



COUNCIL OF GOVERNORS MEETING

Open to members of the public and press

DATE:	Monday 28 January 2013
TIME:	18.30pm to 21.00pm (governors only pre-meet 18.00pm prompt – 18.20pm)
VENUE:	The Hall Shaw House Church Road Newbury Berkshire RG14 2DR
CHAIR OF MEETING:	Trevor Jones, Trust Chairman
GOVERNORS:	See Council of Governors Distribution List (overleaf)
IN ATTENDANCE:	Trust Board Members (see distribution list overleaf) Steve Garside, Company Secretary
APOLOGIES as at 18.1.13:	Richard Fraser, Public Governor - Buckinghamshire Constituency Alan Tottle, Public Governor - Hampshire Constituency

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
Stewart George	Appointed Partner Governor (PCT)
Melanie Hampton	Berkshire Constituency / Lead Governor
James Hartridge	Hampshire Constituency
Simon Hoare	Appointed Partner Governor (Local Authority)
Keith House	Appointed Partner Governor (Local Authority)
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
James Underhay	Director of Strategy and Business Development
Steve Garside	Company Secretary

AGENDA – COUNCIL OF GOVERNORS – 28 JANUARY 2013

18.30pm – 21.00pm, 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>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> to note apologies for absence and receive an opening introduction from the Trust Chairman 	18.30	(Verbal)
1.2	Declaration of Governors' Interests <i>(Trevor Jones – 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 10 September 2012 <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> to approve the minutes of the meeting held on 10 September 2012 	18.42	Enclosure A
1.4	Matters arising from the Council of Governors' meeting held on 10 September 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 10 September 2012 	18.45	Enclosure B
2.	The Statutory Duties of Governors – Decisions Required		
2.1	Appointment, reappointment, removal and appraisal of the Trust Chair and Non Executive Directors <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> to consider recommendations from the Nominations Committee relating to processes and procedures for the future appointment, reappointment, removal and appraisal of the Trust Chair and Non Executive Directors 	18.55	Enclosure C
2.2	Reappointment of Vice-Chair / Senior Independent Director <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> to consider a recommendation from the Nominations Committee that Alastair Mitchell-Baker be reappointed as Trust Vice-Chair / Senior Independent Director for a further three year period with effect from 1 March 2013 	19.10	Enclosure D

2.3	Trust Chair and Non Executive Director Remuneration <i>(Melanie Hampton – Lead Governor and member of Nominations Committee)</i> <i>(members of the Trust Board of Directors, including the Chairman and NEDs, will <u>not</u> be present for this item)</i>	19.20	Enclosure E
	<ul style="list-style-type: none"> • to consider recommendations from the Nominations Committee regarding the remuneration of the Trust Chairman and Non Executive Directors 		
3. Holding the Board of Directors to account for the performance of the Trust			
3.1a	Chief Executive's Report <i>(Will Hancock – Chief Executive)</i>	19.50	Enclosure F
	<ul style="list-style-type: none"> • to receive a written update report from the Chief Executive covering key issues for the Trust, including operational performance 		
3.1b	Chief Executive's Report – questions from governors	20.00	(Verbal)
	<ul style="list-style-type: none"> • questions from the governors 		
3.2a	Quality Accounts 2012/13 and priorities for 2013/14 <i>(Fizz Thompson – Director of Patient Care)</i>	20.15	Enclosure G
	<ul style="list-style-type: none"> • to note the process for the development of the 2012/13 Quality Accounts and future clinical priorities 		
3.2b	Quality Accounts 2012/13 and priorities for 2013/14 - questions from governors	20.25	(Verbal)
	<ul style="list-style-type: none"> • questions from the governors 		
4. Representing the interests of, and communicating with, the Trust's membership			
4.1	Report from the Membership and Engagement Committee <i>(David Ridley – Chair of Membership and Engagement Committee; Duncan Burke, Director of Communications and Public Engagement)</i>	20.35	Enclosure H
	<ul style="list-style-type: none"> • to receive an update from the Membership and Engagement Committee 		
5. Closing Business			
5.1	Council of Governors Programme of Business 2013/14 <i>(Trevor Jones – Chairman)</i>	20.50	Enclosure I
	<ul style="list-style-type: none"> • to receive the proposed programme of business for 2013/14 and note the five future meeting dates of 15 April, 4 July, 8 October, 9 January and 24 March 		
5.2	Any Other Business <i>(Trevor Jones – Chairman)</i>	20.55	(Verbal)
	<ul style="list-style-type: none"> • to note any items of additional business, including those notified by the governors to the Company Secretary no less than two working days prior to the meeting 		
5.3	Date and Time of Next Meeting <i>(Trevor Jones – Chairman)</i>	21.00	(Verbal)
	<ul style="list-style-type: none"> • to note that the next meeting will be held on Monday 15 April 2013 at Shaw House, Newbury, commencing at 18.30pm 		

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Minutes of the Council of Governors' meeting held on 10 September 2012
Presented by:	Trevor Jones, Chairman
Paper for Debate, Decision or Information:	Approval
Main Aim:	To ensure good governance practice in confirming that the minutes of the 10 September 2012 meeting represent an accurate record of business undertaken
Summary of key points for consideration:	These minutes were initially circulated to governors on 19 September 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

ENCLOSURE A

South Central Ambulance Service

NHS Foundation Trust

Unapproved minutes of the fourth meeting of the South Central Ambulance Service NHS Foundation Trust Council of Governors held on Monday 10 September 2012 at Shaw House, Newbury, Berkshire, RG14 2DR

Present:	Alastair Mitchell-Baker Olukemi Adenubi Paul Carnell Gary Clark Patrick Conafray Eddie Cottrell Bob Duggan	Vice-Chair Hampshire Constituency Hampshire Constituency Berkshire Constituency Oxfordshire Constituency Staff Constituency Buckinghamshire Constituency / Lead Governor
	Melanie Hampton James Hartridge Simon Hoare Keith House Robert Lassam Barry Lipscomb David Palmer Pauline Quan-Arrow David Ridley Richard Ryan Al Tottle Carol Watts Tim Windsor-Shaw	Berkshire Constituency Hampshire Constituency Appointed Partner Governor (LA) Appointed Partner Governor (LA) Oxfordshire Constituency Appointed Partner Governor (Charity) Staff Constituency Appointed Partner Governor (PCT) Buckinghamshire Constituency Hampshire Constituency Hampshire Constituency Staff Constituency Oxfordshire Constituency
In attendance:	Will Hancock Charles Porter John Nichols Duncan Burke Nick Dolden Steve Garside Professor David Williams	SCAS Chief Executive Director of Finance Interim Chief Operating Officer Director of Communications and Public Engagement Assistant Director of Finance (item 2.3 only) Company Secretary Non Executive Director
Observers:	Colin Hill	Member of the public
Apologies rec'd:	Trevor Jones Christina Fowler Richard Fraser Fred Hucker Benita Playfoot Allan Read	Chairman Staff Constituency Buckinghamshire Constituency Appointed Partner Governor (PCT) Berkshire Constituency Hampshire Constituency
Not present:	Mary Ballin John Donne	Appointed Partner Governor (LA) Staff Constituency

Opening Business

1.1

Apologies for Absence and Vice-Chairman's Welcome

Alastair Mitchell-Baker introduced himself as the Trust's Vice-Chairman and Senior Independent Director, and welcomed all present to the meeting. He advised that he was deputising for the Chairman, who had sent his apologies, and apologies had also been received from Christina Fowler, Richard Fraser, Fred Hucker, Benita Playfoot and Allan Read.

Following round-table introductions, the Vice-Chair explained that there were two main items for the meeting: the Chief Executive's Report, which would include a presentation on operational performance, and an item to consider the key financial indicators for the Trust and how the Non-Executive Directors (NEDs) gain assurance that robust financial management is in place.

The Vice-Chair advised that:

- the first governor workshop would be held on 27 September, and would consider in more detail the role of the governor, and how the directors and governors can best work together to ensure that the statutory duties of the governors are successfully delivered
- a second governor workshop would take place in early 2013, and would give the governors an opportunity to contribute to the development of the Trust's strategic priorities for 2013/14.
- the next Board meeting in public is on 26 September at 10.00am at the Holiday Inn in Padworth, Berkshire, and would be followed by the Annual General and Members meeting at 1.00pm. It was noted that attending the Board meetings in public provided the governors with an opportunity to see the Board in action and particularly how the NEDs hold the Executive Directors to account for the performance of the Trust
- the Code of Conduct for Governors had recently been issued and governors were asked to sign and return a copy of the declaration to Steve Garside
- the governors portal had been extended to include a range of new information for governors to access, including in relation to their roles and Monitor.

Action 1.1a

Governors, who have not already responded, to notify Steve Garside by cop Friday 14th September if they will be attending the workshop on 27 September.

Action 1.1b

Governors to return a signed copy of the Code of Conduct declaration to Steve Garside (email of 31 August refers).

1.2

Declaration of Governors' Interests

No new interests were declared by those governors present.

1.3

Minutes of the Council of Governors' meeting held on 25 June 2012

The minutes of the previous meeting were approved without amendment.

Jamie Hartridge clarified that, although he had raised the issue of recognising that community first responders made a vital contribution to response times at the last meeting, he had actually been looking to have some data to demonstrate this in practice. It was noted that the Company Secretary had supplied this to him subsequent to the meeting, and Steve Garside agreed to now circulate this to all of the governors as it would not directly be covered by John Nichols' presentation on operational performance.

Action 1.3

Steve Garside to circulate some data showing the unique contribution community first responders make to response times across the SCAS area.

1.4

Matters arising from the Council of Governors' meeting held on 25 June 2012

Steve Garside advised that all actions from the last meeting had been fully completed, with one exception. Governors were asked to continue to inform either Duncan Burke or David Ridley of their ideas for recruiting and engaging with members.

Pauline Quan-Arrow noted the minute from the previous meeting which raised the issue of governors being engaged in the process when the Trust re-tenders for NHS111 contracts. She stated that it would probably be both difficult and inappropriate for the governors to be involved in the actual process of compiling bids to win NHS111 business. The Vice-Chair agreed with this point and added that the governors' involvement with NHS111 was likely to be in contributing to the discussions about the strategic priorities for the year.

1.5

Appointment of Lead Governor

Steve Garside presented the paper, explaining that it confirmed the outcomes of the process approved at the previous meeting to appoint a lead governor for the period 6 September 2012 to 5 September 2013.

Steve Garside advised that an election had taken place, which had resulted in Melanie Hampton securing the greatest number of votes. He welcomed Melanie Hampton to the lead governor position, informing the Council that he had already met with her to discuss the role at SCAS and the expectations of Monitor. Steve Garside added that he wished to personally express his gratitude to the outgoing lead governor, Bob Duggan, for the active and effective contribution he had made over the last six months, including in relation to helping establish the two sub-committees of the Council of Governors.

Steve Garside asked the Council to note the appointment, and that Melanie Hampton would also become a member of the Nominations Committee.

David Ridley expressed his disappointment that four governors did not vote in what had proved to be a closely fought election.

Both Barry Lipscomb, on behalf of the governors, and the Vice-Chair, on behalf of the Chairman and Board of Directors, stated their support for Steve Garside's comments both in terms of welcoming Melanie Hampton to the role and thanking Bob Duggan for his contribution.

1.6

Trust Constitution

Steve Garside presented the background to the changes to the Trust's constitution that the governors were being asked to support. He explained that, whilst these were straightforward, future changes required as a result of the new legislation were likely to need greater discussion and governor involvement.

Steve Garside added that the Trust were keen to review the constitution to see whether any changes were required beyond those relating to the new legislation; for example, in relation to membership constituencies. Again, the Trust would welcome some governor involvement with this, and the matter would be discussed at the workshop on 27th September.

Barry Lipscomb asked for some clarification about the changes being made to section 3.2 of the constitution ("principal purpose"). Steve Garside explained that this related to the concept of Trusts not generating excessive income from activities that did not relate to the principal purpose of providing goods and services for the purposes of the health service in England. It was noted that this was not a major issue for SCAS.

Simon Hoare stated that, as the changes were straightforward and related to the new legislation, he was happy to adopt them.

Pauline Quan-Arrow asked about private patient income. Will Hancock explained that for SCAS this might include supporting patients with private journeys.

The Council of Governors **supported** the proposed changes to the Trust's constitution, noting that these would now go forward to the Board of Directors and Monitor for approval.

Holding the Board of Directors to account for the performance of the Trust

2.1a

Chief Executive's Report

Will Hancock advised that the report was longer than usual as it included a range of information relating to the performance of the Trust (e.g. Wokingham EOC, the operational and clinical structure review etc), some of which would form part of John Nichols' presentation on operational performance.

A number of items were covered:

Monitor

Will Hancock informed the Council that Monitor had recently signed off the Trust's forward plan for 2012/13, which the governors had contributed to earlier in the year. The plan set out SCAS's expectations of achieving a financial risk rating of '3' and a governance rating of 'green' for the year, and the quarter 1 return made to Monitor had confirmed that the Trust was on track with this.

The Council of Governors noted that Monitor were visiting the Trust on 1 October as part of their routine processes, and would consider:

- how well the operational and clinical restructuring had embedded
- the financial impact of NHS111
- delivery of the red 1, red 2 and red 19 national standards

NHS111

Will Hancock emphasised the Trust's disappointment at not being shortlisted for the Milton Keynes (MK) NHS111 tender process, explaining that although MK is outside of the South Central region the Trust is keen to protect its successful 999 business in that area. It was noted that East Midlands Ambulance Service NHS Trust had also been unsuccessful. The Trust had not been provided with any further information at this stage.

Cardiac arrest survival rates by ambulance

Will Hancock advised that this was the first occasion that such data had been published, and that it should not necessarily be regarded as conclusive due to data collection issues and the small number of cases involved. He added that the Trust was undertaking considerable work both to understand the reported position and improve its performance, reflecting the fact that whilst all staff had been trained to use the latest guidance and best practice SCAS was not being complacent.

Operational and clinical structure review

Will Hancock drew attention to this section of the report, which included an update on the position with roster changes as requested by one of the governors. He advised that a full post implementation review, measuring the realised benefits, was being undertaken over the next couple of months and would be reported to the Trust Board in November.

Pauline Quan-Arrow asked what the reaction of the NEDs was to the published data on cardiac arrest survival rates by ambulance. Professor Williams responded that as this was new information the Trust Board had not yet been in a position to drill down in detail. He added that, as a NED, he was interested in the full range of clinical performance and would usually discharge his responsibilities by seeking direct assurance from the Director of Patient Care and Medical Director, and comparing performance with that of peers and the top performers in the ambulance sector.

The Vice-Chair added that there were issues with cardiac arrest survival rates with questions over the definitions of both the nominator and denominator. More rigour was needed but the Trust needed and wanted to improve its performance.

Jamie Hartridge stated that the data absolutely needed to be robust before comparison could be made and action taken. The Vice-Chair responded that, whilst he accepted this point, there was no doubt that the Trust needed to ignore concerns about relative performance and focus on improving its performance in absolute terms.

Melanie Hampton commented that, regardless of the concerns over data quality, the Trust should be proactive and focus on improvement. Jamie Hartridge responded that you can only develop an improvement plan once you are satisfied that the data is accurate.

Will Hancock highlighted the learning from Mid Staffordshire and the importance of not becoming excessively concerned with data quality at the expense of striving for continuous improvement. He added that this was an area of performance where the ambulance services needed to work closely with the hospitals.

In respect of hospital handover delays, Barry Lipscomb noted that this was a worsening position but asked how many hours were being lost in total, as well as the views of the NEDs present.

The Vice-Chair responded that partnership working was key to resolving hospital handover problems. He added that the acute hospitals needed to take the impact that this had on SCAS seriously, and was concerned that some NEDs in these organisations were not even aware that there was an issue. The problems with hospital handover delays represented a serious clinical risk issue, with an impact, for example, on cardiac arrest performance. The Vice-Chair explained that the Trust were taking extensive action on the matter, and the SCAS NEDs were now engaging with their counterparts in acute hospitals throughout the region to try and achieve greater progress.

Professor Williams added that it was clear where the responsibilities lay. He had recently participated in meetings with University Hospitals Southampton NHS Foundation Trust and Portsmouth Hospitals NHS Trust where there were considerable handover delays, and an action plan was in place.

Barry Lipscomb asked how confident the Trust were in resolving the issues. Professor Williams replied that SCAS had been very clear with the acute trusts what needed to happen, and strong assurances had been given that they will fully co-operate.

Noting that this was a regular topic at SCAS Board meetings, David Palmer asked whether the hospital handover delay figures were in the public domain. The Vice-Chair confirmed that they were and that the issue had national attention, although regrettably handover delays were not a formal performance target for acute hospitals.

Carol Watts, speaking from her experiences as a Team Leader in Southampton, stated that hospital handover delays had been a problem for many years, and she personally had little confidence with the winter approaching that improvements would be delivered. David Ridley confirmed that he had observed these problems first-hand during a recent ride-out with crews in Milton Keynes.

Barry Lipscomb stated that the governors shared, and supported, the Trust's concerns over the seriousness of the hospital handover delay problems. He asked whether Melanie Hampton, as lead governor, could liaise with fellow lead governors in acute trusts as another attempt to try and gain some traction. Melanie Hampton agreed that she would speak to the SCAS Trust Chair first.

Action 2.1a

Melanie Hampton to speak to the SCAS Trust Chair regarding possible lead governor liaison over the hospital handover delay problems.

Finally, Paul Carnell asked about the recently introduced new rostering arrangements, explaining that he was aware of concerns that these were not working well. John Nichols drew the Council's attention to Will Hancock's earlier comments, and the relevant section in the Chief Executive's Report, highlighting that a review of the new rostering arrangements in the South would be part of the forthcoming operational and clinical structure post-implementation review.

2.1b**Presentation on Operational Performance**

John Nichols, Interim Chief Operating Officer, delivered a comprehensive presentation (similar to that received by the Board of Directors) covering:

- the various performance requirements of Monitor (e.g. quarterly performance on red 1, red 2 and red 19) and commissioners (e.g. full year performance)
- background to red calls, including definitions and the new red 1 target
- current SCAS performance on the red 8, red 1 and red 19 targets (red 1 significantly improving, but red 19 a risk area)
- a month by month analysis of overall red performance for the year-to-date, highlighting the variation in performance
- a month by month analysis of red 19 performance for the year-to-date at overall SCAS level, highlighting the improvement since a very challenging July when the impact of the Berkshire EOC relocation was fully felt
- red 8 performance for the year-to-date at cluster level, showing good performance in Hampshire and Oxfordshire/Buckinghamshire/MK, and improving performance in Berkshire (but still below the 75% full-year target)
- red 19 performance for the year-to-date at cluster level, showing all cluster targets being achieved, but with limited headroom
- an analysis of the demand in 2012/13 compared with 2011/12 (6% increase)
- an analysis of handover delays in 2012/13 compared with 2011/12 (reducing since June but still higher than the previous year)
- community first responder activity (a 7% increase in assignments)
- the key current risks (e.g. activity, weather, fleet, abstraction rates and hospital delays)
- conclusions (highlighting that action and resilience plans are in place, and all SCAS staff are focused on 999 delivery).

Keith House asked whether the Trust were factoring in the ageing population. John Nichols responded that the Trust were, both in terms of their discussions with commissioners, and their internal resourcing.

In a response to a question from Paul Carnell, John Nichols explained issues associated with the tariff and payment for extra activity, and highlighted how the Trust were managing resources against the increased demand.

Mindful of time, and the coverage that needed to be given to finance, the Vice-Chair advised that the Trust would continue to update on operational performance at each Council of Governors meeting.

Paul Carnell asked for some information about the rostering changes, adding that staff in the south did not understand the new rotas. The Vice-Chair reiterated the earlier response to this, namely that a review of rostering arrangements will be included in the forthcoming operational and clinical structure post-implementation review.

Simon Hoare stated that, by trying to move the meeting agenda on, he felt the Trust were skating over key issues that the governors were interested in. This was supported by a number of other governors and, following discussion (covering agenda management, the frequency/duration of meetings, and the importance of governors attending Board meetings), it was agreed that Melanie Hampton should discuss the matter with the Trust Chair. The forthcoming workshop would also be used to consider the issues raised during this discussion.

Action 2.1bi

The Trust Chair and Melanie Hampton to discuss the arrangements for future meetings, including agenda management and meeting arrangements.

The Vice-Chair asked the Council whether they wanted to sacrifice some of the time allocated for finance for further discussion on operational performance, and it was agreed that the meeting should continue as planned. Governors were asked to send any further questions they had on operational performance to Steve Garside.

Action 2.1bii

Governors to forward any further questions on the Interim Chief Operating Officer's presentation to Steve Garside.

2.2

Assuring effective financial management within the Trust

Charles Porter delivered a presentation on the key financial indicators for the Trust, covering income and expenditure, cash, cost improvement programmes (CIPs), and Monitor risk ratings.

It was noted that the Trust planned to achieve £6.5m in CIPs in 2012/13 and, as the breakdown presented to the governors only showed the major schemes of the operations, corporate and commercial CIPs (accounting for £4.1m of the total), Charles Porter agreed to circulate details of the remaining £2.4m.

Action 2.2a

Charles Porter to circulate details of the cost improvement schemes accounting for the remaining £2.4m of the £6.5m total for 2012/13.

Simon Hoare asked whether the Trust would receive 100% of the capital receipt from the planned disposal of the Battle hospital site. Charles Porter explained that the Trust would, minus fees, and the proceeds would be used to pay off debt owed to the Department of Health.

Simon Hoare asked whether, in future, similar presentations could be included as part of the papers sent out for meetings so that the governors would have more time to digest the information. Steve Garside agreed that this would be done where appropriate.

Action 2.2b

Copies of presentations to be distributed as part of the meeting papers in future, where appropriate, to provide governors with more time to consider the information and any questions they wish to raise.

The Vice-Chair advised that, due to time constraints, the planned element of this session, on how the NEDs gain assurance over the financial performance of the Trust, would need to be deferred to a future meeting.

Action 2.2c

A session on how the NEDs gain assurance over the financial management and performance of the Trust to be scheduled for a future meeting.

2.3**Appointment of new External Auditors**

Nick Dolden, Assistant Director of Finance, was welcomed to the meeting. He explained the evaluation process that had been followed in generating a recommendation to the Council of Governors that KPMG be appointed as the Trust's new external auditors. The process had included the involvement of Melanie Hampton and Al Tottle on the audit selection panel.

Al Tottle stated that a robust process had been followed and he was happy to endorse the recommendation. Melanie Hampton added that this had in no way been a tick box exercise, with the evaluation of the three preferred firms taking a full day of detailed consideration. She stated that KPMG were the unanimous choice of the selection panel.

In response to a question from Tim Windsor-Shaw, Nick Dolden advised that although KPMG had scored the maximum on price, all three firms had been very competitive.

Simon Hoare asked about the 'qualifications' element of the evaluation, and whether the selection panel had been satisfied with the overall score for KPMG. Melanie Hampton explained that this took into account the qualifications and experience of the whole audit team, and that in the case of KPMG one of the team members was just about to fully qualify which would have resulted in an even higher score. The

panel had confirmed their content with their assessment of the KPMG bid in relation to qualifications and experience.

Paul Carnell asked how the three preferred firms compared with the current (outgoing) auditors in terms of scoring. Charles Porter advised that the current auditors had not been scored, but would certainly have been lower than KPMG.

In conclusion, Barry Lipscomb stated that he was very assured that an objective process had been followed, and the Council of Governors **APPROVED** the recommendation that KPMG be appointed as the Trust's new external auditors.

Paul Carnell expressed his gratitude on behalf of the full Council to the audit selection panel.

2.4

Report from Nominations Committee meeting held on 28 June 2012

Steve Garside presented the report from the first meeting of the Nominations Committee. He explained that the remit of the committee was to lead on the statutory duties of the governors associated with the appointment, reappointment, removal, appraisal and remuneration of the Chair and Non Executive Directors.

Steve Garside highlighted that at this first meeting the Committee had considered the Monitor guidance around the above tasks, and charged himself and the Director of Human Resources with developing appropriate local procedures for SCAS. They would be reporting back at the next meeting on 4th October.

Steve Garside asked the Council to ratify the terms of reference, which had been approved by the Committee on 28th June.

Pauline Quan-Arrow asked, with reference to section 12.2, whether it was appropriate for the committee to review its own performance. Steve Garside replied that the review would be undertaken by the Committee and then presented to the full Council for scrutiny and challenge. It should be recognised that the Committee is not an executive committee or committee of the Board of Directors, but is in fact made up of the Trust Chair and four governors.

The Council of Governors **RATIFIED** the terms of reference for the Nominations Committee.

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

3.1

Minutes of the Membership and Engagement Committee meeting held on 16 July 2012

David Ridley presented an update on matters associated with the Membership and Engagement Committee, including the following:

- Gary Clark (public governor – Berkshire constituency) had joined the committee, and made some helpful suggestions regarding public governors liaising with Parish Councils with a view to providing information for any parish members wanting to become a Trust member

- Carol Watts had joined the committee to represent the five staff governors and consider how they can best engage with the 2400 staff members
- a number of the committee members had participated in crew ride-outs, and David Ridley commended this to the other governors as it provided exposure to a range of issues including rota problems and hospital handover delays.

Closing Business

4.1

Date and Time of Next Meeting

The Council noted that the next formal meeting would take place on Monday 28 January 2013 at Shaw House, Newbury. In the meantime, Steve Garside would be making arrangements for meetings in 2013/14 and governors were requested to provide their views on the frequency, timing and format of meetings.

Action 4.1

Governors to contact Steve Garside with their views on future Council of Governors meetings beyond January 2013, in terms of frequency, timing, length and venue.

4.2

Future Dates for the Diary

The Vice-Chair drew the meeting to a close, highlighting the future dates for the diary and advising that John Nichols was still present to answer any questions about operational performance.

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Matters arising from meeting held on 10 September 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 10 September 2012 Council of Governors meeting are in hand / have been delivered.
Summary of key points for consideration:	There were ten action points from the Council of Governors meeting on 10 September 2012; eight of which have been completed, with a further two in progress.
Recommendations or Outcome Required :	To note progress with the actions from the previous Council of Governors meeting
Previous Forum:	N/A
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

Enclosure B - Matters Arising Schedule – Council of Governors meeting 28th January 2013

ACTIONS AGREED AT 10 th SEPTEMBER COUNCIL OF GOVERNORS MEETING					
Ref No	Agenda Topic	Summary of Action Required	Lead	Due Date	Status
1.1a	Apologies for absence and Vice-chairman's Welcome	Governors who have not already responded, to notify Steve Garside by cop Friday 14 th September if they will be attending the workshop on 27 September.	CoG	14.09.12	Completed
1.1b	Apologies for absence and Vice-chairman's Welcome	Governors to return a signed copy of the Code of Conduct declaration to Steve Garside (email of 31 August refers).	CoG	ASAP	Two returns still awaited
1.3	Minutes of the Council of Governors' meeting held on 25 June 2012	Steve Garside to circulate some data showing the unique contribution community first responders make to response times across the SCAS area.	SG	ASAP	Completed 16.10.12
2.1a	Chief Executive's report	Melanie Hampton to speak to the SCAS Trust Chair regarding possible lead governor liaison over the hospital handover delay problems.	MH	ASAP	Completed
2.1bi	Presentation on Operational Performance	The Trust Chair and Melanie Hampton to discuss the arrangements for future meetings, including agenda management and meeting arrangements.	TJ, MH	ASAP	Completed
2.1bii	Presentation on Operational Performance	Governors to forward any further questions on the Interim Chief Operating Officer's presentation to SG	CoG	ASAP	Completed
2.2a	Assuring effective financial management within the Trust	Charles Porter to circulate details of the const improvement schemes accounting for the remaining £2.4m of the £6.5m total for 2012/13.	CP	ASAP	Completed 16.10.12

2.2b	Assuring effective financial management within the Trust	Copies of presentations to be distributed as part of the meeting papers in future, where appropriate, to provide governors with more time to consider the information and any questions they wish to raise.	SG	From Jan 13	Completed
2.2c	Assuring effective financial management within the Trust	A session on how the NEDs gain assurance over the financial management and performance of the Trust to be scheduled for a future meeting.	SG	TBD	In the process of being arranged
4.1	Date and time of next meeting	Governors to contact SG with their views on future Council of Governors meetings beyond January 2013, in terms of frequency, timing, length and venue.	SG	ASAP	Completed

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
 MH Melanie Hampton, Lead Governor

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Appointment, reappointment, removal and appraisal of the Trust Chairman and Non Executive Directors
Presented by:	Trevor Jones, Chairman, supported by the members of the Nominations Committee
Paper for Debate, Decision or Information:	Approval / agreement
Main Aim:	To present recommendations from the Nominations Committee relating to the processes for the future appointment, reappointment and removal of the Chair and NEDs at SCAS FT, and the appraisal of the Chair and NEDs
Summary of key points for consideration:	The Nominations Committee, under its terms of reference, have developed processes for the future appointment, reappointment and removal of the Chair and NEDs at SCAS FT. These are based essentially on Monitor model documents with some local tailoring, and are now presented to the CoG for formal approval. The committee has also considered appraisal arrangements and developed an outline process for agreement.
Recommendations or Outcome Required :	Approve the processes that will be followed in respect of the future appointment, reappointment and removal of the Chair and Non Executive Directors at SCAS FT, and agree the process regarding the appraisal of the Chair and Non Executive Directors.
Previous Forum:	The CoG approved the initial appointments to the Foundation Trust of the Chair and Non Executive Directors
Statutory Requirements Met:	The current statutory powers and duties of the Council of Governors (CoG) include to: <ul style="list-style-type: none"> • appoint and, if appropriate, remove the Trust Chair • appoint and, if appropriate, remove the other Non Executive Directors
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



COUNCIL OF GOVERNORS 28 JANUARY 2013

ENCLOSURE C

**APPOINTMENT, REAPPOINTMENT, REMOVAL AND APPRAISAL OF THE TRUST
CHAIRMAN AND NON EXECUTIVE DIRECTORS**

1) Background

- 1.1 The current statutory powers and duties of the Council of Governors (CoG) include to:
- appoint and, if appropriate, remove the Trust Chair
 - appoint and, if appropriate, remove the other Non Executive Directors
- 1.2 In addition, and relevant to the above, the CoG is required to hold the Board of Directors, via the Non Executive Directors, to account for the performance of the Trust. Monitor suggests that, in doing this, the CoG should:
- receive performance appraisal information for the Chair and other Non Executive Directors, and particularly take the lead on determining a process for the annual evaluation of the Chair.
- 1.3 The CoG has established a Nominations Committee and approved its terms of reference at the 10 September 2012 meeting. These terms of reference include leading on the three elements described above regarding appointments, removals and appraisals, and making appropriate recommendations to the Council of Governors.
- 1.4 The Nominations Committee have developed appropriate processes, which are based essentially on Monitor model documents with some local tailoring, and these are now presented to the CoG for formal approval.

2) Appointment of a Chair (Appendix A)

- 2.1 The process for the appointment of a new Chair, or reappointment of an existing Chair, is shown at Appendix A. It should be noted that as a minimum the full Council of Governors would be required to:
- agree with the Nominations Committee a clear, robust and transparent process for the nomination of a new Chair or the reappointment of an existing one
 - receive and consider a recommendation from the Nominations Committee and make an appointment decision in accordance with its statutory obligations.

3) Appointment of a Non Executive Director (Appendix B)

- 3.1 The process for the appointment of a new NED, or reappointment of an existing NED, is shown at Appendix B. This is very similar to that in respect of the Trust Chair, and it should be noted that Appendix B has been applied in producing a

recommendation to the CoG regarding the reappointment of the current Vice-Chair and Senior Independent Director (see item 2.2, enclosure D).

4) Removal of a Chair (Appendix C)

4.1 The process for the removal of a Chair is shown at Appendix C. This highlights the circumstances, which are deemed by Monitor to be very limited, when removal should be considered, and the process that should be followed. A key element of the process is that legal advice on the legality of any removal and the process for it should be sought throughout.

5) Removal of a Non Executive Director (Appendix D)

5.1 The process for the removal of a NED is shown at Appendix D, and is again very similar to that in respect of the Trust Chair.

6) Appraisal of the Chair and Non Executive Directors (Appendix E / F)

6.1 The Nominations Committee have considered both the existing appraisal arrangements at SCAS, and the guidance available from Monitor, in agreeing a process for the 2012/13 appraisal of the Trust Chairman and Non Executive Directors. This is described below:

6.2 Non Executive Directors

6.2.1 The Trust Chairman will lead on the appraisal process for the six NEDs in a manner consistent with previous years, and against the objectives that were set at the start of the financial year. In doing so, the Trust Chairman will ascertain the views of the Chief Executive and other Executive Directors as appropriate.

6.2.2 In parallel, the governor members of the Nominations Committee, led by the lead governor, will informally obtain the views of the rest of the Council of Governors on the performance of each NED during the year. This will be undertaken with reference to the key competencies and behaviours highlighted in the Trust's Charter of Board Expectations. Governors should primarily base their views on observations made at Board of Directors meetings, Council of Governor meetings and in other interactions between governors and NEDs.

6.2.3 The governor members of the Nominations Committee may choose to record the outcomes of their discussions on the form shown at Appendix E. The Trust Chairman will complete Appendix F, and present details of the outcomes to the May meeting of the Nominations Committee, where the views obtained by the governor members of the Nominations Committee will be expressed. At this meeting, the Chairman will also outline the objectives he is proposing to set for each NED for 2013/14.

6.3 Chairman

6.3.1 The Vice-Chairman / Senior Independent Director will lead on the appraisal process for the Trust Chairman and, in doing so will ascertain the views of all of the Board members (executive and non-executive) and the Company Secretary.

6.3.2 In parallel, the governor members of the Nominations Committee, led by the lead governor, will informally obtain the views of the rest of the Council of Governors on the performance of the Chairman during the course of the year. As with the appraisal of the NEDs, this will be undertaken with reference to the key competencies and behaviours highlighted in the Trust's Charter of Board Expectations, and governors should primarily base their views on observations made at Board of Directors meetings, Council of Governor meetings and in other interactions with the Trust Chairman.

6.3.3 The governor members of the Nominations Committee may again choose to record the outcomes of their discussions on the form shown at Appendix E. The Vice-Chairman / Senior Independent Director will discuss the outcomes of this process with the Lead Governor, and will feedback at the May meeting of the Nominations Committee.

7) Conclusion and recommendation

7.1 The Nominations Committee, having considered the arrangements for the appointment, reappointment, removal and appraisal of the Trust Chairman and Non Executive Directors, make the following unanimous recommendations to the Council of Governors:

Appendices A – D are approved as processes that will be followed in respect of the future appointment, reappointment and removal of the Chair and Non Executive Directors at SCAS FT.

The process described in sections 6.2 and 6.3 above, incorporating Appendices E –F, regarding the appraisal of the Chair and Non Executive Directors at SCAS FT, is agreed.

**Steve Garside
Company Secretary
17 January 2013**

APPENDIX A



Appointment of chair

The Code of Governance states that “There should be a formal, rigorous and transparent procedure for the appointment or election of new members to the board of directors”.

As the chair is the leader of both the board and council of governors, governors will need to do a considerable amount of work to ensure that South Central Ambulance Service NHS Foundation Trust has the right chair in place.

General considerations

Further detail in relation to the role of a chair is given in the *Code of Governance*. Governors should read this carefully before embarking on an appointment or re-appointment process. The chair is one of the non-executive directors therefore the chapters on non-executive directors will also be relevant.

As with all appointments, the procedure for appointment or re-appointment, must be formal, rigorous and transparent. The appointment must be awarded on merit and based on objective criteria developed in the best interest of the trust.

The process should be described in the trust's annual report.

Triggers for action

The most common trigger for action will be the impending expiry of the existing chair's term of appointment. The chair may decide to seek re-appointment, in which case a decision will need to be made as to whether this is in the best interests of the trust and should happen.

If re-appointment is not sought, or it is decided that it is not appropriate to re-appoint (see later section on when re-appointment is sought), a new appointment will need to be made.

The governors also have the power to remove an existing chair. If a chair is removed in this way again, a new appointment will need to be made.

What if re-appointment is sought?

Where an existing chair seeks re-appointment, the nominations committee should look at the existing candidate against the current job and person specification for their role. The job description should be reviewed on an ongoing basis by the nominations committee. In addition, the following matters should be considered.

- **Annual performance appraisals**

The governors will need to consider the candidate's past performance as chair of the trust, with particular regard to delivery of the role's objectives. The senior independent director should

confirm to the governors whether, following formal performance evaluation, the performance of the chair continues to be effective and demonstrates commitment to the role.

It is the performance of the chair as the chair of the board of directors that is relevant here. The process should still be used as an opportunity to evaluate all relevant performance issues, including those relating to the governors, but it should not be the focus of consideration in relation to re-appointment.

- **Commitments**

Any changes in the candidate's other significant commitments will be relevant. The new position in respect of commitments should be compared against the time commitment expected.

- **Refreshing the board of directors**

Refreshment of the board provides an opportunity to reassess the skills, knowledge and experience required by the trust. It ensures the board of directors is exposed to new approaches, experiences and ways of working. It is healthy for the trust progressively to refresh the board of directors and this includes the chair.

- **Terms**

The re-appointment, if it happens, should be for a specified term of no longer than three years. Any candidate that has already served six years or more in the post should be rigorously reviewed and the process should take into account the need for progressive refreshing of the board of directors.

The *Code of Governance* states that “non-executive directors may serve longer than nine years” subject to annual re-appointment.

Once these processes have been undertaken, the re-appointment can be put to the full council of governors for a final decision.

In making recommendation to the Council of Governors meeting, the Nominations Committee should submit

- A summary of the individual's last 3 years appraisals, provided by the Senior Independent Director
- A statement from the individual seeking reappointment
- A summary of the individuals attendance at Board and Committee meetings since appointment
- An assessment by the Senior Independent Director, of the balance of skills of the Non Executive team and the individual's contribution to this.

Deciding on a process

The governors should agree with the nominations committee a clear process for the nomination of a new chair or the re-appointment of an existing one. This process should include taking appropriate advice from within the trust, such as from the trust's own HR department.

The council of governors should agree a process with the nominations committee, who will report back to the council of governors.

The nominations committee should decide on a job description and person specification defining the role and capabilities required, including an assessment of the time commitment expected for the role. Terms and conditions for the post should be proposed and, in usual circumstances, the post should be advertised.

The nominations committee should take into account the views of the board of directors (particularly the non-executive directors) on the process in general and the qualifications, skills and experience required for the position. In the same way and as appropriate, the nominations committee should consult other key stakeholders.

Temporary appointments

When appropriate forward plans are in place, temporary arrangements are likely to occur only in exceptional circumstances such as the chair vacancy occurring at short notice, the governors may need to consider whether a temporary appointment needs to be made while the formal appointment process is being run. It may be that the deputy chair is able to fulfill this role for the period required.

What if a new appointment needs to be made?

If the existing chair does not seek re-appointment on their current term expiring, their re-appointment is not approved without competition or they are otherwise removed by either the council of governors or Monitor (where following Monitor's intervention, the council of governors is left to make the appointment), the trust will need to seek a new appointment. It is a statutory requirement for every NHS foundation trust to have a chair.

A new appointment will mean, that reliance on previous internal performance evaluations will not be possible. As a result, the appointment process will need particular care and scrutiny, and the council of governors must take the lead in ensuring that a well-defined and robust recruitment process is in place. If it is agreed to proceed with recruitment, the process for appointment should be agreed by the Council of Governors, taking into account the views of the Board.

Throughout the recruitment and appointment process the Council of Governors will be advised by the Nominations Committee.

• Getting the right external advice

The council of governors is likely in many cases to decide that, in addition to the advice and support offered by the trust's own HR specialists, taking external advice on recruitment and the search process is appropriate. This decision should be taken in collaboration with the nominations committee.

Typical reasons include where there is limited experience of senior recruitment within the governor group or where tough employment market conditions prevail.

If selecting external advisers, governors should consider matters including the potential advisers':

- Previous experience of board-level recruitment;
- Independence from the NHS foundation trust;
- Track record of successful appointments;
- Previous experience of public sector recruitment;
- Knowledge of the health sector and candidate research ability; and
- Selected principles and processes, such as candidate assessment techniques

Recruitment process

A meeting of the Nominations Committee will be held to initiate the process for recruitment of a chair. The committee will receive and agree

- The advice of the Board on the qualifications skills and experience required
- The proposed recruitment timetable
- A recommendation regarding appointment of external advisors
- The proposed composition of the selection panel

- Proposed arrangements for the involvement of committee members in shortlisting and interview panels
- Proposal for involvement of other Governors, if appropriate.

- **Applications**

The nominations committee with input, where appropriate, from other key stakeholders may need to sift through the applications received for the post following its advertisement. The precise nature of this sifting will depend upon the circumstances in which the vacancy arose, the number of applications received and of candidates that are potentially appointable. The sifting process should seek to produce a diverse field of strong candidates for interview. Again, this may require external assistance, for example, from a recruitment consultant.

The nominations committee (taking into account the views of other non-executive directors) should then put together a shortlist of no fewer than two candidates, with three or four candidates being the ideal numbers.

- **Interview**

The nominations committee should ensure there is majority governor representation on the interview panel.

Typically, the nominations committee will interview the shortlisted candidates. An assessment should then be made as to which of the shortlisted candidates are appointable.

The appointable candidates are then put forward to the council of governors for the final decision on appointment, typically within a final report.

The final report should be presented, incorporating the proposal for re-appointment or the presentation of new candidates, to the council of governors for consideration. The report should summarise the process followed by the nominations committee, including the selection criteria where appropriate.

The report should then describe how, and to what extent, the candidates meet the criteria for the role, their relative strengths and weaknesses and a recommendation on how the council of governors should proceed. The report must at all times ensure client confidentiality is maintained in accordance with the trusts' own protocols.

How will the final decision be made?

The council of governors must make an appointment decision in accordance with its statutory obligations. As part of this, the council of governors will consider the issues set out in the report and any other factors it considers relevant. In particular, it should satisfy itself that all applicable law and advice has been complied with, the process followed was legal and appropriate and that the proposed appointee has the right qualities to meet the job description for the role.

The council of governors should consult the board of directors (particularly the other non-executive directors) before the final decision is made.

Once the appointment decision is made, the senior independent director and the governors should set the appointee objectives for the coming year.

The full process followed for the appointment/re-appointment of the chair should be described in the trust annual report.

Sharon Walters, Director of Human Resources
September 2012

APPENDIX B



Appointing a non-executive director

As with the chair, the governors will need to do a considerable amount of work to ensure that the other non-executive directors are fit and proper persons for South Central Ambulance Service NHS Foundation Trust.

General considerations

Further detail in relation to the role of a non-executive director is given in the *Code of Governance*. Governors should read this carefully before embarking on an appointment or re-appointment process.

As with all appointments, the procedure for appointment or re-appointment must be formal, rigorous and transparent. The appointment must be based on merit and objective criteria, and the process should be described in the trust's annual report.

As part of the process, the governors should consider the relevant aspects of the trust's constitution on the *Code of Governance*, such as:

- The requirements of the trust's constitution in respect of the number of non-executive directors;
- The independence of non-executive directors;
- Any specific skills and experiences requirements such as the need to ensure relevant and recent financial experience when appointing non-executive directors to the audit committee; and
- The balance of executive and non-executive (and in particular independent non-executive) directors on the board of directors.

Triggers for action

The most common trigger for action will be the impending expiry of a non-executive director's term. The non-executive director may decide to seek re-appointment, in which case a decision will need to be made as to whether this is in the best interests of the trust and should happen. If re-appointment is not sought, or it is decided that it is not appropriate to re-appoint, a new appointment will need to be made.

Governors also have the power to remove an existing non-executive director. If a non-executive director is removed in this way, again, a new appointment may need to be made.

Deciding on a process

The governors should agree with the nominations committee a clear process for the nomination of a new appointment or the re-appointment of an existing one. This process should include taking appropriate advice from within the trust, such as from the trust's own HR department.

The council of governors should agree a process with the nominations committee, who will report back to the council of governors.

The nominations committee should decide a job description and person specification defining the role and capabilities required, including an assessment of the time commitment expected for the role. Terms and conditions for the post should be proposed and, if appropriate, the post should be advertised.

The nominations committee should take into account the views of the board of directors on the process in general and the qualifications, skills and experience required for the position. For example, if the directors advise that the board of directors is lacking specific professional experience (e.g. legal, clinical or accountancy), this should be fed into the recruitment process. In the same way and as appropriate, the nominations committee should consult other key stakeholders.

Temporary appointments

When appropriate forward plans are in place, temporary arrangements are likely to occur only in exceptional circumstances. However, under such circumstances such as the vacancy occurring at short notice, the governors may need to consider whether a temporary appointment needs to be made while the formal appointment process is being run.

What if a re-appointment is sought?

Where an existing non-executive director seeks re-appointment, the nominations committee should look at the existing candidate against the current job description and person specification for their role at the trust. This job description should be reviewed on an ongoing basis by the nominations committee. In addition, the following matters may be relevant.

- **Annual performance appraisals**

In relation to non-executive directors, consideration should be given to the candidate's past performance at the trust. The chair should confirm to the governors that, following formal performance evaluation, the performance of the individual non-executive director proposed for re-appointment continues to be effective and demonstrates commitment to the role.

- **Independence**

Any changes in the independence (as described in the *Code of Governance*) of the non-executive director should be taken into account.

- **Commitments**

Any changes in the candidate's other significant commitments will be relevant. The new position in respect of commitments should be compared against the time commitment now expected.

- **Refreshing the board of directors**

Refreshment of the board of directors provides an opportunity to reassess the skills, knowledge and experience required by the trust. It ensures the board of directors is exposed to new approaches, experiences and ways of working. It is healthy for the trust to refresh the board of directors and this includes the non-executive directors.

- **Terms**

The re-appointment, if it happens, should be for a specified term of no longer than three years. Any candidate that has served six years or more should be rigorously reviewed and the process should take into account the need for progressive refreshing of the board of directors.

A non-executive director may serve longer than nine years, subject to annual re-appointment. In the case of a non-executive director, the length of service is relevant to the determination of his or her independence in accordance with the *Code of Governance*. Once these processes have been undertaken, the re-appointment can be put to the council of governors for a final decision.

In making recommendation to the Council of Governors meeting, the Nominations Committee should submit

- A summary of the individual's last 3 years appraisals, provided by the Trust Chair
- A statement from the individual seeking reappointment
- A summary of the individuals attendance at Board and Committee meetings since appointment
- An assessment by the Chair, of the balance of skills of the Non Executive team and the individual's contribution to this.

What if a new appointment needs to be made?

If a non-executive director does not seek re-appointment on their current term expiring, their re-appointment is not approved or they are otherwise removed by either the council of governors of Monitor (where, following Monitor's intervention, the council of governors is left to make an appointment), the trust may need to seek a new appointment.

Whether or not a new appointment is required will depend on the trust's constitutional requirements and the needs of the trust. This issue should be discussed with the board of directors and, in particular, with the chair. If it is agreed to proceed with recruitment, the process for appointment should be agreed by the Council of Governors, taking into account the views of the Board.

A new appointment will mean that reliance on previous internal performance evaluations will not be possible. As a result, the appointment process will need particular scrutiny and the council of governors should take the lead in ensuring that a well-defined and robust recruitment process is in place. In many cases, it will be appropriate to take external recruitment advice.

Throughout the recruitment and appointment process the Council of Governors will be advised by the Nominations Committee.

- **Getting the right external advice**

The council of governors may decide that, in addition to the advice and support offered by the trust's own HR specialists, taking external advice on recruitment and search is appropriate. Typical reasons include where there is limited experience of senior recruitment within the governor group or where tough employment market conditions prevail.

When selecting external advisors, governors should consider matters including the potential advisers':

- Previous experience of board level recruitment;
- Independence from the NHS foundation trust;
- Track record of successful appointments;
- Previous experience of public sector recruitment;
- Knowledge of the health sector and candidate research ability; and

- Selected principles and processes, such as candidate assessment techniques.

Recruitment process

A meeting of the Nominations Committee will be held to initiate the process for recruitment of a non executive director. The committee will receive and agree

- The advice of the Board on the qualifications skills and experience required
- The proposed recruitment timetable
- A recommendation regarding appointment of external advisors
- The proposed composition of the selection panel
- Proposed arrangements for the involvement of committee members in shortlisting and interview panels
- Proposal for involvement of other Governors, if appropriate.

- **Applications**

The nominations committee with input, where appropriate, from other key stakeholders may need to sift through the applications received for the post following its advertisement. The precise nature of this sifting will depend upon the circumstances in which the vacancy arose, the number of applications received and of candidates that are potentially appointable. The sifting process should seek to produce a diverse field of strong candidates for interview. Again, this may require external assistance, for example, from a recruitment consultant.

The nominations committee (with input from the other non-executive directors) should then put together a shortlist of no fewer than two candidates, with three or four candidates being the ideal number.

- **Interview**

The nominations committee should ensure there is majority governor representation on the interview panel. Typically, the nominations committee will interview the shortlisted candidates. An assessment should then be made as to which of the shortlisted candidates are appointable.

The appointable candidates are then put forward to the council of governors for the final decision on appointment.

Typically, a final report should be presented, incorporating the proposal for re-appointment or the presentation of new candidates, to the council of governors for consideration. The report should summarise the process followed by the nominations committee, including the selection criteria where appropriate.

The report should then describe how, and to what extent, the candidates meet the criteria for the role, their relative strengths and weaknesses and a recommendation on how the council of governors should proceed.

How will the final decision be made?

The council of governors must then make an appointment decision in accordance with its statutory obligations. As part of this, the council of governors will consider the issues set out in the report and any other factors it considers relevant. In particular, it should satisfy itself that all applicable law and advice has been complied with, the process followed was legal and appropriate and that the proposed appointee has the right qualities to meet the job description for the role.

The council of governors should consult the board of directors (particularly the other non-executive directors) before the final decision is made.

Once the appointment decision is made, the chair and the governors should set the appointee objectives for the coming year.

The full process followed should be described in the NHS foundation trusts' annual report.

Sharon Walters
Director of Human Resources
September 2012

APPENDIX C



South Central Ambulance Service **NHS**
NHS Foundation Trust

Removing the chair

Removing the chair will be a very serious step and the council of governors must follow a fair, rigorous, lawful and transparent process in order to take it.

What are the possible reasons for removal?

Governors will appreciate that removing the chair is only likely to be appropriate in very limited circumstances and will depend on the particular nature of those circumstances. However, governors must clearly understand the reasons which may lead to a removal decision before embarking on the removal process.

Likely circumstances where removal should be considered include, but are not limited to:

- Gross misconduct on the part of the chair;
- The chair losing the confidence of the board of directors or the council of governors; or
- The foundation trust being in serious breach of its terms of authorisation and the chair is judged as being accountable for the breach.

The removal should not take place unless the governors, the chief executive and other non-executive directors have had the opportunity to put forward their views on the basis of the available evidence.

- **Vote of no confidence**

The first step is likely to be a vote of no confidence in the chair by a majority of the council of governors. This will not in itself result in the removal of the chair, but will start the formal process for the removal.

Before the confidence vote, the council of governors should discuss the matter with the chief executive, the other non-executive directors, and in particular the senior independent director. However, the decision on whether to hold a confidence vote is one for the council of governors.

When a vote of no confidence is proposed, the lead governor should directly inform Monitor, via the foundation trust's relationship manager.

- **Investigation, advice and consultation**

The nominations committee, with appropriate representatives from the council of governors, should then investigate the matter, including any allegations made against the chair. The trust may decide that an independent investigation is warranted under certain circumstances and this should be determined by the trust alone.

This investigation should include consideration of the views of key personnel within the trust, including the non-executive directors. Additional weight should be given to the views of the independent non-executive directors and particularly the senior independent director.

Legal advice on the legality of any removal and the process for it should be sought throughout.

- **Suspension**

The council of governors may wish to consider whether it can and should suspend the chair while the process is followed. This may be considered appropriate in circumstance such as

- where a potential risk to patients or staff exists
- if it is deemed that the individual may disrupt an investigation, or
- if there is an allegation of fraud.

Legal advice will need to be sought on whether there is a power to suspend, whether suspension is appropriate and the terms, including the length of the suspension.

Where the chair is suspended, they must be advised of the next steps in the procedure being followed.

- **Report of investigation**

A senior representative of the nominations committee should present the findings of the investigation and consultation to the council of governors.

Throughout the process, the chair must be given an adequate opportunity to respond to the allegations made against him/her.

How will the final decision be made?

If the council of governors is content that a full and proper process has been followed, it should call for a full meeting of the council of governors and vote on the matter. If it is in any doubt about the process, it should seek clarification and remedy any deficiencies before voting.

Removal of the chair requires the approval of three-quarters of the members of the whole council of governors and not just those who attend the meeting.

What happens when Monitor removes a chair?

There may be circumstances when, following a significant breach of an NHS foundation trust's terms of authorisation, Monitor exercises its statutory powers to suspend or remove a chair. Under such circumstances, Monitor's statutory powers take precedence over the powers that may be exercised by the council of governors.

For further information on Monitor and how it may exercise its powers, governors can refer to the *Compliance Framework* available on Monitor's website.

What are the next steps following removal?

In the event that removal takes place, a new appointment will need to be made.

A description of the reasons for, and process of removal will need to be set out in the trust's next annual report

APPENDIX D



Removing non-executive directors

As with the removal of a chair, governors should ensure there is a rigorous, lawful and transparent process in place.

What are the possible reasons for removal?

Governors will appreciate that the removal of a non-executive director is only likely to be appropriate in limited circumstances.

Possible reasons for the removal (for example, gross misconduct or a request from the board of directors for the removal of a particular non-executive director) will depend on the particular circumstances. However, the governors must clearly understand the potential reasons which may lead to a removal decision before embarking on a removal process.

What is the process for removal?

The council of governors should only exercise its power to remove a non-executive director as a last resort.

The removal should not take place unless the governors and the other non-executive directors (in particular the chair and senior independent non-executive director if he or she is not the subject of the process) have had the opportunity to put forward their views on the basis of the available evidence.

A suggested process is set out below.

- **Vote of no confidence**

The first step is likely to be a vote of no confidence in the individual by a majority of the council of governors. This will not in itself result in the removal of that individual, but will start the formal process for the removal.

Before the confidence vote, the council of governors should discuss the matter with the other non-executive directors, and in particular the chair and the senior independent director. However, the decision on whether to hold a confidence vote is one for the council of governors.

- **Investigation, advice and consultation**

The nominations committee, with appropriate representatives from the council of governors, should then investigate the matter, including any allegations made against the individual. The trust may decide that an independent investigation is warranted under certain circumstances and this should be determined by the trust alone. This investigation should include consideration of the views of key personnel within the trust, including the chair. Additional weight should be given to the views of the independent non-executive directors and particularly the senior independent director (where he or she is not the individual under scrutiny).

Legal advice on the legality of any removal and the process for it should be sought throughout.

- **Suspension**

The council of governors may wish to consider whether it can and should suspend the non executive director while the process is followed. This may be considered appropriate in circumstance such as

- where a potential risk to patients or staff exists
- if it is deemed that an individual may disrupt an investigation, or
- if there is an allegation of fraud.

Legal advice will need to be sought on whether there is a power to suspend, whether suspension is appropriate and the terms, including the length of the suspension.

Where the non executive director is suspended, they must be advised of the next steps in the procedure being followed.

- **Report of investigation**

A senior representative of the nominations committee should present the findings of the investigation and consultation to the council of governors.

Throughout the process, the non executive director must be given an adequate opportunity to respond to the allegations made against them.

How will the final decision be made?

If the council of governors is content that a full and proper process has been followed, it should call for a full meeting of the council of governors and vote on the matter. If it is in any doubt about the process, it should seek clarification and remedy any deficiencies before voting.

Removal of a non executive director requires the approval of three-quarters of the members of the whole council of governors and not just those who attend the meeting.

What happens when Monitor removes a non executive director?

There may be circumstances when, following a significant breach of an NHS foundation trust's terms of authorisation, Monitor exercises its statutory powers to suspend or remove a non executive director. Under such circumstances, Monitor's statutory powers take precedence over the powers that may be exercised by the council of governors.

For further information on Monitor and how it may exercise its powers, governors can refer to the *Compliance Framework* available on Monitor's website.

What are the next steps following removal?

In the event that removal takes place, the trust will need to consider whether or not a new appointment will need to be made to replace the removed director.

A description of the reasons for, and process of removal will need to be set out in the trust's next annual report

APPENDIX E – APPRAISAL INPUT FORM (NOMINATIONS COMMITTEE) - OPTIONAL

Performance Review – Non Executive Directors

Non Executive Director Review fromto.....

Date

Performance against key competencies and behaviours

Overall view of governors:

Performance and contribution as a member of the Board of Directors

Overall view of governors:

Performance in other Trust related activities e.g. chair / member of Board sub committees, Trust lead / liaison role e.g. lead NED for volunteers, etc.

Overall view:

Overall view of governors:

Signed

APPENDIX F – APPRAISAL FORM FOR NON EXECUTIVE DIRECTORS



Name	
Organisation	SCAS
Year	2012/13

1. Overall assessment of Performance

The performance of the individual in their role has been assessed through a formal appraisal process as *(indicate with an 'x')*

Outstanding	Fully Satisfactory	Generally Competent with Areas for Improvement	Poor

2. Specific Strengths and Aspirations

3. Learning and Development Needs

4 Any further comments, including what action points have been agreed to address issues needed to raise performance to a higher level.

Appraiser	
Signed	
Name	Trevor Jones
Position	Chair
Date	

Appraisee	
Signed	
Name	
Position	NED
Date	

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Reappointment of Vice-Chair and Senior Independent Director
Presented by:	Trevor Jones, Chairman
Paper for Debate, Decision or Information:	Approval
Main Aim:	To present a recommendation from the Nominations Committee that Alastair Mitchell-Baker be reappointed as NED, Vice-Chair and Senior Independent Director for a further three year period from 1 March 2013
Summary of key points for consideration:	Alastair Mitchell-Baker's current term of office is due to expire on 28 February 2013. The Nominations Committee have been considering an application for his reappointment, under the Appointment of a Non Executive Director policy, and make a formal recommendation to the Council of Governors that reappointment be approved for a further three year period.
Recommendations or Outcome Required :	Alastair Mitchell-Baker to be reappointed as NED, Vice-Chair and Senior Independent Director at SCAS FT for a further three year period (i.e. from 1 March 2013 to 28 February 2016).
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 28 JANUARY 2013

ENCLOSURE D

REAPPOINTMENT OF VICE-CHAIR / SENIOR INDEPENDENT DIRECTOR

1) Background

- 1.1 Alastair Mitchell-Baker (AMB) is one of seven NEDs at SCAS, and the Council of Governors (CoG) approved his appointment for an initial period of one year from 1 March 2012 (the date the Trust became an authorised FT) to 28 February 2013. For information, Appendix A provides the terms of appointment for all other NEDs.
- 1.2 In addition to his NED role, AMB also undertakes other specific responsibilities as follows:
- Vice-Chair / Senior Independent Director
 - Chair of the Remuneration Committee
 - member of the Quality and Safety Committee
 - support, coaching and mentoring to the Chief Operating Officer and Director of Communications and Public Engagement
 - engagement with the Berkshire local authorities, acute and mental health sectors.
- 1.3. AMB expressed his desire to continue to serve SCAS beyond the term expiry date of the end of February, and this was strongly supported by the Trust Chairman.

2) The work of the SCAS FT Nominations Committee

- 2.1 The statutory role of the CoG includes to “*appoint (and, if appropriate, remove) the Non Executive Directors*”. Under the powers delegated to it by the CoG the Nominations Committee has received a recommendation from the Trust Chairman in relation to the reappointment of AMB and, following a robust process (see below), in turn makes a recommendation for consideration by the CoG at today’s meeting.
- 2.2 The Nominations Committee, at its meeting on 4 October, approved a process covering the appointment (and reappointment) of a Non Executive Director – see item 2.1 / enclosure C on today’s agenda. In line with this process, the Committee asked the Trust Chairman to submit a range of information in support of his recommendation that AMB be reappointed; this is described in sections 3 to 7 inclusive below.

3) Previous performance appraisals of AMB for the last three years

- 3.1 The Nominations Committee noted that the SCAS NED appraisal process has four levels in relation to performance: *outstanding*, *fully satisfactory*, *generally competent with areas for improvement*, and *poor*: and that AMB has achieved a rating of *outstanding* for the last three years (appraised by two different Chairs).

4) A statement from AMB seeking reappointment

- 4.1 AMB wrote to the Nominations Committee confirming his desire to continue to serve as a NED (and Vice-Chair / Senior Independent Director) at SCAS, and highlighting the skills and expertise he brings to the role.

5) AMB attendance at Board and related meetings

- 5.1 The Nominations Committee noted that during the period October 2011 to October 2012 AMB had the following attendance record at key meetings involving the Trust: Public Board (75%), Remuneration Committee (100%), Quality and Safety Committee (43%) and formal Council of Governors (75%, including one meeting as acting Chair).

6) AMB contribution to the Board, including unique skills and expertise

- 6.1 The Trust Chairman provided his opinion to the Nominations Committee on the contribution AMB makes to the Trust Board of Directors, in particular highlighting that AMB:

- brings unique knowledge and understanding of the NHS, helped by his work experience. In addition his consultancy work gives him knowledge of the national health landscape and the changes that are taking place
- has an in depth understanding of SCAS and, whilst he is not a clinician, he is able to make a strong contribution to clinical governance
- has a personality and approach that fits well with the Board and provides a good balance to that brought by other Board members
- has an effective “critical friend” relationship with both the Chair and the Chief Executive, enabling him to provide support and mentoring
- is willing to commit significant time to SCAS in spite of the demands of his day job

- 6.2 The Chairman also highlighted his wish to have some continuity in terms of the NED composition of the Board, with three relatively new NEDs and two new Executive Directors (AMB has served as a NED at SCAS since its inception in 2006).

7) Other factors relevant to AMBs potential reappointment

- 7.1 In line with the requirements of the process approved by the Committee for the appointment / reappointment of NEDs, additional information was provided as follows:

- there are no changes to AMBs position in terms of his independence and ability to deliver an objective NED role
- there are no changes to AMBs position in terms of the time commitment he is able to give to the role. However, as is the case for all NEDs, this will continue to be monitored.

8) Conclusion and recommendation

- 8.1 The Nominations Committee, having considered an application for the reappointment of AMB under the approved process, make the following unanimous recommendation to the Council of Governors; namely that:

Alastair Mitchell-Baker be reappointed as NED, Vice-Chair and Senior Independent Director at SCAS FT for a further three year period (i.e. from 1 March 2013 to 28 February 2016.

**Trevor Jones, Trust Chairman
Steve Garside, Company Secretary
7 January 2013**

Appendix A

Chairman and Non Executive Directors – Terms of Appointment

<u>Name</u>	<u>Dates of appointment to NHS Foundation Trust</u>
Trevor Jones (Chairman)	1 March 2012 – 31 March 2015
Alastair Mitchell-Baker	1 March 2012 – 28 February 2013
Eddie Weiss	1 March 2012 – 7 June 2013
Keith Nuttall	1 March 2012 – 31 March 2014
Claire Carless	1 March 2012 – 31 January 2015
David Williams	1 March 2012 - 31 December 2014
Iona Blue	1 March 2012 – 28 February 2015

Roles and Areas of Special Interest (N.B. does not include NED:Governor buddying arrangements)

Trevor Jones	Trust Chair; Member, Remuneration Committee; Support and coaching to Director of Strategy and Business Development; Engagement with SHA / Monitor Engagement with provider and commissioner Chairs and Chief Executives across South Central; Engagement with Chairs and Chief Executives in other Ambulance Trusts Hosting stakeholder visits (e.g. MPs)
Alastair Mitchell-Baker	Vice-Chair / Senior Independent Director; Chair, Remuneration Committee; Member, Quality and Safety Committee; Support and coaching to Chief Operating Officer and Director of Communications and Engagement; Engagement with Berkshire LA / Acute / Mental Health sector
Eddie Weiss	Chair, Audit Committee; Member, Charitable Funds Committee; NED statutory lead for security; Support and coaching to Director of Finance; Champion for CFRs; Engagement with Buckinghamshire LA / Acute / Mental Health sector, and Milton Keynes LA / Acute sector
Iona Blue	Member, Audit Committee; NED statutory lead for emergency planning; Support and coaching to Medical Director; Engagement with Buckinghamshire LA / Acute / Mental Health sector
Keith Nuttall	Chair, Quality and Safety Committee; Member, Audit Committee; NED statutory lead for patient safety; Support and coaching to Director of Patient Care;

Engagement with Hampshire LA / Acute / Mental Health sector;
Champion for volunteer car drivers

Claire Carless

Chair, Charitable Funds Committee;
Member, Remuneration Committee;
NED statutory lead for equality and diversity;
Support and coaching to Company Secretary;
Engagement with Oxfordshire LA / Acute / Mental Health sector

David Williams

Member, Quality and Safety Committee;
NED statutory lead for whistleblowing;
Support and coaching to Chief Executive;
Engagement with Southampton and Portsmouth LA / Acute sector;
Champion for CFRs

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Trust Chair and Non Executive Director Remuneration
Presented by:	Melanie Hampton, Lead Governor and member of the Nominations Committee (on behalf of the governor members of the Nominations Committee)
Paper for Debate, Decision or Information:	Approval
Main Aim:	To present three recommendations from the Nominations Committee relating to remuneration for the Chair and Non Executive Director roles at SCAS FT
Summary of key points for consideration:	<ul style="list-style-type: none"> • Prior to NHS Trusts achieving Foundation Trust status, the remuneration of Chairs and NEDs was set by the NHS Appointments Commission, with standardised rates of pay • NHS Trusts, at the point of being licensed as a Foundation Trust, have historically reviewed the remuneration of the Chair and NEDs, reflecting the fact that they have essentially taken on new roles that are substantially different to those undertaken previously (with increased workload, responsibility, accountability and reputational risk) • The Nominations Committee have undertaken a detailed consideration of Chair and NED remuneration at SCAS, taking into account benchmarking information and other associated factors, and make three recommendations to the CoG
Recommendations or Outcome Required :	The remuneration levels for the SCAS FT Chair and NED roles should be adjusted in line with the FT sector, reflecting the increased levels of responsibility, accountability and time commitment, and to help ensure that remuneration levels are such that SCAS is able to attract and retain individuals of the right calibre with the skills required
Previous Forum:	The Council of Governors approved the terms of reference for the Nominations Committee at its meeting in September 2012, and noted that the committee were undertaking some benchmarking into Chair and NED levels of remuneration
Statutory Requirements Met:	Yes – the statutory duties of the Council of Governors include to determine the remuneration for the Chair and Non Executive Director roles
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



COUNCIL OF GOVERNORS 28 JANUARY 2013 – (ENCLOSURE E)

TRUST CHAIRMAN AND NON EXECUTIVE DIRECTOR (NED) REMUNERATION

NOTE

The members of the Nominations Committee (NC) are Trevor Jones, Melanie Hampton, Keith House, Eddie Cottrell and Jamie Hartridge. Chair and Non Executive Director (NED) remuneration has been discussed at meetings of the NC on 28 June, 4 October, 26 November and 7 December 2012. During these discussions, the SCAS Chairman has provided information as requested by the other members (e.g. relating to roles, responsibilities, time commitments etc) but has declared an interest and excluded himself from all aspects of the decision-making leading to a recommendation to the Council of Governors (CoG). The Company Secretary has provided relevant benchmarking information, and the Director of Human Resources has provided HR related advice on request.

1) Background

- 1.1 The statutory role of the CoG, as set out in the Monitor *“Your Statutory Duties: A Reference Guide for NHS Foundation Trust Governors”* guidance, includes to *“decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and Non Executive Directors”*.
- 1.2 Prior to NHS Trusts achieving Foundation Trust status, the remuneration of Chairs and NEDs was set by the NHS Appointments Commission, with standardised rates of pay (these rates reflect the current remuneration of the SCAS Chairman and NEDs, and are shown in section i of Appendix 1).
- 1.3 NHS Trusts, at the point of being licensed as a Foundation Trust, have historically reviewed the remuneration of the Chair and NEDs, reflecting the fact that they have essentially taken on new roles that are substantially different to those undertaken previously. For example, as a Chair or NED of a Foundation Trust:
 - there is an increased workload, which includes attending formal meetings and workshops of the CoG and liaising with governors, engaging with Monitor, and attending events and meetings such as those organised by the Foundation Trust Network
 - there is an increased level of responsibility, with a greater accountability to the public (through the governors and members), and a requirement to account for the performance of the Trust on a quarterly basis to the Independent Regulator, Monitor. It is likely that the nature of this extended accountability increases the work and due diligence that NEDs will undertake in order to seek assurance over the day-to-day management of the Trust
 - linked to the above, and in light of the increased responsibility, accountability and scrutiny, Chairs and NEDs are exposed, both individually and collectively to a greater level of reputational risk.

2) The work of the SCAS FT Nominations Committee (NC) - benchmarking

2.1 The terms of reference (ToR) for the SCAS FT Nominations Committee, as approved by the CoG at its meeting in September 2012, include the following in relation to the remuneration of the Chair and NEDs:

- make recommendations to the CoG regarding the remuneration, allowances and other terms and conditions of the Chair and NEDs; making an assessment as to the level of remuneration required to attract and retain individuals of the right calibre and with the skills required.
- in determining the nature of the recommendation, the NC 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.
- consider the use of external professional advisors on market pay rates and trends if deemed necessary and cost effective.

2.2 In accordance with its ToR, and in light of the factors described in section 1.3, the Company Secretary was asked by the governor members of the NC to obtain some benchmarking information from the Foundation Trust Network on Chair and NED remuneration.

2.3 The latest available benchmarking information, based on 2011 rates of remuneration, was obtained, and analysed in terms of presenting average remuneration for the following categories:

- the whole NHS Foundation Trust sector
- the whole NHS Foundation Trust sector, excluding London based FTs
- the Ambulance FT only sector (three FTs – this excludes SCAS as not an FT in 2011).

2.4 A summary of the benchmarking data analysis, including the rates of remuneration currently received by the SCAS FT Chair and NEDs, is shown at Appendix 1. It was clear from the benchmarking review that there is generally no obvious correlation between size/complexity of the organisation and the levels of remuneration set.

3) The work of the SCAS FT Nominations Committee - considerations

3.1 At the NC meeting on 26 November, and having considered the benchmarking data and other associated factors extensively (including the current economic situation and executive pay constraints), all four governor members of the Committee agreed that the levels of Chair and NED remuneration at SCAS should be increased.

3.2 This decision was predominantly based on the following factors:

- the Chair and NED roles at SCAS are effectively new roles since the Trust achieved FT status, with increased levels of responsibility, accountability and time commitment, and a range of new stakeholders to engage with

- there is a need to identify a fair rate for the work undertaken (with reference to rates of pay in comparable organisations), to remunerate the Chair and NEDs for the increased levels of responsibility, accountability and time commitment, and to help with the future recruitment of new NEDs

4) **The work of the SCAS FT Nominations Committee - recommendations**

4.1 The following specific recommendations are made by the NC to the CoG, linked to their statutory role of determining the remuneration of the SCAS FT Chair and NEDs.

4.1.1 Level of remuneration

The level of remuneration for the SCAS FT Chair and NEDs should be aligned with the FT sector, but should be lower than the three other Ambulance FTs given the relative size of SCAS.

Recommendation 1
<p>The remuneration levels for the SCAS FT Chairman and NEDs should be as follows:</p> <ul style="list-style-type: none"> • Trust Chair - £40,000 • NED with Vice Chair / Senior Independent Director responsibilities - £15,000 • NED with Audit Committee Chair responsibilities - £15,000 • NED with Quality and Safety Committee Chair responsibilities - £15,000 • Other NEDs - £12,000

4.1.2 Timing of implementation of new remuneration levels

Adjustments to the levels of remuneration for the SCAS FT Chair and NEDs, as outlined in recommendation 1, should be applied in totality from 1 April 2013, to reflect the roles that the Chair and NEDs have been undertaking since the Trust became an FT, and to protect the Trust's future ability to recruit and retain NEDs of suitable calibre.

Recommendation 2
<p>The adjustment to the remuneration levels for the SCAS FT Chair and NED positions, as outlined in recommendation 1 above, should be applied from 1 April 2013.</p>

4.1.3 Formalisation of Chair/NED role and expectations

Given the nature of the changing role, it is recommended that a formal role description is developed for the Chair and NEDs, which sets out all duties, attendance requirements, and appraisal arrangements (work on this has already begun).

Recommendation 3
<p>A formal role description for the Chair and NEDs at SCAS FT should be developed, highlighting expectations in terms of duties, attendance requirements, appraisal arrangements, and time commitments.</p>

5) Conclusion

- 5.1 The NC, having considered the issue of Chair and NED remuneration in great detail, present recommendations 1 – 3 above for the consideration of the CoG.

Melanie Hampton, Member of the Nominations Committee / Lead Governor, on behalf of the governor members of the Nominations Committee

15 January 2013

Appendix 1

Summary of FT Network 2011 Chair and NED remuneration benchmarking data

i) Current SCAS FT Chair and NED remuneration rates

Role	Remuneration (£)
Chairman	20,895
NED	6,096
NED, Vice-Chair, and SID	6,096
NED and Audit Committee Chair	6,096
NED and Quality & Safety Committee Chair	6,096

ii) NHS Foundation Trust sector range and average (all)

Role	Remuneration (£k)		
	High	Low	Ave
Chairman	62	35	45
NED	17	9.5	12.5

iii) NHS Foundation Trust sector range and average (exc. London)

Role	Remuneration (£k)		
	High	Low	Ave
Chairman	58.0	32.0	44.5
NED	18.0	10.0	12.5
NED and Vice-Chair	18.0	10.0	14.0
NED and Audit Chair	19.0	10.0	15.0
NED and SID	18.0	10.0	13.6

iv) Ambulance Foundation Trust sector range and average

Role	Remuneration (£k)		
	High	Low	Ave
Chairman	43.0	42.0	42.5
NED	14.0	13.0	13.3

NOTE: different approaches are adopted to the Vice-Chair and SID roles; these roles may undertaken by one NED or split across two NEDs

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 th January 2013
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 (this can be supplemented by a review of the papers for the 30 January Board meeting in public
Summary of key points for consideration:	The report, which will be supplemented by a presentation on operational performance and ambulance clinical quality indicators (slides included), includes: <ul style="list-style-type: none"> • Current performance • Planning for 2013/14 • NHS 111 • Executive Team changes and appointment processes
Recommendations or Outcome Required :	Note
Previous Forum:	A Chief Executive's Report is presented at every meeting as a standing agenda item
Statutory Requirements Met:	N/A
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032



ENCLOSURE F

CHIEF EXECUTIVE'S REPORT – JANUARY 2013

Purpose

The purpose of this report is to keep the Council of Governors up-to-date on key issues affecting the Trust. It is split into two sections:

- current performance, including our performance against the national standards and on the clinical quality indicators
- other items of interest, linked to our six strategic themes as highlighted in our Annual Forward Plan for 2012/13.

In addition, and as part of the process of keeping up-to-date, governors will also wish to refer to the papers for the Board meeting in public on 30 January.

Current performance

Despite the challenges we have faced during the course of the year, for example in relation to high levels of demand and hospital handover delays, the Trust successfully achieved the two key national response time performance targets (red 8 and red 19) and its statutory financial duties for both quarter 1 and quarter 2.

As a result, and prior to submission of the quarter 3 return, our current ratings with Monitor are in line with plan: “green” for governance (which includes performance targets) and “3” in respect of our financial risk rating.

Quarter 3 is typically a challenging period for Ambulance Trusts and, in our quarter 2 returns to Monitor, we highlighted potential risks for the October to December period, including in relation to high levels of demand, hospital handover delays, and the impact of the winter period. In preparation for quarter 3 the Trust invested additional frontline capacity to maintain service quality; however, despite this we did miss our red 8 and red 19 targets for the quarter. However, we delivered on the red 1 8 minute target (those patients who are most time critical) and will be reporting this in our quarter 3 return to Monitor, which is discussed later on the agenda. Our performance in quarter 3 on red 8 was 74.3% (against a target of 75.0%) and on red 19 was 94.5% against 95.0%.

We maintained our strong performance on the clinical indicators, although we are not complacent and are striving for further improvements in a number of areas.

Quarter 4 has started well and, at the time of writing, we are achieving 78.7% on the red 8 target (79.4% for red 1 and 78.3% for red 2) and 96.7% on the red 19

target, both at overall SCAS level. Our intention is to deliver all three targets successfully in quarter 4 and ensure that our overall performance for 2012/13 exceeds the targets. We have implemented refreshed operational performance plans, and allocated additional resource, to improve our resilience and withstand the winter pressures.

We have been negotiating with commissioners to receive additional funding to compensate for the increased demand and hospital delays that have been experienced in 2012/13, and there are signs that commissioners are looking sympathetically at this. We are also optimistic that we will be successful in securing some of the winter monies that have recently been allocated to strategic health authority clusters by the Department of Health.

The Board of Directors will be discussing this extensively at the meeting in public on 30 January.

Appendix A is a presentation on our current performance in terms of response times, and some of the factors that impact on it. In turn, Appendix B shows our comparative performance on a range of clinical quality indicators. Both will be discussed at the Council of Governors meeting.

Other items of interest

Planning for 2013/14

Developing our strategy is an iterative process and, so far, there has been a series of workshops to engage key stakeholders in the first stage of the process.

The Board of Directors held a workshop on 3 December, both to review the Trust's mission, vision and values, and to explore the strategic opportunities and risks faced by SCAS. On 8 January, governors were asked to contribute to the development of our strategic priorities and to identify major challenges, and the evening proved to be particularly helpful.

There have also been ongoing discussions with commissioners, and workshops are planned for clinical commissioning groups in February.

Our emerging strategic priorities are:

- To provide an assessment and sign-posting role in the urgent and emergency health system, on behalf of clinical commissioning groups
- To provide excellent services, with a reputation for patient focus and in the position as provider of choice
- To be the leaders of innovative service delivery and cultural change within the health system
- To work with partners to integrate care across healthcare providers
- To ensure SCAS is aware of and responsive to opportunities for business development, including the ability to respond to differing local needs

- To develop SCAS's mobile clinical capability to support our role as a mobile healthcare provider

Work will continue leading up to submission of our Annual Forward Plan to Monitor at the end of May.

Jimmy Savile allegations

We have reviewed the initial reports from the Jimmy Savile allegations and are assured by the approach that the Trust takes to safeguard and protect both patients and staff. There are rigorous safeguarding policies and processes in place for both children and adults which are monitored and reported on through an upward process within the Trust. We also have a robust incident reporting procedure that is tracked, monitored and assured through our quality processes. There is also a whistle blowing policy that provides an additional confidential route for staff and patients to report any untoward incidents around safeguarding. All reported incidents coming by any route will be investigated thoroughly, immediate action taken as necessary and learning put in to place as consequence of the investigation. As more information is disclosed from the allegation investigation we will review our policies and procedures to ensure that we meet new requirements and learn from any conclusions of the investigation.

NHS 111

Oxfordshire NHS 111 service:

December has been an extremely busy month and performance has been below the national target for answering calls within 60 seconds (84% and the national target is 95%). However performance for call abandonment was within the national target at 4. We have also seen unprecedented levels of sickness due to the norovirus and upper respiratory tract illnesses which has impacted on ability to staff up to our predicted rosters. The key focus has been on maintaining a safe clinical service and using contingency and escalation plans across the whole health economy to provide an efficient and safe service. We continue to work on service improvements through the learning identified with implementing a new service.

Southampton, Hampshire and Portsmouth Out of hours service:

We continue to provide the call answering service for the Southampton, Hampshire and Portsmouth Out of hours service. More recently we have worked very closely with the SHP 111 commissioners and Care UK to agree new patient flows to reduce call backs to the SCAS call centre, which has now directly improved call answer and call abandonment performance over the weekends to enable SCAS to achieve performance standards.

Southampton, Hampshire and Portsmouth NHS 111 service:

On 14th January 2013 the Department of Health 111 team undertook a full readiness assessment at the Otterbourne Call Centre and we are pleased to report that SCAS successfully passed this rigorous process, with the DH

complimenting us on the high quality of the call handling skills demonstrated by SCAS staff. Operational plans and teams are now in place for soft launch of 111 on the 22 January in agreement with DH and SHP commissioners.

Berkshire NHS 111 service:

On 16th January the Berkshire commissioners, SCAS and local stakeholders presented their Clinical Governance Submission to the DH team. At this meeting it was identified that work has still to be completed before Berkshire 111 can move towards the testing and readiness phases. It was also collectively agreed, by all parties that soft launch date has been rescheduled to mid March to enable a safe service launch to take place. The SCAS 111 programme team are now working on plans to meet the newly agreed timeframes.

Care Quality Commission (CQC) unannounced inspection

Governors will be aware from previous correspondence that we had an unannounced visit from the Care Quality Commission on 8th and 9th November. We have now received their final report, which is highly positive and concluding that we fully meet six of the seven standards assessed.

We are taking immediate action in respect of the minor improvement of the other standard, with the CQC raising a number of issues on cleanliness and infection control within ambulance stations which they judge to have a minor impact on people who use the service. A planned programme of station visits has begun to address the area of non compliance on infection control at ambulance stations, and we will be responding to the CQC with details of our action plan in due course.

Executive Team changes and appointment processes

After six years with SCAS, Fizz Thompson, Director of Patient Care and Deputy Chief Executive, has decided to take a break from work and pursue other interests away from the ambulance service. Fizz will be a great loss and I want to take this opportunity to recognise the huge contribution that she has made to the development of SCAS as an organisation and the patients that we serve. A recruitment process to replace Fizz has begun; shortlisting will take place on 28 February, with interviews planned for 15 March.

I am pleased to announce the appointment of Dougie Dryburgh to the position of Chief Operating Officer. Dougie will join SCAS in mid February from NHS Blood and Transplant where he has spent the last six years as Group Operations Director, with specific national responsibility for logistics and infrastructure. Dougie brings to SCAS a record of strategic organisational transformation, and managing major complex change projects. Prior to joining the NHS, Dougie spent 16 years commissioned service in the Royal Air Force. He held many and varied appointments within the RAF, specifically in HR Training and Development, communications, infrastructure and operations. Dougie's appointment will add strength to the Executive Team through his knowledge of operational and supply chain management, business transformation and performance management.

Membership

SCAS currently has 11,086 public members (as at 15 January) against a target of 12,000 to be achieved by the end of March, and governors will receive an update on the work of the Membership and Engagement Committee during the course of the Council of Governors meeting.

Will Hancock, Chief Executive
Steve Garside, Company Secretary
January 2013



ENCLOSURE F

**Operational Performance
Update**

John Nichols

Interim Chief Operating Officer

SCAS



Current Performance – SCAS Wide

SCAS	YTD	Q3	Jan to date (13th)
Red 8	75.81	74.25	78.7
Red 1 (8 minute)	77.59	79.23	79.43
Red 19	95.06	94.45	96.66



Current Performance – Cluster Red 8

Cluster	YTD		January to date (13th)
Berkshire	73.14		78.65
Hampshire	77.05		78.55
OxBucks/MK	78.15		80



Current Performance – Cluster Red 19

Cluster	YTD	January to date (13th)
Berkshire	95.23	97.18
Hampshire	95.06	95.68
OxBucks/MK	95.79	98.15

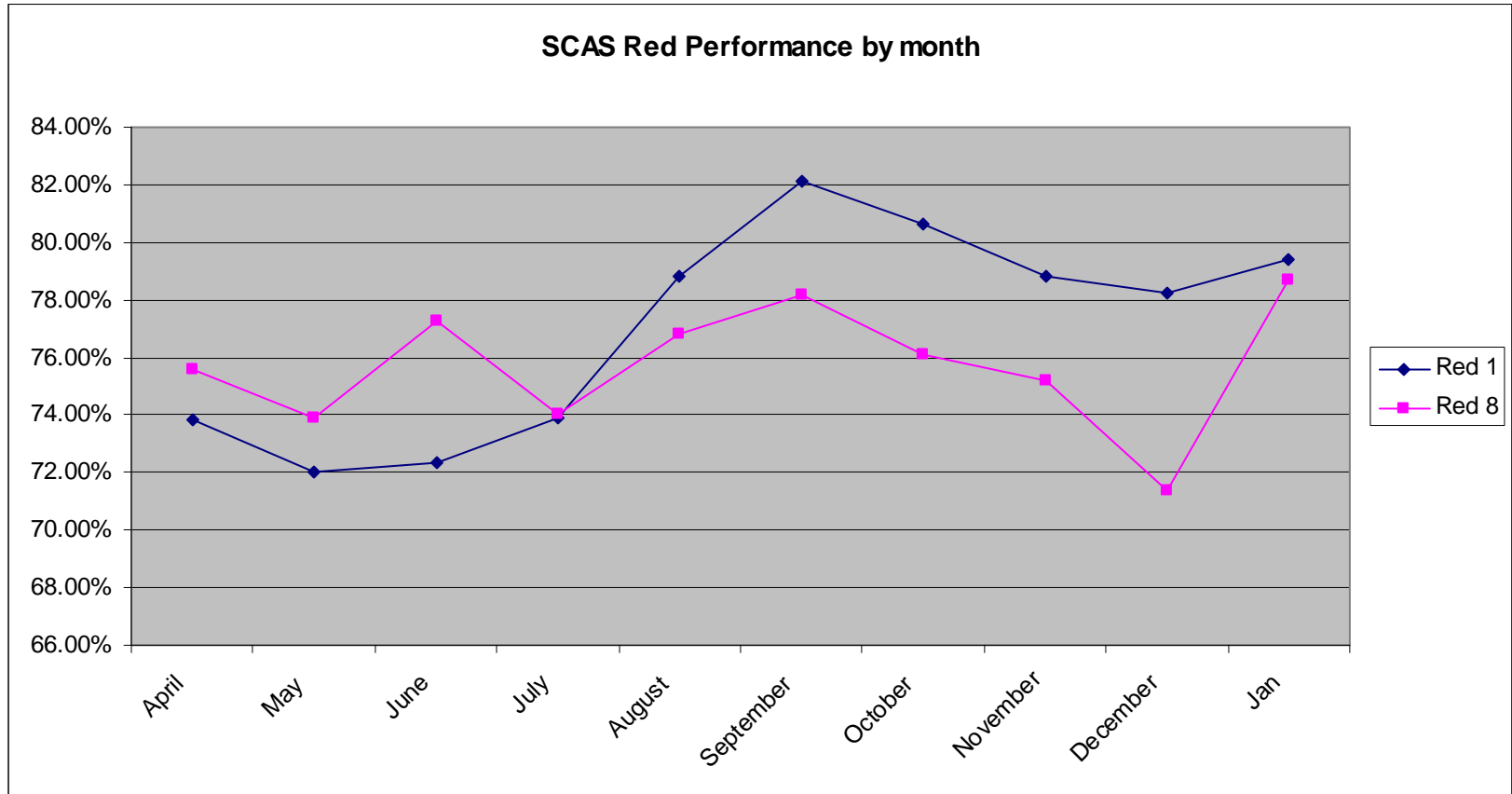


Current Performance – PCT Level (YTD – 13th January)

	Red 1	Red 8	Red 19
<i>NHS Berkshire East</i>	80.00%	73.45%	95.37%
<i>NHS Berkshire West</i>	79.58%	72.82%	95.1%
<i>NHS Buckinghamshire</i>	72.64%	69.01%	94.44%
<i>NHS Hampshire</i>	72.09%	74.05%	93.22%
<i>NHS Milton Keynes</i>	90.64%	89.67%	98.18%
<i>NHS Oxfordshire</i>	79.73%	77.55%	95.3%
<i>NHS Portsmouth</i>	83.4%	84.21%	98.76%
<i>NHS Southampton</i>	80.75%	80.44%	97.78%



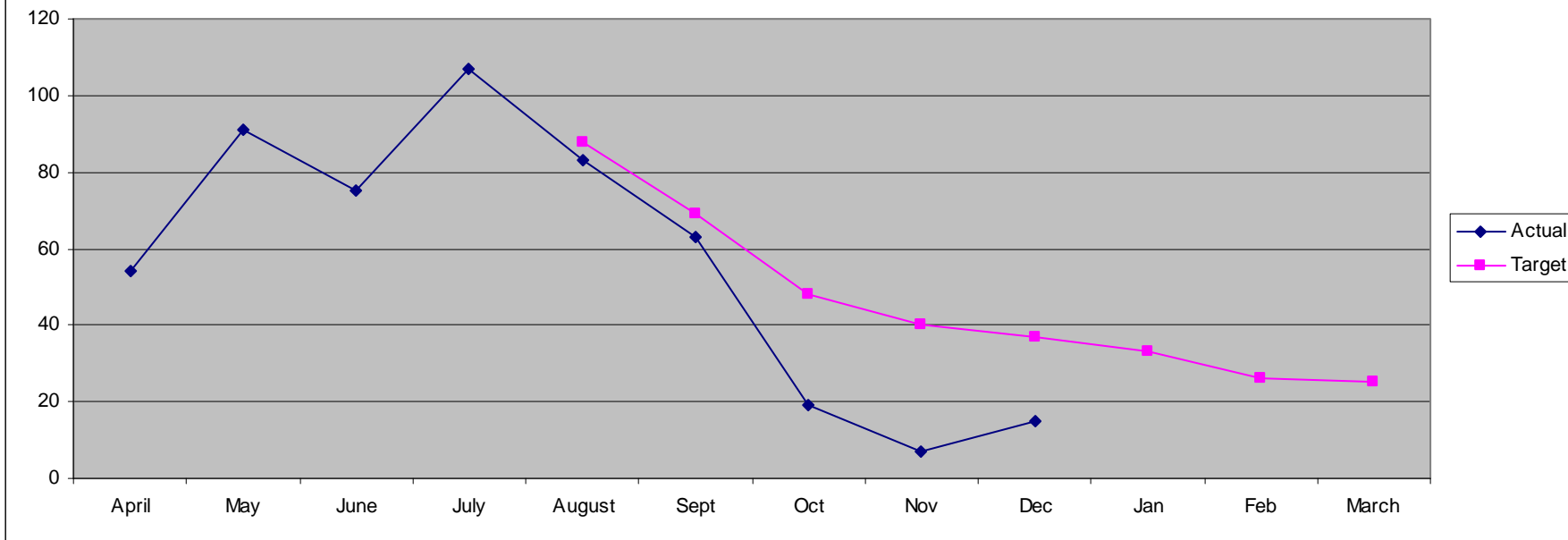
Current Performance – Red 1 Success Story (so far!)





Current Performance – Call Answer

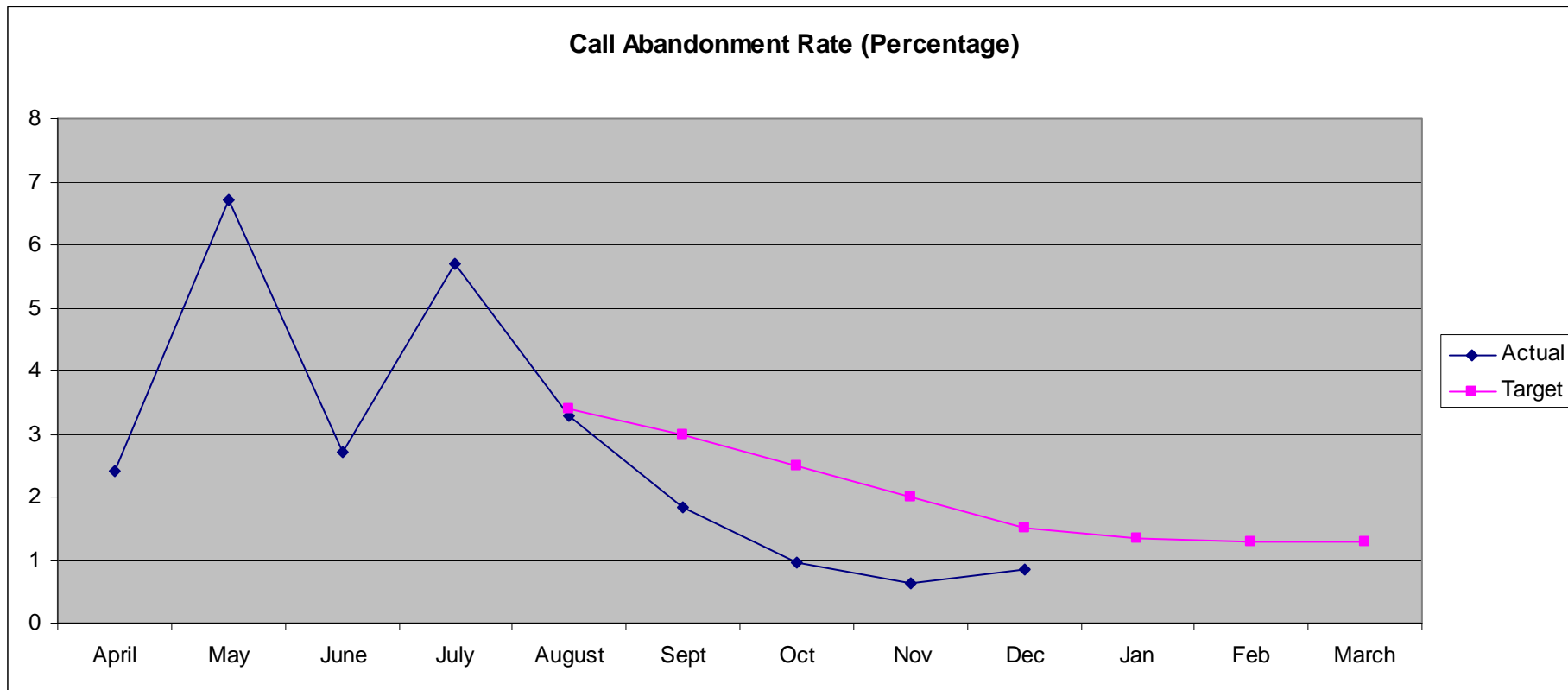
Call Answer (T0-T1) 95th Percentile (Seconds)



December call volume up 11.7% for December, 10.8% YTD compared with last year



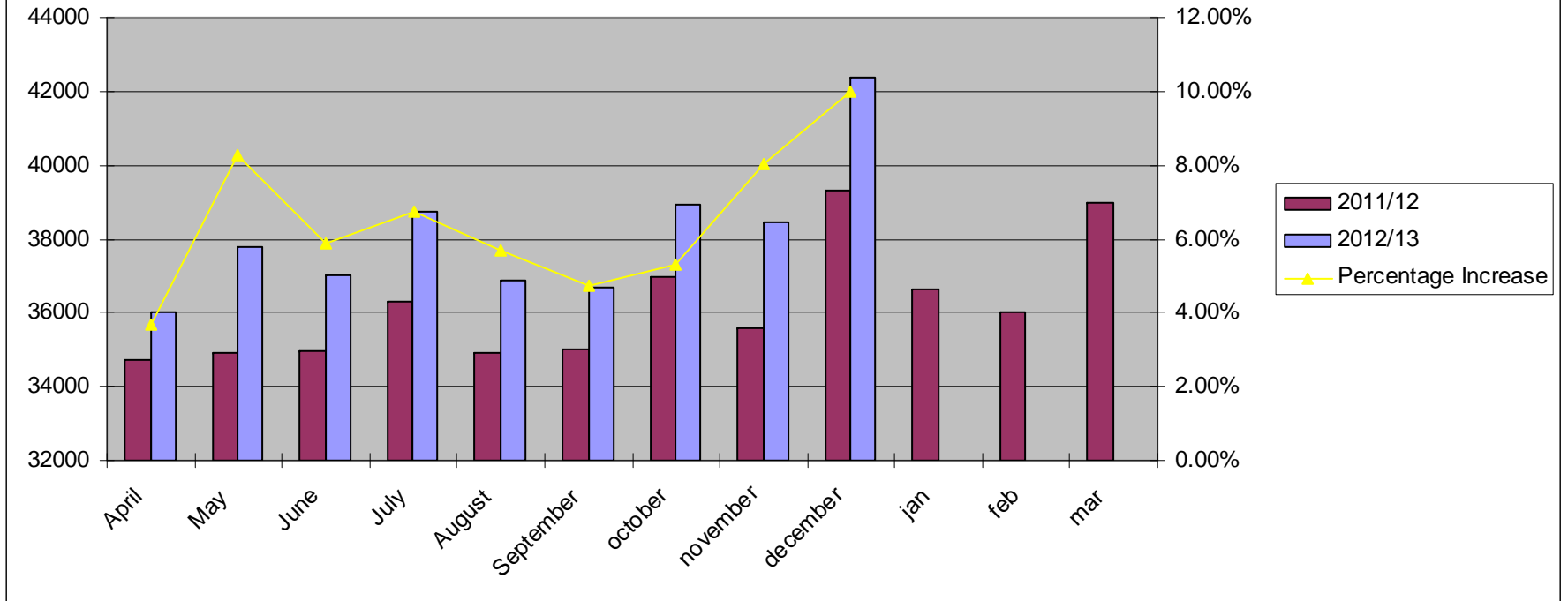
Current Performance – Call Abandonment Rate





Demand

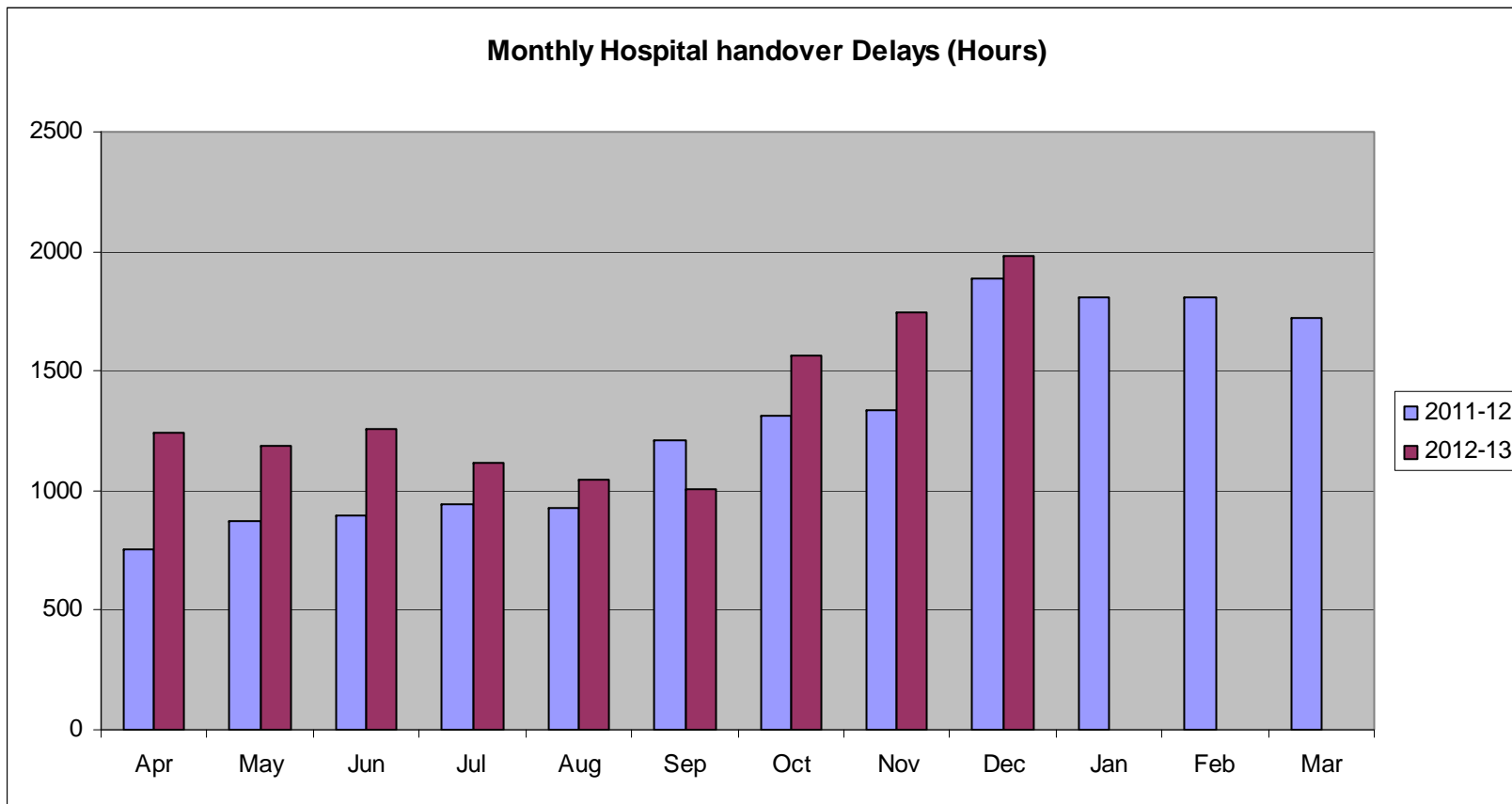
Overall Demand



YTD increase at 7.1%



Hospital delays



December delays highest month on record and 5.24% higher than previous December



Summary

Extremely busy December, with highest ever recorded delays at Hospitals contributed to a challenging month.

Good recovery (so far) in January.

Demand, so far, in January is running at (only) 6.8%!

Additional funding has been released from the centre and SCAS has placed a number of bids.

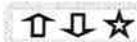
On track for Q4 achievement.

On track for full year cluster performance (Berkshire Red 8 excepted)



Ambulance CQI Data for November 2012

- [Introduction](#)
- [Overview](#)
- [Month View](#)
- [Export](#)
- [Compare](#)
- [Charts](#)
- [Narrative](#)
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Nov 2012 ▼

Clinical Quality Indicator	Units	East Midlands	East of England	Great Western	Isle of Wight	London	North East	North West	South Central	South East Coast	South Western	West Midlands	Yorkshire	All
Time to Answer - 50%	mm:ss	0:02	0:01	0:02	0:01	0:00	0:01	0:01	0:03	0:03	0:02	0:01	0:01	n/a
Time to Answer - 95%	mm:ss	0:14	0:11	0:08	0:04	0:01	0:01	0:15	0:07	0:47	0:21	0:01	0:20	n/a
Time to Answer - 99%	mm:ss	0:55	0:58	0:47	0:12	0:36	0:46	0:50	1:13	1:31	1:04	0:36	1:22	n/a
Abandoned calls	%	0.25	0.71	0.74	1.05	0.09	1.30	3.49	0.63	1.47	1.07	0.50	1.19	1.10
Cat A8	%	-	-	-	-	-	-	-	-	-	-	-	-	-
Cat A8 - Red 1	%	66.1	76.2	74.7	81.3	74.0	77.8	72.0	78.8	78.3	77.9	79.6	72.4	73.1
Cat A8 - Red 2	%	73.1	74.7	76.2	76.0	73.5	76.1	76.1	75.0	77.6	76.6	78.3	76.4	76.8
Cat A8 - Red 1 - 95%	mm:ss	17:28	13:36	14:04	9:16	18:48	11:54	15:22	13:34	13:00	15:06	12:01	13:24	n/a
Cat A19	%	92.9	94.3	95.4	98.3	97.8	96.5	95.1	95.1	97.7	96.0	97.9	97.4	96.3
Time to Treat - 50%	mm:ss	6:28	4:54	5:45	6:06	6:06	6:01	5:26	5:59	5:29	5:36	5:48	5:28	n/a
Time to Treat - 95%	mm:ss	20:22	18:04	15:03	17:29	15:06	17:51	16:38	18:52	16:44	19:06	15:06	13:40	n/a
Time to Treat - 99%	mm:ss	31:37	28:18	22:56	20:28	23:48	28:09	36:27	31:09	26:02	31:54	23:30	20:32	n/a
STEMI - Care	%	-	-	-	-	-	-	-	-	-	-	-	-	-
Stroke - Care	%	-	-	-	-	-	-	-	-	-	-	-	-	-
Frequent caller	%	0.14	0.02	0.00	0.41	2.61	0.00	0.00	8.08	0.00	0.00	0.00	2.03	1.10
Resolved by telephone	%	6.7	6.4	7.4	9.3	6.2	3.9	3.4	4.6	10.2	6.5	6.2	3.9	5.9
Non A&E	%	36.1	45.7	46.7	43.8	31.2	30.4	22.0	41.0	41.0	52.6	35.5	24.5	35.0
STEMI - 60	%	-	-	-	-	-	-	-	-	-	-	-	-	-
STEMI - 150	%	-	-	-	-	-	-	-	-	-	-	-	-	-
Stroke - 60	%	-	-	-	-	-	-	-	-	-	-	-	-	-
ROSC	%	-	-	-	-	-	-	-	-	-	-	-	-	-
ROSC - Utstein	%	-	-	-	-	-	-	-	-	-	-	-	-	-
Cardiac - STD	%	-	-	-	-	-	-	-	-	-	-	-	-	-
Cardiac - STD Utstein	%	-	-	-	-	-	-	-	-	-	-	-	-	-
Recontact 24hrs Telephone	%	2.3	13.5	9.8	5.5	3.2	15.9	30.6	18.8	13.3	14.8	14.3	14.9	12.1
Recontact 24hrs On Scene	%	6.1	7.6	3.7	3.1	5.6	5.6	6.5	6.4	4.6	6.1	5.0	8.8	6.1



Ambulance CQI Data for 2012/13

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2012/13

Clinical Quality Indicator	Units	East Midlands	East of England	Great Western	Isle of Wight	London	North East	North West	South Central	South East Coast	South Western	West Midlands	Yorkshire	All
Time to Answer - 50%	mm:ss	0:02	0:01	0:02	0:01	0:00	0:01	0:01	0:03	0:03	0:02	0:01	0:01	n/a
Time to Answer - 95%	mm:ss	0:28	0:10	0:06	0:04	0:09	0:09	0:08	1:03	0:46	0:21	0:07	0:26	n/a
Time to Answer - 99%	mm:ss	1:14	0:57	0:43	0:14	1:01	0:53	0:32	2:16	1:26	1:06	0:48	1:34	n/a
Abandoned calls	%	0.69	0.64	0.62	1.48	0.12	1.59	2.46	3.08	4.03	1.16	0.93	1.86	1.33
Cat A8	%	74.7	75.0	76.7	77.3	72.1	75.9	76.6	74.7	78.0	76.9	75.9	77.3	75.3
Cat A8 - Red 1	%	71.2	74.8	76.4	74.2	77.4	77.4	74.7	78.4	74.7	74.0	78.9	73.1	74.8
Cat A8 - Red 2	%	75.2	75.0	77.6	77.0	76.2	76.9	77.9	76.1	77.2	77.5	76.9	76.8	76.7
Cat A8 - Red 1 - 95%	mm:ss	16:55	14:28	13:38	11:54	16:37	12:24	14:43	14:57	14:48	15:13	12:47	13:39	n/a
Cat A19	%	94.3	94.3	96.9	97.4	98.2	97.3	96.1	95.1	97.9	96.6	97.5	97.4	96.6
Time to Treat - 50%	mm:ss	6:05	4:47	5:34	6:09	5:49	5:53	5:11	6:03	5:34	5:29	5:49	5:16	n/a
Time to Treat - 95%	mm:ss	18:29	17:56	14:32	17:36	14:18	16:30	15:49	18:43	17:13	19:11	15:23	13:22	n/a
Time to Treat - 99%	mm:ss	29:47	27:59	21:43	23:08	22:33	26:43	35:55	31:45	26:34	30:16	23:53	20:06	n/a
STEMI - Care	%	78.1	82.2	94.0	84.2	69.4	82.2	81.3	69.9	75.5	81.0	73.8	77.4	77.6
Stroke - Care	%	96.5	94.4	100.0	90.2	94.9	96.6	99.2	96.8	90.2	96.2	94.4	94.2	95.5
Frequent caller	%	0.19	0.02	0.00	0.69	2.57	0.00	0.00	6.42	0.00	0.00	0.00	1.90	1.08
Resolved by telephone	%	7.1	6.8	7.2	8.2	5.6	3.7	3.4	5.2	8.5	5.8	6.3	4.6	5.8
Non A&E	%	38.3	45.7	47.8	44.5	32.0	31.0	22.9	40.9	41.0	50.0	35.2	24.4	35.3
STEMI - 60	%	50.0	-	-	50.0	-	-	43.3	-	-	50.0	23.1	0.0	41.8
STEMI - 150	%	93.8	91.1	90.9	88.9	92.1	89.0	92.1	92.4	87.9	84.5	83.1	83.7	89.4
Stroke - 60	%	46.6	51.1	64.2	77.0	70.8	82.0	83.2	51.3	63.1	55.3	64.8	67.5	65.4
ROSC	%	18.2	22.3	28.8	13.9	30.4	26.9	26.0	34.7	25.6	25.0	27.4	21.3	25.4
ROSC - Utstein	%	41.6	57.3	60.5	40.0	53.4	50.0	45.8	52.8	49.4	36.0	39.4	47.4	48.0
Cardiac - STD	%	8.9	5.4	11.6	5.6	7.3	7.6	7.3	14.2	7.1	8.2	7.2	7.8	7.9
Cardiac - STD Utstein	%	13.6	22.8	37.0	40.0	23.2	23.8	22.4	18.9	15.5	18.5	12.1	28.6	21.2
Recontact 24hrs Telephone	%	3.6	14.6	11.0	2.4	3.0	15.9	32.1	18.9	12.4	14.9	14.2	24.3	13.2
Recontact 24hrs On Scene	%	6.2	7.6	3.9	1.9	5.2	4.8	6.3	7.0	4.7	6.8	5.0	8.7	6.1

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Quality Accounts 2012/13 and priorities for 2013/14
Presented by:	Fizz Thompson, Director of Patient Care, Debbie Marrs, Assistant Director of Quality
Paper for Debate, Decision or Information:	Debate
Main Aim:	To invite the Council of Governors to engage on the next set of Quality Accounts in relation to key priorities going forward.
Summary of key points for consideration:	<p>NHS Trusts must include a report on the quality of care they provide within their Annual Report, in the form of a Quality Account.</p> <p>This report, and the supporting presentation, provides an overview of the required elements of the Quality Account and sets out the process that is planned for production of the Quality Accounts 2012/13.</p> <p>There will be engagement with the Council of Governors throughout this process.</p>
Recommendations or Outcome Required :	To engage in the identification of key quality improvements
Previous Forum:	The CoG discussed the Quality Accounts process at its April 2012 meeting, and heard how the NEDs gain assurance over quality at the July 2012 meeting
Statutory Requirements Met:	Yes – the Quality Report and Accounts are a statutory requirement for each Trust from the Department of Health and Monitor.
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

COUNCIL OF GOVERNORS 28 JANUARY 2013

ENCLOSURE G

QUALITY ACCOUNTS 2012/13 AND PRIORITIES FOR 2013/14

Overview and Summary.

NHS foundation trusts must include a report on the quality of care they provide within their annual report: a Quality Account. The aim of a Quality Account is to improve public accountability for the quality of care provided by the trust.

The Quality Account must be produced in line with Monitor and National Health Service (Quality Accounts) Amendment Regulations 2011.

This report provides an overview of the required elements of the Quality Account and sets out the process that is planned for production of the Quality Accounts 2012/13.

Process for Involvement/Engagement in the development of Quality Accounts (Report) 2012/13

1. Introduction

- 1.1 The Quality Account (Report) 2012/13 (hereafter referred to as Quality Account) is to be submitted to Monitor on the 31st May 2013 and uploaded onto NHS Choices on 29th June 2013. The Board and Quality and Safety Committee will receive draft versions in March and April 2013 and the final version of the Quality Account throughout the financial year to receive assurance that all of the mandatory content is contained within the document.
- 1.2 A substantial engagement process will be carried out with various stakeholders to agree the final priorities which are to be monitored throughout 2013/14.
- 1.3 This report provides an overview of the required elements of the Quality Account, and the process that is planned for production of the Quality Account 2012/13.

2. Contents of the Quality Account

- 2.1 The Quality Account must contain (in the following order):
 - 2.1.1 Part 1. Statement on quality from the chief executive of the NHS foundation trust
 - 2.1.1.1 A statement signed by the Chief Executive summarising the SCAS view of the quality of the NHS services that are provided or sub-contracted during 2012/13.

The statement must outline that to the best of that person's knowledge the information in the document is accurate.

2.1.2 Part 2. Priorities for improvement and statements of assurance from the Board

2.1.2.1 For quality improvement priorities for 2012/13 identified in the 2011/12 Quality Account, SCAS should include the performance in 2012/13 against each priority, and where possible the performance in previous years;

2.1.2.2 At least three priorities for quality improvement in 2013/14 agreed by the Board. SCAS must include how progress to achieve the priorities will be monitored, measured and reported. SCAS should also include a rationale for the selection of those priorities and whether/how the views of patients, the wider public and staff were taken into account. The Quality Account should identify the quality improvement priorities for 2013/14 with the expectation of reporting on these in future Quality Accounts.

2.1.3 Part 3. Other information (review of previous year's performance against quality priorities)

2.1.3.1 An overview of the quality of care offered by SCAS based on performance in 2012/13 against indicators selected by the Board in consultation with stakeholders, with an explanation of the underlying reason(s) for selection. The indicator set selected must include:

2.1.3.1.1 at least 3 indicators for patient safety;

2.1.3.1.2 at least 3 indicators for clinical effectiveness; and

2.1.3.1.3 at least 3 indicators for patient experience.

2.1.3.2 The National Quality Board has recommended the introduction of mandatory reporting against a small, core set of quality indicators. Ministers have accepted this advice and are likely to introduce this new requirement by amending the Quality Accounts regulations for the 2012/13 reporting period. These indicators include: 2.1.3.2.1 Category A 8 minutes (now referred to as Red incidents in 8 minutes)

2.1.3.2.2 Category A 19 minutes (now referred to as Red incidents in 19 minutes)

2.1.3.2.3 STEMI care bundle

2.1.3.2.4 Stroke care bundle

2.1.3.2.5 Staff views on standards of care based on the NHS staff survey

2.1.4 Annex. Statements from primary care trusts, Local Involvement Networks and Overview and Scrutiny Committees

- 2.1.5 SCAS must send copies of their Quality Account to the lead commissioner, Local Involvement Networks (LINKs) and Overview and Scrutiny Committees for comment prior to publication, and should include these comments in their published Quality Account.
- 2.1.6 The lead commissioner will have a legal obligation to review and comment, while Patient organisations and HOSCs will be offered the opportunity to comment on a voluntary basis.
- 2.2 Monitor also requires SCAS to obtain a limited assurance report from their external auditors (KPMG) on the content of the Quality Account and the mandated indicators, and to include it in the published document. This will report on whether anything has come to the attention of the auditor that leads them to believe that the content of the Quality Account has not been prepared in line with the requirements

3. Recommendations

- 3.1 The Council of Governors is asked to note the contents of the report and in particular, the engagement process that Governors will have in the Quality Account production process.

Debbie Marrs
Assistant Director of Quality
15 January 2013



Quality Accounts 2012/13



Fizz Thompson – Director of Patient
Care/Debbie Marris – Assistant
Director of Quality

Council of Governors

28th January 2013





Defining Quality

Quality has three key dimensions.

- Patient Safety
- Clinical Effectiveness
- Patient Experience





Quality Accounts



- A quality account provides the public, our commissioners and staff about South Central Ambulance Service's quality of care to patients and families.
- It provides a framework to assess the quality of the service on what matters to patients.
- It provides assurance about our commitment to improve the quality of the service.
- Shared understanding of what's important.





How is it delivered?



- **Local clinical leadership**
- **Providing harm free care in line with the national guidance and directives**
- **Monitoring processes such as audit and surveys**
- **Analysis of incidents/complaints/claims**





DH/MONITOR – reporting requirements

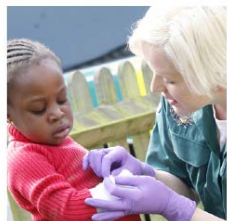
- **Current consultation from Monitor (new mandated indicator)**
- **Mandatory reporting against core set of quality indicators**
- **External audit requirements**

INCLUDE

- **Ambulance response times (Red 8mins and 19mins)
Benchmarked with national average**
 - **Heart attack and stroke – care bundles used e.g.
pain killers given to those patients with chest pain**
 - **New indicator: incidents resulting in severe harm**
-



Role of the Council of Governors



- **Why we are engaging?**
- **Your views matter.**





Patient Safety

- Conduct a recognised Staff Safety culture audit
- Learn from and embed recommendations from Francis report
- CQC compliance with outcome 8 (infection control)
- Extend across SCAS Falls management tool
- Maintenance of clinical equipment
- Extend use of alternative care pathways
- Incidents resulting in severe harm





Clinical Effectiveness



- **Maintain care bundle advancements for patients with Stroke and Heart Attacks (*?choose this indicator for external assurance*)**



- **Reduce variability of station cleanliness**



- **DH core indicators (Red calls and 19mins)**

- **Improve CFR utilisation**

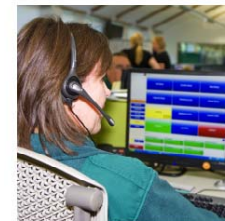




Improving patient experience



- Analyse HCP feedback and design a systematic approach for learning



- Survey patients in real time (incl: Friends and Family test)



- Roll out End of Life (EOLC) tool across SCAS

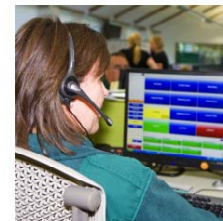




Timeframe for the quality accounts 12/13



- **Preliminary/draft account to the trust board at the end of March 2013**
- **Quality and Safety committee overview in April 2013**
- **Review by Council of Governors meeting April 2013**
- **Final version to May trust board.**
- **External assurance due 31st May 2013**
- **Final account to MONITOR and Department of Health in June 2013.**



COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Report from the Membership and Engagement Committee
Presented by:	David Ridley, Chair, Membership and Engagement Committee Duncan Burke, Director of Communications and Public Engagement
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: <ul style="list-style-type: none"> • the minutes of the fourth meeting of the Membership and Engagement Committee held on 24 October • a verbal update on the fifth meeting held on 16 January 2013 • details of a toolkit that is being developed to support governors with their statutory role of engaging with members
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

ENCLOSURE H – REPORT FROM THE MEMBERSHIP & ENGAGEMENT COMMITTEE



Draft minutes of the fourth meeting of the South Central Ambulance Service NHS Foundation Trust Membership and Engagement Committee held on 24 October 2012 at Northern House, Bicester, Oxfordshire

Present: Patrick Conafray, Public Governor (Oxfordshire) and Committee Vice-Chair (Acting Chair for this meeting)
Bob Duggan, Public Governor (Buckinghamshire)
Bob Lassam, Public Governor (Oxfordshire)
Barry Lipscomb, Partner Governor
Richard Ryan, Public Governor (Hampshire)
Carol Watts, Staff Governor
Tim Windsor-Shaw, Public Governor (Oxfordshire)

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

Apologies: David Ridley, Public Governor (Buckinghamshire) and Committee Chair
Gary Clark, Public Governor (Berkshire)
Allan Read, Public Governor (Hampshire)

MEC12/032

Chair's Welcome and Apologies for Absence

The Acting Chair welcomed all to the meeting, including Carol Watts attending her first meeting of the committee since joining last month.

Apologies were noted from David Ridley, Allan Read and Gary Clark.

MEC12/033

Declaration of Interests

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

MEC12/034

Minutes from Meeting of 16 July 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 10 September.

MEC12/035

Matters Arising from Meeting of 16 July 2012

Steve Garside presented the schedule reporting progress against the action points from the third meeting, with the committee discussing the following:

- MEC12/021c (role-playing exercises) – Monica Moro advised that she had led some role-playing simulation exercises with a number of the governors prior to the meeting, to support them with membership recruitment and engagement activities. These had been well-received and could be replicated for the other governors if there was interest.
- MEC12/022a (key messages, key facts and FAQs) – Duncan Burke advised that he would be discussing these three documents later in the agenda.
- MEC12/022b (“You and Your Ambulance”) – Duncan Burke confirmed that he had brought copies of the document to the meeting for the governors to take away and have a look at
- MEC12/023 (buddy programme) – Steve Garside explained that the committee would receive an update on arrangements for buddying later on in the meeting
- MEC12/25a (ethnic minority communities) – Steve Garside advised that Ludlow Johnson, the Trust’s Equality and Diversity Manager, was present and the committee would discuss some of the gaps it had in its membership profile and how governors could support engagement with leaders of ethnic minority communities
- MEC12/25b (SCAS promotional material) – Duncan Burke confirmed that he had brought the full range of SCAS promotional material to the meeting for comment. In response to a question from Patrick Conafray, Duncan Burke explained that the Trust were looking at the opportunities presented by film/video, and some ideas were being formulated in respect of patient transport services

Barry Lipscomb advised that, as Chairman of the Hampshire and Isle of Wight Air Ambulance charity, he would be delighted to host any governors interested in finding out more about the service at Thruxton.

Action 12/035a

Members of the Membership and Engagement Committee to contact Barry Lipscomb if they would like to visit the Hampshire and Isle of Wight Air Ambulance charity to find out more about the service and how they work with SCAS.

Steve Garside highlighted the fact that this was now the fourth meeting of the committee and, whilst positive conversations were being held and actions delivered, he asked for the committee’s views as to the impact it was having in terms of outcomes and increasing the capacity and capability of governors to engage with their membership.

Barry Lipscomb commented that he felt the Trust’s executives were trying hard to support the governors with this area of work, including in terms of the quality of the meeting papers. He asked whether the schedule showing the current membership position could be printed in A3 format and also projected onto the screen at meetings.

Action 12/035b

Monica Moro to ensure that at future meetings the schedule showing the current membership position is available in A3 format and projected onto the screen.

Tim Windsor-Shaw stated that he felt that Steve Garside was making a valid point, and that the committee should be reviewing its effectiveness and trying to measure the outcomes that were being delivered.

Duncan Burke highlighted the two key roles of governors; firstly to hold the Board of Directors to account for the performance of the Trust, and, secondly, to engage with the Trust's membership and ensure that their views are obtained and taken into account in the formulation of the Trust's strategy. He stated that the role of this committee, which Steve Garside supported, was to make informed recommendations to the Council of Governors as to the strategies that should be used for recruiting and engaging with members.

The committee acknowledged Duncan Burke's comments, and recognised that there was a potential risk that the other governors were expecting the members of the Membership and Engagement Committee to be leading exclusively on member engagement, as opposed to testing out and recommending strategies that all governors should be applying as part of their statutory duties.

The Committee agreed two actions.

Action 12/035c

The committee to develop and recommend a toolkit for governor recruitment and engagement, to be presented to the spring meeting of the Council of Governors.

Action 12/035d

Steve Garside to present the terms of reference at the January Membership and Engagement Committee to allow the committee to consider whether it is fully discharging its duties and functioning effectively.

MEC12/036**Overview of current membership position**

The committee considered the current membership position, noting that 10,521 members had been recruited with a target of 12,000 to be achieved by the end of March.

Duncan Burke explained that the Trust, unlike others, had recruited all of its members itself, rather than paying an agency to do the work on its behalf.

Barry Lipscomb asked whether penalties would be incurred if the Trust failed to achieve the target of 12,000 by the end of the financial year. Duncan Burke and Steve Garside explained that 12,000 was essentially a target set by the Trust, and that Monitor's primary concern was that the Trust had a membership that was representative of the population it served and was engaging with it.

Patrick Conafray asked whether 12,000 was the right number. Duncan Burke responded that it was the figure that had been agreed when the Trust was applying

for FT status. The new year would provide a fresh opportunity for SCAS to consider what its target would be for 2013/14.

Duncan Burke highlighted that there were a number of areas where the Trust needed to recruit more members: in Hampshire, from the Pakistani and Caribbean ethnic groups, and members of the public aged over 75. With this in mind, SCAS, supported by Ludlow Johnson, were working closely with Age UK, ethnic minority community leaders, and carers groups.

Duncan Burke highlighted that Buckinghamshire and Berkshire were two such areas where the Trust was currently under-represented in terms of the Pakistani community. However, good progress was being made in Buckinghamshire and a meeting with the Reading West MP Alok Sharma had recently been held to discuss initiatives in Berkshire.

Bob Duggan suggested that Mr Raj Khan, a former mayor of Aylesbury, might be a useful contact.

Patrick Conafray asked about the current shortfall in Hampshire with the best part of 2,000 members to be recruited by the end of March. Monica Moro commented that Hampshire was obviously by far the biggest patch served by SCAS, and Duncan Burke explained that this was being taken seriously with a range of recruitment events throughout Hampshire arranged for the next few months.

The committee discussed the potential opportunities for recruitment that Universities across the South Central area offered, including the Winchester School of Art with a high Chinese representation. The committee discussed the issue of residency and how this was defined, noting that an individual needed to be a resident in the area served by SCAS in order to become a member.

Action 12/036a

Monica Moro to confirm the definition of “residency” within the context of SCAS’ member recruitment activities.

Monica Moro presented a list showing the groups the Trust were engaging with to recruit and engage with members in the various ethnic minority groups, and their contact details.

Duncan Burke explained that it can take considerable time to engage with these groups and build the necessary relationships. With limited capacity at the Trust he would be asking all of the governors to provide any support they could.

Action 12/036b

Members of the Membership and Engagement Committee to make any additional suggestions for groups the Trust could liaise with in order to recruit and engage with members from ethnic minority groups.

Action 12/036c

Duncan Burke to contact all of the Trust’s governors requesting their help in liaising with the groups and leaders of ethnic minority communities across the South Central region.

The committee discussed the various approaches that could be used to develop relationships with the various groups and leaders, which could include meetings with the Chairman, Chief Executive and Lead Governor, offering blood pressure tests, and articles in the Foundation Times magazine.

MEC12/037

Key messages and FAQs

Duncan Burke handed out an updated version of the frequently asked questions sheet, advised that he had already sent out the key messages and key facts documents.

Action 12/037a

Duncan Burke to circulate an electronic version of the updated FAQs document.

Steve Garside asked about arrangements for updating the document, given that new issues could emerge and attract media and public attention; for example, hospital handover delays. Duncan Burke responded that the plan was to update the FAQs document on an annual basis.

Tim Windsor-Shaw added that as well as presenting FAQs to the governors for recruitment and engagement activities, it might be helpful to include these on the website for the public to access.

It was agreed that members would submit any comments to Duncan Burke on all three documents, prior to him finalising and presenting to the Council of Governors at their January meeting.

Action 12/037b

Membership and Engagement Committee members to send any further comments or suggestions regarding the 'key messages', 'key facts' and 'frequently asked questions' documents to Duncan Burke.

Action 12/037c

Duncan Burke to present final versions of the 'key messages', 'key facts' and 'frequently asked questions' documents to the Council of Governors at their meeting on 28 January 2013.

Tim Windsor-Shaw suggested that the documents should come with some information about how they should and should not be used.

MEC12/038

Member satisfaction (and patient care) survey

Monica Moro circulated copies of the comments made by Tim Windsor-Shaw on the proposed member satisfaction and patient care survey. Duncan Burke explained that the survey had been constructed with reference to similar surveys used by other FTs, and that Tim Windsor-Shaw's comments had been extremely helpful.

The committee discussed a range of issues in relation to the survey:

- Ludlow Johnson stated that question 19 contravened legislation by classifying "transsexual" as a type of gender

- although the survey would be anonymised, an option could be given for the respondent to identify themselves and allow the Trust to make contact to discuss some of the survey responses in greater detail
- question 5 regarding the governors should make reference to a full list of the governors being available on the Trust's website
- the dates of meetings (e.g. open days, CoG meetings etc) should be included in question 3 where they are known
- Bob Lassam asked whether inducements could be offered to encourage people to complete the survey. Both Duncan Burke and Steve Garside stated that this would not be appropriate. It was noted that a 10% response rate was the norm for a survey of this type
- Barry Lipscomb suggested that the Chairman could write a foreword to the survey
- the answers to questions should be ordered with the most positive options first (e.g. questions 2 and 8).

Steve Garside highlighted that there may be issues associated with including a patient care survey, most notably that the Trust already undertakes patient experience surveys. Tim Windsor-Shaw noted the potential risk of 'double counting' the responses.

Action 12/038a

Monica Moro to liaise with Fizz Thompson's team to ensure that there are no adverse implications of including patient care questions in the member satisfaction survey.

It was agreed that members would email any further comments to Monica Moro, and a finalised survey would be presented at the January meeting for approval.

Action 12/038b

Members to contact Monica Moro with any further comments on the proposed member satisfaction and patient care survey; a finalised version taking into account all comments to be presented at the next meeting for approval.

MEC12/039

'Buddy' programme

Monica Moro explained that she had already arranged some buddying (with other FT governors) for Allan Read and Bob Duggan.

Duncan Burke asked whether this would be a helpful initiative for staff governors. Carol Watts replied that it would be.

Action 12/039

Monica Moro to make some buddying arrangements for the five staff governors to help them with the delivery of their roles.

Steve Garside explained that he was currently arranging for the governors to be buddied with the Trust's Non-Executive Directors.

MEC12/040

Brainstorming

Monica Moro advised that she was looking at arranging some meetings which would give some designated time for brainstorming in terms of new and innovative ways for recruiting and engaging with members. She added that she envisaged the governors having a greater role in terms of editing and making suggestions for the Foundation Times magazine.

Steve Garside highlighted some deep reservations in terms of the suggestion that the committee look into sponsorship opportunities, highlighting the Trust's corporate governance framework and the strong rules and guidelines that existed in the NHS in relation to commercial sponsorship.

Action 12/040

Monica Moro to set up some brainstorming sessions for the governors to consider new and innovative ways for recruiting and engaging with members.

MEC12/041

Any Other Business

A number of items were discussed under any other business:

- a) the Trust's promotional literature should refer in greater detail to the various sustainability and green initiatives that are in place - **Duncan Burke**
- b) Steve Garside would make the necessary arrangements for meetings of the committee in 2013/14, with the plan being quarterly meetings at appropriate intervals with two in Otterbourne and two in Bicester – **Steve Garside**
- c) the committee members would advise Monica Moro of the future recruitment and engagement events they are able to attend – **MEC members**
- d) any governors wishing to attend the corporate induction programme should contact Steve Garside – **MEC members**
- e) the Trust had been nominated for a regional Equality and Diversity Diamond Jubilee Award. The Chairman was unable to attend the event, and Ludlow Johnson suggested that the lead governor, Melanie Hampton, could attend in his place to represent the Trust – **Ludlow Johnson**
- f) Patrick Conafray and Bob Duggan shared their experiences of participating in ride-outs with SCAS crews
- g) Bob Lassam asked whether he could be buddied with a governor on the equivalent committee at either South East Coast Ambulance Service NHS Foundation Trust or South West Ambulance Service NHS Foundation Trust – **Monica Moro**
- h) Steve Garside to ensure that committee members have mobile phone contact details for Duncan Burke and Monica Moro – **Steve Garside**

Action 12/041

The above actions, discussed under any other business, to be addressed as highlighted.

MEC12/042**Date of Next Meeting**

The date of the next meeting was confirmed as Wednesday 16 January 2013 at 6pm at Southern House, Otterbourne, Hampshire.

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	28 January 2013
Title of Paper:	Council of Governors Programme of Business 2013/14
Presented by:	Steve Garside, Company Secretary
Paper for Debate, Decision or Information:	Information
Main Aim:	To communicate to the governors the dates, times and venues for future meetings of the CoG and set an outline programme of business which incorporates the statutory duties of governors.
Summary of key points for consideration:	In response to the feedback provided by governors, there will be a minimum of five meetings of the CoG in 2013/14, each with a pre-meet, held centrally in Newbury, and running from 6.30 to 9.00pm. Priority items include those relating to the statutory duties of governors (e.g. accounts, annual report, Chair and NED appointments and remuneration, holding the Board to account for the performance of the Trust).and these have been reflected in the programme of business (which will be kept under continuous review).
Recommendations or Outcome Required :	Note/comment
Previous Forum:	N/A
Statutory Requirements Met:	The programme of business incorporates items relating to the statutory duties of governors.
Contact in case of query concerning this paper:	Steve Garside, Company Secretary, 01869 365032

ENCLOSURE I - SCAS FT COUNCIL OF GOVERNORS PROGRAMME OF BUSINESS (FORMAL MEETINGS) – JAN 2013 and 2013/14

<u>Date of Meeting</u>	<u>Venue</u>	<u>Time</u>	<u>Coverage (substantive items marked in bold)</u>
Monday 28 January 2013	Shaw House, Newbury	18.00 – 18.20 Governors Pre Meet 18.30 – 20.30 Full Council Meeting	<ol style="list-style-type: none"> 1. Apologies for absence and declaration of interests 2. Minutes and matters arising from previous meeting 3. Chairman's Introduction, including update on Board of Directors activity 4. Chief Executive's Report on current issues, developments, Q3 performance (operational, quality and finance) and annual forward plan 2013/14 update (a) 5. Clinical Quality Priorities 2013/14 and Quality Accounts 2012/13 6. Recommendations from the Nominations Committee (d1) 7. Membership and Engagement Committee Update 8. Update from governors on governor activity (e)
Monday 15 April 2013	Shaw House, Newbury	18.00 – 18.20 Governors Pre Meet 18.30 – 20.30 Full Council Meeting	<ol style="list-style-type: none"> 1. Apologies for absence and declaration of interests 2. Minutes and matters arising from previous meeting 3. Chairman's Introduction, including update on Board of Directors activity 4. Chief Executive's Report on current issues, developments and year-end performance (operational, quality and finance) (a) 5. Annual Forward Plan 2013/14 – update/final (b) 6. Review of effectiveness of CoG (i) 7. Trust Constitution amendments (c) 8. Reports from Nominations Committee and Membership and Engagement Committee 9. Update from governors on governor activity (e)
Thursday 4 July 2013	Shaw House, Newbury	18.00 – 18.20 Governors Pre Meet 18.30 – 20.30 Full Council Meeting (external auditors, KPMG, to be invited to this meeting)	<ol style="list-style-type: none"> 1. Apologies for absence and declaration of interests 2. Minutes and matters arising from previous meeting 3. Chairman's Introduction, including update on Board of Directors activity 4. Chief Executive's Report on current issues, developments and Q1 performance (operational, quality and finance) (a) 5. Annual Accounts and Annual Report 2012/13 (f) 6. Annual Quality Accounts 2012/13 (g) 7. Lead Governor election process (h) 8. Trust Constitution amendments (c) 9. Reports from Nominations Committee (d2) and Membership and Engagement Committee 10. Update from governors on governor activity (e)

Tuesday 8 October 2013	Shaw House, Newbury	18.00 – 18.20 Governors Pre Meet 18.30 – 20.30 Full Council Meeting	<ol style="list-style-type: none"> 1. Apologies for absence and declaration of interests 2. Minutes and matters arising from previous meeting 3. Chairman's Introduction, including update on Board of Directors activity 4. Chief Executive's Report on current issues, developments and Q2 performance (operational, quality and finance) (a) 5. Trust Constitution amendments (c) 6. Reports from Nominations Committee and Membership and Engagement Committee 7. Update from governors on governor activity (e)
Thursday 9 January 2014	Shaw House, Newbury	18.00 – 18.20 Governors Pre Meet 18.30 – 20.30 Full Council Meeting	<ol style="list-style-type: none"> 1. Apologies for absence and declaration of interests 2. Minutes and matters arising from previous meeting 3. Chairman's Introduction, including update on Board of Directors activity 4. Chief Executive's Report on current issues, developments, Q3 performance (operational, quality and finance) and annual forward plan 2014/15 update (a) 5. Trust Constitution amendments (c) 6. Reports from Nominations Committee and Membership and Engagement Committee 7. Update from governors on governor activity (e)
Monday 24 March 2014	Shaw House, Newbury	18.00 – 18.20 Governors Pre Meet 18.30 – 20.30 Full Council Meeting	<ol style="list-style-type: none"> 1. Apologies for absence and declaration of interests 2. Minutes and matters arising from previous meeting 3. Chairman's Introduction, including update on Board of Directors activity 4. Chief Executive's Report on current issues, developments and year-end performance (operational, quality and finance) (a) 5. Annual Forward Plan 2014/15 – update/final (b) 6. Trust Constitution amendments (c) 7. Reports from Nominations Committee (d3) and Membership and Engagement Committee 8. Update from governors on governor activity (e)

KEY

- (a)** the discussions on this item will be supported by the latest Integrated Performance Report and governors attendance at the Board meetings, and will include sufficient time for Q&A
- (b)** this item will be driven by the outcomes of a workshop to consider the Trust's strategic priorities and will include consideration of a draft annual plan prior to submission to Monitor
- (c)** if required (i.e. linked to implementation of the new legislation)
- (d1-d3)** will include: (d1) – update on arrangements for 2012/13 Chair and NED appraisal, and Vice-Chair re-appointment; (d2) – outcomes of 2012/13 Chair and NED appraisal rounds, and review of effectiveness/ToR for both committees; (d3) - update on arrangements for 2013/14 Chair and NED appraisal
- (e)** this item could include feedback on: attendance at Board meetings, involvement in Trust committees / pieces of work, activities to recruit/engage with members, attendance at training courses
- (f)** to receive the financial accounts and annual report, and representations from the external auditors following their audit
- (g)** to receive the quality accounts, and representations from the external auditors following their audit
- (h)** to agree the process for the appointment of a lead governor for the period 6 September 2013 to 5 September 2014
- (i)** to consider a review of the effectiveness of the CoG