



# COUNCIL OF GOVERNORS MEETING

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

- DATE:** Monday 25 January 2016
- TIME:** 18.30pm to 21.00pm  
(refreshments from 18.00pm)
- VENUE:** Dolman Room 1 (1<sup>st</sup> Floor)  
Shaw House  
Church Road  
Newbury  
Berkshire RG14 2DR
- STATUS:** Meeting in public
- CHAIR OF MEETING:** Trevor Jones, Trust Chairman
- GOVERNORS:** See Members of the Council of Governors (overleaf)
- IN ATTENDANCE:** Alastair Mitchell-Baker, Deputy Chairman/SID  
Ilona Blue, Non Executive Director  
Keith Nuttall, Non Executive Director  
Will Hancock, Chief Executive  
Charles Porter, Director of Finance  
Deirdre Thompson, Director of Patient Care  
James Underhay, Director of Strategy  
Steve Garside, Company Secretary  
Carly Mole, Company Secretariat Administrator
- APOLOGIES:** Keith House, Appointed Partner Governor  
Tony Peirson, Public Governor
- \*\*\*\*\*
- FUTURE MEETING DATES:** Monday 11 April 2016, Shaw House (public)  
Tuesday 3 May 2016 (private)  
Tuesday 19 July 2016 (public)  
Wednesday 5 October 2016 (public)  
Thursday 12 January 2017 (public)  
Wednesday 1 February 2017 (private)

<b>Current Members of the Council of Governors</b>	
<b>(Vacancies - Elected Public Governors – Oxfordshire x 1, Buckinghamshire x1)</b>	
Andy Bartlett	Elected Public Governor – Hampshire
James Birdseye	Elected Staff Governor – 999 Operations - North
David Burbage	Appointed Partner Governor (Local Authority)
Paul Carnell	Elected Public Governor - Hampshire
Sabrina Chetcuti	Appointed Partner Governor (CCGs – North)
David Chilvers	Appointed Partner Governor (CCGs – South)
Richard Coates	Elected Public Governor – Hampshire
Jonathan Cotterell	Elected Public Governor – Hampshire
Bob Duggan	Elected Public Governor – Buckinghamshire (Lead)
Michele Foote	Elected Staff Governor – Contact Centres inc. 111 & EOC
Colin Godbold	Elected Public Governor – Berkshire
Ian Hammond	Elected Public Governor – Berkshire
Keith House	Appointed Partner Governor (Local Authority)
Barry Lipscomb	Elected Public Governor – Hampshire
Katharine Naylor	Elected Staff Governor – PTS and Logistics Field Staff
David Palmer	Elected Staff Governor – 999 Operations - South
Tony Peirson	Elected Public Governor – Buckinghamshire
Ray Rowsell	Elected Public Governor – Hampshire
Debbie Scott	Elected Staff Governor – Corporate/support/other
Martin Shea	Elected Public Governor – Berkshire
Sue Thomas	Appointed Partner Governor (Air Ambulance Charities)
Jan Warwick	Appointed Partner Governor (Local Authority)
Emily Williams	Elected Public Governor – Oxfordshire
Tim Windsor-Shaw	Elected Public Governor - Oxfordshire

## AGENDA – COUNCIL OF GOVERNORS – 25 JANUARY 2016

18.30pm – 21.00pm, Dolman Room 1, Shaw House, Church Road, Newbury, RG14 2DR

\*\*\*GOVERNORS TO DIRECT QUESTIONS / COMMENTS THROUGH THE CHAIR\*\*\*

No.	Item	Time	Enclosures
<b>1.</b>	<b>OPENING BUSINESS</b>		
1.1	<b>Chairman's Introduction, including apologies for absence</b> <i>(Trevor Jones – Chairman)</i>	18.30	(Verbal)
1.2	<b>Declaration of Interests</b> <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> <li>to note any interests from governors as part of their obligation to declare any interest relevant to any item under consideration at the meeting</li> </ul>	18.40	(Verbal)
1.3	<b>Approval of minutes of the meeting held on 5 October 2015</b> <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> <li>to <u>approve</u> the minutes of the meeting held on 5 October 2015</li> </ul>	18.41	Enc. Ai
1.4	<b>Approval of minutes of the extraordinary meeting held on 7 January 2016</b> <i>(Trevor Jones – Chairman)</i> <ul style="list-style-type: none"> <li>to <u>approve</u> the minutes of the meeting held on 7 January 2016</li> </ul>	18.41	Enc. Aii
1.5	<b>Matters arising from the meeting held on 5 October 2015</b> <i>(Steve Garside – Company Secretary)</i> <ul style="list-style-type: none"> <li>to note progress with the actions from the meeting held on 5 October 2015</li> </ul>	18.42	Enc. B
<b>2.</b>	<b>HOLDING THE BOARD TO ACCOUNT FOR THE PERFORMANCE OF THE TRUST, VIA THE NEDS</b>		
2.1	<b>Operational, Clinical and Financial Performance Update</b> <i>(Will Hancock, Chief Executive; Deirdre Thompson, Director of Patient Care; Charles Porter, Director of Finance)</i> <ul style="list-style-type: none"> <li>to receive a presentation on the Trust's current operational, financial and clinical performance</li> <li>questions from the governors to the Non Executive Directors</li> </ul>	18.45*	Enc. C
2.2	<b>Chief Executive's Report</b> <i>(Will Hancock, Chief Executive)</i> <ul style="list-style-type: none"> <li>to receive a written report from the Chief Executive on key current issues</li> <li>questions from the governors to the Non Executive Directors</li> </ul>	19.15*	Enc. D
2.3	<b>Non Executive Directors Activities</b> <i>(Keith Nuttall, NED)</i> <ul style="list-style-type: none"> <li>an overview from Keith Nuttall, NED, of activities undertaken over the past three months</li> </ul>	19.30	Enc. E

<b>3.</b>	<b>ENGAGEMENT, COMMUNICATION AND REPRESENTATION</b>		
<b>3.1</b>	<b>Report from the Membership and Engagement Committee</b> ( <i>Sue Thomas –Chair of Membership and Engagement Committee; James Underhay – Director of Communications and Engagement</i> ) <ul style="list-style-type: none"> <li>to receive an update on the work of the sub-committee</li> </ul>	19.35	Enc. F
<b>3.2</b>	<b>Governor Activities</b> ( <i>Governors</i> ) <ul style="list-style-type: none"> <li>to receive feedback on recent activities undertaken by governors</li> </ul>	19.45*	(Verbal)
<b>3.3</b>	<b>Task and Finish Group – Governor Composition and Representation</b> ( <i>Trevor Jones – Chairman</i> ) <ul style="list-style-type: none"> <li>to consider the outcomes from the task and finish group established to review the composition of the Council of Governors</li> </ul>	20.00	Enc. G
<b>4.</b>	<b>ITEMS FOR INFORMATION / NOTING</b>		
<b>4.1</b>	<b>Report from the Nominations Committee</b> ( <i>Trevor Jones – Chair of Nominations Committee</i> ) <ul style="list-style-type: none"> <li>to receive an update on the work of the sub-committee</li> </ul>	20.20	Enc. H
<b>4.2</b>	<b>Lead Governor Election Process</b> ( <i>Steve Garside – Company Secretary</i> ) <ul style="list-style-type: none"> <li>to agree the process for the appointment of a Lead Governor from 1 April 2016</li> </ul>	20.30	Enc. I
<b>4.3</b>	<b>Council of Governors Meeting Dates</b> ( <i>Steve Garside – Company Secretary</i> ) <ul style="list-style-type: none"> <li>to note the meeting dates for 2016/17</li> </ul>	20.40	Enc. J
<b>5.</b>	<b>CLOSING BUSINESS</b>		
<b>5.1</b>	<b>Any Other Business</b> ( <i>Trevor Jones – Chairman</i> ) <ul style="list-style-type: none"> <li>update on meeting quoracy issues</li> <li>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</li> </ul>	20.45	(Verbal)
<b>5.2</b>	<b>Date and Time of Next Meeting</b> ( <i>Trevor Jones – Chairman</i> ) <ul style="list-style-type: none"> <li>to note that the next formal meeting will be held on Monday 11 April 2016 at Shaw House, Newbury, commencing at 18.30pm</li> </ul>	21.00	(Verbal)

\*suggested priority items

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Minutes of the previous Council of Governors meeting held on 5 October 2015
<b>Presented by:</b>	Trevor Jones, Chairman
<b>Paper for Debate, Decision or Information:</b>	Approval
<b>Main Aim:</b>	To ensure good governance practice in confirming that the minutes of the 5 October 2015 meeting represent an accurate record of business undertaken
<b>Summary of key points for consideration:</b>	These minutes, in draft form, were initially circulated to governors on 13 October 2015.
<b>Recommendations or Outcome Required :</b>	Approval
<b>Previous Forum:</b>	N/A
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032

**ENCLOSURE Ai**

**Unapproved minutes of the eighteenth meeting of the South Central Ambulance Service NHS Foundation Trust Council of Governors (CoG) held on Monday 5 October 2015 at Shaw House, Newbury**

**Present:**

Trevor Jones (Chairman), Paul Carnell (Hampshire Constituency), Sabrina Chetcuti (Appointed Partner Governor (CCG), David Chilvers (Appointed Partner Governor (CCG), Richard Coates (Hampshire Constituency), Jon Cotterell (Hampshire Constituency), Bob Duggan (Buckinghamshire Constituency and Lead Governor), Michele Foote (Elected Staff Governor – Contact Centres inc. 111 & EOC), Colin Godbold (Elected Public Governor – Berkshire), Ian Hammond (Berkshire Constituency), Keith House (Appointed Partner Governor (LA), Barry Lipscomb (Hampshire Constituency), Katharine Naylor (Elected Staff Governor – PTS and Logistics Field Staff), David Palmer (Staff Constituency), Ray Rowsell (Elected Public Governor – Hampshire), Debbie Scott (Elected Staff Governor – Corporate/support/other), Martin Shea (Elected Public Governor – Berkshire), Sue Thomas (Appointed Partner Governor - Charity), Emily Williams (Elected Public Governor – Oxfordshire), Tim Windsor-Shaw (Oxfordshire Constituency)

**In attendance – Directors/Executives:**

Alastair Mitchell-Baker (NED), Mike Hawker (NED), Will Hancock (Chief Executive), Charles Porter (Director of Finance), Sue Byrne (Chief Operating Officer), Steve Garside (Company Secretary), Carly Mole (Company Secretariat Administrator)

**In attendance – External Auditors:**

Jonathan Brown (KPMG), Duncan Laird (KPMG)

**Apologies received:** Andy Bartlett (Elected Public Governor – Hampshire), James Birdseye (Elected Staff Governor – 999 Operations – North), Councillor David Burbage (Appointed Partner Governor (LA)), Tony Peirson (Buckinghamshire Constituency), Jan Warwick (Appointed Partner Governor (LA), Deirdre Thompson (Director of Patient Care)

**Opening Business**

**1.1 - Chairman's Introduction, including Apologies for Absence**

The Chairman opened the meeting, and welcomed two new Hampshire public governors (Barry Lipscomb and Richard Coates) to their first meetings since joining the Council of Governors (CoG). He advised that David Ridley had resigned from the CoG having relocated to Spain, and been replaced by Tony Peirson, and that in the last few days Dave Johnson had also resigned. It was noted that the timing of this most recent resignation meant that the reserve candidacy rules could not be applied, and therefore governors agreed to hold this particular vacancy for the time being.

The Chairman explained that the fire and police services were increasingly becoming key stakeholders for SCAS, with more joint working and a Government consultation encouraging further collaboration. Following discussion, it was agreed that it would be appropriate to consider whether there were opportunities to have fire/police representation on the SCAS CoG. It was proposed that a small task and finish group be established to explore the pros and cons, and also consider the extent to which other Ambulance FT CoGs had representation from the blue light services.

**Action 1.1**

Steve Garside to establish a task and finish group to investigate the potential for having blue light (e.g. fire, police service) representation on the SCAS Council of Governors; governors to contact Steve Garside if they wish to be involved.

With some new governors present, the Chairman took the opportunity to reiterate the key aspects of the governor role, namely to hold the Board to account for the performance of the Trust via the NEDs, and to represent the interests of the Trust's members and the general public.

The Chairman updated on a number of Board issues, thanking the governors for attending last week's Annual General and Members meetings. It was noted that audibility was becoming an issue at certain public meeting venues (e.g. the AGM), and the Chairman explained that Steve Garside was looking into this issue.

The Chairman advised that the meeting agenda was shaped around the single, biggest current issue for the Trust – operational and financial performance. He highlighted the level of Board attention that was being paid to this, including an additional Board meeting held in mid-September to focus on the issues. He explained that the governors had an important role to play in working with the Board to get the Trust back to the position it needed to be in.

Finally, the Chairman reported on the latest position in terms of the NED recruitment process. He stated that there was further work for the recruitment and selection advisers to undertake to identify suitable candidates, and that the process may potentially be delayed until the Trust's requirements are satisfied.

**1.2 - Declaration of Governors' Interests**

No new interests were declared.

**1.3 - Minutes of the Council of Governors' meeting held on 1 July 2015**

The minutes of the previous meeting were approved without amendment.

**1.4 - Matters arising from the Council of Governors' meeting held on 1 July 2015**

Steve Garside advised that all actions from the previous meeting had been fully completed, and that new governors would be contacted in respect of the governors skills and expertise database.

**Action 1.4**

Steve Garside to contact new governors in order to obtain their details for the governors skills and expertise database.

**Holding the Board of Directors to account for the performance of the Trust, via the Non Executive Directors****2.1 – Operational, Clinical and Financial Performance update**

The Chairman opened the item by highlighting the role the NEDs were taking in terms of striking a balance between being challenging and supportive.

The Chief Executive presented an overview of the current position in order to provide some further context to the paper:

- This was a particularly difficult time for SCAS with a lack of resilience in the 999 service, although 111 and PTS continued to be performing well in general terms
- The workforce position, which was a major factor behind the operational and financial performance challenges, was unsustainable and placing considerable pressure on

existing staff. The Trust was actively trying to address this through a focus on recruitment and initiatives to up skill the workforce, and also offering development opportunities for staff

- Red 1 and red 2 performance was particularly sensitive to changes in / loss of productivity, but average response times remained good and most patients would still be receiving a strong level of service
- The Trust was well advanced with its planning for winter; the focus would again be on safety and protecting patients with the most time critical conditions
- Operational efficiency was crucial, and staff rotas were being refined to help better match resources to demand (which was lower generally than 2014/15, but with higher levels of acuity). SCAS also continued to pursue smarter ways of working, particularly in relation to the dispatch of vehicles

The Chief Executive advised that an internal turnaround programme had been instigated, with the aim of bringing about a recovery in performance into the New Year. He highlighted that the whole NHS was under significant pressure, but that from a SCAS perspective it was clear that there were a range of potential risks going forward.

The Chairman added that the Trust's first priority was patients, with the financial implications being secondary. He noted, however, that with an accountability to the economic regulator, Monitor, the Trust continued to strive for financial efficiency.

The governors asked a range of questions, which were answered by the NEDs and executives, including:

- Implications for patients – Alastair Mitchell-Baker explained that the vast majority of patients were continuing to experience a good service, but there was a risk that an increased (albeit small) number of patients would have a longer wait for a response. He highlighted that NEDs needed assurance that risks were being appropriately mitigated, and Mike Hawker noted that the current average response rates provided some degree of comfort
- The impact of pressure on the workforce and additional monitoring – Mike Hawker explained that the REAP escalation process was one particular mechanism for addressing demand and capacity issues, whilst Alastair Mitchell-Baker stressed the importance of delivering the ambitious workforce/recruitment plan, which would by definition help ease the burden on existing staff. He highlighted the positive impact participation in the National Ambulance Response Programme (NARP) pilot should have both in terms of improving clinical dispatch and red 1 performance, and stated that he was confident that the Board was robustly managing and monitoring performance and the underlying issues
- Clock start / call answer times – the Chief Executive explained the differences in clock start times for red 1, red 2 and red 19, and Alastair Mitchell-Baker stated that SCAS was maintaining a good level of performance on call answer times
- The 'payment by results' model – Mike Hawker agreed with a comment made by Keith House that under the current model, SCAS suffered financially if activity levels were below that specified in the contract, despite the efforts of the Trust to reduce conveyancing and keep patients out of hospital. The Chief Executive stated that there were other relevant factors, including financial incentives for hear and treat, but that this was an issue that needed to be looked at



- Staff attrition – Mike Hawker advised that he was not necessarily clear on how SCAS compared with other Trusts in terms of attrition, but that the Board was looking at the reasons for staff leaving, and that these went beyond purely financial. Alastair Mitchell-Baker cited the detailed workforce action plan in place, and acknowledged that the executives were putting significant effort into retaining staff
- The iCAD software upgrade – Mike Hawker stated that the Trust had prepared comprehensively for the upgrade, with appropriate user acceptance testing, and had even delayed the process at one stage for further testing. He added that an internal review was now taking place to understand how the problems post upgrade had come about
- Realistic performance outcomes for 2015/16 – Alastair Mitchell-Baker commented that it was important to have an effective turnaround plan in place, and be in the position of progressing towards 75% on the red 1 target on a month on month basis. He reflected that it would be difficult to achieve red 2, particularly due to the impact of the NARP pilot, but that he hoped that SCAS would be very close in terms of red 19, and in general terms be on a trajectory for hitting the targets in 2016/17.
- Realistic financial outcomes for 2015/16 – Mike Hawker offered a view that the Trust was very unlikely to recover the financial losses incurred over the first six months, but that the focus needed to be on patients and quality. He therefore expected there to be a significant deficit against budget, although the Trust would be striving to deliver the best possible financial outcomes and value-for-money, and remained in a strong position in terms of balance sheet. The Chairman stated that, although SCAS could now expect to face increased scrutiny, they needed to demonstrate to Monitor that the position was fully under control with a credible recovery plan in place.
- Staff welfare – in response to a question, Mike Hawker advised that he was not necessarily assured that existing staff were in good shape in terms of their well-being, but that this was not an issue that was being ignored. Alastair Mitchell-Baker commented that workforce and culture were two of SCAS' greatest strengths, and that he was confident the Trust's values (including teamwork and caring) would come to the fore. He considered that staff were generally recognising the efforts being made by management to introduce new roles and development opportunities. Following a comment made by Katharine Naylor, Board members agreed that engagement needed to be with all staff across the organisation, including PTS
- Community first responders (CFRs) – Sue Byrne explained that the CFR schemes had been reshaped last year, with a rationalisation of CFR numbers from c2000 to c900 (a significant number of CFRs had not been responding despite a significant investment of time and money). She added that this much smaller, active cohort of CFRs were providing levels of unique indirect contribution greater than ever achieved before, and moved to dismiss suggestions that private providers were being used ahead of CFRs.

The Chairman concluded an extensive discussion by stating that this was a critical subject that would continue to feature heavily on the CoG agenda. He encouraged governors to also attend Board meetings in public, and look at the monthly integrated performance report.

## **2.2 – Chief Executive's Report**

The CoG noted the comprehensive report from the Chief Executive, who advised that the Care Quality Commission would be undertaking a planned, focused inspection of NHS111 from 11 to 13 November. In terms of governor involvement, the Chairman stated that he did not believe that this was part of the CQC's plans, but that governors would be advised if the position changed.

The Chief Executive reported that an outcome had been reached in respect of the tender for patient transport services in Berkshire, Oxfordshire and Buckinghamshire but that the process was now at the Alcatel 'standstill' stage, and no public announcement could be made until further notice.

### **2.3 – Non Executive Director Activities**

Alastair Mitchell-Baker presented an overview of recent activities undertaken as part of his NED and Senior Independent Director duties.

## **Reports from the Council of Governors' Sub Committees**

### **3.1 – Report from the Nominations Committee**

The CoG noted the report, which contained an update on the NED recruitment process. The Chairman reiterated that the process would be delayed if it was felt that the initial work undertaken by the recruitment and selection advisers had not resulted in sufficient candidates satisfying the Trust's requirements.

### **3.2 – Report from the Membership and Engagement Committee**

Sue Thomas provided a supplementary verbal report on recent Membership and Engagement Committee developments, including noting that:

- The committee needed to appoint a chair following the departure of David Ridley, and then reflect on the future work programme and priorities
- The next meetings would be taking place on 19 October and 2 February, both in Newbury, with all governors (i.e. non committee members) invited to attend
- Jan Warwick and Emily Williams had recently joined the committee; there were currently two committee vacancies and any governors interested in joining were asked to contact Steve Garside

#### **Action 3.2a**

Governors interested in joining the Membership and Engagement Committee to contact Steve Garside.

- Monica Moro was developing a comprehensive SCAS booklet, providing information about the Trust and its services, that would be available in early December and act as a helpful support for governor engagement. Sue Thomas noted that the booklet included some helpful winter tips and asked Steve Garside to investigate whether the booklet could be made available earlier than planned

#### **Action 3.2b**

Steve Garside to investigate whether the new SCAS booklet could be made available to governors earlier than the planned date of December 2015.

- the new SCAS charity would provide an excellent focus for governor engagement

In terms of this final point, Barry Lipscomb flagged a note of caution about the charitable fundraising market place becoming increasingly competitive.

## **Items for Decision/Information / Noting**

### **4.1 – Governor Activities**

Debbie Scott informed the CoG of the recent staff drop-in sessions she had held with fellow staff governor, Michele Foote. She explained that these had appeared to be popular with staff, and that the feedback had been shared with Steve Garside (who had in turn shared it with a number of relevant Board members, including the Chief Executive). It was noted that

further sessions were planned for January and, whilst the Chief Executive had written to Debbie Scott and Michele Foote to thank them for holding these sessions and providing feedback, the actions that had been taken in response to comments from staff needed to be made available to help inform the next set of drop-in sessions.

#### **Action 4.1**

Ahead of the next scheduled phase of staff drop-in sessions in January 2016, Steve Garside to provide an overview to Debbie Scott and Michele Foote of the actions taken by management in response to the previous staff feedback.

Bob Duggan advised that he had been representing the governors on the 2015 Annual Staff Recognition Awards ('Ambies') judging panel. As part of this, he had discussed nominations for the Governors Ambassadors Award with a number of governors.

#### **4.2 – External Audit**

The Chairman introduced this item by explaining that the CoG is responsible for the appointment of the External Auditors, and that to support this process the current auditors are invited to present at a CoG meeting each year.

Jonathan Brown, Director, KPMG, provided an overview of the current audit year (noting that no major issues had been identified) and the plans for the 2015/16 accounts audit.

A range of questions were asked, including in relation to:

- quality accounts reporting and the local indicator selected by governors
- the unadjusted 2014/15 accounts audit issue (the non-discounting of provisions relating to the NHS Direct successor body transaction)
- observations regarding inconsistencies in practice between the North and the South (it was felt that the move to having a single Operations Director would help address this)

Richard Coates asked whether the cost of co-responder schemes had been reviewed by KPMG. Jonathan Brown explained that these costs were likely to be consolidated into a larger group of costs category, and that a concept of "materiality" was applied in judging which areas of expenditure should be subject to specific audit scrutiny. The Chairman stated that co-responder arrangements provided valuable, additional resource.

Finally, the Chairman asked Jonathan Brown for his more general observations about the current NHS. The CoG noted that challenges were being felt across the whole sector, with a significant financial deficit building up on the provider side. Jonathan Brown added that, from his observations of the meeting, governors were providing good challenges and asking the right type of questions.

#### **Closing Business**

##### **5.1 - Any Other Business**

Steve Garside raised a question that had been received from Ray Rowsell regarding how NEDs assure themselves that the road vehicle fleet operated by, or on behalf of, SCAS complies with the law and transport industry best practice.

Mike Hawker stated that NEDs do not necessarily systematically consider all legislation, but instead look for general evidence that there is a robust infrastructure for responding to legislation, such as responsibilities, policies and procedures. He emphasised the importance to NEDs of there being an effective assurance framework, and the Chairman highlighted a forthcoming Board seminar that would be considering this in greater detail.

Alastair Mitchell-Baker referred to his membership of the Quality and Safety Committee, and advised that the committee often considered reports on vehicle incidents and driving

standards. He reflected that the establishment of the SCAS subsidiary fleet company would also provide further focus on factors such as transport industry best practice.

Jon Cotterell raised the issue of recent concerns about Volkswagen, and the Chairman stated that SCAS were investigating whether this had any implications for the Trust.

Finally, Mike Hawker agreed to clarify the position in terms of the SCAS wholly owned fleet subsidiary company being able to reclaim VAT on fuel purchases.

**Action 5.1**

Mike Hawker to confirm whether South Central Fleet Services Limited will be able to reclaim VAT on purchases of fuel.

**5.2 - Date and Time of Next Meeting**

It was noted that the next scheduled meeting was due to take place on Wednesday 25 November 2015.

DRAFT

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Minutes of the extraordinary Council of Governors meeting held on 7 January 2016
<b>Presented by:</b>	Trevor Jones, Chairman
<b>Paper for Debate, Decision or Information:</b>	Approval
<b>Main Aim:</b>	To ensure good governance practice in confirming that the minutes of the extraordinary 7 January 2016 meeting represent an accurate record of business undertaken
<b>Summary of key points for consideration:</b>	The minutes document the discussion over the proposed NED appointments.
<b>Recommendations or Outcome Required :</b>	Approval
<b>Previous Forum:</b>	N/A
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032

**Unapproved minutes of the extraordinary meeting of the South Central Ambulance Service NHS Foundation Trust Council of Governors (CoG) held on Thursday 7 January 2016 at Shaw House, Newbury**

<b>Present</b>	
Trevor Jones	Chairman
Andy Bartlett	Public Governor – Hampshire Constituency
James Birdseye	Elected Staff Governor
David Burbage	Appointed Partner Governor
Paul Carnell	Public Governor - Hampshire Constituency
Richard Coates	Public Governor - Hampshire Constituency
Bob Duggan	Public Governor - Buckinghamshire Constituency and Lead Governor
Michele Foote	Elected Staff Governor
Colin Godbold	Public Governor – Berkshire Constituency
Ian Hammond	Public Governor – Berkshire Constituency
Keith House	Appointed Partner Governor
Barry Lipscomb	Public Governor - Hampshire Constituency
David Palmer	Elected Staff Governor
Ray Rowsell	Public Governor – Hampshire Constituency
Debbie Scott	Elected Staff Governor
<b>In attendance</b>	
Melanie Saunders	Interim Director of Human Resources
Alastair Mitchell-Baker	NED/Deputy Chairman and Senior Independent Director
Carly Mole	Company Secretariat Administrator
<b>Apologies</b>	
Sabrina Chetcuti	Appointed Partner Governor
David Chilvers	Appointed Partner Governor
Jonathan Cotterell	Public Governor – Hampshire Constituency
Katharine Naylor	Staff Governor
Tony Peirson	Public Governor – Buckinghamshire Constituency
Martin Shea	Public Governor – Berkshire Constituency
Sue Thomas	Appointed Partner Governor
Jan Warwick	Appointed Partner Governor
Emily Williams	Public Governor – Oxfordshire Constituency
Tim Windsor-Shaw	Public Governor – Oxfordshire Constituency

\*The meeting was quorate

**Opening business**

1.1 The Chairman opened the meeting and outlined the purpose was to gain governor approval of the appointment of three new Non-Executive Directors; one to start on 1 March 2016 and two to start in the Autumn, with dates to be finalised with candidates in due course.

**1.2** Feedback from the Nominations Committee was given to governors as assurance that the recruitment process had been thorough and robust and resulted in three exceptional candidates being identified for appointment.

### Questions from Governors

**2.1** The Chairman invited questions from the governors. A number raised some strong concerns that candidate 3 had been identified as Black, minority and ethnic (BME) in the paper presented, highlighting that appointments should be made on merit rather than gender or ethnicity. In response, the governor members of the Nominations Committee advised that candidates had absolutely been selected based on their skills, experience and personality, amongst other attributes, and that the best candidates had been identified for appointment regardless of ethnicity or gender. It was accepted that separating out these particular attributes in the paper was unhelpful, but the Nominations Committee again reconfirmed that their remit was to appoint the best possible people.

The involvement of two candidates in the charities sector was also questioned, with governors interested in which charities candidates had an association with given the concerns reported recently by the media. Melanie Saunders advised that information of this nature could not be disclosed as this could breach candidate confidentiality. Governors were, however, advised that each candidate would be subject to SCAS vetting procedures prior to taking up their appointment. The governor members of the Nominations Committee confirmed that they were satisfied with the employment history of all three candidates. .

### Outcome

The Chairman closed the discussion and asked governors for their approval of the recommendation to appoint three new Non-Executive Directors.

The governors voted as follows;

Approved	13
Not Approved	0
Abstained	1

It was therefore confirmed that the Trust would continue with the process to finalise the NED appointments, and that an update would be provided at the Council of Governors meeting on 25 January 2016.

Carly Mole  
Company Secretariat Administrator

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Matters arising from meeting held on 5 October 2015
<b>Presented by:</b>	Steve Garside, Company Secretary
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To ensure good governance practice in confirming that the action points from the 5 October 2015 Council of Governors meeting are in hand / have been delivered.
<b>Summary of key points for consideration:</b>	There were six actions arising from the previous meeting on 5 October 2015, and all six have been completed / are considered to be closed.
<b>Recommendations or Outcome Required :</b>	To note progress with the actions from the previous Council of Governors meeting
<b>Previous Forum:</b>	N/A
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032



**Enclosure B - Matters Arising Schedule – Council of Governors meeting 25 January 2016**

<b>ACTIONS AGREED AT 5<sup>th</sup> October 2015 COUNCIL OF GOVERNORS MEETING</b>					
Ref No	Agenda Topic	Summary of Action Required	Lead	Due Date	Status
1.1	Opening Business	Steve Garside to establish a task and finish group to investigate the potential for having blue light (e.g. fire, police service) representation on the SCAS Council of Governors; governors to contact Steve Garside if they wish to be involved.	SG	ASAP	<b><u>Action completed</u></b> Task and finish group established; a report is included on today's meeting agenda.
1.4	Matters Arising	Steve Garside to contact new governors in order to obtain their details for the skills and expertise database.	SG	ASAP	<b><u>Action completed</u></b> New governors were contacted on 16 October; governors can advise the office of new skills and expertise at any time.
3.2a	Report from MEC	Governors interested in joining the Membership and Engagement Committee to contact Steve Garside.	SG	Ongoing	<b><u>Action ongoing</u></b> There are currently eight governors on the Membership and Engagement Committee, with two vacancies. The next meeting is on 2 February 2016.
3.2b	Report from MEC	Steve Garside to investigate whether the new SCAS booklet could be made available to governors earlier than the planned date of December 2015.	SG	ASAP	<b><u>Action completed</u></b> Monica Moro to obtain sponsorship in order for printing to be possible, otherwise booklet will only be made available online.

4.1	Governor Activities	Ahead of the next scheduled phase of staff drop-in sessions in January 2016, Steve Garside to provide an overview to Debbie Scott and Michele Foote of the actions taken by management in response to the previous staff feedback.	SG	Dec 2015	<b><u>Action completed</u></b> Further staff drop-in sessions are being held in early January 2016; any recurring key themes will be identified and discussed with the Executive Team.
5.1	AOB	Mike Hawker to confirm whether South Central Fleet Services Limited will be able to reclaim VAT on purchases of fuel.	MH	25/11/15	<b><u>Action completed</u></b> VAT cannot be reclaimed on fuel purchases.

KEY

SG Steve Garside, Company Secretary  
MH Mike Hawker, NED and Audit Committee Chair  
ALL All governors

## COUNCIL OF GOVERNORS

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Operational, Clinical and Financial Performance Update
<b>Presented by:</b>	Will Hancock, Chief Executive; Deirdre Thompson, Director of Patient Care; Charles Porter, Director of Finance
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To update the Council of Governors on the current position in terms of operational, clinical and financial performance, and the improvement plans in place to provide the best possible outcomes for 2015/16.
<b>Summary of key points for consideration:</b>	<ul style="list-style-type: none"> <li>• Current performance is extremely challenging, both operationally and in terms of finance</li> <li>• A comprehensive turnaround/improvement plan is in place, and is being monitored on a weekly basis by the Executive Team</li> <li>• We have seen an upturn in performance since the last Council of Governors meeting, with improved levels of performance in quarter 3 on all three national response time standards</li> <li>• The Board has reluctantly agreed a revised financial plan for 2015/16, which is an operating deficit of £3.7m. Our cash position remains strong and detailed work is already underway to consider the budget and financial plan for the next two years</li> <li>• The Executive Team and Board are fully committed to delivering a turnaround in performance; action is being taken to deliver the best possible outcomes for 2015/16</li> <li>• Our priorities remain with patients, and providing safe and high quality services</li> </ul>
<b>Recommendations or Outcome Required :</b>	For governors to continue to have a clear understanding of the current position and challenges, and the actions being taken
<b>Previous Forum:</b>	Performance is covered at every meeting, supplemented by deep dives into relevant topics (e.g. demand management, workforce etc)
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032



# Operational, clinical and financial performance update

**25 January 2016**



# Contents

- Key messages
- Operational and Clinical Performance
- Financial position
- Actions inc. Turnaround Programme
- Future risks
- Regulatory impact
- Q&A



## Key messages:

- Current performance remains challenging (in common with other Ambulance Trusts/wider FT sector) but is showing signs of improvement
- The Executive Team and Board are fully committed to delivering a turnaround in performance
- Action is being taken to deliver the best possible outcomes for 2015/16 and review priorities for 2016/17
- Our priorities remain with patients, and providing safe and high quality services



# Overview of operational and clinical performance 2015/16



## Operational Performance

All three response time standards achieved in Q1, very challenging in Q2, improvement in Q3.....

Red response time standard	Target	Q1 2015-16	Q2 2015-16	Q3 2015-16
Red 1	75.0%	75.1%	69.6%	72.3%
Red 2	75.0%	75.7%	71.2%	74.8%
Red 19	95.0%	95.1%	93.8%	95.1%



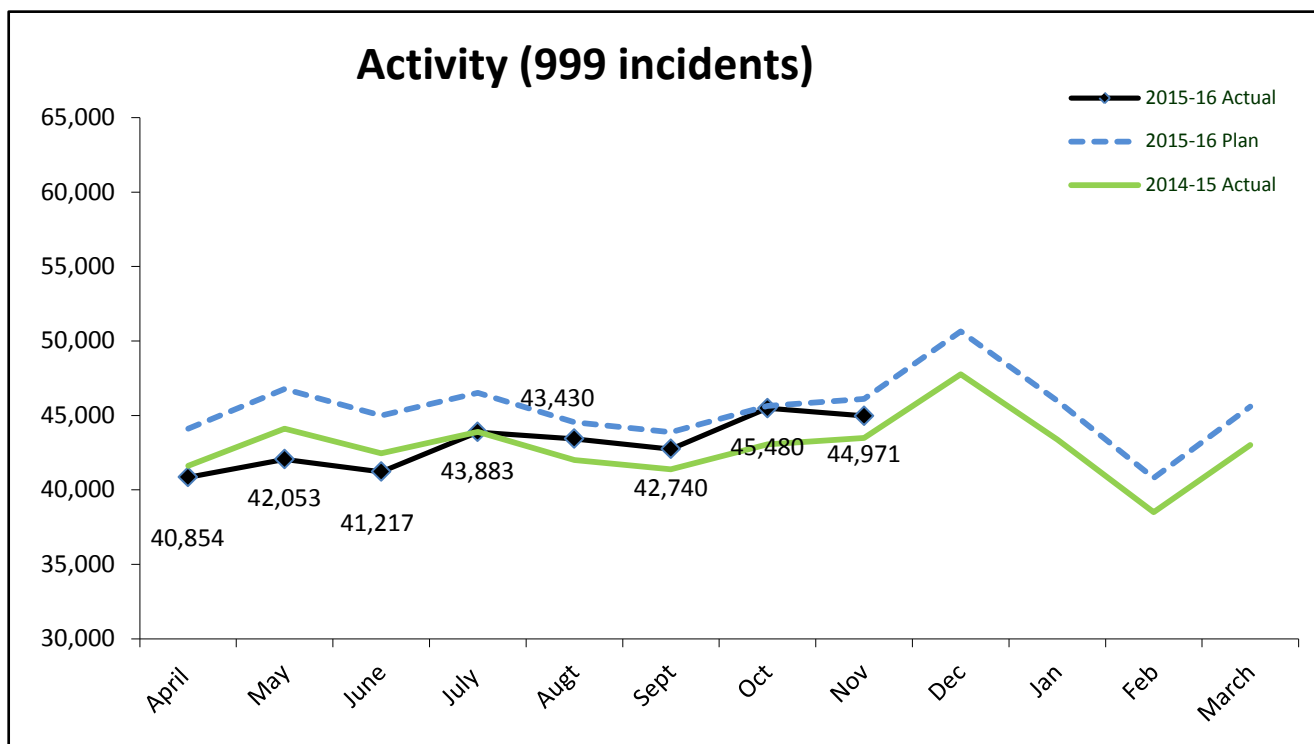


## A reminder of key factors re: performance in 15/16:

- Although demand has at times been lower than last year, acuity (level/complexity of care required) appears to be greater
- Staff shortages (although recruitment plan now on track)
- Challenges re securing required level of private provision
- iCAD (dispatch system) upgrade in July had some adverse impact
- Hospital handover delays continue to be problematic



# Demand





## Clinical / patient implications

- Average response times remain good / are reducing:
  - Red 1 (6m 55s), Red 2 (6m 44s) and Red 19 (7m 58s)
- Slight reduction in overall complaints since Q2 - c0.08%
  - North 0.07% & South 0.10% (north reducing, south increasing – being closely monitored)
- SIRI's remain low (and none relating to resourcing)
- Long waits (red incidents) continue to reduce – green waits starting to reduce but being closely monitored



# The financial position



## Finance – to month 8

£2.7m overspend against budget

### Headlines

- Rate of deficit reducing, but revised forecast of £3.7m deficit reluctantly agreed by Board (on track)
- Lower than planned demand, therefore reduced income and margin
- Cost of servicing 999 and 111 operations higher than forecast
- Cash balance remains healthy
- Behind on delivery of cost improvement programmes, and some risk to delivering full year of £6.8m



# Actions being taken



## Internal turnaround programme – key principles:

- Building capacity to reduce pressure
- Aligning our provision to patient need
- Improving our response to patients



## Internal turnaround programme – focus

- Management of demand
- Performance improvement
- Staff including recruitment and training
- Winter management
- Financial and efficiency improvement





# Demand management

- Hear and treat (exceeding our target)
- Managing 111 transfers to 999
- National Ambulance Response programme pilot (see CEO Report)



# Performance improvement

- Improved daily performance management
- Recover private provider contribution
- Mix of Rapid Response Vehicles (RRVs) monitored
- Scheduling and abstractions management



# Workforce

- Short, medium and long-term (see Board Workforce Action Plan)
- Continued focus on recruitment and retention
- New rosters implemented in the North to help better match demand; meal breaks and shift-end management
- Enhanced paramedic role
- Increased University places



# Risks and regulation



## Performance improvement – risks for remainder of 2015/16

- Attrition (recruitment vs retention) and absence levels
- Staff mix – to deliver required response model
- Availability of private providers, in right mix
- Winter pressures
- Demand and acuity variability



## Regulatory impact:

- Our current (Q2) Monitor ratings are : ‘green’ for governance, and ‘2’ (out of 4) for finance
- Changes made to Monitor’s Risk Assessment Framework – greater focus on income and expenditure performance (rather than purely cash/debt servicing)
- SCAS’ I&E performance has impacted on our new Financial Sustainability Risk Rating
- Quarter 3 return to be submitted at the end of January.....await outcome!



# Questions from Governors?

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Chief Executive's Report
<b>Presented by:</b>	Will Hancock, Chief Executive
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To update the Council of Governors on a range of issues and developments affecting the Trust.
<b>Summary of key points for consideration:</b>	Governors are encouraged to direct questions on any issues raised by the report to the Non Executive Directors present.
<b>Recommendations or Outcome Required :</b>	Note
<b>Previous Forum:</b>	A Chief Executive's Report is presented at every Council of Governors meeting as a standing agenda item
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032





**COUNCIL OF GOVERNORS 25 JANUARY 2016**

**ENCLOSURE D**

**CHIEF EXECUTIVE'S REPORT**

**PURPOSE**

- 1 The purpose of my report is to keep the Council of Governors (CoG) abreast of key issues affecting the Trust, which can be supplemented by attendance at Board meetings in public / reading the Board papers.

**RESPONSE TIMES, PERFORMANCE STANDARDS, RESILIENCE & EFFICIENCY**

Operational, clinical and financial performance 2015/16 to date

- 2 As you will be aware, including through our governor performance briefings, the current year continues to be extremely challenging, both for SCAS and the wider NHS. This has been reflected in our financial and operational performance, and is again due to be the main topic at the Council of Governors meeting.
- 3 I am pleased to report that after a very difficult second quarter (when we failed to achieve any of the three national response time standards), our turnaround plan has started to make a positive contribution to the extent that performance improved in quarter 3 across the board. We successfully delivered the red 19 response time standard, were just short on red 2 (despite a 3.6% upturn in performance), and delivered a performance improvement on red 1 of 2.7%.
- 4 I advised at the last meeting that one of our key priorities was to build an increased level of resilience into our services over the Christmas and New Year period. It is therefore pleasing that SCAS remained resilient in comparison to last December and against other ambulance services, continuing to respond quickly and effectively to our most time critical patients.
- 5 NHS 111 has also shown good resilience despite taking some overflow calls for Yorkshire, due to flooding, and diverts from the West Midlands area. We answered around 1,000 more calls over the Christmas period than last year, with increased call answer performance and a reduction in call abandonment rates. At the peak of demand, we took nearly 8,000 calls a day, and were offered 1,000 calls at 9.00am on Boxing Day alone.
- 6 The New Year period continued in much the same way. We took nearly 6,000 NHS111 calls on both New Year's Day and Sunday 3 January, and over 8,000 calls on Saturday 2 January.
- 7 Our emergency 999 service was also busy over the New Year weekend and I am delighted that our performance over this period, compared to the same four days last year, saw an improvement of 6.8% on red 1, 4.3% on red 2 and

2.6% on red 19. This meant that for one of the busiest periods of the year, we achieved all our national response time targets, due to the fantastic efforts of our teams in the Clinical Co-ordination Centres and on the frontline.

- 8 The turnaround plan is based on three key principles: building capacity to reduce pressure, aligning our provision to patient need, and improving our response to patients. Progress is monitored on a week by week basis by the Executive and Senior Management Team, ensuring that actions result in improvements in performance, resources and care delivered by our staff.

## **CLINICAL OUTCOMES, PATIENT SAFETY AND PATIENT EXPERIENCE**

### Care Quality Commission (CQC) inspections

- 9 A planned, focused inspection of our NHS111 services was undertaken by the CQC on 11 and 12 November 2015, following concerns raised about the service by the Daily Telegraph. The report for this inspection is due to be published on/around 21 January, and we were delighted that the CQC have concluded that they found our NHS111 service to be safe, effective, responsive and well-led. The report when it is published will be on the CQC website:

<http://www.cqc.org.uk/provider/RYE>

- 10 We have also been advised that, following the pilot inspection of our services (excluding NHS111) in 2014, a formal, rated inspection will now take place w/c 2 May 2016. Our planning for this particular inspection is taking shape, and our intention is to use the April Council of Governors meeting to provide a briefing for governors on the inspection.

### National Ambulance Response Programme pilot

- 11 As governors will be aware, SCAS is participating in the national review of ambulance service response protocols pilot. The pilot is intended to improve patient outcomes and the clinical accuracy of dispatch, and it is important for SCAS to be central to this.
- 12 The pilot is an NHS England approved and monitored programme which enables Trusts to take up to 120 seconds longer than the standard 60 seconds before making a decision to dispatch a responding resource. This does not delay dispatch to our most critical incidents, in fact it aims to enable us to respond even more quickly by the use of 'Nature of Call' questions right at the beginning of the call which are designed to identify the most critical incidents speedily and for a responding resource to be dispatched. For other calls, however, it allows our call handlers and, where appropriate, our clinicians to gain more information and understanding from the patient of the circumstances and reach a more appropriate disposition. It is believed that this will enable us to dispatch the most appropriate resource for the patient and in some cases to recommend an alternative care pathway such as referral to a minor injuries unit, call back by a GP or referral to an emergency dentist.

- 13 Although the pilot is still in its relative infancy, we are already seeing some benefits in terms of hear and treat rates, long waits, and general red 2 performance.

## **PORTFOLIO OF COMMERCIALY VIABLE NON EMERGENCY CONTRACTS**

### Contract tender processes

- 14 I am delighted to report that we have been successful in two recent PTS contract procurement exercises. Firstly, with a contract for an initial five-year period covering the transport of patients, and the management of bookings and eligibility via contact centres in the Thames Valley area; and secondly, to provide PTS and mental health secure transport, and healthcare logistics services in Oxfordshire as part of a contract commissioned by Oxford Health NHS Foundation Trust.
- 15 Both contracts go-live on 1 April 2016, and our plans for mobilisation are well underway.

## **LEADERSHIP, STAFF ENGAGEMENT AND WORKFORCE**

### Chief Operating Officer position

- 16 As governors will be aware, Sue Byrne left the Trust at the end of the calendar year, and the recruitment process to recruit a successor Chief Operating Officer is in progress with interviews taking place this month.
- 17 I have made a number of interim arrangements to support the Operations Directorate, including through external support, and I hope to be able to provide an update at the Council of Governors meeting.

### South Central Fleet Services Limited

- 18 South Central Fleet Services Limited, a wholly owned subsidiary company of SCAS, went live on 1 November 2015, and will provide fleet maintenance services to the Trust. All relevant staff successfully TUPE transferred across to the new company.

### Staff Survey 2015

- 19 The latest annual national staff survey closed before Christmas and we are currently awaiting our feedback report. The outcomes, and the Trust's action plans for improvement, will be shared with the Board at the March meeting.

### Staff engagement

- 20 I continue to actively engage with the workforce, through a variety of mechanisms including meetings with staff to discuss new career opportunities, briefings on the current performance challenges, attendance at new staff induction sessions, and leadership walkarounds. I am also progressing my annual programme of station visits.

## **GOVERNANCE, VALUE FOR MONEY AND FINANCIAL STANDING**

### Operating planning

- 21 We held a very productive joint Council of Governors / Board of Directors strategy workshop on 7 January. Whilst this reinforced the general direction of travel for SCAS, it was acknowledged that we face a range of complex challenges and need the participation of local health and social care partners to fully deliver our objectives.
- 22 Our final plan for 2016/17 will be presented at the March Board meeting in public for approval.

### Monitor ratings

- 23 Our 2015/16 Q2 ratings were confirmed as “green” for governance, and “2” for financial sustainability, in line with our expectations. As governors will be aware from my October report, the new financial sustainability risk rating now places 50% emphasis on income and expenditure performance (rather than purely liquidity and capital servicing), and is therefore adversely impacted by our current financial deficit position.

### NHS Improvement, new health sector regulator

- 24 NHS Improvement is due to be operational from 1 April 2016, and will incorporate Monitor, the NHS Trust Development Authority, the Patient Safety function from NHS England, the Advancing Change Team from NHS Improving Quality, and the Intensive Support Teams from NHS Interim Management and Support.
- 25 Early indications are that the three main objectives of the new body will be to:
- support providers to improve the quality and efficiency of services, and in particular:
    - enable as many providers as possible to achieve “Good” or “Outstanding” CQC ratings and ensure there are no providers in special measures
    - support the alignment of patient safety priorities across the healthcare system and focus on the reduction of harm for all those in NHS funded care
    - support significant improvements in provider productivity as a core component of meeting the £22 billion challenge
    - support the development of more effective Boards and leaders
    - support providers to deliver effective, locally-owned improvement methods
    - support providers to deliver sustainable performance standards, maintain financial control and demonstrate high standards of governance, while engaging effectively with staff and stakeholders
  - support the changes to the structure and form of providers which will enable quality and productivity improvement, embracing and enabling the new care models set out in the Five Year Forward View

- through high levels of collaboration with NHS England and other system partners, ensure the payment system promotes quality and efficiency across health economies, and that the governing procurement, choice and competition operate to incentivise system behaviours which are in the best interests of patients
- 26 We will continue to update on the new organisation, including its plans for interacting with Councils of Governors.

Board meetings in public

- 27 This is a reminder that the next Board meeting in public will take place on Wednesday 27 January 2016, with a start time of 10.00am at Shaw House in Newbury. Following that meeting, future meeting dates are as follows:
- 23 March 2016
  - 25 May 2016
  - 13 July 2016 (evening)
  - 28 September 2016 (including Annual General/Members Meeting)
  - 30 November 2016
  - 25 January 2017
  - 29 March 2017.

**Will Hancock, Chief Executive**  
**Steve Garside, Company Secretary**  
**January 2016**

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	NED Activities
<b>Presented by:</b>	Keith Nuttall, Non Executive Director
<b>Paper for Debate, Decision or Information:</b>	Discussion
<b>Main Aim:</b>	To help governors develop a greater understanding of the activities undertaken by the Non Executive Directors, and the outcomes that result from this in terms of the NED "holding to account" role
<b>Summary of key points for consideration:</b>	Today's presentation will be delivered by Keith Nuttall, NED, followed by questions from governors
<b>Recommendations or Outcome Required :</b>	Note
<b>Previous Forum:</b>	October 2015
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032



# Enclosure E

## Update on NED Activities

### Keith Nuttall, Q3 2015/16

Council of Governors meeting -  
25 January 2016



## Purpose of this item:

- to highlight some of the activities undertaken by a particular NED in the last 2-3 months
- to explain the outcomes that have resulted from these NED activities, including assurance / added value
- to help develop governor understanding of the role of the NED
- to take questions from the governors





## **Selection of recent activities undertaken by Keith Nuttall:**

### Board meetings and workshops

- Attendance at the 25 November Board meetings in public/private
- Attendance at Board Seminars 22 October and 17 December



## **Selection of activities undertaken - cont'd:**

### Membership & Engagement Committee Meeting

- Attended Membership and Engagement Committee meeting on 19 October

### Charitable Funds Committee Chair

- Chaired 22 October meeting of the Charitable Funds Committee



## **Selection of activities undertaken - cont'd:**

### Leadership visits

- 111 Call Centre Southern House (with Melanie Saunders)
- Andover Station (with James Underhay)



## Selection of activities undertaken - cont'd:

### Other

- Various drop-ins to chat with staff
- Shortlisting and interviewing for the new SCAS charity CEO
- Staff appeal against dismissal



# Questions from governors

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Report from the Membership and Engagement Committee
<b>Presented by:</b>	Sue Thomas, Appointed Partner Governor and Chair of the Membership and Engagement Committee
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To present an update report from one of the two formal sub-committees of the Council of Governors.
<b>Summary of key points for consideration:</b>	A report is presented from the Membership and Engagement Committee and a verbal commentary will be provided by the new Chair of the Committee, Sue Thomas
<b>Recommendations or Outcome Required :</b>	To note the report from the Membership and Engagement Committee
<b>Previous Forum:</b>	October 2015
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032



**COUNCIL OF GOVERNORS 25 JANUARY 2016**

**ENCLOSURE F**

**REPORT FROM THE MEMBERSHIP AND ENGAGEMENT COMMITTEE**

**MEMBERSHIP AND ENGAGEMENT COMMITTEE – KEY ISSUES**

1. The Membership and Engagement Committee (MEC) have met once since the last Council of Governors Meeting, on 19 October 2015, and the minutes of the meeting can be seen at Appendix A.
2. In receiving the minutes the Council of Governors are asked to note that:
  - the meeting was chaired by Sue Thomas, who at the time of the meeting was Deputy Chair.
  - subsequent to the meeting, a process to appoint a new Chair of the Membership and Engagement Committee was instigated, and Sue Thomas was successful in being appointed to this role.
  - we have been undertaking a survey of all governors to ascertain their views on the engagement process, with a view to identifying what works well and how we can strengthen existing engagement arrangements. The Membership and Engagement Committee will be reviewing the outcomes of the survey at their next meeting on 2 February, and the key messages will be discussed at the Council of Governors meeting in April.
  - the committee currently has two vacancies, and we would be delighted to hear from governors who wish to join the committee. The main objective of the committee is to make recommendations and report to the Council of Governors about membership recruitment, engagement, communications, involvement and representation. All governors are eligible to join the committee and anyone interested should contact Steve Garside, Company Secretary, for further information.
  - future meeting dates for the committee are 2 February, 25 April, 5 July, 12 October and 9 February 2017 (all in Newbury). Meetings run from 18.00pm to 19.30pm, and governors who are not members of the committee are welcome to attend.
3. The Council of Governors are asked to note the report.

**Steve Garside**  
**Company Secretary**  
**January 2016**

## APPENDIX A - MEMBERSHIP AND ENGAGEMENT COMMITTEE MINUTES 19.10.15

### Minutes of the sixteenth meeting of the South Central Ambulance Service NHS Foundation Trust Membership and Engagement Committee held on 19 October 2015 at Shaw House, Newbury

**Present:** Sue Thomas, Appointed Partner Governor (Air Ambulance Charity) and Committee Deputy Chair  
Bob Duggan, Public Governor (Buckinghamshire)  
Ian Hammond, Public Governor (Berkshire)  
Tim Windsor-Shaw, Public Governor (Oxfordshire)  
Emily Williams, Public Governor (Oxfordshire)  
Jan Warwick, Appointed Partner Governor (Local Authority)

**In attendance:** Keith Nuttall, Non Executive Director  
James Underhay, Director of Strategy and Business Development  
Steve Garside, Company Secretary  
Monica Moro, Membership Officer  
Carly Mole, Company Secretariat Administrator

**Apologies:** Katharine Naylor, Staff Governor (PTS)  
Jon Cotterell, Public Governor (Hampshire)  
Barry Lipscomb, Public Governor (Hampshire)

#### MEC15/020

##### Chair's Welcome, Apologies for Absence and Declaration of Interests

Sue Thomas, chairing the meeting, welcomed all to the meeting and highlighted the items which governors had been asked to consider in advance;

- How do we best discharge the statutory duty that all governors have to represent the interests of the members of the Trust as a whole, and the public, and what should governors be focusing on in terms of public and member engagement?
- How effective are governors being (e.g. doing enough, doing the right things etc)?
- What are the key messages we should be looking to get across at engagement events?
- How can the committee effectively deliver its terms of reference, and promote this area of work to the full Council of Governors?

Sue Thomas then added a fifth point to the list;

- How will SCAS ensure they fully support the committee and provide them with what they need to be good governors?

Apologies were noted as recorded in the minutes, and no new interests were declared.

#### MEC15/021

##### Minutes from Meeting of 22 July 2015

The minutes of the previous meeting were approved without amendment.

#### MEC15/022

##### Matters Arising from Meeting of 22 July 2015

The committee considered the action points from the previous meeting.



- Action 15/016a – James Underhay explained that the Executive team are looking into paying staff for attending engagement events, the outcome will be communicated to the Membership and Engagement Committee.
- Action 15/016b – action completed, Monica Moro gave key messages for governors to focus on when attending engagement events. This information will also form part of the SCAS booklet due out soon, although printing of the booklet is dependent on budget. However, it will be available on the SCAS website and governors portal.
- Action 15/016c – Discussion noted under MEC15/023.
- Action 15/018a – action completed, Emily Williams has joined the committee.
- Action 15/018b – action completed – meetings will now be held in Newbury and all members present were happy with Shaw House. The meeting dates for 2016/17 will be circulated in due course.

**Action 15/022**

Carly Mole to circulate proposed 2016/17 meeting dates for the Membership and Engagement Committee.

**MEC15/023**

**Membership and Engagement strategy and terms of reference**

It was noted that the engagement strategy for 2014/15 had been rolled over into 2015/16. The committee members felt that the focus now needed to be on existing members, how to keep them engaged and obtain their views and opinions rather than recruiting new members, although some attention still needs to be given to attracting new members particularly those from minority groups.

It was agreed that we should concentrate on ensuring that future event planning is aligned to the engagement strategy. Bob Duggan explained that three patient forums had been held recently in Buckinghamshire that were very useful, although members in attendance at these were more interested in hearing about CPR/Stroke intervention which required clinical input, something he was obviously unable to give. This highlights the need to make sure audience needs are assessed prior to the event taking place, and that SCAS makes it clear what we will/will not be able to cover.

Tim Windsor-Shaw suggested members scheduled to attend an event could be sent a quiz beforehand by SCAS to complete, asking questions that will help us to gauge people's understanding of the service. It was also suggested that governors telling a patient story is another great way to get people's attention. The current governor engagement presentation was also discussed, it was felt that this could do with being tailored according to age group and some content refreshed. It would also be helpful to have a version for use with or without audio visual equipment.

The committee also discussed governors trying to re-educate the public to give them a better understanding of how the service currently works, covering for example, the focus on hear and treat/see and treat. A suggestion was also made about key points being taken from the Integrated Performance Report for governors to present to the public that would capture people's interest and 'humanise' the statistics.

The idea of attending larger events was discussed, Sue Thomas asked if we are still happy to keep doing smaller events and what the benefits are of attending larger events. Monica Moro explained that larger events are expensive unless the Trust can join another organisation that has already paid to exhibit. SCAS has attended the Buckinghamshire County Show previously

because PTS had paid to exhibit and we needed to recruit members at the time. It was felt that engagement in schools should be a priority, however these visits often require clinical staff. Overall the committee were happy to keep doing smaller events. James Underhay advised that an ambulance has now been committed specifically for engagement events and educational purposes, anyone with a C1 license can drive it and bookings will be taken on a first come first served basis. Sue Thomas suggested keeping the discussion about where to attend events open and that future development of the SCAS charity might open up other avenues for engagement events.

A number of actions were agreed.

**Action 15/023a**

Governors to send suggestions on questions for the quiz to Monica Moro by 21<sup>st</sup> November

**Action 15/023b**

Monica Moro to review and update the governor engagement presentation.

**Action 15/023c**

Monica Moro to update some sections of the strategy document to show if we have succeeded where targets have been set and to also look at targeting specific groups to increase the membership where it is needed most.

**Action 15/023d**

Steve Garside to send a summary of key points from the monthly Integrated Performance Report to governors to support their engagement.

**MEC 15/024**

**Update on 2015/16 Engagement Activity and Future Plans**

The paper presented (4A) shows all events attended by governors that have been reported to Monica Moro. It was noted governors are expected to attend a minimum of four events per year. The committee felt it was useful to know who is attending events/and where, and to have this document circulated to governors to keep them up to date and also to act as a gentle reminder about attending events. Governors were asked to let Monica Moro know if they had attended events that had not been recorded in this document and were reminded of the importance of giving feedback after an event to help us to establish what works well and not so well. It was noted that event details have been given up until the end of November; future events will start up again in February/March time and Monica Moro will keep governors updated.

**Action 15/024a**

Governors to let Monica Moro know once they have attended events to ensure that these are recorded.

**Action 15/024b**

Governors to give feedback to Monica Moro on the outcomes of attending an event via the feedback form.

**MEC15/025**

**Results of Annual Member Satisfaction and Patient Care Survey**

The feedback from the committee was that there appeared to be a good rate of return, the five week reporting period was about right and the questions were improving each year. Mental health is now included and 111 feedback is both positive and improving. James Underhay highlighted the disappointing results in terms of the cleanliness of PTS vehicles, and advised that his team are looking into it to try and establish the issues. James Underhay also reported

that SCAS has retained the PTS contracts for the entire Thames Valley. Keith Nuttall fed back on a successful visit to Gosport resource centre, noting that it was very clean and well maintained.

#### **MEC15/026**

##### **Update on Southampton FC Engagement Proposal**

James Underhay reported that Southampton FC are very keen to engage with SCAS, he is hoping to hear from them this week and following on from this will arrange a meeting with them to discuss an appropriate engagement event. A visit to the training ground was suggested as they have a large medical facility there. Sue Thomas noted that she thought Richard Coates had connections to Portsmouth FC which might be another possible engagement opportunity.

#### **MEC15/027**

##### **Appointment of Membership and Engagement Committee Chair**

Steve Garside briefly went over the process to appoint a new chair, committee members will be asked to self-nominate after tonight's meeting. If more than one nomination is received a secret ballot will be held.

##### **Action 15/027**

Carly Mole to email committee members details of the nomination process.

#### **MEC15/028**

##### **Any Other Business**

Sue Thomas reminded the committee about the Air Ambulance Open Gardens 2015 brochure, which is going to print in the next 6-8 weeks. A piece on 999 misuse was suggested, and Monica Moro agreed to send details to Sue Thomas.

##### **Action 15/028**

Sue Thomas to liaise with the Thames Valley Air Ambulance to request to include SCAS information in the Open Garden leaflet and to notify Monica Moro of the required print schedule.

Tim Windsor-Shaw asked Monica Moro to send him the feedback form so he could complete it for the event he attended at the British Legion. He also mentioned that there was an event taking place at Castle Quay on the 6<sup>th</sup> November that he is unable to attend and Emily Williams offered to attend instead.

Keith Nuttall asked for clarification in respect of the terms of reference and NED attendance at Membership and Engagement Committee meetings. It was agreed to keep it informal rather than to be made a requirement of NEDs. Their attendance is appreciated if they are available.

Steve Garside noted there are still two vacancies on the committee, although Barry Lipscomb has expressed an interest in joining.

Monica Moro was reminded to meet with Jon Cotterell before the next meeting in February to discuss the issues that arose at the July meeting.

#### **MEC15/029**

##### **Date of Next Meeting**

The next meeting was noted as taking place on 2 February 2016 at Shaw House, commencing at 6.00pm.

## COUNCIL OF GOVERNORS

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Task and Finish Group – Governor Composition and Representation
<b>Presented by:</b>	Trevor Jones, Chairman
<b>Paper for Debate, Decision or Information:</b>	Decision
<b>Main Aim:</b>	To present the outcomes of the work of the governor task and finish group, established to review the composition of the CoG and issues of representation.
<b>Summary of key points for consideration:</b>	<ul style="list-style-type: none"> <li>• A governor task and finish group was established to review the current composition of the SCAS Council of Governors</li> <li>• The group reviewed both existing and potential new constituencies, being mindful of regulatory/legal and SCAS specific requirements</li> <li>• The group concluded that the current model in terms of the composition of the CoG generally works well</li> <li>• Third sector representation was identified as one potential area of development, particularly in light of the growing relationship between SCAS and local community groups, charities, social enterprises and other not for profit organisations</li> <li>• The Trust is now considering the potential for having third sector involvement and holding initial discussions with relevant bodies</li> <li>• If it is determined that third sector representation on the SCAS CoG is both beneficial and practical, then a proposal will be presented to the Council of Governors for consideration (some constitutional amendments would also be required).</li> </ul>
<b>Recommendations or Outcome Required :</b>	To note the report from the governor task and finish group
<b>Previous Forum:</b>	N/A
<b>Statutory Requirements Met:</b>	Yes
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032

**Enclosure G**

**Task and Finish Group – Governor Composition and Representation**

**1. BACKGROUND**

- 1.1 It is good practice for Council of Governors (CoG) to review their governor composition periodically to ensure that it provides for appropriate and balanced representation (in terms of elected public and staff governors), and is reflective of the Trust's key stakeholders and partners (in terms of appointed partner governors).
- 1.2 The last comprehensive review of the SCAS FT CoG took place in early 2013, and governors will be aware that at the previous meeting in October 2015 we agreed to establish a task and finish group to carry out a further review (as well as consider the recent government recommendation for NHS Foundation Trusts to consider having Police and Crime Commissioner (PCC) representation on their CoGs).
- 1.3 The terms of reference for the review are shown at Appendix A.

**2. OUTCOMES**

- 2.1 The group considered both regulatory/legal and SCAS specific requirements in reviewing the current composition of the CoG, and the following outcomes were reached in terms of each individual constituency / type of governor:

Existing constituencies

- overall – it was agreed that the current composition made for an effective CoG and that there was a strong argument for not making significant changes (the key factor being the individual, rather than the role, in terms of the effectiveness of the contribution being made)
- staff governors - the group noted that the staff governor constituencies had been reviewed in the last year and provided a fair reflection of the current profile of the SCAS workforce. The importance of the staff governor role was reiterated, and it was agreed that no changes would be recommended
- Local Authority governors - it was noted that whilst only one Local Authority governor was required by statute, SCAS had three and they were all considered to add value; it was therefore agreed that the current arrangement would be retained
- commissioner governors - it was noted that whilst there was no statutory requirement to have commissioner representation on the CoG, SCAS had two CCG governors and both had made a good contribution. It was agreed that there was no reason to look to change this, but both appointments expired at the end of June 2016 and the Clinical Commissioning Groups would need to decide what they wanted to do next
- public governors – the public constituencies were felt to be appropriate, and it was acknowledged that any changes to the other constituencies would potentially

have an impact on quoracy as the CoG needed to have a majority of elected public governors

- Air Ambulance charities - the group concluded that the Air Ambulance charities were vitally important partners for SCAS and should continue to be represented on the CoG

#### Potential new constituencies

- Universities – it was not considered that University representation was essential, and that their involvement on the CoG would probably not be the best way for the Trust to engage with this particular stakeholder
- Fire – although there is increasingly closer working between SCAS and the fire authorities, it was noted that the Local Authority governors already bring a link with the fire services (i.e. fire authority membership is drawn from Local Authorities)
- Police – it was felt that a decision on police and crime commissioner (PCC) representation would not be taken until the recent consultation around greater emergency services collaboration resulted in some firm proposals. However, the group offered a view that the key relationship with PCCs was at Board of Director rather than Council of Governors level
- Third sector – the group noted that, from a stakeholder engagement perspective, relationships between SCAS and the third sector (community groups, charities, social enterprises, not-for-profit organisations etc) were becoming increasingly important. The group also noted the greater level of collaboration work taking place, and the fact that other CoGs appeared to have representation from this particular sector. The Trust's Director of Strategy, Business Development, Communications and Engagement advised that there were federations in both the south and north which represented third sector organisations and could be approached with a view to exploring appropriate representation on the SCAS CoG.

### **3. CONCLUSIONS AND NEXT STEPS**

- 3.1 The group concluded that the current model in terms of the composition of the CoG worked well, with no obvious gaps. However, it was felt that exploring the benefits and feasibility of extending the appointed partner governor constituency to have representation from the third sector would be worthwhile.
- 3.2 The Trust's Director of Strategy, Business Development, Communications and Engagement is currently investigating the potential for having third sector representation on the CoG, and has held some initial discussions with relevant bodies.
- 3.3 If this is deemed to be both beneficial and practical, a proposal would be presented to the Council of Governors at a future meeting.

#### **4. RECOMMENDATION**

- 4.1 The CoG is asked to consider the outcomes from the work of the task and finish group.

**Steve Garside  
Company Secretary  
January 2016**

## APPENDIX A

### **REVIEW OF GOVERNOR REPRESENTATION AND COMPOSITION TASK AND FINISH GROUP – TERMS OF REFERENCE**

#### **BACKGROUND**

It is good practice for Council of Governors (CoG) to review their governor composition periodically to ensure that it provides for appropriate and balanced representation (in terms of elected public and staff governors), and is reflective of the Trust's key stakeholders and partners (in terms of appointed partner governors).

The last comprehensive review of the SCAS FT CoG took place in early 2013, and covered all of the governor constituencies. A further review was then undertaken of the staff governor constituencies prior to the 2014 elections.

As well as considering and making some changes to the governor constituencies (for example, agreeing that SCAS would continue to have two commissioning representatives as appointed partner governors ahead of the abolition of PCTs and establishment of CCGs, and revising the staff governor constituencies in order to give a better reflection of the current SCAS workforce), it was concluded that the current size of the CoG, and the mix, was appropriate.

The current composition of the SCAS FT CoG is therefore as follows:

<b>Electing / Appointing Body</b>	<b>Number of Governors</b>	<b>Total</b>
<b>Public Governors</b>		15
Hampshire	6	
Berkshire	3	
Buckinghamshire	3	
Oxfordshire	3	
<b>Staff Governors</b>		5
999 Operations - North	1	
999 Operations – South	1	
Contact centres including NHS111 and EOC	1	
PTS logistics field staff	1	
Corporate/support/other	1	
<b>Appointed Governors</b>		6
Clinical Commissioning Groups / commissioners	2	
Local Authorities (Statute)	3	
Other (Partnership organisation)	1	
<b>TOTAL</b>		<b>26</b>

It was agreed at the CoG meeting on 5 October 2015, following a discussion about collaboration with other blue light services, that it would be appropriate and timely to carry out a further review of the composition of the CoG.

#### **PURPOSE AND SCOPE**

A Task and Finish Group will be established to oversee this review, and the overall purpose is to ensure that the SCAS CoG remains appropriate in terms of its size and composition. In carrying out the review, the Task and Finish Group will be mindful of the following requirements and expectations:



## Regulatory / legal requirements

- the Monitor Code of Governance states that “the council of governors should not be so large as to be unwieldy. The council of governors should be of sufficient size for the requirements of its duties”.
- the aggregate number of public governors should be more than half of the total number of members of the CoG
- there is a statutory requirement to have at least one local authority appointed governor
- there is a statutory requirement to have at least three staff governors
- there is no requirement to have a governor from a commissioning body

## SCAS specific requirements

- SCAS would wish to have representation from a broad range of individuals with skills and experience that can add value to the Trust
- SCAS would need to ensure that, in providing an appropriate balance between elected public and other governors, there are no undue risks to the quoracy of meetings (noting also that the CoG has agreed to minimise the number of elections that are held)
- SCAS management would wish to input to the process in terms of identifying key, current stakeholders, and considering the appropriateness of them being represented on the CoG
- SCAS also needs to be mindful of the HM Government consultation (September 2015) on closer working between the emergency services, which recommends that FTs consider having Police and Crime Commissioner representation on their CoGs

## **MEMBERSHIP**

The membership of the Task and Finish Group is<sup>1</sup>:

- Trevor Jones, Chairman and Chair of the Task and Finish Group
- James Underhay, Director of Communications and Engagement
- Steve Garside, Company Secretary
- Bob Duggan, Lead Governor
- Sue Thomas, Chair of the Membership and Engagement Committee
- One public governor
- One staff governor
- One appointed partner governor

Administrative support to the Task and Finish Group will be provided by the Company Secretariat Administrator.

## **METHODOLOGY**

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<sup>1</sup> The actual task and finish group meeting was attended by the following governors: Sue Thomas, Jan Warwick, Barry Lipscomb, Keith House, Richard Coates and Andy Bartlett

The Task and Finish Group will meet as appropriate (a minimum of one face-to-face meeting) to consider the issues covered in the purpose and scope of these terms of reference, and determine what further actions are required to reach conclusions and identify recommendations.

## **REPORTING**

The outcomes of the review, including any recommendations, will be presented to the Council of Governors at the next appropriate meeting. They will first be discussed with the Chief Executive to ensure that any changes to the composition of the CoG are in alignment with the Trust's strategy and stakeholder engagement.

**Steve Garside**  
**Company Secretary**  
**October 2015**

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Report from the Nominations Committee
<b>Presented by:</b>	Trevor Jones, Chairman and Chair of the Nominations Committee
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To present an update report from one of the two formal sub-committees of the Council of Governors.
<b>Summary of key points for consideration:</b>	A report is presented from the Nominations Committee, and a verbal commentary will be provided by the Chair of the Committee, Trevor Jones.
<b>Recommendations or Outcome Required :</b>	To note the report from the Nominations Committee
<b>Previous Forum:</b>	October 2015
<b>Statutory Requirements Met:</b>	Yes – all Council of Governors are required to have a Nominations Committee
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032



**COUNCIL OF GOVERNORS 25 JANUARY 2016**

**ENCLOSURE H**

**REPORT FROM THE NOMINATIONS COMMITTEE**

**NOMINATIONS COMMITTEE – KEY ISSUES**

1. Further to the last Council of Governors meeting in October, the Nominations Committee has been actively progressing the work in relation to recruiting new Non Executive Directors for the Trust.
2. Following an extensive recruitment process, overseen by the Nominations Committee, the Council of Governors approved the proposed appointment of three new Non Executive Directors at an extraordinary meeting on 7 January 2016. At the time of writing, offer letters, including terms and conditions and role expectations, have been issued to the three candidates.
3. It is proposed that one candidate will commence on 1 March 2016, a further candidate on 1 October 2016, and the remaining candidate later in the year at a date to be agreed (e.g. when availability for key meetings is confirmed and the candidate is fully available). An update on progress will be given at the Council of Governors meeting, including candidate names where the recruitment process (including appropriate vetting) has been satisfactorily finalised.
4. The Nominations Committee will shortly be considering the arrangements for the 2015/16 NED appraisal round, which will again incorporate the views of the wider Trust governors.
5. An update on the work of the Nominations Committee will be presented at the April 2016 Council of Governors meeting.

**Steve Garside**  
**Company Secretary**  
**January 2016**

## COUNCIL OF GOVERNORS

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Lead Governor Election Process
<b>Presented by:</b>	Steve Garside, Company Secretary
<b>Paper for Debate, Decision or Information:</b>	Agree
<b>Main Aim:</b>	To agree a process for the appointment of a Lead Governor for the period 1 April 2016 to 31 March 2017 ( <i>or 31 March 2018 depending on the recommendation made</i> )
<b>Summary of key points for consideration:</b>	<p>The Council of Governors has previously agreed a process for the appointment of a Lead Governor.</p> <p>This process is now re-presented in relation to the appointment of a Lead Governor from 1 April 2016, setting out each stage and the associated timescales (including arrangements for a secret ballot if required).</p>
<b>Recommendations or Outcome Required :</b>	The Council of Governors to <u>agree</u> the process for the appointment of a Lead Governor for the period 1 April 2016 to 31 March 2017 ( <i>or 31 March 2018 depending on the recommendation made</i> )
<b>Previous Forum:</b>	June 2012, July 2013, January 2014, January 2015 (previous Lead Governor appointments)
<b>Statutory Requirements Met:</b>	There is no statutory requirement to have a Lead Governor.
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032



**COUNCIL OF GOVERNORS 25 JANUARY 2016 (Enc. I)**

**PROCESS FOR THE APPOINTMENT OF A LEAD GOVERNOR FROM 1 APRIL 2016**

**BACKGROUND**

1. The SCAS FT constitution sets out that *“the Council of Governors (CoG) will nominate a Lead Governor through whom the Council of Governors should communicate directly with Monitor if the Trust is at risk of significantly breaching its Terms of Authorisation {now provider licence} and if these concerns cannot be satisfactorily resolved”*.
2. The role of the Lead Governor is covered in two current key Monitor documents, and the relevant extracts are provided:
  - Appendix A – extract from the Monitor *Code of Governance*
  - Appendix B – extract from Monitor’s *“Your Statutory Duties: A Reference Guide for NHS Foundation Trust Governors”*
3. SCAS has an approved process for appointing a Lead Governor (see Appendix C), and this extends the role from that prescribed by Monitor to being *“responsible for receiving from governors and communicating to the Trust Chairman directly, any comments, observations and concerns expressed to him/her by the Governors other than at meetings of the CoG regarding the performance of the Trust or any other serious or material matter, relating to the Trust or its business”*.
4. The lead governor role at SCAS also involves being a member of the Nominations Committee.

**PROPOSAL RE ADJUSTMENT TO THE LEAD GOVERNOR APPOINTMENT PERIOD**

5. The SCAS Lead Governor process has historically provided for an appointment of one year, with the potential for reappointment for a further year (i.e. 1+1 and a maximum of two years).
6. Given that the SCAS CoG is now well-established, the Trust considers that it may be appropriate to have a longer Lead Governor appointment term, therefore avoiding the need to have an annual election/re-appointment process. It may also be seen as allowing a new Lead Governor longer to settle into the role and become established.
7. Research indicates that there is no clear trend across the sector in terms of the length of appointment, although longer terms than one year are adopted by a number of NHS Foundation Trusts.
8. As a recommendation for the SCAS CoG to consider, it is proposed that we consider extending the initial Lead Governor appointment term from one year to two years. An election would be held at the end of the two year term and the

incumbent Lead Governor would be eligible to stand, but could only serve a maximum of two terms.

#### **RECOMMENDATION 1**

The Council of Governors are asked to consider a proposal that:

- the length of the initial Lead Governor appointment term be extended from one year to two years
- an election is held automatically at the end of the two year period
- the incumbent Lead Governor would be eligible to stand in the election but could not serve more than two consecutive terms.

9. The remainder of this paper is written on the basis of the current appointment term, and therefore subject to the outcomes of discussions at the CoG meeting.

#### **APPOINTMENT OF LEAD GOVERNOR FROM 1 APRIL 2016 TO 31 MARCH 2017**

10. The current Lead Governor appointment expires on 31 March 2016, and a process therefore needs to be in place to elect a Lead Governor for the period 1 April 2016 to 31 March 2017 (or 31 March 2018 dependent on recommendation 1 above).
11. Following a change agreed in January 2015, all governors (i.e. public, staff and partner) are eligible to be Lead Governor. This, however, is subject to the individual having been in their current post for a minimum of one year by the time the Lead Governor appointment starts (i.e. 1 April 2016), such that they have undertaken a suitable induction programme, developed an understanding of how the Council of Governors operates, and are well-known by their fellow governors.
12. Based on the requirements set out in section 11 above, and on the current composition of the CoG, twenty-one of the current governors are eligible to stand for the position of Lead Governor.
13. All governors in post at the commencement of any secret ballot process shall be allowed to vote (in the event that a secret ballot is required).
14. Adopting and tailoring the current process as set out in Appendix C, it is suggested that the following arrangements are applied:
- the term of the appointment of Lead Governor from 1 April 2016 is for one year (or two years dependent on recommendation 1 above), or until the point that the appointed Lead Governor ceases to serve as a SCAS FT governor, whichever is soonest
  - Monday 25 January 2016 CoG meeting – confirm process for appointment of lead governor
  - Tuesday 26 January (9am) to Thursday 18 February (5pm) - eligible governors to notify Carly Mole, Company Secretariat Administrator, via email ([carly.mole@scas.nhs.uk](mailto:carly.mole@scas.nhs.uk)) if they wish to nominate themselves for the position of lead governor:
    - submitting a 150 word supporting statement on their skills and attributes to deliver this role (template to be issued)
    - providing details of a seconding governor.

- Friday 19 February – in the event that nominations are received by the deadline of Thursday 18 February (5pm) by just one of the eligible governors, that governor is confirmed as Lead Governor with effect from 1 April 2016, with an announcement that day. In the event that nominations are received by the deadline of Thursday 18 February (5pm) by two or more of the eligible governors, a secret ballot will be held
- Friday 19 February – if required, official ballot papers for the election of Lead Governor to be issued by the Company Secretariat to all governors, including supporting statement from each candidate. All governors to make one vote in support of a candidate;
- Friday 11 March (5pm) – deadline for return of completed ballot papers, either by email or post
- Monday 14 March – votes to be counted and announcement made via email.
- Friday 1 April – new term of lead governor commences (including membership of the Nominations Committee)
- Monday 11 April – formal acknowledgement of outcome at CoG meeting

#### **RECOMMENDATIONS**

15. The SCAS FT Council of Governors are requested to agree the arrangements for the appointment of a Lead Governor for the period 1 April 2016 to 31 March 2017 (or 31 March 2018 dependent on recommendation 1 above).

**Steve Garside**  
**Company Secretary**  
**January 2016**



*“The role of the nominated lead governor”*

The lead governor has a role to play in facilitating direct communication between Monitor and the NHS foundation trust's council of governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the chairperson or the trust secretary, if one is appointed.

It is not anticipated that there will be regular direct contact between Monitor and the council of governors in the ordinary course of business. Where this is necessary, it is important that it happens quickly and in an effective manner. To this end, a lead governor should be nominated and contact details provided to Monitor, and then updated as required. The lead governor may be any of the governors.

The main circumstances where Monitor will contact a lead governor are where Monitor has concerns as to board leadership provided to an NHS foundation trust, and those concerns may in time lead to the use by Monitor's board of its formal powers to remove the chairperson or non-executive directors. The council of governors appoints the chairperson and non-executive directors, and it will usually be the case that Monitor will wish to understand the views of the governors as to the capacity and capability of these individuals to lead the trust, and to rectify successfully any issues, and also for the governors to understand Monitor's concerns.

Monitor does not, however, envisage direct communication with the governors until such time as there is a real risk that an NHS foundation trust may be in significant breach of its licence. Once there is a risk that this may be the case, and the likely issue is one of board leadership, Monitor will often wish to have direct contact with the NHS foundation trust's governors, but at speed and through one established point of contact, the trust's nominated lead governor. The lead governor should take steps to understand Monitor's role, the available guidance and the basis on which Monitor may take regulatory action. The lead governor will then be able to communicate more widely with other governors.

Similarly, where individual governors wish to contact Monitor, this would be expected to be through the lead governor.

The other circumstance where Monitor may wish to contact a lead governor is where, as the regulator, we have been made aware that the process for the appointment of the chairperson or other members of the board, or elections for governors, or other material decisions, may not have complied with the NHS foundation trust's constitution, or alternatively, whilst complying with the trust's constitution, may be inappropriate.

In such circumstances, where the chairperson, other members of the board of directors or the trust secretary may have been involved in the process by which these appointments or other decisions were made, a lead governor may provide a point of contact for Monitor.

Accordingly, the NHS foundation trust should nominate a lead governor, and to continue to update Monitor with their contact details as and when these change.

*“Lead governor”*

Monitor has asked all NHS foundation trusts to nominate a “lead governor”. This individual will liaise between Monitor and the council of governors where, for example, we have concerns about the leadership provided to an NHS foundation trust or in circumstances where it would be inappropriate for the chair to contact us, or vice versa (for example, regarding concerns about the appointment or removal of the chair).

However, the term “lead governor” has created some confusion. Monitor did not intend the person holding this role to “lead” the council of governors or assume greater power or responsibility than other governors. We recognise that many NHS foundation trusts have broadened the original intention of this role and given greater responsibility or power to their lead governor. Every trust can decide how best to structure its own council; we continue to require only that the lead governor act as a point of contact between Monitor and the council of governors when needed. Directors and governors alike should always remember that the council of governors as a whole has the responsibilities and powers in statute, and not individual governors.

Where NHS foundation trusts choose to broaden the lead governor’s role, directors and the council of governors should agree what it should and should not include. The council of governors should vote on or otherwise decide who the lead governor will be; directors (including the chair) should not be involved in this process.

Having a lead governor does not, in itself, prevent any other governor from making contact with Monitor directly if they feel this is necessary. The Independent Panel for Advising Governors can provide advice if the council approves the submission of a question to it (see Chapter 3).

Communication from Monitor to governors will, as a matter of course, be disseminated by trust secretaries.

Further information can be found in the *Code of Governance* and from your trust secretary.

## **Introduction**

1. The Constitution allows the governors to appoint a Lead Governor at a meeting of the Council of Governors.
2. The Lead Governor is responsible for receiving from Governors and communicating to the Chairman directly, any comments, observations and concerns expressed to him/her by the Governors other than at meetings of the Council of Governors regarding the performance of the Trust or any other serious or material matter, relating to the Trust or its business.

## **Detail**

3. In considering the process of appointment or election of a Lead Governor, the following rules apply:
  - all governors may stand, subject to them having been in post for a minimum of one year by the time the Lead Governor appointment starts;
  - Governors may be appointed for one year, but shall be eligible for re-appointment by a meeting of the Council of Governors;
  - In the event that the existing Lead Governor indicates that he/she no longer wishes to stand for re-appointment, or that he does, and this is contended by a further nomination, an election will become necessary.
  - In the event of an election, the Nomination Forms to allow governors to nominate themselves will be circulated by the Company Secretariat to members of the Council of Governors.
  - Eligible governors may nominate themselves for the role of Lead Governor;
  - In the event that there is more than one nomination for this role, a secret ballot will take place

## **Electing the Lead Governor**

### **Qualification**

The Lead Governor can be a governor from any of the constituencies, subject to them having been in post for a minimum of one year by the time the Lead Governor appointment starts.

The election will be carried out by a secret ballot

### **Election Process**

- Nominations for Lead Governor must be proposed and seconded by a current governor with the permission of the nominee.

- The nomination form should include a nomination statement giving details of the candidate's skills and attributes for undertaking this role (in no more than 150 words).
- If required, ballot papers will be circulated containing the candidate's names (and supporting statements) and a secret ballot will take place.
- If there is only one nomination that person is duly elected.
- Where there is more than one nomination for appointment, a secret ballot will take place with all governors having one vote each.
- The governor whose nomination receives the largest number of votes shall be appointed.
- In the event of an equality of votes, the Trust Chairman shall have a casting vote.
- the results of the ballot shall be announced and confirmed at a meeting of the Council of Governors.
- The Lead Governor is elected for a period of one year, and can be re-elected for a further year if they remain in post as a governor. A maximum two year term can be served.

**LEAD GOVERNOR NOMINATION FORM  
(for the appointment from 1 April 2016)**

I, \_\_\_\_\_, being a Governor for the \_\_\_\_\_ Constituency wish to nominate myself to the role of Lead Governor of the Council of Governors of South Central Ambulance Service NHS Foundation Trust for appointment from 1 April 2016. I have read the relevant extracts from the Monitor Code of Governance covering the role of the nominated lead governor, as well as the SCAS Lead Governor Appointment Process document, and believe that my skills and attributes will be helpful in the role as highlighted below:

*Please complete with no more than 150 words:*

Signed by Nominee

\_\_\_\_\_

Print Name

Dated

Signed by Seconder as a current Governor  
with permission from the Nominee

\_\_\_\_\_

Print Name

Dated

Please return to Carly Mole, Company Secretariat Administrator, via email (carly.mole@scas.nhs.uk) by no later than **5pm Thursday 18 February 2016**.

**COUNCIL OF GOVERNORS**

<b>Meeting:</b>	Council of Governors
<b>Date of Meeting:</b>	25 January 2016
<b>Title of Paper:</b>	Council of Governors meeting dates - 2016/17
<b>Presented by:</b>	Steve Garside, Company Secretary
<b>Paper for Debate, Decision or Information:</b>	Information
<b>Main Aim:</b>	To confirm the meeting dates for 2016/17 and set out an initial programme of business (which will need to remain fluid)
<b>Summary of key points for consideration:</b>	<p>Feedback from governors has been that the approach to meetings during the current year (i.e. four formal meetings, and two working meetings with the Board of Directors) has been appropriate.</p> <p>Four formal CoG meetings (in public) will therefore be held in 2016/17, as follows:</p> <ul style="list-style-type: none"> <li>○ Monday 11 April 2016</li> <li>○ Tuesday 19 July 2016</li> <li>○ Wednesday 5 October 2016</li> <li>○ Thursday 12 January 2017</li> </ul> <p>Two formal joint CoG/Board working meetings (in private) will therefore be held in 2016/17, as follows:</p> <ul style="list-style-type: none"> <li>○ Tuesday 3 May 2016</li> <li>○ Wednesday 1 February 2017</li> </ul> <p>Meetings will be held at Shaw House, Newbury, and will run from 18.30pm until 21.00pm. A standard agenda for formal meetings is presented, and this will be supplemented by exceptional items and new issues and developments as they emerge</p>
<b>Recommendations or Outcome Required :</b>	To note the meeting dates for 2016/17
<b>Previous Forum:</b>	Meeting dates are set annually
<b>Statutory Requirements Met:</b>	N/A
<b>Contact in case of query concerning this paper:</b>	Steve Garside, Company Secretary, 01869 365032

## ENCLOSURE J - SCAS FT COUNCIL OF GOVERNORS MEETINGS - 2016/17

<u>STANDARD AGENDA FOR FORMAL MEETINGS</u>	<u>MEETING*</u>
1. Chairman's Introduction, including update on Board of Directors activity 2. Hot Topic tbc – How NEDs gain assurance 3. Statutory duties (where required): <ul style="list-style-type: none"> <li>• <i>NED appointments, re-appointments, removal, appraisal and remuneration</i></li> <li>• <i>appointment/reappointment of external auditors</i></li> <li>• <i>approval of significant transactions, mergers and acquisitions</i></li> <li>• <i>approval of changes to the Trust Constitution</i></li> <li>• <i>approval of any increase of more than 5% of private income in any financial year</i></li> </ul> 4. Chief Executive's Report on strategy, current issues, developments and performance 5. NED Activities 6. Reports from Nominations Committee and Membership and Engagement Committee 7. Update from governors on governor activity and engagement 8. Any Other Business	<p><u>Monday 11 April 2016 (formal)</u></p> <ul style="list-style-type: none"> <li>• Standard Agenda</li> <li>• Council of Governors Review 2015/16</li> <li>• Quality Accounts/Priorities</li> <li>• CQC inspection preparation</li> </ul> <p><u>Tuesday 3 May 2016 (working)</u></p> <ul style="list-style-type: none"> <li>• Governors and Directors will work together on a key issue for the Trust – topic tbc</li> </ul> <p><u>Tuesday 19 July 2016 (formal)</u></p> <ul style="list-style-type: none"> <li>• Standard Agenda</li> <li>• Annual Report and Accounts 2015/16 including Audit Reports</li> <li>• 2016 governor elections update</li> </ul> <p><u>Wednesday 5 October 2016 (formal)</u></p> <ul style="list-style-type: none"> <li>• Standard Agenda</li> <li>• External Auditors presentation</li> <li>• 2016 governor elections update</li> </ul> <p><u>Thursday 12 January 2017 (formal)</u></p> <ul style="list-style-type: none"> <li>• Standard Agenda</li> <li>• Council of Governors Work Programme 2017/18</li> <li>• Lead Governor Election Process</li> </ul> <p><u>Wednesday 1 February 2017 (working)</u></p> <ul style="list-style-type: none"> <li>• Governors and Directors will work together on SCAS strategy</li> </ul>

\* All meetings will be held at Shaw House, Newbury, with networking 18.00-18.30pm and meeting 18.30-21.00pm