



# COUNCIL OF GOVERNORS MEETING

(open to Trust members, members of the public, and the media)

- DATE:** Monday 30 January 2023
- TIME:** 18.30h – 21.00h
- VENUE:** Microsoft Teams
- STATUS:** Meeting in public via MS Teams
- CHAIR OF MEETING:** Professor Sir Keith Willett CBE, Trust Chair
- GOVERNORS:** See Members of the Council of Governors (overleaf)
- IN ATTENDANCE:**
- Professor Sir Keith Willett CBE, Chair
  - Sumit Biswas, NED & Deputy Chair
  - Nigel Chapman, NED
  - Dr Anne Stebbing, NED
  - Ian Green, NED
  - Will Hancock, Chief Executive
  - Paul Kempster, Chief Operating Officer
  - Mike Murphy, Director of Strategy and Business Development
  - Melanie Saunders, Chief People Officer
  - Professor Helen Young, Director of Patient Care and Service Transformation
  - Michael Wood, Interim Director of Corporate Governance and Company Secretary
  - Sophie Joseph, Interim Assistant Company Secretary

**APOLOGIES:**

### **Members of the Council of Governors**

<b>Constituency</b>	<b>Name</b>	<b>Current term</b>
Berkshire Public Governor	Mark Davis - <i>Deputy Lead Governor</i>	(2) To 28/02/2023
Berkshire Public Governor	Frank Epstein	(2) To 28/02/2023
Berkshire Public Governor	<i>Vacancy – to be filled as part of the 2022 elections process</i>	
Buckinghamshire Public Governor	Stephen Bromhall	(1) To 29/02/2024
Buckinghamshire Public Governor	Mike Appleyard	(1) To 29/04/2024
Buckinghamshire Public Governor	<i>Vacancy – to be filled as part of the 2022 elections process</i>	
Hampshire Public Governor	Andy Bartlett	(3) To 29/02/2024
Hampshire Public Governor	Hilary Foley	(1) To 28/02/2023
Hampshire Public Governor	Charles McGill MBE	(2) To 29/02/2024
Hampshire Public Governor	Tony Nicholson	(2) To 29/02/2024
Hampshire Public Governor	David Luckett	(2) To 29/02/2024
Hampshire Public Governor	Mark Perryman	(1) To 29/02/2024
Oxfordshire Public Governor	Loretta Light	(2) To 29/02/2024
Oxfordshire Public Governor	Helen Ramsay	(1) To 28/02/2023
Oxfordshire Public Governor	David Wesson	(1) To 29/02/2024
CFR Governor	<i>Vacancy – to be filled as part of the 2022 elections process</i>	
Air Ambulance Charities Partner Governor	Claire Dobbs	(1) To 30/09/2023
CCGs – North Partner Governor	<i>Appointed Partner Governor positions to be reviewed by SCAS following the abolition of CCGs on 30 June 2022.</i>	
CCGs – South Partner Governor		
Local Authority Partner Governor	Anne Crampton	(2) To 31/03/2024
Local Authority Partner Governor	Graeme Hoskin	(1) To 29/02/2024
Local Authority Partner Governor	Barry Wood – <i>Lead Governor</i>	(2) To 30/06/2025
Staff Governor: NHS111	<i>Vacancy – to be filled as part of the 2022 elections process</i>	
Staff Governor: 999 EOC	Rachael Cook	(1) To 29/02/2024
Staff Governor: NEPTS and Logistics Field	Loren Bennett	(1) To 29/02/2024
Staff Governor: 999 Operations (North)	Ian Sayer	(1) To 29/02/2024
Staff Governor: 999 Operations (South)	<i>Vacancy – to be filled as part of the 2022 elections process</i>	
Staff Governor: Corporate/Support/Other	<i>Vacancy – to be filled as part of the 2022 elections process</i>	

# AGENDA – COUNCIL OF GOVERNORS – 30 JANUARY 2023

18.30h – 21.00h (est.)

**\*\*\*PLEASE DIRECT QUESTIONS / COMMENTS THROUGH THE CHAIR USING EITHER THE 'RAISE YOUR HAND' OR CHAT FACILITY ON TEAMS\*\*\***

**\*\*\* PAPERS TO BE TAKEN AS READ \*\*\***

No.	Item	Time	Method
<b>1 Opening Business</b>			
1.1	<b>Chair's introduction and apologies for absence</b> <i>Keith Willett</i>	18:30	Verbal
1.2	<b><u>Declaration of Interests</u></b> <i>Keith Willett</i> <ul style="list-style-type: none"> <li>to note any new interests, including those relevant to the meeting</li> </ul>		Verbal
1.3	<b>Approval of the minutes of the meeting held on</b> <ul style="list-style-type: none"> <li><b>6 October 2022</b></li> <li><b>10 November 2022 (Extra Ordinary meeting)</b></li> <li><b>7 December 2022 (Extra Ordinary meeting)</b></li> </ul> <i>Keith Willett</i> <ul style="list-style-type: none"> <li>to <u>approve</u> the minutes</li> </ul>		Enc. 1 Enc. 2 Enc. 3
1.4	<b>CoG Action Log</b> <i>Michael Wood</i> <ul style="list-style-type: none"> <li>to note progress with the actions agreed at previous meetings</li> </ul>		Enc. 4
<b>2 Holding the NEDs to account for the performance of the Board</b>			
2.1	<b>SCAS Demand and Population</b> <i>Simon Mortimore</i> <ul style="list-style-type: none"> <li>to receive a presentation on SCAS demand and population</li> </ul>	18:45	Enc. 5 Presentation
2.2	<b>CQC Update</b> <i>Will Hancock, Mike Murphy, Professor Helen Young</i> <ul style="list-style-type: none"> <li>to receive an update on progress with implementing the CQC action plan</li> </ul>	19:00	Verbal
2.3	<b>Chief Executive's Report including Performance</b> <i>Will Hancock, Paul Kempster, Mike Murphy, Melanie Saunders and Professor Helen Young</i> <ul style="list-style-type: none"> <li>to receive a report on key current issues including performance</li> </ul>	19:10	Enc. 6
2.4	<b>Quality accounts / priorities, and selection of Governor local clinical quality indicator</b> <i>Keith Willett, Professor Helen Young</i> <ul style="list-style-type: none"> <li>to select the quality indicator for 2023/24</li> </ul>	19:20	Verbal
2.5	<b>Questions from Governors to the NEDs</b> <i>Governors, NEDs</i> <ul style="list-style-type: none"> <li>Governors to ask NEDs questions in relation to the CQC Update and the Chief Executive's Report, in order to seek further assurance where necessary</li> </ul>	19:30	Verbal
<b>3 Statutory duties: appointment of NED and approval of CEO appointment</b>			
3.1	<b>NHSE addendum to Governor statutory duties</b> <i>Keith Willett, Michael Wood</i>	19:40	Enc. 7

	<ul style="list-style-type: none"> <li>to receive an update on Governors' duties following the changes to NHS Act</li> </ul>		
<b>BREAK</b>			
<b>4 Membership and Engagement</b>			
<b>4.1.</b>	<b>Membership and Engagement Update</b> <i>Mark Davis, Margaret Eaglestone</i> <ul style="list-style-type: none"> <li>to receive an update on the work of the sub-committee and matters relating to Trust membership and engagement</li> </ul>	19:50	<b>Enc. 8</b>
<b>5 Items for information / discussion by exception</b>			
<b>5.1</b>	<b>Non-Executive Director Update</b> <i>Les Broude</i> <ul style="list-style-type: none"> <li>to receive an update from a NED on activities undertaken and perceived opportunities and risks to the Trust</li> </ul>	20:00	<b>Enc. 9</b>
<b>5.2</b>	<b>Lead Governor's Report</b> <i>Barry Wood</i> <ul style="list-style-type: none"> <li>to receive an update from the Lead Governor</li> </ul>	20:10	<b>Enc. 10</b>
<b>5.3</b>	<b>CoG Development Action Plan update</b> <i>Michael Wood</i> <ul style="list-style-type: none"> <li>to review progress against the plan</li> </ul>	20:20	<b>Enc. 11</b>
<b>5.4</b>	<b>Governor elections 2022 communication and engagement campaign report</b> <i>Margaret Eaglestone</i> <ul style="list-style-type: none"> <li>to note the report</li> </ul> <b>Lessons Learned Report: Governor Elections and</b> <i>Sophie Joseph</i> <ul style="list-style-type: none"> <li>to discuss the lesson learnt</li> </ul> <b>Lead Governor and Deputy Lead Governor Appointment Arrangements</b> <i>Sophie Joseph</i> <ul style="list-style-type: none"> <li>to approve the arrangements for the Lead Governor and Deputy Lead Governor appointments</li> </ul>	20:30	<b>Enc. 12a</b>   <b>Enc. 12b</b>   <b>Enc. 12c</b>
<b>6 Closing Business</b>			
<b>6.1</b>	<b>Any Other Business</b> <i>Keith Willett</i> <ul style="list-style-type: none"> <li>to note any items of additional business, including those notified to the Company Secretary no less than two working days prior to the meeting.</li> </ul>	20:40	<b>Verbal</b>
<b>6.2</b>	<b>Questions from Members/Observers</b> <i>Keith Willett</i>	20:45	<b>Verbal</b>
<b>6.3</b>	<b>Review of Meeting and Agenda Planning for Next Meeting</b> <i>Keith Willett, Governors</i> <ul style="list-style-type: none"> <li>to review the meeting and identify any requirements for the next meeting</li> </ul>	20:55	<b>Verbal</b>
<b>6.4</b>	<b>Date and Time of Next Meeting</b> <i>Keith Willett</i> <ul style="list-style-type: none"> <li>to note that the next formal meeting in <u>public</u> will be held on 5th April 2023.</li> </ul>		<b>Verbal</b>

## GOVERNOR FUNCTIONS AND DUTIES

Governor general functions	This meeting
Hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors ( <i>see below</i> )	✓
Represent the interests of the members of the Trust as a whole and the interests of the public	✓
Governor specific duties	
Receive annual accounts, auditor's report and annual report	
Appoint and, if appropriate, remove the external auditor	
Contribute to the development of the annual plan	
Appoint and, if appropriate, remove the Chair	
Appoint and, if appropriate, remove the other Non-Executive Directors	✓
Decide remuneration and terms of conditions for Chair / other Non-Executive Directors	
Approve appointment of Chief Executive	
Approve significant transactions (as defined in the Trust Constitution)	
Approve an application to enter into a merger, acquisition, separation or dissolution	
Decide whether the Trust's non-NHS work would significantly interfere with its 'principle purpose'	
Approve amendments to the Constitution	

Why does the CoG hold the *NEDS* to account?

QUALITY LEARNING AND SUPPORT FOR NHS GOVERNORS  
NHS Providers GOVERNWELL





**Unapproved minutes of the meeting in public of the South Central Ambulance Service (SCAS) NHS Foundation Trust Council of Governors (CoG) held on Thursday 6 October 2022 via Microsoft Teams**

**Governors present (15/23)**

Andy Bartlett (Public Governor – Hampshire); Loren Bennett (Staff Governor); Stephen Bromhall (Public Governor – Buckinghamshire); Rachael Cook (Staff Governor); Anne Crampton (Partner Governor - LA); Mark Davis (Deputy Lead Governor and Public Governor – Berkshire); Claire Dobbs (Partner Governor – Air Ambulance); Frank Epstein (Public Governor – Berkshire); Hilary Foley (Public Governor – Hampshire); Loretta Light (Public Governor – Oxfordshire); David Lockett (Public Governor – Hampshire); Charles McGill (Public Governor – Hampshire); David Ross (CFR Governor); Ian Sayer (Staff Governor); Barry Wood (Lead Governor / Partner Governor – LA)

**Governors not in attendance (8/23)**

Mike Appleyard (Public Governor – Buckinghamshire); Sherri Green (Staff Governor); Graeme Hoskin (Partner Governor – LA); Tony Nicholson (Public Governor – Hampshire); Maybeth Pardey (Staff Governor); Mark Perryman (Public Governor – Hampshire); Helen Ramsay (Public Governor – Oxfordshire); David Wesson (Public Governor – Oxfordshire)

**Directors / Executives in attendance (10)**

Sumit Biswas (NED and Deputy Chair); Anne Stebbing (NED); Jill Lanham (Digital Director); Kishamer Sidhu (Chief Financial Officer) (Mike Hawker (NED); Nigel Chapman (NED); Will Hancock (Chief Executive) Melanie Saunders (Chief People Officer) – part; Professor Helen Young (Director of Patient Care and Service Transformation); Mike Murphy (Director of Strategy and Business Development); Paul Kempster (Chief Operating Officer); Janet Adeyemi (Interim Assistant Company Secretary)

**Directors / Executives' apologies received (3)**

Professor Sir Keith Willett CBE (Chair); Syma Dawson (Interim Director of Corporate Governance and Company Secretary); Margaret Eaglestone (Membership and Engagement Manager)

**Observers (0)**

There were no observers at this meeting

**OPENING BUSINESS**

**22/036 - Chair's Introduction, including Apologies for Absence and Meeting Priorities**

The Deputy Chair welcomed all to the meeting and noted apologies for absence as above. It was noted that since the last CoG meeting Dr Henrietta Hughes (NED) has left the Trust and acknowledged her work and the contribution she made during her tenure at SCAS.

**22/037 - Declarations of Interests**

Anne Crampton declared that a member of her family works as Head of Cyber Security for NHS.

**22/038 - Approval of the minutes of the meeting held on 27 July**

The minutes were **APPROVED** without amendment.

## **22/039 - CoG Action Log**

All action updates were agreed upon as presented. The Deputy Chair reminded the CoG to attend the BLMK ICS meeting scheduled for Wednesday 7<sup>th</sup> December 2022.

### **HOLDING THE NEDS TO ACCOUNT FOR THE PERFORMANCE OF THE BOARD**

#### **22/040 - CQC Update including SCAS Improvement Plan and Safeguarding**

The Deputy Chair welcomed the Chief Executive, Director of Strategy and Business Development and Director of Patient Care and Service Transformation to provide the CoG with an update on the latest position in terms of the CQC warning notice and the Trust's response – both in terms of general improvement work and safeguarding.

The Chief Executives advised the Governors that the pre-circulated presentation highlighted how SCAS is responding to the Care Quality Commission (CQC) findings and structuring itself in terms of immediate review and improvement of systems and processes; comprehensive programme to improve cultural issues and resourcing commitments to improve recruitment and retention and support new ways of working.

The Chief Executives highlighted the need to engage with stakeholders particular external and wider organisations in the delivery of SCAS improvement plan and workstream.

The Director of Strategy and Business Development reminded the CoG that 31 October 2022 is the date by which the CQC set for SCAS to complete all of the musts and should-do actions. He advised the Governors that 31 October 2022 is about providing the CQC and other stakeholders with assurance that SCAS has a plan and that the Trust is delivering action that is fully sustainable and embedded within the organisation.

The Director of Strategy and Business Development stated that the SCAS improvement plan is not just an immediate response to the CQC report but a plan for the Trust to continue to make long-term improvements.

Questions and comments were invited from Governors.

Loretta Light asked for feedback from the NHS England Governance review and seek assurance from the Board as to whether the CQC will be happy with the work that SCAS has delivered by 31 October 2022. The CoG was informed that the findings from NHS England have been delayed, however, the Trust is expecting to receive the findings by the end of next week. The Governors noted that these findings will be presented to the Board and incorporated into the SCAS improvement plans.

The Governors noted that the Board has regular meetings with the CQC and that they are up to date on SCAS deliverable works and how the Trust is responding to the must and should-do actions. The Director of Strategy and Business Development informed the CoG that a summary report will be presented to them on the improvement plans' progress.

The Deputy Chair added that the NEDs have seen an interim report and that the Board is waiting for the final report. Nigel Chapman added that the NEDs are involved in the Governance Delivery Taskforce Group (CQC Improvement Programme Workstream) meeting and are working closely with the Executives team to monitor progress and to ensure that the Trust is on track and he is assured that SCAS will meet the CQC deadline- that this is a joint effort between the NEDs and Executives team.

It was asked whether the Trust has entered into the System Oversight Framework (SOF4). The Director of Strategy and Business Development informed the Governors that the usual process is that the region will work with NHS England and make a recommendation that an organisation that identifies inadequate goes into System Oversight Framework (SOF4) and then effectively put them

into the recovery programme- this is agreed at the national level. He added that it was agreed last week that SCAS will enter into SOF and that the Board is waiting for a formal letter to confirm this.

The Governors noted that NHS England has assigned an Improvement Director for SCAS. The Director of Strategy and Business Development added that the purpose of the Improvement Director is to sit along with the Board to help define the planned activities and act as a critical friend.

A concern was raised regarding the SCAS Integrated Performance Report (IPR) and the use of NHS guidance on 'Making Data Count' and Statistical Process Control (SPC) for future Board accountability on the IPR. The Governor informed the Board that he works for another NHS Trust and owns this dialogue and has led in the new IPR creation. NHSEI stated EEAST as the best practice in the Ambulance service and wanted to help as a Governor.

He added that If the SCAS Executive Directors had been open to speaking on this, the Trust may have had a different conversation in the recent CQC inspection. In response, the Director of Strategy and Business Development thanked the Governor for raising this concern and apologised that he was not listening to and added that the organisation need to record issues and ideas that have been raised.

Anne Stebbing commented that in addition to NEDs participating in the Governance Delivery Taskforce Group (CQC Improvement Programme Workstream) they have also undertaken a deep dive into specific areas such as safeguarding to seek assurance on the workstream.

#### **22/041 – Chief Executive's Report including Performance**

The Chair noted that the report was comprehensive and covered many of the issues and developments affecting the Trust. He added that there is a huge amount of engagement with the Board regarding the wider management team.

The Chief Executive supplemented his written report by advising that Trust continues to experience significant challenges in terms of operational pressure, which have impacted the Trust's delivery across all three of its core services.

He informed the Governors that on 5 August the Trust declared a business continuity incident due to a national outage with Adastra, the operating platform for our NHS111 and Urgent and Emergency Care services. The Governors noted that the national outage primarily affected SCAS NHS 111 services as well as other NHS primary care services across the country; however, the wider impact of this is then felt by patients across the healthcare system.

The Chief Executive informed the CoG that on 3 September the Autumn COVID-19 booster vaccination campaign commenced and that the team are building greater capacity behind SCAS 111 offer.

Questions and comments were invited from Governors on the Chief Executive's Report.

- Mark Davis seeks assurance that the failure of the Adastra will not happen again. Mike Hawker stated that there are lessons to be learnt.

#### **Action 22/024**

The Trust to provide and share NHS Digital findings on the failure of the Adastra

Frank Epstein questioned whether the 2022 SCAS Ambies award is taken place this winter and in response, the Chief Executive informed the Governors that the 2022 SCAS Ambies award is not doing ahead this year and that the Trust focus is to catch up with the long-term services

#### **22/042 – Quality Report Position Statement**



Anne Stebbing highlighted that the Board of Directors has taken the decision not to publish the Quality Account 2021/22 in full, considering the pandemic activity undertaken in that year but instead agreed to publish a position statement on quality. She noted that:

- The quality position statement provides assurance about SCAS's commitment to improving the quality of the services alongside our system partners.
- Quality priorities described for 2022/2023 will be delivered and further work delivered through the patient safety improvement plan. This plan includes workstreams on patient safety and experience, incident management, safeguarding, infection control and prevention and medical equipment and devices management.

Questions and comments were invited from Governors.

Loretta Light questioned whether the items that were marked as partially achieved will be continuing objectives for the forthcoming year. Anne Stebbing stated that the Board of Directors recognise that some of the objectives would be carried over.

#### **22/043 – Questions from Governors to the NEDs**

Loretta Light requested further information relating to the development of mental health with patients that are in crisis. Anne Stebbing stated that there is a need to work closely with colleagues and partners in the mental health sector and added that mental health training programme will be given to staff.

##### **Action 22/043**

Loretta Light requested that the following briefing session should be delivered to the governors on how SCAS can direct patients into the various hospital without going through the Emergency Department door and secondly how the clinical assessment works begin 111

An update on the fleet vehicle and ambulance change was requested.

Paul Kempster informed the Governors that the fleet vehicle and ambulance car have been redesigned to create an additional 8cm for additional legroom. He added that the Trust has yet to see these cars and that once the cars have been delivered a consultation would be carried out to access the suitability of these cars.

Anne Stebbing informed the Governors that she had received a very balanced view on the fleet vehicles from the ambulance crew she had spoken to and added that ambulance crews have requested the establishment of a forum that would allow them to share and provide their concerns and comments on the fleet cars and their willingness to be involved before the Trust finalise the purchase of these cars.

#### **APPOINTMENT OF NED AND APPROVAL OF CEO APPOINTMENT**

#### **22/044 - Report from the Nominations Committee**

Melanie Saunders asked the CoG to note the following update:

- The Nominations Committee is due to meet on the 10<sup>th</sup> October to undertake the longlisting process for the two Non-Executive Director roles: Audit Chair to replace Mike Hawker and a new NED to replace Henrietta Hughes.
- Shortlisting of candidates will occur on the 19<sup>th</sup> October with a view that interviews will be conducted the week commencing 31 October 2022.
- An extraordinary meeting of the Council of Governors has been scheduled for 23 November to review and approve the recommendations for appointment from the Nominations Committee
- Initial findings from the NHSE/I Governance review currently underway advise that the Board should establish a Finance and Performance Committee. The CoG is asked to note the

possibility that an *additional* Non-Executive Director appointment may be recommended in November to meet this regulatory request. The final NHSE/I report is due at the end of September at which point the Chair and Board will consider this recommendation further.

- That as the Nominations Committee is searching for candidates with financial background and experience, Gatenby Sanderson has advised that this consideration can be incorporated into the current search process as opposed to commencing a new one. In line with the duties of the Council of Governors, NED appointments can and will only be confirmed subject to the Council of Governors' approval

#### **22/045 - Board Remuneration Committee: CEO Recruitment**

Melanie Saunders asked the CoG to note the following update

- Further to Will Hancock's notification of his intention to leave the role of Chief Executive Officer, the Trust now needs to recruit an appropriate successor. The Trust's Remuneration Committee have agreed to the appointment of Gatenby Sanderson as the search agency for the recruitment. Gatenby Sanderson has a proven track record in placing Board appointments for SCAS, with detailed knowledge of the core values they have successfully worked with us previously to not only place candidates with good knowledge and experience but as importantly candidates whose value sets closely align with SCAS. Furthermore, they have successfully supported SCAS in developing the diversity of our Board.
- The timescale for the CEO recruitment and the two stakeholder sessions will take place before the interview
- Panel interviews will be led by the Trust Chair Keith Willett, supported by members of the Trust Board and NHSE/I colleague's in line with regulatory guidance

#### **Action 22/045**

Representation by Sustainability and Transformation Programme (STP) or Integrated Care System (ICS) to be included in the stakeholder session as this represent the citizen that SCAS serves.

#### **22/046 - Membership and Engagement Update**

Loretta Light delivered a presentation aimed at updating the CoG on the work of the Membership and Engagement Committee (MEC). She noted that:

- Elections to the CoG close on 17 October and thanked the Governors who had supported the campaign
- The staff and public membership survey were circulated in the spring with staff and public members taking part and added that the response from public members was mostly positive with support for SCAS and staff but there is still more work that needs to be done to engage with staff and raise awareness for what it means to be an FT
- some face-to-face engagement events had now been held following the recent relaxing of some infection prevention and control requirements, and Hilary Foley, Helen Ramsay and David Luckett shared details of their experiences
- the next Your Health Matters meeting will be delivered in person in collaboration with Oxford University Hospital at the John Radcliffe and encouraged Governors to attend.
- There is a willingness to set up a working group to plan for the Membership Matters event in Spring 2023 and encouraged Governors to join the working group

#### **ITEMS FOR INFORMATION / DISCUSSION BY EXCEPTION**

#### **22/047 - Non-Executive Director Update**

Mike Hawker commented that he is the NED buddy for Charles McGill and highlighted:

- How the Trust is responding to the CQC findings has resulted in additional work for the NEDs
- There is an opportunity for the Trust to listen and act on what it hears
- SCAS should embrace the continuing use of technology to work from home rather than working remotely – the opportunity to get back to a balanced way of working

#### **22/047 - Lead Governor's Report**

The Deputy Chair thanked Barry Wood for this contribution during the Annual General Meeting (AGM).

Barry Wood encouraged Governors should attend the Board of Directors meeting. He commented that the patient stories that were presented at the last Board of Directors should be available to the Governors.

##### **Action 22/047**

The Assistant Company Secretary to take forward the arrangements for patient stories be available to the Governors via their portal.

#### **22/048 - CoG Development Action Plan Update**

The Deputy Chair stated that he would take the paper as read, and no questions or comments were received.

#### **CLOSING BUSINESS**

#### **22/049 - Any Other Business**

The Deputy Chair and CoG thanked Mike Hawker for the contribution to SCAS having served on the Board of Directors for nine years.

##### **Action 22/049**

The Assistant Company Secretary to provide the schedule of the CoG and Board of Directors meetings to the CoG.

#### **22/050 - Questions from Members/Observers**

No questions were raised.

#### **22/051 - Review of Meeting and Agenda Planning for the Next Meeting**

The Chair provided a summary of the discussions which had been held during the meeting and thanked Governors for their contributions.

#### **22/052 - Date and Time of the Next Meeting**

The Chair noted that the next formal meeting in public would be held on Monday 30 January 2023.



**Unapproved minutes of the Extra Ordinary meeting of the South Central Ambulance Service (SCAS) NHS Foundation Trust Council of Governors (CoG) held on Thursday 10 November 2022 via Microsoft Teams**

**Governors present (18/23)**

Rachael Cook (Staff Governor); Anne Crampton (Partner Governor - LA; Claire Dobbs (Partner Governor – Air Ambulance); Frank Epstein (Public Governor – Berkshire); Hilary Foley (Public Governor – Hampshire); Loretta Light (Public Governor – Oxfordshire); David Lockett (Public Governor – Hampshire); Charles McGill (Public Governor – Hampshire); Tony Nicholson (Public Governor – Hampshire); Helen Ramsay (Public Governor – Oxfordshire); David Wesson (Public Governor – Oxfordshire);

**Governors apologies received (1/23)**

Mike Appleyard (Public Governor – Buckinghamshire); Andy Bartlett (Public Governor – Hampshire); Loren Bennett (Staff Governor); Stephen Bromhall (Public Governor – Buckinghamshire; Mark Davis (Deputy Lead Governor and Public Governor – Berkshire); Ian Sayer (Staff Governor); Barry Wood (Lead Governor / Partner Governor – LA)

**Governors not in attendance (4/23)**

Sherri Green (Staff Governor); Graeme Hoskin (Partner Governor – LA); Maybeth Pardey (Staff Governor); Mark Perryman (Public Governor – Hampshire)

**Directors / Executives in attendance (4)**

Professor Sir Keith Willett CBE (Chair); Melanie Saunders (Chief People Officer) Syma Dawson (Interim Director of Corporate Governance and Company Secretary); Tapiwa Songore (Interim Assistant Company Secretary)

**Observers**

None

**OPENING BUSINESS**

**22/053- Chair's Introduction, including Apologies for Absence and Meeting Priorities**

The Chair welcomed all to the meeting, and apologies were noted as listed above

The Chair explained that the purpose of the Extra- Ordinary meeting was to receive a report from the Nomination Committee on the appointment of two new Non-Executive Directors (NED).

**22/054 - Declarations of Interests**

No new interests were declared by Governors.

**UPDATE FROM THE COUNCIL OF GOVERNORS COMMITTEES**

**22/055 - Report from the Nominations Committee**

**Quality NED**

The Chair reported that the Nomination Committee had met on 9 November 2022 to consider and make recommendations to the CoG on the appointment of Non-Executive Director to replace Henrietta Hughes, who left SCAS in September 2022

The Chair outlined the process that had been followed as agreed at the CoG meeting in July 2022. The Nominations Committee supported by Gatenby Sanderson (external recruitment advisers) had been leading and following a comprehensive process that included candidate search, longlisting, shortlisting and interviewing, and the Committee were making a recommendation on their preferred candidate. Approval of the proposed appointment was a statutory duty of the Governors.

The Chair read out the biography for the preferred candidate for the Quality and Safety NED.

Claire Dobbs noted that equality and diversity was part of the advert and asked whether there had been a diverse range of candidates. Melanie Saunders reported that the candidates for the Quality NED had been very diverse, however other candidates did not meet the required skills and experience.

David Luckett asked how many candidates had applied from the public and private sectors and Melanie Saunders reported that two candidates were from the private sector and six had public sector experience.

David Luckett asked where the roles had been advertised and Melanie Saunders reported that social media, the Guardian and other national media had been used.

Loretta Light asked whether the Nominations Committee were satisfied that the preferred candidate had the required skills and experience required for an ambulance trust and the Chair reported that considerations had been on the fit within the NED role and other skills and the candidate had the requisite skills.

**The Council approved the preferred candidate, subject to due diligence checks and the Chair revealed the name as Dr Dhammaka Perera**

#### Audit NED

The Chair outlined the process that had been followed in the recruitment of the Audit NED to replace Mike Hawker. The Nomination Committee had met on 9 November 2022 to consider and make recommendations to the CoG on the appointment.

The Chair read out the biography for the preferred candidate.

Helen Ramsey asked whether anything different would be done to attract a more diverse range of candidates and the Chair reported that a full review would be undertaken to ensure that, and Melanie Saunders added that this had been discussed with Gatsby Sanderson to ensure a wider net of candidates could be attracted.

Claire commented that some trusts were appointing Associate NEDs as part of developing NEDs and the Chair noted this was an idea for consideration.

**The Council approved the appointment of the preferred candidate, subject to due diligence checks and the Chair revealed the name of the candidate as Mike McEnaney.**

The Chair thanked everyone involved in the process for their contribution, time and commitment. Tony Nicholson expressed satisfaction on the calibre of candidates interviewed.

#### **CLOSING BUSINESS**

#### **22/056 - Date and Time of the Next Meeting**

The Chair noted that the next formal meeting in public would be held on 30 January 2023



**Unapproved minutes of the Extra Ordinary meeting of the South Central Ambulance Service (SCAS) NHS Foundation Trust Council of Governors (CoG) held on 7 December 2022 via Microsoft Teams**

**Governors present (18/23)**

Rachael Cook (Staff Governor); Anne Crampton (Partner Governor - LA; Claire Dobbs (Partner Governor – Air Ambulance); Frank Epstein (Public Governor – Berkshire); Hilary Foley (Public Governor – Hampshire); Loretta Light (Public Governor – Oxfordshire); David Lockett (Public Governor – Hampshire); Charles McGill (Public Governor – Hampshire); Tony Nicholson (Public Governor – Hampshire); Helen Ramsay (Public Governor – Oxfordshire); David Wesson (Public Governor – Oxfordshire); Barry Wood (Lead Governor / Partner Governor – LA)

**Governors apologies received (1/23)**

Mike Appleyard (Public Governor – Buckinghamshire); Andy Bartlett (Public Governor – Hampshire); Loren Bennett (Staff Governor); Stephen Bromhall (Public Governor – Buckinghamshire; Mark Davis (Deputy Lead Governor and Public Governor – Berkshire); Ian Sayer (Staff Governor);

**Governors not in attendance (4/23)**

Sherri Green (Staff Governor); Graeme Hoskin (Partner Governor – LA); Maybeth Pardey (Staff Governor); Mark Perryman (Public Governor – Hampshire)

**Directors / Executives in attendance (4)**

Professor Sir Keith Willett CBE (Chair); Melanie Saunders (Chief People Officer) Syma Dawson (Interim Director of Corporate Governance and Company Secretary); Tapiwa Songore (Interim Assistant Company Secretary) Les Broude SID/NED; Ian Green, NED; Professor Helen Young, Director of Patient Care and Service Transformation

**Observers**

None

**OPENING BUSINESS**

**22/057- Chair's Introduction, including Apologies for Absence and Meeting Priorities**

The Chair welcomed all to the meeting, and apologies were noted as listed above

The Chair explained that the purpose of the Extra- Ordinary meeting was to receive a report on the appointment of the Chief Executive Officer (CEO).

**22/058 - Declarations of Interests**

No new interests were declared by Governors.

**UPDATE FROM THE COUNCIL OF GOVERNORS COMMITTEES**

**22/059 - Chief Executive Appointment**

The Chair outlined the process that had been followed by the recruitment partner, Gatenby Sanderson. The post had been advertised online in the HSJ and social media and Gatenby Sanderson had conducted extensive research reaching over 160 people as targets or sources. They

paid particular attention to diversity networks targeting people from under-represented groups as well as engaging with the NHSE regional team and ICS leaders across the patch.

In total 17 applications were received; six of which were invited to a competency based preliminary interview with Gatenby Sanderson, covering motivation, values and the person specification competencies for the role. Five applicants were shortlisted who went through a psychometric assessment, again aligned to the person specification and values of the Trust. Three candidates withdrew just prior to the panel process.

Two candidates went through three stakeholder sessions which included staff and external stakeholders including more than 30 people, as well as informal meetings with the Chair and members of the Executive team.

The final panel was made up of the Chair, NED/SID Les Broude, NHSE Regional Director, Hampshire and Isle of Wight ICB Chief Executive and the Chief People Officer Melanie Saunders.

The Chair read out the biography for the preferred candidate. The incumbent would not be named at the meeting as a simultaneously announcement would be made with his current employers.

Les reported that the candidate had shown a range of skills to fit into the role and Mel added that his style would complement the culture at SCAS.

In response to a question from Frank Epstein on diversity, the Chair expressed disappointment that the one female candidate who had been shortlisted had withdrawn a day before the final interview and he reported that he would engage her privately to find out the reasons for the withdrawal.

In response to another question from David Lockett, the Chair outlined the process of announcing would be made, if the Council approved the appointment.

David Lockett expressed disappointment that Governors had not been involved in the interview process and the Chair reported that the stakeholder panels had involved staff and governors, however the process could be reviewed in future.

Cllr Wood expressed satisfaction with the process that was followed, and the calibre of candidate that had been attracted and reported that he would endorse the appointment.

Helen Ramsey asked whether a clause could be added to ensure the process would not commence if a quota of the diversity criteria was not met and the Chair reported that it was unfortunate that the withdrawal was made at the last moment which made everything difficult.

**The Council approved the appointment of the preferred candidate, subject to due diligence checks.**

## **CLOSING BUSINESS**

### **22/060 - Date and Time of the Next Meeting**

The Chair noted that the next formal meeting in public would be held on 30 January 2023

## Council of Governors Meeting 30 January 2023

### Enclosure B – Council of Governors Action Log

Ref No/Item	Action Required	Lead	Date Raised	Due Date	Status
<b>Action 21/007(b)</b> Council of Governors Review 2020/21	Steve Garside to arrange a session at an appropriate future date to consider the full implications to SCAS of the COVID-19 pandemic and the associated learning.	SD / WH	01/04/2021	TBC	<b>Action completed/Closed</b> <b>September update:</b> CEO chairs the internal COVID-19 Recovery Group and notes that the organisation has had quite a lot of interim learning from Phase 1 of the Pandemic i.e. 2020 as a result of the major listening exercise that took place across the Trust. This has been summarised into an action plan which the Recovery Board has been overseeing. The Trust also had learning on Business Continuity in relation to key service lines. CEO to provide a relevant update at a future COG meeting which is aligned to the National COVID-19 Inquiry process.
<b>Action 21/056-02</b> Membership and Engagement Update	Steve Garside to give consideration to the composition of the MEC; whether it would be worthwhile to have a second partner Governor and whether it would be beneficial to ensure that the two are geographically balanced (i.e. one from the north / south).	SD	11/01/2022	30/01/23	<b>Action in-hand</b> Following a discussion with the Lead Governor, a paper will be presented to the MEC regarding Partner Governor vacancies. Once partner Governors appointed, composition of MEC can be reviewed (and following Governor elections).
<b>Action 1</b> CoG/Board Workshop	Mike Murphy to share the KPI's and milestones for the enabling plans with the CoG.	MM	16/06/2022	<b>31/03/23</b> <b>*amended</b> <b>due date</b>	<b>Action in-hand</b> KPI's and milestones will be available at the end of the financial year and the conclusion of the budget cycle.



Ref No/Item	Action Required	Lead	Date Raised	Due Date	Status
Action 22/021	A meeting of the CoG Development Working Group to be convened to review the SCAS Council of Governors Appointed Partner Governor positions, following the abolition of Clinical Commissioning Groups on 30 June.	SD	27/07/2022	30/01/23	<b>Action in-hand (see action 21/056-02)</b> Following discussion with Lead Governor, SD to take a paper to MEC.
Action 22/029a	The Director of Corporate Governance/his successor to take forward the arrangements for the next three quarterly Governor briefing sessions on REAP, mental health and internal/external audit.	SD	27/07/2022		<b>Action completed/Closed</b> Session arranged for the next quarterly Governor briefing session. This is taking place on 10 October (5.30-6.30pm) on REAP.
Action 22/024	The Trust undertook to provide and share NHS Digital findings on the failure of the Adastra		06/10/2023	25/1/2023	<b>Action in hand</b>
Action 22/043	Loretta Light requested that the following briefing session should be delivered to the governors on how SCAS can direct patients into the various hospital without going through the Emergency Department door and secondly how the clinical assessment works begin 111		06/10/2023		<b>Action in hand</b>
Action 22/045	Representation by Sustainability and Transformation Programme (STP) or Integrated Care System (ICS) to be included in the stakeholder session as this represent the citizen that SCAS serves.		06/10/2023		<b>Action in hand</b>
Action 22/047	Sophie Joseph to take forward the arrangements for patient stories be available to the Governors via their portal.		06/10/2023	17/02/2023	<b>Action in hand</b>

Ref No/Item	Action Required	Lead	Date Raised	Due Date	Status
Action 22/049	Sophie Joseph to provide the schedule of the CoG and Board of Directors meetings to the CoG.		06/10/2023	10/02/2023	<b>Action in hand</b>

Key for action leads

KW	Keith Willett, Trust Chair	ME	Margaret Eaglestone, Membership and Engagement Manager	MM	Mike Murphy, Director of Strategy and Business Development
SD	Syma Dawson, Interim Director of Corporate Governance and Company Secretary	MH	Mike Hawker, NED		

## **Appendix A**

**Action 3: Margaret Eaglestone and Mike Murphy to ensure that the feedback provided by Governors and Board members is considered as part of the developing plans for communicating the 2022-2027 Strategic Plan to Trust members and the public.**

There were lots of useful ideas and feedback generated during the CoG/Board Workshop around communicating the Strategic Plan. They mainly fell into the following five broad areas:

- simple, easy to understand messages with no jargon and acronyms
- adapting the communications to the audience
- identifying appropriate stakeholders to engage with and using them to disseminate information
- ensure that communication is ongoing throughout the life of the Strategic Plan
- briefing and support materials to help Governors communicate about the plan and progress against it on an ongoing basis

### **Communications Planning Progress (July 2022)**

The feedback from the CoG workshop has fed into the ongoing development of the Communication Plan for the 2022-27 Strategic Plan. The full communication plan is due to go live in Q3. We have a draft high-level communications plan which outlines and informs the development of the Q3 plan.

The key elements of progress so far are:

#### **Establishment of Communications Group:**

Including key members of the Strategy and the Communications teams.

#### **Summary Document**

A summary document will be produced for Q3 for use with public, stakeholders and staff. This will provide a clear, concise summary of the strategy in jargon-free language. We will also segment the messaging so that it is appropriate to different stakeholder groups.

We will also be producing a Governor Briefing to facilitate discussions about the strategy with their communities.

#### **Stakeholder Mapping**

We have identified the key stakeholders and segmented them to facilitate the tailoring of messaging to different groups.

#### **Data Analysis**

We will analyse population data for the different regions that we serve in order to inform the targeting and positioning of communications.

#### **Ongoing Communications**

For Q3 we will have stakeholder briefings (including membership), initial external communications and continued internal communications.

#### **Monitoring and Communicating Progress**

We will have a system in place to monitor progress against the objectives of all of the enabling plans and will communicate successes and issues on a regular basis.

#### **Internal Communications: Strategy Section on 'The Hub'**

The outline of a section on The Hub has been created which has the document and some commentary. We will keep building it up to ensure it stays fresh.

We have included a piece in Staff Matters and our aim is to now keep building this over the years of the strategy with various case studies, events, exec updates etc. Having the full document will enable us to now progress this.

**A 'Living' Strategy**

Delivery of communications on the strategy more long-term, i.e. using the strategy branding on continuous pieces of work throughout the year and beyond so there is a link back to it. For example, patient case studies which links to the strategy, a digital story which links to the strategy, an HR story that links to the strategy etc. We will then have a library to look back on over the coming months and years over its course.



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# SCAS & Index of Deprivation Profile



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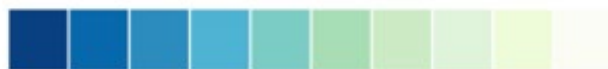


Ministry of Housing,  
Communities &  
Local Government

## The English Indices of Deprivation 2019 (IoD2019)

*The Indices relatively rank each small area in England from most deprived to least deprived*

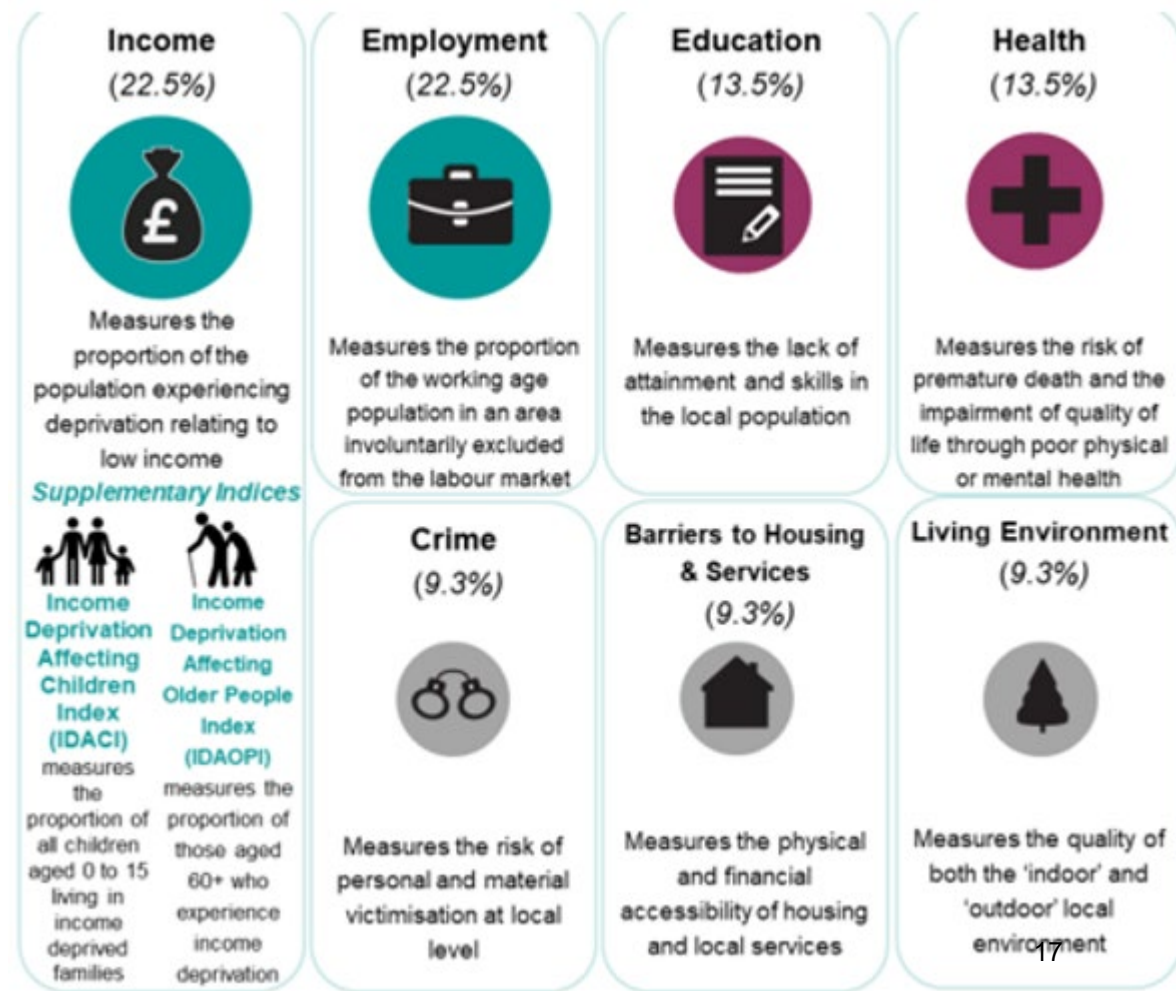
**1st  
most  
deprived  
area**



There are 32,844 small areas (Lower-layer Super Output Areas) in England, with an average population of 1,500

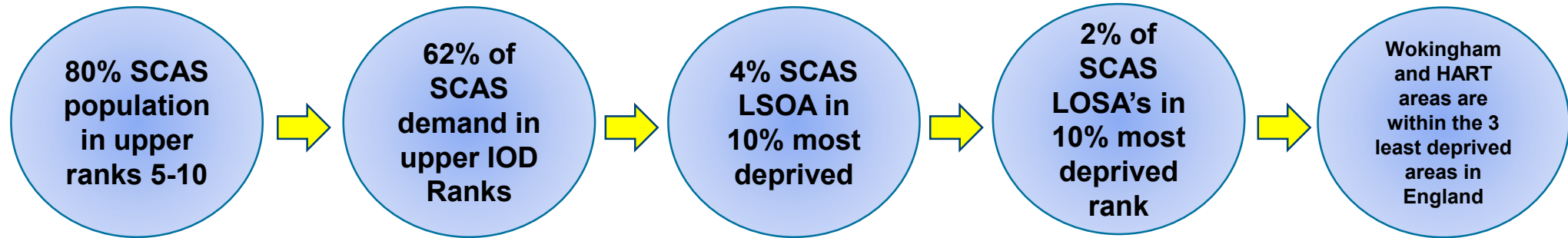
**32,844<sup>th</sup>  
least  
deprived  
area**

*There are 7 domains of deprivation, which combine to create the Index of Multiple Deprivation (IMD2019):*



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Most Local Authorities in the England have at least 1 LSOA in Rank 1. The majority of the most deprived areas are within the North in areas with previous heavy industry e.g. Blackpool.

- 19 of the 28 Local Authorities in SCAS have no entry in Rank 1
- Rank 1 is the 10% most deprived areas in England
- LSOA is a standard area measure of 1200 households





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Deprivation  
is highest in  
Hampshire



Per 100k head  
of population  
highest  
deprivation in  
Portsmouth &  
Southampton



Southampton  
is ranked  
101 / 316

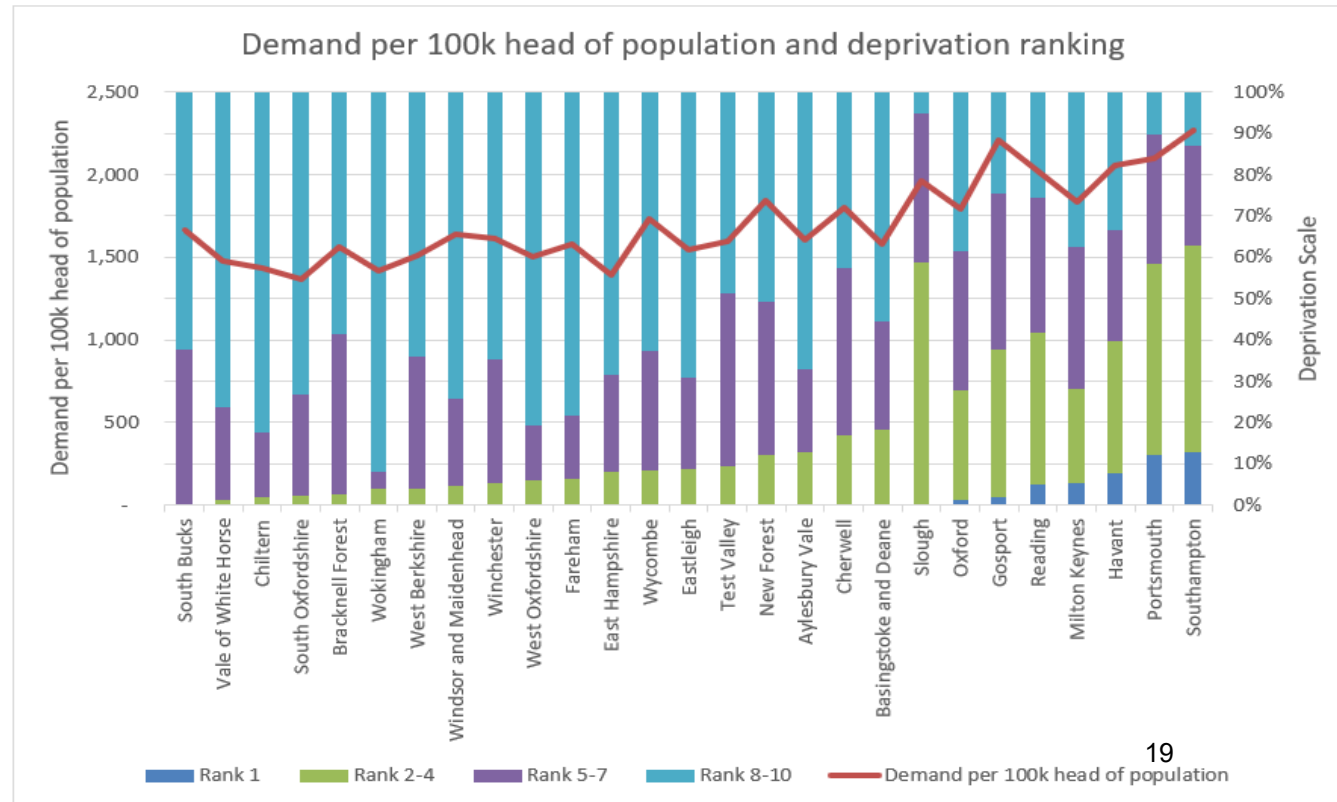


Portsmouth  
is 102 / 316



Wokingham  
is 315 / 316

Whilst demand is highest in the Thames Valley contract area covering 57% of the SCAS demand, this area is lower on the deprivation scale, this will affect the types of incidents attended and the clinical interventions needed.





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There are 7 places within SCAS that have an LSOA within the 10% of most deprived areas out of 28 local authorities

- The areas with the highest deprivation are within the South East of Hampshire as this includes 3 of the 7 areas.
- Deprivation is typically clustered in urban areas. Highest population areas in SCAS are Milton Keynes, Portsmouth & Southampton

% SCAS area where IOD = Rank 1

Node	% Demand
NEOCN	0.66%
NEOCS	0.26%
NEOCW	0.05%
SEOCE	1.92%
SEOCW	1.12%
Grand Total	4.00%

Local Authority	% Demand
Gosport	0.25%
Havant	0.31%
Milton Keynes	0.66%
Oxford	0.05%
Portsmouth	1.35%
Reading	0.26%
Southampton	1.12%
Grand Total	4.00%

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- Lowest deprivation is seen in Berkshire and Buckinghamshire areas, showing the greatest number of LSOA's within the top rankings.
  - Wokingham shows as having over half of the population in the top 10 making it the least deprived area and no entries within the bottom 3 rankings
  - South Bucks has no LSOA's within the bottom 4 rankings
  - Slough whilst having no areas in the top 10% of deprivation is the only area to have no LSOA'S within the highest 2 rankings

Row Labels	1	2	3	4	5	6	7	8	9	10	Grand Total
NEOCE		7	18	36	32	37	33	42	36	114	355
NEOCN	8	11	16	23	18	25	34	60	40	48	283
NEOCS	5	6	19	21	28	29	43	41	60	150	402
NEOCW	1	16	11	18	21	41	49	53	79	96	385
SEOCE	22	39	28	41	42	33	31	42	55	47	380
SEOCN		2	16	22	17	24	46	40	59	97	323
SEOCW	19	28	28	35	31	37	28	46	31	42	325
Grand Total	55	109	136	196	189	226	264	324	360	594	2453

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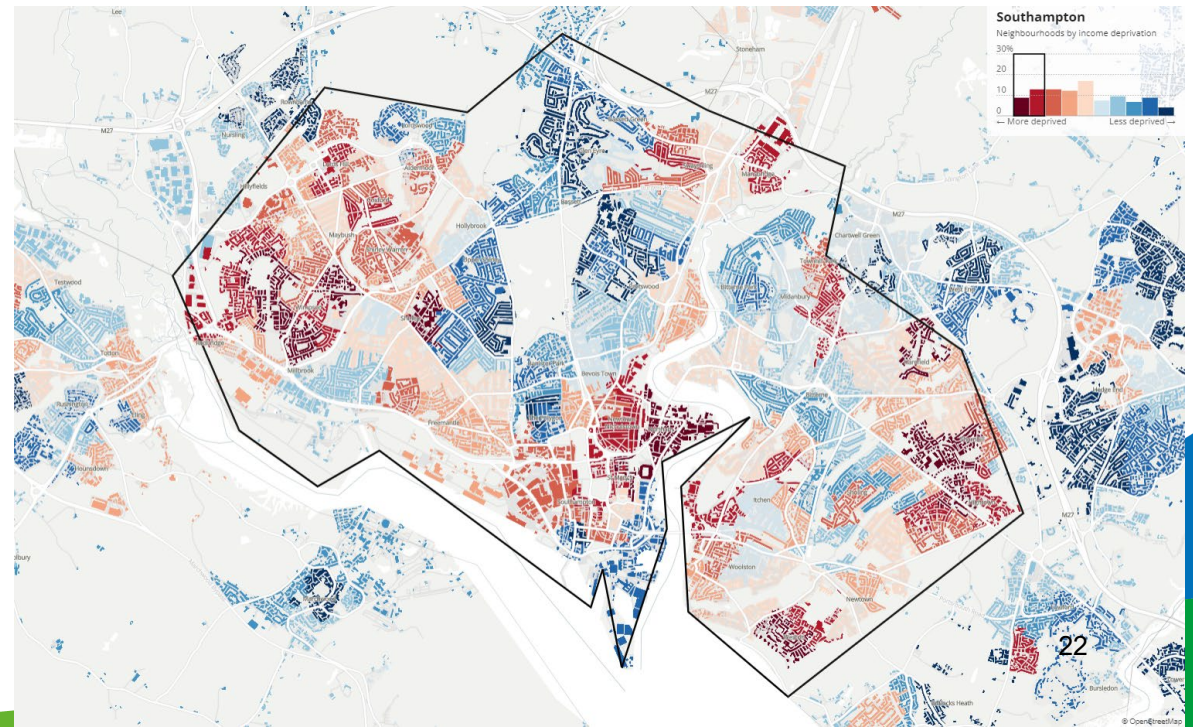
## Income deprivation in Southampton

In **Southampton**, **13.5%** of the population was income-deprived in 2019. Of the 316 local authorities in England (excluding the Isles of Scilly), Southampton is ranked **101st most income-deprived**.



All measures used in this article are derived from the Indices of Multiple Deprivation produced by the Ministry of Housing, Communities and Local Government.

- Of the 148 neighbourhoods 32 are among the 20% most income deprived
- These areas are spread across Southampton examples are Northam, Thornhill & Shirley





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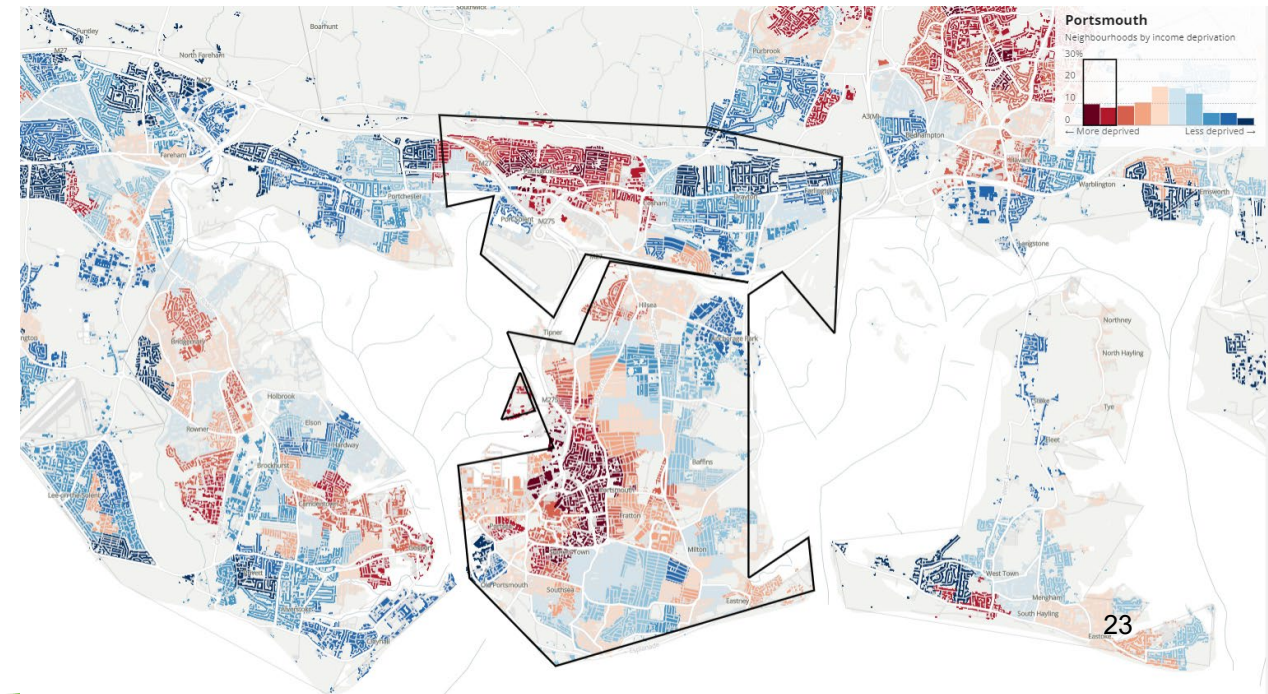
## Income deprivation in Portsmouth

In **Portsmouth**, **13.4%** of the population was income-deprived in 2019. Of the 316 local authorities in England (excluding the Isles of Scilly), Portsmouth is ranked **102nd most income-deprived**.



All measures used in this article are derived from the Indices of Multiple Deprivation produced by the Ministry of Housing, Communities and Local Government.

- Portsmouth has the highest population ranked in 10% most deprived
- Portsmouth shows 15 areas(12%) where they are ranked in the 10% most deprived out of 125 LSOA's the highest being Fratton
- This area has the 3<sup>rd</sup> highest population within SCAS
- Portsmouth has over the years had large scale housing development without the investment in the main hospital QAH. These factors along with deprivation may contribute the performance issues seen in the SEOCE area.



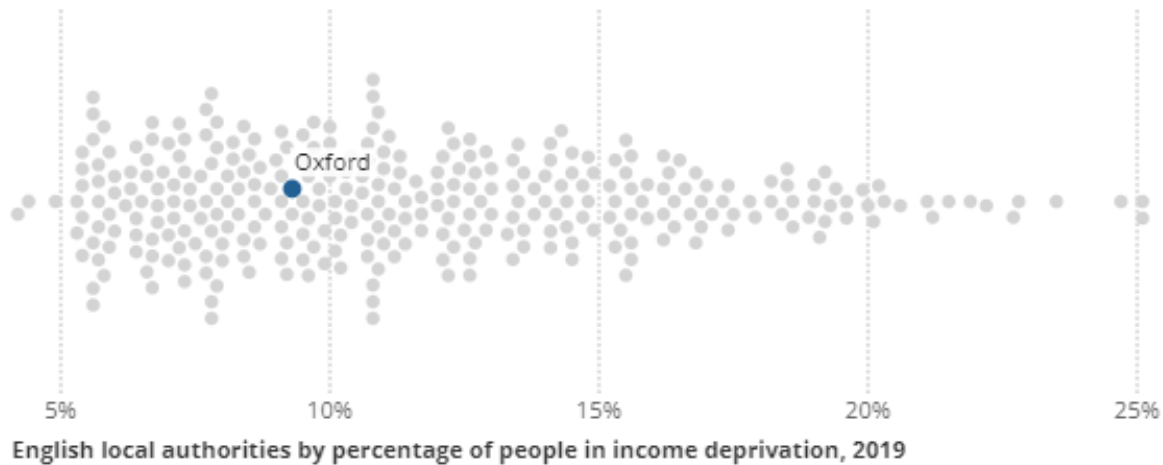


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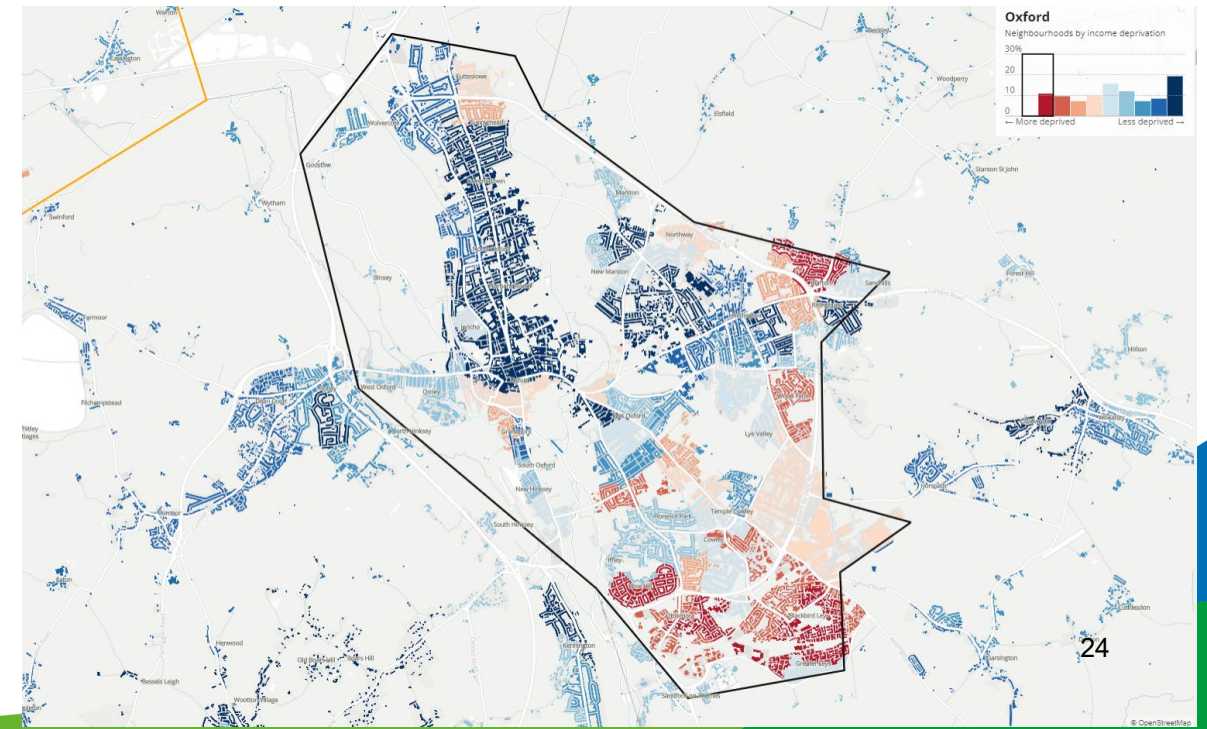
## Income deprivation in Oxford

In **Oxford**, **9.3%** of the population was income-deprived in 2019. Of the 316 local authorities in England (excluding the Isles of Scilly), Oxford is ranked **200th most income-deprived**.



All measures used in this article are derived from the Indices of Multiple Deprivation produced by the Ministry of Housing, Communities and Local Government.

- 8 of the 89 neighbourhoods in Oxford are amongst the 20% most deprived.
- 23 neighbourhoods are in the 20% least deprived
- Oxford is considered to have an 'n'-shaped profile as the neighbourhoods are considered to have close to average levels of income deprivation







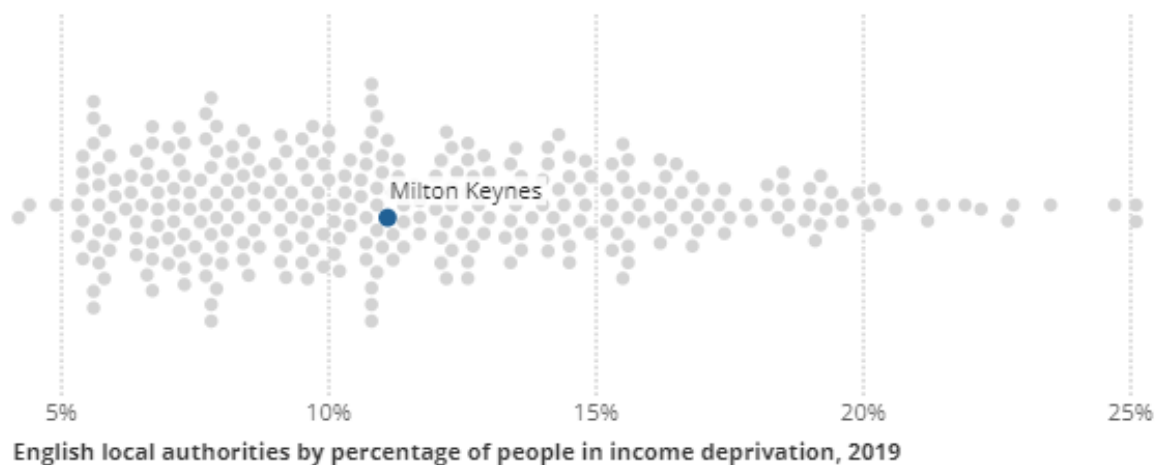
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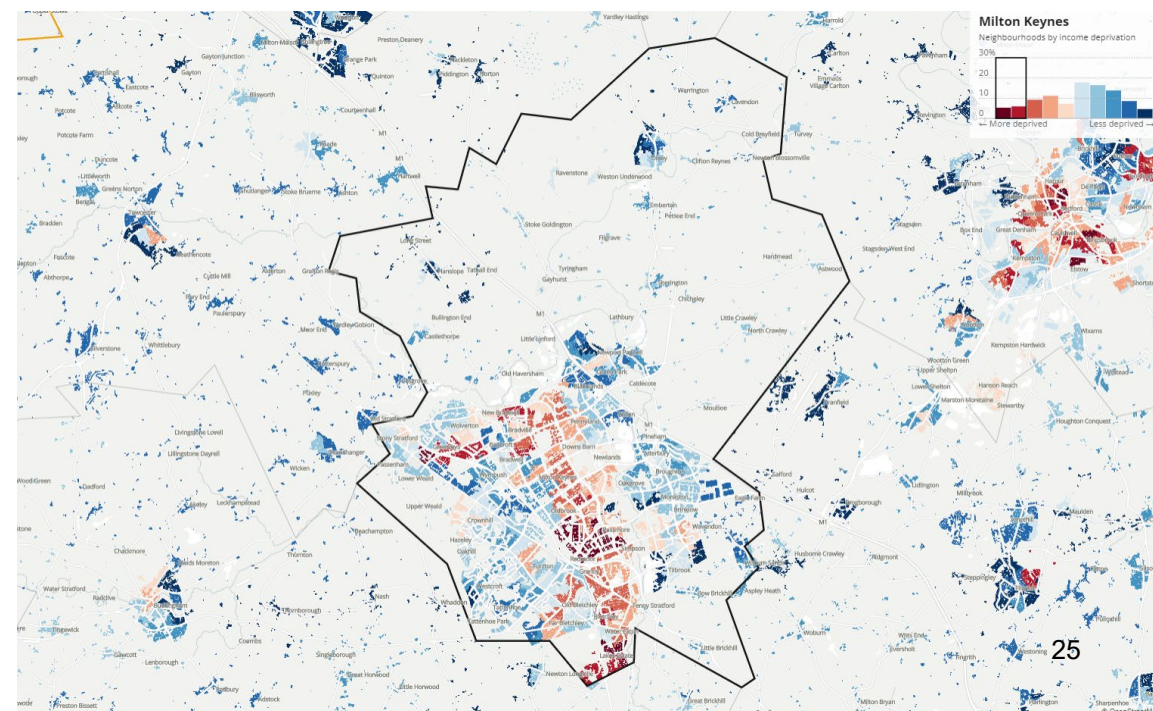
## Income deprivation in Milton Keynes

In **Milton Keynes**, **11.1%** of the population was income-deprived in 2019. Of the 316 local authorities in England (excluding the Isles of Scilly), Milton Keynes is ranked **148th most income-deprived**.



All measures used in this article are derived from the Indices of Multiple Deprivation produced by the Ministry of Housing, Communities and Local Government.

- 17 of the 152 neighbourhoods in Milton Keynes are amongst the 20% most deprived.
- These appear to cluster in the central south area of the Milton Keynes Region



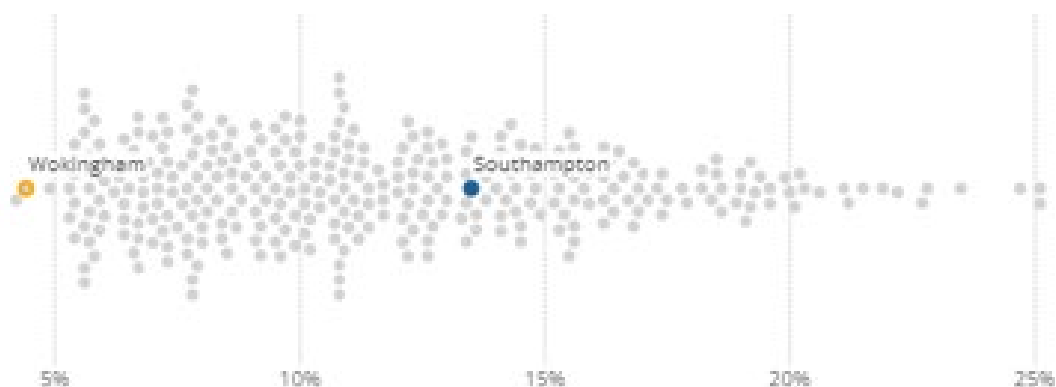


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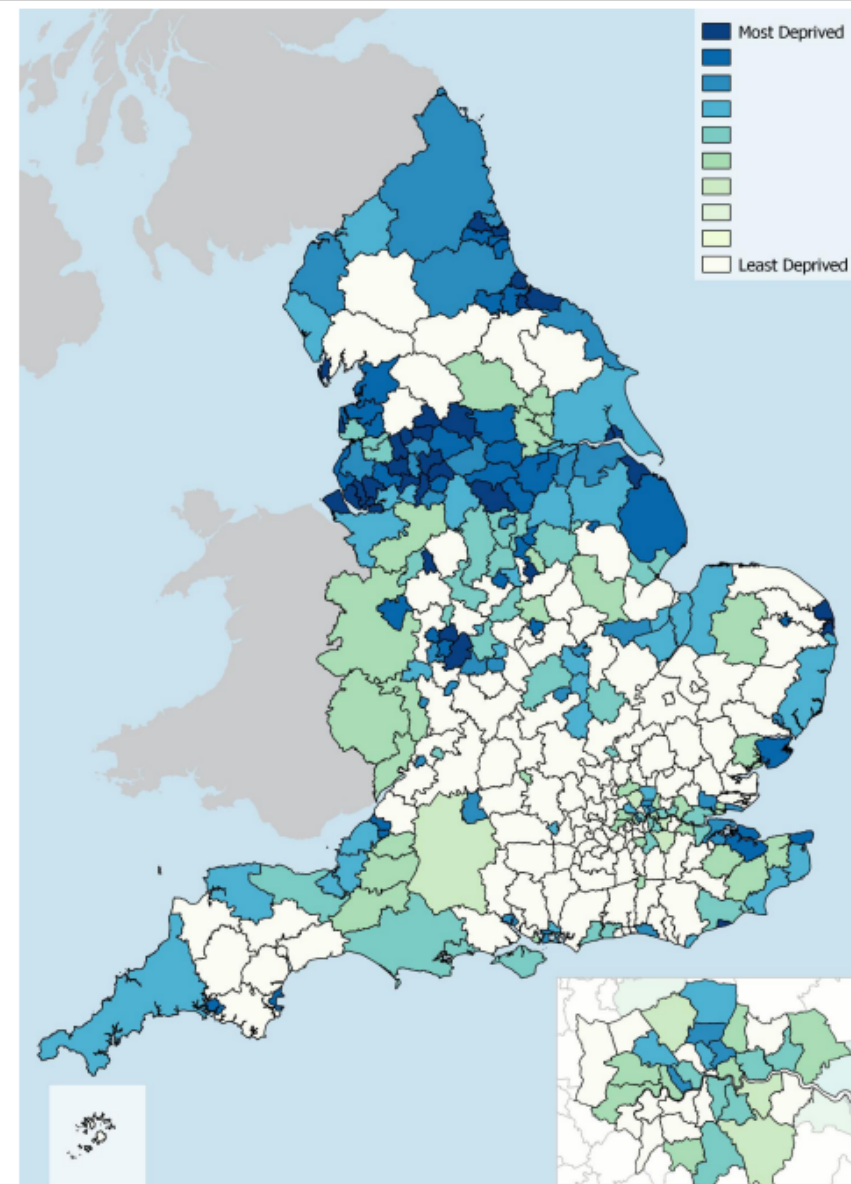
### Variation between most and least deprived areas in SCAS 999 area



English local authorities by percentage of people in income deprivation, 2019

All measures used in this article are derived from the Indices of Multiple Deprivation produced by the Ministry of Housing, Communities and Local Government.

Map 2: Distribution of the Index of Multiple Deprivation (IMD) 2019 by local authority based on the proportion of their neighbourhoods in the most deprived decile nationally



Note: there are 123 Districts with no Lower-layer Super Output Areas in the most deprived 10 per cent of areas. These areas score zero on this summary measure and are shown in the least deprived decile.



**South Central  
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NHS Foundation Trust

Thank you





**Enclosure 6**

<b>Meeting:</b>	<b>Council of Governors</b>
<b>Date of Meeting:</b>	<b>30 January 2023</b>
<b>Title of Paper:</b>	<b>Chief Executive Report</b>
<b>Presented by:</b>	Will Hancock, Chief Executive (supported by other relevant Executive Directors as appropriate)
<b>Paper for Debate, Decision or Information:</b>	For Information
<b>Main Aim:</b>	To update the Council of Governors on a range of issues and activities across the Trust.
<b>Summary of key points for consideration:</b>	The report presents a record of key activities undertaken in the period.
<b>Recommendations or Outcome Required :</b>	Council is invited to <b>note</b> the report for information.
<b>Previous Forum:</b>	Standing agenda item
<b>Statutory Requirements Met:</b>	Yes
<b>Contact in case of query concerning this paper:</b>	Michael Wood, Interim Director of Corporate Governance and Company Secretary



## CHIEF EXECUTIVE'S REPORT

### PURPOSE

The purpose of my report is to keep the Council of Governors updated on the latest issues and developments in the Trust.

### EXECUTIVE SUMMARY / TOP THREE ISSUES FOR BOARD ATTENTION

Three key issues I would like to highlight are:

- Great efforts have continued across the Trust with regard to phase one improvement work which has seen the substantive completion of the improvement programme, leading to phase two with a key focus on delivering our core vision: *To be an outstanding team, innovating and partnering to deliver world leading outcomes for our patients.*
- The winter period continues to be extremely challenging for the Trust and across the wider system, with the lowest ever level of response times being recorded nationally. Despite this, there has been some improvement in performance in recent weeks. However, 999 and NHS111 performance remains challenged, and in PTS performance, the Trust has insufficient capacity to meet demand, which has been made more acute as a consequence of on-going industrial action. Trust is striving to deliver the safest and most effective care possible to all of our patients, working closely partner organisations to minimise the impact on the patient experience.
- Recently we have been experiencing a number of difficulties with our core digital infrastructure. In 2021/22, significant investment was made in a replacement programme along with improvements to the network, due for delivery in March 2022. As a consequence of the global chip shortage, however, this has only recently been delivered and the Trust is still awaiting final dates for network lines. The result of these delays is that our systems are running on outdated equipment which is failing more regularly, particularly impacting on Patient Transport Service (PTS) and Business Intelligence (BI). The Executive are continuing to prioritise their focus on areas where the resilience of Trust systems can be improved.

### NATIONAL AND POLITICAL CONTEXT

NHSE issued the final National Oversight Framework, 2023-24 on 23 December 2022, following the Government's Autumn Statement which announced an extra £3.3bn for the NHS in both 2023/24 and 2024/25. Within the Framework, there is reference to some increased resources for Ambulance Services aimed at increasing capacity to support improvements in Category 2 average response times to 30 minutes, and to reduce handover delays to support the management of clinical risk across the system.

ICBs are asked to work with their system partners to develop plans to meet the national objectives set out in this guidance and the local priorities set by systems. System plans should be triangulated across activity, workforce and finance, and signed off by ICB and partner trust and foundation trust boards before the end of March 2023.

It has been announced that the Rt Hon Patricia Hewitt (a former Secretary of State for Health) will be leading a review of ICS oversight and governance, as part of a focus on greater local determination, transparency and assurance.

## **WITHIN SCAS**

During the period since the last Council meeting, I have attended various SCAS Leadership and all Staff Webinars and continued to hold weekly News & Views Teams calls with SCAS Leaders.

Specific events have included:

- providing the CEO's welcome at several corporate inductions;
- opening a new Rest Area in Bicester on 1 December;
- presenting Simeon Miller with SCAS 'Learner of the Year' Award on 12 December;
- providing the CEO's welcome at Oxford Brookes and Bucks New University 1st year student inductions on 9 January; and at Bournemouth University on 23 January;
- attending the Finance team's Away Day on 25 January.

Governors and Board members have continued to more visible within the Trust, with Governors undertaking ride-outs and in-person training on 18 January, at which it was pleasing to see all three new Governors in attendance. Non-Executive Directors have also undertaken various walkabouts, which is an important part of the leadership engagement programme.

The Trust continues to remain under the warning of enforcement from the CQC. Significant progress has been made against the objectives outlined in the *Patient Safety Improvement Plan*. Areas which currently present the highest risk to patients are the management of medical devices and equipment and safeguarding. These areas are being closely managed and mitigated, as reflected in the Corporate Risk Register and Board Assurance Framework (BAF).

Our financial performance for Month 8 remains broadly in line with the planned breakeven level. Our overall year-to-date financial position for performance reporting is a £58k deficit against the breakeven plan, set in the context of a challenging operating environment.

## **CONCLUSIONS AND RECOMMENDATIONS TO COUNCIL**

I would like to thank to everyone across SCAS community, staff and volunteers, for your continued hard work and dedication to the care of our patients and each other. Everyone plays an important role, whether directly through frontline services and Clinical Co-ordination Centres, or indirectly through the many and varied teams across SCAS, in ensuring we can continue to deliver our services for the benefit of our patients, staff and volunteers.

**Council is asked to note the report.**



**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	<b>Council of Governors</b>
<b>Date of Meeting:</b>	<b>30 January 2023</b>
<b>Title of Paper:</b>	<b>NHSE Guidance Addendum on System Working and Collaboration (October 2022)</b>
<b>Presented by:</b>	Michael Wood, Interim Director of Corporate Governance and Company Secretary
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	Following the publication of NHSE guidance issued to foundation trusts, to provide a report in respect of the role of Councils of Governors in the context of wider system working and collaboration.
<b>Summary of key points for consideration:</b>	The core statutory duties of the Council remain unchanged, but wider
<b>Recommendations or Outcome Required :</b>	Council is invited to <b>note</b> the report for information and guidance.
<b>Previous Forum:</b>	N/A
<b>Statutory Requirements Met:</b>	Yes
<b>Contact in case of query concerning this paper:</b>	Michael Wood, Interim Director of Corporate Governance and Company Secretary



## COUNCIL OF GOVERNORS MEETING: 30 January 2023

### NHSE GUIDANCE ADDENDUM

#### BACKGROUND

1. In October 2022, NHSE published the attached Addendum (see Annex I): **System working and collaboration: The role of foundation trust councils of governors. Addendum to Your statutory duties – reference guide for NHS Foundation Trust Governors**
2. The Addendum, which was produced following wide consultation, is intended to be read in conjunction with a revised Code of Governance for all provider trusts (setting out the principles of good corporate governance that trusts should seek to follow), and new guidance about good governance and collaboration.

#### SUMMARY OF ADDENDUM GUIDANCE

3. In summary, the Addendum provides helpful guidance for Governors on the impact of Integrated Care Systems (ICSs) and how Councils of Governors should carry out their statutory duties.
4. It is important to note that the core statutory duties of Governors (ie holding the non-executive directors to account for the performance of the board; representing the interests of members and public; and taking decisions on significant transactions), remain unchanged by the new Health and Care Act, but the context in which Governors undertake them is different.
5. The Addendum gives some helpful pointers and illustrative scenarios for Councils to consider as part of more collaborative system working. Provider trusts will increasingly be judged against their contribution to the objectives of their ICSs. There is an expectation that Councils will “**form a rounded view of the interests of the public at large**”, that is, beyond the constituency of every Trust. This is not a straightforward undertaking and will need to be considered by Council as it applies to the SCAS context.
6. The Addendum also suggests approaches to support better working between the Board and Council, information sharing being particularly important. Engagement with system partners (with Trust approval) is encouraged in order to provide Governors with greater awareness and understanding of the operating context. It is stressed, however, that when individual Governors operate separate to Council as a whole, they do so in a private capacity only.

#### CONCLUSION AND RECOMMENDATION TO THE COG

7. Council is invited to **note** the NHSE Addendum and this summary report.

Addendum to Your statutory duties –  
reference guide for NHS foundation trust  
governors

## System working and collaboration: role of foundation trust councils of governors

27 October 2022

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# Equality and health inequalities statement

Promoting equality and addressing health inequalities are at the heart of NHS England's values. Throughout the development of the policies and processes cited in this document, we have:

- Given due regard to the need to eliminate discrimination, harassment and victimisation, to advance equality of opportunity, and to foster good relations between people who share a relevant protected characteristic (as cited under the Equality Act 2010) and those who do not share it; and
- Given regard to the need to reduce inequalities between patients in access to, and outcomes from healthcare services and to ensure services are provided in an integrated way where this might reduce health inequalities.



# About this document

This addendum supplements existing guidance for NHS foundation trust governors and explains how the legal duties of foundation trust councils of governors support system working and collaboration.

## Key points

- This addendum is based on the existing statutory duties in the 2006 Act, and the principles regarding collaboration and system working in the June 2021 [Integrated care systems: design framework](#).
- To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the ‘public at large’.
- Updated considerations are set out in respect to the following legal duties of councils of governors: holding the non-executive directors to account, representing the interests of trust members and the public, and approving significant transactions, mergers, acquisitions, separations or dissolutions.
- This addendum only applies to a council of governors’ statutory role within its own foundation trust’s governance.

## Action required

- NHS England expects councils of governors to act in line with the principles in this addendum.

## Other guidance and resources

- [Integrated care systems: design framework](#)
- [Working together at scale: guidance on provider collaboratives](#)
- The wider suite of [Integrated care systems: guidance](#)

# 1. Introduction

This addendum to NHS England's [Your statutory duties: A reference guide for NHS foundation trust governors](#) (the guide for governors), originally published by Monitor, explains how the duties of NHS foundation trust councils of governors support system working and collaboration, and provides examples of good practice. It supplements (rather than replaces) the guide for governors, and the two documents should be used in conjunction.

The guide for governors lays out the statutory duties of NHS foundation trust councils of governors, as provided by the [National Health Service Act 2006](#) (the 2006 Act) and amended by the [Health and Social Care Act 2012](#). It is written for councils of governors (rather than trust boards). The legislation applies to councils of governors as a whole, not individual governors. Councils have no powers of delegation, so they can only take decisions in full council.

There is no change to the statutory duties for councils of governors, as outlined in the 2006 Act. For more details on any of the NHS foundation trust councils of governors' statutory duties and powers, please refer to the legislation or contact your trust secretary.

This addendum is based on the statutory duties in the 2006 Act and the principles regarding collaboration and system working in the June 2021 [Integrated care systems: design framework](#) and the Health and Care Act 2022. NHS England expects councils of governors to act in line with the principles in this addendum.

This addendum only applies to a council of governors' role **within its own foundation trust's governance**. It does not relate to the governance of the boards of integrated care boards (ICBs).

## 1.1 What has changed and why?

### Background

A great deal has changed since the guide for governors was last updated in August 2013. With the publication of the NHS Long Term Plan (a 10-year plan outlining the

future of the NHS) in January 2019, the NHS set out its ambition to develop new ways of working based on the principles of co-design and collaboration.<sup>1</sup>

These principles are not new to the NHS, as ‘working together for patients’ has been a core part of the NHS Constitution since 2012. However, the importance of different parts of the health and care system working together in the best interests of patients and the public has been starkly demonstrated during the COVID-19 pandemic. The immediate and long-term challenges facing the NHS, such as an ageing population, increased demand for services and health inequalities, can only be solved by organisations working together and putting patients, service users and populations at the heart of decision-making.

A key milestone in achieving this was the establishment of integrated care systems (ICSs) across England. ICSs bring local health and care organisations together to deliver the priorities for the health and care system, including complying with the triple aim of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources.<sup>2</sup> They do this over the defined geographical area, and depend on NHS organisations, local authorities and other partners that deliver health and care services working together to plan care that meets the needs of their population. This approach is often called ‘system working’.

The Health and Care Act 2022 has removed legal barriers to collaboration and integrated care and put ICSs on a statutory footing by establishing for each ICS:

- An integrated care partnership (ICP), a statutory joint committee of the ICB and the responsible local authorities in the ICS, bringing together organisations and representatives concerned with improving the care, health and wellbeing of the population. Each partnership has been established by the NHS and local government as equal partners and has a duty to develop an integrated care strategy proposing how the NHS and local government should exercise their functions to integrate health and care and address the needs of the population identified in the local joint strategic needs assessment(s).
- An ICB, which brings the NHS together locally, to improve population health and care; its unitary board allocates NHS budget and commissions services, and – having regard to the ICP’s integrated care strategy – produces a five-year joint

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<sup>1</sup> [NHS Long Term Plan](#), p110, 7.1.

<sup>2</sup> [Integration and innovation: working together to improve health and social care for all](#) p23, 3.11.

plan for health services and annual capital plan agreed with its partner NHS trusts and foundation trusts.

The ICP and ICB, together with other key elements of the new arrangements including place-based partnerships and provider collaboratives, will bring together all partners within an ICS.

As ICSs develop, organisations are not only expected to provide high-quality care and manage their own finances, but to take on responsibility for wider objectives relating to NHS resources and population health jointly with other providers. This means that system and place-based partnerships will plan and co-ordinate services in a way that improves population health and reduces inequalities.

The success of individual trusts and foundation trusts will increasingly be judged against their contribution to the objectives of the ICS, in addition to their existing duties to deliver safe, effective care and effective use of resources.<sup>3</sup> Trusts are also expected to avoid making decisions that might benefit their own institution but worsen the position for the system overall.<sup>4</sup>

## **Forming a rounded view in representing ‘the public’**

The 2006 Act provides councils of governors with their statutory duties. Within those duties, councils of governors are legally responsible for representing the interests of the members of the NHS foundation trust and the public.<sup>5</sup>

While the meaning of ‘the public’ is not specified in legislation, councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the public within the vicinity of the trust or those who form governors’ own electorates.

To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the ‘public at large’. This includes the population of the local system of which the NHS foundation trust is part. No organisation can operate in isolation, and each is dependent on the efforts of others.

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<sup>3</sup> [Integrated care systems: design framework](#), p30.

<sup>4</sup> [NHS Long Term Plan](#), p112, 7.9.

<sup>5</sup> Paragraph 10A(b) of Schedule 7 to the [NHS Act 2006](#).

While staff governors and patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public. Therefore, they are required to seek and form a view of the interests of the ‘public at large’.

This expectation also extends to appointed governors.<sup>6</sup> The continued expectation of appointed governors is that they will work to further the relationship between their own organisation and the NHS foundation trust, but do so within the context of the system, of which they are part.

There is no requirement for trusts to appoint a governor from an ICB; however, they are free to do so, if they wish.

## 2. Updated considerations for the statutory duties of councils of governors

**The statutory duties of councils of governors have not changed, and governors should not anticipate any material change to their day-to-day role.**

However, the NHS’ move to a new way of working will affect what councils of governors need to consider when performing their statutory duties. Councils of governors will need to be assured their foundation trust board has considered the consequences of decisions on other partners within their system, and the impact on the public at large.

This section provides clarity on the three statutory duties that will be most affected by the transition to system working, setting out additional considerations for each duty, that reflect the new context trusts are operating in:

- a. Holding the non-executive directors individually and collectively to account for the performance of the board of directors.
- b. Representing the interests of the members of the NHS foundation trust and the public.

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<sup>6</sup> At least one governor is required to be appointed by a qualifying local authority and at least one by a university if the hospitals include a medical or dental school provided by a university. A foundation trust can decide whether to have any further appointing organisations, specifying as such in its constitution.

- c. Approving ‘significant transactions’, mergers, acquisitions, separations or dissolutions.<sup>7</sup>

Chapter 3 of the guide for governors gives the complete statutory duties and powers of the council of governors.

## 2.1 General duties of the council of governors (Chapter 4 of the guide for governors)

### a. Holding the non-executive directors to account

#### What are the legal requirements?

The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors.

#### General considerations

The guide for governors stipulates: “Holding the non-executive directors to account for the performance of the board does not mean the governors should question every decision or every plan. The role of governors in ‘holding to account’ is one of assurance of the performance of the board.”<sup>8</sup> It suggests that the council of governors should therefore assess what it believes are the key areas of enquiry and provide appropriate challenge. These could be for example:

- due process is not being followed
- the interests of the members and of the public are not being appropriately represented
- the trust is at risk of breaching the conditions of its licence.

Councils of governors may not always agree with the decisions taken by the directors, and directors do not always have to adhere to the council’s preferences. However, the board of directors, as a whole, does have to give due consideration to the views of the council of governors, especially in relation to matters that concern the interests of the members of the NHS foundation trust and the public.<sup>9</sup>

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<sup>7</sup> [Your statutory duties – a reference guide for governors](#), p19.

<sup>8</sup> [Your statutory duties – a reference guide for governors](#), p28.

<sup>9</sup> Ibid.

Chapter 4, section 4.1 of the guide for governors gives a complete description of this duty.

### **What is the role of councils of governors?**

Overall responsibility for running an NHS foundation trust lies with the board of directors, and the council of governors is the collective body through which directors explain and justify their actions. Holding to account is therefore not about the performance of individual directors, nor performance management of the board – that is, the council's role is as follows:

1. To consider the board's account of its performance against the criteria that the council has agreed with the board and based on the conditions in the provider licence.
2. To question the board on its account and feedback in a considered manner based on the evidence presented (asking for more evidence if necessary and reasonable).
3. In extreme cases, to raise difficult issues and, after listening to the account of the board, to consider contacting NHS England if it forms a reasonable belief that the trust is in danger of breaching the terms of its licence.

### **Updated considerations for governors to discuss with their trust's board regarding system working**

1. The success of an individual foundation trust will increasingly be judged against its contribution to the objectives of the ICS. This means the board's performance must now be seen in part as the trust's contribution to system-wide plans and their delivery, and its openness to collaboration with other partners, including with other providers through provider collaboratives. In holding non-executive directors to account for the performance of the board, NHS foundation trust councils of governors should consider whether the interests of the public at large have been factored into board decision-making, and be assured of the board's performance in the context of the system as a whole, and as part of the wider provision of health and social care.

Councils of governors are permitted to demonstrate the interests of the public at large to the board if they feel that the board is not operating in the public's

interests. (For further detail, please see Section 2.1b: Representing the interests of trust members and the public.)

2. Consideration should also be given to how the trust board's decision-making complies with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources, as well as the role the trust is playing in reducing health inequalities in access, experience and outcomes.
3. The statutory duties of councils of governors have not changed, and the relationship of councils of governors remains with their own foundation trust board, the ICB or any other part of the system(s) their trust operates in. It remains the case that if governors are acting outside the context of a council meeting they do so solely as individuals, ie outside their statutory role as governor.

### **Illustrative scenario 1: A council of governors considers the role the NHS foundation trust has played within the ICS in holding the non-executive directors to account for the performance of the board**

To hold the non-executive directors to account, the council of governors may already have a number of approaches in place, including:

1. Observing the contributions of the non-executive directors at board meetings and during meetings with governors.
2. Gathering information on the performance of the board against its strategy and plans.
3. Receiving the trust's quality report and accounts and questioning the non-executive directors on their content.

These allow the council of governors to determine its key areas of concern and provide appropriate challenge.



The council of governors is mindful that NHS England has now set a clear expectation that NHS foundation trusts will collaborate effectively with system partners to co-design and deliver plans, and that the failure of a trust to do so may be treated as a breach of governance licence conditions.

To form a view about the trust's contribution to system performance and development, the council of governors may need to adapt its approaches.

1. Seeking to understand the arrangements for the trust's contribution to shared planning and decision-making forums – eg system and place-based arrangements and provider collaboratives – and how the interests of patients and the public are considered.
2. Requesting information on the ICP's integrated care strategy and the ICB's five-year joint plan from the board to understand how the trust's plans relate to overarching system development.
3. Requesting information on the ICB's performance from the board to understand how the trust's performance relates to that of its system.
4. Receiving assurance from non-executive directors that the board's decisions comply with the triple aim duty – better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources – and have the opportunity to question the non-executive directors about this.

The trust is expected to ensure that the council of governors is provided with appropriate information, and that the governors are given opportunities to meet the board to raise questions about the trust's role within the system, or systems, of which it is part.

## **b. Representing the interests of trust members and the public**

### **What are the legal requirements?**

Under the 2006 Act, councils of governors have a duty to represent the interests of the members of the NHS foundation trust and the public.

## General considerations

The general duty to represent the interests of members and the public includes (but is not limited to) all other statutory duties that councils of governors are expected to fulfil, and should underpin all elements of their role as outlined in the guide for governors and the NHS foundation trust's own constitution. The council of governors should therefore interact regularly with the members of the trust and the public to ensure it understands their views, and to clearly communicate information on trust and system performance and planning in return. However, governors should take care to disclose only those matters that the trust considers non-confidential.<sup>10</sup>

Councils of governors must be mindful that a number of different bodies and organisations (such as Healthwatch) represent the interests of the public, and governors should therefore work collaboratively with one another and with other representative bodies, to ensure that the public has been as broadly represented as possible.

It should be noted that while staff, patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public at large.

Chapter 4, section 4.2 of the guide for governors gives a complete description of this duty.

### **Updated considerations for governors to discuss with their trust's board regarding system working**

1. Each ICB will be expected to build a range of engagement approaches into its activities at every level, and to prioritise engaging with groups affected by health inequalities in access, experience and outcomes, in a culturally competent way. This will be supported by a legal duty for each ICB to make arrangements to involve patients, unpaid carers and the public in planning and commissioning arrangements, and by a continuation of existing foundation trust duties relating to patient and public involvement, including the role of foundation trust governors.
2. Councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the

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<sup>10</sup> [Your statutory duties – a reference guide for governors](#), p31.

public within the vicinity of the trust or those who form governors' own electorates. To discharge this statutory duty, councils of governors are required to take account of the interests of the 'public at large'. This includes the population of the local system of which the trust is part.

3. **There is no expectation that the way governors undertake this duty should materially change.** However, councils of governors should be assured that their trust is engaging widely, and when engaging with the public themselves, councils of governors need not limit their engagement to the public and patients in their electorate or personal networks. They may also work with their board to consider how best to engage with other bodies and organisations in their system that represent the interests of the public at large (such as voluntary sector organisations and Healthwatch). Governors must also adhere to their trust's communications or media policies when engaging and communicating with the public.
4. In some cases, councils of governors will need to consider the interests of patients and the public in other parts of their system and beyond their own ICS. This can be because the trust:
  - a. is located within a large ICS or is geographically distant from other system partners
  - b. has a specialist service footprint
  - c. is near a geographical boundary and may provide services to members and patients from other ICSs

Governors should work with their board to consider how to represent the interests of the public across a wide geographical footprint or in other ICSs.

## **Illustrative scenario 2: An NHS foundation trust and its council of governors work together to strengthen mechanisms by which the council of governors can consider the views of the wider public**

The council of governors may already have various ways through which it engages with members and the public. These may include governor drop-in events where members and the public can meet governors, a dedicated page on the foundation trust's website to share information and surveys to gather members' and the public's views. The council of governors may also have agreed routes for feeding views back to the board, such as regular reports or presentations at council meetings.

To strengthen mechanisms to consider the views of the wider public, the council of governors should take additional steps:

1. Working with the trust to use technology to engage with members and the public. This could include adding to face-to-face interactions with virtual engagement via online events, which could improve accessibility for some patient cohorts and the public.
2. Considering how it can engage with other stakeholders that have a role in promoting the interests of patients and the public, eg local branches of Healthwatch and voluntary sector organisations. Governors may also work with their trust to build relationships with organisations that can help gather the views of seldom heard groups.
3. Asking for information on how the trust intends to address health inequalities in both its own plan and contributing to that for the wider system. This could be supplemented as appropriate with the population health data (eg demographics and deprivation data) that underpins the ICB's planning, including the identification of unmet need. This helps the council of governors understand the impact of action taken by the trust to address health inequalities.
4. If the trust's footprint is wide, or even extends beyond its ICS (because it sits in a large ICS, provides specialist services or sits on a geographical boundary), the council of governors might work with its board to consider how best to represent the interests of members and the public; for example, by:

- a. being aware of how the trust's services are used and accessed
- b. being assured that the trust has considered the impact of any changes or decisions on the public using its services, irrespective of what system they are in
- c. being assured that the trust has assessed the impact of its decisions on the care being provided to patients across the ICS.

## 2.2 Taking decisions on significant transactions, mergers, acquisitions, separations and dissolutions (Chapter 10 of the guide for governors)

### c. Approving significant transactions, mergers, acquisitions, separations or dissolutions

Chapter 10 of the guide for governors explains what a 'significant transaction' is.

It may also be helpful to refer to Appendix 10: Legal and regulatory requirements for transactions of the [Transactions guidance](#)<sup>11</sup> for a more detailed and operational definition.

#### What are the legal requirements?

Under the 2012 Act:

- **More than half the members of the full council of governors of the trust voting** need to approve the foundation trust entering into any significant transaction, as specified in the trust's constitution. This means more than half the governors who are in attendance at the meeting and who vote at that meeting.
- **More than half the members of the full council of governors** must approve any application by the foundation trust to merge with or acquire another trust, to separate the trust into two or more new NHS foundation trusts or to dissolve the trust. This means more than half the total number of governors, not just half the number who attend the meeting at which the decision is taken. If the other party

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<sup>11</sup> Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

to the proposed transaction is also an NHS foundation trust, more than half the governors of that foundation trust must also approve the transaction.<sup>12</sup>

### **What are councils of governors asked to take a decision on?**

The 2006 Act states that the foundation trust's constitution "must provide for all the powers of the organisation to be exercisable by the board of directors on its behalf".<sup>13</sup> As such it is the board of directors that must decide whether a transaction should proceed.

Councils of governors are responsible for assuring themselves that the board of directors has been thorough and comprehensive in reaching its decision to undertake a transaction (that is, has undertaken due diligence), and that it has appropriately considered the interests of members and the public as part of the decision-making process.<sup>14</sup> As long as they are appropriately assured of this, governors should not unreasonably withhold their consent for a proposal to go ahead.<sup>15</sup> They should consider the implications of withholding consent in terms of the key risks the transaction was designed to address.

Given councils of governors have no power of delegation, they can only make decisions in full council. Hence, they should attempt to reach a consensus based on the broad views of the council members. In common with boards of directors, they should not allow themselves to be unduly influenced by the views of individuals, but instead should attempt to ensure that all voices are heard and considered.

The council of governors must obtain sufficient information from the board of directors on the proposed significant transaction, merger, acquisition, separation or dissolution to make an informed decision.<sup>16</sup>

Chapter 10 of the guide for governors gives a more complete description of this duty.

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<sup>12</sup> [Your statutory duties – a reference guide for governors](#), p60.

<sup>13</sup> Paragraph 15(2) of Schedule 7 to the [NHS Act 2006](#).

<sup>14</sup> [Your statutory duties – a reference guide for governors](#), p63–4.

<sup>15</sup> Ibid.

<sup>16</sup> Ibid.

### **Updated considerations for governors to discuss with their trust's board regarding system working**

1. Governors need to be assured that the process undertaken by the board in reaching its decision was appropriate, and that the interests of the 'public at large' were considered. A council can disagree with the merits of a particular decision of the board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the council of governors would need to establish that appropriate due diligence was either not undertaken or properly factored into decision-making.
2. All transaction proposals need to demonstrate a clear case for change to meet NHS England's assurance requirements, including how they will result in material improvements to the quality of services. Benefits arising from the transaction could be for the patients served by the trust or the wider public, eg by impacting patients of other providers or reducing health inequalities across the population. In the context of the NHS' new way of working, this means that councils of governors may well be expected to consent to decisions that benefit the broader public interest while not being of immediate advantage to or creating some level of risk for their NHS foundation trust. Consent should not be given for decisions that benefit the NHS foundation trust without regard to the effect on other NHS organisations, or the overall position of a wider footprint such as an ICS.

### **Illustrative scenario 3: A council of governors approves a significant transaction that may not immediately benefit the individual trust but overall does benefit the population of the wider ICS**

The council of governors provides consent because the board has adequately assured it that the appropriate process has been followed.

This significant transaction may not immediately benefit the individual NHS foundation trust but overall is expected to benefit the population of the wider ICS. Some governors disagreed with the merits of the board's proposed transaction, but the full

council gave consent because all processes have been followed, the interests of the public at large have been considered and assurance has been received.

To reach this decision:

1. The board provided the council of governors with appropriate information on the proposed transaction, including the benefits for patients and the public in the wider ICS, and the impact on quality of services, system performance and the system's financial position.
2. The board was open about any risks and opportunities for the NHS foundation trust and how these would be addressed.
3. The board provided evidence that the interests of the public were appropriately considered, and effective engagement processes were followed. The council of governors was given the opportunity to challenge the processes and to ask the non-executive directors questions around any key areas of concern.

## 3. Working with the board

This section contains suggested approaches to support better working between the council of governors and the board, along with examples of developmental activities already underway across trusts.

### 3.1 Building relationships and understanding roles

#### Key relationships

- Trust secretary/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board and/executive directors
- Foundation trust members



## Practical tips

Governors will receive an induction from their organisation. They should familiarise themselves with the following documents, along with any others their trust secretary, membership manager or anyone in a governor liaison role signposts them to:

- trust's constitution
- Code of Conduct
- confidentiality and data protection policies
- conflict of interest policies
- communications policy
- Nolan principles.

These documents help governors understand the principles and processes by which their trust is governed, outline the composition and general duties of the board, and set out expectations of governor conduct.

It is important that trust boards and their governors act in line with the Nolan principles and are open and transparent with one another. Doing so creates a better environment for challenging conversations.

For more information please refer to Chapter 2 of [Your statutory duties: A reference guide for NHS foundation trust governors](#) which outlines the governance structure of NHS foundation trusts. Please also see your trust's own constitution for information that is specific to your own organisation.

## 3.2 Supporting governors to fulfil the duties of a council of governors

### Key relationships

- Trust secretaries/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board/executive directors

## Expectations: communications and engagement

Governors can expect to attend a variety of meetings organised by the trust, which intend to help inform their decision-making, and to support governors in fulfilling their duties. Formally, this will include council of governor meetings and annual members meetings. Governors should also be encouraged to attend public trust board meetings. The trust may also organise other meetings or forms of engagement such as:

- informal meetings such as Q&As with the chief executive or chair, and workshops with the non-executive directors or board
- regular briefings to members and governors from the chief executive or chair
- ad-hoc briefings or dissemination of information as an issue arises
- non-executive director updates at council of governor meetings.

The board should engage early with the governors about transaction plans. From the outset directors and governors should agree a process for engagement on the transaction, to include:

- the content and timing of information to be provided to governors and any training needs
- how the views of members will be sought and stakeholders kept informed
- how governors can get involved with developing the future governance model, eg by working on the constitution for the post-transaction foundation trust.<sup>17</sup>

## 3.3 Supporting governors to understand their duties in the context of ICSs and system working

### Key relationships

- Trust chair
- Trust chief executive officer
- Trust board secretary/membership manager and governor liaison role

## Expectations: communications and engagement

- The trust's chair should facilitate engagement between the ICB, the ICP and the trust's council of governors.

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<sup>17</sup> Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

- The trust should also ensure governors are updated in a timely way on system plans, decisions and delivery.
- The trust should ensure governors receive information on the ICP's integrated care strategy and the ICB's five-year forward plan, as decisions and aspects of delivery that directly affect the trust and its patients.
- The council of governors should consider how it can support its board to engage with patients and the community across the geography of the ICS.

There is no agreed way that a trust should do this. Suggestions based on existing examples are:

- Attending public trust board meetings to listen to the discussion on ICS arrangements. This should also indicate whether the board is acting in the wider public interest and provides an opportunity to hear the types of questions non-executive directors are asking in this respect.
- Board members providing ICS updates at council meetings to ensure that governors are well informed and have an opportunity to ask questions.
- Governor engagement sessions arranged by the ICB or ICP to update on progress in the delivery of system plans.
- The chair cascading key messages after an ICP or ICB meeting.

## Practical tips

Your trust should work with governors to understand the following:

- What is the foundation trust's ICS footprint?
- Who are the key partners in the system?
- What is the membership of the ICP?
- What is the membership of the board and committees of the ICB?
- How is the trust contributing to the ICS, and what is the impact of the ICS on existing trust plans?
- How is the trust's decision-making complying with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources?
- How can the council of governors support the trust in leading in or contributing to its ICS?

- How can the council of governors best communicate the ICS plans to the trust members and public?

## 4. Further information

For national context:

- [NHS Long Term Plan](#)
- [Integration and innovation: working together to improve health and social care for all](#)
- [Integrated care systems: design framework](#)

Relevant NHS England guidance:

- [Statutory transactions guidance](#)
- [Guidance on pay for very senior managers in NHS trusts and foundation trusts](#)
- [NHS Oversight Framework 2022/23](#)
- [Guidance on good governance and collaboration](#)

Other resources for governors:

- Govern Well – [NHS providers' national training programme for governors](#)

NHS England  
Wellington House  
133-155 Waterloo Road  
London  
SE1 8UG

This publication can be made available in a number of alternative formats on request.

## **COG update**

**30 January 2023**

## **Governor engagement update**

### **Your Health Matters public talk**

Mark Ainsworth-Smith, Consultant Pre-Hospital Care Practitioner, joined Dr. Sam Dawkins, Consultant Interventional Cardiologist, Oxford University Hospitals, gave a talk on heart health at our first face-to-face public talk since before the pandemic, in collaboration with Oxford University Hospitals on Tuesday 18 October. Loretta Light, Public Governor introduced the talk. Our CFRs were on hand to demonstrate CPR alongside Here's for Health, from the JR. 58 people booked and attended.

### **Blue Light Day, Beaulieu**

SCAS joined up with emergency services at Beaulieu on 23 October at a Blue Light Day to share information with the public about what we do. Thanks to Chas McGill who made it happen. Over 2000 people attended.

## **Governors**

- **Loretta Light**
- A walk around with NED, Nigel Chapman, on September 13th at Kidlington Resource Centre.
- Lecture to two Patient Participation Groups from General Practice in Wantage on September 29th.
- Lecture to Wantage and Grove U3A on October 18th.
- Contact with the 41 club, Oxfordshire WIs and Ladies Rotary
- 12-hour ride out with a crew from Didcot on October 27th.
- Chaired Your Health Matters public talk
- **David Wesson**
- Attended Your Health Matters public talk
- **Frank Epstein and David Lockett**
- Attended Blue Light Day, Beaulieu, coordinated by **Chas McGill**
- **Anne Crampton**

- Involved with an initiative to engage with under-represented groups in Rushmoor
- **Andy Bartlett**
- Informal conversation with U2A Walking group 25th November
- **Helen Ramsay**
- Attended SCAS recruitment day in Bicester on 8<sup>th</sup> October
- Mark Ainsworth-Smith very kindly made special mention of the more subtle signs that women often develop when they have a heart attack, in the heart talk that he put together and delivered in Oxford as part of Heart Health, Your Health Matters public talk
- Promoted Heart Health, Your Health Matters public talk to my local village area
- Visited Bicester EOC on 15<sup>th</sup> November and learnt a lot about the roles of call handlers, dispatchers and the clinical support teams.
- Reached out to local colleagues from over the past several years to talk about what SCAS does, the challenges and the role of public governor and several are now new members and more engaged with SCAS
- Through Nigel Chapman (my NED buddy), made a new contact with Asylum Welcome and scheduled a meeting early in the New Year to find a way to engage more with Asylum Welcome and its members in 2023
- **Hilary Foley**
- 23 Sept Live Well Somerstown
- 1 Oct Party for Somerstown
- 8 Oct Party for Cosham
- 9 Oct Ambulance Rideout
- 15 Oct Party for Hilsea

## **Online surgeries**

Loretta Light will pilot on online surgery in the spring. The surgery will be promoted on SCAS social media and SCAS member's e-bulletin. It will give members and the public at large to meet Loretta online and share any compliments, complaints and feedback to help SCAS improve our services.

## **Roadshow**

Governors will be joining SCAS on tour recruitment roadshow as part of our mobile membership event. We hope to collaborate with recruitment again late this year if it goes well. We will be supporting recruitment, promoting membership and receiving feedback on SCAS. We will be showing patient stories on board the ambulance.

- Saturday 21 January
- Newbury
- Helen Ramsay
  
- Saturday 28 January
- Otterbourne
- Chas McGill
- Loren Bennett
- David Lockett
  
- Saturday 4 February
- Portsmouth
- Andy Bartlett
- Hilary Foley
- Mark Perryman (stand by)
  
- Saturday 11 February
- Oxford
- Loretta Light
  
- Saturday 18 Feb High
- Wycombe
- Ian Sayer
  
- Sunday 26 Feb
- Milton Keynes
- Mike Appleyard

## **Governor elections update**

This year's Governor elections recruited 4 x Public Governors, 3 x Staff Governors and 1 x CFR Governor.



	<b>Bucks</b>	<b>Berks</b>	<b>Hampshire</b>	<b>Oxfordshire</b>	<b>Rest of England and Wales</b>
<b>Vacancies</b>					
	1 x vacancy	3 x vacancies	1 x vacancy	1 x vacancy	1 x vacancy
<b>Results</b>					
	No valid nominations received	Uncontested	Contested	Contested	No valid nominations received
	1 x vacancy	Mark Davis	Hilary Foley	Helen Ramsay	1 x vacancy
		John Baldwin			
		1 x vacancy			

<b>Corporate</b>	<b>NHS 111</b>	<b>999 Operations South</b>	<b>CFR</b>
<b>Vacancies</b>			
1 x vacancy	1 x vacancy	1 x vacancy	1 x vacancy
<b>Results</b>			
Contested	Uncontested	Uncontested	Contested
Alan Weir	Tariq Khan	Daniel Banfield	Tim Ellison

Please see appendix for Governor Election Engagement and Communication Campaign.

### Digital population data

Margaret Eaglestone worked with Simon Mortimore and Vivienne Parsons to compare and contrast SCAS 999 demand with local population data which will support targeted engagement in the areas where it is most needed to address health inequalities and share information on access to services. Please see appendix for Simon Mortimore's presentation given at the MEC.



**Enclosure 8**

<b>Meeting:</b>	<b>Council of Governors</b>
<b>Date of Meeting:</b>	<b>30 January 2023</b>
<b>Title of Paper:</b>	<b>Membership and Engagement Update</b>
<b>Presented by:</b>	<b>Mark Davis, Deputy Lead Governor</b> <b>Margaret Eaglestone, Stakeholder and Engagement Manager</b>
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To update on the membership and engagement work.
<b>Summary of key points for consideration:</b>	The report presents a record of key activities undertaken in the period.
<b>Recommendations or Outcome Required :</b>	Note
<b>Previous Forum:</b>	Standing agenda item – a report is provided at every formal CoG meeting held in public
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Margaret Eaglestone, Stakeholder and Engagement Manager



<b>Meeting:</b>	<b>Council of Governors</b>
<b>Date of Meeting:</b>	<b>30 January 2023</b>
<b>Title of Paper:</b>	<b>Lead Governor's Report</b>
<b>Presented by:</b>	<b>Barry Wood, Lead Governor</b>
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To present a report from the Lead Governor, highlighting key activities undertaken since the previous CoG meeting.
<b>Summary of key points for consideration:</b>	The report presents a record of key activities undertaken by the Lead Governor, Barry Wood, since the previous CoG meeting on 6 October 2022
<b>Recommendations or Outcome Required :</b>	Note
<b>Previous Forum:</b>	Standing agenda item – a report is provided at every formal CoG meeting held in public
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Michael Wood, Company Secretary



**LEAD GOVERNOR'S REPORT**

**REPORT FROM LEAD GOVERNOR - BARRY WOOD**

- 1 The following is a record of key activities undertaken by the Lead Governor since the papers for the last Council of Governors (CoG) meeting (6 October) were issued:

6 October	Attended the formal Council of Governors (CoG) meeting
11 October	Council of Governors and Board Workshop
10 November	Unable to attend Extra ordinary meeting
7 December	Attended Extra Ordinary meeting of the Council of Governors
9 January	Meeting with the Assistant Company Secretary to set CoG agenda
  
- 2 I would be more than happy to answer any questions that Governors may have in relation to the above meetings.

**Barry Wood**  
**Lead Governor**  
**24 January 2023**

**Email:** Barry.Wood@Cherwell-DC.gov.uk



**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	<b>Council of Governors</b>
<b>Date of Meeting:</b>	<b>30 January 2023</b>
<b>Title of Paper:</b>	<b>CoG Development Action Plan Update</b>
<b>Presented by:</b>	Michael Wood, Interim Director of Corporate Governance and Company Secretary
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To present an update on progress with the implementation of the CoG Development Action Plan
<b>Summary of key points for consideration:</b>	An update on progress with implementing the CoG Development Action Plan is presented at every CoG meeting.
<b>Recommendations or Outcome Required :</b>	Council is asked to <b>note</b> progress with implementing the action plan.
<b>Previous Forum:</b>	N/A
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Michael Wood, Interim Director of Corporate Governance and Company Secretary



**COUNCIL OF GOVERNORS MEETING: 30 January 2023**

**COG DEVELOPMENT ACTION PLAN UPDATE**

**BACKGROUND**

1. At the last Council meeting held on 6 October 2022, Governors received a progress report in respect of the approved CoG Development Action Plan, 2022/23. This report provides a further update on progress as reported at the last meeting.
2. A copy of the updated Action Plan is set out at **Appendix A**.

**COG DEVELOPMENT ACTION PLAN UPDATE**

3. As considered at the October meeting, progress with **Action 2: alternative options for Governors to observe shifts/understand the different roles within SCAS**, had been impeded due to rising Covid-19 cases at that time. In the interim period, and in the light of industrial action, it has so far not been possible to facilitate observational shifts for Governors with frontline crews and in our call centres. However, it is the Trust's intention to support the delivery of this Action between March and July 2023.
4. **Action D1: NED/Governor buddy walk-arounds**, this Action had re-commenced but was similarly delayed due to the Covid-19 situation referred to above. With the appointment of two new NEDs to the Board, and several new Governor appointments, the 'buddying' system is being reviewed and refreshed. The intention is that walk-arounds will commence from February 2023.
5. Other Actions that have been progressed include the following:

**Action A1: format of future CoG meetings and workshop** - Governors discussed the feasibility of in-person meetings moving forward, exploring holding meetings at different times of the day (pm and evenings). It was felt that this could ensure more time for discussion in order to achieve consensus, and help with understanding the socio-economic profile of geographic constituents.

**Action B1: possibility of a Board meeting being held in the evening** – this is under active consideration with a later start for the July 2023 in-person Board meeting being a possible option (ie the Part 2 Board meeting could be held in office hours, with Part 1 following, subject to discussion with the Executive).

**Action E2: plans for the Annual Members' Meeting and engagement event** – as considered by the Membership & Engagement Committee (MEC) previously in relation to the AMM, the option of holding a separate event for engaging with members in Spring of 2023 is being considered. Governors will be kept fully informed of developments.

**CONCLUSION AND RECOMMENDATION TO THE COG**

6. Council is asked to **note** this progress report.

Actions	Timescale	Lead
<b>A - CoG Meetings, Workshops &amp; Papers (positivity rating – 95%)</b>		
The format of future CoG meetings/workshops to be considered by the new Chair and Company Secretary, taking into account COVID restrictions and other factors such as financial, environmental and team building/dynamics	On-going	CS/Chair
<b>B - Board Meetings (positivity rating – 77%)</b>		
To help potentially improve Governor attendance/participation, consideration to be given to holding one meeting per annum in the evening	On-going	CS/Chair
<b>C - Skills, Training and Development (positivity rating – 98%)</b>		
We will continue the briefing and Q&A sessions, and will introduce a Governor mentoring scheme to support/develop newly-elected and appointed Governors. Note: a facilitated Governors' Workshop was held on 18 January 2023	January 2023	CS
Establish alternative options (utilising technology) for Governors to observe shifts or to understand the different roles within SCAS*	May 2021	CS
<b>D - NED / Governor Buddying (positivity rating – 98%)</b>		
NED / Governor buddy walkarounds – 1 per year (for information awareness rather than compliance)* It is proposed to schedule walkarounds from February 2023 onwards.	February 2023 onwards	CS
<b>E – Engagement (positivity rating – 75%)</b>		
Governors were provided with advice and guidance on how to support the Election Campaign 2022, which was reviewed at the MEC on 24 January.		
Following the 2022 Governor Survey, MEC reviewed key findings and considered a draft Engagement Strategy at the above meeting. A Working Group has been established to deliver an annual membership event. It is not necessary to organise an AMM as the AGM is sufficient for governance purposes. Collaboration is taking place with Recruitment in order to promote membership as part of the Trust roadshow. Further membership and public engagement roadshow events may be held later in the year.	January 2023 onwards	ME



Actions	Timescale	Lead
Discussions are on-going in respect of holding an engagement workshop with COG. The presentations at MEC and CoG in January 2023 on SCAS 999 & 111 Demand and Population Data will provide an excellent framework for engagement with under-represented populations. This supports our engagement strategy and recent NHSE guidance which recommends greater public engagement.	On-going	ME
<b>F – CoG Committees (positivity rating – 87%)</b>  1. To help develop the understanding/awareness of those who are not members of a particular committee, we will introduce a new Committee Annual Report; this will summarise the work undertaken by the committee during the past year and present an overview of planned work for the coming year. This will be presented as part of the Annual Members Meeting.	On-going	CS
<b>G – Misc</b>		
Visit other high-performing CoGs – what learnings can be taken from other CoGs good governance (or from poor practice)*	On-going	CS

Chair	Keith Willett	CS	Michael Wood	ME	Margaret Eaglestone
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\* outstanding action carried forward from the CoG Development Action Plan for 2021

Completed	In-Hand	Delayed by Covid / rolled over
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**Enclosure 12a**

<b>Meeting:</b>	<b>Council of Governors</b>
<b>Date of Meeting:</b>	<b>30 January 2023</b>
<b>Title of Paper:</b>	<b>Election communications and engagement campaign 2022</b>
<b>Presented by:</b>	<b>Margaret Eaglestone, Stakeholder and Engagement Manager</b>
<b>Paper for Debate, Decision or Information:</b>	For information
<b>Main Aim:</b>	To report on the communication and engagement campaign undertaken for the 2022 Council of Governors elections.
<b>Summary of key points for consideration:</b>	
<b>Recommendations or Outcome Required :</b>	Note
<b>Previous Forum:</b>	Membership and Engagement Committee
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Margaret Eaglestone, Stakeholder and Engagement Manager



## **Governor elections 2022 communications and engagement campaign**

### **Executive summary**

The Governor election campaign was launched in May through to the nominations and elections, with results published in 2022.

The campaign was aimed to promote the Governor elections to public, staff and CFRs and encourage nominations and participation in the ballot.

Two Governor workshops were held on line to share information on the elections and how to apply and a multimedia campaign was delivered to promote the elections.

Multimedia was used to increase exposure of the campaign and increase involvement. This included members e-bulletin, SCAS social media, SCAS online, SCAS events in person, Yammer, SCAS hub, SCAS staff and public Governors, team leaders, digital and hard copy flyers, films, workshops and presentations.

We ensured that that the campaign was inclusive and accessible using images and captions to express the qualities required to become a Governor.



**WE NEED YOU!**



# Are you an innovator?

Be a governor [www.scas.nhs.uk/elections/](http://www.scas.nhs.uk/elections/)



Four public Governors were elected, three staff Governors and one CFR. Three vacancies remain, one in BUCKS, one in BERKS and one in the new constituency, Rest of England and Wales

### Public

<b>Berkshire</b>	<b>Bucks</b>	<b>Hampshire</b>	<b>Oxfordshire</b>	<b>Rest of England and Wales</b>
<b>Vacancies</b>				
3 x vacancies	1 x vacancy	1 x vacancy	1 x vacancy	1 x vacancy
<b>Results</b>				
Uncontested	No valid nominations received	Contested	Contested	No valid nominations received
Mark Davis	1 x vacancy	Hilary Foley	Helen Ramsay	1 x vacancy
John Baldwin				
1 x vacancy				

### Staff and CFR

<b>Corporate</b>	<b>NHS 111</b>	<b>999 Operations South</b>	<b>CFR</b>
<b>Vacancies</b>			
1 x vacancy	1 x vacancy	1 x vacancy	1 x vacancy
<b>Results</b>			
Contested	Uncontested	Uncontested	Contested
Alan Weir	Tariq Khan	Daniel Banfield	Tim Ellison

Aspirant Governors were asked how they found out about the elections, included the following in their response – members e-bulletin, SCAS hub, flyer, Team Leader, social media.



Turnout for contested elections can be viewed below in comparison with SCAS elections in 2020 and other Trusts below.

### SCAS elections

Constituency	Turnout 22	Turnout 20	Turnout 19
HANTS	7.9%	7.9%	6.7%
OX	6.3%	5.8%	NA
BERKS	NA	6.2%	5.6%
BUCKS	NA	5.9%	NA
999 SOUTH	NA	16.8%	NA
999 NORTH	NA	17.9%	NA
CORPORATE	23.6%	NA	NA
CFR	23.6%	NA	29.7%

### Other Trusts average turnout

Trust	Public turnout	Staff Turnout
South East coast ambulance	5%	13.60%
South western ambulance service	10.60%	25.10%

### Campaign

For more detail on the campaign, please view the tables below which list actions taken.

#### Public

Date	Action	Notes
May to October	Flyers (public/young people) sent to Public Governors to share across their networks	
June	Presentation made available on portal for Governors	





June to October	Email sent to members once a month in e-bulletin	
June to October	Dedicated email sent to members in rest of England and Wales	
June	Loretta Light and Loren Bennett made a film about what it means to be a Governor targeted at young people. This was posted on SCAS website, SCAS hub and on social media and on Staff Matters.	
June to October	Flyers (public/young people) sent to stakeholders including Healthwatch to promote on websites/newsletters	
June to October	Social media assets posted on SCAS Facebook and Twitter up to 3 x week	
September	2 x Governor workshops held online	
June to October	Events held throughout the summer. Staff briefed to promote Governor elections and provided with flyers when possible. Governor attended events (see list) to promote vacancies	



## Staff

Date	Action	Notes
April	Loren and Ian make a podcast on what it means to be a Governor. Posted on hub, Staff Matters, Yammer and reposted a few times.	
May to October	Flyers sent to Staff Governors (staff/young people) to share across their networks	
June	Election page set up on hub	
June to October	Posts on Staff Matters, Yammer, Hub once a month building up to once a week from August	
September	Contact Team Leaders to cascade information on the elections	



**Enclosure 13**

<b>Meeting:</b>	<b>Council of Governors</b>
<b>Date of Meeting:</b>	<b>30 January 2023</b>
<b>Title of Paper:</b>	<b>Review of the Council of Governors Election Lead and Deputy Lead Governor Appointments</b>
<b>Presented by:</b>	<b>Sophie Joseph, Interim Assistant Company Secretary</b>
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To present a report on the lessons learnt from the 2022 Council of Governors elections. To inform the Council of Governors of the timeframe for the Lead and Deputy Lead Governor appointments.
<b>Summary of key points for consideration:</b>	Key recommendations for future elections are contained within the report.
<b>Recommendations or Outcome Required :</b>	Note
<b>Previous Forum:</b>	The paper has previously been discussed at the Board of Directors Part 2 meeting.
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Sophie Joseph, Interim Assistant Company Secretary



## Governors Elections 2022 – Lessons Learnt Report

### PURPOSE

- 1 The purpose of the report is to:
- provide a review of the recent Public and Staff Governor elections;
  - suggest lessons learnt from the election process;
  - set out arrangements for new Lead Governor and Deputy Lead Governor appointments.

### EXECUTIVE SUMMARY

- 2 The Council of Governors is made up of elected and appointed Governors. Under their Constitutions, every NHS Foundation Trust is required to establish a Council of Governors. The Council is important and influential in that it represents the community and workforce. Elected Governors are elected by constituency. Appointed Governors provide an important link between SCAS and the members they represent. Staff Governors have the same role as Public Governors and patient/carer/service user Governors in that are responsible for holding the Non-Executive Directors to account, individually and collectively, and for representing the members of the Staff Constituency, the members of the NHS Foundation Trust as a whole, and the public.

### PUBLIC AND STAFF GOVERNOR ELECTIONS 2022

- 3 The Governor election campaign was launched in May 2022 supported by Civica Election Services. Following a comprehensive promotional awareness campaign which included aspiring Governor workshops and drop in centres in August and September, the nominations and election took place as set out below, in accordance with established practice:

<b>Nominations period</b>	21 September – 11 October
<b>Candidate withdrawal period</b>	12 October – 16 October
<b>Ballots (if required)</b>	2 November – 23 November
<b>Results announced</b>	24 November
<b>Induction period (if required)</b>	1 December – 28 February
<b>Terms of appointment commence</b>	1 March

- 4 Following the election, four Public Governors, three Staff Governors and one Community First Responder (CFR) were elected as follows (note: a number of vacancies still remain):

#### Public

<b>Berkshire</b>	<b>Bucks</b>	<b>Hampshire</b>	<b>Oxfordshire</b>	<b>Rest of England and Wales</b>
<b>Vacancies</b>				
3 x vacancies	1 x vacancy	1 x vacancy	1 x vacancy	1 x vacancy
<b>Results</b>				

Uncontested	No valid nominations received	Contested	Contested	No valid nominations received
Mark Davis	1 x vacancy	Hilary Foley	Helen Ramsay	1 x vacancy
John Baldwin				

### Staff and CFR

Corporate	NHS 111	999 Operations South	CFR
<b>Vacancies</b>			
1 x vacancy	1 x vacancy	1 x vacancy	1 x vacancy
<b>Results</b>			
Contested	Uncontested	Uncontested	Contested
Alan Weir	Tariq Khan	Daniel Banfield	Tim Ellison

### GOVERNOR FEEDBACK

- 5 Following the elections, a number of issues were raised with the team regarding the process adopted and a review was subsequently undertaken.
- 6 Particular issues were raised in relation to:
  - **voting eligibility:** in order to vote in the election in November, candidates had to be a member of the Trust by a set date in October;
  - to **self-nominate** an individual's training record needed to be up to date. Some problems had been experienced in accessing the CFR training portal prior to the elections;
  - the email inviting CFR members to self-nominate in the election was only received by **eligible members**;
  - People who had completed their training after 9 September were not eligible to self-nominate however this **cut of date** was clearly stated;
  - the **lack of notice** provided to individual CRFs regarding their own non-eligibility;
  - the **separation** of the Public Governor elections to the CFR elections;
  - **communication** between staff members was not consistent;
  - an issue arose with the **membership portal** such that a prospective member was unable to register.

### SCAS FEEDBACK

- 7 A detailed review of the issues raised was carried out by the Trust, as follows:
  - email responses had been provided to the two individual complaints;
  - the criteria for eligibility was contained in the SCAS Constitution on the Trust's website, it was also made available at Aspiring Governor Workshops and on the CES platform;
  - the CFR election process was different from public and staff membership because the eligibility criteria was different. Therefore, a separate email was required to be sent to CFRs which linked to a dedicated nomination platform for CFRs;
  - those who raised issues with the process had their eligibility re-assessed and were able to nominate themselves;

- the Constitution was not searchable on the website for a period of time. This was subsequently rectified and it was noted that the Constitution remained available under Trust 'publications';
- the membership registration issue was resolved immediately by the CRM provider Engage;
- the communication plan was comprehensive and was adhered to.

## LESSONS LEARNT/ NEXT STEPS

8 The following **Recommendations** are made arising out of the lessons learnt review process:

- the development of a full internal plan with clear ownership throughout the election process and agreed timescales;
- consideration to be given as to whether the CFR elections should remain separate from the public and staff elections;
- clear eligibility criteria for the different member groups with dates at which the assessment of eligibility for both nomination (including self-nomination) and voting will be taken place;
- emails to be sent to all members inviting nominations and the eligibility sift completed following nominations;
- if after self-nomination a member is found to be ineligible communication will be sent to the member at the earliest opportunity;
- make it clear and transparent what the criteria is for each Governor vacancy;
- review and assess the IT issues that arose during the process.

## FULL LIST OF GOVERNORS AS OF 1 MARCH 2023

9 The full list of Governors (effective from 1 March 2023) is outlined below. Please note that the Lead Governor election will commence shortly. Those in yellow have been re-elected and those in green are newly-elected Governors:

Constituency	Name	Current term
Berkshire Public Governor	Mark Davis - <i>Deputy Lead Governor</i>	(3) To 28/02/2026
Berkshire Public Governor	John Baldwin	(1) To 28/02/2026
Berkshire Public Governor	<i>Vacant</i>	
Buckinghamshire Public Governor	Stephen Bromhall	(1) To 29/02/2024
Buckinghamshire Public Governor	Mike Appleyard	(1) To 29/04/2024
Buckinghamshire Public Governor	<i>Vacant</i>	
Hampshire Public Governor	Andy Bartlett	(3) To 29/02/2024
Hampshire Public Governor	Hilary Foley	(2) To 28/02/2026

Constituency	Name	Current term
Hampshire Public Governor	Charles McGill MBE	(2) To 29/02/2024
Hampshire Public Governor	Tony Nicholson	(2) To 29/02/2024
Hampshire Public Governor	David Luckett	(2) To 29/02/2024
Hampshire Public Governor	Mark Perryman	(1) To 29/02/2024
Oxfordshire Public Governor	Loretta Light	(2) To 29/02/2024
Oxfordshire Public Governor	Helen Ramsay	(2) To 28/02/2026
Oxfordshire Public Governor	David Wesson	(1) To 29/02/2024
CFR Governor	Tim Ellison	(1) 28/02/2026
Air Ambulance Charities Partner Governor	Claire Dobbs	(1) To 30/09/2023
CCGs – North Partner Governor	<i>Appointed Partner Governor positions to be reviewed by SCAS following the abolition of CCGs on 30 June 2022.</i>	
CCGs – South Partner Governor		
Local Authority Partner Governor	Anne Crampton	(2) To 31/03/2024
Local Authority Partner Governor	Graeme Hoskin	(1) To 29/02/2024
Local Authority Partner Governor	Barry Wood – <i>Lead Governor</i>	(2) To 30/06/2025
Staff Governor: NHS111	Tariq Khan	(1) 28/02/2026
Staff Governor: 999 EOC	Rachael Cook	(1) To 29/02/2024
Staff Governor: NEPTS and Logistics Field	Loren Bennett	(1) To 29/02/2024
Staff Governor: 999 Operations (North)	Ian Sayer	(1) To 29/02/2024
Staff Governor: Corporate/Support/Other	Alan Weir	(1) 28/02/2026
Staff Governor: 999 Operations (South)	Daniel Banfield	(1) 28/02/2026
Rest of England	Vacant	

#### LEAD GOVERNOR APPOINTMENT

- 10 The current Lead Governor's (LG) appointment expires on 28 February 2023, and Barry Wood has served one term. Therefore, a process needs to be in place to elect a LG for the period 1 March 2023 to 28 February 2025.



11 In respect of the Lead Governor position, the following should be noted:

- the length of the LG appointment term is two years;
- an election will be held automatically at the end of the two-year period;
- the incumbent LG would be eligible to stand in the election, but could not serve more than two consecutive terms in accordance with the Constitution;
- all Governors are eligible to nominate themselves, however, they must have served as a SCAS Governor for a minimum of twelve months, to include both current and previous terms of office;
- the term of the appointment of LG from 1 March 2023 is for two years, or until the point that the appointed LG ceases to serve as a SCAS FT Governor, whichever is soonest

12 Indicative Timeframe

<b>Nominations period</b>	1 February – 10 February
<b>Ballots (if required)</b>	13 February – 24 February
<b>Results announced</b>	25 February
<b>Terms of appointment commence</b>	1 March (until 28 February 2025)

#### DEPUTY LEAD GOVERNOR APPOINTMENT

13 The current Deputy Lead Governor (DLG) appointment expires on 28 February 2023, the current DLG has stood for one term. A process needs to be undertaken to appoint a DLG alongside the LG election process.

14 The DLG appointment process will be completed following the LG appointment, it being noted that:

- the length of the DLG appointment term is two years
- an election will be held automatically at the end of the two-year period
- the incumbent DLG would be eligible to stand in the election but cannot serve more than two consecutive terms
- all Governors are eligible to nominate themselves however they must have served as a SCAS Governor for a minimum of twelve months, to include both current and previous terms of office.
- the term of the appointment of DLG from 1 March 2023 is for two years, or until the point that the appointed LG ceases to serve as a SCAS FT Governor, whichever is soonest

15 Indicative Timeframe

<b>Nominations period</b>	1 February – 10 February
<b>Ballots (if required)</b>	13 February – 24 February
<b>Results announced</b>	25 February
<b>Terms of appointment commence</b>	1 March (until 28 February 2025)

**CLOSE OF VOTING: 5PM ON 7 DECEMBER 2022**

**CONTEST: Public: Hampshire**

RESULT		1 to elect
FOLEY, Hilary	69	<b>ELECTED</b>
BATTERBURY, Roger	35	
BENNETT, Stephanie	15	
CATTELL, Debbie	10	
CARPENTER, Malc	7	

Number of eligible voters		1,720
Votes cast by post:	8	
Votes cast online:	128	
Total number of votes cast:		136
Turnout:		7.9%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		136

**CONTEST: Public: Oxfordshire**

RESULT		1 to elect
RAMSAY, Helen	39	<b>ELECTED</b>
HARDING, Alastair	14	

Number of eligible voters		836
Votes cast by post:	4	
Votes cast online:	49	
Total number of votes cast:		53
Turnout:		6.3%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		53

**CONTEST: Staff: Corporate/Support/Other**

<b>RESULT</b>		<b>1 to elect</b>
WEIR, Alan	52*	<b>ELECTED</b>
RAJYAGURU, Dipen	47	
MCDONALD, Richard	23	

\*confirmed by recount

Number of eligible voters		518
Votes cast online:	122	
Total number of votes cast:		122
Turnout:		23.6%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		122

**CONTEST: Community First Responder**

<b>RESULT</b>		<b>1 to elect</b>
ELLISON, Tim	70	<b>ELECTED</b>
EPSTEIN, Frank	52	
MACKEDDIE, James	12	

Number of eligible voters		569
Votes cast online:	134	
Total number of votes cast:		134
Turnout:		23.6%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		134

Civica Election Services can confirm that, as far as reasonably practicable, every person whose name appeared on the electoral roll supplied to us for the purpose of the election:-

- a) was sent the details of the election and
- b) if they chose to participate in the election, had their vote fairly and accurately recorded

The elections were conducted in accordance with the rules and constitutional arrangements as set out previously by the Trust, and CES is satisfied that these were in accordance with accepted good electoral practice.

All voting material will be stored for 12 months.

**Ciara Hutchinson**  
**Returning Officer**  
**On behalf of South Central Ambulance Service NHS Foundation Trust**

**CLOSE OF NOMINATIONS: 5PM ON 17 OCTOBER 2022**

Further to the deadline for nominations for the above election, the following constituencies are uncontested:

<b>PUBLIC: BERKSHIRE 3 TO ELECT</b>
The following candidates are elected unopposed:  John Baldwin Mark Davis  <i>1 vacancy remains</i>

<b>STAFF: 999 OPERATIONS-SOUTH 1 TO ELECT</b>
The following candidate is elected unopposed:  Daniel Banfield

<b>STAFF: NHS 111 1 TO ELECT</b>
The following candidate is elected unopposed:  Tariq Khan

<b>PUBLIC: BUCKINGHAMSHIRE 1 TO ELECT</b>
No valid nominations were received  <i>1 vacancy remains</i>

**PUBLIC: REST OF ENGLAND AND WALES  
1 TO ELECT**

No valid nominations were received

*1 vacancy remains*

**Ciara Hutchinson**  
**Returning Officer**  
**On behalf of South Central Ambulance Service NHS Foundation Trust**



## **Lead Governor and Deputy Lead Governor Appointment Arrangements**

### **PURPOSE**

- 1 The purpose of the report is to:
  - set out arrangements for new Lead Governor and Deputy Lead Governor appointments.
  - to seek approval

### **EXECUTIVE SUMMARY**

- 2 The Council of Governors is made up of elected and appointed Governors. Under their Constitutions, every NHS Foundation Trust is required to establish a Council of Governors. The Council is important and influential in that it represents the community and workforce. Elected Governors are elected by constituency. Appointed Governors provide an important link between SCAS and the members they represent. Staff Governors have the same role as Public Governors and patient/carer/service user Governors in that are responsible for holding the Non-Executive Directors to account, individually and collectively, and for representing the members of the Staff Constituency, the members of the NHS Foundation Trust as a whole, and the public.

### **LEAD GOVERNOR APPOINTMENT**

- 3 The current Lead Governor's (LG) appointment expires on 28 February 2023, and Barry Wood has served one term. Therefore, a process needs to be in place to elect a LG for the period 1 March 2023 to 28 February 2025.
- 4 In respect of the Lead Governor position, the following should be noted:
  - the length of the LG appointment term is two years;
  - an election will be held automatically at the end of the two-year period;
  - the incumbent LG would be eligible to stand in the election, but could not serve more than two consecutive terms in accordance with the Constitution;
  - all Governors are eligible to nominate themselves, however, they must have served as a SCAS Governor for a minimum of twelve months, to include both current and previous terms of office;
  - the term of the appointment of LG from 1 March 2023 is for two years, or until the point that the appointed LG ceases to serve as a SCAS FT Governor, whichever is soonest
- 5 Indicative Timeframe

<b>Nominations period</b>	1 February – 10 February
<b>Ballots (if required)</b>	13 February – 24 February
<b>Results announced</b>	25 February
<b>Terms of appointment commence</b>	1 March (until 28 February 2025)

## DEPUTY LEAD GOVERNOR APPOINTMENT

- 6 The current Deputy Lead Governor (DLG) appointment expires on 28 February 2023, the current DLG has stood for one term. A process needs to be undertaken to appoint a DLG alongside the LG election process.
- 7 The DLG appointment process will be completed following the LG appointment, it being noted that:
- the length of the DLG appointment term is two years
  - an election will be held automatically at the end of the two-year period
  - the incumbent DLG would be eligible to stand in the election but cannot serve more than two consecutive terms
  - all Governors are eligible to nominate themselves however they must have served as a SCAS Governor for a minimum of twelve months, to include both current and previous terms of office.
  - the term of the appointment of DLG from 1 March 2023 is for two years, or until the point that the appointed LG ceases to serve as a SCAS FT Governor, whichever is soonest
- 8 Indicative Timeframe

<b>Nominations period</b>	1 February – 10 February
<b>Ballots (if required)</b>	13 February – 24 February
<b>Results announced</b>	25 February
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