

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

**Held on Wednesday 22 November 2023
 Exeter College Future Skills Centre
 Exeter Airport Industrial Estate
 Exeter, EX5 2LJ**

Present

Shan Morgan, Trust Chair

Public Governors

Eastern:

Kay Foster
 Rachel Noar
 Nigel Richards
 Heather Penwarden

Northern:

Dale Hall
 Carol McCormack-Hole
 Jeff Needham
 Sue Matthews

Southern:

Richard Westlake

Staff Governors:

Naomi Hallett
 Zoe Harris
 Simon Leepile
 Emily Partridge
 Tom Reynolds (to minute 42.23)

Appointed Governors:

Ian Hall, Devon County Council
 Angela Shore, University of Exeter

Apologies

Catherine Bearfield, Northern
 Quentin Cox, Northern
 Maurice Dunster, Eastern
 George Kempton, Northern
 Gill Greenfield, Southern
 Brenda Pedroni, Northern
 Clare Stevens, Staff
 Avril Stone, Northern
 Jayne Westcott, Staff

In Attendance:

Bernadette Coates, Governance Coordinator
 (minute taker)
 Sarah Delbridge, Engagement Manager
 Siobhan Green, BSL interpreter
 Melanie Holley, Director of Governance
 Tim McIntyre-Bhatty, Non-Executive Director
 Alastair Matthews, Non-Executive Director
 Tony Neal, Senior Independent Director
 Chris Tidman, Deputy Chief Executive
 Caron Wolfenden, BSL interpreter

Item	Minute		Action
1.	35.23	WELCOME AND APOLOGIES	
		<p>Ms Morgan welcomed everyone to the meeting, including Governors, Board members and interpreters for Mrs Noar. The apologies were noted as above.</p> <p>Ms Morgan said Mr Roberts and Mr Palmer had also sent their apologies due to the work required on financial and operational planning, with Mr Tidman presenting the CEO update on Mr Roberts' behalf and the Performance Report on Mr Palmer's behalf..</p>	

		Ms Morgan introduced Professor McIntyre-Bhatty, a new Non-Executive Director (NED), attending his first formal CoG meeting. The CoG welcomed Professor McIntyre-Bhatty to the meeting.	
2.	36.23	ANNUAL REVIEW OF THE GOVERNORS REGISTER OF INTERESTS	
		<p>Mrs Holley presented the Register of Governor Interests. The annual review had been undertaken and the newly elected Governors had also been added to the Register. Mrs Holley asked the Governors for any further amendments and reminded them to flag any issues should they arise during the course of the meeting. There being no further amendments, the Register was noted.</p> <p>The Council of Governors noted the annual review of the Governors' Register of Interests.</p>	
3.	37.23	SECRETARY'S NOTES	
		<p>Mrs Holley reminded the CoG of forthcoming meeting dates. The CoG was meeting virtually on 23 January 2024 to consider the outcomes of the NED and Chair appraisals. Mrs Holley said a quorum was required for this meeting and she asked Governors to submit any apologies if they have not already done so. A Development Day would be held on 7 February 2024 and a CoG meeting would take place on 6 March 2024. A venue for both of these meetings was being sought and would be confirmed as soon as possible.</p> <p>There being no questions, the Secretary's Notes were noted by the CoG.</p> <p>The Council of Governors noted the Secretary's Notes.</p>	
4.	38.23	CHAIR'S REMARKS	
		<p>Ms Morgan said the meeting was the first formal CoG for newly elected Governors Nigel Richards, Quentin Cox, Sue Matthews, Brenda Leonard, Avril Stone, Naomi Hallett, Zoe Harris, Clare Stevens and Emily Partridge. Some had sent apologies but all were welcome to the Council. Ms Morgan added that all newly elected Governors would be offered a six-month review meeting with her as Chair and she would encourage them to take up the opportunity to speak about their experience so far and any learning the Trust could take.</p> <p>Looking to the Confidential meeting agenda, Ms Morgan said the CoG would be considering a recommendation in relation to the Trust's External Auditors. Following that meeting, the CoG would have its routine discussion on what it was hearing in the community and then it would evaluate the day.</p> <p>Ms Morgan highlighted the discussion with Tony Neal, NED, at the end of the agenda and said this was a key opportunity for Governors to hold NEDs to account. She said this was particularly important to note for newly elected Governors at their first meeting and consideration would be given to placing this elsewhere on the agenda in future.</p> <p>The Council of Governors noted the Chair's Remarks.</p>	
5.	39.23	APPROVAL OF THE 23 AUGUST 2023 PUBLIC MEETING MINUTES	
		The minutes of the 23 August 2023 public meeting were approved subject to amendments of Ian Hall's title to Cllr, to distinguish him from Dale Hall.	

	<p>The action tracker was noted, with all the actions completed.</p> <p>Matters arising</p> <p>Noting the action on involving Governors in the Extraordinary People Awards judging, Mrs Penwarden said she had been a judge and found it a very humbling experience. She thanked the Trust for involving the Governors. Ms Morgan noted the comments.</p> <p>Ms Morgan said she also had an update on the Extraordinary People Awards as the Board of Directors had taken the decision to stand down the ceremony due to take place at Sandy Park Conference Centre on 30 November 2023 and instead celebrate the winners at a ceremony on the RD&E Hospital site. The Board recognised the importance of rewarding the extraordinary contribution of staff, but also that only a small proportion of the Trust's 16000 staff would benefit from attending Sandy Park. Ms Morgan said that although the cost of the event was covered by sponsorship and charitable funds, on balance, the Board felt that holding the event off-site looked insensitive and inappropriate when the Trust was asking everyone to tighten their belts. She said that Mr Roberts was talking to people about it that day but having taken everything in account, she felt the Board had made the right decision, albeit one she was sorry it had to take. She invited questions.</p> <p>Mrs Penwarden asked if the ceremony would still be publicly held. Ms Morgan replied that the Communications and Engagement Team would be working on that and she said she recognised the team's efforts to date in putting in place sponsorship and making the arrangements for the original venue at Sandy Park. Mr Leepile asked if the sponsor was a private company and said they may not be willing to still pay if the event was on-site. Ms Morgan confirmed it was private sponsors, adding that their motivations were to recognise staff achievement rather than the cost. Mr Tidman said the sponsors had been spoken to and they were involved as a way of giving back to the community. In terms of the venue, Mr Tidman said the Trust would be innovative with this and would explore various locations, recognising that the key issue was to celebrate staff. Cllr Hall said the decision showed strong leadership, sending a good message to staff about still recognising staff achievements whilst everyone was being asked to make savings. Miss Foster said she disagreed, saying that waiting until the 11th hour to cancel the event at Sandy Park was not good management, especially if people were looking forward to it. She said if the event's costs were sponsored, she was not sure what savings would be made. Ms Morgan said it was also about perception and the Trust was looking at how to achieve the same objectives in a different way. Professor McIntyre-Bhatty said it was an opportunity to communicate that the Trust was recognising efforts of all staff and not just those nominated. Mr Leepile said he understood the situation but colleagues were already asking what was going on and the Trust needed to communicate soon as to what would be replacing the Sandy Park event. Ms Morgan noted the comments. She said the Board had also listened to staff who do not think the Sandy Park event was the right thing to do when asking staff to be frugal. She said the Trust would need to give a clear message about the financial situation and why the decision was taken.</p> <p>There were no further matters arising.</p>	
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6.		ACCOUNTABILITY AND ENGAGEMENT	
6.1	40.23	CHIEF EXECUTIVE'S PUBLIC REPORT	
		<p>Mr Tidman said he would provide an overview of national, regional and local issues, adding that the previous discussion on the Extraordinary Awards provided good context for this. Nationally, Mr Tidman said there was significant concern on the NHS overspend, a large proportion of which (estimated at £1bn) was being prescribed to industrial action. The Department of Health, the Treasury and NHS England (NHSE) were now planning how best to put £1bn back into local health systems. Mr Tidman said this would not be new money, but would come from existing budgets, adding that existing programmes and plans were being paused in order to redirect to this. He said there were also other pressures, such as reducing waiting times for ambulances and treatment. Mr Tidman said the Treasury's position was that the NHS's cash budget for the year was not manageable and organisations were being asked review financial plans whilst maintaining safe services. Mr Tidman said this may lead to a trade-off against ambitions for digital transformation, elective recovery etc.</p> <p>Mr Tidman said that Victoria Atkins MP had been announced as the new Secretary of State for Health and Social Care the previous week. He said she had a strong Treasury background but it was too early to tell if she would take a different approach.</p> <p>Turning to the British Medical Association (BMA) and industrial action, Mr Tidman said more fruitful conversations appeared to be being held between the Government and the BMA. An offer had been made which the BMA was balloting its members on. There were no more plans for industrial action during the winter period and Trusts had been told to assume no more industrial action in their plans.</p> <p>Mr Tidman said the Public Accounts Committee had published a report the previous week on the Government's New Hospital Programme. This included concerns on delays leading to higher costs due to higher inflation and on hospitals being built too small. Mr Tidman said the report stressed the demand predictions and ensuring making most of capacity and not building hospitals too small and not fit for purpose.</p> <p>Mr Tidman provided an update on the regional and Devon position. There had recently been a Q2 2023/24 review with the South West (SW) regional NHSE team. It had been very clear that the Trust had made excellent progress on reducing waiting times, with the pace of recovery good at both the Trust and at Torbay and South Devon NHSFT (T&SD). Mr Tidman said both Trusts had been commended for that and were placed in the top four Trusts in the country, adding that the Nightingale Hospital Exeter had helped with this work. He said there was more to do on the financial position, in terms of productivity and tightening the pay bill. Mr Tidman said there were concerns for Devon as a whole on its urgent care pressures, particularly in the West of the county, and on ambulance waiting times at A&E. He said this was mostly at University Hospitals Plymouth (UHP) but it was an issue for the Devon system. Mr Tidman said that UHP, through their CEO, will chair a system Urgent and Emergency Care Board at the request of the SW regional NHSE team. This would be supported by a clinical lead from the Royal Devon. There was also</p>	

	<p>an Elective Care Board, which Mr Tidman said he was chairing at the request of the SW regional NHSE team.</p> <p>Mr Tidman said that the Devon Integrated Care System (ICS) had a new Chief Executive, Steve Moore, starting in January 2024. He said Mr Moore had 30 years' experience and knew the region well.</p> <p>Mr Tidman said that the Trust had implemented EPIC as its Electronic Patient Record (EPR) at the RD&E since October 2020 and from 2022 at Northern Devon, adding that this provided the Trust with an advantage for safe care and innovation. He said it was expected that T&SD and UHP would progress EPR business cases in 2024 and the Trust was considering how best to support them if they opted for EPIC. Choosing EPIC would bring a significant advantage but the Trust would have to be clear on what the ask of it would be to support its implementation. Mr Tidman said the Trust would be meeting with EPIC to discuss how such collaborations could work.</p> <p>Mr Tidman said that Dr Pete Ford, Consultant Anaesthetist and Clinical Lead for Business Innovation and Sustainability, had recently accepted, on behalf of the anaesthetic team, the prestigious Towards Net Zero award at the 2023 Health Service Journal Awards. This was for an innovative project aimed at minimising the carbon footprint associated with anaesthetic gases in healthcare.</p> <p>The Trust had also received a £3m award, in partnership with the University of Exeter, for health technology research that leads to a technological innovation or start-up business. Mr Tidman said this would be used as a platform for innovation in Devon.</p> <p>Mr Tidman said that Amanda Pritchard, Chief Executive NHSE, would be visiting the Trust's genomic labs in December 2023 in order to meet and thank the team for the work they were doing.</p> <p>Mr Tidman commented on the messages from Mr Roberts to staff on the financial position of the Trust, making it understandable for everyone and being clear that getting back to the plan was everyone's business if the staff wanted to continue the amazing work that they did. Mr Tidman said the Clinical Executive Directors have also been at centre of the messaging as the financial position was not just a management issue but one that affected everyone and how important it was to reduce spending safely, ensuring all risks were assessed.</p> <p>Mr Tidman said the Trust had set an ambitious plan for the year, with a high bar to challenge itself against. He said this was not without risk and the performance report being discussed later, showed that the Trust was year to date off plan. Mr Tidman said that regardless of the national position, the Trust would still need to make difficult decisions due to industrial action, the drugs budget being overspent and agency costs remaining stubbornly high. There were a number of elements to the Trust's focus. Firstly, the pay bill was 70% of the Trust's costs and it was important to ensure all agency spend was appropriate. Mr Tidman said there was a vacancy freeze in place for posts; however, all vacancies would be reviewed to ensure the position of not recruiting was appropriate. He added that the Trust was in a better staffing position than 12 months previously. In terms of the Drug spend, Mr Tidman said the Trust was ensuring staff were following protocols and also reducing discretionary spend. Another element was ensuring the Trust was being paid fairly for its work. It had undertaken some peer work with UHP and it was noted they were paid for activity the Royal Devon was not. As an example,</p>	
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6.2	41.23	OPEN QUESTION AND ANSWER	
		<p>Mr Leepile commented on the Trust's commitment to reduce agency spend. He said that NHS Professionals did not employ staff without experience in the NHS so therefore the number of staff on the Bank was falling. He asked how the Trust could reduce agency spend, when it did not have as many Bank staff to call upon. Mr Tidman replied that NHS Professionals managed a number of staff banks for Trusts and the Royal Devon had decided to work with them due their expertise in the market. He said there had been a significant amount of work on this, including onboarding the Trust's Bank staff to NHS Professionals. Mr Tidman said Mr Leepile's question was quite complex and he would pick it up with him outside the meeting; however, he could say the Trust was taking a nuanced approach to agency spend, for example agency pay rates for Facility and Estates staff was similar to that under Agenda for Change.</p> <p>ACTION: Mr Tidman to follow up with Mr Leepile on his query related to NHS Professionals requirement for staff to have NHS experience and the impact on the availability of Bank staff and agency spend.</p> <p>Miss Foster asked if the Government had capped the spend on agency staff. Mr Tidman replied that it had as a percentage of the Trust's overall budget. He said the Trust was currently within that cap but it wanted to do more to reduce the spend, adding the Trust had invested in its workforce and reduced vacancy levels.</p> <p>Miss Foster commented on the Devon ICS and asked how it worked when the Royal Devon was a Foundation Trust but UHP was not. She noted that the Trust had also supported UHP by taking its ambulances, which just moved the issues to the Royal Devon. Mr Tidman replied that a lot of the freedoms linked to being a Foundation Trust had been lost, for example, the Trust could no longer borrow cash. He said that the Devon Trusts were all working within the overall £2bn budget of NHS Devon and this working involved the principle of mutual aid, which was the transfer of work, such as putting ambulances on divert. The system was working to ensure that recompense was received as the income should flow with the activity. Miss Foster asked, given ICSs being in place, whether Foundation Trusts would soon be obsolete. Ms Morgan said that the Hewitt Review, led by Patricia Hewitt, former Secretary of State for</p>	CT

Health, an independent review of integrated care systems published in April 2023 had not made mention of Foundation Trusts; however, she agreed Foundation Trust freedoms had been eroded. She said it was on the list for a CoG meeting or Development Day to invite Sarah Wollaston, Chair of the Devon ICB, back for another session on how the Devon ICS worked.

Mr Hall noted Mr Tidman’s comment on the Trust no longer being allowed to borrow cash. He asked if this was a national position or whether it was imposed on the Trust because it was in NHS Oversight Framework (NOF) level four, the highest level of oversight. Mr Tidman said it was a national strategy, borne out of an inequity which saw Foundation Trust’s generating cash balances, which NHS Trusts had overdrafts. Being in NOF escalation level 4 meant the Trust had further controls imposed on it which brought added complexity.

Mr Westlake commented on the Trust’s world leading work on genomics and said the Trust should be incredibly proud of this, especially the cooperation with the University of Exeter. He added that he had seen a news item that morning about a new NHS IT contract for a private company related to patient data. He asked how much the Trust’s EPR was scrutinised to ensure the data was up to date, adding that if a Devon patient accessed healthcare away from Devon how this recorded on EPIC. Mr Tidman said that the news item related to the federated data platform, which was a database that NHS Trusts could use to see where there might be spare capacity to reduce waiting lists or for example, where ambulances may go. It would also give managers the ability to look at trends and productivity levels as it would produce dashboards at a national, regional and local level and these could be used for aiding good quality decisions. Mr Tidman said joining up the data was the right approach but there was some controversy due to the contract being awarded to an American company. In terms of patients being treated outside of Devon, other organisations would ask the Trust for patient information and that it was important to ensure the information came back to be uploaded on EPIC, if that organisation was not also using EPIC.

Cllr Hall said it was pleasing to hear the good news from the Trust and he encouraged the Trust to share this more widely. He asked if the work on reducing anaesthetic gases was ground-breaking. Mr Tidman confirmed that it was, with the Trust currently the only organisation doing this and he noted the comment on communicating the positive news. In terms of the data platform, Cllr Hall said similar initiatives were seen in other industries and dashboards were important as they provided an opportunity to improve. He encouraged the Trust to let people know locally how this IT database would help. This was noted by Mr Tidman.

Mrs McCormack-Hole said it was the role of the Governor to bring in the public voice and said that people in her community were disgusted by how much waste there was in healthcare. She cited examples, including one of beds being delivered to people’s homes but then not being collected again when they were no longer needed. Acknowledging that some of this was primary or social care, she asked if more could be done in the community to save waste and to promote how the public can help. Mr Tidman said the Trust was also aware of some of these issues, adding that he would work with Mrs Harris in her role in the Community Division on some of the messaging.

There being no were no further questions.

The Council of Governors noted the Chief Executive’s Report.

7.		PERFORMANCE & ASSURANCE	
7.1	42.23	Q2 2023/24 PERFORMANCE REPORT	
		<p>Mr Tidman presented the report and highlighted the following key issues. He said that were it not for industrial action, the Trust would be progressing extremely well with its waiting times work; good progress was still being made. In terms of urgent and emergency care and the A&E 4 hour wait target, Mr Tidman said the Trust was at 62%. It had had hoped to be at 70% and further support was being put into the system as issues remained with delayed discharges and patients who were 'No Criteria To Reside' (NCTR). In terms of the financial position, Mr Tidman said the report showed the current position and the reasons behind being off plan. He invited questions from the CoG.</p> <p>Mr Needham said the Governors had discussed the report at its pre-meeting and had themed the questions together.</p> <p>Miss Foster asked why the Board of Directors could not have the vision to run its volunteers service properly and asked if it did not see how this would help staff. She said she had raised this several times and it appeared the Trust did not take this seriously as no decisions were being taken. She added that at the recent Joint Board and CoG Development Day, it had been said how many more volunteers other Trusts had compared to the Royal Devon. Mr Tidman said he agreed that volunteers made a positive impact and the Trust could be more ambitious; however, the issue was prioritisation of areas for investment and the Trust needed to find a way to fund a volunteer coordinator. There would also need to be the development of a management infrastructure in order to increase the volunteer numbers. In the current environment of the Trust needing to make very difficult decisions, this area had not moved up the scale. Mr Tidman acknowledged the work that Andrea Bell, Deputy Director of Nursing (Patient Experience) had done in this area, which had raised awareness of the benefits of volunteers and the gaps the Trust had. He assured Miss Foster that her concerns had been heard. Miss Foster cited other areas where funding had been found, including Equality, Diversity and Inclusion posts where thousands of pounds were paid in salaries. She agreed the posts were needed, but said volunteers had positive impacts on staff morale and patient care. She asked what the cost of improving the volunteer service would be. Mr Tidman said it was c.£100k, which Miss Foster said was not much in the context of the Trust's overall spend. Mr Matthews asked if it was possible to explore the Trust's Charitable Funds helping to pump prime the Volunteer Coordinator role. Mr Tidman noted the suggestion, adding that the Trust charity did receive legacies that could be used for pump priming initiatives. Cllr Hall said he supported Miss Foster in her comments, adding that the population of Devon was a community that wanted to help and the Trust need to work to unshackle the voluntary sector in order to allow it to help. He asked if the Governors could help in raising the funds required and if it could become a priority if the role was to be funded from outside the Trust's main budget. Ms Morgan noted the comments, adding that the Trust knew there was energy and commitment in its community for it to harness. It was important to work together to ensure it was right for the Trust and also that it did not overburden volunteers.</p> <p>Mr Westlake referred to the rate of incidence of slip, trips and falls, noting that in September 2023 there were 197 falls, four of which resulted in moderate harm. He said falls were an increasing concern and he wanted to understand</p>	

further how these were mitigated and reduced, including work with primary care, local councils and the voluntary sector. He added that an age profile of the patients experiencing falls would be a helpful addition to the report. Mr Tidman replied that the Board reviewed the quality indicators and would ask the Governance Committee and Safety and Risk Committee to undertake a detailed review if there was a concern. He noted there had been a spike in the number of falls in 2022/23 but the number of falls was currently around the mean. Mr Tidman said the Trust had been undertaking transformative work in how to better identify to staff the risk of falls, for example, using yellow pillowcases for in-patients at risk of a fall. Mrs Holley said she was not aware of any detailed review coming through the Governance Committee and Safety and Risk Committee. She added that 197 was the number of slips, trips and falls for the month of September 2023 across the Trust in its entirety, including community services. Mrs Harris commented on Mr Westlake’s question on prevention and said the Trust focussed on end of life, and also on the link to frailty.

Professor Shore commented on the delays to patients receiving surgery within 36 hours for a fractured neck of femur, noting that the narrative said this was due to a lack of theatre time. She asked if the Trust in general had a lack of theatre space and if so was it included in the Trust’s plans to increase this. Mr Tidman said the answer was yes to both questions. He said the Trust was building a new A&E at Wonford, which included a shell above it for a hybrid theatre. The plan for this was currently being considered by NHSE.

Mr Richards said that one of the CoG’s responsibilities was to hold the NEDs to account, adding that as far as he was aware the two groups did not meet and it would be useful to do so. He further commented on the reference to NCTR and asked what the annual cost of this was. Mr Tidman said the Trust knew the value of NCTR and also the opportunity costs associated with it. He said that if there were 110 – 120 NCTR patients, that equated to six wards at a value of c.£12m. Noting it was a complex situation, Mr Richards asked if it was possible to claim this back from Devon County Council due to the lack of social care being provided. Mr Tidman agreed it was complex, adding that previously there was the opportunity for Foundation Trusts to make claims; however, this caused strain in organisational relationships and arrangements were set up under the Better Care Fund; this had, however, over time proven insufficient. He added that the Trust and Devon County Council were working together, and the Head of Adult Social Care at the Council attend a Board meeting to discuss a risk sharing arrangement. Ms Morgan said that she had heard the Leader of Devon County Council, John Hart, say it was a labour market issue, with a shortage of people willing to take low paid jobs in this area. In addition to this, as a local authority, the Council was not allowed to overspend. Ms Morgan said the Trust and Council had to constructively engage and work together within the constraints put upon them. Noting Mr Richards’ comment on the CoG and NEDs meeting together, Ms Morgan said that over the course of a year, the CoG would meet individual NEDs several times. She said the Trust required four days a month from NEDs and they all already gave a great deal more than that. She agreed that it was very important NEDs and Governors knew each other, hence why there were NEDs at the recent new Governor induction day and three attending the current meeting. Mr Richards said that the Governors had each other’s email addresses but not those of the NEDs. Ms Morgan replied that it was preferable for Governors to contact her rather than contact individual NEDs. Mrs McCormack-Hole asked how the Governors could call in a NED on a subject

of their expertise. Ms Morgan said requests can be made through her, with questions also being able to be raised at CoG meetings as NEDs routinely attended these. She said she had to be mindful of asking even more of the NEDs.

Mr Hall said that at the recent Development Day the Governors had a session on understanding the Board’s Integrated Performance Report and they were advised to concentrate on the Executive Summary. He said he had done this and in the summary for September 2023, it said that NCTR was “sitting just outside trajectory”. He said it may not be clear to everyone what this meant and he asked if more understandable language could be used in the summaries. He asked if just outside trajectory meant there had been a spike or the Trust was generally reducing the numbers. Ms Morgan noted the comment on the language used and said it was an attempt to provide as much information as possible in a shorter space as possible. Mr Tidman added that the report was used in lots of different forums but the point about language was noted. In terms of the NCTR position, Mr Tidman said the Trust had seen some improvement but the number had slowly started to rise again. This meant it was currently away from the ambitious plan the Trust had set. The plan made certain assumptions but the Trust was not seeing the impact of investments as expected. Mr Matthews said that the issue was raised at the October 2023 Board meeting, with John Palmer saying that continuity of funding had now been agreed and so he was anticipating the number reducing again. He added it would be something he would look at in the performance report going to the November 2023 Board meeting.

Mr Hall said he had recently participated in a Patient-Led Assessment of the Care Environment (PLACE) visit at South Molton Community Hospital. He said he had queried if the whole of the hospital was being utilised, as, other than the ward being visited, it did feel empty. Mr Hall said he acknowledged it was a Friday and just a snap shot of one day. He was concerned the Trust made best use of the community hospitals. Cllr Hall agreed with the concerns, adding that he did not fully understand the role of NHS Property. He said he believed a session for Governors on how assets were being used and could be used in the future would be helpful. Cllr Hall said the issue of Seaton Hospital was recently discussed at Devon County Council’s Health and Adult Care Scrutiny Committee, noting that somebody needed to be held to account for areas being left empty that NHS Devon was spending money on. He said Governors were trying to manage anxiety in their community about Seaton Hospital and there was also wider concern that the NHS in Devon was spending tax payers’ money with no benefit to the community. Ms Morgan noted the comments, replying that a note had been circulated to Governors regarding Seaton Hospital following the Development Day on 8 November 2023. In terms of assets across the Devon system, this was reviewed via the Devon ICS and the work that Chief Executives did through the Acute Provider Collaborative to ensure the best use of resources. Ms Morgan said the role of community hospitals was very different to that from elective wards at the acute hospital sites. Mr Tidman referred to the comment on NHS Property Services and said it was an off-shoot of the Department of Health. Its objectives were to maximise the use of assets and if assets were not being used, to sell them off. Mr Tidman added that the majority of the community estate in Devon was with NHS Property Services. The rents the Trust paid were set at a high level in order to bring money into the Treasury. Mr Tidman said the Devon ICB was looking at its estate, particularly if a space was redundant and another tenant could not be found. Referring specifically to

		<p>Seaton Hospital, attempts had been made to broker arrangements, such as East Devon District Council purchasing it for other purposes, but these had been unsuccessful. Mr Tidman said that the Trust had made better use of the community hospitals since the pandemic, with services moved out from the acute sites. This included, for example Ottery St Mary now being a Centre of Excellence for diagnostics. Mr Tidman said that South Molton was being developed as an ophthalmology hub and once it was fully recruited to, it would make a difference to the Trust's waiting lists. He added that there were not always full clinics on Fridays; however, there were always opportunities to do more and repurpose facilities. Ms Morgan said that details of a strategy on this was being presented to the Board meeting later in the month. Cllr Hall said he was receiving lots of concerns about Seaton as the wing in question had been bought by the public and people were asking why it could not be gifted back to the community. He asked if could say discussions remained on-going. Mr Tidman said he believed they were ongoing, albeit the Trust was not directly involved in them.</p> <p>There being no further comments or questions, the report was noted.</p> <p>The Council of Governors noted the Q2 2023/24 Performance Report.</p> <p><i>Mr Reynolds left the meeting.</i></p>	
8.		COG BUSINESS	
8.1	43.23	REPORTS FROM COG COORDINATING COMMITTEE, THE PUBLIC AND MEMBER ENGAGEMENT GROUP AND THE TASK AND FINISH GROUPS	
		<p>Mr Needham said his reports from the CoG Coordinating Committee and the two Task and Finish Groups would be taken as read. There were no comments and questions and the reports were noted.</p> <p>Mr Hall presented the Public and Member Engagement Group report, saying the Group was focussing on improving areas such as the website for patient information and ensuring compliance with General Data Protection Regulations (GDPR) in terms of the Trust being a data controller and Trust membership being 'for life'. Mr Hall said that the Groups 90 minute meetings were currently too compressed, given the issues being discussed and he would be asking Governors in due course for views on increasing this. There were no comments or questions and the report was noted.</p> <p>The Council of Governors noted the CoG Coordinating Committee, Public and Member Engagement Group and Task and Finish Group reports.</p>	
8.2	44.23	ELECTIONS TO COG 2023	
		<p>Mrs Holley said the report on the recent elections would be taken as read and invited questions. As there were no questions, the report was noted.</p> <p>The Council of Governors noted the Elections to CoG 2023 report.</p>	
8.3	45.23	REPORT FROM THE ANNUAL MEMBERS MEETING 2023	
		<p>Mrs Holley said the report would be taken as read and invited questions.</p> <p>Mr Richards noted that 37 people attended the Annual Members Meeting (AMM). He asked was the number of public Trust members in attendance</p>	

		<p>was. Mrs Holley said she would need to look at that and answer outside of the meeting. She added that the AMM was a mandated meeting which the Trust had decided to hold as a hybrid meeting to give people the opportunity to attend in person and virtually. The arrangements were reviewed each year. Mrs Holley said the AMM was also an opportunity to hold a members engagement event. Ms Morgan said holding the AMM on a different day to the Board meeting was being explored, as it was a lot to ask of people to attend such a long day. The location of the meeting was also being reviewed. Mr Hall highlighted that the PMEG report also contained details on the feedback from the AMM.</p> <p>There being no further questions, the report was noted.</p> <p>The Council of Governors noted the Annual Members Meeting 2023 report.</p>	
8.4	46.23	ANNUAL MEMBERSHIP REPORT TO THE COUNCIL OF GOVERNORS	
		<p>Mrs Delbridge presented the report, which was taken as read. She invited questions.</p> <p>Mr Needham said that in reviewing the election report, the AMM report and the membership report, it was clear that membership participation was very low. Mrs Delbridge said that benchmarking had been undertaken and the Trust was not an outlier in terms of voting turnout or attendances at AMMs; however, there was a focus on what more can do to improve engagement in the membership.</p> <p>Mr Hall said one purpose of membership report was to look at how representative the membership was of the Trust's community. He said it was clear that the over 75 age group was over represented in the membership. Mr Hall added that the report used an index and colour coding that made it hard to understand and it had been discussed at PMEG how to make the report easier to read. Mrs Delbridge replied that the index and colour coding had been designed to help readers of the report and it would continue to be reviewed and discussed at the PMEG meetings.</p> <p>Ms Morgan said it was important that the number of Trust members, representation and how members were engaged be reviewed to ensure the Trust was improving in these areas. There being no further questions, the report was noted.</p> <p>The Council of Governors noted the Annual Membership Report.</p>	
8.5	47.23	NOMINATIONS COMMITTEE UPDATE	
		<p>Ms Morgan presented the report, highlighting that the Committee was next due to meet in January 2024 to review the recent NED recruitment process, to consider its work plan for the year and to undertake Chair and NED appraisal work in order to make a recommendation to the CoG at its January 2024 meeting. There were no comments or questions and the report was noted.</p> <p>The Council of Governors noted the Nominations Committee Report.</p>	

9.		STAKEHOLDER ENGAGEMENT – no reports	
10.		INFORMATION	
10.1	48.23	DISCUSSION WITH A NON-EXECUTIVE DIRECTOR – TONY NEAL	
		<p>Ms Morgan introduced Mr Neal, Senior Independent Director (SID), and said it was an opportunity for Mr Neal to talk about his role as SID and for a discussion with Governors.</p> <p>Mr Neal said he would outline the various strands of the role of the SID as well as set out how the CoG would know he was doing the right things. He said the role of the SID was not a new role and it existed in both the public and private sectors. The SID was a member of the Board, who was independent in order to keep the Board safe, if any issues arose. It was usually someone who had worked with the Board for some time so that they understood the Board, its members and governance and processes. People skills and being able to listen were also important for the role. Mr Neal said he was appointed the SID at the Royal Devon in April 2023. The role had a Terms of Reference (both for the Trust and in the NHS generally) and Mr Neal outlined the key elements. He said as SID he chaired the Remuneration Committee which set out the terms and conditions for Executive Directors and Very Senior Managers (VSM), including pay and pensions, as well as issues such as ensuring succession planning was in place. The Committee met four to six times a year with other meetings arranged as required, for example, if Executive Director recruitment was required. The Committee was made up entirely of the NEDs and was supported by Mrs Holley, the Chief Executive and Mrs Foster, Chief People Officer.</p> <p>Mr Neal said that whereas the Chair undertook the appraisals for the NEDs, he as SID would appraise the Chair. He said he had met with the CoG at its August 2023 meeting to receive its comments as part of Ms Morgan’s annual appraisal.</p> <p>Mr Neal said the SID would also be involved in any investigations where concerns were raised about a VSM or Executive Director, particularly the CEO or Chair. He said the concerns could be raised via a formal complaint, through Whistleblowing or the Freedom to Speak Up Guardians.</p> <p>Mr Neal said the SID was also a sounding board and there to aid relationships at the Board. This included working with the CEO and Chair to help flag any emerging issues. He had recently met with other SIDs in the region and when he was asked about how much time he specifically spent on this aspect, he was able to say none and this was not the case for other Trusts.</p> <p>Since his appointment in April 2023, Mr Neal said most of his time as SID had been spent involved in the Remuneration Committee, linked to the appointment of an Interim CEO followed by the substantive recruitment. There had also been work on remuneration for VSMS. There had been no investigations to report and the Board’s relationships were very positive.</p> <p>In terms of how the CoG would know if Mr Neal was being effective in the role, he said this may be difficult in some circumstances given the work may be confidential and therefore not always visible. There were, however, structured updates to the Board, including reports from the Remuneration Committee and the Chair appraisal report to the CoG. The Annual Report also contained evidence of the work of the Remuneration Committee and reported on</p>	

remuneration of the Executives and VSMs. Regarding any investigations, this too was also difficult in terms of visibility but there may be reporting of complaints through the Patient Experience Committee or Whistleblowing reports to Governance Committee and then through to the Board meetings. Mr Neal said that in terms of the SID being a sounding board and helping with board behaviours he would ask the Governors to flag to him if they saw any tensions when attending Board meetings. Mr Neal invited questions.

Miss Foster asked about the appointment of a CEO and asked if a male would be paid more than a female. Mr Neal said no. He said the remuneration was discussed and agreed before an appointment was made. Mr Neal added that a Gender Pay Gap report was presented to the Board as well, noting that there was still work to do, particularly for Doctors. Professor McIntyre-Bhatty observed that there was a lot of benchmarking data available to aid remuneration setting and fairness and equity was important. Ms Morgan agreed, adding that salaries for VSM had to be cleared with NHSE and this was the case for the Trust's new CEO. Ms Morgan said that Doctors were on a different pay scale to staff on Agenda for Change.

Mrs Penwarden thanked Mr Neal for the information on the role. She commented on the important culture of Whistleblowing but also needing to ensure there was a culture of staff questioning something in the moment. She asked how the Trust could monitor that to ensure the culture existed. With regards to Whistleblowing, Mr Neal said there were a number of channels for this alongside the SID, including Freedom to Speak Up. If the Whistleblowing related to a VSM the SID would be involved, otherwise it would be managed through the usual channels. In terms of staff being able to challenge in the moment, Mr Neal said when he spoke to staff and asked about being able to challenge, he was repeatedly assured by staff that they felt comfortable to speak up. Mrs Holley added that Professor Kent and Professor Marshall were the two NED Champions for Whistleblowing and Freedom to Speak Up and they supported her in her role to ensure process was followed. Mr Neal said that reporting through the Trust's Governance Performance System was also evidence of the culture at the Trust.

Mrs Harris commented on the confidential nature of the SID role and asked how the CoG could be assured on learning and themes being shared and embedded. Mr Neal replied that this would be through governance reporting from the Governance Committee and then up to the Board. He added that he had previously chaired the Committee and it was important to always ask what changes had resulted from any incident or issue. Mr Neal said he would expect Professor Marshall who was now Governance Committee chair to do the same. It was important to ensure learning was shared to other services and Divisions. Mrs Harris said the Community Division was strengthening how it shared learning between services in a meaningful way as there may always be something relevant and it was important to avoid working silos. Mr Neal agreed, adding that he would be interested to understand that more as that could also be used to strengthen divisional governance across the Trust.

Mr Hall asked how well communicated the Whistleblowing Charter was with staff. He asked if it covered volunteers and Governors and how many notifications via this route there were a month. Mr Neal replied that they were not very common and said that anyone could raise a concern via the Whistleblowing Charter. In terms of awareness, Mr Neal said this was regularly communicated via staff newsletters, the Intranet and through governance. When he met staff, Mr Neal said he did ask them if they knew


		<p>how to whistle blow. Ms Partridge said that as a member of staff, she was aware of the Whistleblowing Charter and how to find the information on the intranet. Cllr Hall asked if Whistleblowing including fraud prevention and if so, could the Governors understand the extent of that issue. Mr Neal said it did include fraud prevention with Mr Matthews adding that the Trust employed a Counter Fraud service which reported to the Audit Committee, which in turn reported to the Board. He said there were instances of fraud reported and this varied in terms of numbers. Mr Matthews said he would be happy to talk about this aspect more when he next spoke to Governors on his NED portfolio and as Chair of Audit Committee. Professor Shore said this area had been discussed at the last Audit Committee meeting and the report was clear on where action was being taken in relation to allegations of fraud. Mrs Holley said that in terms of Whistleblowing cases, there had been four in the year to date and there were four in total in 2022. She said that one of the cases had also been raised through Counter Fraud and both investigations reached the same conclusion. As a result of this case, the two teams would work together more collaboratively but the two investigations arriving at the same conclusion provided assurance to Professor Matthews as Chair of Governance Committee. For Freedom To Speak Up, Mrs Holley said there were around 30 contacts a month and these covered a broad range of topics from car parking to interpersonal relationships with colleagues or managers.</p> <p>There were no further questions and Ms Morgan thanked Mr Neal for the overview of his SID role.</p> <p>There being no further business, the meeting was closed.</p>	
	<p>49.23</p>	<p>DATE OF NEXT MEETING</p> <p>The next meeting would be held on Wednesday 6 March 2024 at a venue to be confirmed.</p>	

MEETING OF THE COUNCIL OF GOVERNORS
22 November 2023
ACTIONS SUMMARY

This checklist provides a summary of actions agreed at the CoG meeting, and will be updated and attached to the minutes each quarter.

PUBLIC AGENDA					
Minute No.	Month raised	Description	By	Target date	Remarks
41.23	November 2023	Mr Tidman to follow up with Mr Leepile on his query related to NHS Professionals requirement for staff to have NHS experience and the impact on the availability of Bank staff and agency spend.	CT	March 2024 June 2024	March 2024 update: CT put SL in touch with senior members of the HR Team to discuss the issues with SL. SL confirmed he met with them but since then he had continued to receive reports of difficulties of registering with NHS Professionals for the staff bank. It was agreed at the March 2024 meeting to keep the action open and for MH and SH to follow up. Action on-going

Signed:



Name: Shan Morgan, Chair