

GREAT ORMOND STREET HOSPITAL FOR CHILDREN NHS FOUNDATION TRUST
MEETING OF THE COUNCIL OF GOVERNORS
Wednesday 9 November 2022
3:05pm – 5:30pm
By Zoom (details sent in calendar invite)

NO.	ITEM	ATTACHMENT	PRESENTER	TIME
1.	Welcome and introductions	Verbal	Michael Rake, Chair	3.05pm
2.	Apologies for absence	Verbal	Michael Rake, Chair	
3.	Declarations of interest – Register of Governors’ Interests	A	Michael Rake, Chair	
4.	Minutes of the meeting held on 07 July 2022	B	Michael Rake, Chair	
5.	Matters Arising and action log	C	Anna Ferrant, Company Secretary	
STRATEGY AND PLANNING				
6.	Governor requested item: Update on staff welfare, satisfaction and retention	D	Caroline Anderson, Director of HR & OD / Sarah Ottaway, Deputy Director of HR & OD	3.15pm
7.	CQC and the new Single Assessment Framework	E	Sanjiv Sharma, Medical Director / Claire Harrison, Director of Safety Surveillance	3:35pm
8.	Children’s Cancer Centre (CCC) Programme Update	F	Daniel Wood CCC Programme Director	3:50pm
PERFORMANCE and ASSURANCE				
9.	Chief Executive Report including: <ul style="list-style-type: none"> Integrated Quality and Performance Report (July 2022 data) Finance Report (August 2022 data) 	G	Mat Shaw, Chief Executive Margaret Ashworth, Interim Chief Finance Officer	4:00pm
10.	Update from the Young People’s Forum (YPF)	H	Grace Shaw-Hamilton and Rose Dolan, YPF Governors	4:20pm
11.	Reports from Board Assurance Committees <ul style="list-style-type: none"> Quality, Safety and Experience Assurance Committee (November 2022) 	Verbal	Amanda Ellingworth, Chair of Quality, Safety and	4:35pm

	<ul style="list-style-type: none"> • Audit Committee (November 2022) • Finance and Investment Committee (September 2022) • People and Education Assurance Committee (September 2022) 	Verbal I J	Experience Assurance Committee Gautam Dalal, Chair of Audit Committee Suzanne Ellis, Chair of Finance and Investment Committee Kathryn Ludlow, Chair of People and Education Assurance Committee	
GOVERNANCE				
12.	Non-Executive Director Appraisals	K	Michael Rake, Chair / Natalie Hennings, Deputy Company Secretary	4:50pm
13.	GOSH Chair Recruitment Process	L	Anna Ferrant, Company Secretary	5:00pm
14.	Review of Constitution and Trust Board Standing Orders	M	Anna Ferrant, Company Secretary	5:10pm
15.	Governance Update <ul style="list-style-type: none"> • Governors' Sustainability Working Group • Constitution and Governance Working Group • Progress against actions in the Council effectiveness survey 	N	Natalie Hennings, Deputy Company Secretary	5:20pm
16.	Update from the Membership Engagement Recruitment and Retention Committee including: <ul style="list-style-type: none"> • Progress against the Membership Strategy • AGM Post event summary • Governor Election 2022 update 	O	Paul Balson, Head of Corporate Governance	5:25pm
17.	Any Other Business	Verbal	Michael Rake, Chair	5.30pm
18.	Next Meeting Thursday 2 nd February 2023: 2:30pm – 5:30pm			

Council of Governors

9 November 2022

Council of Governors' Declarations of interest 2022

Summary & reason for item

The purpose of this paper is to present the Council of Governors' Register of Interests 2021 and remind Governors of their responsibilities to declare their interests on DECLARE, the Trust's online declaration of interest portal.

Governor action required

- To note the content of the Governors' register of interests.
- To declare any additional interests on DECLARE that arise or any changes in circumstance affecting the Council of Governors' register of interests.
- For those who governors who haven't completed their declaration submission for this year to do so as soon as possible.

Report prepared by

Natalie Hennings, Deputy Company Secretary

Report presented by

Anna Ferrant, Company Secretary

Declarations of interest - Council of Governors 2022

Background

Under the Trust's Declarations of Interest, Gifts, Hospitality and Sponsorship Policy a number of groups are defined as Decision Making Staff. That is: staff more likely than others to have a decision-making influence on the use of taxpayers' money because of the requirements of their role. These groups are:

- All staff at band 8C or above
- All Consultants
- All budget holders at any band
- **Governors on the Council of Governors**
- Executive and Non-Executive Directors

* includes agency and bank staff in all groups.

Appendix 1 provides an overview of the types of interests to be declared.

Decision Making Staff are required to make an annual declaration of interest, gifts and hospitality. This can either be a positive or 'nil' declaration.

The Trust uses DECLARE an online solution for the management of declarations of interest, gifts, hospitality and sponsorships. This enables all staff and Governors to manage their own declarations.

The public register of interests is available here: <https://gosh.mydeclarations.co.uk/home> and the 2022 Governor Register of Interests is attached at **Appendix 2**.

Action required

Governors are asked to note the Governors' register of interests and make any updates as required throughout the year. To login go to <https://gosh.mydeclarations.co.uk/login> and make any changes or new declarations. Support is available from Victoria Goddard at the dedicated declarations inbox declarations@gosh.nhs.uk.

Appendix 1: Declarations of Interest FAQ

What is an interest?

A 'conflict of interest' is:

"A set of circumstances by which a reasonable person would consider that an individual's ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold."

A conflict of interest may be:

- Actual - there is a material conflict between one or more interests
- Potential – there is the possibility of a material conflict between one or more interests in the future

Governors may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see it differently and perceived conflicts of interest can be damaging. All interests should be declared where there is a risk of perceived conflict.

There are four types of interest (further information is available from the Corporate Affairs Team):

- **Financial interest** - Where an individual may get direct financial benefit from the consequences of a decision, they are involved in making.
- **Non-financial professional interest** - Where an individual may obtain a non-financial professional benefit from the consequences of a decision, they are involved in making, such as increasing their professional reputation or promoting their professional career
- **Non-financial personal interest** - Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career
- **Indirect interest** - Where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest who would stand to benefit from a decision they are involved in making

Council of Governors' Register of Interests 2022

Constituency	Name	Declared interests
Patient, Parent and Carer Governors		
Patient from London	Abbigail Sudharson	Nil Declaration
	Constantinos Panayi	Nil Declaration
	Vacant	
Patients from Home Counties	Joshua Hardy	<u>Outside Employment</u> Outside employer: J P Morgan Private Bank Outside employment description: Incoming Global Private Bank Advisor (2022 Summer Internship, dates: 20th June 2022 to 19th August 2022)
	Olivia Burlacu	Nil Declaration
Patients from Rest of England and Wales	Georgina Townsend-Teague	None received
Parents and Carers from London	Kamran Ansari	Nil Declaration
	Beverly Bittner-Grassby	Nil Declaration
	Stephanie Nash	Nil Declaration
Parents and carer from Home Counties	Lisa Allera	Nil Declaration
	Sapna Talreja	Nil Declaration
Parents and Carers from Rest of England and Wales	Claire Cooper-Jones	Nil Declaration
Public Governors		
London	Roly Seal	Nil Declaration
	Peace Joseph	Nil Declaration
	Sara Ayerman	Nil Declaration
Home counties	Eve Brinkley-Whittington	Nil Declaration
	Hannah Hardy	Nil Declaration
Rest of England and Wales	Julian Evans	Nil Declaration
Staff Governors		
	Jacqueline Gordon	Nil Declaration
	Tania Ahmad	None received
	Benjamin Hartley	None received
	Mark Hayden	<u>Clinical Private Practice</u> Private practice name: Portland Hospital. Practice moved from Harley St Clinic to Portland Speciality and major procedures undertaken: PICU Sessions undertaken: 7 weeks per year
	Quen Mok	<u>Sponsored research:</u> Sponsor name: NIHR

Attachment A

Constituency	Name	Declared interests
		<p>Sponsor type: NHS organisation Description of research: I am Principal Investigator in various clinical trials in PICU patients, including the recent ISARIC trial recruiting Coronavirus patients.</p> <p><u>Clinical private practice:</u> Private practice name: HCA Healthcare Specialty and major procedures undertaken: I am on the clinical rota with a group of 8 paediatric intensivists covering the PICU in the Portland Hospital for Women and Children. I ensure that this does not clash with the clinical rota at Great Ormond Street Hospital. Sessions undertaken: 1 in 8 weeks, when not on clinical duty for GOSH</p>
Appointed Governors		
London Borough of Camden	Vacant	
University College London, Institute of Child Health	Jugnoo Rahi	<p><u>The Royal College of Ophthalmologists:</u> Chair, Academic Committee</p> <p><u>The Royal College of Ophthalmologists</u> Member of the Paediatric Subcommittee</p>
Young People's Forum	Grace Shaw-Hamilton	Nil Declaration
	Rose Dolan	Nil Declaration

DRAFT MINUTES OF THE COUNCIL OF GOVERNORS MEETING
7th July 2022
Held virtually via videoconference

Sir Michael Rake	Chair
Beverly Bittner-Grassby	Patient and Carer Governors: Parents and Carers from London
Stephanie Nash	
Kamran Ansari	
Claire Cooper-Jones	Patient and Carer Governors: Parents and Carers from the rest of England and Wales
Lisa Allera	Patient and Carer Governors: Parents and Carers from the Home Counties
Sapna Talreja	
Olivia Burlacu	
Constantinos Panayi	Patient and Carer Governors: Patients from London
Roly Seal	Public Governors: London
Peace Joseph	
Sara Ayerman	
Eve Brinkley Whittington	Public Governors: Home Counties
Quen Mok	Staff Governors
Jacqueline Gordon	
Prof Jugnoo Rahi	Appointed Governor: University College London, Institute of Child Health
Rose Dolan*	Appointed Governor: Young People's Forum

In attendance:

Gautam Dalal	Non-Executive Director
Amanda Ellingworth*	Non-Executive Director
Suzanne Ellis	Associate Non-Executive Director
James Hatchley*	Non-Executive Director
Russell Viner	Non-Executive Director
Chris Kennedy	Non-Executive Director
John Quinn	Chief Operating Officer
Margaret Ashworth	Interim Chief Finance Officer
Anna Ferrant	Company Secretary
Natalie Hennings	Deputy Company Secretary
Paul Balson	Head of Corporate Governance
Adetutu Emmanuel	Stakeholder Engagement Manager
Victoria Goddard	Trust Board Administrator (minutes)
Tracy Lockett*	Chief Nurse
Caroline Anderson*	Director of HR and OD
Prof Andrew Taylor	Director of Innovation

Gary Beacham	Children's Cancer Centre Programme Director
Daniel Wood	Children's Cancer Centre Planet Director

**Denotes a person who was only present for part of the meeting*

31	Apologies for absence
31.1	Apologies were received from: Jugnoo Rahi, Appointed Governor; Grace Shaw-Hamilton, Appointed Governor; Josh Hardy, Patient and Carer Governor; Abbigail Suddharson, Patient and Carer Governor; Maisie Stewart, Patient and Carer Governor; Georgina Townsend-Teague, Patient and Carer Governor; Hannah Hardy, Public Governor; Julian Evans, Public Governor; Benjamin Hartley, Staff Governor; Mark Hayden, Staff Governor; Tania Ahmad, Staff Governor.
31.1	Apologies were also received from Matthew Shaw, Chief Executive and it was noted that John Quinn, Chief Operating Officer was in attendance in his stead.
32	Declarations of interest
32.1	No declarations of interest were received.
33	Minutes of the meeting held on 27 April 2022
33.1	The Council approved the minutes of the previous meeting.
34	Matters Arising and action log
34.1	The actions taken since the previous meeting were noted.
35	Extension of tenure for Non-Executive Director and Deputy Chair role
35.1	Anna Ferrant, Company Secretary said that James Hatchley would reach the end of his tenure on the Board at the end of August 2022. As the Chair of the Finance and Investment Committee he had been particularly involved in the Children's Cancer Centre development and the Full Business Case was scheduled to be considered by the Trust Board in September 2022. It was proposed that James Hatchley's tenure be extended for one month until 30 th September 2022 to provide continuity in the Board level oversight of the programme.
35.2	The Council approved the extension of James Hatchley's tenure for one month to 30 th September 2022 as recommended by the Council of Governors' Nominations and Remuneration Committee.
35.3	<u>Appointment of Deputy Chair (and proposal on Senior Independent Director)</u>
35.4	Akhter Mateen had stepped down from the Board at the end of June 2022 and therefore there was not currently a Deputy Chair on the Board. The Council of Governors' Nominations and Remuneration Committee had recommended that

35.5	<p>James Hatchley take on the role of Deputy Chair until the end of his tenure on 30th September 2022. This was approved by the Council.</p> <p>Sir Michael Rake, Chair said that James Hatchley would now hold the roles of Deputy Chair and Senior Independent Director and Quen Mok, Staff Governor asked whether both roles would be held by one person going forward. Sir Michael Rake said that whilst this would be dependent on the skills of Board members it was an efficient model and could also lead to a financial efficiency as it was proposed that additional remuneration for both roles would be capped at £2,000. This was approved by the Council.</p>
35.6	<p>Anna Ferrant said that following James Hatchley's departure from the Board it was proposed that Amanda Ellingworth would take on the roles of Deputy Chair and Senior Independent Director. Sir Michael Rake confirmed that this proposal was supported by the Board and Amanda Ellingworth made a significant contribution. This was approved by the Council.</p> <p><i>Amanda Ellingworth and James Hatchley joined the meeting.</i></p>
36	Governor requested item from April 2022 Council meeting: Use of data at GOSH for innovative purposes
36.1	<p>Professor Andrew Taylor, Director of Innovation said that the Trust had procured a research platform at the same time as the EPR in recognition of the importance of using deidentified data to make research discoveries. A formal ethics process had taken place around the way in which data could be used and it had been clear that all the work which was undertaken must be auditable and would sit behind the Trust's firewall.</p>
36.2	<p>So far over 1 billion data events had been captured which was extremely positive and work was taking place to employ artificial intelligence algorithms to predict the impact of interventions on health outcomes and future hospital events. Access to such significant amounts of data would also shorten the time taken to make discoveries and predict a cost estimate for patients in International and Private Care which saved considerable time.</p>
36.3	<p>GOSH did not currently have the capability to make drug discoveries without partnering with commercial companies and was working towards building this expertise internally. A Data Partnerships Committee had been established to scrutinise the ethical and legal considerations concerning the accessing, sharing and use of data with external data partners.</p>
36.4	<p>Engagement with children and young people was key and further work would be required in this area. A paper had been published in Nature by colleagues from GOSH and the GOS UCL Institute of Child Health on engaging with children and young people on the potential role of artificial intelligence in medicine.</p>
36.5	<p>Sir Michael Rake highlighted that the item had been requested by Governors representing the Young People's Forum who were particularly concerned around the anonymisation of data. Andrew Taylor confirmed that this was a key area of each commercial partnership and positive feedback had been received from the first company with which GOSH engaged on the sound processes which had been used. Sir Michael Rake emphasised the importance of patient benefit</p>

	being derived from GOSH's rare and complex data sets and the contribution that this could make to the health of children and young people nationally and internationally.
37	Governor requested item: Impact of cost of living – financial support for patients, families and staff
37.1	John Quinn, Chief Operating Officer said that staff wellbeing was a key priority for the Trust. This was particularly important given the increased activity to recover the backlog of patients and in the context of the substantial increase in the cost of living.
37.2	Tracy Lockett, Chief Nurse said that financial support for patients and families was provided by the GOSH Charity and external partners. Each scheme had different eligibility criteria and there were different options depending on the need. Reports were produced throughout the year of the spend and the circumstances around families accessing the schemes.
37.3	Action: Work was taking place around health inequalities and to ensure that families were aware of, and able to access, what was available. The Trust was experiencing an increase in requests for support from patients and families and work would take place to review the access of each scheme and this would be reported to the Council of Governors.
37.4	Caroline Anderson, Director of HR and OD said that many staff were challenged by the cost-of-living increase. A wide range of assistance was in place including an Employee Assistance Programme, a wellbeing hub to provide information and access to the Citizen's Advice Bureau which came onsite in the hospital twice a week.
37.5	The Trust was not able to offer salary increases outside of the national agenda for change pay system, but resources were available to support staff to use money wisely and a toolkit which would be available to unions, staff networks and managers was being developed to ensure staff could navigate the support. A hardship fund was being established which would be funded by the GOSH Charity and would be for individuals facing financial crisis.
37.6	Sir Michael Rake welcomed the work that was taking place in this area. He said that all staff at GOSH were undertaking valuable work and support must be available at times of crisis.
37.7	Jacqueline Gordon, Staff Governor said that living sustainably could often reduce costs and added that it was important to consider these two aspects jointly.
37.8	Beverly Bittner-Grassby, Patient and Carer Governor welcomed the work that was taking place and asked how the Trust could be sure that it was sufficient. She said that it was important to ensure that funds were in place to enable all families to be able to attend appointments as required. Tracy Lockett said that it was important to improve communication around the availability of support and to bring consistency to what was available for all patients and families. Discussions with the Young People's Forum had been clear that this work must continue.

37.9	Roly Seal, Public Governor asked whether accommodation was available for families when an overnight stay was required and Tracy Lockett confirmed that support from the GOSH Charity had enabled the hospital to open two new family accommodation complexes for families of patients in ICU.
38	Progress with the Children's Cancer Centre (CCC) Project
38.1	Sir Michael Rake said that discussion had taken place in the private meeting between the Chair and Governors about the potential scale of the Children's Cancer Centre project. The official opening of the fundraising project had taken place and an impressive event had taken place with potential donors.
38.2	Gary Beacham, Children's Cancer Centre Programme Director said that the programme was currently in cost check gateway 2 which signalled the end of RIBA 3. The next stage, RIBA 4 was focused on technical design including the design of rooms.
38.3	The cost of the scheme had significantly increased since the last cost check gateway and work was taking place to assess the scheme identifying the cost drivers and affordability between the GOSH Charity fundraising and capital spend. The planning process with London Borough of Camden was currently in progress.
38.4	Daniel Wood, Children's Cancer Planet Programme Director said that engagement with patients and families had been conducted throughout the programme from the initial architectural design phase to present. The team was working with the Nurse Consultant for Learning Disability and was focusing on accessibility.
38.5	Action: Stephanie Nash asked if the inclusion of a full-time lay partner and disability lay partner had been considered to provide continuity throughout the programme including in discussions with London Borough of Camden. She said that she had experience of the value of these roles in other projects. It was agreed that Stephanie Nash and Gary Beacham would discuss this further outside the meeting.
38.6	James Hatchley, Chair of the Finance and Investment Committee said that the committee continued to focus on the project in the context of a challenging economic environment. The current space was not fit for purpose and there was no zero-cost option. The Non-Executive Directors had undertaken a walkround of the area prior to the July Trust Board meeting and, although staff worked hard to ensure patients and families were comfortable, the estate was suboptimal. The Finance and Investment Committee was focused on inflation and working closely with the GOSH Charity to ensure that the hospital and charity remained aligned.
38.7	Action: Anna Ferrant said that a Governor session had taken place with NHS Providers who had provided training around significant transactions. She highlighted that there were limited meetings to provide Governors with updates and therefore regular communications would be provided outside meetings to ensure that Governors remained updated.

38.8	Action: Sir Michael Rake requested that a session was arranged with Governors and the Chief Executive to focus on the Children's Cancer Centre towards the end of September 2022.
38.9	Beverly Bitner-Grassby asked how any overruns on the project would be funded and James Hatchley said that an agreement in principle had been reached which introduced a series of tests applied using a waterfall approach starting with alterations being made to the programme and diverting other budgets to the development. Sir Michael Rake said that it was important that the hospital was held to account for the efficient delivery of the project.
39	2022/23 Annual Plan Update
39.1	Margaret Ashworth, Interim Chief Finance Officer presented the annual plan update for 2022/23 highlighting the Council's important role in this area. In the event that the Trust predicted non-NHS income growth greater than 5%, the Council would be required to approve this growth. Margaret Ashworth confirmed that this was not planned in year however growth would continue to be monitored.
39.2	Integrated Care Boards had become legal entities from 1 st July but had been active as part of the planning process prior to this and the planning deadline had been extended in order to allow time for Trusts to work to reduce the deficit in the system. North Central London had moved from an initial deficit of £160million to a breakeven position by the end of the planning process in line with national guidance. The breakeven position was driven by differing projections of individual Trusts and GOSH had predicted a year end outturn of £10.6million deficit. There were significant risks to this position as a result of inflationary pressures and the assumptions around recovery of income in International and Private Care (I&PC) and the achievement of an extremely challenging Better Value programme. Work was taking place to recover non-NHS income, but this was unlikely to be fully recovered in year. Margaret Ashworth emphasised the importance of ensuring that GOSH achieved good value for its commercial activity.
39.3	The Trust's plan had been scrutinised by the Finance and Investment Committee and approved by the Trust Board at its July meeting and the plan had been submitted to NHS England on 20 th June 2022.
39.4	Quen Mok asked whether Non-Executive Directors were assured around the delivery of the part of the Better Value programme which had not yet been identified. She expressed some concern about staff wellbeing given the need to continue to identify efficiencies. James Hatchley, Chair of the Finance and Investment Committee said that all Better Value schemes were subject to quality impact assessments to ensure that there would be no detrimental effect on quality and safety. He added that staff had been through a long period of disruption and challenge as a result of the pandemic and it was vital to ensure that wellbeing was a priority alongside the drive for efficiency. The Finance and Investment Committee had also been clear that schemes must not materially impact waiting list recovery. James Hatchley emphasised that whilst there were efficiencies to be made in areas of the Trust the Board was clear that this must not compromise quality and safety. Amanda Ellingworth, Non-Executive Director said that the People and Education Assurance Committee would be considering

	the impact of Better Value on staff and added that schemes were also assessed against health inequalities.
40	Chief Executive Report
40.1	John Quinn, Chief Operating Officer said that the Executive Team was focusing on four key areas: recovering the backlog, delivering finances, the changes to specialist commissioning and staff wellbeing. He emphasised these these priorities were a considerable challenge.
40.2	Good work was taking place to recover activity with the aim of reaching 104% of 2018/19 activity to enable the Trust to treat the backlog of patients. Proposed changes to specialised commissioning would be challenging for GOSH and the Trust was working with the Children's Hospital Alliance and NHS London to explore GOSH's proposed solutions.
40.3	Jacqueline Gordon noted that all clinical areas had been asked to make cost savings and asked whether this was mirrored in corporate areas. John Quinn confirmed that all areas of the Trust had been asked to make savings and some corporate areas had been asked to go beyond their initial targets however only 15% of the areas in the Trust were corporate. There were also large schemes in corporate areas such as procurement.
40.4	<u>Finance Report (May 2022 data)</u>
40.5	Margaret Ashworth said that the year-to-date deficit was £8.2million which was likely to improve in month 3 as a result of the work to increase activity in I&PC and progress with Better Value. Cash remained strong but had reduced since year end and would continue to be monitored.
41	Reports from Board Assurance Committees
41.1	<u>Quality, Safety and Experience Assurance Committee (June 2022)</u>
41.2	Amanda Ellingworth, Chair of the QSEAC said that a key part of each meeting was focused on a report from the Medical Director which considered the changing external landscape. The COVID19 national enquiry had begun and the Terms of Reference had been amended to include children and young people. The Committee had emphasised the Trust's responsibility to use the GOSH voice to provide feedback about the impact of national decisions on children and young people. The committee continued to focus on developing reports which provided high level assurance.
41.3	The Committee had reviewed the annual safeguarding report and noted that the Trust was satisfied that it was meeting its statutory requirements. Good work continued to take place in clinical audit and the committee was keen to triangulate data in other areas such as nursing led audits. A deep dive into medicines management had taken place and the Non-Executive Director had undertaken a walkround of pharmacy.
41.4	<u>People and Education Assurance Committee (June 2022)</u>

41.5	James Hatchley, PEAC member said that PEAC meetings were now based on themes and the June meeting had been focused on diversity and inclusion. Presentations had been received from the PRIDE and Reach staff networks and the committee reviewed the impact tracker to monitor the progress that had been made in implementing the People Strategy.
41.6	The Committee had reviewed the staff survey results and James Hatchley said that there continued to be areas which required work. Responses would be cut by area and band to identify these areas. <i>Rose Dolan joined the meeting.</i>
42	Update from the Young People's Forum (YPF)
42.1	Rose Dolan, Appointed Governor representing the Young People's Forum said that the YPF continued to work on plans for the Children's Cancer Centre and had recently focused on the design of ICU wards. Feedback had been given which it was hoped would improve privacy and support patients and families experience in hospital.
42.2	The Me First team had presented new training modules for feedback. Modules had focused on supporting Doctors to speak to patients rather than families.
42.3	The Co-Chair of the Ethics Committee had discussed children and young people's rights in healthcare and feedback from the session had been used as part of a presentation at the Royal College of Paediatrics and Child Health.
42.4	Action: Suzanne Ellis, Non-Executive Director noted that a YPF member had spoken at an ICT townhall event about the importance of improving Wi-Fi in order to improve patient experience. She asked whether there had been a satisfactory improvement in the Wi-Fi as a result. Rose Dolan said that feedback had been ongoing for a number of years about Wi-Fi and Anna Ferrant said that work had taken place in this area and agreed that an update would be provided at the next Governors' meeting.
42.5	Gautam Dalal, Non-Executive Director said that during previous discussions with patients it had been clear that transition was a key issue and patients found it challenging to transfer from GOSH when they had been a long term patient. Rose Dolan said that transition was a key issue for the YPF and a representative sat on the transition steering group. Amanda Ellingworth said that said that QSEAC was monitoring progress with transition and Sir Michael Rake confirmed that transition was also a key matter for the Board.
43	Reports from Board Assurance Committees
43.1	<u>Audit Committee (May 2022)</u>
43.2	James Hatchley, Audit Committee member said that the May meeting had focused on the year end documents such as the Annual Report and Annual Accounts which had been recommended to the Board for approval. The year end outturn had been £4.4million deficit against the control total. The Head of Internal Audit Opinion had provided a rating of significant assurance with minor improvement potential which was in line with that of the previous year.

43.3	The Committee had reviewed a number of risks on the Board Assurance Framework including the Trust's strategic position which was impacted by the external environment. The Committee focused on estates which was a key area of scrutiny in the hospital and noted an external report which had been commissioned and emphasised the importance of monitoring progress with the action plan closely.
43.4	<u>Finance and Investment Committee (June 2022)</u>
43.5	James Hatchley, Chair of the Finance and Investment Committee said that the Children Cancer Centre finances was a key focus of the committee along with recovery of activity in I&PC. The Committee had reviewed a proposal for an alliance between North Central London providers and had agreed to recommend participation to the Trust Board. He said that it was important for GOSH to work collaboratively and be involved in key discussions.
44	Governor Update – activities between meetings
44.1	<u>Governors' Sustainability Working Group (5 May 2022)</u>
44.2	Adetutu Emmanuel, Stakeholder Engagement Manager said that the group was focused on ensuring that sustainability was embedded into all activity of the Trust including recruitment. Governors discussed the AimHi Effective Climate Leadership Training which had been a helpful resource and they felt that it would be a useful part of GOSH induction and for members and young people.
44.3	The group discussed the ways in which the membership could be engaged and considered communications around recycling week and focusing on reusing and upcycling mirroring societal trends.
44.4	The Council had agreed that sustainability should be a standing item on the agenda to drive progress.
44.5	Jacqueline Gordon highlighted a project to set up a beehive on level 8 of the Morgan Stanley Clinical Building. A live webcam stream of the hive was available and the GOSH School had been engaged with the project.
44.6	<u>NHS Providers' Governor Focus Conference (5 & 6 July 2022)</u>
44.7	Peace Joseph, Public Governor said that she had attended the NHS Providers' event which had discussed the changing role of Governors in the context on Integrated Care Systems. Governors would now be required to think more broadly about the communities served by the ICSs and Governors were encouraged to work closely with Chairs to facilitate that interaction.
44.8	Action: Sir Michael Rake said that it would be important to consider the practicalities of this and Anna Ferrant, Company Secretary said that she had discussed this with other Company Secretaries from North Central London and it was agreed that this would be discussed further outside the meeting.
45	Appraisal process for the Chair and Non-Executive Directors and the role of Governors

45.1	Natalie Hennings, Deputy Company Secretary said that the GOSH appraisal process for the Chair and Non-Executive Directors was in line with guidance set out by NHS Improvement. The process involved feedback from Governors via a feedback form and the Council of Governors' Nominations and Remuneration Committee had recommended this be simplified to encourage an increase in Governor engagement in the process.
45.2	Claire Cooper-Jones, Patient and Carer Governor said that the matter had been discussed in the private meeting between Governors and the group had noted the key role of the Council in the appraisal process.
45.3	The Council approved the revised Governor feedback form and noted the appraisal process.
46	Appointment of the Lead Governor and Deputy Lead Governor
46.1	Natalie Hennings said that one nomination for Deputy Lead Governor had been received from Josh Hardy, Patient and Carer Governor. It was proposed that Josh Hardy be appointed Deputy Lead Governor and this was approved .
46.2	Two nominations had been received for Lead Governor and an election had taken place via email with each candidate submitting a candidate statement for consideration. Beverly Bittner-Grassby, Patient and Carer Governor had been elected and this was approved by the Council.
46.3	Sir Michael Rake thanked Claire Cooper-Jones for her work as Lead Governor to engage with the Council and bring Governors together. He congratulated Beverly Bittner-Grassby and Josh Hardy on their appointments.
47	Draft Code of Governance and Draft Addendum to Your statutory duties – reference guide for NHS foundation trust governors
47.1	Natalie Hennings said that a draft Code of Governance had been issued by NHS England to reflect the establishment of Integrated Care Systems and the evolution of the NHS System Oversight Framework. The Code now applied to all Trusts irrespective of their Foundation Trust status and highlighted the Board's role in assessing and monitoring culture and cultural improvement for the first time.
47.2	Governors' duties had also been updated and involved representing the interests of members across the system of which the Trust was part as well as the population of England as served by the wider NHS.
47.3	Work would take place to review all areas of guidance and a development session would take place in November in order to ensure that the Trust could comply with the additions of The Code.
48	Governance Update
48.1	Paul Balson, Head of Corporate Governance said that the Governors' Portal was now live and Governors would have received an invitation to register. He asked the Council to ensure that they were able to access the portal as it would be used to share important information going forward.

48.2	A training session had been run by NHS Providers on significant transactions in light of the requirement for the Council to consider the Full Business Case of the Children's Cancer Centre later in 2022.
48.3	Since the last meeting, a call for nominations had been sent out to sit on Council of Governor subcommittees. A ballot would be circulated outside the meeting to confirm the remaining 3 seats on the Nominations and Remuneration committee. As the only staff nominee Quen Mok, Staff Governor was confirmed as a member of the committee.
48.4	Two Governors of four required had nominated themselves for the Constitution Working Group. Kamran Ansari and Peace Joseph were confirmed as members of the group alongside the Lead and Deputy Lead Governors and Governors were asked to nominate themselves for the remaining two seats on the group.
48.5	Two Governors of the six required had nominated themselves to sit on the Membership Engagement, Recruitment and Representation Committee. Hannah Hardy and Even Brinkley-Whittington were confirmed as members of the committee alongside the Lead Governor and Governors were asked to nominate themselves for the remaining 4 seats.
49	Update from the Membership Engagement Recruitment and Retention Committee
49.1	Adetutu Emmanuel said that the most recent meeting of MERRC had discussed the membership statistics and in particular had considered comparing the composition of the GOSH membership with the overall patient population at GOSH. There had previously been a low number of members from a Black and Minority Ethnic background and work was taking place to improve this. New membership materials had been developed and MERRC was collaborating with the Reach Network for support in this area.
49.2	The AGM/AMM would be taking place on 7 th September with a theme of partnerships and would include a presentation of the annual membership report by the Lead Governor. Sir Michael Rake said that the AGM would be held in person unless this because challenging as a result of the COVID19 pandemic.
50	Any other business
50.1	Sir Michael Rake said that it would be James Hatchley's last Council of Governors' meeting as he would be stepping down at the end of September 2022. Sir Michael Rake thanked him for his work to engage with the Governors throughout his tenure. James Hatchley said that Governors had an important role in giving feedback from

COUNCIL OF GOVERNORS ACTION CHECKLIST
November 2022

Checklist of outstanding actions from previous meetings

Paragraph Number	Date of Meeting	Issue	Assigned To	Required By	Action Taken
37.3	07/07/22	Work was taking place around health inequalities and to ensure that families were aware of, and able to access, support that was available. The Trust was experiencing an increase in requests for support from patients and families and work would take place to review the access of each scheme; this would be reported to the Council of Governors.	TL	End of November 2022	A paper on health inequalities will be discussed at the public Trust Board in November 2022. The paper and a summary of the discussion will be shared with governors after this meeting.
38.5	07/07/22	Stephanie Nash asked if the inclusion of a full-time lay partner and disability lay partner had been considered as part of the Children's Cancer Centre to provide continuity throughout the programme including in discussions with London Borough of Camden. She said that she had experience of the value of these roles in other projects. It was agreed that Stephanie Nash and Gary Beacham would discuss this further outside the meeting.	Gary Beacham and Stephanie Nash	November 2022	Verbal update: to be provided at the meeting during the CCC item.
38.7	07/07/22	Anna Ferrant said that a Governor session had taken place with NHS Providers who had provided training around significant transactions. She highlighted that there were limited meetings to provide Governors with updates and therefore regular communications would be provided outside meetings to ensure that Governors remained updated.	Gary Beacham	November 2022	Noted: The Full Business case for the Children's Cancer Centre will now be presented to the Trust Board in February 2023 and after this, the Council will meet to consider and approve the significant transaction.
38.8	07/07/22	Sir Michael Rake requested that a session was arranged with Governors and the Chief Executive to focus on the Children's Cancer Centre towards the end of September 2022.	AF	September 2022	Complete: Session held on 30 September 2022.

Attachment B

Paragraph Number	Date of Meeting	Issue	Assigned To	Required By	Action Taken
42.4	07/07/22	Suzanne Ellis, Non-Executive Director noted that a YPF member had spoken at an ICT townhall event about the importance of improving Wi-Fi in order to improve patient experience. She asked whether there had been a satisfactory improvement in the Wi-Fi as a result. Rose Dolan said that feedback had been ongoing for a number of years about Wi-Fi and Anna Ferrant said that work had taken place in this area and agreed that an update would be provided at the next Governors' meeting.	JQ	November 2022	Complete: Appendix 1 (attached) details the improvements made this year to the public Wi-Fi at GOSH to help improve patients and families experience whilst being at the Trust
44.8	07/07/22	Sir Michael Rake said that it would be important to consider the practicalities of implementing Governors' new role under the ICS and Anna Ferrant, Company Secretary said that she had discussed this with other Company Secretaries from North Central London, and it was agreed that this would be discussed further outside the meeting.	AF, MR	February 2023	Not due yet: Following the conclusion of the Code of Governance consultation the final version was published on the 27 October, to take effect from 01 April 2023. A briefing paper will be prepared for the Trust Board and Council of Governors setting out what this means for GOSH, and specifically governors for February 2023 meeting.

Next Gen – Guest WiFi (Public-WiFi-GOSH)

Improving Lives – Going Above & Beyond

Resilient & Scalable Service

- No Single Point of Failure
- Scalability – Grow with demand
- SD WAN – Multiple Internet Links

Secure Experience

- Isolated Guests
- Improved Filtering (DNS/URL)
- NHS Secure Boundary

Better Communication

- Bring Families Closer
- WiFi Calling
- Video/Audio Calling: Facetime, Teams, WhatsApp.
- Social Media & Messaging



Improved Entertainment

- Ability to Access to Streaming Service:
 - Netflix, Prime, Disney, BBC iPlayer
 - YouTube

Faster Browsing

- Fair Sharing Internet Bandwidth
- Faster Internet Pipe

Work from Hospital

- Access Corporate Remote Services
 - Enable Access to VDi Platforms
- Access Online Collaboration Tools

Council of Governors

09 November 2022

Supporting staff welfare, satisfaction and retention

Summary & reason for item:

This presentation is provided in response to a Governor request for an update on staff welfare, satisfaction and retention. The presentation highlights recent key activities and initiatives which have been put in place to make GOSH a great place to work. Also included are some of the metrics used to measure the impact these activities are having on staff satisfaction and experience.

Governor action required:

To note the contents of the presentation.

Report prepared by:

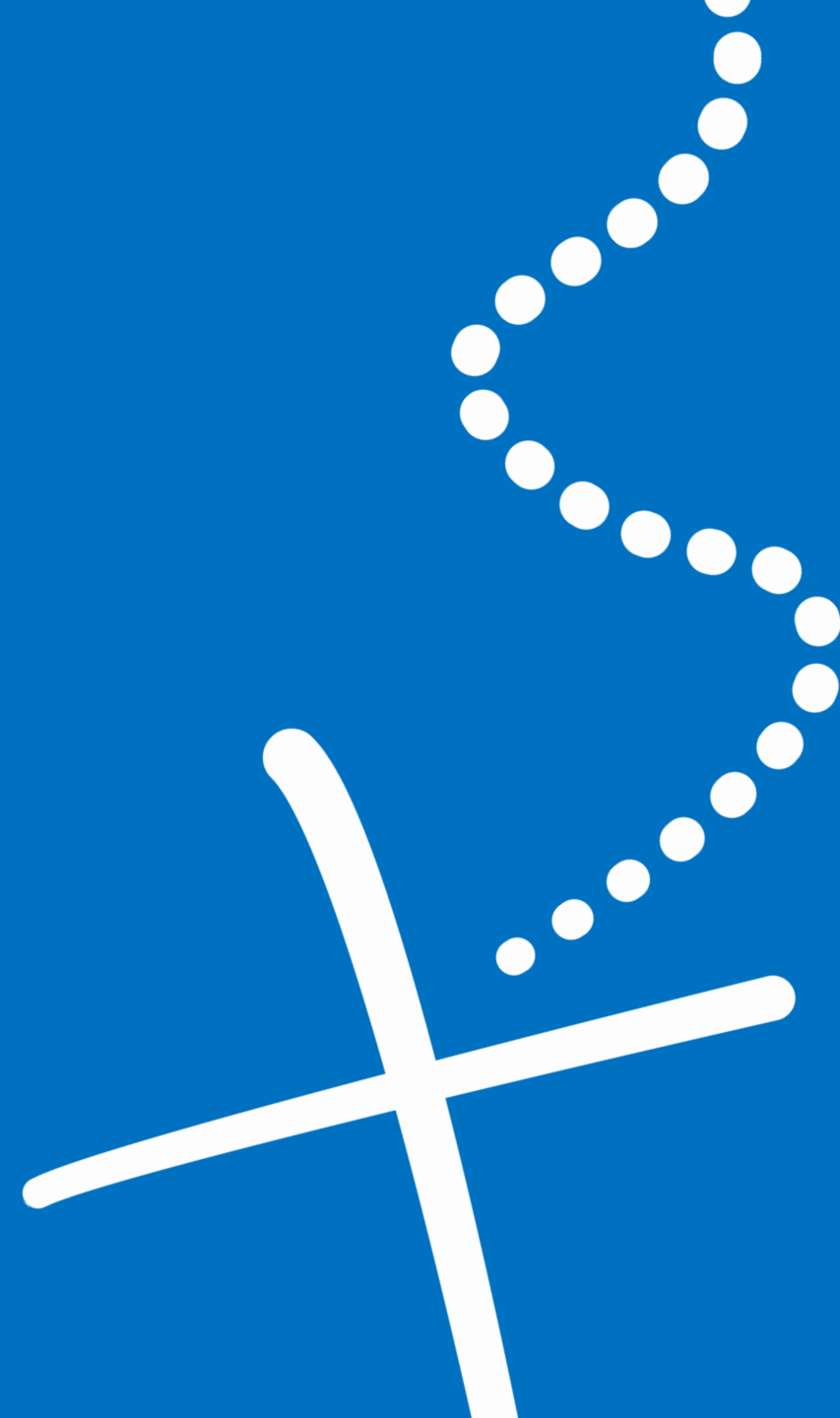
Sarah Ottaway, acting Deputy Director of HR&OD

Item presented by:

Caroline Anderson, Director of HR&OD
Sarah Ottaway, acting Deputy Director of HR&OD

Supporting staff welfare, satisfaction and retention

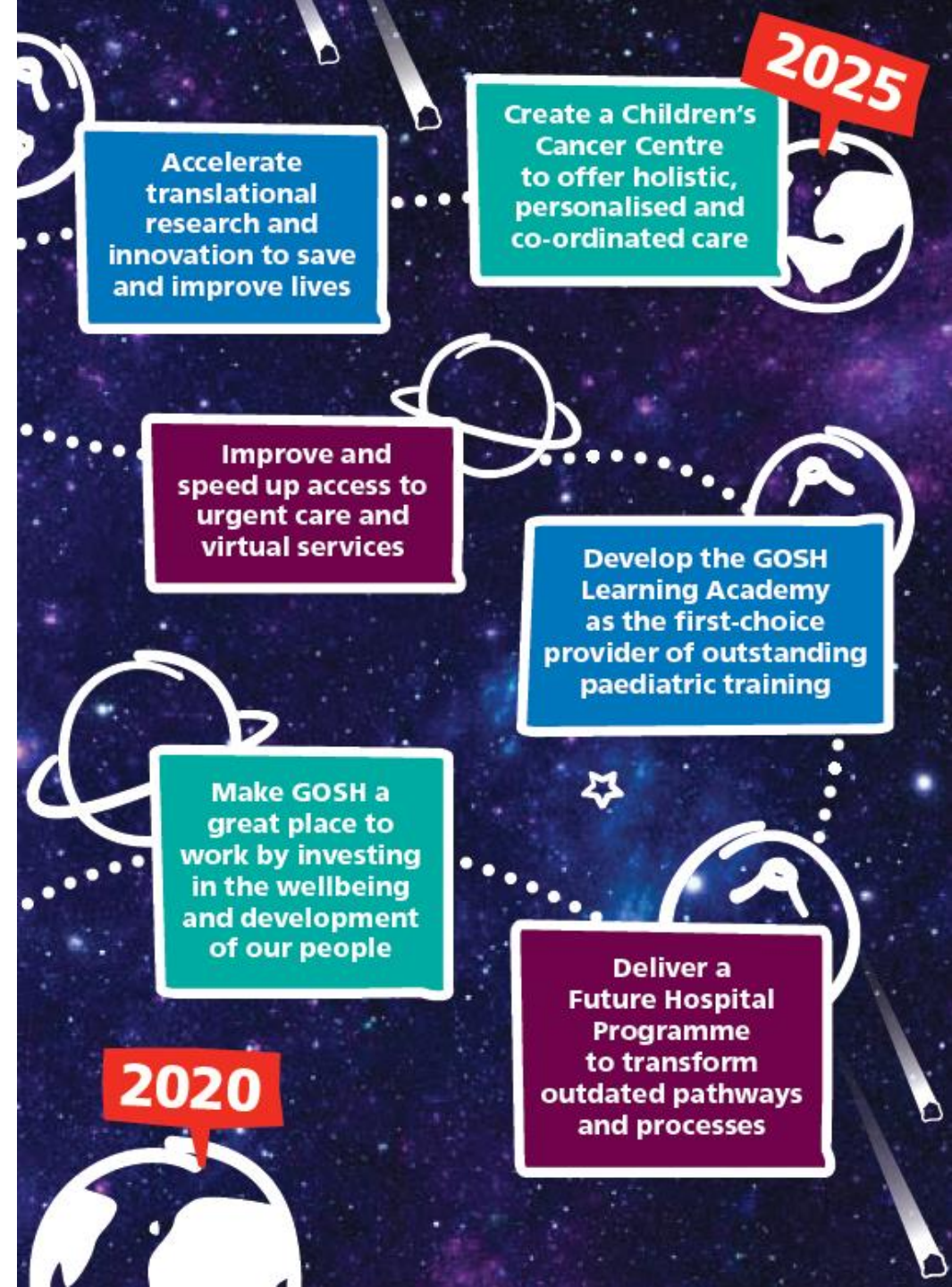
Council of Governors
9th November 2022



Our staff are an Above & Beyond priority:

The GOSH strategy “Above & Beyond” sets out the trust’s *commitment* to make GOSH a great place to work.

Our People Strategy, the Seen & Heard framework and the Mind, Body & Spirit framework set out *how* we’re going to achieve this.



Our People Strategy

The GOSH People Strategy was published in 2019 and is built around four key themes:

1. Capacity and workforce planning
2. Developing skills and capability
3. Modernising and reshaping the corporate and HR infrastructure
4. Culture, engagement, equality & diversity and health & wellbeing

The People Strategy is underpinned by our Diversity & Inclusion, and Health & Wellbeing frameworks:

The **Seen & Heard** Diversity & Inclusion Framework sets out four work streams

- **Opening up external recruitment**, promoting GOSH as a creative, diverse and inclusive employer of choice.
- **Creating internal career paths and opportunities for progression**, ensuring fair and transparent access to jobs, training and education.
- **Creating a more inclusive work culture for all**, to build understanding and connectivity and support value-based people management practice.
- **Creating channels and safe spaces which amplify the employee voice**, ensuring we listen, hear and take action as a consequence

Our Health & Wellbeing Framework **Mind, Body & Spirit** has three key areas of focus:

- **Our Mind:** focusing on mental health and wider wellbeing
- **Our Body:** focusing on our physical health while working, whether at home or on site
- **Our Spirit:** focusing on building the GOSH community and how we work together as #OneTeam, and safety and security while we are working;



People
Strategy

2019–2022

Making GOSH a great place to work

What are we doing?



Some of our recent activities to make GOSH a great place to work:

- Set up an on-site **Citizen's Advice** service for staff
- Launched the staff **hardship fund**, with the support of the Charity, to support staff in immediate financial difficulty
- Continuing to expand **educational opportunities** through **GOSH Learning Academy**
- Launched the **debiasing recruitment** programme to make our recruitment processes more **inclusive**
- Extended the financial and infrastructure support to the **staff networks**
- Created and rolled out **Health & Wellbeing training** for all **line managers** (I-Care)
- Making **flexible working** part of our BAU through encouraging **hybrid working**
- Providing **wellbeing support** through Peer Support Workers, Well-being coaches and TRiM practitioners – plus bespoke wellbeing support for clinical teams
- Refreshed and relaunched our staff **celebration** and **recognition** schemes – **GEMS** and **PRAISE**
- Maintaining our employee assistance programme (Carefirst) – which give staff access to **counselling, advice** and **information services**

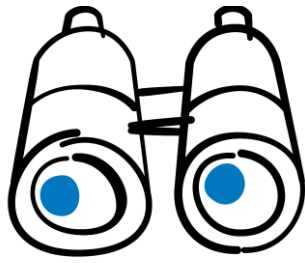
Is it working?

We're seeing some positive changes as a result of this work:

- People from **BAME backgrounds** now make up **36%** of our workforce, up from 29% in 2020
- In 2021 staff survey **39%** of staff agreed that GOSH takes **positive action on health and wellbeing** – an increase **17%** on the previous survey
- From the 2021 survey **59%** of staff were **satisfied with flexible working** opportunities, up from 51% in 2020
- Fewer staff are opting out of disclosing protected characteristics – a **3% increase** in **disclosure rates** has been seen since 2020
- **BAME representation** on the **trust board** has increased to **29%**
- The 2021 staff survey showed a **6% increase** in staff agreeing that **communication between management at staff is effective** – 50% agreed
- There has been a reduction in the relative likelihood of BAME staff entering a formal ER process
- Our **vacancy rate** remains below the target of 10% - currently its **8.2%**
- Our **turnover rate** also remains below the target of 14% - currently its **13.6%**



Still more to do



We're making steady progress, but the context we're in is very challenging – we need to keep going:

- The most recent **sickness rate** was **3.6%**, above the 3% target
- Our recent pulse surveys show significant **variance across** the different **directorates** for staff engagement and satisfaction
- Recent pulse surveys show a deterioration across several of the questions

The GOSH People Strategy is due for update – and consultation is currently underway across the hospital to make sure the right new priorities are included for who and where we are now. But the aim remains the same...

To make GOSH a great place to work

Council of Governors

09 November 2022

Care Quality Commission (CQC) and the new Single Assessment Framework

Summary & reason for item:

This paper is presented to update the governors on the Care Quality Commission's new single assessment framework.

The Care Quality Commission will be launching a new single assessment framework to regulate health and social care in England which will come into force from January 2023 to all care providers, local authorities and integrated care systems. The framework is built on five key questions and well-known ratings system and is what they use to set out their view of quality and make judgements.

The new framework is being introduced in phases to enable Trusts to start to become familiar with it and so the presentation today follows governors previous development session in July 2022 and sets out all the latest information about the framework and work we've being doing in preparation.

Appendices

- Additional slides on each quality statement at GOSH – **see separate pack**

Governor action required:

The Council of Governors is asked to note the content and update, and ask any questions that may further understanding of the new framework

Report prepared by: Claire Harrison, Director of Safety Surveillance

Item presented by: Claire Harrison, Director of Safety Surveillance

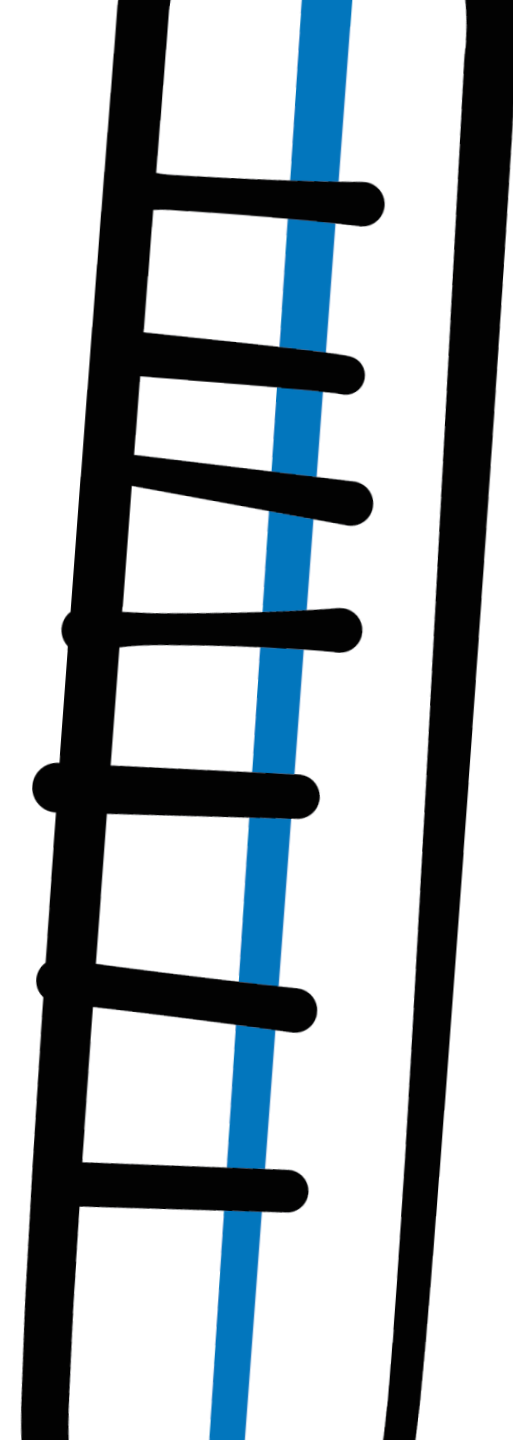
Care Quality Commission (CQC) and the new single assessment framework



Inspection 2019

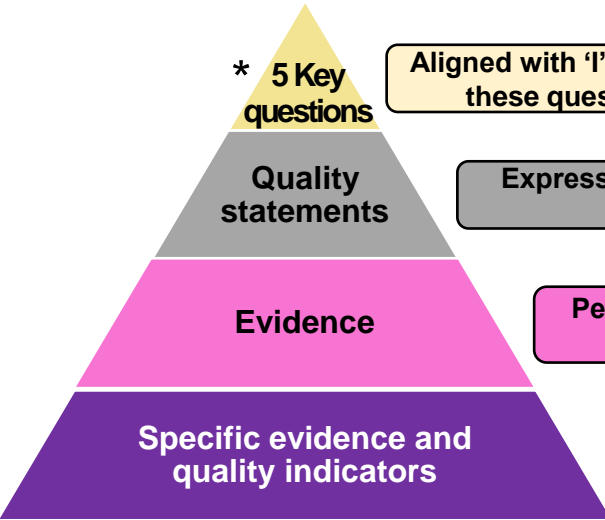
Ratings for Great Ormond Street Hospital NHS Trust

	Safe	Effective	Caring	Responsive	Well-led	Overall
Medical care (including older people's care)	Good Jan 2016	Outstanding Jan 2016	Outstanding Jan 2016	Good Jan 2016	Good Jan 2016	Outstanding Jan 2016
Surgery	Requires improvement ↔ Jan 2020	Outstanding ↑ Jan 2020	Outstanding ↑ Jan 2020	Good ↔ Jan 2020	Good ↑ Jan 2020	Good ↑ Jan 2020
Critical care	Requires improvement ↓ Jan 2020	Good ↔ Jan 2020	Outstanding ↔ Jan 2020	Good ↔ Jan 2020	Good ↑ Jan 2020	Good ↔ Jan 2020
Neonatal services	Good Jan 2016	Good Jan 2016	Outstanding Jan 2016	Good Jan 2016	Good Jan 2016	Good Jan 2016
Transition services	Good Jan 2016	Good Jan 2016	Outstanding Jan 2016	Good Jan 2016	Requires improvement Jan 2016	Good Jan 2016
End of life care	Good Jan 2016	Outstanding Jan 2016	Outstanding Jan 2016	Outstanding Jan 2016	Outstanding Jan 2016	Outstanding Jan 2016
Outpatients	Good Apr 2018	N/A	Outstanding Apr 2018	Good Apr 2018	Good Apr 2018	Good Apr 2018
Child and adolescent mental health wards	Good ↔ Jan 2020	Good ↔ Jan 2020	Good ↓ Jan 2020	Good ↔ Jan 2020	Requires improvement ↓ Jan 2020	Good ↔ Jan 2020



Single Assessment Framework

Providers, LAs and ICSs will be assessed with a consistent set of key themes, from registration, then via ongoing assessment



*** 5 Key questions**
 Aligned with 'I' statements, based on what people expect and need, to bring these questions to life and as a basis for gathering structured feedback

eg When I move between services, settings or areas, there is a plan for what happens next and who will do that, and all the practical arrangements are in place

Quality statements
 Expressed as 'We' statements; the standards against which the CQC holds providers, LAs and ICSs to account

eg We work in partnership with others to establish and maintain safe systems of care in which people's safety is managed, monitored and assured, especially when they move between different services

Evidence
 People's experience, feedback from staff and leaders, feedback from partners, observation, processes, outcomes

Evidence categories outlining types of evidence CQC uses to understand quality of care being delivered against a quality statement – will contribute to scoring

Specific evidence and quality indicators
 Data and information specific to the scope of assessment, delivery model or population group

Further information awaited as to specific detail

Underpinned by best practice standards and guidance

Scoring

Ratings will be a combination of scores from evidence categories, weighting to be confirmed.

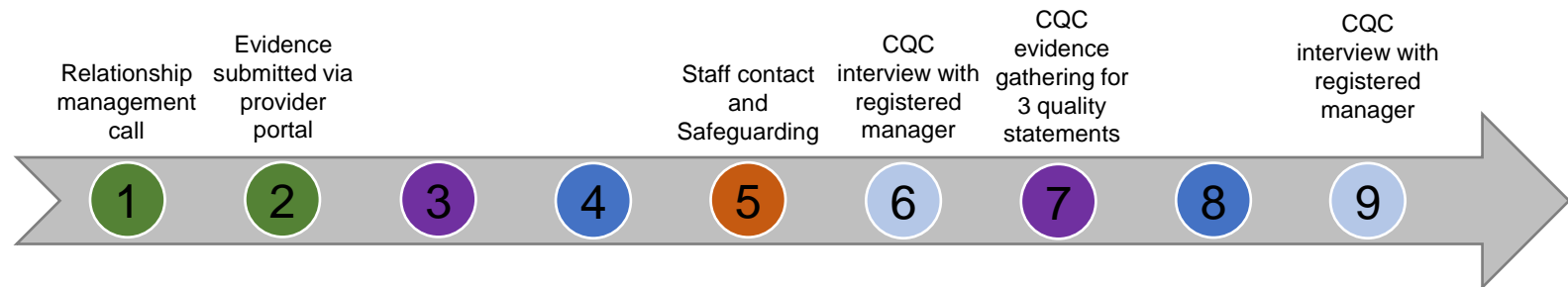
Example for 'Safe' quality statements scoring: 8 key questions, each worth 4 points, maximum score possible 32. (There are 34 questions across all five domains).

Percentage	Rating
25-38%	Inadequate
39-62%	Requires improvement
63-87%	Good
>87%	Outstanding

(note the relatively high threshold just to be Good)

Annual cycle

	Planned / routine information collection / contact
	Responsive (CQC led) information collection / contact
	Assessment
	Publication
	Information CQC receives



What will be different?



- **Gathering evidence:** much more use of information, including people's experiences of care services. Evidence to support judgements in a variety of ways and at different times – not just through on-site inspections.
- **On-site inspections** will support this rather than being a primary way to collect evidence.
- **Frequency of assessments:** service's rating no longer the main driver when deciding when to assess. Evidence received at any time can trigger assessment.
- **Assessing quality:** Judgements about quality more regularly, instead of only after inspection. Evidence from a variety of sources looking at any number of quality statements. Assessments structured and transparent, using evidence categories as part of the assessment framework and giving a score.
- **Decision-making** about ratings will be clearer and easier to understand.

What the CQC says about the new Quality Statements



- Commitments that providers, commissioners and system leaders should live up to.
- Expressed as ‘we statements’, they show what is needed to deliver high-quality, person-centred care.
- Show how services and providers need to work together to plan and deliver high quality care.
- Directly related to the regulations.

New Well-led Quality Statements sit within 8 topic areas – (of 34 new statements across the 5 domains)



- Shared direction and culture
 - Freedom to speak up
 - Partnerships & communities
 - Environmental sustainability – sustainable development
 - Capable, compassionate and inclusive leaders*
 - Governance, management and sustainability
 - Learning, improvement and innovation
 - Workforce equality, diversity and inclusion
-
- *the only topic which is NOT related to regulation 17 Good Governance, the rest are

Fundamental standards – a reminder (and that they link to the regulations)



- Person-centred care
- Dignity and respect
- Consent
- Safety
- Safeguarding from abuse
- Food and drink
- Premises and equipment
- Complaints
- Good governance
- Staffing
- Fit and proper staff
- Duty of candour
- Display of ratings

Being a good hospital every day...

What we've been doing



Engagement:

- Quality Support Visits
- Relationship Meetings with the CQC
- Regular briefings
- Grand Round
- Weekly Task force
- Weekly EMT Session
- Trust Board Development Session

What we've been doing

Outputs:

- Small working group across the year
- Issuing of '5 High impact' interventions
- Self-assessment tools for Well-led and Safe domains
- Managers' pack
- Communications Strategy
- Intranet presence / Multiple Channels
- Increased energy, awareness, feedback and accountability



What we've been doing

Results:

- Increased energy, awareness, feedback and accountability
- #QuickWins Programme
- Self Assessments
- 'Being a good hospital every day' as an ethos resonates well with staff across the Trust
- Bubble Ups of some of the unknowns...
- Addressing 'Wicked Problems'
- Executive Buddy System for Wards / Key Areas



In summary:

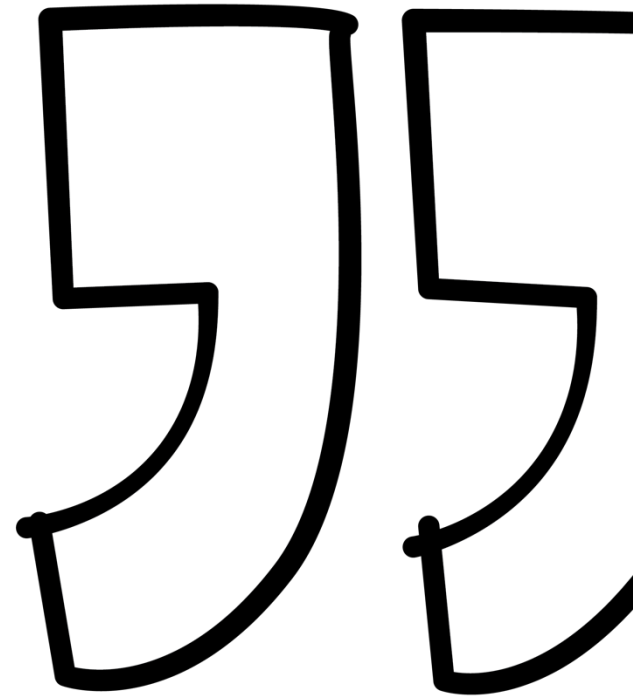
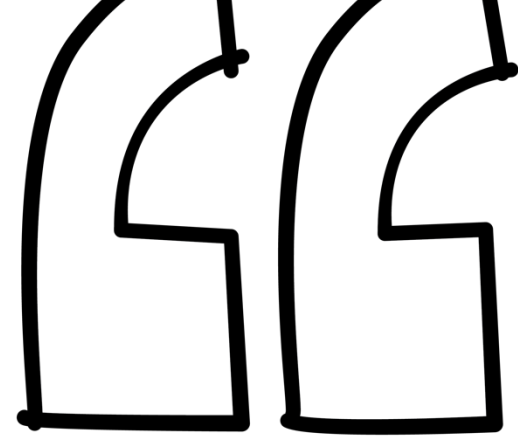
New framework in place from January 2023

Should make it easier to evidence where we are good

But of course:

If we are good under one framework then in theory we are good under the other too.....

Meanwhile lots of work underway



Council of Governors

09 November 2022

Children's Cancer Centre (CCC) – November 2022 update

Summary & reason for item:

The Children's Cancer Centre Programme Team held a seminar with the Governors and Non-Executive Directors on the 30 September 2022 where they covered a wide range of topics being covered in the CCC Full Business Case.

The purpose of this paper is to respond to a few of the queries and requests for more information on some topics that came up during this session. The full presentation from that session is available to governors on GovernorHub.

Appendices:

- Appendix 1 – notes from CCC Seminar with governors and non-executive directors on 30 September 2022 – **see separate pack.**
- Appendix 2 - Sustainability Programme Board paper on the 'CCC impact on GOSH Cycling Provision and active travel' – **see separate pack.**

Governor action required:

To note the update and ask any questions of the CCC Programme Director.

Report prepared by:

Daniel Wood, Children's Cancer Centre Programme Director

Item presented by:

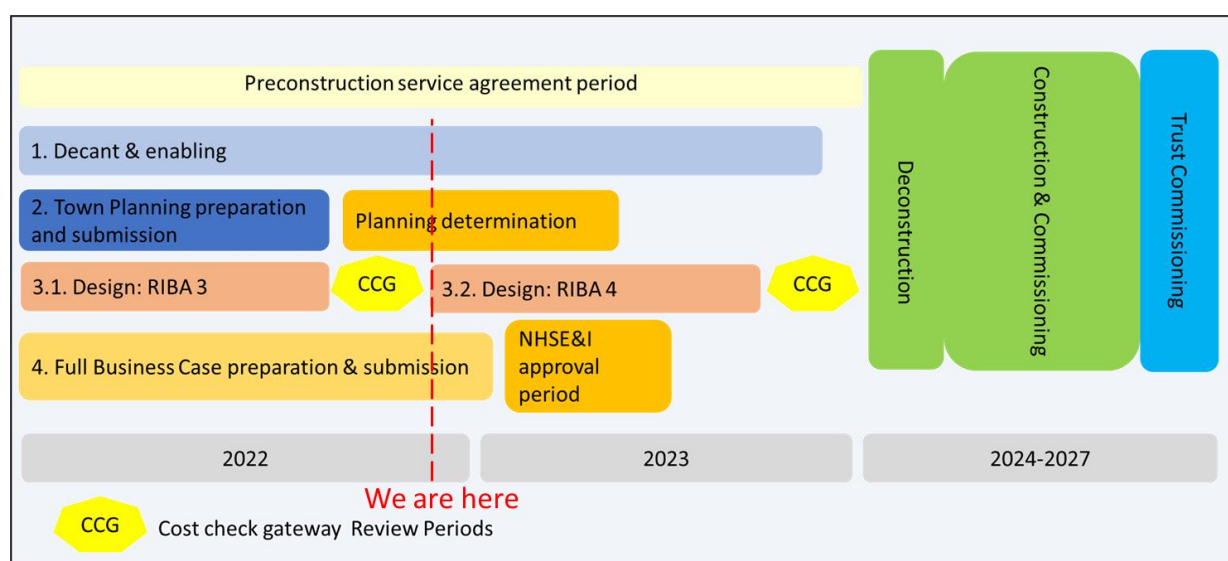
Daniel Wood, Children's Cancer Centre Programme Director

Children’s Cancer Centre (CCC) – November 2022 update

Introduction

We had a seminar with the NEDs and Governors on the 30 September where we covered a wide range of topics being covered in the CCC Full Business Case. The Governors will be required to sign off the CCC Full Business Case as it merits a ‘Significant Transaction’. And the seminar was framed to help draw out some of the key elements being incorporated into the Full Business Case. The delivery timetable for the Full Business Case now sees the completed business case now coming to the February Trust board. Below is an overview of the CCC critical path.

The purpose of this paper is to respond to a few of the queries and requests for more information on some topics that came up during this session.



More information was requested on:

Sustainability

The governor’s sustainability working group met the Head of Sustainability on the 6th September 2022. A detailed overview of the CCC sustainability plans were presented, which included the following themes:

- **Net Zero aspirations.** Examples include use of Air Heat Source Pump sourced from renewable (decarbonised) electricity from the grid
- **Circular Economy.** This includes focus on material selection for the build. One notable example is ensuring that we use the highest possible GGBS concrete (because Ground Granulated Blast-Furnace Slag is a by-product of another industry, it requires no new mineral extraction and produces no waste stream. Its production is also estimated to use less than 20% of the energy and produce less than 10% of the CO2 compared to traditional cement. It also has low levels of embodied CO2 and ensures that less industry by-products end up in landfill).
- **Health and Wellbeing.** Focus on natural light and use of outside spaces for patients/families as well as staff.
- **Green Infrastructure.** We plan to introduce biodiverse planting on the roof level

- **Water Conservation.** Examples include installing an underground tank to capture water for climate resilience.
- **Environmental Assessment:** Currently no significant barriers to reaching minimum credits for BREEAM 'Excellent'
 - 83.4% targeted
 - 96.42% potentially achievable
- Outstanding not possible due to compulsory energy requirement (site size and use)

Governor's had raised concerns around bicycle parking. Appendix 2 – see separate pack, gives a detailed overview from the Sustainability Programme Board paper on the 'CCC impact on GOSH Cycling Provision and active travel'

Planning

In May 2022 we submitted plans for new Children's Cancer Centre to the London Borough of Camden. As part of the planning process, Camden has been consulting on our plans and around 150 comments have been received on their portal. The CCC team has also been meeting with residents, businesses and other stakeholders to hear their views directly.

The CCC project team has reviewed all these comments and we recently submitted to Camden a comprehensive report setting out our response which is now available on the LBC planning portal. Our project website www.goshccc.info has also been updated to reflect the outcome of the review. We are running a drop-in session for local residents on 10th November 2022 as well.

Financing

We are pleased to confirm the formal completion of the Cost Check Gateway 2. As a reminder, the Cost Check Gateways are robust checks on the project and will ensure we stay on the right track for the CCC and GOSH. We are using the Capital Cost output from the Cost Check Gateway 2 to inform our financial model for the CCC. The detailed final capital costs to be used in the FBC are expected soon (from our Cost Advisors) and we'll be in a position to give greater detail in late 2022 / early 2023.

GOSH Charity fundraising

The Charity have committed to fundraise £300million for the CCC. They are using three main funding streams:

- Donations
 - High value donations (launched)
 - Lower value / general public donations. October saw the announcement that GOSH Charity is the 2023 TCS London Marathon Charity of the Year; a partnership that will play a key role in supporting our CCC appeal.
- The Charities existing reserves
- The Charities other income streams

The risk around fundraising will be mitigated by:

- Diversify funding streams
- Significant amount already raised / promised
- The risk is spread over the next 4-5 years (i.e. no requirement to have the £300 million on day one of demolition/construction of the CCC)

Council of Governors

9 November 2022

Chief Executive Report

Summary & reason for item

The Chief Executive's report provides the Council with a summary of developments since the last report in July 2022.

Governors are encouraged to seek assurance or pursue any points of interest from the Non-Executive Directors as part of their 'holding NEDs to account' duties.

The report includes:

- John Beswick appointed Chief Financial Officer (CFO)
- Changes to the Space and Place Directorate
- Care Quality Commission (CQC) inspection
- Summary of the 21 September 2022 Trust Board meeting
- Summaries of the Integrated Quality & Performance Report (July 2022 data) and Finance report (August 2022 data)
- Wider GOSH News

Appendices

- Integrated Quality and Performance report (July 2022 data) – **see separate pack**
- Finance Report (August 2022 data) - **see separate pack**

Governor action required

Governors are asked to note the report and pursue any points of clarification or interest.

Report prepared by:

Paul Balson, Head of Corporate Governance

Report presented by:

Matthew Shaw, Chief Executive

Chief Executive Report

1 John Beswick appointed CFO

John joins the Hospital from BT Group PLC on November 14 and will replace Margaret Ashworth, the interim CFO.

I am delighted that John has joined us bring a wealth of commercial, innovative and financial experience which will help our organisation flourish in the years to come.



2 Changes to the Space and Place Directorate

Zoe Asensio-Sanchez, our Director of Space and Place, is leaving to take up a new role within the NHS - Zoe joined us in 2020 and has delivered so much including the fabulous Sight and Sound Centre opened, progress towards building the Children's Cancer Centre and bringing our domestic services staff in-house.

Given the breadth and size of the directorate and the challenging context the hospital is operating in, we have appointed Jason Dawson, an experienced leader of estates and facilities and redevelopment projects, as the interim Director of Space and Place.

Jason will take up the role as Director with immediate effect with Zoe leading on a number of projects until she leaves at the end of the calendar year.

3 Care Quality Commission (CQC) inspection

The CQC will inspect the Trust some time 'soon'. Although we do not know exactly when and if we will get any notice, preparations are underway at the Trust.

An inspection may look right across the Trust, a small group of services or even at a single issue e.g., estates, mental health or safeguarding. Some single issues cross many directorates.

Preparations in progress at the Trust include a CQC hub on OurGOSH that provides key information for staff on greeting CQC inspectors, briefing packs for the clinical directorates as well as self-assessment tools for teams to gauge their inspection readiness.

4 September Trust Board summary

Highlights from the Wednesday 21 September 2022 meeting not covered elsewhere in the Council are papers are summarised below

Patient Story

- The Board received a story from Hannah - mum of GOSH patient Charlie (7 years old), diagnosed with a rare form of Haemophilia B from birth. Charlie became the first patient to receive a new drug via a pen injector in May 2022. The drug had a life altering impact on Charlie, allowing him to be more active and a significant reduction in risk of infection.
- Hannah said that although she had a good relationship with Charlie's clinical team, it was challenging being with Charlie without another adult to assist. The Trust's care team empowered her to support her son and were always available.

Potential industrial action

- The 2022/23 pay award was substantially below inflation and it is possible that industrial action could be taken in some areas.
- With the support of the GOSH Charity, the Trust has developed a hardship fund to enable staff to apply for a grant to help with immediate and unexpected costs.

GOSH had been judged to be the third best children's hospital worldwide

- All the leading organisations had been research hospitals which had underlined the importance of focusing on research.

James Hatchley, Non-Executive Director represented GOSH at the funeral of Her Majesty The Queen

- He said that he had remembered the work done by the Trust to support patients and families throughout The Queen's patronage of GOSH.

The NED walkrounds - where the Chair and other NEDs visit the frontline services. Key points raised included:

- The CCC would provide a significantly improved space for palliative care - as more and more parents choose to remain at GOSH rather than move to a hospice due to the good relationship with the Trust.
- The lift on Pelican Ward was out of order and in the process of being fixed
- The walkround provided an insight into the complexities of managing the decant for the Children's Cancer Centre - it was important to ensure that other areas which would not be impacted by the new space had the estate and facilities that they required.

GOSH Learning Academy Midpoint Review

- In October 2019, the GOSH Children's Charity (GOSHCC) Board granted approval to release funding of £14.6 for development of the GOSH Learning Academy (GLA). The investment supported six overarching priorities set out within the Learning Academy Framework.
- The Board received a progress report and provided positive feedback on progress to date, noting that in many areas targets had been exceeded.

5 Accessing Board papers

Public Board papers, including September 2022 can be found here: <https://www.gosh.nhs.uk/about-us/who-we-are/organisational-structure/trust-board/trust-board-meetings/> and on the Governor Portal.

If you would like to observe the Trust Board or have any queries please contact Victoria Goddard, Trust Board Administrator Victoria.Goddard@gosh.nhs.uk

6 Integrated Quality and Performance Report (July 2022 data)

The Integrated Quality and Performance Report provides a snapshot of hospital performance in key areas/ domains to provide assurance that the Trust's services are delivering to the level our patients & families, Trust Board, Council of Governors, commissioners, and regulators expect.

Patient Safety	<p>Safety and quality metrics were good with some key exceptions.</p> <p>The closure of serious incident (SI) actions have improved however focus remains to improve further.</p> <p>Duty of candour remained an area of focus but has improved since the last report, with Stage 2 cleared to 0 overdue. All stage 3 due in July have been completed except for one that was extended necessarily due to complexity of the Serious Incident</p> <p>The 'No Further Activity' plan continues to make progress and clinical harm reviews were undertaken where necessary and monitored through CQRG.</p>
Patient Experience	<p>Patient experience FFT responses for inpatient was down to 23% (as expected in the summer months) experience ratings remained high.</p>
Well-Led	<p>Well-led metrics remained varied. The Trust's focus was on voluntary turnover, which although green, had seen an increase. The reasons for this rise were being investigated.</p>
Patient Access	<p>Access targets were strong in terms of recovery. Activity overall was below our internally set plan but remained above the 19/20 plan as set in the national guidance (this is driven by day case and outpatient follow ups).</p>
Better Value	<p><u>What is Better Value (BV)?</u></p> <p>'Better Value' refers to the range of Trust cost efficiency schemes that aim to make £22.8m in savings this financial year (around 4% of our budget).</p> <p>At Month 5, the Better Value programme has identified £13.4m of the £22.8m target. At month 5 £5.7m had been delivered of the £7.2m year to date target.</p>

The Chief Executive will provide a verbal update on the latest position at the meeting.

7 Finance Report (August 2022 data)

1. NHS & other clinical income was £5.6m favourable to plan year to date (YTD) due to increased passthrough drugs income (offset by expenditure) along with higher than planned overseas income.
2. Private patients' income was £1.6m adverse to plan due to reduced levels of activity in prior months. Private patient income saw an in-month improvement linked to increased activity from the referral pipeline with it overperforming against plan by £0.3m.
3. Pay costs were £5.2m adverse to plan YTD which was driven by the underperformance of the Trust's Better Value programme.

4. Non pay costs were £1.8m adverse to plan YTD due to underperformance on the better value programme and additional pass-through drugs expenditure (offset by income). Additionally, the Trust has seen increases in software licence costs for the Trust EPR system while the cost of clinical supplies were lower than plan.
5. The YTD cash balance fell by £20.1m since the start of the year. The main drivers were the reduction in working capital of £6.7m and an increase in the operating deficit of £16.4m, offset by capital expenditure being lower than depreciation by £3.6m.

The key movements to note on the balance sheet were:

Indicator	Comment
Cash	Cash held by the Trust is £103.5m which was £3.3m higher than the previous month due to an increase in working capital.
NHS Debtor Days	NHS debtor days reduced from 4 days in July to 2 days in August, falling within the target of 30 days for the Trust.
I&PC Debtor Days	I&PC debtor days increased from 106 days in June to 111 days in August.
Creditor Days	Creditor days has increased from 24 days to 27 days.

The Chief Finance Officer will provide a verbal update on the latest position at the meeting.

8 Wider GOSH news

All GOSH news stories can be found here: <https://www.gosh.nhs.uk/news/>. Governors may wish to read the following articles on the website:



Researchers at GOSH and UCL GOS ICH are the first to use CRISPR/Cas9 technology to engineer donor T-cells to try to treat seriously ill children with resistant leukaemia

- T-cells from a healthy donor are modified using a technique called 'CRISPR' which makes a cut in the cells' DNA and inserts a new genetic code - In this case, the genetic code allows the T-cells to recognise cancerous cells and destroy them.
- The T-cells were then gene edited further using CRISPR so that they can be used 'off the shelf' without any donor matching needed.



The National Institute for Health and Care Research (NIHR) announced that the GOSH Biomedical Research Centre (NIHR GOSH BRC) was one of 20 centres from across the country to receive 5-years of funding to deliver translational research.

- Our vision is to transform the health of children, and the adults they will become, by combining cutting edge research methods with world-leading clinical trial expertise, to accelerate discovery of new treatments for children with rare and complex conditions worldwide - this funding will help deliver this.



GOSH has joined the Sustainable Medicines Partnership (SMP) as a Programme Collaborator.

- Medicines are the most common type of treatment for all sorts of medical problems. 4.5 trillion medicines are produced every year, yet hundreds of billions are never used. 25% of carbon dioxide produced by the NHS is due to medicines.
- Working with the Sustainable Medicines Partnership (SMP) we can understand the detail of regulation, manufacture, import, procurement and use to make big positive changes happen.

Council of Governors

9 November 2022

Young People's Forum Update

Summary & reason for item: To provide an update of the activities of the Young People's Forum since the last Members' Council Meeting.

Governor action required: The Council is asked to note the update.

Three key messages to take away from this report are:

- 1) YPF meetings have returned to in-person after two and a half years.
- 2) Recording the YPF podcast has begun.
- 3) YPF members elected a new chair and vice-chair.

Report prepared by: Amy Sutton, Children and Young People's Participation Officer.

Item presented by: Grace Shaw-Hamilton and/or Rose Dolan, Young People's Forum Governors.



YPF activity – July 2022 to September 2022

The Young People's Forum (YPF) is a group of current patients and siblings aged 10-21 who have a strong voice in helping to improve the experiences of GOSH patients. They use their own experiences to guide and support the hospital. Due to social distancing measures in place at the hospital, YPF meetings took place monthly via Zoom until September. The September YPF meeting took place in-person with capacity restrictions and a Covid-19 risk assessment in place.

The current total of membership: 71

Examples of YPF member activities since the last report are:

- YPF members presented at a national community of practice event for nurses about the importance of co-production and engagement with patients.
- A YPF member met the Mayor of London and informed him about the sustainability work YPF have been involved with.
- Several YPF members took part in the nursing leadership module about what leadership at GOSH means to them.

During July 2022 to the end of September 2022, 25 involvement opportunities were shared with the YPF. Examples include applying for the NHS Youth Forum, young advisor internship at Association of Young People's Health and a Young London strategy event about centring young people in health conversations.

YPF Meetings

YPF took part in the following projects during the July virtual meeting. Please note that a meeting did not take place during August,

Patient Safety Education

Liz Akers, Head of Education for Patient Safety, lead a discussion on what patient safety means. This was an initial session to explain the role of patient safety within the hospital with the view to involving YPF in several upcoming quality improvement projects.

Task Pick 'n' Mix

YPF members were given the choice of three different projects to work on.

- Festival planning with Reverend Jim – helping to decide which religious holidays should be celebrated in the hospital and how.
- London Marathon event planning – creating different events and activities patients can get involved in during London Marathon weekend
- Charity engagement – giving ideas on how patients and families can get involved with GOSH Charity.

Q&A with Chief Nurse

Chief Nurse Tracy attended the July YPF meeting and took part in a Q&A with members at the end of the meeting. Lots of things were discussed, everything from favourite hobbies to patient experience strategy and how the YPF can help with that.

The September meeting took place in person and reverted back to a full day session. Projects and

Attachment H

activities undertaken during the September meeting:

YPF Podcast planning

Following on from the digital play project, plans are underway for the YPF podcast with support from the Learning Academy. The episode themes for the first series of the podcast include sustainability, transition, mental health and consent in healthcare. YPF members helped to decide aims and key messages for each episode, suggested staff that could be interviewed and nominated themselves to co-host and/or take part in interviews.

Sight and Sound Centre tour

YPF members were taken on a tour of the Sight and Sound Centre so they could see the results of their involvement in the planning of this space. One YPF member said, "Great to see our impact in the centre."

Deteriorating patients Quality Improvement (QI) project

Liz Akers returned to YPF along with Lucy from the QI team to begin work on the deteriorating patients project. YPF were asked to consider the language and words they and their families use to describe themselves when they are ill. They also came up with ways that the hospital could use to assess skin tone. The QI team will take these ideas to come up with an initial plan and will return to YPF to continue work on this.



Fig 1: YPF Group photo – September 2022

Additional YPF Activity:

Recruitment panels

Three YPF members formed a stakeholder panel for the recruitment of the new Head of Nursing and Patient Experience for Blood, Cells and Cancer. This panel took place in person. YPF member Ryan also sat on the diversity and inclusion stakeholder panel for Chief Finance Officer.

YPF Election

The YPF election took place during September 2022, with members voting for a new chair and vice-chair. Four members put themselves forward for chair and three for vice-chair. Scarlet was voted as YPF chair and Sameera as vice-chair. They have begun their induction sessions.

Finance and Investment Committee Update

The Finance and Investment Committee (FIC) held a regular scheduled meeting on 21 June 2022.

Additionally, on 30 May 2022 the Non-Executive Director and one Associate Non-Executive Director members of FIC held the first of several extra sessions with the CCC Programme Director to help shape the Children's Cancer Centre Full Business Case (CCC FBC).

Key issues

Joining the UCL Health Alliance update

The Committee reviewed the proposal for GOSH to joining the North Central London collaborative of providers called: UCL Health Alliance. Joining presents an opportunity for GOSH to collaborate with other provider organisations across NCL on priorities which are best addressed through collective action at system level.

GOSH 2022/23 Budget Setting Update

The Committee reviewed the final version of the 2022/23 financial plan that aligned with the NCL plan and requirements for the system to breakeven in year. The plan presented a £10.6m deficit.

The Better Value programme for 2022/23 is for £22.9m with £16.2m of schemes identified with ongoing work to identify the remaining £6.7m.

Finance report Month 2

At Month 2 the Trust reported a year-to-date deficit position of £8.2m. The cash position remains strong although it has reduced to £114m. To date the £2.7m has been spent on capital investment, with the majority of this relating to the CCC programme.

Integrated Performance Report Month 2

The Committee received the month 2 report and requested further information on the increase in 'Clinic Letters not sent' and more detail on the directorates with challenging RTT performance.

CCC Full Business Case meeting

On 30 May 2022 the NEDs received a briefing on the CCC Team's planned approach to activity, workforce and financial modelling - highlighting the key assumptions being used for each element of the CCC FBC.

Following the meeting, the Outline Business Case (OBC) was recirculated to members. The next meeting was scheduled for 27 June where the draft Strategic case (including the output of activity modelling), draft management case would be reviewed.

Suzanne Ellis – Associate Non-Executive Director was also introduced to the Committee NEDs at this meeting.

2021-22 National Cost Collection (PLICS submission)

The Committee noted the National cost collection process for the 2021-22 return and agreed to recommend to the Trust Board the delegation of the approval of the submission to the Executive team.

I&PC recovery

The committee received an update on the approaches to recovering activity in International and Private Care after the impact of the pandemic and associated travel restrictions.

Insurance update

The Committee noted the proposed timetable for dealing with renewal and the scope of the insurances proposed to be purchase. The Committee asked the Audit Committee to review the conditions embedded in the Trust's Cyber Security coverage.

Annual procurement report

The Committee received the annual report on the procurement service and requested future reports had more detailed on sustainability.

Major projects

The Committee noted progress on all major projects at the Trust.

Feedback from Governors

The Chair sought feedback from Governors in observance at the end of the June meeting.

2022/23 forward plan

The Chair and Associate NED (Suzanne Eilis) agreed to schedule a meeting to review the Finance and Investment Committee's workplan for the next year.

Thanks to Akhter and Helen

The Chair and other Committee members thanked Akhter Mateen, NED and Helen Jameson, Chief Finance Officer for their work for the Committee. The June meeting was their last.

End of report

Summary of the People and Education Assurance Committee held on 13 September 2022

The Committee noted the summary from the Quality, Safety and Experience Assurance Committee held in July 2022.

Focus of Meeting

People and Education Assurance Committee meetings now focus on a specific theme. The focus of this meeting was the **Health and Wellbeing** as part of the People Strategy.

GOSH Learning Academy

The Committee heard the GLA programme remains on track having successfully overachieved and delivered across all priority areas, including the financial sustainability target. The Committee congratulated their success and discussed how this could open up possibilities and potential for the future.

People Strategy Update

The Committee were provided with an update on all areas of the People Strategy. They noted the progress on the debiasing recruitment programme, in particular the D&I recruitment champions and the Allyship toolkit both of which support corporate change. They heard the work undertaken to promote the new OurGOSH platform, a fundamental engagement tool for the hospital, which is now gaining traction. The Committee discussed the downward trend in the pulse survey results but noted that overall engagement benchmarks well.

Health and Wellbeing Annual Report

The Committee received a presentation on the progress made towards the Health and Wellbeing framework that was first introduced in 2019. The response to the support available to staff has been very positive; over the last year, the Occupational Health Service saw over 6,000 people, the Wellbeing Hub responded to 350 contacts and the Employee Assistance Programme had 64 contacts and 30 new cases.

Compared to the London benchmarking the Trust are higher than average for wellbeing and the annual staff survey results reported that 64% of staff felt the organisation took positive action on health and wellbeing and 72% felt their immediate line manager took a positive interest in their health and wellbeing.

Going forward, the Committee heard the challenge will be to maintain activity levels to manage patient backlogs whilst responding to the system changes including the financial and workforce impact as well as managing new and different ways of working, including hybrid working and decanting offices and services. The consequence of these will make for a challenging employee relations context.

Supporting Staff Financial Wellbeing

The Committee were updated on how the Trust has accelerated making financial support readily accessible for staff. Funded by the GOSH Charity, the Trust has introduced a hardship fund that aims to support staff with immediate and one-off financial concerns. For a more longer-term solution leaders are considering how they are able to influence the wider system to support help NHS staff.

Recognition and Celebration

The Committee were advised that the recognition and celebration programme had been postponed in light of the National period of mourning. It is hoped the programme will be rescheduled to take place in a few weeks' time.

Staff Voice: Women's Network

The Committee welcomed Lisa Mennie, a Senior Specialist Biomedical Scientist and Chair of the Women's Network. Lisa explained she had been part of the network since its inception and talked about how it has grown and gained direction, particularly over the last year. The Committee were updated on the progress made against the networks three workstreams, women's health, personal safety and career development.

Lisa explained the work she does for the network is in addition to her day job and whilst she felt supported by her managers and the wider trust due to her personal dedication to the cause the time given to the network doesn't feel enough, but she recognised there needs to be a balance on what is achievable. Going forward, Lisa was keen to involve the network in events or training sessions that are already taking place within the Trust rather than to hold their own which would be more manageable for the network. Lisa felt the network received good support from the Trust and all four networks work together positively.

Freedom to Speak Up Service Update: June–August 2022

The report was taken as read and the Committee noted the impactful quotes and discussed whether the Trust is making sufficient progress particularly in relation to diversity and inclusion. The Committee considered the progress that had been made and the areas it felt the Trust needed to challenge itself even further. The staff survey has shown a steady improvement over the years and feedback over the past three months suggests a positive experience of staff accessing the service and of speaking up. The Committee felt it is important for the Trust Board to undertake unconscious bias training.

Your Voice Counts – staff feedback

The Committee noted the steady deterioration across all nine core questions in the pulse survey and discussed other forums such as the 'Virtual Big Brief' and 'Sharing with Colleagues' on OurGOSH as a way to further understand how external factors may be impacting staff. All providers run the pulse survey at the same time and once the benchmarking data is available the Trust will be able to use this as a comparator across the wider system.

Whistleblowing Update

Following the recently published NHSE Freedom to Speak Up policy template the Committee heard how the Trust is reviewing its policy and using this as an opportunity to assess some of the gaps in the current process

Update on the Board Assurance Framework (BAF)

All risks were updated at the end of July/ beginning of August and the Committee received an update on the four BAF risks PEAC has oversight including workforce sustainability, service transformation, culture and GOSH learning academy. The Committee agreed to recommend lowering the score of the workforce sustainability risk to the Audit Committee on the basis of the work underway to deliver against the People Strategy and associated frameworks and that there is good stability in the workforce.

Deep Dive of BAF Risk 14: Culture

Discussion took place on current state of culture within the organisations and how this is measured through core metrics and the impact through frameworks and trackers. The Committee were assured that instances of poor behaviour at a senior level are dealt with through mediations, facilitated discussions and where necessary disciplinary processes.

The Trust continues to work towards a culture of no blame; this is supported by the approach, systems and processes applied when things go wrong, or when patients and families are aggrieved. Whilst it is not something that can change overnight, good progress has been made and there is a sense within the Trust that a fair and equity application of judgement allows staff to access their own feelings when learning and supporting culture change. Whilst the overall themes to cultural change are the same the methods by which the Trust achieves these will be very different and specific to area and team.

Workforce Metrics Update

The Trust has six key workforce metrics, and in July achieved and exceeded target against 4 of them (vacancy, turnover, agency spend and statutory & mandatory training). PDR has continued to decline and been below target for 14 months and sickness absenteeism remains above target at 3.3% but is the lowest rate in over a year. Statutory mandatory training and appraisals are being discussed at Executive Management Team for a plan to increase their compliance.

Nursing Workforce Assurance Report

The Committee received and noted the report.

Safe Nursing Establishment Review

The Committee sought assurance and were advised there is a successful recruitment campaign underway in the operations and imaging directorate with a number of staff in the pipeline. Whilst the Trust has a fully compliant safe nursing establishment four areas will be undertaking a deep dive and Kola ward is closed to do a review looking at patient acuity and staffing ratios. The Committee heard that cardiology has seen an increase in patients and discussions are underway with teams about what additional support can be provided.

Domestic Services Insourcing Workforce Update

The Committee were updated on the good progress being made against the harmonisation since its commencement in April 2022. A positive step is the approximately 40 workers on zero hours/ad-hoc contracts who have moved from OCS to GOSH alongside the formal transfer of employees. The Committee heard that while there was an anticipated spike in sickness this has started to level off and HR are working hard with the management team.

Council of Governors

09 November 2022

GOSH Non-Executive Director Appraisals

Summary & reason for item:

This purpose of this paper is to provide an update on delivery of the annual appraisal process for the Non-Executive Directors. Governors will recall that the timetable for the appraisal process in 2022 was received at the July 2022 Council of Governors meeting. The process largely remained the same except for the governors' feedback pro-forma which was agreed to be adapted to make it more relevant to the engagement and communication governors have with non-executive directors and therefore more meaningful to complete.

Oversight and engagement in the Chair and NED appraisal process are one of the ways that Governors hold the NEDs to account in their role.

Due to Gautam Dalal and Suzanne Ellis only commencing in their NED roles in May and June 2022 respectively, it was decided that an appraisal would not be appropriate at this time. Instead, the Chair met with them individually to discuss how they are settling in and to understand whether they felt any further support or training is required at this time.

The timetable for the Chair's appraisal has been extended to allow sufficient time for stakeholder feedback to be received. The Chair's appraisal will then take place in November and the Committee will be asked to meet again in January 2023 to this will then be presented to the Council of Governors in February 2023.

The Council of Governors' Nomination and Remuneration Committee considered the output from the NED's appraisal processes at their meeting on 20 October 2022 and recommend these for approval by the Council of Governors.

Governor action required:

- To consider and approve the output from the Chair and NEDs' appraisal processes.

Submitted by: Natalie Hennings, Deputy Company Secretary

Presented by: Sir Mike Rake, Chair

Council of Governors

09 November 2022

GOSH Chair Recruitment Process (appointment date from 25th October 2023)

Summary & reason for item:

This purpose of this paper is to consider the recruitment process for a GOSH Chair. The current GOSH Chair, Sir Mike Rake's tenure comes to an end on 23rd October 2023.

The Board is keen that the recruitment process for a new Chair is considered and conducted early in order to provide sufficient time to attract and appoint a high-quality calibre candidate. The proposed timetable provides for the Council considering a proposed candidate at its meeting in July 2023 for approval for the successful candidate to take over the Chair on 24th October 2023. The intervening period between July and October 2023 will provide time for the candidate to undertake induction and get to know the Board, Council and the Trust as an Associate Non-Executive Director.

The Council of Governors Nominations and Remuneration Committee met on the 20 October 2022. They endorsed and recommended the Chair recruitment process, job description, person specification and terms and conditions of service to the Council of Governors for approval.

Governor action required:

The Council is asked:

- to consider and approve the revised draft Job Description and Person Specification.
- to approve the revised terms and conditions of service for the Chair.
- to approve the appointment process and timetable noting that the successful candidate will be appointed as Chair from 24th October 2023.

Report prepared by: Anna Ferrant, Company Secretary

Item presented by: Amanda Ellingworth, Deputy Chair and Anna Ferrant, Company Secretary

GOSH Chair Recruitment Process

1. Introduction

The purpose of this paper is to consider the recruitment process for the GOSH Chair. The current GOSH Chair, Sir Mike Rake's tenure comes to an end on 23rd October 2023.

The Board is keen that the recruitment process for a new Chair is considered and conducted early to provide sufficient time to attract and appoint a high-quality calibre candidate. The proposed timetable provides for the Council considering a proposed candidate at its meeting in July 2023 for approval for the candidate to take over the Chair on **24th October 2023**. The intervening period between July and October 2023 will provide time for the successful candidate to undertake induction and get to know the Board, Council and the Trust.

2. Background

Sir Mike Rake has advised of his intentions to step down from his role as Trust Chair at the end of his tenure on 23rd October 2023 at which he will have served six years on the Board (2 x three-year tenures as under the Trust Constitution).

3. Composition of the Trust Board

Currently the Trust Board is made up of a Non-Executive Chair, six other Non-Executive Directors and six Executive Directors including the Chief Executive.

Sir Mike Rake chairs the Trust Board, Council of Governors, Board Nomination Committee and Council Nominations and Remuneration Committee. The new Chair will continue to carry out these duties.

The Board will be consulted throughout the process to meet the requirement of the Code of Governance (July 2014) and Draft Code of Governance (May 2022) which state "*When considering the appointment of non-executive directors, the council of governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.*"

4. Proposed appointment process set out in the Code of Governance

The Code of Governance (July 2014) and Code of Governance for NHS Provider Trusts (27 October 2022) provides a high-level overview of the principles of an effective NED (and Chair) appointment process. The provisions stated within each are attached as **Appendix 1** and show the differences between the two.

The appointment of a Chair will be made on merit, based on objective criteria following open competition. The process will be formal, rigorous and transparent and in line with the above provisions (please see below for further detail).

5. Support

The appointment process will be led by the Deputy Chair and Senior Independent Director (Amanda Ellingworth) with administrative support from the Company Secretary and Deputy Company Secretary.

As with previous Chair and NED appointments at GOSH, it is proposed to tender for an external recruitment agency to run the recruitment process. It is important to ensure the external agency has a robust understanding and appreciation of the importance of the Trust's profile and reputation as an NHS Foundation Trust and international centre of excellence for paediatric healthcare. It recognises the importance of the relationships with GOSH's key stakeholders, and the stature and significant experience required of a candidate to undertake the Chair role at GOSH. This includes experience of having led similar originations of scale and complexity and possession of exceptional engagement and stakeholder management skills. It is important that the agency has experience of reaching into different communities and attracting candidates from diverse backgrounds.

6. Chair Competencies, Draft Role description, Person Specification and Terms and Conditions

The Council of Governors last reviewed the job description and person specification for the Chair in 2017. The context in which the NHS now operates, and GOSH specifically, is very different now.

Following the publication of the NHS Long Term Plan and the NHS People Plan in 2019, NHS England developed an NHS Provider Chair Competency Framework¹ which recognises the pivotal role and contribution of provider chairs and aims to support NHS trusts and foundation trusts in attracting, appointing and developing them. Above all, in leading their boards, chairs must visibly and consistently demonstrate a commitment to developing and maintaining a healthy organisational culture and environment built on trust; openness; honesty; integrity; and inclusivity, and which promotes collaborative, system-level leadership that is focused on the best interests of all patients and service users and the wellbeing of all staff.

Certain core characteristics have been identified as essential in ensuring success and effectiveness in the chair role. The five competency domains, in the context of the NHS principles and values in the NHS Constitution are attached as **Appendix 2**.

To sit alongside the Competency Framework a Chair role description and person specification have been developed. The Corporate Affairs Team has taken the NHSE job description and person specification template and reviewed it against the existing Trust version. A revised version (**Appendix 3**) is attached for consideration and approval by the Council of Governors.

Governor action required: The Council of Governors is asked to consider and approve the revised draft Job Description and Person Specification.

The Council of Governors has previously agreed the terms and conditions of service for NEDs. These have been reviewed and refreshed for the purposes of this Chair recruitment process and are attached at **Appendix 4**.

Governor action required: The Council of Governors is asked to approve the revised terms and conditions of service for the Chair.

¹NHS England – NHS Chair Framework: <https://www.england.nhs.uk/non-executive-opportunities/about-the-team/role-of-the-nhs-provider-chair/>

7. Committee Responsibilities

Appointment of recruitment agency: Following a tender exercise the Trust will confirm the appointment of the recruitment agency to the Council of Governors Nomination and Remuneration Committee and Council of Governors.

Candidate selection: Following a detailed executive search and recruitment process, the recruitment agency will be asked to present a comprehensive analysis of candidates who have applied for the position of Chair. The analysis will comprise candidates' applications long with an overarching summary that will grade and rank candidates into a number of provisional categories for the panel's consideration. The selection panel will then conduct a longlist meeting where all applications received will be duly considered with a view of starting to select high value individuals to take forward further in the process via detailed assessment discussions. A subsequent shortlisting meeting will then take place where the panel will select a handful of senior candidates to invite to final interview.

The role of the panel is to make a recommendation to the Council Nomination and Remuneration Committee for a preferred candidate to be appointed to the role of Chair. The Code of Governance 2014 states that governors make up a majority of the votes on the interview panel whereas the latest Code of Governance issued on 27 October 2022 states that governors and/or independent members should be in the majority on the committee and also the interview panel. Taking into consideration the new Code, (which is effective from 1 April 2023), and showing due regard to what is considered future best practice, the Trust proposes to include one external assessor from NHS England or the ICB and allow them voting rights on the panel. The Trust will engage with NHSE to agree their approach to the independent member once the timetable has been confirmed.

Interview Panel: It is proposed the following individuals will comprise the final interview panel:

- Deputy Chair (Chair of Interview Panel) (voting)
- Lead Governor (voting)
- Three (out of the five) members of the Council of Governors' Nomination & Remuneration Committee (voting)
- An independent member from NHS England or a representative from the ICB (voting).

The Chief Executive, Recruitment Adviser and Company Secretary will also be in attendance as observers and for advice.

The interview panel will recommend a candidate for appointment to the Council of Governors.

Support for governors on the interview panel: Council of Governors Nomination and Remuneration Committee have confirmed they would benefit from support and training to help them in conducting the interview and asking questions. The Committee specifically asked for the training to include the Always Values and unconscious bias and this will be arranged with the recruitment agency following their appointment.

8. Eligibility of appointment

To be eligible for appointment the successful candidate must be a public or parent/ carer foundation member of Great Ormond Street Hospital for Children NHS Foundation Trust (as outlined in the Trust Constitution).

9. Appointment process

The following process is proposed for appointment of a Chair at GOSH. A draft timetable (for discussion) is attached at **Appendix 5**.

Advertisement: Once the recruitment agency is confirmed, the Trust will work with the agency to agree where the post will be advertised. Popular advertising streams include following website:

- Public Appointments website <http://publicappointments.cabinetoffice.gov.uk/>
- NHS England: <https://www.england.nhs.uk/non-executive-opportunities/>
- Great Ormond Street Hospital for Children NHS Foundation Trust website www.gosh.nhs.uk
- Recruitment Agencies global website.

The position will be advertised for a minimum of 6 weeks.

Selection, Appointment & Remuneration: The recruitment agency will conduct a wide ranging and detailed search of the market for suitable high-profile candidates.

Longlist: The recruitment agency will analyse the applications and discuss and agree the long list with interview panel members. The recruitment agency will hold assessment interviews with long list applicants.

Shortlist: Following the long list assessment interview process, the recruitment advisers will present a report on the most suitable candidates as assessed against the role description and person specification and taking into account the findings of the long list assessment interview process (covering quality aspects, candidate interests) and any information pertinent to the fit and proper person's test.

The interview panel will shortlist and identify those candidates that should be invited for interview. Barring an exceptional number of high calibre candidates, the Committee should aim to select for interview no more than five (5) candidates.

It is not unusual for interviews involving high profile candidates to be conducted in such a way that the confidentiality of applicants and short-listed candidates is maintained at all times. This will determine how the interview process will be conducted, including ensuring that candidates are not made aware of other applicants/ candidates and that they do not meet during the process.

The formal interviews will likely take place over two days as the process will include three stakeholder panels, a tour of the hospital and the formal interview.

Stakeholder meetings: Each candidate will be required to attend a stakeholder panel to meet with key members of partner organisations and other internal stakeholders. The purpose of the stakeholder panel meeting is to provide an opportunity for candidates to explore matters of interest prior to their final interview. Importantly, it also provides stakeholders with the opportunity to meet candidates and assess how they engage with different groups in an informal setting.

It is important that the stakeholder meeting is kept to a manageable number (maximum 8 individuals). It is suggested that the Charity, ICH and UCL Partners are included as well as representatives from senior GOSH management (clinical and non-clinical).

Attachment: L

Young people's stakeholder meeting: Each candidate will be required to attend a stakeholder panel with children and young people. The purpose of this panel is to provide an opportunity for candidates to meet a few young people and parent/carers who have used the hospital services and to have an opportunity to ask questions about the hospital and the young people's experiences.

Staff Networks stakeholder meeting: The Council of Governors Nomination and Remuneration Committee requested a staff networks stakeholder meetings is added to the process. The purpose of this panel is to provide an opportunity for candidates to engage with representatives from each of our four networks, REACH, Pride, ENABLED and Women's Network and have an opportunity to ask questions about diversity within our workforce and understand what support is offered to colleagues.

Tour of the Hospital: On the day of the interview, candidates will be offered a tour of the hospital to inform their interview.

Interviews: Prior to the interviews, the Interview Panel will decide on a series of questions and areas for discussion with candidates, ensuring that the interviews are consistent, fair and transparent. Documentation will be provided to panel members to ensure all agreed criteria are fairly assessed.

At interview, candidates will be asked questions to assess whether they can demonstrate the required skills and expertise required for the Chair role. The selection process will ensure that the interview panel tests all relevant criteria.

Each interview will last approximately one hour although they may be reason to go beyond this to ensure that the panel is able to conduct a full and comprehensive discussion with each candidate.

Decision and Recommendation of appointee: The Interview Panel will seek to arrive at an agreed decision on a preferred candidate at the conclusion of the final interview process. Any provisional offer will be subject to a range of appropriate checks including two detailed references (in writing), a DBS check and assessment against the Fit and Proper Person assessment criteria, which may include qualification checks. It will also be subject to endorsement by the Council of Governors' Nominations & Remuneration Committee and the full Council of Governors.

Governor action required: The Council of Governors is asked to approve the appointment process and timetable noting that the successful candidate will be appointed as Chair from 24th October 2023.

Appendix 1: Council of Governors: Attachment L - Chair Recruitment Paper

The Code of Governance (July 2014) and Code of Governance (October 2022 effective 1 April 2023) provides a high-level overview of the principles of an effective NED appointment process.

<p>The Code of Governance (July 2014) Section B.2 Appointments to the board</p>	<p>Code of Governance (October 2022 effective 1 April 2023) Section C.2 Provisions for NHS foundation trusts board appointments Additions are highlighted in green</p>
<p>B.2.a There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board. Directors of NHS foundation trusts must be “fit and proper” to meet the requirements of the general conditions of the provider licence.</p>	
<p>B.2.b The search for candidates for the board of directors should be conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the board and the requirements of the trust.</p>	
<p>B.2.c The board of directors and the council of governors should also satisfy themselves that plans are in place for orderly succession for appointments to the board, so as to maintain an appropriate balance of skills and experience within the NHS foundation trust and on the board.</p>	
<p>B.2.1. The nominations committee or committees, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors. The nominations committee should give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the NHS foundation trust and the skills and expertise required within the board of directors to meet them.</p>	<p>2.1 The nominations committee or committees of foundation trusts, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors. The nominations committee should give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the trust and the skills and expertise required within the board of directors to meet them. Best practice is that the selection panel for a post should include at least one external assessor from NHS England and/or a representative from a relevant ICB, and the foundation trust should engage with NHS England to agree the approach.</p>
<p>B.2.2. Directors on the board of directors and governors on the council of governors should meet the “fit and proper” persons test described in the provider licence. For the purpose of the licence and application criteria, “fit and</p>	

Appendix 1: Council of Governors: Attachment L - Chair Recruitment Paper

<p>proper” persons are defined as those without certain recent criminal convictions and director disqualifications, and those who are not bankrupt (undischarged). Trusts should also abide by the updated guidance from the CQC regarding appointments to senior positions in organisations subject to CQC regulations.</p>	
<p>B.2.3. There may be one or two nominations committees. If there are two committees, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chairperson). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and make recommendations for changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge and experience on the board of directors and, in the light of this evaluation, prepare a description of the role and capabilities required for appointment of both executive and non-executive directors, including the chairperson.</p>	<p>2.2 There may be one or two nominations committees. If there are two committees, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chair). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and recommend changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge, experience and diversity on the board of directors and, in the light of this evaluation, describe the role and capabilities required for appointment of both executive and non-executive directors, including the chair.</p>
<p>B.2.4. The chairperson or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chairman.</p>	<p>2.3 The chair or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chair.</p>
<p>B.2.5. The governors should agree with the nominations committee a clear process for the nomination of a new chairperson and non-executive directors. Once suitable candidates have been identified the nominations committee should make recommendations to the council of governors.</p>	<p>2.4 The governors should agree with the nominations committee a clear process for the nomination of a new chair and non-executive directors. Once suitable candidates have been identified, the nominations committee should make recommendations to the council of governors.</p>
	<p>2.5 Open advertising and advice from NHS England’s Non-Executive Talent and Appointments team is available for use by nominations committees to support the council of governors in the appointment of the chair and non-executive directors. If an external recruitment agency is engaged, it should be identified in the annual report alongside a statement about any other connection it has with the trust or individual directors.</p>

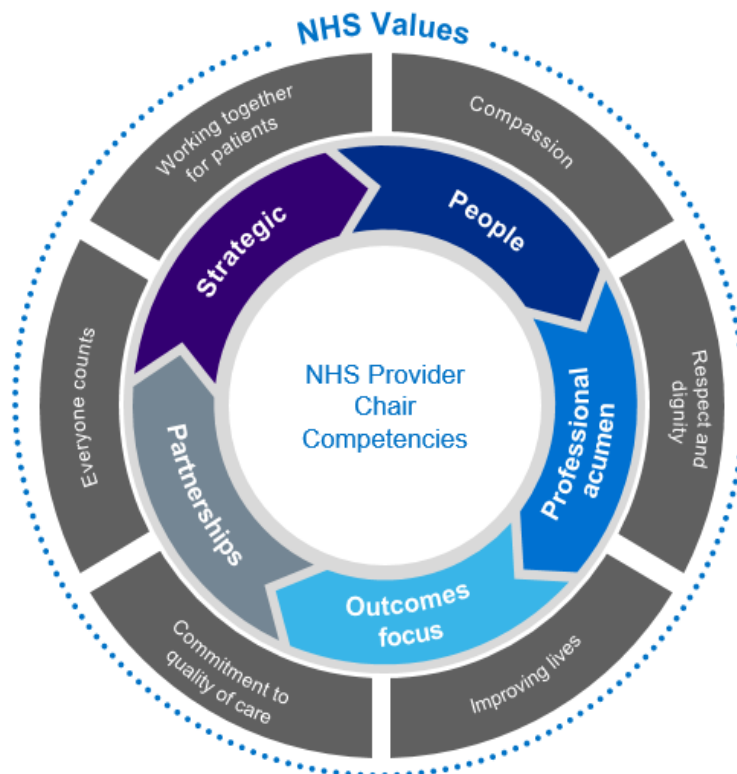
Appendix 1: Council of Governors: Attachment L - Chair Recruitment Paper

<p>B.2.6. Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should consist of a majority of governors. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chairperson or a deputy chairperson, are being discussed, there should be a majority of governors on the committee and also a majority governor representation on the interview panel.</p>	<p>2.6 Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should have governors and/or independent members in the majority. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chair or a deputy chair, are being discussed, governors and/or independent members should be in the majority on the committee and also on the interview panel.</p>
<p>B.2.7. When considering the appointment of non-executive directors, the council of governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.</p>	<p>When considering the appointment of non-executive directors, the council of governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.</p>
<p>B.2.8. The annual report should describe the process followed by the council of governors in relation to appointments of the chairperson and non-executive directors</p>	<p>The annual report should describe the process followed by the council of governors to appoint the chair and non-executive directors. The main role and responsibilities of the nominations committee should be set out in publicly available written terms of reference.</p>
<p>B.2.9. An independent external adviser should not be a member of or have a vote on the nominations committee(s).</p>	
<p>B.2.10. A separate section of the annual report should describe the work of the nominations committee(s), including the process it has used in relation to board appointments. The main role and responsibilities of the nominations committee should be set out in publicly available, written terms of reference.</p>	

The NHS Provider Chair Competency Framework

The competency framework describes the core competencies required in the NHS provider chair's role, in the context of the NHS principles and values in the NHS Constitution. We envisage that the competency framework will be used to recruit and appraise chairs. The diagrams below show this and detail the associated requirements under each competency.

NHS Provider Chair Competency Framework



The five competency domains



Strategic

- Leads the board in setting a deliverable strategy
- Takes account of internal and external factors to guide decision-making sustainably for the benefit of patients and service users
- Provokes and acquires new insights and encourages innovation
- Evaluates evidence, risks and options for improvement objectively
- Builds organisational and system resilience, for the benefit of the population of the system as a whole

Partnerships

- Develops external partnerships with health and social care system stakeholders
- Demonstrates deep personal commitment to partnership working and integration
- Promotes collaborative, whole-system working for the benefit of patients / service users
- Seeks and prioritises opportunities for collaboration and integration for the benefit of the population of the system as a whole



People

- Creates a compassionate, caring and inclusive environment, welcoming change and challenge
- Builds an effective, diverse, representative and sustainable team focused on patients and service users
- Ensures all voices are heard and views are respected, using influence to build consensus and manage change effectively
- Supports, counsels and acts as a critical friend to directors, including the chief executive
- Develops a board that is genuinely connected to and assured about staff and patient experience

Professional acumen

- Owns governance, including openness, transparency, probity and accountability
- Understands and communicates the trust's regulatory and compliance context
- Leverages knowledge and experience to build a modern, sustainable board for the benefit of patients and service users
- Applies financial, commercial and technological understanding effectively

Outcomes focus

- Creates an environment in which clinical and operational excellence is sustained
- Embeds a culture of continuous improvement and value for money
- Prioritises issues to support service improvement for the benefit of the population of the system as a whole, ensuring patient safety, experience and outcomes remain the principal focus
- Measures performance against constitutional and CQC 'Well-led' standards



NHS

**Great Ormond Street
Hospital for Children**

NHS Foundation Trust

JOB DESCRIPTION & PERSON SPECIFICATION

Job title: Chair of Great Ormond Street Hospital for Children NHS Foundation Trust

GOSH profile

Great Ormond Street Hospital for Children NHS Foundation Trust (GOSH) is an international centre of excellence in child healthcare. GOSH is an acute specialist paediatric hospital with a mission to provide world-class care to children and young people with rare, complex and difficult-to-treat conditions.

Together with our research partner, the UCL Great Ormond Street Institute of Child Health, we form the UK's only academic Biomedical Research Centre specialising in paediatrics. Since its formation in 1852, the hospital has been dedicated to children's healthcare and to finding new and better ways to treat childhood illnesses.

Great Ormond Street Hospital receives nearly 300,000 patient visits (inpatient admissions or outpatient appointments) every year (figures from 2018/19). Most of the children we care for are referred from other hospitals throughout the UK and overseas. There are 60 nationally recognised clinical specialities at GOSH; the UK's widest range of specialist health services for children on one site. More than half of our patients come from outside London and GOSH is the largest paediatric centre in the UK for services including paediatric intensive care and cardiac surgery.

Through carrying out research with the UCL Great Ormond Street Institute of Child Health, University of London and international partners, GOSH has developed a number of new clinical treatments and techniques that are used around the world.

The UK's only academic Biomedical Research Centre (BRC) specialising in paediatrics is a collaboration between GOSH and UCL Great Ormond Street Institute of Child Health. We are a member of University College London (UCL) Partners, joining UCL with a number of other hospitals – an alliance for world-class research benefitting patients.

In partnership with six other NHS trusts, we are the lead provider for North Thames Genomics Medicine Centre, part of the national 100,000 Genomes Project.

GOSH at a glance



Great Ormond Street Hospital Culture and Values

The Trust has developed the Always Values with our staff, patients and families that characterise all that we do and our behaviours with our patients and families and each other.

Our Always Values are that we are:



Diversity & Inclusion

Here at GOSH, we believe that improving lives for our patients begins with improving how we learn, work and grow as colleagues. So, we're changing. We know that we need to develop a more inclusive culture where everyone feels seen and heard. By growing an ever more diverse workforce, we'll have a greater range of perspectives and knowledge in our GOSH community, meaning that we can provide the children and young people at our hospital with even better care. At GOSH we have opportunities for our staff to engage with colleagues through the following networks: REACH (Race, Ethnicity and Cultural Heritage) ENABLED (Enhancing Abilities & Leveraging Disabilities Network), PRIDE & Women's networks.

Chair of Great Ormond Street Hospital for Children NHS Foundation Trust	
Job title	Chair of Great Ormond Street Hospital for Children NHS Foundation Trust
Directorate	Corporate Affairs Team
Band	Not applicable
Type of contract	Three-year appointment
Location	Great Ormond Street Hospital for Children NHS Foundation Trust
Manages	Non-Executive Directors

Main purpose of the job

The chair has a unique role in leading the NHS trust board. The role combines the duty to lead effective governance, consistent with the [Nolan principles](#) and [NHS values](#), with securing a long-term vision and strategy for the organisation.

Fundamentally, the chair is responsible for the effective leadership of the board and the council of governors. They are pivotal in creating the conditions necessary for overall board and individual director effectiveness.

To carry out their role effectively, the chair must cultivate a strong, collaborative relationship with the chief executive. Many responsibilities in this role description will be discharged in partnership with the chief executive. It is important the chair and the chief executive are clear about their individual and shared roles, and their respective responsibilities towards the unitary board.

Together, the chair and the chief executive set the tone for the whole organisation. They are ultimately responsible for ensuring that the population the trust serves and the wider system in which the organisation sits receive the best possible care in a sustainable way.

Main duties and responsibilities:

A good chair will demonstrate competence in all five domains across all their responsibilities, maintaining, for example, an outcomes focus while discharging their role as the board's facilitator.

1. Strategic

1.1. In their **strategic leadership** role, the trust chair is responsible for:

- ensuring the whole board of directors plays a full part in developing and determining the trust's **vision, values, strategy and overall objectives** to deliver organisational purpose and sustainability and having regard to the council of governors' views)
- ensuring the trust's strategy aligns with the principles guiding the NHS and the NHS values
- ensuring the board identifies the key risks the trust faces in implementing its strategy; determines its approach and attitude to **providing effective oversight** of those risks and ensures there are **prudent controls** to assist in managing risk
- holding the chief executive to account for delivering the strategy and performance.

2. People

2.1. In their role **shaping organisational culture** and setting the right tone at the top, the trust chair is responsible for:

- providing visible leadership in developing a **healthy, open and transparent patient-centred culture for the organisation**, where all staff have equality of opportunity to progress, the freedom to speak up is encouraged, and ensuring that this culture is reflected and modelled in their own and in the board's behaviour and decision-making
- leading and supporting a **constructive dynamic** within the board, enabling grounded debate with contributions from all directors
- promoting the highest standards of **ethics, integrity, probity and corporate governance** throughout the organisation and particularly on the board

- demonstrating **visible ethical, compassionate and inclusive personal leadership** by modelling the highest standards of personal behaviour and ensuring the board follows this example
- ensuring that **constructive relationships based on candour, trust and mutual respect** exist between executive and non-executive directors, between elected and appointed members of the council of governors and between the board and the council
- developing **effective working relationships** with all the board directors, particularly the chief executive, providing support, guidance and advice.

2.2. In their role **developing the board's capacity and capability**, the trust chair is responsible for:

- ensuring the board sees itself as a team, has the **right balance and diversity of skills, knowledge and perspectives**, and the confidence to challenge on all aspects of clinical and organisational planning; this includes:
 - regularly **reviewing the board's composition and sustainability** with the chief executive **and chairing the Trust Board nominations committee and the council nominations and remuneration committee**
 - considering **succession planning** and remuneration for the board, including attracting and developing future talent (working with the board, council of governors and nominations and remuneration committees as appropriate)
 - considering the **suitability and diversity** of non-executive directors who are assigned as chairs and members of the board's committees, such that as far as possible they reflect the workforce and respective communities served by the board
 - where necessary, leading in seeking the removal of non-executive directors and giving counsel in the removal of executive directors
- leading on **director and governor development** of skills, knowledge and familiarity with the organisation and health and social care system, to enable them to carry out their role on the board/council effectively, including through:
 - induction programmes for new directors/governors
 - ensuring **annual evaluation** of the board/council's performance, the board's committees, and the directors/governors in respect of their board/council contribution and development needs, **acting on the results** of these evaluations and supporting personal development planning
 - taking account of their **own development needs** through, for example, personal reflection, peer learning and mentoring/reverse mentoring as part of the wider NHS provider chair community

- developing a board that is genuinely connected to and assured about staff and patient experience, as demonstrated by appropriate feedback and other measures, including the Workforce Race Equality Standard (WRES); Workforce Disability Equality Standard (WDES); and Equality Delivery System (EDS).

3. Partnerships

3.1. In their role as an **ambassador**, leading in developing **relationships** and **partnership working**, the chair is responsible for:

- promoting an **understanding of the board's role**, and the role of non-executive and executive directors
- representing the organisation externally, developing and facilitating strong partnerships, and promoting **collaborative, whole system working** through engagement with:
 - patients and the public
 - members and governors
 - all staff
 - key partners across public, private and voluntary sectors
 - regulators
 - other chairs in the system and the wider NHS provider chair community, including where appropriate, through:
 - integrating with other care providers
 - identifying, managing and sharing risks
 - ensuring decisions benefit the local population, prioritising the needs of the citizens served by the organisation at a system level
- ensuring that **effective communication with stakeholders** creates board debate encompassing diverse views, and giving sufficient time and consideration to **complex, contentious or sensitive issues**
- facilitating the council of governors' work on **member engagement**, so the governors can carry out their statutory duty to represent the interests of trust members and the general public to the trust
- ensuring that governors have the dialogue with directors they need to hold the non-executive directors (which includes the trust chair), individually and collectively to account for the board's performance.
- **ensuring that the Trust retains constructive and productive relationships with the GOSH Charity and Institute of Child Health and the Academic Health Science Partnership**

4. Professional acumen

4.1. In their role as **governance lead** for the board (**and for the council of governors, in foundation trusts**), the chair is responsible for:

- making sure the board/council operates effectively and understands its own **accountability** and compliance with its approved procedures – for example, meeting statutory duties relating to annual reporting
- personally **doing the right thing**, ethically and in line with the NHS values, demonstrating this to and expecting the same behaviour from the board
- leading the board in **establishing effective and ethical decision-making processes**
- **setting an integrated board/council agenda** relevant to the trust's current operating environment and taking full account of the **important strategic issues and key risks** it faces aligned with the annual planner for council of governors meetings (and developed with the lead governor)
- ensuring that the board/council receives **accurate, high quality, timely and clear information**, that the related assurance systems are fit for purpose and that there is a good flow of information between the board, its committees, the council and senior management
- ensuring board committees are properly constituted and effective
- leading the board in being accountable to governors and leading the council in holding the board to account.

4.2. In their role as **facilitator** of the board and of the council of governors, the chair is responsible for:

- providing the environment for agile debate that considers the big picture
- ensuring the board/council collectively and individually applies **sufficient challenge**, balancing the ability to seize opportunities while retaining robust and transparent decision-making
- facilitating the **effective contribution** of all members of the board/council, drawing on their individual skills, experience and knowledge and in the case of non-executive directors, their independence
- working with and supporting the **company secretary** in establishing and maintaining the board's annual cycle of business
- liaising with and consulting the **senior independent director** (it is an expectation that all NHS trusts, that have not yet done so, will also seek to appoint a senior independent director in the short-medium term).

5. Outcomes focus

5.1. In their role as a **catalyst for change**, the chair is responsible for:

- ensuring all board members are well briefed on **external context** – e.g. policy, integration, partnerships and societal trends – and this is reflected in board/council debate
- fostering a **culture of innovation and learning**, by being outward-looking, promoting and embedding innovation, technology and transformation through the board/council’s business and debate
- promoting **academic excellence and research** as a means of taking health and care services forward
- ensuring performance is accurately measured against constitutional and Care Quality Commission ‘well-led’ standards
- ensuring performance on equality, diversity and inclusion for all patients and staff is accurately measured and progressed against national frameworks, including WRES, WDES and EDS
- above all, ensuring the board maintains an unrelenting interest in and focus on the continuous improvement and self-assessment of patient safety, experience and clinical outcomes.

This job description is intended as an outline of the areas of activity and can be amended in the light of the changing needs of the service and will be reviewed as necessary in conjunction with the post-holder.

Other information

Great Ormond Street Hospital for Children NHS Foundation Trust is a dynamic organisation, therefore changes in the core duties and responsibilities of this role may be required from time to time. These guidelines do not constitute a term or condition of employment.

The GOSH Learning Academy (GLA)

Staff education and training influences every stage of the patient journey. Be it the communication skills of the medical secretary planning a patients’ stay, the multi-professional team caring for them on the ward, the leadership skills of our corporate and operational teams, or the administrator planning their transport home – each member of staff needs the up-to-date knowledge, skills, and capabilities to provide our patients with exceptional care. We have a number of opportunities for staff available through the [GOSH Learning Academy](#):

PERSON SPECIFICATION

The candidate should have a strong focus on strategic development and implementation and a grasp of the three cornerstones of GOSH's strategy:

- safe, effective patient care, experience and outcomes.
- world leading paediatric research; and
- an excellent place to work and learn.

The successful candidate must provide clear, dynamic and visible leadership to the Trust. We are looking for a candidate who will champion an open, honest and transparent culture and inspire a shared purpose and vision for delivering an excellent patient and family experience. You will be able to demonstrate flexible intellect, be personally influential and a proven negotiator with the capacity to analyse and master complex information and handle differing views, working productively with the Chief Executive.

Required skills, experience and attributes

Values

- A clear commitment to the **principles of the NHS** and the trust's **Always Values**

Strategic

- Experience of leading and delivering against long-term vision and strategy
- **Grasp the wider political and NHS context and the scale of challenge in maintaining and improving GOSH's provision of world class paediatric healthcare to children and families.**
- Experience leading transformational change, managing complex organisations, budgets and people

People

- Strong interpersonal, communication and leadership skills
- Experience of building effective teams, encouraging change and innovation and shaping an open, inclusive and compassionate culture through setting the right tone at the top and championing diversity at, and across, all levels
- Strongly focused on the experience of all staff and patients
- Prior experience as a non-executive director (any sector)
- **Exceptional communication and negotiating skills and the ability to address high profile complex and sensitive scientific and human issues in a way which represents individual and wider public feeling.**
- Fully ~~attentive towards~~ **committed to** issues of equality, diversity, and inclusion

Professional acumen

- Prior board experience (any sector, executive or non-executive role)
- Evidence of successfully demonstrating the NHS provider chair competencies in other leadership roles
- An ability to identify and address issues, including underperformance, and to scrutinise and challenge information effectively for assurance

Outcomes focus

- A demonstrable interest in health and social care and a strong desire to achieve the best sustainable outcomes for all patients and service users through encouraging continuous improvement, clinical excellence, and value for money
- Strong understanding of financial management, with the ability to balance the competing objectives of quality, operational performance, and finance
- **Demonstrable commitment to sustainability and takes personal responsibility for carrying-out duties and complying with the Trust sustainability plans**
- An appreciation of constitutional and regulatory NHS standards

Partnerships

- A desire to engage with the local population and to collaborate with senior stakeholders across the health and care system
- Experience managing conflict, finding compromise, and building consensus across varied stakeholder groups with potentially conflicting priorities

Desirable experience

- Prior experience on an NHS board (executive, non-executive or associate role)
- Professional qualification or equivalent experience
- Prior senior experience of complex organisations outside the NHS, i.e., private, voluntary or other public sector providers of similar scale

Applications will be assessed on merit, as part of a fair and open process, from the widest possible pool of candidates. The information provided by applicants will be relied on to assess whether sufficient personal responsibility and achievement have been demonstrated in previous/other roles, to satisfy the experience being sought.

The best boards are those that reflect the workforce and communities they serve. We particularly welcome applications from all protected characteristics including women, people from local black, Asian and minority ethnic communities, and people with disabilities, who we know are all under-represented in these important roles.

GREAT ORMOND STREET HOSPITAL FOR CHILDREN NHS FOUNDATION TRUST TERMS AND CONDITIONS FOR TRUST CHAIR

These are the terms and conditions under which your appointment has been made. These are the standard terms and conditions for the Chair of Great Ormond Street Hospital for Children NHS Foundation Trust (the "Foundation Trust"). It is important that you read these carefully and contact the Company Secretary should you have any queries. Please indicate your acceptance of these terms and conditions by signing one copy and returning to the Company Secretary.

1. Statutory basis for appointment

- 1.1. The Chair (and other non-executive Trust Board members) hold a statutory office under the National Health Service Act 2006. The appointment and tenure of office are governed by the requirements of the Act and the Foundation Trust's Constitution. Your appointment is made by the Council of Governors. It does not create any contract of employment. This document is a contract for services and not a contract of employment between you and the Foundation Trust.

2. Tenure of office

- 2.1. The length of appointment will be determined by the Council of Governors in accordance with the requirements of the Foundation Trust Constitution and the NHS Foundation Trust Code of Governance.
- 2.2. Your appointment tenure of appointment as Trust Chair shall be from **DATE** until **DATE**.
- 2.3. Your continued tenure of appointment is contingent on your satisfactory performance and will be subject to annual appraisal by the Senior Independent Director (SID) in accordance with a process agreed by the Council of Governors.
- 2.4. The tenure of appointment shall be for an initial period of three years from the date of appointment in this role and subject to the termination provisions set out at paragraph 18.

3. Appointment

- 3.1. Your appointment is subject to the Foundation Trust's Constitution. Nothing in these terms and conditions shall be taken to exclude or vary the terms of the Constitution as they apply to you as Chair of the Foundation Trust. Your appointment is also subject to the Job Description approved by the Council of Governors and to the Foundation Trust's Code of Conduct as amended from time to time.

4. Fit & Proper Person Test (Health & Social Care Act 2008 (Regulated Activities) Regulations 2014 (as amended from time to time)

- 4.1. All providers are required to demonstrate that appropriate processes are in place to confirm that directors are of good character, hold the required qualifications and have the competence, skills and experience required which may include appropriate communication and leadership skills, as well as a caring and compassionate nature.
- 4.2. The fitness of directors will be regularly reviewed on appointment and thereafter. In addition, non-executive directors have a responsibility to report any mismanagement or misconduct issues to the Chair of the Foundation Trust Board or, in the case of the Chair to the Senior Independent Director.
- 4.3. You warrant that you are a fit and proper person as defined by the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (as amended or supplemented from time to time) to hold a Board level appointment within the Foundation Trust.
- 4.4. You understand that there is an on-going duty to advise the Foundation Trust immediately if you become aware of any facts or circumstances that may mean you are no longer a fit and proper person to hold the role of Chair of the Foundation Trust and agree to do so.
- 4.5. You understand that all directors have a collective and individual responsibility to help ensure the Foundation Trust complies with its obligations under this law. You also understand that there is an on-going duty to advise the Foundation Trust immediately if you become aware of any facts or circumstances that may mean another Executive or Non-Executive Director of the Foundation Trust is no longer a fit and proper person to hold the position which they hold within the Foundation Trust and agree to do so.
- 4.6. You understand that in the event the Foundation Trust has reason to believe at any time that you may not be a fit and proper person then it may suspend you from any or all of your duties pending investigation, the outcome of which may result in your removal from your role.

5. Role and responsibilities

- 5.1. Your role and responsibilities are set out in the job description attached to these terms and conditions of service.
- 5.2. You will be expected to perform your duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience.
- 5.3. You will exercise your powers in your role as Chair having regard to relevant

obligations under prevailing law and regulation, including the NHS Foundation Trusts Code of Governance, the Foundation Trust Constitution, the Role Description approved by the Council of Governors and any relevant Codes of Conduct and Foundation Trust or Department of Health guidance (or similar) in force from time to time, including the Department of Health's Code of Conduct & Accountability for NHS Boards.

- 5.4. You will have particular regard to the general duties of Directors, set out in the Foundation Trust Constitution, including the duty to promote the success of the Trust so as to maximise the benefits for the general public and the Foundation Trust's members.

6. Time commitment

- 6.1. You will be expected to devote such time as is necessary for the proper performance of your duties. You should be prepared to spend a minimum of 2 days a week (and as required) on Foundation Trust business. By accepting this appointment, you confirm that you have sufficient time to undertake your duties and have informed the Foundation Trust of your existing significant commitments prior to taking up the position. Any future changes to your other significant commitments should be reported to the Company Secretary.
- 6.2. The nature of the role makes it impossible to be specific about the maximum time commitment, and there is always the possibility of additional time commitment in respect of preparation and ad hoc matters which may arise from time to time, and particularly when the Foundation Trust is undergoing a period of increased activity. At certain times it may be necessary to convene additional Board, committee or Council of Governor meetings.

7. Remuneration

- 7.1. The annual fee rate as at the date of this document is £50,000 gross per annum, paid in arrears on the last working day of each working month by direct credit (exceptions may apply when the last working day falls on a Bank Holiday).
- 7.2. You are only entitled to receive remuneration in relation to the period in which you hold office. This fee covers all duties, including service on any Board committee.
- 7.3. All fees will be paid through PAYE and are subject to income tax and other statutory deductions.
- 7.4. There is no entitlement to compensation for loss of office. In accordance with the Constitution, remuneration for the Chair will be set by the Council of Governors and is subject to periodic review.

7.5. In line with the requirements of the Health & Social Care Act, information on Directors' remuneration must be included in the Trust's Annual Report & Accounts.

8. Expenses

8.1. You are eligible to claim the reasonable and properly documented travel and other expenses you incur in performing the duties of your office at the rates set by the Foundation Trust and in accordance with Foundation Trust policy and procedure.

8.2. In line with the requirements of the Health & Social Care Act, information on Directors' remuneration must be included in the Trust's Annual Report & Accounts.

9. Eligibility for NHS Pension

9.1. As Chair of the Foundation Trust, you (and other non-executive directors) are not eligible to join the NHS Pension Scheme.

10. Induction

10.1. After the commencement of your appointment, the Trust will ensure you receive a formal and tailored induction.

11. Reappointments

11.1. The Foundation Trust Constitution requires the Chair and other Non-Executive Directors to be appointed following a process of open competition. You are eligible to stand for reappointment for a further three years appointment (to a maximum of 6 consecutive years), subject to:

11.1.1. satisfactory appraisals during your initial term and

11.1.2. meeting all relevant requirements of the Foundation Trust Constitution.

11.2. There is no automatic right to be reappointed and any decision will be made by the Council of Governors in accordance with the process set out in the Foundation Trust's Constitution. The Council of Governors will consider performance during the initial term, the knowledge, skills and experience required by the Trust Board, the requirements and interests of the Foundation Trust and the requirements of the NHS Foundation Trust Code of Governance in relation to maximum tenure. Any re-appointment is subject to your continued eligibility under the criteria set out in the Foundation Trust's Constitution.

11.3. If the Council of Governors does not re-appoint you at the end of your term, your appointment shall terminate automatically, with immediate effect and without compensation.

12. Confidentiality

- 12.1. All information acquired during your appointment is confidential to the Foundation Trust and should not be released, communicated or disclosed to third parties or used for any reason other than in the interests of the Foundation Trust, either during your appointment or following termination (by whatever means), without prior clearance from the Trust Board.
- 12.2. Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of inside information. Consequently, you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Foundation Trust Board.
- 12.3. You acknowledge the need to hold and retain Foundation Trust information (in whatever format you may receive it) in line with Trust policy.
- 12.4. You hereby waive all rights arising by virtue of Chapter IV of Part I of the Copyright Designs and Patents Act 1988 and moral rights in respect of all copyright works created by you in the course of performing your duties hereunder.
- 12.5. For the avoidance of doubt, nothing in this agreement restricts or otherwise affects your ability to make a protected disclosure under the Public Interest Disclosure Act 1998 and your attention is drawn to the Foundation Trust's whistleblowing policy which is available from the Company Secretary.

13. Public speaking

- 13.1. On matters affecting the work of the Foundation Trust, the Chair should not normally make political speeches or engage in other political activities. In cases of doubt, the guidance of the Company Secretary or Director of Communications should be sought.

14. Independent Legal Advice

- 14.1. In some circumstances you may consider that you need professional advice in the furtherance of your role and it may be appropriate for you to seek advice from independent advisors. The Company Secretary will provide information on instructing solicitors.

15. Conflict of interest

- 15.1. The Chair is required to comply with and adhere to the relevant provisions on conflicts of interest as set out in the Foundation Trust Constitution. The Foundation Trust Constitution requires Board Directors to declare any pecuniary, personal or family interest, whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board of Directors.

Further details can be found in Annex 9 of the Trust Constitution.

Further guidance on the relevance of an interest is available from the Company Secretary.

16. Gifts and inducements

16.1. It is an offence for you to accept any gifts or consideration as an inducement or reward for:

- doing, or refraining from doing, anything in your official capacity; or
- showing favour or disfavour to any person in your official capacity.
- You may only receive hospitality which is in line with the Trust Policy and free of any impropriety.
- Any hospitality received must be declared and entered into the Hospitality Register.
- You will at all times comply with and notify the Foundation Trust with any breaches or potential breaches of the Bribery Act 2010 as amended from time to time.
- You are required to comply with the Foundation Trust's Declaration of Interest and Gifts and Hospitality Policy.

17. Resignation

17.1. You may resign at any time by giving at least three months' notice in writing to the Senior Independent Director and Company Secretary.

18. Termination of appointment

18.1. The Trust may terminate your term of office if:

- 18.1.1. You have been adjudged bankrupt or your estate sequestrated and (in either case) you have not been discharged.
- 18.1.2. You have made a composition or arrangement with, or granted a trust deed for, your creditors and have not been discharged in respect of it.
- 18.1.3. Within the preceding five years you have been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on you.
- 18.1.4. You have been required to notify the police of your name and address as a result of being convicted or cautioned under the Sex Offenders Act or other relevant legislation or whose name appears on the Protection of Children Act List.

18.2. Further provisions as to the circumstances where your terms of office may be terminated are outlined in Annex 7 of the Trust Constitution. Other examples of matters

which may indicate to the Trust that it is no longer in the interests of the Health Service and/or the Foundation Trust that an appointee continues in office are provided at Annex 1 of this document.

18.3. Any removal of the Chair will be carried out in accordance with the Foundation Trust Constitution.

19. Indemnity

19.1. The Foundation Trust will indemnify you against personal civil liability which you may incur in whilst carrying out your Board functions, providing that at the time of incurring the liability, you were acting honestly and in good faith, and not recklessly.

19.2. The Foundation Trust has directors' and officers' liability insurance in place and it is intended to maintain such cover for the full term of your appointment.

20. Disclosure and Barring Service (previously CRB)

20.1. You agree at the request of the Foundation Trust to undergo a Disclosure and Barring Service (DBS) check, to provide any relevant information to the DBS and to submit any necessary documentation to the DBS to enable such a check to be made. This obligation extends to processing any requests for criminal record checks, enabling the DBS to decide whether it is appropriate for you to be placed on or removed from a barred list or placing you on or removing you from the DBS children's barred list and adults barred list for England, Wales and Northern Ireland.

20.2. You must promptly respond to any communications from the DBS and provide the Chief Executive with a copy of any correspondence of such nature as soon as it is received. The Chief Executive will deal with such matters in confidence and with a view to ascertaining whether it may indicate that you may not be a fit and proper person for your post when dealing with the DBS.

20.3. This process is carried out on appointment and is repeated every 3 years or when required.

20.4. You are required to report any police caution or conviction that may occur at any time during your appointment. The Foundation Trust reserves the right to withdraw any offer of appointment made on the basis of the outcome of a DBS check.

21. Trust Property

21.1. On request and in any event on termination of your office for any reason you are required to return to the Foundation Trust all Foundation Trust property which may be in your possession or under your control including but not limited to your security pass and all keys, computer hardware and software provided by the Foundation Trust and you shall not retain any copies thereof.

21.2. All documents, equipment, manuals, hardware and software provided to you by the Foundation Trust, and any data or documents (including copies) produced, maintained or stored on the Foundation Trust's computer systems or other electronic equipment (including mobile phones), remain the property of the Trust.

22.Data protection

22.1. The Foundation Trust will hold, collect, and process information about you in accordance with its privacy notice, a copy of which shall be provided to you.

22.2. You will comply at all times with the Foundation Trust's Information Governance Policies.

22.3. When handling personal data in connection with your appointment by the Foundation Trust in accordance with these terms and conditions, you shall:

22.3.1. Comply with the applicable Foundation Trust policies on data protection and information security, including personal data relating to any employee, patient, supplier or agent of the Foundation Trust.

22.3.2. Comply with your obligations under Data Protection Law

22.3.3. Notify the Foundation Trust promptly within 24 hours of any actual, threatened or suspected personal data breach (as defined in Data Protection Law) and provide such information as the Foundation Trust may require in respect of any such incident, and

22.3.4. Provide all necessary information and assistance to the Foundation Trust in order for the Foundation Trust to comply with its obligations under Data Protection Law.

22.4. Failure to comply with the Foundation Trust's policies on data protection and information security, including failure to report a personal data breach, may lead to your appointment under these terms and conditions being terminate.

22.5. For the purposes of this paragraph, "personal data breach" means a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to, personal data being processed by the Foundation Trust.

22.6. You shall indemnify and hold harmless the Foundation Trust from and against any and all claims, causes of action, proceedings, losses, liabilities, damages, fines, costs (including settlement costs), legal costs (including any professional fees and any VAT thereon) and court costs and other expenses which arise directly or indirectly out of a breach of Data Protection Law or this paragraph.

22.7. For the purposes of this paragraph, "Data Protection Law" means the General Data Protection Regulation 2016/679 and Data Protection Act 2018 (or all legislation enacted in the UK in respect of the protection of personal data) and the Privacy and

Electronic Communications (EC Directive) Regulations 2003, and any guidance or codes of practice issued by the Information Commissioner from time to time (all as amended, updated or re-enacted from time to time).

23.Rights of third parties

23.1. The Contracts (Rights of Third Parties) Act 1999 shall not apply to this document. No person other than you and the Foundation Trust shall have any rights under this agreement and the terms of this agreement shall not be enforceable by any person other than you and the Foundation Trust.

24.Law

24.1. Your engagement with the Foundation Trust is governed by and shall be construed in accordance with the laws of England and your engagement shall be subject to the jurisdiction of the courts of England.

24.2. This letter constitutes the entire terms and conditions of your appointment and no waiver or modification thereof shall be valid unless in writing and signed by the parties hereto.

I agree to accept the post on the terms and conditions as set out above

.....
Signed

.....
Dated

Draft October 2022

Annex 1

The following list provides examples of matters which may indicate to the Trust that it is no longer in the interests of the Health Service and/or the Foundation Trust that an appointee continues in office. This list is not intended to be exhaustive or definitive and the Foundation Trust will consider each case on its merits, taking account of all relevant factors.

- If you no longer enjoy the confidence of the Council of Governors.
- If you no longer enjoy the confidence of NHS Improvement.
- If you fail to ensure that the Foundation Trust Board governs the performance of the Foundation Trust in an effective way.
- If you fail to deliver work against pre-agreed targets incorporated within your annual objectives.
- If you lose the confidence of the public or local community in a substantial way.
- If there is a terminal break down in essential relationships e.g. between you and the rest of the Foundation Trust Board and/or the Council of Governors.
- If you fail to meet the requirements of the Fit and Proper Person Test.

Great Ormond Street Hospital for Children NHS Foundation Trust

Chair Appointment Process - Timetable

Date	Activity
20 October 2022	Meet with Council of Governors Nomination and Remuneration Committee and recommend Chair recruitment process
09 November 2022 23 November 2022	Council of Governors and Trust Board to set out the proposed recruitment process for the GOSH Trust Chair
Early/ Mid November 2022	Hold procurement exercise for recruitment agency
	Appoint recruitment agency
December 2022	Begin market mapping, develop a micro-site to support the searches
Early January 2023	Advert to appear in chosen media
February 2023	Governor interview panel member support (run by executive search agency)
10 March 2023	Closing date for applications and sweep up of candidates
w/c 20 March 2023	Analyse applications and dispatch to the Trust
w/c 27 March 2023	Review and agree long-list meeting with the Council of Governors Nomination and Remuneration Committee
w/c 27 March 2023 -	Recruitment agency assessment interviews with long-listed candidates
7-10 April	Easter Weekend so avoid anything the week before and after
w/c 17 April 2023	Agree final shortlist with Trust
w/c 1 May 2023	Final interviews (over 2 days) and offer role (Day 1 - attending stakeholder panels in person with staff and patients/ parents plus a tour of the hospital. Day 2 will be the interview.)
May – June 2023	Final checks (references, Fit and Proper, Qualifications, declarations, DBS)
05 July 2023	Council of Governors Meeting to approve candidate (subject to checks) for appointment from 24th October 2023 . Candidate will be appointed as an Associate Non-Executive Director between July and October 2023.

*Note: All dates are fluid and may move.

Council of Governors

09 November 2022

Review of Constitution and Trust Board Standing Orders

Summary & reason for item:

During the pandemic NHS England and Improvement issued guidance *'Reducing the burden of reporting and releasing capacity to manage the COVID-19 pandemic'*. This guidance stipulated government social isolation requirements constitute 'special reasons' to avoid face-to-face gatherings as permitted by legislation. All system meetings to be virtual unless there is a specific business reason to meet face to face.

As we are coming out of the other side of the of the pandemic, we recommend the Board formally adopts electronic communication and decision making for the Trust Board and its committees going forward. This will align the standing orders with those of the Council of Governor standing orders, updated in July 2018.

We propose to remove the Standing Orders for the Practice and Procedure of the Trust Board from the Constitution for the purpose of making timely changes.

Minor changes have also been made to the Standing Orders replacing 'his' and 'her' with a gender-neutral pronoun and this will be applied throughout the Constitution.

The Trust Board considered and approved the changes at their meeting on 21 September 2022, and the Constitution and Governance Working Group met on the 12 October 2022 to consider the changes and recommend their approval to the Council of Governors.

Governor action required:

- The Council of Governors is asked to approve the changes to the Trust Constitution and Board Standing Orders.

Report prepared by:

Anna Ferrant, Company Secretary

Item presented by:

Anna Ferrant, Company Secretary

Proposed amendments to the Constitution

Summary of report

The proposed amendments to Annex 9 of the Constitution (Trust Board standing Orders) and the rationale are outlined below:

Section of the Constitution	Addition	Rationale
Annex 9 Para 3.4 Page 91	The Trust Board may agree that members can participate in its meetings (including its committee meetings) by means of electronic communication. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting. A director so participating shall be entitled to vote and be counted in the quorum. Electronic communication shall mean communication by telephone, teleconference and video or computer link.	The addition enables Trust Board meetings (including committee meetings) to be held electronically and for participation electronically to be deemed as Trust Board members being present.

Removing the Standing Orders for the Trust Board from the Constitution

The Standing Orders for both the Trust Board and the Council of Governors are currently included as part of the Constitution (Annex 8 and Annex 9) and any changes to the Constitution need to be approved by the Council and the Board.

For the purpose of making timely changes we propose to remove the Standing Orders for the Trust Board from the Constitution. This mean when changes need to be made, they will require the approval of the Trust Board who meet more frequently. For minor changes, Council of Governors will then be informed of any changes at their next subsequent meeting. For more significant changes which are related to changes to the requirements under the Constitution, these will need to be discussed via the Constitution and Governance Working Group and approved at Board and the Council.

Consistent use of pronouns

Minor changes have been made to the Standing Orders replacing 'his' and 'her' with a gender-neutral pronoun and this will be applied throughout the Constitution.

Governor action required:

The Trust Board considered and approved the changes at their meeting on 21 September 2022. The Constitution and Governance Working Group met on the 12 October 2022 to consider the changes and recommend these changes to the Council of Governors.

Council of Governors

09 November 2022

Governance update

Summary / reason for item

This paper provides a summary of Council of Governors' related governance activity since the last Council meeting in July 2022.

1. Governors Sustainability Working Group

The Council of Governors is asked to note the discussions held at the last Governors Sustainability Working Group held on 6th September 2022.

2. Children's Cancer Centre Seminar

The Council of Governors is asked to note the discussion at a seminar held for Governors and Non-Executive Directors on 30th September 2022.

3. Constitution and Governance Review Working Group – 12 October 2022

The Council of Governors is asked to note the recommendation from the CGRW to approve the proposed changes to the Trust Constitution being considered as a separate item on today's agenda and review the progress made to close the recommendations of the Council effectiveness survey.

4. Governor Election Campaign

The Trusts annual election will commence this month and will include seven seats across six constituencies.

5. Changes in governors

The Trust has received notification of Camden Council's appointed governor; received notification that two governors will be stepping down from their roles.

Appendices

- Table of progress to close the Council of Governors effectiveness survey recommendations

Governor action required

- To note the report and activities since the last Council of Governors meeting.

Report prepared by

Natalie Hennings, Deputy Company Secretary

Item presented by

Natalie Hennings, Deputy Company Secretary

Governance Update

1. Governors Sustainability Working Group

The Governors Sustainability Working Group was set up in April 2022 following a request from governors and comprises of five governors, Head of Sustainability and Deputy Company Secretary. The aim of the Working Group is to seek assurance that there is a focus placed on sustainability across the Trust so that it is embedded into all areas of the organisation.

At their last meeting on 6th September, the group invited and were pleased to welcome Chris Kennedy, Non-Executive Director Lead for Sustainability. The Working Group heard about the delivery and governance structures in place and how the programmes of work would be monitored going forwards. Governor members were keen to understand the blockages to delivery and discussed staff resource, funding and procurement as current challenges. Areas that were recognised as making good progress were the medicines programme and consideration was given on how the greener impacts of successful sustainable solutions can be shared wider across the organisation. Some governors felt frustrated that slow progress was being made in a number of areas and whilst the Trust has some exceptionally dedicated staff, they questioned the support across the organisation.

The Working Group also heard about the sustainability elements of the Children's Cancer Centre (CCC) and governors sought assurance from the NED Sustainability Lead that the Board is sighted and updated on these elements. Governors raised their concern about the allocation of bicycle parking, and this is being followed up with the CCC programme team.

The Group agreed to have a sustainability focus in the Foundation Trust members newsletter, Get Involved. Not least because it is essential that we raise awareness but also because sustainability is an objective of the Membership Strategy. In the September 2022 edition, Mark Hayden wrote a piece on the Air Quality Programme and later this month there will be a piece from Jacqueline Gordon on sustainable period products.



Dr Mark Hayden, Staff Governor

We have some very passionate and dedicated staff at GOSH, none more so than one of our governors. Dr Mark Hayden was elected as a Staff Governor standing on a platform of Climate and Social Justice. Mark explains, the two are inextricably linked, as those who are most to blame for the climate crisis are also the least affected.

As someone who feels they fit in the "most to blame" group Mark is trying to make reparation by advocating for urgent change and for the health community and GOSH to use its voice for good. He has worked with GOSH and the WHO to raise the alarm around the impact of poor air quality and its impact on humanity.

Mark's Air Quality Project

Mark has worked with Johanna Andersson an expert in GOSH's Epic medical record to display Air Pollution levels for GOSH patients based on their home postcode to facilitate education and action for clinicians and families. This is a UK first and will GoLive at the end of September 2022.

To support Mark's Air Pollution project we want to understand how our patients and families would like to be given information about air pollution and how to stay safe; let us know on the QR code



2. Children's Cancer Centre (CCC) Seminar for Governors and Non-Executive Directors

The Trust is keen to ensure that governors are kept up to date on progress relating to the Children's Cancer Centre through meetings and briefings. In addition, during September Governors and Non-Executive Directors were invited to a seminar where the CCC team covered the following areas:

- background to the Centre,
- improvements and benefits it will bring,
- financing,
- how the centre will transform and modernise cancer care delivery, and
- planning and engagement for patients, residents and staff.

The seminar gave governors an opportunity to ask questions and they sought assurance on the following areas:

- how capacity and space will be used,
- accessibility to outdoor spaces for patients,
- understanding the physical activity opportunities,
- additional staffing resources and how sustainability is embedded into the project.

Additional comments and questions that came out of the session will be addressed in the Children Cancer Centre update item on today's agenda and further updates and briefings will continue to be made available over the coming months. The presentation and information from the seminar is available to governors on GovernorHub.

3. Constitution and Governance Review Working Group (CGWG)

The Constitution and Governance Review Working Group met on 12th October 2022 and were pleased to welcome new governor member following the review of membership and Kathryn Ludlow as Non-Executive Director representative. The Working Group discussed two items:

3.1 Amendments to the Constitution: These included an update to the Standing Orders of the Trust Board to allow electronic communication; removing the Trust Board Standing Orders from the Constitution and updating the entire Constitution to ensure the consistent use of pronouns.

The CGWG sought assurance that it (and the Council of Governors) would be informed of any changes to the Standing Order of the Trust Board, recognising the Council of Governors would not be required to approve them.

The CGWG endorsed the proposed amendments and recommended them for approval to the Council of Governors, being taken as a separate paper on today's agenda.

3.2 Update on the Council of Governors effectiveness survey recommendations: The Working Group received an update on the 14 recommendations following the effectiveness review earlier this year. They noted the progress achieved to close seven of the recommendations and discussed the next steps for the remaining seven open actions. Following these discussions the remaining seven actions were closed after considering the next steps. These are attached ***appendix 1***.

The next Council of Governors effectiveness survey will take place next year and governors will be given the opportunity to review and approve the questionnaire before its circulation.

4. Governor Election Campaign

The Trust will shortly be commencing its annual governor election campaign for those governors coming to the end of their terms in February 2023. There are seven positions within the election with nominations opening on 30 November 2022; more information on the election is provided in Update from the Membership Engagement Recruitment and Representation Committee on today's agenda.

5. Changes in Governors

We are pleased to confirm that Camden Council have notified us of their appointed governor to sit on the Council. The Trust is in the process of reaching out to the individual to confirm their position and commence their induction. Governors will hopefully get the chance to welcome our new appointed governor at the next Council of Governors meeting.

We would like to formally thank Grace Shaw-Hamilton who recently attended her last Young Persons Forum (YPF) and therefore will be stepping down from her role as an appointed governor from the YPF. Grace joined the Council in September 2020 and has been a valued governor and member on the Membership Engagement Recruitment and Representation Committee. The YPF will undergo a process to appoint a new representative to join the Council of Governors.

Additionally, since the last Council meeting unfortunately Masie Stewart has stepped down as a governor for personal reasons. We would like to thank Masie for standing as a governor and wish her all the very best for the future. Masie's seat (Patient Governor from London) is currently vacant and will be included in our forthcoming election.

Update on the Council of Governors’ Self-Assessment of effectiveness actions 2022

Actions closed

Constitution and Governance Review Working Group have reviewed the following recommendations and agreed the progress achieved closes the action.

	Recommendation	Lead	Progress achieved to close
1.	Following the launch of the Membership Strategy 2022-2025 (in early April) a monitoring and progress report will be taken to each MERRC and Council on membership and governor engagement.	Head of Corporate Governance	<p>Each report to MERRC and the Council of Governors now provides an update against the progress being made against all three objectives within the membership strategy. This report is a regular item at each meeting.</p> <p>The report is scheduled on both meetings’ forward plans.</p>
2.	Corporate Affairs Team to outline the types of consultations Governors are invited to be a part of.	Company Secretary and Deputy Company Secretary	<p>Upon review of this recommendation, it is difficult to produce an exhaustive list as consultations that require governor views as these are not always known until the time.</p> <p>One known consultation is annually, in preparing the forward plan, directors must have regard to the views of the council of governors. This means that governors should have the opportunity to discuss the plan, but it can be implemented without their approval. The Corporate Affairs Team will ensure the annual preparation of the Trusts forward plan is scheduled as part of the Council’s annual programme.</p> <p>For other additional consultations, the views of governors will be sought. A recent example of this is the advance briefing Governors received on the draft code of governance at the July 2022 Council of Governors meeting.</p>
3.	Governors to be encouraged to attend at least one of each Assurance Committee meeting in their tenure.	Head of Corporate Governance	<p>Governors are encouraged to attend one of each Assurance Committee meeting in their tenure at:</p> <ul style="list-style-type: none"> • Induction • Council newsletter • Reports at Council of Governors meetings

	Recommendation	Lead	Progress achieved to close
			<p>CGWG Action:</p> <ul style="list-style-type: none"> The Lead Governor will remind governors and encourage everyone to attend. Corporate Affairs Team to find a solution that allows Governors to see each other in virtual assurance committee meeting rooms.
4.	<p>Corporate Affairs Team to:</p> <ul style="list-style-type: none"> continue to review papers specifically for use of jargon and acronyms Include a glossary as an appendix to each set of papers continue to police report length and in the future add a link in the papers that directs governors straight to a glossary on the Portal. 	Corporate Affairs Team	<p>The Corporate Affairs Team review all Council of Governor papers to ensure they do not include acronyms and jargon.</p> <p>GovernorHub has been updated with a jargon buster and a glossary.</p>
5.	Assurance Committee Chairs to agree and document a uniform process for meeting with Governors after the main business has been discussed at Assurance Committees.	Assurance committee chairs	A process is now in place where allocated time is given at the end of each assurance meeting for the Chair to meet with the governor observers. This enables governor to give some initial feedback and thoughts and ask any questions of the NEDs.
6.	Recommendations to provide more time for discussion of issues at Council meetings	Company Secretary and Deputy Company Secretary	<p>Authors are asked to provide succinct papers where possible with lengthier appendices circulated separately.</p> <p>Private meetings with Chair and Lead Governor help identify the papers that will require more discussion and the agenda is amended accordingly (where possible).</p>
7.	<p>Corporate Affairs Team to produce a one-page reminder for Governors on:</p> <p>‘WHAT IT MEANS TO BE A GOVERNOR’</p>	Deputy Company Secretary	This has been included in the governor handbook which is being reviewed and updated considering the new draft Code of Governance.

	Recommendation	Lead	Progress achieved to close
	This will include a summary of the ways NEDs are held to account by Governors at GOSH – observing Assurance Committees, interacting at Buddying sessions and advise Governors asking questions at Council.		
8.	In the Governors handbook include common scenarios Governors will find themselves in at Council meetings or observing Assurance Committees and provide exemplar questions that could be asked.	Deputy Company Secretary	This has been included in the handbook which is in the process of being reviewed and updated in light of the new draft Code of Governance.
9.	Corporate Affairs Team to facilitate ‘Intra Governor development sessions’ led by Governors to cover topics such as: How we deliver our duties’, ‘This is how we digest Council and Assurance Committee papers’.	Lead Governor and Deputy Lead Governor	The Lead Governor and Deputy Lead Governor agreed to close this action and test whether there was still an appetite from governors for these to take place.
10.	Corporate Affairs team to ensure that report authors explicitly address actions in papers that address actions raised at council.	Company Secretary and Deputy Company Secretary	Actions are added to the agenda and checked during paper review by the Company Secretary and Deputy Company Secretary.
11	Governors (via the private meetings) to be politely reminded that all Governors want to make a point – allow everyone to contribute - try to ration your response – allow pauses.	Lead Governor and Deputy Lead Governor	Governors will be reminded of this at their next private governor meeting.
12.	Lead Governor to explain the purpose of the private meetings to Governors at the next Council meeting and Corporate Affairs to include a summary of the purpose in the meeting invites and newsletters.	Lead Governor and Deputy Lead Governor	This will be addressed at the November 2022 private governor meeting and clarified in the next Governor Newsletter.

	Recommendation	Lead	Progress achieved to close
13.	Buddying sessions will continue on a supply and demand basis: if Governors request a buddying session on a particular topic via the private meeting with the Lead Governor, the Corporate Affairs Team will facilitate a session with the appropriate NED(s).	All Governors and Corporate Affairs Team	The Working Group agreed the buddying concept had fallen away in its original form and therefore the action could be closed. Different options such as the governor buddying will be considered as part of the induction planning process instead.
14.	<p>The following questions should be considered by the Induction Working Group when designing the 2023 Governor induction plan.</p> <ul style="list-style-type: none"> • What will you take away from your experience as a Governor since the last election (February 2022)? • What advice would you give new Governors starting in February 2023? • What do you wish you knew at the beginning of your tenure that you know now? 	Head of Corporate Governance	The questions were put to governors in their last Governor Newsletter circulated in October. The Corporate Affairs Team will monitor and follow up accordingly.

Council of Governors

09 November 2022

Update from the Membership Engagement Recruitment and Representation Committee (MERRC)

Summary & reason for item:

To provide an update from the Membership Engagement Recruitment and Representation Committee (MERRC) by summarising the items and discussions arising from the meeting on 13 October 2022.

The Membership Engagement Recruitment and Retention Committee oversees the recruitment and retention of members and supports maximises engagement opportunities for the members. As part of this work, the Committee reviews and monitors progress against the Membership Strategy and helps develop and deliver a programme of engagement working alongside the Patient Experience Team and Volunteering Team. The Committee develops communication tools to support engagement and reviews recruitment materials as well as overseeing the content and production of our membership newsletter.

Meetings are held quarterly but due to low attendance there have been a number of non-quorate meetings over the last year and the Council is asked to consider a reduction in the membership and quorum outlined in the terms of reference.

Governor action required

To note the reports, raise any matters of interest and decide on the membership and quorum for MERRC.

Report prepared and presented by:

Paul Balson – Head of Corporate Governance

Update from the Membership Engagement Recruitment and Representation Committee (MERRC)

Membership recruitment and retention report (October 2022)

The Committee received a detailed demographic breakdown of the public, parent and carer and patient memberships (note this does not include staff membership).

Current membership figures

The table below shows the (active) membership figures from 1 June 2021 to 1 October 2022.

	01/06/2021	01/03/2022	01/06/2022	01/10/2022	
Public	3011	3065	3070	3079	
Patient, Parent and Carer	6999	6713	6714	6728	
TOTAL	9710	9778	9784	9807	

Analysis

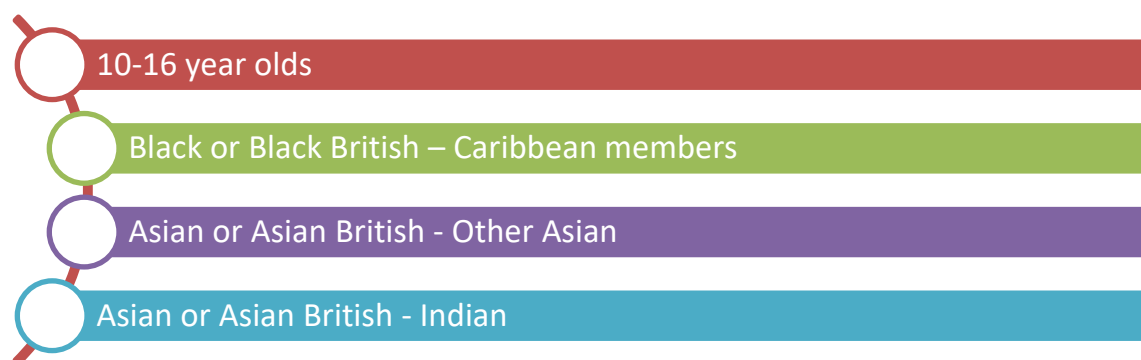
Overall, there was a total increase of 23 members since the last report and 29 since the start of this financial year.

The public membership demographic comparisons show that our membership is:

- hugely overrepresented by White - English, Welsh, Scottish, Northern Irish, British (9.89% above national picture).
- underrepresented by White – Other (5.49% below the national picture).
- underrepresented by Black or Black British – Caribbean members (2.56% below the national picture).
- underrepresented by Asian or Asian British - Other Asian (2.00% below the national picture).
- underrepresented by Asian or Asian British - Indian (1.97% below the national picture).

Committee discussion

MERRC was asked to consider targeted membership recruitment on the following underrepresented groups:



The Committee suggested that the Council and the Corporate Affairs Team collaborate with the staff networks and Young People’s Forum on targeted engagement projects. It was also proposed to

share a rolling calendar of potential engagement events where Governors (supported by the Corporate Affairs Team) could recruit and engage with members.

The Committee requested an analysis of the current membership vs the patient make up and it was agreed this will be provided at the next meeting.

Progress against the Membership Strategy for 2022-2025

The Committee noted the progress made on the strategy since July 2022:

- A new look 'Get Involved' publication for members
- A successful Annual General Meeting and Annual Membership Meeting
- Governor participation on Clean Air Day and Play Street on 16 July 2022.
- The Stakeholder Engagement Manager role would be covered by the Head of Corporate Governance in the interim.

The Committee also noted the following upcoming engagement activities:



AGM update

Natalie Hennings, Deputy Company Secretary provided a summary of the Annual General Meeting and Annual Members' Meeting that was held on Wednesday 07 September 2022 in the Staff Side Lagoon Room at Great Ormond Street Hospital. This was the first time the AGM had been held in person since 2019.

The theme for the meeting was 'Celebrating our Partnerships' in line with the focus of our Annual Report 2021/22. Feedback following the event was positive; the meeting ran smoothly and those attending enjoyed the presentations.

Governor Election 2022 update

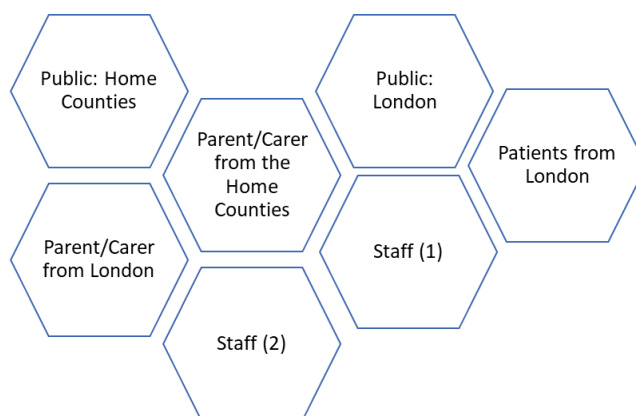
The Committee reviewed the Corporate Affairs' team's planning ahead of the Council of Governor elections due to commence in November 2022 for terms commencing on 1 March 2023.

Seats contested

There are a total of seven seats being contested in the next election: Six Governors' terms end and one other governor has stood down. The seats being contested are as follows:

Attachment O

- Parent/Carer from London
- Parent/Carer from the Home Counties
- Public: Home Counties
- Public: London
- Patients from London
- Staff x2



The timetable for the election is as follows:

Election Stage	Date
Notice of Election / nomination open	Wednesday, 30 Nov 2022
Nominations deadline	Friday, 30 Dec 2022
Summary of valid nominated candidates published	Tuesday, 3 Jan 2023
Final date for candidate withdrawal	Thursday, 5 Jan 2023
Electoral data to be provided by Trust	Tuesday, 10 Jan 2023
Notice of Poll published	Monday, 23 Jan 2023
Voting packs despatched	Tuesday, 24 Jan 2023
Close of election	Thursday, 16 Feb 2023
Declaration of results	Friday, 17 Feb 2023

Comparisons of current membership vs the Constitution.

For each constituency (e.g., Patients from London, Public from the Home Counties etc) the Constitution states a minimum number of members each constituency requires.

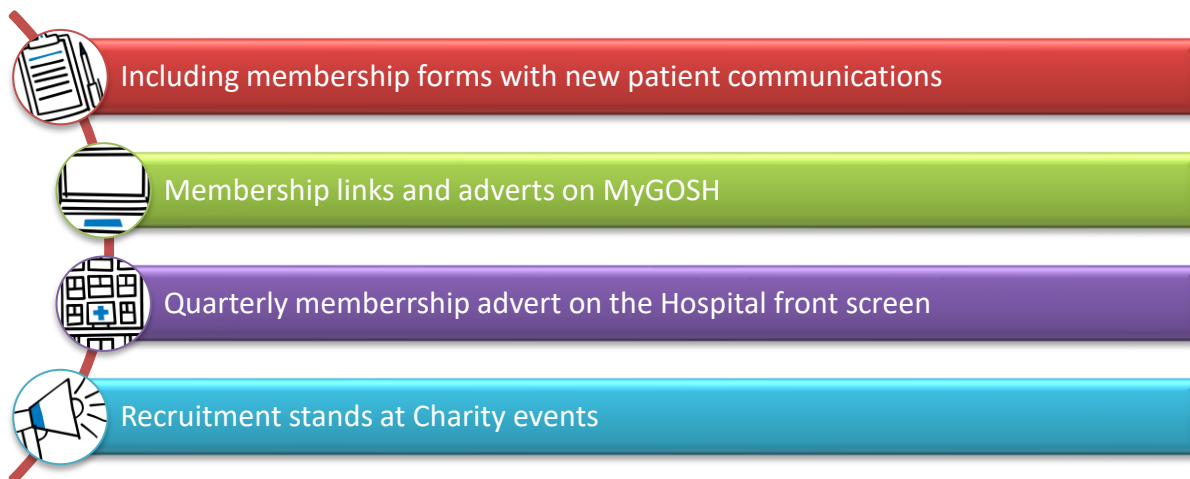
Ahead of the next election, the Corporate Affairs team undertook a comparison of the current membership and the constitution minimum.

The results are in the table (right).

Constituency	Current membership	Constitution minimum	Comparison
Patients from London	626	150	476
Patients from Home Counties	434	150	284
Patients from Rest of England and Wales	162	100	62
Parent/Carer from London	2259	300	1959
Parent/Carer from Home Counties	2361	300	2061
Parent/Carer from Rest of England and Wales	953	300	653
Public from London	1624	300	1324
Public from Home Counties	730	300	430
Public from Rest of England and Wales	668	300	368
Staff	5791	2000	3791

The majority of Constituencies have a sufficient number of members. However, there is a moderate risk in the **Patients from Rest of England and Wales** constituency which has only 62 members more than the Constitution minimum.

In the coming months, recruitment of members within this constituency will be a priority for the Corporate Affairs Team who will be holding a development session with governors ahead of today's meeting to gather ideas but some initial recruitment initiatives we are considering include:



Membership and quorum requirements of MERRC

The membership requirements as outlined in the terms of reference vs the current membership of MERRC is as follows:

What the terms of reference require	Current membership
<p>Eight representatives of the Council of Governors, with at least six representatives from:</p> <ul style="list-style-type: none"> • Patient constituency • Parent/Carer constituency • Public constituency • Staff constituency 	<p>Three representatives:</p> <ul style="list-style-type: none"> • No Patient members • 1 Parent/Carer from London • 2 Public: Home Counties • No Staff members
Head of Volunteer Services	Head of Volunteer Services
PPI and Patient Experience Officer	Children and Young People's Participation Officer
Stakeholder Engagement Manager	Role currently covered by Head of Corporate Governance
Communications representative	Head of Internal Communications and Engagement

The current MERRC terms of reference state that for a quorum, there must be a minimum of seven members present, Including:

- at least three Patient, Parent/Carer or Public Governors

Attachment O

- One staff Governor
- The Stakeholder Engagement Manager (or equivalent)
- The Head of Volunteer Services or PPI and Patient Experience Officer
- Communications representative

The MERRC has struggled to achieve this quorum; the key reason being insufficient representation from Governors and reduced attendance from the other members.

To improve the flexibility of the meeting for governors, the Corporate Affairs Team will reduce and cap the meeting time to 1 hour, always hold it virtually and consider more convenient meeting times e.g. after 5.00pm.

To further support the ability of MERRC to hold a quorate meeting, the Council is asked to consider the following changes to the terms of reference:

1. Reduce the quorum for a meeting to:

- *At least three elected Governors from any Constituency and a representative of the Corporate Affairs Team*

2. Reduce the number of Trust members on the Committee by removing:

- Head of Volunteer Services
- Communications representative

Note: the Corporate Affairs Team will liaise with these staff members as and when any programmes of work necessitate and invite them to meetings as required.

Decision required

The Council is asked to consider and approve the proposed amendments to the MERRC quorum.