally there were concerns on financial sustainability and the NHS's ability to work within the allocated budget. Mr Tidman said there had been a gap of £3bn nationally, which had now reduced to £750m. He said there was pressure on all ICSs to assume an optimistic lens on what was possible (i.e., assume all industrial action was resolved) and to work within the cash envelope. Mr Tidman said the Agenda for Change pay award and the rate of inflation were significant issues. There was also pressure to deliver the national pledge to reduce waiting times, with Devon having significant waits. Finally, Mr Tidman said there were issues nationally with ambulance times and handovers during winter. Performance had improved nationally but there was still concern over resilience. Mr Tidman said the Devon system was in Tier 1, the highest level of escalation, as a result of the financial position, long treatment waits and ambulance waits. He said mutual aid was offered within the system, which meant all organisations were affected by each other's performance. To help manage this, there were daily and weekly meetings within Devon and the South West Region.</p> <p>Mr Tidman said that industrial action continued, with a 72-hour Junior Doctor strike due to take place the following week. He said the Trust had a good plan and system in place to mitigate risks. Mr Tidman said strikes were damaging for staff morale and also meant clinic and procedure cancellations. He added that Consultants were also currently balloting for industrial action, with a possible strike in late July 2023. Mr Tidman said there would likely be derogations but it was a concern that senior clinicians would be striking.</p> <p>Mr Tidman said the national NHS Long Term Workforce Plan was long awaited and was due to be published. It was likely to be tied into the NHS' 75<sup>th</sup> birthday and organisations were waiting to hear more of the Plan and on the funding package.</p> <p>Referring to the national new hospital programme, there had been a Government announcement that certain schemes were being brought forward, with the North Devon District Hospital (NDDH) scheme being one of eight that was being slightly put back as a result. Mr Tidman said details were awaited, and it was important the Trust was in a state of readiness to</p>	

		<p>commence work. He added the Trust had started work on rebuilding the staff accommodation blocks at NDDH, which was a positive message for staff.</p> <p>Looking at the Devon system, Mr Tidman said the ICS was embedding at a time of needing to reduce running costs by 30 – 40%. He added that Jane Milligan, the ICS Chief Executive, had announced she would be retiring in September 2023. The Devon Five Year Forward Plan had been received by the Board at its last meeting and this gave a good sense of the direction for the system. Mr Tidman said Clinical Leaders would be coming together to look at services in five years' time, how Trusts will collaborate, recruit staff and be sustainable. This was being managed through the Peninsula Acute Sustainability Programme for Devon and Cornwall.</p> <p>In terms of the Royal Devon, Mr Tidman said staffing levels had improved through recruitment to vacancies, with the Trust less reliant on short term agency staffing, which was better for patient care and the financial position. The Trust's challenges were to reduce the longest waits and to improve Emergency Department performance. The financial plan was also challenging but the Trust was ensuring this was patient-centred by, for example, being more productive in theatres and reducing agency spend through recruitment.</p> <p>Mr Tidman referred to the recent CQC report and said as a Board it had been accepted as fair reflection of the Trust's current position and the Trust would use it as an opportunity to improve. He said the inspection had been triggered by Never Events at the Trust but the CQC had undertaken a broader review. In terms of the Well Led assessment, the report was not due until July 2023; however, the CQC had given positive feedback when at the Trust in terms of the patient-centred and open culture and cohesive leadership team.</p> <p>Mr Tidman spoke about the Trust building for the future, referencing the works to improve the Emergency Department, which include improving staff facilities. The Trust had also future-proofed it by creating future theatre space. He said there was also soon to be a new Endoscopy room at Tiverton Hospital and the Trust's Genomics team had recently been awarded a new contract for rare disease genomics. Mr Tidman said this all provided reasons to be optimistic.</p> <p>Ms Morgan thanked Mr Tidman for the update and for deputising for Mrs Tracey whilst she was on compassionate leave and then sick leave from the Trust. She added she had visited the Emergency Department the day before and could see what a difference it would make to staff and patients.</p>	
6.2	07.23	<b>OPEN QUESTION AND ANSWER</b>	
		<p>Ms Morgan invited questions for Mr Tidman.</p> <p>Mr Wilkins commented on the Devon ICS being in Tier 1 when it has previously been allocated to Tier 4. He asked if Mr Tidman could clarify. Mr Tidman said that the national System Oversight Framework's highest level of escalation was 4, which was akin to special measures, and the Trust was in 4. A new arrangements was then brought in, which introduced tiers and reversed the numbering, with Tier 1 being the highest level of escalation. The Trust was in Tier 1; however, it was moving to Tier 2 for cancer services.</p> <p>Mr Wilkins commented on the ICS needing to reduce its operating costs by 30-40% and asked how the required 3-4% national savings would link to that. Mrs Hibbard said the figures quoted were two separate issues. The shortfall in national NHS funding meant that organisations had been given stretch saving targets to reduce even further the funding gap. The ICS running cost</p>	

savings was for the next financial year and the ICS would need to save 30%-40% on staffing costs or running costs (admin costs). This requirement would be part of next year's financial planning.

Mr Wilkins said he was concerned to hear from Mr Tidman that there was national pressure for Trusts to have an optimistic perspective. Ms Morgan said it was optimism based upon a number of assumptions in terms of financial position, for example reducing the number of patients classed as No Criteria to Reside (NCTR). Ms Bearfield said the issue with reducing this patient group was it was dependent upon community services or care being available and it was hard to be optimistic about that. She asked how much of the savings made would be genuine efficiency savings and how much would be cuts to services. Mr Tidman said that NCTR patients were discharged either to home or to step down care. In Exeter during the winter period, there were over 100 NCTR patients; this was now at 60, but needed to reduce further to 35. Mr Tidman said a lot of the progress had been made through additional recruitment into social care, with domiciliary care also in an improved position; however, pressure on social care budgets remained. He said there were reasons to be optimistic and the Trust was also seeking to partner better with social care. Mrs Hibbard said all the work was being done as a system, and the system was working to map out the consequences to ensure no adverse impact, to ensure a view of all service delivery was kept and the focus was not just on the finances. Mrs McCormack-Hole said she was aware of a number of patient stories in North Devon where care packages could not be put in place. She commented on working with the voluntary sector but also supporting carers more. Mr Tidman acknowledged the contribution of carers and said much of it was unrecognised, adding that the Trust was currently marking Carers' Week. Mr Tidman added that the Trust did work with the voluntary sector, for example through pathfinder support.

Referring to NCTR patients who were ready to leave hospital, Mrs Penwarden said she was aware of a campaign about ending 'Pyjama paralysis' for inpatients and asked if the Trust did enough for people who are in a hospital bed to ensure they were ready to go home. Mr Tidman said the Trust was re-launching its 'Road to Wellbeing' programme for patients, which aimed to mobilise people ready to go home. Ms Morgan said the Trust had also invested in discharge lounges and this had a positive impact for both patients and staff.

Mr Hall said that organisations can only improve if they accept where they are and the CQC report said that improvement was required at the Trust. He commented that the Trust's press release on the report did not reflect that, instead focussing on the good news such as Diagnostics being rated as Good. Mr Hall noted that that the Royal Devon and Exeter Hospital was downgraded on Medicine and Surgery and this was a key issue to be squarely faced by the Trust. Mr Hall said he found that the message to the staff and in the press release was unduly bland, if not to say misleading as it did not face up to the issues related to safety and staffing. He said he believed the Trust should do more to openly acknowledge the issues and allow staff to understand the truth of the task being faced. He said the Trust's press release was in stark contrast to the CQC's. Mr Tidman thanked Mr Hall for his candour. He said the Trust had discussed the CQC outcome with staff and some of the report did make for uncomfortable reading; however, staff said it was a fair report and this had been included in the Trust's press release. Equally, Mr Tidman said the staff recognised the position the Trust was in during the winter, at the time of the inspection, and they were already starting to make progress by the time the



		<p>report was published. Mr Tidman said CQC ratings have an impact on staff and internally, the report was not glossed but the Trust consulted on how best to get the messages across to staff and the main message was to accept it as fair. Ms Morgan said there was a tricky balance not to demotivate people but to be transparent on the actions the Trust would be taking.</p> <p>There being no further questions, Ms Morgan thanked Mr Tidman for his update and the CoG for its questions and comments.</p> <p><b>The Council of Governors noted the Chief Executive Report.</b></p>	
<b>7.</b>		<b>PERFORMANCE &amp; ASSURANCE</b>	
<b>7.1</b>	<b>08.23</b>	<b>Q4 2022/23 PERFORMANCE REPORT</b>	
		<p>Mrs Hibbard introduced herself to the CoG and said she would be presenting the report outlining how the Trust ended the 2022/23 year financially and operationally. She said that Quarter 4 2022/23 had been a challenging period, with industrial action, infection control and workforce challenges. The Trust moved to Operational Performance Escalation Level 4 (OPEL) throughout the period, with an increase in Emergency Department attendance and patients assigned as NCTR. Mrs Hibbard said the quality metrics were not all where the Trust would like them to be, for example, there had been an increase in falls, pressure ulcers and serious incidents. In terms of positive progress, Mrs Hibbard said recruitment had reduced the vacancy rate, and the hours of opening at the Exeter Walk-in-Centre had been restored. The Trust had also launched its 'Help home without delay' campaign. In terms of waiting times during the quarter, Mrs Hibbard said the Trust was moving towards better performance, adding that she was due to visit the Nightingale Hospital Exeter later that day to see how it could help with improving waiting times further. Mrs Hibbard said the Trust was currently challenged by the delivery of its Cost Improvement Programme but there was credibility in this year's plan due to the Trust delivering its plan in 2022/23. She invited questions.</p> <p>Mrs Sweeney said the Governors had discussed the report as part of their pre-meeting and they had themed the questions.</p> <p>Mrs Westcott referred to the data related to the Urgent Community Response (UCR) team and the gradual increase in staffing. She asked if the Board was assured on the future of the team. Mrs Hibbard said the Trust had reviewed demand across all of its services, including the three to five year service need, as part of developing the annual plan. In terms of UCR, this had funding nationally through the ICB and it had been agreed to over-recruit as demand was increasing. Mrs Hibbard said the work of the UCR team was a key component to reducing the number of NCTR patients and the Trust was working on agreement to have the team in place on a substantive basis. She added that there would be a deep dive on community services at the June 2023 Board meeting in public and the Board would be considering what metrics were needed in its Integrated Performance Report (IPR) in order to have the same level of oversight as for acute services.</p> <p>Miss Foster said she was a volunteer for a charity in Exmouth and she was hearing from them that the Trust Virtual Ward was not working as well as it could from a community cardiac perspective and asked if this was correct. Mr Tidman said the Trust was seen as an exemplar for the Virtual Ward in Devon and the metrics showed it had been effective in avoiding admissions. In addition, the feedback from patients had been positive. That said, Mr Tidman</p>	

said there was always room for improvement and he noted Miss Foster's comments. Ms Morgan added that there was a session planned on the Trust's digital strategy, including the use of the Virtual Ward, for the Joint CoG and Board Development Day on 12 July 2023.

Mr Wilkins commented on the Never Events referred to in the report. He said he did not recall any discussion of Never Events at CoG meetings and he had therefore been surprised to read about them in relation to the CQC inspection. He asked if the Board was assured that the NEDs and Governors were sufficiently kept in the picture in regards to Never Events. Mrs Holley replied that the Board were made aware as soon as a Never Event occurred. The Trust followed an investigation process each time and the detail of the investigation, including any learning, was reported to the Governance Committee, and from there through to the Board via the regular Governance Committee reports. Never Events were also reported in the IPR. Mrs Holley said the reports were to the Board meetings in public which the Governors had access to. She added that the CoG could agree it would like to request a session on Never Events. Mrs Holley said the main theme for the Never Events had been human factors, which tied in to the unrelenting pressure and stress on staff. Mr Matthews said that from a NED perspective, he was able to confirm they did receive the immediate reporting of a Never Event. The NEDs had discussed their concerns on the number both at Governance Committee and the Board meetings. There had been discussion on the themes and learning to be taken and the NEDs were aware that the Trust had organised online sessions for medical staff hosted by Caroline Mills, Chief Nursing Officer, and Adrian Harris, Chief Medical Officer. Mr Matthews said he felt properly informed and assured that the actions that could be taken were being taken by the Trust.

Mr Hall referred to the mortality graphs in the report and said the weekend mortality rates for Eastern services were always well within range, whereas there was more variation in Northern services. He added that for June to September 2022, Northern services were above the upper limit of the range at the peak and this appeared to have been worst in country for weekend mortality. Mr Tidman said the data did not mean it was the worst performance in the country at that time; instead it was trigger points for the Trust to look at why the services were outside the range. He added that the strength of the Trust's process was in the Medical Examiners reviewing all deaths at the Trust, as opposed to just statistical analysis. These reviews and any learning arising was reported through the Trust's Governance Performance System to the Governance Committee. Mr Hall noted the response and asked what plan the Trust had to change the weekend mortality rate in its Northern services. Mr Tidman said the Board was well sighted on the issues, and indeed one of the reasons behind the integration of the two Trusts had been to better support care during the week and at weekends. He said that Northern medical services were flagged as a higher risk due to staffing issues. There were a number of ways to support the teams and integrate the teams in order to mitigate some of the risks. Mr Tidman said some of the staffing was now coming through; however, mortality did not always correlate to staff. Mrs Holley added that a deep dive into the issues had been requested and this would be reporting into the Governance Committee. The Governance Committee would then report to the Board.

Professor Shore referred to the March 2023 balanced score card and the loss of confidence on reporting due to data quality. She said it was good to see this was improving but asked if the data quality issues were impacting on other

areas. Mrs Hibbard explained it was a complex issue, particularly given the amount of data the Trust was dealing with. An integrated Electronic Patient Record (EPR) was now in place and it was important to ensure the data was inputted correctly, managed correctly when in the EPR and then extracted correctly. Mrs Hibbard said the Trust used external validation for this and it was also improving staff training on data input so that staff not only better understood how important a stage it was but also that it would make clinical working easier. Work was underway on the data architecture, so that, for example, there was standard reporting across the Trust. Mr Matthews added that the Finance and Operations Committee (FOC) had more of a focus on the issue of data quality than would have been possible at Board meetings and the Board had been receiving its reports. In addition to this, the Audit Committee was soon to receive an Internal Audit review on data quality. He said the issues were well known to the NEDs and the Board and the external validation work had provided assurance and confidence.

Mrs Westcott asked if it was possible to add data on Did Not Attends to the IPR. She said that this was monitored by other Trusts and it may prompt looking at different ways to get people to appointments. Mrs Hibbard said the data was available and was reviewed and used at a Divisional level. She said it was important that all the data presented in the IPR added value to the Board. Mr Tidman added that the Trust's average Did Not Attend rates were one of the best in the country, helped, for example, by the MY CARE patient portal and people being better able to manage their appointments.

Mr Leepile referred to the Waiting Well initiative and asked if this was for all patients or just those on a long waiting list. Mrs Holley replied that it was her understanding that it was a clinical review for people who were the longest waiting, adding that there was an update planned on the initiative to the September 2023 Board meeting. Mr Tidman said he had noted that the IPR could be clearer on who was included in Waiting Well.

Mrs Tomlin asked if the Board was assured that enough was being done to support staff. Mr Tidman said the Board was very focussed on staff, and ensuring the right culture and support was in place. He said the Board knew that staffing levels made the biggest difference to staff and patient care and the Trust had therefore worked on recruitment and retention. Mr Tidman said the Board would be presented with the lessons from the annual Staff Survey at its June 2023 meeting. He said the Board was probably not assured the Trust was doing everything it could but it was focussed on doing more. Mrs Tomlin said the staff appreciated when Board members undertook walkarounds as this provided an opportunity to talk about the issues. Ms Morgan agreed, saying it was valuable for Board members to talk to staff directly to understand the issues faced and planning was underway to restart the NED site visits which were paused during the pandemic.

Mrs Sweeney spoke about the complexity of the IPR and the difficulty in navigating it and understanding it. She asked if it was possible to provide a session for Governors to help understand it and also for consideration to be given to whether it was fit for purpose and if the Governors were getting what they wanted from it. Ms Morgan replied that the IPR was a work in progress and it had been reviewed in order to reflect the Trust's corporate plan. She added it was the Board's report but it was important the Governors understood it in terms of how the Trust was performing. Ms Morgan said a session on the IPR would be noted, with Mr Matthews adding that the NEDs could support the session by giving insight into how they use it.



		<p><b>ACTION: Session on the Board’s Integrated Performance Report (with NEDs invited) to be scheduled.</b></p> <p>There being no further questions, the report was noted. Ms Morgan thanked Mrs Hibbard and Mr Tidman, who left the meeting.</p> <p><b>The Council of Governors noted the Q4 2022/23 Performance Report.</b></p>	<b>MH</b>
<b>8.</b>		<b>COG BUSINESS</b>	
<b>8.1</b>	<b>09.23</b>	<b>ELECTIONS TO COG 2023</b>	
		<p>Mrs Holley presented the report, which provided the detail of the 2023 election to the CoG. She highlighted the appendix to the report which provided the detail on recent departures from the CoG as previously requested.</p> <p>There being no questions, the report was noted.</p> <p><b>The Council of Governors noted the election report.</b></p>	
<b>8.2</b>	<b>10.23</b>	<b>REPORTS FROM COG COORDINATING COMMITTEE AND THE PUBLIC AND MEMBER ENGAGEMENT GROUP</b>	
		<p>Mrs Sweeney presented the report from the April 2023 CoG Coordinating Committee. She highlighted that it was the first meeting since the membership had been expanded. There were no questions and the report was noted.</p> <p>Mr Hall presented the report from the Public Member and Engagement Group, reminding the CoG that all Governors were welcome to attend. He highlighted the report from the members event in Barnstaple and the kind of reports the Group had been receiving, including the draft membership strategy. Mrs McCormack-Hole thanked those who had organised the Barnstaple event as it had been a very good meeting. As there were no other comments or questions, the report was noted.</p> <p><b>The Council of Governors noted the reports from the CoG Coordinating Committee and the Public and Member Engagement Group.</b></p>	
<b>8.3</b>	<b>11.23</b>	<b>REPORT FROM THE NHS PROVIDERS GOVERNOR FOCUS CONFERENCE</b>	
		<p>Mr Hall presented the report from himself and Mr Needham, who had both attended the recent NHS Providers Governor Focus Conference in London. He provided an overview of the speakers and also the showcases from other Trusts. There were roundtable discussions with Governors and senior staff from other Trusts. Mr Hall said the report summarised the key points. Mr Needham said there was a clear disparity across Foundation Trust’s in how Governors are managed. Questions were invited.</p> <p>Ms Morgan said there was consistency between the report presented and comments Governors had made during the 6-monthly review meetings which she would talk about in the Confidential meeting. She added that she had attended a NHS Providers training module for Chairs on how best to work with Governors and it was clear from this there was variation between Trusts; however, it was her sense that the Royal Devon had significantly more contact with Governors than at other Foundation Trusts. She added there was also</p>	

		<p>huge flexibility in how to work so it was important to consider how to best use the resource and energy Governors provided.</p> <p>Mrs Sweeney said that Mrs Bearfield had suggested during the pre-meeting that the report from the network event be used as a basis for a Task and Finish Group to look at the effectiveness of the CoG and to consider best practice from other Foundation Trusts. It was agreed that a CoG Effectiveness Task and Finish Group would be established and volunteers sought. Ms Morgan suggested that the slides from the NHS Providers session on the role of the CoG from February 2023 be recirculated to aid the group. This was agreed.</p> <p><b>ACTION: CoG Effectiveness Task and Finish Group to be established, with a communication to all Governors asking for volunteers.</b></p> <p><b>ACTION: The slides from the NHS Providers session at the February 2023 CoG Development Day to be re-circulated as part of the process to establish the CoG Effectiveness Task and Finish Group.</b></p> <p>Mrs Noar said she had not been aware of the number of courses that NHS Providers offered Governors and asked if more information could be shared with the CoG. This was agreed and noted.</p> <p><b>ACTION: Details of NHS Providers Govern Well courses to be shared with Governors.</b></p> <p>There being no further questions, the report was noted.</p> <p><b>The Council of Governors noted the report from the NHS Providers Governor Focus event.</b></p>	<p>BC</p> <p>BC</p> <p>SD</p>
8.4	12.23	<b>COG COMMITTEE AND WORKING GROUP MEMBERSHIP UPDATE</b>	
		<p>Mrs Holley presented the report, which reflected the current position in terms of membership of the Committees and working groups. As there were no questions, the update was noted.</p> <p><b>The Council of Governors noted the update on Committee and Working Group membership.</b></p>	
8.5	13.23	<b>NOMINATIONS COMMITTEE UPDATE</b>	
		<p>Ms Morgan said the report on the on-going NED recruitment would be taken as read. There had been a meeting held the previous day and she would update the CoG more fully in its Confidential meeting.</p> <p>There being no comments or questions, the report was noted.</p> <p><b>The Council of Governors noted the Nominations Committee Report.</b></p>	
8.6	14.23	<b>EXTERNAL AUDITOR TENDER PROCESS</b>	
		<p>Mr Matthews, as Chair of the Audit Committee, presented the paper. He said the Trust's current External Auditor contract ended in 2024 and if a full tender process was required, it was then important to allow plenty of time. He said the CoG was the appointing body for the External Auditor and played a key role in the process, which would be supported by the Audit Committee and the finance team. The Audit Committee would in due course discuss the recommended approach and a further report would come to the CoG. Mrs Holley added this was another opportunity for Governors to get involved in a</p>	

		<p>Task and Finish Group and a communication would be sent out in due course to ask for volunteers. Mrs Sweeney recalled her experience from being involved in this work previously, reminding the CoG that she was currently the Governor observer to the Audit Committee. She said someone would need to take on this role from September 2023 onwards when she left the CoG. This was noted.</p> <p><b>The Council of Governors noted the report on the External Auditor Tender Process.</b></p>	
<b>8.7</b>	<b>15.23</b>	<b>ANNUAL REVIEW OF THE OF THE COG SCHEDULE OF REPORTS</b>	
		<p>Mrs Holley said a routine annual review had been undertaken and invited questions on the updated schedule. There being no comments, the CoG approved the schedule of reports. Ms Morgan suggested that any future comments be shared with the Effectiveness Task and Finish Group for it to consider. This was noted.</p> <p><b>The Council of Governors approved the CoG Schedule of Reports.</b></p>	
<b>9.</b>		<b>STAKEHOLDER ENGAGEMENT – no reports</b>	
<b>10.</b>		<b>INFORMATION</b>	
<b>10.1</b>	<b>16.23</b>	<b>DISCUSSION WITH A NON-EXECUTIVE DIRECTOR</b>	
		<p>Mr Matthews introduced himself to the CoG and provided an overview of his professional background, including Executive roles in the NHS and private sector. He outlined his portfolio as a NED at the Royal Devon. Due to his finance background, he was Chair of the Audit Committee, the remit of which was to ensure the organisation had financial and operational internal controls in place. He said the Committee worked closely with the Governance Committee and the Internal Audit service, who provided over 1000 days of audit work a year. Mr Matthews said a third of this work was finance-focussed, with the remainder focussed on other matters. The Committee also received regular Counter Fraud reports, with Mr Matthews adding that NHS fraud was broader than just financial fraud. Mr Matthews said he was also a member of FOC, which had been established as part of the integration with Northern Devon. Its focus was two thirds finance and one third operations and it provided an opportunity for the Committee to undertake more detailed reviews than were possible at Board meetings. Mr Matthews said the FOC was a good addition to the Trust's governance. He added that he remained the Chair of the Integration Programme Board. It was established in 2021 and still met monthly to receive assurance around the progress through the integration, in particular on realising the benefits set out in the business case for the merger. Mr Matthews said he chaired the Charitable Funds C and was also a member of the Emergency Preparedness and Resilience Committee. He invited questions.</p> <p>Mrs Penwarden asked Mr Matthews about his recruitment, and whether he was approached to apply or whether he was seeking to be a NED. Mr Matthews replied that he was working as an Executive Director at the time and was approached by the Executive Search Agency engaged by the Trust. He discussed the role and decided to apply.</p>	

		<p>Mr Wilkins commented on the work of the Audit Committee not being all finance. He asked if the External Auditors work was just focussed on finance. Mr Matthews replied that the External Auditor was required to provide the Trust with an opinion at the end of each financial year. This included on the accounts and on value for money. Their work also incorporated other aspects of the Trust's work. Mr Wilkins asked if there was also a tender process for the Internal Auditors. Mr Matthews responded that there was a South West Consortium in place for Internal Audit services and it was a very effective organisation both in terms of value for money but also in bringing insights and best practice from other organisations.</p> <p>Professor Shore asked if Mr Matthews saw research and education coming through to the committees he was a member of or where they focussed mostly on healthcare. Mr Matthews said at the Audit Committee this was seen mainly through the Quality Report, with most of the information on research and education coming directly to the Board. Mrs Holley said much of the reporting on research was through the Clinical Effectiveness Committee to Governance and then to Board. For education, this was through the People, Workforce, Planning and Wellbeing Committee to Governance and then to Board.</p> <p>Mrs Sweeney asked what issues concerned Mr Matthews the most. Mr Matthews replied the main concern was staffing, as so many other elements of the Trust were affected by it. He said he took comfort from strong engagement from the Executive team, the regular communications to staff and the regular forums for staff engagement. He said he was starting to see the benefit of the Trust's work to increase recruitment. Mr Matthews said he also worried about delivering the Trust's challenging plan, which had to be balanced with the huge financial pressures. He added it was the most challenging plan he had seen in his time on the Board. Ms Morgan said that the Board had been clear on the risk factors in relation to the plan. Miss Foster asked what would happen if the Trust ran out of money, for example would the Trust stop delivering certain services. Mr Matthews said that if the Trust's plan went right off course, it was likely there would be changes in management, rather than stopping care. Ms Morgan said it was important the Trust communicated with NHS England on how it was performing so that it was aware of the challenges. Miss Foster asked if the Board was clear with NHS England on the issues faced. Mr Matthews said that it was, citing an example from a couple of years ago when the NHS published a paper on improving the workforce but with no plans behind it. The Board agreed to write back to say the publication was inadequate with no plans to support it, with Mr Matthews adding that a NHS workforce plan was still awaited.</p> <p>There being no further questions, Ms Morgan thanked Mr Matthews for all he did and for speaking to the Governors about his role.</p> <p>There being no further questions, the meeting was closed.</p> <p><b>The Council of Governors noted the discussion with Mr Matthews, Non-Executive Director.</b></p>	
	<p><b>17.23</b></p>	<p><b>DATE OF NEXT MEETING</b></p> <p>The next meeting was 23 August 2023, at the Future Skills Centre, Exeter Airport Industrial Estate, Exeter, EX5 2LJ.</p>	

**MEETING OF THE COUNCIL OF GOVERNORS**  
**8 June 2023**  
**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
08.23	June 2023	Session on the Board's Integrated Performance Report (with NEDs invited) to be scheduled.	MH	2023/24	This has been noted on the list of topics for a CoG meeting or CoG Development Day.
11.23 (1)	June 2023	CoG Effectiveness Task and Finish Group to be established, with a communication to all Governors asking for volunteers.	BC	August 2023	BS emailed all Governors to ask for volunteers. BC then followed up with a list of documents. Nine Governors volunteered and the first meeting is arranged for September 2023. Action completed.
11.23 (2)	June 2023	The slides from the NHS Providers session at the February 2023 CoG Development Day to be re-circulated as part of the process to establish the CoG Effectiveness Task and Finish Group.	BC	August 2023	The presentation was circulated as part of a pack of information circulated to the CoG Effectiveness Task and Finish Group members. Action completed.
11.23 (3)	June 2023	Details of NHS Providers Govern Well courses to be shared with Governors.	SD	August 2023	Further discussion was held at the CoG Coordinating Committee, including on the cost of individual attendance at Govern Well course, and how to make value of the courses. This could include inviting NHS Providers to the Trust to provide training to the CoG (as in February 2023). Consideration would also be given to attending a virtual course if specific to a particular role. Action completed.

  
**Signed:**  
**Name: Shan Morgan, Chair**