



COUNCIL OF GOVERNORS MEETING

Open to members of the public and press

- DATE:** Monday 10 September 2012
- TIME:** 18.30pm to 20.30pm
(refreshments for governors and directors from 18.00pm)
- VENUE:** The Hall
Shaw House
Church Road
Newbury
Berks RG14 2DR
- CHAIR OF MEETING:** Alastair Mitchell-Baker, Vice-Chair / Senior Independent Director
- GOVERNORS:** See Council of Governors Distribution List (overleaf)
- IN ATTENDANCE:** Trust Board Members (see distribution list overleaf)
Steve Garside, Company Secretary
Monica Moro, Membership Officer
- APOLOGIES:** Trevor Jones, Trust Chairman
Christina Fowler, Governor - Staff Constituency
Fred Hucker, Governor – Appointed PCT

Members of the Council of Governors

Olukemi Adenubi	Hampshire Constituency
Mary Ballin	Appointed Partner Governor
Paul Carnell	Hampshire Constituency
Gary Clark	Berkshire Constituency
Patrick Conafray	Oxfordshire Constituency
Eddie Cottrell	Staff Constituency
John Donne	Staff Constituency
Bob Duggan	Buckinghamshire Constituency
Richard Fraser	Buckinghamshire Constituency
Christina Fowler	Staff Constituency
Melanie Hampton	Berkshire Constituency
James Hartridge	Hampshire Constituency
Simon Hoare	Appointed Partner Governor (Local Authority)
Keith House	Appointed Partner Governor (Local Authority)
Fred Hucker	Appointed Partner Governor (PCT)
Robert Lassam	Oxfordshire Constituency
Barry Lipscomb	Appointed Partner Governor (Air Ambulance Charities)
David Palmer	Staff Constituency
Benita Playfoot	Berkshire Constituency
Pauline Quan-Arrow	Appointed Partner Governor (PCT)
Allan Read	Hampshire Constituency
David Ridley	Buckinghamshire Constituency
Richard Ryan	Hampshire Constituency
Alan Tottle	Hampshire Constituency
Carol Watts	Staff Constituency
Tim Windsor-Shaw	Oxfordshire Constituency

Members of the Board of Directors

Trevor Jones	Chairman
Alistair-Mitchell Baker	Vice-Chair, Senior Independent Director
Ilona Blue	Non-Executive Director
Claire Carless	Non-Executive Director
Keith Nuttall	Non-Executive Director
Eddie Weiss	Non-Executive Director
David Williams	Non-Executive Director
Will Hancock	Chief Executive
Fizz Thompson	Director of Patient Care / Deputy Chief Executive
John Black	Medical Director
Duncan Burke	Director of Communications and Public Engagement
John Nichols	Interim Chief Operating Officer
Charles Porter	Director of Finance
Steve Garside	Company Secretary

AGENDA – COUNCIL OF GOVERNORS – 10 SEPTEMBER 2012
18.30pm – 20.30pm, The Hall, Shaw House, Church Road, Newbury, RG14 2DR

Standing Orders for the Practice & Procedure of the Council of Governors
Please state your name and role before speaking for the benefit of members of the public present

No.		<u>Approx Time</u>	<u>Enclosures</u>
1.	Opening Business		
1.1	Apologies for absence and Vice-Chairman's welcome <i>(Alastair Mitchell-Baker – Vice Chairman)</i> <ul style="list-style-type: none"> to note apologies for absence and receive an opening introduction from the Trust Vice-Chairman and Senior Independent Director 	18.30	(Verbal)
1.2	Declaration of Governors' Interests <i>(Alastair Mitchell-Baker – Vice Chairman)</i> <ul style="list-style-type: none"> to note any interests from governors as part of their obligation to declare any interest relevant to any item under consideration at the meeting 	18.40	(Verbal)
1.3	Minutes of the Council of Governors' meeting held on 25 June 2012 <i>(Alastair Mitchell-Baker – Vice Chairman)</i> <ul style="list-style-type: none"> to approve the minutes of the meeting held on 25 June 2012 	18.42	Enclosure A
1.4	Matters arising from the Council of Governors' meeting held on 25 June 2012 <i>(Steve Garside – Company Secretary)</i> <ul style="list-style-type: none"> to note progress with the matters arising from the meeting held on 25 June 2012 	18.45	Enclosure B
1.5	Appointment of Lead Governor <i>(Steve Garside – Company Secretary)</i> <ul style="list-style-type: none"> to confirm the appointment of a Lead Governor for the period 6 September 2012 to 5 September 2013 following the recent election process 	18.50	Enclosure C
1.6	Trust Constitution <i>(Steve Garside – Company Secretary)</i> <ul style="list-style-type: none"> to note/support changes to the Trust's Constitution as a result of implementation of the first phase of the Health and Social Care Act 2012 	18.55	Enclosure D
2.	Holding the Board of Directors to account for the performance of the Trust		
2.1	Chief Executive's Report <i>(Will Hancock – Chief Executive)</i> <ul style="list-style-type: none"> to receive an update report from the Chief Executive covering key issues for the Trust, including operational performance 	19.05	Enclosure E

2.2	Assuring effective financial management within the Trust <i>(Charles Porter – Director of Finance; Professor David Williams and Alastair Mitchell-Baker – Non Executive Directors)</i>	19.35	(Presentation)
	<ul style="list-style-type: none"> • to receive a presentation on the Trust’s key financial indicators, and hear how the Non-Executive Directors hold the Trust executive to account for the financial performance of the organisation 		
2.3	Appointment of new External Auditors <i>(Charles Porter – Director of Finance, on behalf of Eddie Weiss, Audit Committee Chair and the Audit Selection Panel)</i>	20.05	Enclosure F
	<ul style="list-style-type: none"> • to consider a recommendation from the Audit Selection Panel in relation to the appointment of new external auditors for the Trust 		
2.4	Report from the Nominations Committee meeting held on 28 June 2012 <i>(Alastair Mitchell-Baker – Vice Chairman)</i>	20.15	Enclosure G
	<ul style="list-style-type: none"> • to receive a report from the first Nominations Committee meeting held on 28 June 2012, and ratify terms of reference for the Committee 		
3.	Representing the interests of, and communicating with, the Trust’s membership		
3.1	Minutes of the Membership and Engagement Committee meeting held on 16 July 2012 <i>(David Ridley – Chair of Membership and Engagement Committee)</i>	20.20	Enclosure H
	<ul style="list-style-type: none"> • to receive the minutes of the Membership and Engagement Committee meeting held on 16 July 2012 		
4.	Closing Business		
4.1	Date and Time of Next Meeting <i>(Alastair Mitchell-Baker – Vice Chairman)</i>	20.28	(Verbal)
	<ul style="list-style-type: none"> • to note that the next meeting will be held on Monday 28 January 2013 at Shaw House, Newbury, commencing at 18.30pm 		
4.2	Future Dates for the Diary <i>(Alastair Mitchell-Baker – Vice Chairman)</i>	20.30	(Verbal)
	<ul style="list-style-type: none"> • to note the following meetings: <ul style="list-style-type: none"> ○ Trust public Board meeting – 26 September 2012 – Holiday Inn, Padworth, Berkshire (10.00am) ○ Annual General / Members meeting - 26 September 2012 – Holiday Inn, Padworth, Berkshire (1.00pm) ○ Council of Governors workshop – 27 September 2012 – Regency Park Hotel, Thatcham, Newbury (6.00pm) 		

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Minutes of the Council of Governors' meeting held on 25 June 2012
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Approval
Main Aim:	To ensure good governance practice in confirming that the minutes of the 25 June 2012 meeting represent an accurate record of business undertaken
Summary of key points for consideration:	These minutes were initially circulated to governors on 16 July 2012
Recommendations or Outcome Required :	Approval
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

Unapproved minutes of the third meeting of the South Central Ambulance Service NHS Foundation Trust Council of Governors held on Monday 25 June 2012 at Winchester and Eastleigh Resource Centre, Woodside Road, Eastleigh, Hampshire, SO50 4ET

Present:	Trevor Jones Paul Carnell Gary Clark Eddie Cottrell John Donne Bob Duggan Christina Fowler Melanie Hampton James Hartridge Barry Lipscomb David Palmer Pauline Quan-Arrow Allan Read David Ridley Richard Ryan Al Tottle	Chairman Hampshire Constituency Berkshire Constituency Staff Constituency Staff Constituency Buckinghamshire Constituency / Lead Governor Staff Constituency Berkshire Constituency (items 1.1 to 3.2) Hampshire Constituency Appointed Partner Governor (Charity) Staff Constituency Appointed Partner Governor (PCT) Hampshire Constituency Buckinghamshire Constituency Hampshire Constituency Hampshire Constituency
In attendance:	Alastair Mitchell-Baker Claire Carless Eddie Weiss Fizz Thompson Charles Porter John Nichols John Black Duncan Burke Debbie Marrs Steve Garside	Vice-Chair Non-Executive Director Non-Executive Director Director of Patient Care Director of Finance Interim Chief Operating Officer Medical Director Director of Communications and Public Engagement Assistant Director of Quality Company Secretary
Observers:	Colin Hill	Member of the public
Apologies:	Olukemi Adenubi Mary Ballin Patrick Conafray Richard Fraser Simon Hoare Keith House Fred Hucker Robert Lassam Benita Playfoot Carol Watts Tim Windsor-Shaw Will Hancock	Hampshire Constituency Appointed Partner Governor (LA) Oxfordshire Constituency Buckinghamshire Constituency Appointed Partner Governor (LA) Appointed Partner Governor (LA) Appointed Partner Governor (PCT) Oxfordshire Constituency Berkshire Constituency Staff Constituency Oxfordshire Constituency SCAS Chief Executive

1.1

Apologies for Absence and Chairman's Welcome

The Chair welcomed all present to the third meeting in public of the Council of Governors, noting that the governors had just completed a tour of the Winchester and Eastleigh Resource Centre facility.

Steve Garside advised that apologies were as recorded on the updated meeting agenda, with the addition of Mary Ballin. The Chair added that Fizz Thompson would be deputising for Will Hancock, and that John Nichols was in attendance for his first Council of Governors meeting since taking on the role of Interim Chief Operating Officer.

The Chair advised that there was a busy agenda for the meeting, with the content reflecting a desire to find an appropriate balance between items of business and more educational type topics. The item on clinical quality, and how the Non-Executive Directors gain assurance, would be the main feature of the meeting.

The governors confirmed that they had all received a late paper, circulated on Friday, covering the process for the appointment of a Lead Governor from 6 September 2012.

1.2

Chair's Verbal Report

The Chair explained that there had been a number of key announcements since the last meeting, including in respect of NHS 111 bids, the Wokingham Emergency Operations Centre, Portsmouth Ambulance Stations, and the Trust's public Board meetings.

The Chair apologised to the governors for the fact that, in some of these cases, the Trust had not communicated with the governors as well as it could have done. The Chair wished to stress that in a number of cases recent decisions announced by the Trust had related to issues that had been under consideration for several years, and in all appropriate cases full and proper consultations had been undertaken.

Richard Ryan, with reference to the Portsmouth Ambulance Stations, advised that he had recently taken up the offer made by Mark Ainsworth, Operations Director, to meet and discuss the relevant issues, which he welcomed and found beneficial.

Barry Lipscomb commented that he personally found it very unfortunate that the governors had not been consulted ahead of the Trust's decision to alter its public Board meeting arrangements (to revert from monthly meetings in public to bi-monthly). The Chair responded that it was important to stress that the Trust would still be completing all relevant business in its bi-monthly public Board meetings, and that this was in no way an initiative to make decisions in private which should be done in public.

The Chair added that the new meeting arrangements had arisen after several months of consideration, with the Trust meeting in public every month in the run-up to being a Foundation Trust to deliver a significant volume of work associated with

the FT application. The arrangements, which were now in line with other Foundation Trusts, would be kept under review and additional public Board meetings would be called if it was found that they were needed. Meeting every other month in public meant that, in intervening months, the Trust Board would have an opportunity to consider briefing topics and keep abreast of current developments in the local health system. They would also be used to have private meetings about commercially sensitive topics such as NHS 111 bids, the outcomes of which would be reported in public in due course.

David Palmer enquired about the minutes of private Board meetings. Steve Garside explained that these were not reported in the public domain but that the Trust were happy after each private Board meeting to circulate a note explaining the main topics discussed and the broad outcomes.

Action 1.2a

Steve Garside to circulate a short note to governors after each private Board meeting, explaining the key items discussed and the broad outcomes.

The Chair stated that he was mindful that the Council of Governors was a relatively new process for the Trust, and that the governors had a variable level of understanding both about the NHS and the ambulance sector. It would take time for the Council of Governors to truly function effectively – probably one year – and the Trust needed to support governors in the meantime with information about their role.

It was proposed that a number of workshops for governors be established, with the first to consider the role of the governor, how this is changing as a result of the Health and Social Care Bill, and how the Board of Directors and Council of Governors can best work together.

Barry Lipscomb, in supporting this proposal, asked what training the Board of Directors had undertaken on the role of the governor. The Chair explained that there had been training as part of the Foundation Trust application process, but it would be timely to refresh this, particularly as the role was now being refined as a result of the legislation.

Christina Fowler expressed a view that in some respects issues were being presented to the Council of Governors as *fait accompli*, and that as assurers the governors should be involved at an earlier stage in decision-making.

The Chair responded that the workshop would be used to take the governors through the major issues that the Board were currently working on. In addition, the governors would be part of the consultation process for all new major decisions.

Action 1.2b

Steve Garside to arrange the first workshop for governors, taking into account comments received from governors about timing and availability.

Finally, the Chair presented a number of house-keeping items:

- the Foundation Trust Governors Association induction packs were being circulated to governors

- in response to a request from Paul Carnell, an update on the implementation and impact of the new rota system would be provided at the September meeting
- the governors portal was now in operation, and comments and suggestions to Steve Garside were welcomed. Any issues with access should also be reported to Steve Garside
- governors were asked to contact Steve Garside to confirm whether they were happy or not for their contact details to be shared with other governors
- the Annual General / Members Meeting would be held on the afternoon of 26 September 2012 in Newbury, with further details to follow in due course
- the Chair and Steve Garside met with Bob Duggan, lead governor, for a review after each meeting and therefore governors were encouraged to feed any comments to Bob Duggan
- governors were also encouraged to attend at least one public Board meeting each year; this would be important given the governors role in Chair and Non-Executive Director appraisal.

1.3

Declaration of Governors' Interests

No new interests were declared by those governors present.

1.4

Minutes of the Council of Governors' meeting held on 16 April 2012

The minutes of the previous meeting were approved without amendment, and Melanie Hampton confirmed that she was satisfied that the minutes adequately reflected the governors' concerns about the lack of a formal paper to support the decision about the clinical data audit topic.

1.5

Matters Arising from the Council of Governors' meeting held on 16 April 2012

The Chair highlighted two points in relation to the update on action points from the last meeting:

- there was still no Berkshire constituency representation on the Membership and Engagement Committee; David Ridley would cover this during his update later in the meeting
- the outcome of the Southampton, Hampshire and Portsmouth (SHP) NHS 111 contract award had been announced since the last meeting, and the Chair explained that the procurement rules had prohibited the Trust from making an earlier announcement to the governors

The governors supported Barry Lipscomb in formally expressing their congratulations to the Board of Directors for the successful outcome in relation to the SHP NHS 111 contract.

2.1

Chief Executive's Report

Fizz Thompson supplemented the comprehensive written report with a verbal update on a number of items:

- SCAS were working hard to improve all aspects of operational performance, with an upturn so far in June and the Trust likely to meet all key national targets for the month
- the telephony problems experienced in May appeared to have been resolved, with a stable and resilient platform now in place. No patient safety issues had been reported but the problems were being treated as a serious incident with a full review and learning identified
- the Trust were working closely with local hospital Trusts to eradicate the hospital handover delay problems
- the jubilee weekend had proved to be busy with the Trust providing additional cover to London Ambulance Service. SCAS had successfully managed its own increased level of demand
- robust plans were in place to support the Olympic torch relay, and additional evening events, which would be taking place throughout the Thames Valley (9-11 July) and Hampshire (14-16 July)

James Hartridge commented that it had been very helpful to understand the reporting alterations that were being made in respect of category A calls. He added that community first responders (CFRs) made a vital contribution to response times, and that the manning of the CFR desk in Otterbourne needed to be improved.

Gary Clark added his support to these comments, explaining that he had raised some concerns with the CFR arrangements at Wokingham, and was still awaiting a full response from the Trust.

The Chair highlighted that the escalation process for CFR issues began with the CFR management structure, with any residual issues or concerns being reported to either of the two Non Executive Director champions for volunteers, David Williams or Eddie Weiss. If CFRs were still not satisfied having followed this route, then the matter should be raised with the Trust Board.

Gary Clark stated that, if used properly, CFRs could make a major contribution to ensuring that red 8 targets are achieved. He shared a personal recent experience of an urgent case where the most local CFR to the incident was not used.

The Chair responded that local knowledge was clearly important in deploying CFR resources, although it would be impossible for all EOC staff to know the complete totality of the local geography.

John Nichols, the Trust's Interim Chief Operating Officer, explained that the decision to relocate the Wokingham EOC was based on the need to improve resilience. He acknowledged that there had been some difficulties managing the CFR desk at Wokingham, and that operating from two sites rather than three should improve matters. He added that the CFR desks are operated on an 18 hours a day, 7 days a week model, with a plan in place to get to 24 hours a day, and that there should be no borders in terms of both technology and people.

John Nichols, supported by the Chair, stated that the Trust absolutely valued its CFRs, as well as all volunteers. He added, in response to Gary Clark's experience, that the aim was always to mobilise the most suitable nearest unit to respond to a patient incident.

In respect of the amendment to the A8 response times, John Nichols advised that the changes to the clock starting arrangements were complicated to explain but SCAS generally received an average of 11 red 1 calls a day. The new targets would be challenging, particularly in terms of hitting them in the most rural areas.

David Palmer stated that it would be important to see how the Trust continues to improve its performance on responding to red 1 calls so that the 80% target can be achieved by April 2013.

John Nichols agreed to circulate a breakdown of the Trust's current performance on both the red 1 and red 2 elements of the A8 performance target.

Action 2.1a

John Nichols to circulate details of the Trust's current performance against the A8 target, showing a breakdown by both the red 1 and red 2 elements.

Gary Clark stated that the month of May had not been a good one in terms of certain elements of overall operational performance. He added that he had submitted a freedom of information request to try and obtain weekly performance data by each county, so he could particularly understand the picture in Berkshire. John Nichols agreed to discuss this issue with him outside of the meeting.

Pauline Quan-Arrow asked Fizz Thompson to elaborate on performance over the jubilee weekend. Fizz Thompson explained that additional resource had been applied and that the Trust had exceeded the national standards over the four day period. Pauline Quan-Arrow congratulated the Trust on the good planning that had been in place.

Barry Lipscomb asked for some more information about rurality issues. Fizz Thompson explained that the Trust had experienced historical challenges in terms of being able to deliver performance targets in hard-to-reach geographical areas. Although an improvement had been seen in South and South West Hampshire, a substantial improvement plan was now in place, and needed to be delivered, in Buckinghamshire.

Christina Fowler noted that 111 offered huge potential for the Trust, and asked whether a full options review had been conducted.

The Chair explained that this had been conducted prior to the bidding process. As part of a major strategic review two years ago, the Trust had identified NHS 111 as being core to its business, and a service that should be provided by Ambulance Services. He added that:

- the Trust's target was to win all NHS 111 business
- the impact of winning this business on staffing, training, facilities and estates had been fully considered, and the governors would have been involved in this had the Trust been an FT at the time
- delivery of NHS 111 services would be through the Otterbourne and Bicester locations, which had in part supported the decision to close the Wokingham EOC

Fizz Thompson added that the Trust had been successful in winning both the Oxfordshire and Southampton, Hampshire and Portsmouth (SHP) contracts; the former being a pilot that would therefore be subject to re-tendering.

Christina Fowler stated that the governors should be engaged in the process when the Trust were re-tendering.

The Chair explained that a strategic review was required in response to the changes emerging from the Health and Social Care Bill, and that the workshop mentioned earlier in the meeting would be crucial in setting out how governors are involved in future decision-making, both in terms of engagement and consultation.

Finally, Allan Read, with reference to the annual staff recognition awards, paid tribute to the work of volunteer car drivers, with approximately 100 operating in the Hampshire area alone. He asked for volunteer car drivers to be included in the awards. Fizz Thompson explained that there was a category for volunteers and therefore car drivers could be nominated. She agreed to send out further details about the process.

Action 2.1b

Fizz Thompson to circulate further details about the annual staff recognition awards, including the process for nominations.

The Chair advised that Bob Duggan, as Lead Governor, was one of the judges for this year's awards, but that further thought would be given as to how more governors can be involved in the process for 2013.

2.2

Assuring Effective Clinical Quality and Patient Safety

Fizz Thompson introduced John Black, the Trust's Medical Director, as well as members of the Patient Care directorate, Debbie Marrs and Dave Sherwood. A presentation on key issues relating to the Trust's clinical quality and patient safety arrangements was delivered, with the following key points highlighted:

- Quality Report / Accounts - the Trust would be planning governor involvement into this process for 2012/13, but in terms of 2011/12 reporting the Trust had received the audit report just prior to the meeting. This would be circulated to governors, but was essentially a satisfactory report which highlighted two

relatively minor areas of concern from sample testing relating to the Trust's red 8 and red 19 indicators (one an error in recording, and the other a gap in control regarding how patient care records are being kept). Both issues would be monitored by the Quality and Safety Committee.

Action 2.2

Fizz Thompson to circulate a copy of the Audit Commission's report on the 2011/12 Annual Quality Report and Accounts to the governors.

- Complaints and compliments – the Council of Governors noted the data for complaints and compliments for the first two months of 2012/13. Although it was acknowledged that the number of complaints was low and that drawing robust conclusions from this could be dangerous, Debbie Marris explained that the two most common areas of complaints were in relation to staff attitude and delays in the 999 service.
- Significant Incidents Requiring Investigation (SIRIs) – the Trust had reported three SIRIs in the first two months of the year, one involving the death of a child. All three were subject to a comprehensive investigation. Debbie Marris explained that the Trust encouraged an open reporting culture into all types of incidents, and that relevant learning would be identified and applied from all cases.
- National Clinical Performance Indicators – the Trust's current performance on eight national clinical performance indicators (covering STEMI, stroke, hypoglycaemia and asthma) meant that they were ranked second nationally, compared with tenth (out of twelve) not so long ago.

Alastair Mitchell-Baker, Non Executive Director and Vice Chair, gave an overview of the measures he used to gain assurance over the Trust's performance on clinical quality and patient safety. He explained the importance of triangulating a range of different indicators and sources of information, particularly highlighting the following:

- review of the risk register, Board Assurance Framework and the monthly integrated performance and clinical quality Trust Board reports (the latter of which often contained patient stories)
- the work of the Quality and Safety Committee (of which he was a member) and its sub-groups (e.g. Patient Experience Review Group, Clinical Review Group, SIRIs Group, Health and Safety Committee etc)
- challenge by the Non Executive Directors of the plans and targets set by the Senior Management Team
- leadership walks and other initiatives which brought Board members into face-to-face contact with staff and patients
- clinical boot camps (designated time for the Board to collectively develop a greater understanding of key clinical quality topics e.g. stroke)

Claire Carless, Non Executive Director, explained that she did not have a medical background and, unlike Alastair Mitchell-Baker, was not a member of the Quality and

Safety Committee. She therefore needed to employ some alternative mechanisms for gaining additional assurance which she highlighted as being:

- review of reports on legal claims against the Trust
- attending meetings of, and reviewing papers for, the Audit Committee and Quality and Safety Committee
- attending membership recruitment events and speaking to users of the Trust's services

David Ridley commented that having received the presentation and heard from two of the Trust's Non Executive Directors he personally felt assured about the arrangements that were in place for ensuring that the Trust provided good clinical quality and safe services.

David Palmer asked how often the Non Executive Directors drilled down into the data they received. Claire Carless explained that the clinical quality report was subject to comprehensive challenge at every meeting. As an example, the Trust Board ensured that before signing off any cost improvement programme the impact on quality had been fully identified and understood.

Barry Lipscomb noted that there had been a significant number of papers for the May Trust Board meeting and asked the Non Executive Directors how they were able to read and take in all of this information. Claire Carless responded that this was an issue over which the Non Executive Directors had challenged the Executive. Although there was a risk that something important might be missed, the Non Executive Directors were generally aware of what to look for, and applied both a team and risk-based approach to the review of papers prior to the Board meeting.

In conclusion, the Chair explained that patients were always the main focus for the Trust. It was agreed that this had been a helpful format for providing the governors with assurance, and that it would be replicated for the finance session at the next meeting.

2.3

Annual Accounts and Report 2011/12, including Quality Report

The Chair advised that the Council of Governors were required to receive a draft version of the Annual Accounts and Report ahead of final publication and submission to Monitor. This had been subject to an external audit process, which had concluded that both the Accounts and the Annual Report satisfied the Monitor and Department of Health accounting and reporting requirements.

Charles Porter advised that, in the interest of time, he would be happy to answer any questions relating to the financial performance of the Trust after the meeting. A more detailed presentation on finance would be delivered at the September meeting.

Christina Fowler asked whether the auditor's recommendation, included in the Annual Governance Report, regarding leases had been addressed. Charles Porter confirmed that it had.

Gary Clark stated that the information in the Annual Report regarding the staff survey was not particularly helpful as it did not disclose details of the actual questions where the Trust was an outlier against the national “average”. It was agreed that this should be addressed in producing a final version of the Annual Report.

Action 2.3a

Charles Porter to ensure that the final version of the Annual Report discloses details of the questions asked in the staff survey.

In conclusion it was agreed that governors would send Steve Garside any additional comments or questions they had in relation to the Annual Accounts and Report.

Action 2.3b

Governors to send Steve Garside any comments or questions on the 2011/12 Annual Accounts and Report.

2.4

Appointment of new External Auditors

Eddie Weiss, as Chair of the Audit Committee, updated the Council of Governors on the process for the appointment of new External Auditors, noting that both Melanie Hampton and Al Tottle were making a helpful contribution to the process.

Eddie Weiss explained that interviews with potential audit providers were being held in early August, and that a final recommendation would be put forward to the Council of Governors to consider at their 10 September meeting.

Melanie Hampton stated that her involvement to date confirmed that the Trust were following an open and transparent process in the selection of new external auditors.

Representing the interests of, and communicating with, the Trust’s members

3.1

Minutes of, and report from, the Membership and Engagement Committee meetings held on 16 May and 23 June 2012

David Ridley advised that the Committee now had eight members and had held two meetings since its inception. He highlighted a number of key points as follows:

- there remained a gap in terms of the membership of the Committee, with no representation from the Berkshire public constituency. It was noted that this did not mean that the Berkshire governors were not actively attempting to recruit and engage with members, but that they were not part of the conversations the Committee were having to develop overall strategies and initiatives to support governors with this area of work.
- Duncan Burke’s team had circulated a list of the possible questions governors could be asked by members of the public. It would be important for those governors who felt less confident about engaging with the public to receive some training in this area.
- Ludlow Johnson, the Trust’s Equality and Diversity Manager, had attended the second Committee meeting and made a positive contribution to the discussions about recruiting members from ethnic minorities and hard-to-reach groups

The Council of Governors ratified the terms of reference for the Membership and Engagement Committee.

Action 3.1

Governors to approach David Ridley / Duncan Burke with suggestions for how governors can best engage with the Trust's members.

3.2

Membership recruitment – a governor's perspective

The Chair introduced this item explaining that hearing from individual governors about their various experiences and perceptions as they deliver their roles would be a standing agenda item. It was suggested that the September meeting could be used to hear the views of a governor who attended the July public Board meeting.

Al Tottle gave an overview of his experiences in trying to recruit and engage with members at recent events in the Southampton area. It was noted that these had been both interesting and successful, but that it was important that the governor felt sufficiently confident to be able to engage in meaningful conversations with members of the public. The frequently asked questions document currently under development would be a key source of support for governors.

James Hartridge asked whether all governors could be sent a small quantity of recruitment material, and Duncan Burke agreed to this.

Action 3.2

Duncan Burke to arrange for all governors to be sent a small quantity of relevant materials to help with membership recruitment.

Closing Business

4.1

Process for the Appointment of Lead Governor

The Chair explained that the process for the appointment of Lead Governor had been agreed when the Council of Governors was in shadow form. This now needed formal ratification to support the process of the appointment of a Lead Governor from 6 September 2012 as Bob Duggan's appointment had only been for a six month period.

Al Tottle asked whether the process shown at Appendix C to the paper was an internal or external process. Steve Garside explained that it was an internal process that had been put together with reference to what other Foundation Trusts had done. It had been used in the appointment of Bob Duggan as Lead Governor with a couple of exceptions which had been agreed with governors.

Christina Fowler asked for clarification around the voting arrangements, and Steve Garside explained that all governors would have one vote each.

The SCAS process for the appointment of lead governor was formally **APPROVED** with the Council of Governors confirming that:

- the appointment from 6 September 2012 would be for a one year period

- nominations would require the support of a seconding governor in order to be eligible

Steve Garside would now take forward the arrangements to make an appointment in line with the timetable set out in the paper.

Action 4.1a

Steve Garside to lead the process for the appointment of a Lead Governor for the period 6 September 2012 to 5 September 2013 in accordance with the process and timetable agreed at the Council of Governors meeting.

As a final item of formal business, the Chair advised that the Nominations Committee were holding its first meeting on 28 June. Steve Garside had circulated draft terms of reference for the Committee on 21 June with a request for comments by close of play on 26 June.

Action 4.1b

Governors to provide comments on the draft terms of reference for the Nominations Committee to Steve Garside by close of play Tuesday 26 September.

4.2

Date and Time of Next Meeting

The Council of Governors noted that the next meeting would be on Monday 10 September at Shaw House in Newbury, and would be chaired by the Deputy Chair, Alastair Mitchell-Baker.

4.3

Future Dates for the Diary

In highlighting future dates for the diary, the Chair reiterated the importance of governors attending the Trust's public Board meetings, advising that the next meeting was on 25 July at Shaw House, Newbury commencing at 10.00am.

Barry Lipscomb informed the Council of Governors that Hampshire and Isle of Wight Air Ambulance were holding a fifth birthday celebration event on Saturday 30 June at Popham Airfield. Steve Garside agreed to circulate an email to the governors providing further details.

Action 4.3

Steve Garside to circulate details of the Hampshire and Isle of Wight Air Ambulance birthday celebration event to the governors.

David Ridley expressed his gratitude on behalf of the governors to the staff who had arranged an excellent tour of the Winchester and Eastleigh Resource Centre facility

The meeting was closed.

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Matters arising from meeting held on 25 June 2012
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Information
Main Aim:	To ensure good governance practice in confirming that the action points from the 25 June 2012 Council of Governors meeting are in hand / have been delivered.
Summary of key points for consideration:	There were twelve action points from the Council of Governors meeting on 25 June 2012; 11 of which have been completed, with 1 in progress (governors to make suggestions as to how they can best engage with the Trust's members).
Recommendations or Outcome Required :	Note/comment
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

Matters Arising Schedule – Council of Governors meeting 10 September 2012

ACTIONS AGREED AT 25 JUNE COUNCIL OF GOVERNORS MEETING					
Ref No	Agenda Topic	Summary of Action Required	Lead	Due Date	Status
1.2a	Chair's verbal report	Steve Garside to circulate a short note to governors after each private board meeting, explaining the key items discussed and the broad outcomes.	SG	From 26.7 Board meeting	Completed - note circulated 30.7
1.2b	Chair's verbal report	Steve Garside to arrange the first workshop for governors, taking into account comments received from governors about timing and availability.	SG	30.9	Completed – workshop to be held on 27.9
2.1a	CEO Report	John Nichol's to circulate details of the Trust's current performance against the A8 target, showing a breakdown by both the red 1 and red 2 elements.	JN	ASAP	Completed – Board papers circulated on 19.7
2.1b	CEO Report	Fizz Thompson to circulate further details about the annual staff recognition awards, including the process for nominations.	FT	ASAP	Completed – circulated on 17.7
2.2	Assuring effective clinical quality and patient safety	Fizz Thompson to circulate a copy of the Audit Commission's report on the 2011/2012 Annual Quality Report and Accounts to the governors.	FT	ASAP	Completed – circulated on 24.7

ACTIONS AGREED AT 25 JUNE COUNCIL OF GOVERNORS MEETING					
Ref No	Agenda Topic	Summary of Action Required	Lead	Due Date	Status
2.3a	Annual Accounts report 2011/12, including Quality Report	Charles Porter to ensure that the final version of the Annual Report discloses details of the questions asked in the staff survey.	CP	ASAP	Completed
2.3b	Annual Accounts report 2011/12, including Quality Report	Governors to send Steve Garside any comments or questions on the 2011/12 annual Accounts and Report.	CoG	ASAP	Completed – none received
3.1	Minutes and report from the Membership & Engagement Committee	Governors to approach David Ridley/Duncan Burke with suggestions for how governors can best engage with the Trust's members	CoG	ASAP	Ongoing
3.2	Membership Recruitment – a governors perspective	Duncan Burke to arrange for all governors to be sent a small quantity of relevant materials to help with membership recruitment	DB	ASAP	Completed (materials provided on request)
4.1a	Process for the appointment of lead governor	Steve Garside to lead the process for the appointment of a Lead Governor for the period 6 September 2012 to 5 September 2013 in accordance with the process and timetable agreed at the Council of Governors meeting	SG	ASAP	Completed – see later agenda item
4.1b	Process for the appointment of lead governor	Governors to provide comments on the draft terms of reference for the Nominations Committee to Steve Garside by close of play Tuesday 26 September.	SG	26.9	Completed – none received

ACTIONS AGREED AT 25 JUNE COUNCIL OF GOVERNORS MEETING					
Ref No	Agenda Topic	Summary of Action Required	Lead	Due Date	Status
4.3	Future dates for the diary	Steve Garside to circulate details of the Hampshire and Isle of Wight Air Ambulance birthday celebration event to the governors.	SG	ASAP	Completed – circulated on 26.6

KEY

- SG Steve Garside, Company Secretary
- JN John Nichols, Interim Chief Operating Officer
- FT Fizz Thompson, Director of Patient Care
- CP Charles Porter, Director of Finance
- CoG All governors
- DB Duncan Burke, Director of Communications and Public Engagement

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Appointment of Lead Governor
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Decision (confirmation)
Main Aim:	To confirm the appointment of Melanie Hampton as Lead Governor for the period 6 September 2012 to 5 September 2013, following the recent election process
Summary of key points for consideration:	<ul style="list-style-type: none"> • the Council of Governors approved the <i>Lead Governor Appointment Process</i> at its meeting on 25 June • in accordance with the process, nominations were received from Bob Duggan and Melanie Hampton • an election process was held during the period 18 July to 17 August, again fully in accordance with the approved process • based on the outcomes of the election, the Council of Governors are asked to confirm the appointment of Melanie Hampton as Lead Governor for the period 6 September 2012 to 5 September 2013
Recommendations or Outcome Required :	Confirm
Previous Forum:	Council of Governors 25 June 2012
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



COUNCIL OF GOVERNORS 10 SEPTEMBER 2012 – (Enc. C)
APPOINTMENT OF LEAD GOVERNOR

Background

1. The SCAS FT constitution sets out (section A5 6.11) that *“the Council of Governors will nominate a Lead Governor through whom the Council of Governors should communicate directly with Monitor if the Trust is at risk of significantly breaching its Terms of Authorisation and if these concerns cannot be satisfactorily resolved”*.
2. The role of the Lead Governor is covered in more detail in two key Monitor documents:
 - *Code of Governance*
 - *Your statutory duties: a reference guide for NHS Foundation Trust Governors.*
3. The role of Lead Governor at SCAS extends to *“being responsible for receiving from governors and communicating to the Trust Chairman directly, any comments, observations and concerns expressed to him/her by the Governors other than at meetings of the Council of Governors regarding the performance of the Trust or any other serious or material matter, relating to the Trust or its business”*.
4. The Lead Governor role at SCAS also involves being a member of the Nominations Committee, as agreed by the Council of Governors at the 5 March 2012 meeting.
5. The Council of Governors approved the *Lead Governor Appointment Process* at the 25 June 2012 meeting.

Appointment of a Lead Governor for the period 6 September 2012 to 5 September 2013

6. The process approved at the previous meeting was followed, with the outcomes as follows:
 - two nominations were received from eligible governors: Bob Duggan (Buckinghamshire public constituency) and Melanie Hampton (Berkshire public constituency)
 - a secret ballot has been held during the period 18 July to 17 August, with all twenty six governors being entitled to one vote each
 - the votes were counted at the closure of the ballot with the following results:

Bob Duggan	9
Melanie Hampton	11
<i>abstentions</i>	2
<i>non votes</i>	<u>4</u>
TOTAL	26

- an announcement on the outcome was made to governors on 20 August.

Recommendation

7. The Council of Governors are asked to:
- confirm the appointment of Melanie Hampton as Lead Governor for the period 6 September 2012 to 5 September 2013
 - note that Melanie Hampton will become a member of the Nominations Committee in line with the terms of reference for that committee.

**Steve Garside
Company Secretary
20 August 2012**

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Trust Constitution
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Decision
Main Aim:	To consult with, and seek the support of the Council of Governors, over a number of required amendments to the Trust's Constitution
Summary of key points for consideration:	Monitor have asked all Foundation Trusts to make some amendments to their constitution as soon as possible, reflecting implementation of the first phase of the new Health and Social Care Act 2012
Recommendations or Outcome Required :	Support / agree to the constitutional changes
Previous Forum:	N/A
Statutory Requirements Met:	Yes
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



COUNCIL OF GOVERNORS 10 SEPTEMBER 2012 – (Enc. D)
TRUST CONSTITUTION

Background

1. The Trust's Constitution is a key governance document, setting out arrangements for the functioning of the Council of Governors and the Board of Directors. It was developed and approved as part of the process of SCAS achieving Foundation Trust status.
2. The current requirements for amending the Constitution are set out in section 40 of the document; namely that any changes must be approved by Monitor, following approval by the Board of Directors (who must consult first with the Council of Governors).
3. The new Health and Social Care Act 2012 gives additional responsibilities and powers to Foundation Trust governors, as well as introducing a range of new measures that Foundation Trusts must take into account in the delivery of their business.
4. The legislation is being introduced in a number of phases, through statutory instruments known as commencement orders. The changes brought about by implementation of the legislation will require all Foundation Trusts to refine their constitutions.
5. The first phase reflects amendments which will come into force on or before 1 October 2012 as a result of the first two commencement orders – Statutory Instrument 2012/1319 and Statutory Instrument 2012/1831.
6. Further commencement orders will be issued to deal with implementation of the other legislative changes, and it is understood that all elements of the new Act will come into force by April 2013.
7. This paper deals with implementation of the first phase, and the Council of Governors will be consulted over all changes.

Constitutional changes as a result of the Health and Social Care Act 2012

8. Monitor have asked all Foundation Trusts to make the constitutional changes required by implementation of the first two commencement orders as soon as possible. They have also requested that:
 - changes are made using the Monitor Model Core Constitution wording or alternative wording which is compliant with the legislation (SCAS have opted for the former option)
 - the internal approvals required for Constitution changes (e.g. Board of Director approval, following consultation with the Council of Governors) are secured

- the amended constitution is submitted to Monitor for approval (ideally by the end of September 2012)
- no other constitutional changes are made at this stage, beyond those required as a result of implementation of the first two amendment orders.

9. The amended SCAS Constitution following these changes is shown at Appendix A, using tracked changes for audit trail purposes. It should be noted that the changes only affect the main body of the Constitution and therefore annexes 1 through to 8 remain unchanged (and are therefore not included in Appendix A). A full copy of the constitution (including the annexes) can be accessed through the following link:

<http://www.southcentralambulance.nhs.uk/assets/documents/policies/finance/constitution.pdf>

10. The amendments to the Constitution as part of this phase, together with cross reference to the relevant sections of the SCAS constitution, are as follows:

<u>Change required by new Act</u>	<u>Comment</u>	<u>SCAS Constitution (x-ref)</u>
The continuation of the body corporate known as Monitor	Change made	Page 5
Change from the 'Board of Governors' to the 'Council of Governors'	Changes not required as SCAS already uses the term 'Council of Governors'	Throughout
Requirement for the principal purpose (i.e. provision of goods and services for the health service in England) to be stated in the constitution	Changes made	Sections 3.1, 3.3 and 3.4 added (page 6)
Introduction of the new legal duty to ensure that income from NHS funded goods and services is greater than income from other sources	Changes made	Section 3.2 added (page 6)
Introduction of additional oversight and scrutiny by the Council of Governors over activities generating non-NHS income	Changes made	Sections 37.5, 37.6 and 37.7 added (page 17)
Replacement of HM Treasury with Secretary of State as regards giving guidance over FT accounts	Changes made	Section 36.4 added (page 16)

Recommendation

11. The Council of Governors are asked to support the changes made to the Trust's Constitution, in line with implementation of the first two amendment orders of the Health and Social Care Act 2012, and the standard wording provided by Monitor.
12. Subsequent to the above, the Trust's Board of Directors will be asked to approve the changes at their meeting on 26 September, and the revised Constitution will be submitted to Monitor.

Steve Garside
Company Secretary
29 August 2012



(Appendix A)

South Central Ambulance Service NHS Foundation Trust

Constitution

August 2012
(amended for SI 2012/1319 and 2012/1831)

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South Central Ambulance Service NHS Foundation Trust Constitution

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1. Interpretation and definitions

Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

the 2006 Act is the National Health Service Act 2006.

the 2012 Act is the Health and Social Care Act 2012

Accounting Officer is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

Applicant NHS Trust means the South Central Ambulance Service NHS Trust

Area of the Trust means the area, specified in Annex 1 of this Constitution.

Audit Committee means a committee of Non-Executive Directors appointed in accordance with paragraph 35 of this Constitution

Board of Directors means the Board of Directors as constituted in accordance with this Constitution

Chairman means the chairman of the Trust appointed in accordance with the Constitution. The expression "the Chairman" shall be deemed to include the Deputy Chairman if the Chairman is absent from the meeting or is otherwise unavailable.

Charitable Funds means a fund which has been set up and which operates on a non-profit basis.

Chief Executive means the chief executive officer of the Trust

"Clear days" means complete days not including the day the period begins or day of the event

Committee means a committee or sub-committee created and appointed by the Trust.

Committee Members	means persons formally appointed by the Board of Directors as members of specific Committees.
Constitution	means this constitution and all annexes to it.
Council of Governors	means the Council of Governors of the Trust as constituted in accordance with this Constitution and which shall have the same meaning as the Board of Governors in the 2006 Act.
Deputy Chairman	means a Non-Executive Director who is appointed to perform the duties of the Chairman in any circumstances when the Chairman is unable to perform those duties.
Director	means an Executive Director or a Non-Executive Director on the Board of Directors
Director of Finance	the finance director to the Trust
Executive Director	means an employee of the Trust holding executive office on the Board of Directors
Financial Year	means- (a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and (b) each successive period of twelve months beginning with 1 April.
Funds Held on Trust	means those funds which the Trust holds on the date of authorisation as an NHS Foundation Trust, whether received on distribution by statutory instrument, or accepted under powers derived under paragraph 14(2)(c) of Part 2, Schedule 4 of the 2006 Act and those accepted whilst an NHS Trust under section 47(2) of the 2006 Act. Such funds may or may not be charitable.
Governor	means a member of the Council of Governors elected or appointed in accordance with this Constitution.
Lead Governor	means the Governor nominated as the lead governor by the Council of Governors in accordance with Annex 5, paragraph A5 6.12.

Local Authority Governor means a member of the Council of Governors appointed in accordance with this Constitution by a local authority specified in Annex 3 whose area includes the whole or part of the Area of the Trust.

Member means an individual who is eligible to join and has joined the Public Constituency or the Staff Constituency in accordance with this Constitution.

Model Rules for Elections shall have the meaning given to them in paragraph 11.2 of this Constitution.

Monitor is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act.

Deleted: Independent Regulator of NHS Foundation Trusts

Nominated Officer means an Officer charged with the responsibility for discharging specific tasks within the standing orders.

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Non-Executive Director means a Non-Executive Director on the Board of Directors including the Chairman

Officer means an employee of the Trust or any other person holding a paid appointment or office with the Trust.

Partnership Governor means a member of the Council of Governors appointed by the Partnership Organisation.

Partnership Organisation means the organisation designated as a partnership organisation for the purposes of this Constitution as specified in Annex 3.

PCT Governor means a Member of the Council of Governors appointed in accordance with the provisions of this Constitution by a Primary Care Trust specified in Annex 3.

Public Constituency means (collectively) the parts of the Trust's membership consisting of those members living in an area specified in Annex 1 as an area for a Public Constituency

Public Governor means a member of the Council of Governors elected by the members living in an area specified in Annex 1 as an area for a public constituency

Secretary means a person appointed to act independently of the Board of Directors to perform the role as more particularly described in Annex 8, Paragraph A8 4.1.

Senior Independent Director means a Non-Executive Director nominated to the role of Senior Independent Director in accordance with the provisions of this Constitution.

Staff Class means a class of the Staff Constituency as specified in Annex 2.

Staff Constituency means that part of the Trust's membership consisting of the staff of the Trust and which is divided into the classes as provided by this Constitution as referred to in Annex 2.

Staff Governor means a member of the Council of Governors elected by the members of a Staff Class.

Terms of Authorisation are the terms of authorisation issued by Monitor under Section 35 of the 2006 Act.

the Trust means the South Central Ambulance Service NHS Foundation Trust.

2. Name

The name of the foundation Trust is South Central Ambulance Service NHS Foundation Trust (the Trust).

3. Principal purpose

3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

3.3 The Trust may provide goods and services for any purposes related to:

- The provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
- The promotion and protection of public health.

3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. Powers

4.1 The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the Terms of Authorisation.

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4.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.

5. Membership and constituencies

The Trust shall have Members, each of whom shall be a Member of one of the following constituencies:

5.1 a Public constituency; and

5.2 a Staff constituency

6. Application for membership

An individual who is eligible to become a Member of the Trust may do so on application to the Trust.

7. Public Constituency

7.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a Member of the Trust.

7.2 Those individuals who live in an area specified as an area for any public constituency are referred to collectively as the Public Constituency.

7.3 The minimum number of members in each area of the Public Constituency is specified in Annex 1.

8. Staff Constituency

8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a Member of the Trust provided he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or he has been continuously employed by the Trust under a contract of employment for at least 12 months.

8.2 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

8.3 The Staff Constituency shall be divided into three descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.

8.4 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

8.5 An individual who is:

8.5.1 eligible to become a member of the Staff Constituency, and

8.5.2 invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless he informs the Trust that he does not wish to do so.

9. **Restriction on membership**

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9.1 An individual who is a member of a constituency or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.

9.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

9.3 An individual must be at least 14 years old to become a Member of the Trust.

9.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 8 – Further Provisions.

10. **Council of Governors – composition**

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10.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed Governors.

10.2 The composition of the Council of Governors is specified in Annex 3.

10.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

11. Council of Governors – election of Governors

- 11.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.
- 11.2 The Model Election Rules as published from time to time by the Department of Health form part of this Constitution. The Model Election Rules current at the date of the Trust's authorisation as an NHS foundation trust are attached at Annex 4
- 11.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 40 of the Constitution (amendment of the Constitution).
- 11.4 An election, if contested, shall be by secret ballot.

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12. Council of Governors - tenure

- 12.1 Subject to the provisions contained in Annex 5 paragraph A5.3 (Initial tenure of office for the Council of Governors) an elected ~~Governor may~~ hold office for a period of up to 3 years.
- 12.2 An elected Governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.
- 12.3 An elected Governor shall be eligible for re-election at the end of his term but may not serve more than three consecutive terms or 9 years whichever is the lesser.
- 12.4 An appointed Governor may hold office for a period of up to 3 years.
- 12.5 An appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him or, he ceases to be employed by the appointing organisation.
- 12.6 An appointed Governor shall be eligible for re-appointment at the end of his term but may not serve more than three consecutive terms or 9 years whichever is the lesser.

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13. Council of Governors – disqualification and removal

- 13.1 The following may not become or continue as a member of the Council of Governors:
- 13.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

13.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;

13.1.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

13.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

13.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 5.

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14 Council of Governors – meetings of governors

14.1 The Chairman of the Trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 22.1) or, in his absence the Deputy Chairman (appointed in accordance with the provisions of paragraph 23 below), shall preside at meetings of the Council of Governors.

14.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting on the grounds more particularly provided for in Annex 6, paragraph 4.1.2

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15. Council of Governors – standing orders

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 6.

16. Council of Governors - conflicts of interest of Governors

If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

17. Council of Governors – travel expenses

The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.

18. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 5.

19. Board of Directors – composition

19.1 The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

19.2 The Board of Directors is to comprise:

19.2.1 a non-executive Chairman;

19.2.1 not more than 7 other Non-Executive Directors; and

19.2.3 not more than 7 Executive Directors.

19.3 One of the Executive Directors shall be the Chief Executive.

19.4 The Chief Executive shall be the Accounting Officer.

19.5 One of the Executive Directors shall be the Director of Finance.

19.6 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

19.7 One of the Executive Directors is to be a registered nurse or a registered midwife.

19.8 Save where more than one person is appointed jointly to a post of Executive Director and shares a vote in accordance with paragraph 2.6 of Annex 7, the Directors shall at all times have one vote each save that where the number of votes for and against a motion is equal, the Chairman shall be entitled to exercise a second and casting vote.

20. Board of Directors – qualification for appointment as a Non-Executive Director

A person may be appointed as a Non-Executive Director only if –

20.1 he is a member of the Public Constituency, and

20.2 he is not disqualified by virtue of paragraph 26 below.

21. Board of Directors – appointment and removal of Chairman and other Non-Executive Directors

21.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other Non-Executive Directors.

21.2 Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

21.3 The initial Chairman and the initial Non-Executive Directors are to be appointed in accordance with paragraph 22 below.

22. Board of Directors – appointment of initial Chairman and initial other Non-Executive Directors

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22.1 The Council of Governors shall appoint the chairman of the Applicant NHS Trust as the initial Chairman of the Trust, if he wishes to be appointed.

22.2 The power of the Council of Governors to appoint the other Non-Executive Directors of the Trust is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the non-executive directors of the Applicant NHS Trust (other than the Chairman) who wish to be appointed.

22.3 The criteria for qualification for appointment as a Non-Executive Director set out in paragraph 20 above (other than disqualification by virtue of paragraph 26 below) do not apply to the appointment of the initial Chairman and the initial other Non-Executive Directors in accordance with the procedures set out in this paragraph.

22.4 An individual appointed as the initial Chairman or as an initial Non-Executive Director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as Chairman or (as the case may be) Non-Executive Director of the Applicant NHS Trust; but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months.

23. Board of Directors – appointment of Deputy Chairman

The Council of Governors at a general meeting of the Board of Governors shall appoint one of the non-executive directors as a deputy chairman.

24. Board of Directors - appointment and removal of the Chief Executive and other Executive Directors

- 24.1 The Non-Executive Directors shall appoint or remove the Chief Executive.
- 24.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 24.3 The initial Chief Executive is to be appointed in accordance with paragraph 25 below.
- 24.4 A committee consisting of the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

25. Board of Directors – appointment and removal of initial Chief Executive

- 25.1 The Non-Executive Directors shall appoint the chief officer of the Applicant NHS Trust as the initial Chief Executive of the Trust, if he wishes to be appointed.
- 25.2 The appointment of the chief officer of the Applicant NHS Trust as the initial Chief Executive of the Trust shall not require the approval of the Council of Governors.

26. Board of Directors – disqualification

The following may not become or continue as a member of the Board of Directors:

- 26.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 26.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
- 26.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

27. Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 7.

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28. Board of Directors - conflicts of interest of Directors

If a Director has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board of Directors, the Director shall disclose that interest to the members of the Board of Directors as soon as he becomes aware of it. The Standing Orders for the Board of Directors (Annex 7) shall make provision for the disclosure of interests and arrangements for the exclusion of a director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

29. Board of Directors – remuneration and terms of office

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29.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other Non-Executive Directors.

29.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

30. Registers

The Trust shall have:

30.1 a register of Members showing, in respect of each Member, the constituency to which the Member belongs and, where there are classes within it, the class to which the Member belongs;

30.2 a register of members of the Council of Governors;

30.3 a register of interests of Governors;

30.4 a register of Directors; and

30.5 a register of interests of the Directors.

31. Admission to and removal from the registers

31.1 The Secretary shall ensure the removal from the register of members of the name of any Member who ceases to be entitled to be a Member under the provisions of this Constitution as soon as he is notified or becomes aware of any change.

31.2 The Secretary shall ensure that all registers are maintained and updated.

32. Registers – inspection and copies

- 32.1 The Trust shall make the registers specified in paragraph 30 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 32.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any Member of the Trust, if the Member so requests.
- 32.3 So far as the registers are required to be made available:
 - 32.3.1 they are to be available for inspection free of charge at all reasonable times; and
 - 32.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 32.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

33. Documents available for public inspection

- 33.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
 - 33.1.1 a copy of the current constitution;
 - 33.1.2 a copy of the current Terms of Authorisation;
 - 33.1.3 a copy of the latest annual accounts and of any report of the auditor on them;
 - 33.1.4 a copy of the latest annual report;
 - 33.1.5 a copy of the latest information as to its forward planning; and
 - 33.1.6 a copy of any notice given under section 52 of the 2006 Act.
- 33.2 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 33.3 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

34. Auditor

34.1 The Trust shall have an auditor.

34.2 The Council of Governors shall, taking into account the recommendations of the Audit Committee, appoint or remove and agree the remuneration of, the auditor at a general meeting of the Council of Governors.

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35. Audit committee

The Trust shall establish a committee of Non-Executive Directors as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate.

36. Accounts

36.1 The Trust ~~must keep proper accounts and proper records in relation to the accounts.~~

Deleted: shall keep accounts in such form as Monitor may with the approval of HM Treasury direct

~~36.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.~~

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~~36.3~~ The accounts are to be audited by the Trust's auditor.

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~~36.4~~ The Trust shall prepare in respect of each Financial Year annual accounts in such form as Monitor may with the approval of the ~~Secretary of State~~ direct.

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~~36.5~~ The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

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37. Annual report, forward plans and non-NHS work

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37.1 The Trust shall prepare an Annual Report and send it to Monitor.

37.2 The Trust shall give information as to its forward planning in respect of each Financial Year to Monitor.

37.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.

37.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

37.5 Each forward plan must include information about:

- The activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
- The income it expects to receive from doing so

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37.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 37.5, the Council of Governors must:

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- Determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and
- Notify the Directors of the Trust and its determination

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37.7 A Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of health service in England may implement the proposal only if more than half the members of the Council of Governors of the Trust voting approve its implementation.

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38. Meeting of Council of Governors to consider annual accounts and reports

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The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

- 38.1 the annual accounts
- 38.2 any report of the auditor on them
- 38.3 the annual report.

39. Instruments

- 39.1 The Trust shall have a seal.
- 39.2 The seal shall not be affixed except under the authority of the Board of Directors.

40 Amendment of the Constitution

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- 40.1 Amendments by the Trust of its Constitution are to be made with the approval of Monitor. For the avoidance of doubt, any amendments to the annexes attached to this Constitution must also be approved by Monitor.
- 40.2 No proposal for amendment of this Constitution shall be put to Monitor unless it has been approved by the Board of Directors,

which shall first have consulted the Council of Governors on each such proposal.

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LIST OF ANNEXES (NOT INCLUDED)

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ANNEX 1 – THE PUBLIC CONSTITUENCY

ANNEX 2 – THE STAFF CONSTITUENCY

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

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ANNEX 4 – THE MODEL ELECTION RULES

ANNEX 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

**ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF
THE COUNCIL OF GOVERNORS**

**ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF
THE BOARD OF DIRECTORS**

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ANNEX 8 – FURTHER PROVISIONS

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COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Chief Executive's Report
Presented by:	Will Hancock, Chief Executive
Paper for Debate, Decision or Information:	Information
Main Aim:	To update the Council of Governors on a range of issues and developments affecting the Trust, including in relation to current operational performance
Summary of key points for consideration:	<p>The report covers a range of issues relating to the delivery of the Trust's six strategic priorities, including:</p> <ul style="list-style-type: none"> • Current SCAS performance • Operational issues and developments • Quality • Workforce • NHS 111 contracts • Reporting to Monitor • An update from the Board of Directors • stakeholders
Recommendations or Outcome Required :	Note
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



Chief Executive's Report – September 2012

Purpose

The purpose of this report is to keep the Council of Governors up-to-date on key issues affecting the Trust, including those which will help support governors in delivering certain elements of their statutory duties and responsibilities, for instance:

- holding the Board of Directors to account for the performance of the Trust
- representing the interests of the members of the Trust as a whole and the interests of the public.

The report is shaped around the six strategic themes highlighted in our Annual Forward Plan for 2012/13.

To achieve operational excellence by achieving response times, performance standards, resilience and efficiency

Service Performance

The Trust successfully achieved the two national response time performance targets (Red 8 and Red 19) and its statutory financial duties for quarter 1, which is a key Monitor requirement.

In terms of the month of July, the latest comprehensive Integrated Performance Report was circulated to governors on 30 August, and this shows that SCAS were just below the national targets for Red 8 and Red 19.

Two factors, in particular, have had an impact on performance. Activity levels in July were 6.6% higher than the corresponding period last year, and hospital handover delays remain a major area of concern. The hospital element of handover delays has worsened by the equivalent of c500 lost hours per month when comparing quarter 1 of 2012/13 with the same quarter of 2011/12.

On a year-to-date basis we are achieving the national target for Red 8 for all counties except Berkshire and Buckinghamshire. For Red 19 we are achieving for all counties except Buckinghamshire and Oxfordshire (which is 94.9%)

Activity levels continue to remain high, and actions are being taken to improve the operational performance to ensure national targets are delivered.

The Trust continues to achieve its financial targets, which will be the subject of an agenda item at the Council of Governors meeting.

Resources Escalation Action Plan (REAP)

REAP is a national system, used to inform short-term capacity planning in response to the prevailing level of demand for services and other factors including: performance levels, demand, staff availability, control room issues, external influences, and NHS internal influences. Each level of escalation indicates the level of pressure that the Service is experiencing and includes a menu of options to implement to respond appropriately.

SCAS is currently at REAP level 3 (out of 6). This is due to the higher than planned demand levels which are impacting on our Red performance. To mitigate the impact of the higher demand, the REAP actions provide additional operational hours through agreed processes such as managers responding as part of their daily duties and certain training courses being postponed. We review our REAP level every week and hope to lower this at the end of the quarter. To assist us with managing our current performance we have implemented a Silver Command cell in each Emergency Operation Centre (EOC) to manage any daily issues that arise and allow the EOC team to manage their responsibilities. We are also holding two daily conference calls chaired by a Gold Manager to implement the required actions and resolve any issues.

Review of Olympics

The Trust had been planning and preparing for the Games with partner agencies since 2007 when London was chosen as the host city. London Ambulance Service (LAS) required mutual aid from around the country and SCAS provided a small contingent of staff who resided in London before and during the Olympics. Initial feedback has been that our staff were a credit to the organisation.

The actual operational response began when the Torch Relay arrived in Milton Keynes on 9 July. As well as operational support to the Torch Relay itself, managers were present at the various police and local authority control rooms as the Torch made its way through South Central and until it left Portsmouth for Brighton on 16 July.

The Trust's support of two motorcycles and Hazardous Area Response Team (HART) capability produced unexpected benefit to our patients. During the Thames Valley part of the relay the motorcycles responded to two red calls (unrelated to the relay) which may not have been reached within 8 minutes otherwise.

SCAS provided on site medical cover at Eton Dorney for the Olympic rowing which was very successful and there were no adverse incidents reported.

The release of SCAS staff to the Olympics was backfilled with Private Providers to cover any shortages and mitigate the impact of this release.

I would like to pay tribute to Trust staff, whose enthusiasm, commitment and hard work ensured that we were ready for the start of the Games and delivered excellent support throughout.

Winter planning

We have robust plans for delivering the service in adverse weather which are supported with our REAP and Escalation plans. We are also feeding into local winter plans which are agreed through the Strategic Health Authority. The local plans provide the Area Managers with more details around services that are available and what support is required in their local area and also provides SCAS the opportunity to share with key stakeholders our plans and how we will operate during adverse weather.

Operational and clinical structure review

In early 2011, the Trust undertook a major review of its operational and clinical structure. There were four key drivers for this review:

- the need for strong front line clinical leadership to continue our focus on clinical outcomes, patient experience and safety
- requirement for consistent management and leadership across SCAS
- scope to make savings and reduce operational costs in the existing NHS financial climate
- rise to the new regulatory requirements of being a Foundation Trust

A new structure for operational and clinical services was built, with some of the key features being:

- an area management approach to operations, with Area Directors and Area Managers
- establishment of an Investigation Unit to oversee processes for serious complaints, SUIs and investigations
- an increased focus on teamworking
- new arrangements for resilience and dealing with major incidents

The new structures were in place in October/November 2011, and a post implementation review is shortly due to commence, with a report being presented to the Board in November.

In response to a governor question regarding roster changes, the changes in the South were implemented in May and have been welcomed by the majority of staff. The new rotas enable the Team Leaders and Clinical Mentors to work with their teams and the entire team work the same shift pattern which is already improving communication with staff and performance management. The rotas also provide time for the team to attend training and education together. We will

complete a six month review of the rotas and make any required changes following this review.

Our plan is to implement roster changes in the North of the patch early in the New Year once the learning from the South can be fully extracted and applied.

Wokingham Emergency Operation Centre (EOC)

The Wokingham EOC is now closed and following a period of consultation individual staff members have either been relocated to Bicester or Otterbourne EOCs, or redeployed into other roles within SCAS (e.g. Emergency Care Assistant roles). There have unfortunately been some redundancies where the roles being offered were not assessed as representing 'suitable alternative employment'. The Bicester EOC is now dispatching all Berkshire resources and, where possible, we are utilising ex-Berkshire EOC staff to do this maintaining their local knowledge. We are also exposing all the Bicester EOC staff to the Berkshire area to build their knowledge and improve our resilience in dispatching in Berkshire. These moves are complex and challenging, and staff are working hard and doing their very best to make the new arrangements as effective as possible.

To deliver clinical excellence by improving clinical outcomes, ensuring patient safety and providing a positive patient experience
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Quality

SCAS remains fully compliant with the CQC essential standards and are maintaining open relationships with our inspectors. Each standard is assessed through a process of evaluation and evidence called a Provider Compliance Assessment, which selected governors will be involved in reviewing in October. We are continuing to prepare for our level 1 NHS LA (Litigation Authority) assessment in October. This involves a robust review of 50 standards and policies. The NHS LA standards are designed to improve the safety of patients, staff and others and assist in the identification of risk.

SCAS continues to receive more compliments than at this time last year and less complaints to date. 59 compliments were received in July 2012 and 15 complaints. We have developed a plan of patient satisfaction surveys for 2012/13, to include Emergency Care Practitioners, 111, PTS and the Clinical Support desk.

In July 2012 SCAS reported 208 incidents, one RIDDOR reportable and 15 physical and non physical assaults against staff. The Health, Safety and Risk Committee monitor all incidents and develops actions to analyse and mitigate.

It remains a challenge to meet response time targets and we are aware that any drop in performance may impact on patient experience and the quality of care they receive. Silver on call personnel have been working alongside shift managers to ensure patient flow.

The new National Quality Board has drafted guidance on Quality in the new health system (in response to the structural NHS changes) against which provider organisations will be monitored. The document outlines distinct roles and responsibilities for quality and how to respond to early warning signs. The report states that the role of Governors will provide a “vital level of oversight” into quality outcomes and continuous improvement. The final report awaits the Francis report from Mid Staffordshire NHS Foundation Trust due in October.

Cardiac arrest survival rates by ambulance

Last week there was some media coverage in some areas regarding the Department of Health’s Ambulance Quality Indicators for cardiac arrest survival rates by ambulance. This is the first time that such an indicator has been measured, and we were ranked as the lowest of ambulance trusts with a rate of 10.8% (compared with the highest of 31.7% in London).

It is important to note that the Trust audits every cardiac arrest, all of our staff are trained to use the latest guidelines and best practice, and operate with high quality kit and equipment. We also operate an on-going widespread research trial to test the efficacy of the automatic chest compression device.

We are, however, strongly focused on improvement and learning from best practice. John Black, the Trust’s Medical Director, leads nationally on behalf of all ambulance trust Medical Directors on cardiac care.

To deliver leadership, staff engagement and a learning culture by developing the workforce, motivating and enabling our people to deliver excellence
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Appointment processes

I am delighted to inform you that we have now successfully filled the key Board level role of Director of Strategy and Business Development, with the appointment of James Underhay. James will join the Trust on 8 October, and has held a number of senior operational and commercial roles in both the private and not-for-profit sectors, including with British Airways, KPMG and Turning Point. He will bring a strategic approach to business development and commercial opportunities, whilst managing our commercial business and providing leadership to the Commercial Management Team. I look forward to introducing James to the Council of Governors in due course.

We have formally started the process to recruit substantively to the key position of Chief Operating Officer, with John Nichols continuing to fill this role on an interim basis.

Corporate Services Review Update

Further to the briefing for Governors at the last meeting, the Board accepted the recommendations from the Chief Executive at their meeting on 27 June to restructure the Corporate Service departments of

- Finance, including procurement, performance information, IM&T, and estates
- HR, including recruitment
- Education
- Communications
- Service development and operational planning
- Corporate services and Chief Executive's Office

In reaching their decision the Board considered the amendments to the original proposal arising from staff consultation and the report and recommendations from Ilona Blue, Non Executive Director, who undertook an independent review of the proposal on behalf of the Board.

All members of staff affected by the review were written to following the Board decision, and the way forward for each was outlined within the letter. Each Directorate is now implementing the recommendations which support the Operational and Clinical restructure completed in November 2011.

Appointment procedures for all posts are now being undertaken, with most Directorates well through this process. For some staff this will mean relocating from Berkshire to either Northern or Southern House, as services are aligned to the Operational management structure. Relocation criteria are applied in line with Trust policies, to assess whether the job at the new location is suitable alternative employment.

Once fully implemented, the Trust should benefit from

- a fit for purpose structure
- corporate roles which support delivery of the Trust's business
- alignment of resources to direction of travel – internal and external
- structures which can support internal and external demands and relationships

Annual Staff Recognition Awards 2012 (“Ambies”)

Our annual Staff Recognition Awards ceremony will be taking place on the evening of 26 September. Following receipt of nominations, shortlisting has taken place across the various categories, which are:

- A&E person of the year
- Commercial Services person of the year
- Emergency Operations Centre person of the year
- Support person of the year
- Volunteer person of the year
- Team of the year
- Trainee of the year
- Educator of the year
- CEOs commendation for outstanding service to the Trust
- Chairman's special award

We will notify you of the various winners in due course.

To develop further the portfolio of commercially viable and high quality non emergency commercial contracts

NHS111

Research has shown that the public find it difficult to access NHS services when they develop unplanned, unexpected healthcare needs. Changes in the way in which services are delivered, in particular the introduction of new services like NHS walk-in centres or Urgent Care Centres have added to the complexity of the urgent healthcare system.

NHS reviews have also found that patients want better information and more help to understand how to access the best care, especially urgent care, when they need it. Consultations with the public and clinicians carried out by Strategic Health Authorities resulted in them calling for the introduction of a single number to improve access to urgent healthcare services.

The Department of Health started work in 2008 on scoping the introduction of a single number to access NHS urgent healthcare services. This included carrying out research with the public that found there was overwhelming support for such a service with a “999 style” memorable number.

The first of the NHS111 pilots was launched on 23 August 2010 in County Durham and Darlington; provided by the North East Ambulance Service. Further pilots were subsequently launched in Nottingham City, Lincolnshire and in Luton in the same year and in the Isle of Wight and parts of Derbyshire in 2011. In August 2011 the Department of Health and the new NHS Commissioning Board wrote to all Strategic Health Authority Chief Executives asking them to submit their firm plans to complete the roll-out of the NHS111 service by April 2013. A recent development has been the possible delay of up to a maximum of six months in the local roll out of the service. However, any delay can only be granted after submission to the Department of Health and supported by local commissioners and clinicians.

This new service does not replace the emergency 999 number – it will replace the multiple urgent care contacts such as the Doctors out of Hours service number and also the NHSD number.

SCAS continues to focus on developing its business in relation to NHS111 services and our current involvement is detailed below.

In **Hampshire** we have won, against very strong competition, the five year contract to provide the NHS111 service, commencing in October 2012. We expect to take in the region of 600,000 calls a year, with the main call centre being based at our existing site in Otterbourne near Winchester.

Working in partnership with Oxford Health Foundation Trust we have been selected to provide a two year pilot for **Oxfordshire** which went live at the end of July 2012. We expect to take some 170,000 calls – mainly at our existing facility

at Bicester. A key learning has been the difficulty in providing a full service for NHS111 when many of the staff are still retained in the continuing Out of Hours services or in NHS Direct. We have had to recruit a new workforce and also hold vacancies to take staff transferred to the NHS 111 service via TUPE arrangements in the future. Aside from this valuable learning from the early stages of the pilot, no complaints have been received about the service and we have had some positive feedback.

We have been selected to provide a two year pilot for **Berkshire** commencing in early 2013, we expect to be taking in the region of 262,500 calls a year.

We have recently submitted bids for the contracts to provide the NHS111 service in **Buckinghamshire** (130,000 calls) and also for **Milton Keynes** area (85,000 calls).

To deliver sound governance, value for money and a strong financial standing

Quarterly returns to Monitor

The Trust reports to Monitor on a quarterly basis, and submitted its quarter 1 return for 2012/13 at the end of July following discussion at the Board meeting in public on 25 July.

Monitor requires three declarations of compliance, and the Trust were able to satisfactorily make two of these:

- the Trust will continue to maintain a financial risk rating of at least 3 over the next twelve months
- the Board confirms that there are no matters arising in the quarter requiring an exception report to Monitor which have not already been reported

However, the Trust was unable to make the following declaration:

- the Board is satisfied that plans are in place and sufficient to ensure ongoing compliance with all existing targets (after the application of thresholds) and a commitment to comply with all known targets going forwards

The Board noted that the recently introduced technical change to the measurement of the category A8 response time target (which splits the target into two measures – red 1 and red 2) will be challenging, requiring a re-engineering of call handling and dispatching procedures in order to deliver the new target. Whilst the Board is assured that SCAS has plans in place to re-engineer the call handling and dispatching processes, they are concerned that there is insufficient understanding and experience generally around the new Red 1 measure. Taking this into account, as well as the cost of improving performance across a mixed urban and rural area, the Board does not currently have full assurance that the measure will be delivered by quarter going forward. The issue is compounded by the extremely low number of Red 1 calls that are presenting across the Trust

resulting in the measure being a very narrow target. The Board will therefore be seeking further assurance in the coming weeks.

Board of Directors update

Since the last Council of Governors meeting, the Board of Directors has met on two occasions:

- a Board Development seminar was held on 27 June, where the latest position with the developing commissioning landscape (e.g. CCGs and commissioning support organisations) and the public health transition (e.g. establishment of Health and Well Being Boards and new responsibilities for Local Authorities) was considered. The outcomes from this will help inform the Trust's strategy for stakeholder engagement, which is currently being reviewed and updated.
- the bi-monthly Board meeting in public was held on 25 July, with three governors in attendance. The Board discussed a range of key issues with a particular focus on current operational performance, quality and risk. A short, private meeting followed where the Board considered its bid in response to the tender for NHS 111 in Milton Keynes and Northamptonshire

The next Board meeting in public will be held at 10.00am on Wednesday 26 September at the Holiday Inn Reading West, Bath Road, Padworth, Berkshire. It will be followed by the Trust's Annual General and Members Meeting.

To deliver effective stakeholder relationships including developing whole system solutions and seamless pathways of care
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Media coverage

Governors receive the monthly "Media and Engagement Round-Up" briefing, as well as media alerts relating to key events and developments. Since the last Council of Governors meeting in June, there has been a range of national and local media coverage of the Trust, including in respect of:

- our Energy Wise Campaign as a Finalist in the Health Service Journal's Efficiency Awards 2012 (awards being presented in London 25 September);
- our 999 Misuse Costs Lives campaign being shortlisted in two regions (Wessex and Thames Valley) in the Chartered Institute of Public Relations Pride Awards 2012
- SCAS supporting delivery of the Olympic Games in London and at Eton Dorney, Berkshire.

- following SCAS' success in achieving two Institute of Practitioners in Advertising Awards for the 999 Misuse Costs Lives campaign, the Trust gave radio interviews to The Breeze (Newbury) and to Banbury Sound.
- a further radio interview was recorded with Reading 107FM on alcohol misuse following the publication of a study by North East Ambulance Service / Newcastle University.

As at 29 August, there had been 65,484 viewings of the "Misuse Costs Lives" viral video, and 864 people are now following SCAS through Twitter.

Membership

SCAS currently has 9,702 public members (as at 3 September). The Council of Governors' Membership and Engagement Committee contributes to the work that takes place to recruit and engage with the Trust's membership, and an update from the committee will take place during the meeting.

Consultations involving key stakeholders

Monitor are running a consultation over their proposed new NHS provider licence. This licence will replace the terms of authorisation for a Foundation Trust, and will be the key way in which SCAS are regulated. The licence will cover seven sections setting out the conditions that providers must comply with:

- general (e.g. the standard behaviours which Monitor will expect from all licencees, including fit and proper Directors and Governors)
- pricing (e.g. compliance with the national tariff)
- choice and competition (e.g. prevention of anti-competitive behaviour)
- integrated care (e.g. working with commissioners to develop integrated care)
- continuity of service (e.g. ensuring services continue to operate where a provider becomes financially distressed or insolvent)
- Foundation Trust governance (e.g. providing information relevant to Monitor's duty to maintain the register of Foundation Trusts)
- definitions and notes

SCAS will be submitting a response to the consultation ahead of the deadline of 23 October 2012, and it is expected that the new provider licence for Foundation Trusts will be introduced from April 2013. Further details will be provided at the January 2013 meeting.

Will Hancock, Chief Executive, 31 August 2012

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Appointment of new External Auditors
Presented by:	Charles Porter, Director of Finance
Paper for Debate, Decision or Information:	Decision
Main Aim:	To consider a recommendation from the External Audit Panel for the appointment of the Trust's external auditors for the 2012/13, 2013/14 and 2014/15 financial statements (with the option of a further year).
Summary of key points for consideration:	<p>An Audit Selection Panel, with governor representation, has overseen a process to appoint new external auditors for the Trust.</p> <p>Following a comprehensive process, three firms were involved in the final stages of the procurement, with the evaluation being based on price, quality of approach, and qualifications and experience.</p> <p>A recommendation is made to the Council of Governors based on this evaluation.</p>
Recommendations or Outcome Required :	Approve
Previous Forum:	Council of Governors 25 June 2012
Statutory Requirements Met:	Yes (this is part of the formal role of the governors)
Contact in case of query concerning this paper:	Charles Porter, Director of Finance, 01869 365027



COUNCIL OF GOVERNORS 10 SEPTEMBER 2012 – (Enc. F)

APPOINTMENT OF NEW EXTERNAL AUDITORS TO THE FOUNDATION TRUST

1. Purpose

The purpose of this report is to provide a recommendation to the Council of Governors (COG) with respect to the appointment of external auditors to the Trust for an initial term of at least three years with possible options to extend.

2. Background

On the recommendation of the Chair of the Audit Committee, the Council of Governors agreed to the formation of a small sub group (Audit Selection Panel) with the following remit

- Oversee the arrangements for the appointment of the Trust's external auditor
- Make a recommendation to the full Council

The Audit Selection Panel comprised

Eddie Weiss	Audit Committee Chairman and Chair of Panel
Ilona Blue	Non Executive Director of the Trust
Melanie Hampton	Public Governor Berkshire
Al Tottle	Public Governor Hampshire
Charles Porter	Director of Finance and Estates
Nick Dolden	Assistant Director of Finance

An initial meeting of the Audit Selection Panel was convened to agree the specification, the term of any award, evaluation criteria and method of procurement. The panel decided to use a pre-existing hub (East of England) as it was felt that only larger firms would meet the criteria of having FT experience, as required by Monitor's code of Audit Practice, and that any price differential was unlikely to be significant. There are six firms on the hub so a mini competition would be necessary to get to a final award.

3. The Process

A procurement timetable was agreed at the outset and the main timelines of the process are summarised below:

- Service Specification and Evaluation criteria – finalised 26 June
- Invitation To Quote issued -27 June
- Receive supplier queries and correspondence (6 July to 25 July)

- Final submission date for Invitation to Quote – 25 July
- Short Listed Supplier Presentations – 1 August
- Evaluation of tenders - 1 August
- Proposal for approval full Council of Governors -10 Sep
- Notification to successful candidate – 11 Sep to 30 Sep
- Feed back to unsuccessful candidates -11 Sep to 30 Sep

4. **Evaluation**

In response to the mini competition, three of the firms on the East of England Framework Agreement submitted bids by the stipulated deadline date these being Deloittes, Grant Thornton and KPMG and all were shortlisted for presentation which took place on 1 August.

Evaluation of the written tender proposals was split between price (35% weighting), quality of approach (35% weighting) and qualifications and experience (30% weighting). The scoring was based on evaluation of both the written documentation supported by the quality of presentation. To support the latter, a number of questions pre-agreed by the panel, were directed to all of the short listed presenting firms.

The outcome of the evaluation is summarised below:

	Price (out of 35)	Quality of Approach (out of 35)	Qualifications (out of 30)	Total (out of 100)
Company A	32	26	20	78
Company B	33	27	15	75
Company C	35	33	23	91

5. **Recommendation**

The external audit panel recommends, on the basis of the evaluation process, the appointment of Company C as the Trust's External Auditors for the financial statements covering financial years 2012/13, 2013/14 and 2014/15 with an option to extend for a further financial year (2015/16). The Governors will be notified of the identity of the companies in the above table by separate e mail prior to the Council of Governor's meeting.

The Council of Governors are requested to formally approve this recommendation.

*Edward Weiss, on behalf of the Panel
Chairman of the Trust's Audit Committee*

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Report from the Nominations Committee meeting held on 28 June 2012
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Report – for information Terms of Reference – for ratification (Appendix A)
Main Aim:	To keep the Council of Governors informed about the work of the Nominations Committee
Summary of key points for consideration:	The Council of Governors are asked to: <ul style="list-style-type: none"> • ratify the terms of reference for the committee (Appendix A) • note the report from the first meeting on 28 June 2012
Recommendations or Outcome Required :	Report – for information Terms of Reference – for ratification (Appendix A)
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



COUNCIL OF GOVERNORS 10 SEPTEMBER 2012 – (Enc. G)
REPORT FROM THE NOMINATIONS COMMITTEE MEETING HELD ON 28 JUNE 2012

Background

1. The Nominations Committee (sub-committee of the Council of Governors) held its first meeting on 28 June 2012.
2. Four of the five members were present: Trevor Jones (Committee Chair), Bob Duggan (Lead Governor), Eddie Cottrell (Staff Constituency), and James Hartridge (Public Constituency). Apologies were received from Keith House (Appointed Partner Constituency).
3. Support was provided by Steve Garside (Company Secretary) and Sharon Walters (Director of Human Resources).

Discussion

4. The Committee considered a proposed terms of reference, and held its first discussion about the following processes, all relating to the statutory role of governors:
 - Chair and Non-Executive Director performance appraisal
 - the recruitment, reappointment, and removal of the Chair and Non-Executive Directors (NEDs)
 - the appointment of the Chief Executive
 - remuneration for the Chair and NEDs.
5. As part of the above discussions, the Committee considered the key Monitor document: *“Your Statutory Duties – A Reference Guide for NHS Foundation Trust Governors”*.

Outcomes

6. The Committee approved the proposed terms of reference, which are now presented to the Council of Governors for ratification.
7. The Committee asked Steve Garside and Sharon Walters to begin the work to develop a framework to provide the Committee with the necessary procedures and information to discharge its remit (e.g. covering the processes outlined in section 4 above), drawing on the guidance issued by Monitor.
8. The Committee also asked for some background research into appraisal processes and NED terms and conditions at other FTs to help inform their future work.
9. The next meeting would be held in October 2012.

Recommendation

10. The Committee is asked to note the report, and ratify the terms of reference shown at Appendix A.

**Trevor Jones,
Chairman
31 August 2012**

APPENDIX A

SOUTH CENTRAL AMBULANCE SERVICE NHS FOUNDATION TRUST

Council of Governors - Nominations Committee

Terms of Reference

1. Constitution

- 1.1 The Council of Governors hereby resolves to establish a Committee of the Council of Governors to be known as the Nominations Committee, in accordance with the Trust's constitution and the Monitor Code of Governance.
- 1.2 The Nominations Committee is referred to in this document as 'the Committee'.

2. Purpose

- 2.1 The purpose of the Committee is to consider and make recommendations to the Council of Governors relating to the:
- appointment of the Chair and Non-Executive Directors
 - remuneration, allowances and terms of appointments of the Chair and Non-Executive Directors
 - re-appointment of the Chair and Non-Executive Directors
- 2.2 In making recommendations the Committee shall:
- agree the process for the recruitment of the Chair and Non-Executive Directors taking into account the qualifications, skills and expertise required.
 - work with the Chair to agree the process for the evaluation of the Non-Executive Directors, and with the Deputy Chair to agree the process for the evaluation of the Chair.

3. Membership

- 3.1 The Committee shall have no more than five members, appointed by the Council of Governors. The composition will include the Trust Chair, Lead Governor, and one governor from each of the following categories: staff, public and appointed.
- 3.2 The Chair of the Trust will be the Chair of the Committee. In the event that matters relating to the Chair of the Trust are being discussed, including his/her appointment, reappointment or remuneration, the Deputy Chair of the Trust will deputise.

4. Quorum

- 4.1 The quorum necessary for formal transactions of business by the Committee shall be three members, including either the Chair (or Deputy Chair) of the Committee.

5. Attendance

- 5.1 Only members of the Committee have a right to attend.
- 5.2 The Deputy Chair shall be invited to attend meetings when matters relating to the Chair of the Trust are being discussed.
- 5.3 The Chief Executive and/or other officers from the Trust executive may be invited to attend meetings as determined by the Committee Chair.
- 5.4 The Company Secretary will provide secretarial duties to the Committee and shall attend to take minutes of the meeting and provide support to the Chair and Committee members.
- 5.5 Attendance at Committee meetings will be disclosed in the Council of Governors section of the Trust's Annual Report and Accounts.

6. Frequency

- 6.1 The Committee shall meet as required to fulfill its duties but will meet at least once a year.

7. Authority

- 7.1 The Committee has no powers other than those specified in these Terms of Reference.
- 7.2 The Committee is authorised by the Council of Governors to:
 - investigate any action within its Terms of Reference.
 - seek any further information it requires from any employee or governor (and all employees and governors are directed to cooperate with any reasonable request made by the Committee).
 - obtain outside legal or other independent professional advice, subject to cost-effectiveness considerations, and to secure the attendance of outsiders with relevant experience and expertise if it considers it to be necessary. It may challenge the reports and duties of other Committees to ensure due and robust business processes are in place.
 - commission research, surveys or other activities, as necessary for it to obtain required knowledge and information.
 - develop policies, procedures and guidelines on matters concerning its duties, for approval by the full Council

8. Duties

8.1 Appointment of the Chair and Non-Executive Directors

- a) Develop a process for the timely selection and appointment of new candidates for the office of Chair or Non-Executive Director of the Trust, that has regard to the expected needs of the Board at the time of the appointment and which

follows best practice in recruitment processes. In particular the process should include:

- i. The requirement to use open advertising and/or the services of external providers to facilitate and search for candidates, as appropriate
 - ii. The requirement to consider candidates from a wide range of backgrounds
 - iii. The requirement to consider candidates on merit against objective criteria ensuring that candidates have sufficient time available to devote to the position
- b) Make recommendations to the Council of Governors on the appointment of the Chair and Non-Executive Directors.
 - c) Ensure that on appointment, candidates receive a formal letter of appointment setting out what is required of them in terms of their duties and time commitment
 - d) As part of the process of the Council of Governors approving the appointment of the Chief Executive, carry out any review on behalf of the Council of Governors and make recommendations, as required

The Committee will complete this duty having satisfied itself that its recommendations fulfill the Trust's needs in terms of skills and experience.

8.2 Re-appointment of the Chair and Non-Executive Directors

- a) Make recommendations to the Council of Governors as appropriate concerning the re-appointment of the Chair and any Non-Executive Director at the conclusion of their specified term of office. In making a recommendation, the committee shall give due regard to the individual's performance in post and their ability to continue to perform adequately in light of the knowledge, skills and experience required at the time the re-appointment is to take effect. The Committee will also consider the balance between the need for continuity and the need to progressively refresh the Board.
- b) Have regard to the principles of the NHS Foundation Trust Code of Governance and the provisions in the Trust's Constitution regarding terms of office and the process of appointment.

The Trust will complete this duty taking into account the existing candidate against the current job description.

8.3 Remuneration of the Chair and Non-Executive Directors:

- a) Make recommendations to the Council of Governors regarding the remuneration, allowances and other terms and conditions of the Chair and Non-Executive Directors; making an assessment as to the level of remuneration required to attract and retain individuals of the right calibre and with the skills required.
- b) In determining the nature of the recommendation, the Committee will take into account all factors that it deems necessary. These will include the scope of responsibilities of the individuals concerned, the expected time commitment of the post, rates of pay in comparable organisations, the general level of pay

increases within the Trust and the wider NHS, and guidance issued by the Independent Regulator or other relevant bodies.

- c) Consider the use of external professional advisors on market pay rates and trends if deemed necessary and cost effective.

8.4 Other Matters

- a) Working with the Deputy Chair and the Chair to agree the process and make recommendations concerning the performance of the Chairman and Non-Executive Director
- b) Receive reports on the process and make recommendations to the Board and the Council of Governors for the appraisal of the performance of the Chairman and Non-Executive Directors
- c) Work with the Chair and Deputy Chair to develop succession plans for the Chairman and Non-Executive Directors
- d) Advise the Board of Directors as to the committee's views on the structure, size and composition of the Board of Directors
- e) Consider any matter relating to the continuation in office of the Chairman and Non-Executive Director when requested to do so by the Board or the Council of Governors
- f) Agree each year a schedule of business of the Committee's intended activities
- g) Unless otherwise agreed, recommendations for approval by the Council of Governors will be presented to it at the first available meeting following the meeting of the Committee

9. Reporting

- 9.1 The Committee shall be directly accountable to the Council of Governors. The Chair of the Committee shall report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities, and draw to the attention of the Council of Governors any significant issues that require disclosure.

The Committee shall make a statement in the Annual Report about its activities, the main areas that it has reviewed, how it has discharged its responsibilities and the process used to set levels of remuneration and terms of service.

10. Support

- 10.1 The Committee shall be supported by the Company Secretariat and duties shall include:

- agreement of the meeting agendas with the Chair of the Committee;
- providing timely notice of meetings and forwarding details including the agenda and supporting papers to members and attendees in advance of the meetings:

- enabling a disciplined timeframe for agenda items and papers, such that at least five working days prior to each meeting, papers (printed and emailed) will be issued to all Committee members and any invited governors, Directors and officers.

10.2 Recording formal minutes of meetings and keeping a record of matters arising and issues to be carried forward, circulating draft minutes to the Chair for approval within seven working days from the date of the last meeting and to the wider committee within ten working days.

10.3 Advising the Chair and the Committee about fulfillment of the Committee's Terms of Reference.

11. Confidentiality

11.1 All members of the Committee are required to observe the strictest of confidence regarding the information presented to the Committee and must not disclose any confidential information either during or after their term of membership. Failure to comply with these requirements could result in the termination of membership of the Committee.

12. Review

- the Committee will undertake a self-assessment at the end of each meeting to review its effectiveness in discharging its responsibilities as set out in these Terms of Reference
- the Committee shall review its own performance and Terms of Reference at least once a year to ensure it is operating at maximum effectiveness. Any proposed changes shall be submitted to the Council of Governors for approval.
- these terms of reference shall be approved by the Council of Governors and formally reviewed at intervals not exceeding one year.

Review Date:March 2013.....

Steve Garside, Company Secretary, SCAS, June 2012

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	10 September 2012
Title of Paper:	Minutes of the Membership and Engagement Committee meeting held on 16 July 2012
Presented by:	David Ridley, Chair, Membership and Engagement Committee
Paper for Debate, Decision or Information:	Information
Main Aim:	To keep the Council of Governors informed about the work of the Membership and Engagement Committee
Summary of key points for consideration:	The Council of Governors are asked to receive the minutes of the third meeting of the Membership and Engagement Committee held on 16 July, and a supplementary verbal report from the Chair of the Committee.
Recommendations or Outcome Required :	Receive for information
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

Draft minutes of the third meeting of the South Central Ambulance Service NHS Foundation Trust Membership and Engagement Committee held on 16 July 2012 at Southern House, Otterbourne, Hampshire

Present: David Ridley, Public Governor (Buckinghamshire) and Committee Chair
Patrick Conafray, Public Governor (Oxfordshire) and Committee Vice-Chair – items 022 – 031 only
Barry Lipscomb, Partner Governor – items 025 – 031 only
Allan Read, Public Governor (Hampshire)
Bob Lassam, Public Governor (Oxfordshire)
Tim Windsor-Shaw, Public Governor (Oxfordshire)

In attendance: Duncan Burke, Director of Communications and Public Engagement
Steve Garside, Company Secretary
Monica Moro, Membership Officer

Apologies: Bob Duggan, Lead Governor
Richard Ryan, Public Governor (Hampshire)
Ludlow Johnson, Equality and Diversity Manager

MEC12/018

Chair's Welcome and Apologies for Absence

The Chair welcomed all to the meeting, including Tim Windsor-Shaw, attending his first meeting of the committee since joining in June.

Apologies were noted from Bob Duggan, Richard Ryan and Ludlow Johnson.

MEC12/019

Declaration of Interests

No further interests were declared beyond those disclosed previously and held on the Company Secretary's governors register of interests.

MEC12/020

Minutes from Meeting of 13 June 2012

The minutes were approved without amendment, and Steve Garside explained that they had already been presented (as unapproved minutes) to the Council of Governors at its meeting on 25 June.

MEC12/021

Matters Arising from Meeting of 13 June 2012

The Committee reviewed the schedule reporting progress against the action points from the second meeting, noting the following:

- MEC12/009 (Berkshire representation on the Committee) – it was noted that David Ridley had contacted the three Berkshire public governors to ask whether any of them wanted to join the committee. In response, one of the governors had asked, due to time commitments, whether they would be able to join the meetings

via teleconference rather than physically attending. The committee considered this and felt that it would be difficult due to the format of the meetings, which often involved considering documentation or presentational information. It was agreed that as a mitigating action for not currently having Berkshire representation on the committee, the Berkshire governors should at least be asked to feed in any views they had about membership communication and engagement ahead of each meeting. With this in mind, David Ridley agreed to circulate an email sent to him by Gary Clark in relation to parish councils.

Action 12/021a

David Ridley to circulate Gary Clark's email regarding parish councils to committee members for comment.

- MEC12/012a (employee induction programme) – Steve Garside advised that he was arranging for Bob Lassam to attend the two day SCAS employee induction programme, in response to his personal request. The committee members asked whether they could see the typical programme for the induction event in order to decide whether they would also find it useful to attend

Action 12/021b

Steve Garside to circulate details of the two day SCAS employee corporate induction programme.

- MEC12/012b (list of all SCAS stakeholders) – Duncan Burke confirmed that he had circulated a list of all of the stakeholders SCAS work and engage with. Tim Windsor-Shaw noted that there was a significant number of stakeholder organisations
- MEC12/013 (list of organisations SCAS work with to recruit members) - Duncan Burke confirmed that he had circulated a list of all the organisations SCAS work with to try and recruit members
- MEC12/014a (questions to governors) – David Ridley commented that he personally felt that the list circulated by Duncan Burke was comprehensive and covered all of the questions members of the public were likely to ask governors. There was general agreement to this, although Tim Windsor-Shaw stated that the “key facts” listed at the end of press releases related to 2009/10 and could be updated
- MEC12/014b (governor role-play sessions) – Monica Moro updated the committee on her thoughts in relation to role-playing some of the questions governors may get asked by members of the public. It was agreed that some time would be allocated before the start of the next meeting for role-playing.

Action 12/021c

Monica Moro to arrange some role-playing exercises (Q&A) for committee members prior to the start of the 24 October meeting.

- MEC12/014c (PALS) – Steve Garside confirmed that he had circulated details about the Trust's Patient Advisory Liaison Service (PALS) as agreed

- MEC12/014d (sample answers) – Duncan Burke explained that key messages and frequently asked questions would be considered later in the meeting
- MEC12/015 (Q&A between governors and members) – Monica Moro confirmed that the annual members meeting on 26 September would include a question and answer session between governors and members, as suggested
- MEC12/016a (equality and diversity) – Steve Garside confirmed that he had invited Ludlow Johnson, the Trust’s Equality and Diversity Manager, to all future meetings, although he had been unable to attend this evening’s
- MEC12/016b (FTGA) – Steve Garside confirmed that he had re-circulated his email to governors regarding the Foundation Trust Governors Association.

MEC12/022

Key messages and frequently asked questions

Duncan Burke circulated two documents: one covering key messages about the Trust, which he explained needed updating, and another listing ten questions that governors could potentially be asked. He advised that that the latter document would be combined with the frequently asked questions document, and issued to support governors with their public engagement. There was a third document, “key facts”, that would also be used, and it was noted that Bob Duggan had made some helpful suggestions which would be incorporated into the document.

It was agreed that the three documents, once fully updated, would be issued to all twenty-six governors, rather than purely the members of the Membership and Engagement Committee.

Action 12/022a

Duncan Burke to issue the three documents covering key messages, key facts, and frequently asked questions to all of the Trust’s governors.

Duncan Burke added that “You and Your Ambulance” could be another useful source of reference for governors, and he agreed to bring copies to the next meeting.

Action 12/022b

Duncan Burke to bring copies of “You and Your Ambulance” to the next meeting of the Membership and Engagement Committee.

MEC12/023

‘Buddy’ programme

Steve Garside explained that he had arranged a buddying programme for Bob Duggan in terms of connecting him with lead governors in two other organisations.

Monica Moro added that progress had been made in terms of identifying governors from other organisations who would be happy to participate in a buddying scheme. She commented that, starting with the Membership and Engagement Committee members, it would be helpful to understand which governors were particularly keen to have a buddy, as it was unlikely it could be arranged for all twenty-six governors.

Bob Lassam asked whether employees in SCAS could be used as buddies, and Monica Moro confirmed that they could, although this would need to be tailored to the needs and knowledge of individual governors.

Action 12/023

Members of the Membership and Engagement Committee to contact Steve Garside / Monica Moro if they wish to participate in a buddying programme.

MEC12/024

'Ride outs' (PTS and 999), EOC and station visits

Duncan Burke advised that members of the committee were the first priority in terms of being invited to participate in ride-outs, station visits and tours of the emergency operations centres, with the aim of covering all governors over the next couple of years.

The following requirements were identified:

- Patrick Conafray – visit Bicester EOC to observe call handling and dispatch, and ride-out with PTS and 999
- Allan Read - visit Otterbourne EOC to observe call handling and dispatch
- David Ridley - ride-out with PTS and 999
- Barry Lipscomb - ride-out with PTS and 999

Action 12/024a

Duncan Burke to organise ride-outs, EOC tours, and station visits for members of the Membership and Engagement Committee, in line with the requirements identified at the meeting.

Action 12/024b

Steve Garside to contact Bob Duggan and Richard Ryan to ascertain their induction requirements in terms of participating in ride-outs, EOC tours, and station visits

MEC12/025

Overview of current membership position

Monica Moro distributed the latest figures in terms of FT membership, explaining that the green ratings represented where the target for April 2013 had already been achieved, with red depicting where the Trust was behind the target on a year-to-date basis and had further work to do.

Monica Moro advised that 9,266 members had now been recruited, with a further 2,734 required by 31 March 2013. Hampshire was the main area of challenge with a current shortfall of 1,936 members.

The committee discussed the gaps in terms of the various ethnic minority groups, noting the work that was being done with community leaders and key influencers. Duncan Burke stated that it would be helpful to have some governors (and possibly members) present at the meetings with community leaders to help reinforce the messages about the importance of members and the need for SCAS to represent the whole of its population.

Action 12/025a

Duncan Burke to liaise with Ludlow Johnson regarding the role governors and

members can play in liaising with the leaders of ethnic minority communities.

The committee discussed the Trust's literature and publications, noting that this was entirely printed in English, but could be made available in other languages on request.

Barry Lipscomb and Bob Lassam noted the importance of targeting young people as potential members, therefore exploiting the use of social media and video in the promotional material.

Duncan Burke agreed that it would be beneficial for him to bring all of the materials used by SCAS to target potential members to the next meeting, for the committee then to consider whether it effectively covered all age groups.

Action 12/025b

Duncan Burke to bring the promotional material used by SCAS to recruit members to the next meeting for a discussion on whether it addresses all age groups.

Tim Windsor-Shaw asked how significant the 14-16 age group issue was in terms of the shortfall in recruited members. Monica Moro responded that she would circulate the details so that the committee could see the actual nature of the task in terms of which geographical areas had a shortfall in specific age groups.

Action 12/025c

Monica Moro to circulate details showing, by each geographical constituency, the shortfall in members for each age group.

The committee noted some of the issues that would need to be considered in trying to recruit members amongst the younger age groups (e.g. CRB checks).

MEC12/026

Foundation Trust magazine

Duncan Burke suggested that the committee members might want to have a greater involvement with the editorial of the Foundation Times magazine, perhaps starting with Monica Moro sharing a skeleton version of the draft of the next issue later this week.

David Ridley commented that this was an excellent idea, and that the magazine could have a "meet your governor" section, helping to reinforce and remind members of the key role of the governor.

Action 12/026

Monica Moro to circulate the next draft version of the Foundation Times magazine for comment.

MEC12/027

Supporting governors with their membership and engagement activities

Monica Moro confirmed that she had circulated the stakeholder database to committee members. She explained how governors would be supported at membership recruitment events, including by members of the Communications and Engagement team (and front-line staff on "alternative duties").

MEC12/028

Annual Members Meeting (AMM)

Monica Moro advised that there had been a change in venue for the AMM on 26 September, with the meeting now being held at the Holiday Inn in Padworth, Berkshire. She explained the format for the event and agreed to send out a copy of the agenda once it had been approved.

Action 12/028a

Monica Moro to circulate the final agenda for the Annual Members Meeting.

Monica Moro added that she was finalising dates for local members meetings; the Oxfordshire/Buckinghamshire event was confirmed as being held on 16 August in Bicester (10am-12pm and 2pm-4pm). Other provisional dates, to be confirmed:

- 22 August, Berkshire (Wexham station)
- 25 September, Hampshire (venue tbc)

Monica Moro agreed to circulate details of all confirmed dates, and consider whether weekend dates could be used for the Berkshire and Hampshire meetings.

Action 12/028b

Monica Moro to confirm the dates, venues and times for the next round of Oxfordshire/Buckinghamshire, Berkshire, and Hampshire members meetings.

MEC12/029

Additional training for governors

Duncan Burke explained that governors had been asked to identify the topics on which they wanted further information or additional training. Three key areas had emerged: annual plan, the role of Monitor, and public and patient involvement.

It was noted that a series of workshops for governors had been planned, and these would help address the identified requirements.

MEC12/030

Any Other Business

Barry Lipscomb suggested that the University of the Third Age (U3A) and the Camping and Caravanning Club could be organisations SCAS could work with to try and recruit members.

MEC12/031

Date of Next Meeting

The date of the next meeting was confirmed as Wednesday 24 October 2012 at 6pm at Northern House, Bicester, Oxfordshire.