

Meeting of the Council of Governors

12.30 to 14.30 on Thursday 20 May 2021 This meeting is being undertaken by MS Teams

Due to social distancing restrictions within the NHS we are not inviting the public to attend this meeting

AGENDA – MEETING IN PUBLIC

1.	12.30	Welcome and Apologies for Absence To note	Verbal	Chair
		Quoracy of Council of Governors MeetingsA meeting of the Council shall be quorate and shall not commence until it is quorate. Quoracy is defined as meaning that there shall be present at the meeting at least one third of all Governors (5 allowing for vacancies). Of those present, at 	Verbal	Chair
2.	12.30	Declarations of Interests To note	Verbal	All
3.	12.30	Minutes of Council of Governors Meeting held on 18 March 2021 To approve	Enclosure	Chair
4.	12.30	Matters Arising from the Minutes None	N/A	Chair
		ACCOUNTABILITY		
5.	12.35	Chief Executive Report to Council To receive and agree any necessary actions	Presentation	Dame Marianne Griffiths
6.	12.55	Report from the Nomination and Remuneration Committee meeting To approve	Enclosure	Chair / Glen Palethorpe
7.	13.05	Report from the Patient Engagement and Experience Committee Meeting Chair To note	Enclosure	Maggie Davies
		LISTENING AND REPRESENTING		
8.	13.15	Lead Governor's Report To receive and agree any necessary actions	Enclosure	Lyn Camps
9.	13.25	Staff Governor's Update To receive and agree any necessary actions	Verbal	Miranda Jose

10.	13.30	Appointed Governors Update Brighton & Hove City Council Age UK Inclusion To receive and agree any necessary actions	Verbal	Sue Shanks Helen Rice Varadarajan Kalidasan
11.	13.50	Patient Communications To receive and agree any necessary actions	Presentation	Gethin Hughes
12.	14.10	Company Secretary Report (including update on membership, elections, governor committees) To note	Enclosure	Glen Palethorpe
		OTHER ITEMS		
13.	14.15	Any Other Pusiness	Verbal	Chair
13.	14.15	Any Other Business To receive and action	verbai	Chair
14.	14.25	Questions from the public To receive and respond to questions submitted by the public at least 48 hours in advance of the meeting.	Verbal	Chair
15.	14.30	Date and time of next meeting: The next meeting in public of the Council of Governors is scheduled to take place at 13.00 – 15.00 on Thursday 19 August 2021	Verbal	Chair
		To resolve to move to into private session		
		The Council now needs to move to a private session due to the confidential nature of the business to be transacted		

Western Sussex Hospitals

Minutes of the Extraordinary Council of Governors meeting held from 16.00 on Thursday 18 March 2021 via MS Teams.

Present:	Alan McCarthy MBE John Todd Jill Long John Thompson Andrew Ratcliffe Lyn Camps Lindy Tomsett Les Wilcox Alan Sutton Pauline Constable John Bull Stuart Fleming Val Turner Jane Ramage Anna Mathew Miranda Jose Ryan De-Vall	Chair Public Governor – Adur Public Governor – Arun Public Governor – Arun Public Governor – Arun Public Governor – Arun (Lead Governor) Public Governor – Chichester Public Governor – Chichester Public Governor – Chichester Public Governor – Chichester Public Governor – Worthing Public Governor – Worthing Public Governor – Patient/Carer (Associate) Appointed Governor – Worthing Borough Council Appointed Governor – Friends of Chichester Hospitals Staff Governor – Medical & Dental (Associate) Staff Governor – Scientific, Technical & Professional	
In Attendance:	Dame Marianne Griffiths George Findlay Pete Landstrom Denise Farmer Gethin Hughes Maggie Davies Joanna Crane Patrick Boyle Mike Rymer Lizzie Peers Glen Palethorpe Jan Simmons	Chief Executive Chief Medical Officer/Deputy Chief Executive Chief Delivery & Strategy Officer Chief Officer for Organisational Development Chief Operating Officer (interim) Chief Nurse Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Director Group Company Secretary Corporate Governance Officer	

COG/03/21/01 Welcome and Apologies

- 1.1 The Chair welcomed everyone to the virtual meeting of the Extraordinary Council of Governors via MS Teams.
- 1.2 Apologies for absence were noted from:
- 1.2.1 Executive and Trust Directors: Karen Geoghegan
- 1.2.2 **Non-executive Directors:** Jon Furmston, Kirstin Baker, Lillian Phillip
- 1.2.3 **Governors:** Anita MacKenzie, John Davies (associate), Patricia Peal, Moira Whitlock, Jackie Campbell, Warwick George, Somnath Mukhopadhyay, Donna Johnson, Kate Galvin, Mike Magill and Gill Yeates.
 - 1.3 Glen Palethorpe informed the Council that each of the Governors who were unable to attend had provided him with details of their vote for the decision in the meeting and empowered him to provide the vote on their behalf. Glen also informed that Council that he had been provided with the decision for each Governor and empowered by them, should there be a technical difficulty during the meeting, to provide their vote to the Council.

1.4 The Council was informed that the meeting was quorate and as each governor had provided their vote and empowered Glen to give that on their behalf there were sufficient votes for the decision to be taken later in the meeting.

COG/03/21/02 Declarations of Interests

2.1 There were no declarations of interest.

COG/03/21/03 Minutes of the Council of Governors meeting held on the 14 December 2020

3.1 The minutes of the meeting of the Council of Governors held on the 14 December 2020 were **AGREED** as a correct record of the meeting

COG/03/21/04 Matters arising from Minutes

4.1 There were no matters arising from the previous meeting.

COG/03/21/05 Merger of BSUH and WSHFT

- 5.1 Marianne highlighted that today was a momentous occasion in terms of the merger of BSUH and WSHFT and that they had been able to reach this stage in six months, although it had to be recognised that the journey to here began some four years earlier with the commencement of the management contract with BSUH. Marianne was pleased that the proposal to merge had been founded on a clear purpose of Patient First along with how to improve services and look after staff.
- 5.2 Marianne formally thanked everyone who had been involved in the amazing amount of work undertaken to develop the merger plans; that these had been ably led by Pete Landstrom as the SRO for the project along with Jen Procter and Jo Smith and the work had been undertaken without putting extra burden on the front line staff during the pandemic.
- 5.3 Pete Landstrom introduced a presentation that provided the Council with the background to the merger process and the detailed development and regulatory process that had been undertaken prior to progressing to the decision to merge. Following that decision supported by the Strategic Outline case a timeline had been agreed between the Trusts and NHSEI, with a proposed aim of merging for 1 April 2021.
- 5.4 The Council was reminded of the three formal stages to the merger process these being the Strategic Outline Case, the Full Business Case and then Assurance and Approvals stage and that each stage had included a great deal of external and internal assurance processes.
- 5.5 Pete then reminded the Council of the work undertaken in respect of the development of the Strategic Outline Case noting that the management contract between WSHFT and BSUH had begun in April 2017. Having that arrangement in place had resulted in a significant and positive working relationship between the two Trusts with clear improvements in the performance, sustainability, quality and culture of BSUH, whilst retaining continued strong performance and delivery at WSHFT which had been highlighted by the Outstanding CQC rating for WSHFT. The Strategic Outline case considered four options for the future management arrangements of both Trusts and concluded that the option that gave the greatest stability and long term opportunities and benefits was a merger

between WSHFT and BSUH. The Council was informed that the feedback from NHSEI on the Strategic Outline Case had been very positive and secured their support for the preferred option and their permission to proceed to the next stage, that being the development of the Full Business Case for merger.

- 5.6 The Full Business Case had been completed and submitted in December 2020 and had been made publicly available on the Trust's website as part of today's Trust Board papers.
- 5.7 Pete detailed the steps taken by the Trust in the Full Business Case's development which included providing dedicated resource to the programme built from internal expertise and supported by external subject matter experts where appropriate. A key aim of the programme was to ensure that the merger process did not distract from the main focus of the Trust and thereby ensuring a continued safe and successful response to the Covid-19 pandemic.
- 5.8 The Full Business Case, along with detailed supporting information, was reviewed and approved for submission to NHSEI by the Trust Boards of BSUH and WSHFT on 3 December 2020. It was this submitted case that formed the basis for the Stage 3 assurance and approvals processes.
- 5.9 The Council was reminded of the formal due diligence process that had been undertaken during the formulation of the Full Business case and that no significant risks had been highlighted as a result of the proposed merger. In addition, a detailed externally facilitated Board review of risk had been undertaken which had also determined that there were no specific increased risks identified as a direct result of the WSHFT and BSUH merger. However, the Board had been conscious that any change could potentially create increased risks and therefore also considered the identified areas of greatest risk common to all mergers which were generally around organisations not having worked closely together in the past and significant financial challenges for which rectification plans were not achievable. The modelling of various scenarios that might impact the Trust had also shown that all such risks were well mitigated and could be managed.
- 5.10 In addition to the internal work the NHSEI external process comprised of 11 specific subject matter assurance reviews from either the NHSEI specialist team or those undertaken by the Trusts. These involved individual internal interviews, stakeholder and regulator interviews, plus the receipt of an independent 'reporting accountant' report as required by the formal process undertaken which had been undertaken by PwC. All this culminated in a suite of information being submitted to NHSEI and a final Board to Board meeting between the two Trusts of BSUH and WSHFT and NHSEI on 9 February 2021. Following this meeting the NHSEI Provider Oversight Committee issued a formal Risk Rating assessment for the transaction itself based on how safe and robust the plans were to successfully merge the two Trusts.
- 5.11 On 9 March 2021, the Trust received their risk rating for the transaction from NHSEI. Pete was delighted to advise the Council that across the four assurance domains the transaction had been rated as Green or Green/Amber meaning that NHSEI was satisfied that Boards could proceed with the merger and through the feedback provided had not identified any significant concerns. Pete took the Council through the ratings given for each domain:

5.11.1 Strategy

Strong strategic rationale and planning alignment - Green

5.11.2 Transaction Execution

Well planned and managed programme with risks mitigated - Green/Amber

5.11.3 Quality

Detailed benefits of merger with strong quality governance – Green/Amber

5.11.4 Finance

Detailed understanding and overall financial sustainability - Green/Amber

- 5.12 The Council was informed that the final Approvals stage of the process required:
 - Written acknowledgement of the risk rating received from NSHEI.
 - Decision from both WSHFT and BSUH Boards to formally apply to merge
 - Evidence of approval by a two thirds of governors from WSHFT
 - Letter from the Secretary of State granting permission to merge
 - o Approval of the proposed new constitution for the merged Trust
- 5.13 When approval to merge was granted, the BSUH Trust would be dissolved and the assets and liabilities transferred to the WSHFT Trust. This would be confirmed in a 'Grant of Acquisition'. The new single Trust would then be renamed University Hospitals Sussex NHS Foundation Trust and formed.
- 5.14 Pete went on to highlight the significant benefits of the management contract over the past four years and that a full merger of WSHFT and BSUH would enable further benefits to be achieved by improving services for the population through joint working, the continued and long term sharing of expertise and greater clinical collaboration. These benefits were outlined in the Full Business Case and had been aligned to the Trust's five Patient First strategic themes.
- 5.15 University Hospitals Sussex NHS Foundation Trust was the proposed new name of the merged Trust which would be one of the largest Acute Trusts in the country with a very wide range of specialist and district general services. The Trust would run five hospitals with a catchment size of over 3800k and would employ over 18,000 staff, providing significant volumes of care in a range of settings across Sussex.
- 5.16 Pete informed the Council of the work that had been undertaken in developing the strategy for the new organisation based around the Patient First strategy. This had included engagement with staff, Governors and stakeholders to determine the values for the merged Trust and patient care.
- As a new single organisation the Trust would be refreshing its clinical 5.17 strategy but were committed to continuing to provide a wide range of services. Pete added that as part of the merger there were no plans to change either Trust's clinical service provision, and the Trust was committed to engaging in appropriate public and formal consultation on any future plans that may be developed as the Trust clinical strategy is developed with the Trust staff over the forthcoming months.
- 5.18 University Hospitals Sussex would be a University Teaching Trust and a Foundation Trust with high levels of involvement and accountability from the local population it served.
- 5.19 As part of the merger the Trust was required to amend its constitution to reflect its expanded membership and Council of Governors. In considering

the changes required, the Trust had been supported by a reference group drawn from the public, staff and appointed Governors. Elements of the revised constitution, especially those relating to the composition of the Council of Governors, had been discussed with Governors, either in group meetings for public, staff and appointed Governors or through individual discussions with those Governors who could not make the relevant group meeting. The draft constitution was approved by the Council in December 2021 for inclusion in the Trust's submission to NHSEI as part of the assurance process.

- 5.20 Pete reminded the Council that assurance had been received from Capsticks, the Trust's legal advisors, that the draft constitution complied with the statutory requirements set out in Schedule 7 of the NHS Act 2006. The constitution had also been considered by NHSEI as part of the assurance process.
- 5.21 Referring to the Risk Rating of Green and Green/Amber, John Bull queried why the Trust had only received Green/Amber ratings when it had been rated as Outstanding by the CQC. Marianne replied that no Acute Trust ever received better than an amber rating for such a transaction and that given the impact of the pandemic on waiting times due to the delays in the restoration and recovery of services nationally the Trust had done extremely well to achieve the rating of Green and Green/Amber. The Council was reminded that a national financial framework for the NHS was still in development; whilst it may be disappointing it must be understood why a rating of Green/Amber was given for the Finance domain as there remained national uncertainty, although this uncertainty was made no worse by the transaction.
- 5.22 Lyn Camps expressed thanks on behalf of all the Governors for the phenomenal amount of work that had been undertaken during the merger process by extraordinary people, doing extraordinary things in an extraordinary time.
- 5.23 A number of Governors, led by the Lead Governor, commented on how well they had been engaged and kept up to date throughout the whole merger process which had provided them with the confidence to reach the decision to approve the merger.
- 5.24 John Thompson added that it was a red letter day for communities who would be receiving amazing healthcare now and in the future. Despite some comments that hospitals might lose their identify John was convinced that each hospital could continue to retain its own identify as had been the case with the previous merger of St Richards and Worthing.
- 5.25 Miranda Jose reiterated both Lyn and John's comments and added that it was an exciting day for both patients and staff especially as University status would provide more opportunities for better training.
- 5.26 The Chair expressed his thanks to Marianne, Pete and all the teams who had been involved with the merger process.

COG/03/21/06 Revised Constitution

6.1 Glen Palethorpe reminded the Council that as part of the merger the Trust was required to amend its constitution and extensive support for this had been provided by the Governors who sat on the Reference Group whose membership had been drawn from public, staff and appointed Governors.

These amendments were to reflect the enlarged geography of the new Trust, the revised composition of the Council of Governors, details of the transition arrangements for those Governors remaining or retiring on the date of the transaction and arrangements for the first election of the new Governors and the staggering of subsequent elections. An opportunity had also been taken to tidy up some of the document, including the removal of the references to the appointment of the initial Executives to WSHFT when it became authorised.

- 6.2 Glen added that subject to the minor change to page 4 of the constitution to the definition to Monitor, and the revision to the minimum membership numbers for Brighton and Hove, East Sussex and Mid Sussex, the constitution remained the same as that approved by the Council in December 2020.
- 6.3 In approving the constitution, it would also conclude the process for changing the name of the Trust to University Hospitals Sussex NHS Foundation Trust which would take effect once the merger was confirmed by NHSEI.
- Glen reiterated that that the draft constitution which had been submitted in
 December 2020 had been reviewed by Capsticks, the Trust's legal advisors) who had concluded that it complied with the stator requirements set out in Schedule 7 of the NHS Act 2006.
- Glen added this whilst not part of the Constitution itself the Chair had in response to feedback from a number of governors had asked that the engagement committee of the Council have an extended attendance to allow key Trust stakeholders such as the Friends and other Partner Charites along with District or Borough Councils to have a link to the Council. Glen added that he would be seeking to speak to many in the meeting and some of those who could not make the meeting about how this would work.
- 6.6 Jane Ramage confirmed that the Friends of Chichester Hospitals were very supportive of the proposed merger and welcomed a desire to keep a link with voluntary bodies who support the Trust and would await the outcome of the work referenced.
- 6.7 Alan Sutton, commented that whilst he was reaching the end of a 3-year tenure as a Governor, he wished to express his thanks for all who had supported what had been an amazing and privileged journey as a Governor and looked forward to seeing the new organisation achieve another Outstanding rating from the CQC. Alan added to those members of the pubic in attendance that he would encourage them to become members and consider standing as a governor.
- 6.8 John Thompson gave his huge support to the revised constitution and reiterated Alan's sentiments adding that the amazing warmth of welcome he had experienced from everybody in the Trust during his 6 years as a Governor would always remain with him.
- 6.9 The Chair confirmed that the Trust was exploring ways in which to continue to involve those who would be retiring Governors who had devoted so much time to the Trust.
- 6.10 Lyn Camps expressed her thanks to all the Governors who had helped to develop the new constitution especially when a number of them would not be continuing in office. All had been extremely professional, considered and supportive.

- 6.11 Val Turner added that as an appointed Governor it had been a privilege for her to have been involved. Her hope was that the Trust's contact with local authorities would continue. The Chair reassured Val and gave a commitment that the Trust would be exploring the best way to maintain a link with local councils.
- 6.12 The Council formally **AGREED** the constitution for University Hospitals Sussex NHS Foundation Trust.

COG/03/21/07 Formal approval of the merger

- 7.1 Glen Palethorpe reminded the Council that Western Sussex's constitution provided (at paragraph 47.1) that it may only apply for a merger, acquisition, separation or dissolution with the approval of two thirds of the voting membership of the Council of Governors. The constitution further provided (at paragraph 47.2) that Western Sussex may enter into a significant transaction only if two thirds of the voting membership of the Council of Governors approved entering into the transaction.
- 7.2 The Council was asked to consider that the Board of Directors, having met earlier on 18 March 2021, had diligently carried out their final review and consideration of the Acquisition, drawing to a close the various programmes of work that had provided review, oversight, clinical and non-clinical input to inform their considerations throughout the process and had approved the Acquisition. Information in this respect had also been shared with the Governors over the past two years through a series of workshops and information sessions and in the presentation made by Pete Landstrom at this meeting.
- 7.3 The Council was asked to approve, pursuant to the NHS Act 2006 (as amended) and pursuant to paragraphs 47.1 and 47.2 of Western Sussex's constitution, the application by Western Sussex to NHSE/I for the acquisition of Brighton and Sussex University Hospitals NHS Trust in accordance with section 56(A) of the NHS Act 2006 (as amended) including the revised constitution submitted in support of the application.
- 7.4 Glen reminded the Council that those Governors who had been unable to attend this meeting, had each given the him authority to provide their decision and therefore, without exception, all Governors would register their vote
- 7.5 Votes of approval were received from all 16 of the Governors who were in attendance at the meeting these being:

John Todd, Public Governor – Adur Jill Long, Public Governor – Arun John Thompson, Public Governor – Arun Andrew Ratcliffe, Public Governor – Arun Lyn Camps, Public Governor – Arun (Lead Governor) Lindy Tomsett, Public Governor – Chichester Les Wilcox, Public Governor – Chichester Alan Sutton, Public Governor – Chichester Pauline Constable, Public Governor – Worthing John Bull, Public Governor – Worthing Stuart Fleming, Public Governor – Patient/Carer (Associate) Val Turner, Appointed Governor – Worthing Borough Council Jane Ramage, Appointed Governor – Friends of Chichester Hospitals Anna Mathew, Staff Governor – Medical & Dental (Associate) Miranda Jose, Staff Governor – Additional Clinical Services Ryan De-Vall Staff Governor – Scientific, Technical & Professional

- 7.6 Glen then provided the vote from each of the governors who could not attend, these being
- 7.7 A further eight governors who approved, these being

Anita Mackenzie, Public Governor Arun John Davies, Public Governor (Associate) Horsham Professor Somnath Mukhopadhyay, Appointed Governor Brighton & Sussex Medical School Professor Kathleen Galvin, Appointed Governor University of Brighton Cllr Mike Magill, Appointed Governor West Sussex County Council Cllr Gill Yeates, Appointed Governor Arun District Council Moira Whitlock, Staff Governor Nursing & Midwifery Jacqui Campbell, Staff Governor Admin & Clerical

7.8 Two governors who wished to record that they abstained these being

Donna Johnson, Appoint Governor Chichester District Council who had commented in December that she felt Borough and District Councils should have representation

Pat Peal, Public Governor Worthing who has said that she would not be able to access the papers and therefore would abstain.

7.9 One governor who wished to register their opposition, this being

Warwick George, Staff Governor Estates & Ancillary who opposed the merger itself and opposed the reduction in the number of governors within the revised constitution. Glen added that Warwick did not give any comment on the diligence of the Board in arriving at their decision.

- 7.10 Glen Palethorpe summed the count of the votes and confirmed that the decision had a 24 vote majority, of which 21 counted against the constitution requirement of 16 or more as 3 approvals were given by non-voting Governors. Therefore, the decision by the Board to enter into a significant transaction, the merger by acquisition of BSUH and the revised constitution for University Hospitals Sussex were all approved
- 7.11 Alan thanked Glen for the amount of quite complex technical work that had been involved in the process and for explaining the recommendation to the Council so clearly to enable them to each provide their vote.
- 7.12 Alan closed the meeting by saying a huge thank you to all those Governors who would be retiring and for their support of the Trust during their time in office.

COG/03/21/08 Questions from Members of the Public

8.1 An opportunity had been given, but there were no questions from the public lodged for the meeting.

COG/03/21/09 Date of Next Meeting

9.1 The next meeting was scheduled for 13.00 on 20 May 2021 and it was expected that this would be undertaken via MS Teams.

Jan Simmons **Corporate Governance Officer** 18 March 2021

Signed as a correct record of the meeting

Chair

Date

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University Hospitals Sussex NHS Foundation Trust

CEO Council of Governors Report

Dame Marianne Griffiths DBE May 2021

Council of Governors Meeting in Public - 12.30 - 14.30-20/05/21

Content



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University Hospitals Sussex NHS Foundation Trust



UHSussex - building on our success

University Hospitals Sussex brings together the best of both BSUH and Western Sussex

- Both trusts were formed from mergers, BSUH in 2002 and WSHT in 2009
- WSHT was the first multi-site trust to be rated *Outstanding* in 2016 and three years later became the first acute trust rated *Outstanding* across the board
- BSUH received an Outstanding rating for caring in 2019 and Good overall
- In the same year, the NHS Staff Survey revealed BSUH as the most improved trust in the country
- Each trust has a proud history of improvement, innovation and excellence.
- As one trust we will build on our success, thrive and flourish together



Vibrant UHSussex local hospitals



Our seven hospitals will maintain their strong individual identities and will continue to be treasured by the people they serve

 We are committed to continue investing in all our current services, including maintaining A&E, maternity, trauma, tertiary and specialist services





A bigger UHSussex family



And being part of a bigger University Hospitals Sussex family will bring us all new opportunities and benefits, such as:

- Developing an exciting new clinical strategy and opportunities for service improvements and innovation
- Enhanced educational, research and career opportunities for staff
- Our trust will become more attractive to new and specialist staff so we can welcome new colleagues to our UHSussex family

Our bigger family also of course includes our new Council of Governors – welcome to all our new governors and old friends here today

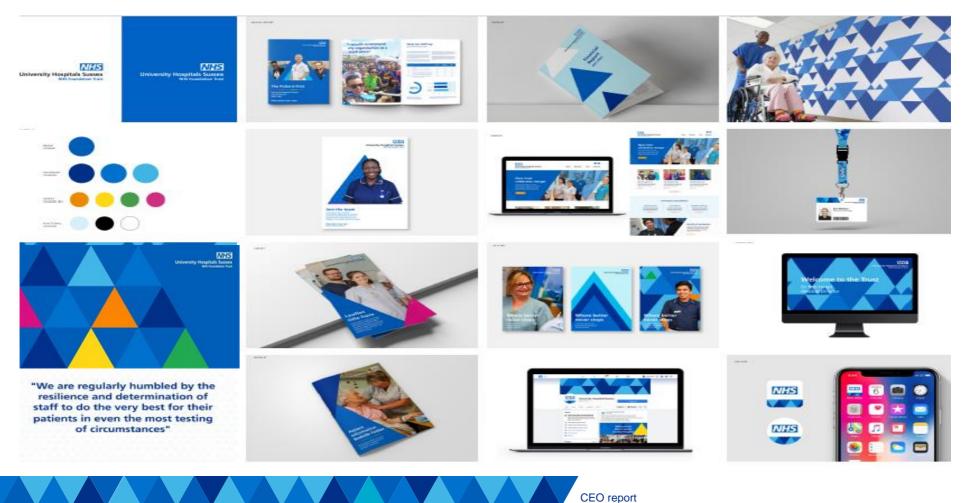


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University Hospitals Sussex NHS Foundation Trust

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A fresh new UHSussex brand





Patient First at the heart of all we do

		PATIENT	SUSTAINABILITY	PEOPLE	QUALITY	SYSTEMS & PARTNERSHIPS
TRUE N	IORTH	To have 95% or more of patients rating FFT surveys as very good or good	To deliver the Trusts Financial Plan	To be within the top quartile of acute Trusts for the national staff engagement score	Harm - To achieve a 10% reduction in the levels of Datix reported harm to patients Mortality - To achieve a 10% reduction in the crude mortality rate	Planned care – To have no patients waiting in excess of 40 weeks on an RTT pathway to be seen or treated Emergency care – To achieve 95% of patients are treated within 4 hours in Emergency Care Services
BREAKTH OBJEC	IROUGH	An increase in the numbers of patients reporting a high quality discharge experience	A reduction in the premium spend levels on our pay bill	An increase in the number of staff who would recommend the organisation as a place to work	Harm – A 5% reduction in low to moderate harms reported in key areas. Mortality – A reduction in the Top 5 contributors to mortality rates	Planned Care – An elimination of patients waiting over 52 weeks for treatment for RTT Emergency Care – A reduction of inpatient bed occupancy to 92% on a sustainable basis
STRAT INTIAT		Patient First Improvement Programme	Environmental Strategy	Leadership, Culture & Development	Clinical Strategy	3Ts RSCH redevelopment
CORPC PROJI		CQC inspection preparation	Medical Workforce Transformation (Year 1)	E-Rostering Patient Administration System (PAS)	Outpatient Transformation (Year 1)	Restoration & Recovery Merger & Acquisition PAS



New members of the UHSussex board

Interim Chief Medical Officer

 Professor William Roche is providing interim cover for Dr George Findlay who is now CEO at Medway

Managing Director

 Kate Slemeck joins us in September from the Royal Free in London, where she is currently chief executive. Recruitment of a second MD continues.

Chief People Officer

 David Grantham joins us next month, again from the Royal Free where he is also Chief People Officer

CEO report









A thousand new UHSussex members



Our Foundation Trust membership is growing with 1,347 new members recruited since we announced our plans to create UHSussex

Anyone interested in joining the trust should visit <u>www.uhsussex.nhs.uk/join-us</u>

We are also looking to elect new public and staff governors to the Council of Governors representing Brighton and Hove, Mid Sussex and Horsham.

All nominations have now been submitted. Voting will commence later this month and results declared on 15 June.



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Thousands of new UHSussex followers University Hospitals Sussex



NHS Foundation Trust

We've launched new interim websites, social media channels and attracted thousands of new followers

If you haven't already, please look up **UHSussex** and follow us on:

- Twitter
- Facebook
- Instagram





In other news at UHSussex

Very low numbers of patients with COVID in our hospitals

- From 5 to at least 10 May* we cared for no patients with COVID
- Community transmission remains low
- We are prepared to care for COVID patients again if we need to

Reflections:

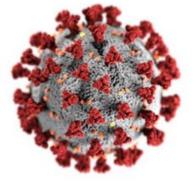
- Across UHSussex we have treated >4,000 patients for COVID, including >400 in our critical care departments.
- We have held >260,000 virtual appointments.
- Despite COVID, we performed almost 60,000 elective operations.

*figures correct as of 10 May

CEO report



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Vaccinations

Mission accomplished!

Congratulations to our vaccination hubs, which have administered more than 100,000 doses of the COVID vaccines to our staff and heath workers across Sussex.

Our second dose programme is now complete thanks to a phenomenal effort by hundreds of staff and volunteers across the trust.

More than nine out of every ten members of staff has now been protected with two doses of a COVID vaccine.







Restoration and recovery of services



Our focus is now on the restoration and recovery of patient services, balanced with staff health and wellbeing.

	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21
New	84%	85%	97%	93%	96%	97%
Follow Up	83%	85%	93%	93%	95%	97%
Daycase	85%	106%	117%	108%	110%	106%
Inpatient	85%	95%	112%	95%	99%	99%
Planning Framework	70%	75%	80%	85%	85%	<mark>8</mark> 5%

Recovery is a long term project but we are already making excellent progress.



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Diary Highlights

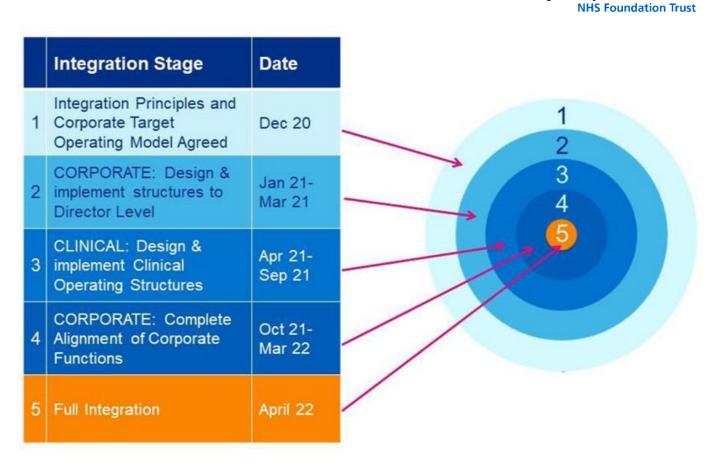


- · Visiting wards to deliver celebratory cake to staff
- MTW PFA Workshops (x2)
- North Mids PFA Workshop
- Sussex Acute Collaborative Network
- Medical Student Job Shadowing
- Accepting 200 donated Worthing Pride tickets for our staff



Looking Ahead

The next step for our new organisation is to develop our new clinical operating model and its supporting corporate operating model.





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NHS

University Hospitals Sussex

Looking Ahead

Phases 2, 3 and 4 of our new clinical strategy development process will also focus our improvement priorities to maximise benefits for patients. University Hospitals Sussex NHS Foundation Trust

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Clinical Strategy Phase 1 – Framework

CEO report

Council of Governors Meeting in Public - 12.30 - 14.30-20/05/21

University Hospitals Sussex NHS Foundation Trust

Any questions?











NHS University Hospitals Sussex

NHS Foundation Trust

Agenda Item: 6	Meeti	ng:	Council of	Governors	Meeting Date:	20 May 2021
Report Title: Nomina	tion and	Rem	uneration C	hair report to the Cour		
Committee Chair:				rthy – Council of Gove		ittee Chair
Author(s):				rthy - Council of Gove		
Report previously consi	dered by	7		•		
and date:						
Purpose of the report:						
Information				Assurance		\checkmark
Review and Discussion				Approval / Agreemer	ıt	\checkmark
Reason for submission	o Trust	Boar	d in Private	only (where relevan	t):	
Commercial confidentiality				Staff confidentiality		
Patient confidentiality				Other exceptional cir	cumstances	
Implications for Trust St	rategic 1	hem	nes and any	link to BAF risks		
Patient						
Sustainability						
People						
Quality						
Systems and Partnerships						
Link to CQC Domains:						
Safe				Effective		
Caring				Responsive		
Well-led			 ✓	Use of Resources		
Communication and Co	sultatio	n:	1			

Report:

The Council of Governor Nomination and Remuneration Committee met on the 30 April 2021 and agreed the process to be applied for the recruitment of NEDs in May 2021.

The Committee agreed that there would be three stakeholder streams, one focusing on the Values of the candidate and their fit with the Trust's own values, the second focusing on the Value the candidate can bring to the Trust and the third focusing on the candidates Links to the Trust and its Communities. The Committee agreed that the Stakeholder sessions should be held on the day before the interviews to allow feedback from these sessions to be considered at interview.

The Stakeholder sessions took place on the 11 May and on the basis of these it was decided to put forward three of the five candidates to the interviews on the 12 May 2021. These candidates being Lucy Bloem, Denise Holt and Claire Keatinge. The interview panel consisted of the Chair, Lead Governor, Chief Executive and Chief Culture and OD Officer.

The outcome of the interviews was presented to a Council of Governor Nomination and Remuneration Committee meeting on the 13 May 2021, a summary of each candidate is provided as an appendix to this report). At this meeting the Committee received the recommendation from the panel to appoint all three candidates interviewed. The Committee discussed this with the Chair and the Lead Governor who had been on the panel and reflected on their own views from their stakeholder panel which recommended all these three candidates progress to interview. The Committee agreed with the panel decision and agreed to recommend to the Council that these three candidates be offered NED positons, subject to satisfactory references and their ability to meet the fit and proper person requirements. The Committee felt that appointing

Nomination and Remuneration Committee Chair's report to the Council Date May 2021



three NEDs at this point offers the ability for stronger succession planning for the known NED retirements in 2022.

Key Recommendation(s):

The Council is asked to **AGREE** the recommendation from the Nomination and Remuneration Committee to appoint three new NED (Lucy Bloem, Denise Holt and Claire Keatinge) for a term of three years, subject to satisfactory references and their ability to meet the fit and proper person requirements

Nomination and Remuneration Committee Chair's report to the Council Date May 2021



Appendix – Candidate Summaries

Lucy Bloem

Lucy is coming to the end of her term at South East Coast Ambulance Service NHS Foundation Trust, (SECAmb) Lucy is keen to continue to contribute to the NHS and felt that this local organisation was too good to miss. She is attracted by the scale and complexity of the Trust, as well as the opportunities around the merger and Patient First agenda, which she feels very much align to her earlier career as a management consultant.

Lucy brings an interesting blend of commercial skills and acumen, with an understanding of the NHS boards. Her management consulting experience saw her work with organisations of similar scale and complexity on significant transformation programmes including a merger. She understands improvement methodology and the importance of the Patient First ethos. Having seen SECAam through a significant improvement programme, she has an understanding of good governance, political influencing skills and a good understanding of the right questions to ask to get to the bottom of issues. People and patient driven, she is financially astute and has a great understanding of quality assurance. There will be a learning curve in getting to grips with the complexities of the acute sector, but Lucy brings helpful insight into the wider system and a partnership orientation.

Denise Holt

Denise lives in the middle of the area served by University Hospitals Sussex. It is a Trust that serves her community - her friends, her family, her colleagues - and as such she has a vested interest in its development and performance. As someone who spent 40 years in the Foreign Office as a Member of the Diplomatic Office has always felt the areas of universal importance and impact that were of most interest to her, are Health and Education. She considers this role an opportunity to translate this emotional and intellectual interest into an applied contribution - she values opportunities such as this which enable her to make a tangible impact to delivery.

Denise has a breadth of experience with an ability to translate this into the context of an NHS trust. Whilst she does not bring a track record gained within the sector, her ability to offer comment on the Trust's current position and forthcoming challenges evidenced her ability to assimilate information effectively. Whilst this will be a new environment and one which she will need to acclimatise herself to, her commitment to delivering positive impact, her own values and the principles of public life and understanding of robust governance will bring real value to the Board of University Hospitals Sussex.

Claire Keatinge

Claire lives in Brighton and is an experienced NED, she is currently a Non-Executive Member of the Northern Ireland Prison Service (NIPS) where she chairs the Audit and Risk Committee, and was previously a Board Member of Dunhill Medical Trust and Chair of Community Grants Committee.

Claire is a values-driven, experienced NED and Executive Board member, bringing a breadth of expertise across voluntary and statutory services often working with hard to reach/marginalised groups and in services that are highly regulated and publicly scrutinised. Again whilst there will be a learning curve in getting to grips with the complexity of the NHS has strong intellectual and analytical skills, which will help her make her contribution to the Trust early.

Nomination and Remuneration Committee Chair's report to the Council Date May 2021

Western Sussex Hospitals NHS Foundation Trust

Agenda Item:	7	Meeting:	Council	of Governors	Meeting Date:	20 May 2021
Report Title:	Repo	rt from Patie		ement and Experienc	e Committee Me	eting Chair
Sponsoring Ex	ecutiv	e Director:	Maggie Da	avies, Chief Nurse		
Author(s):			•••	avies, Chief Nurse		
Report previou by and date:	sly co	nsidered	N/A direct	report to Council		
Purpose of the	report	t:		-		_
Information				Assurance		\checkmark
Review and Dis	cussior	า		Approval / Agreeme	ent	
Reason for sub	omissi	on to Trust	Board in F	Private only (where	relevant):	
Commercial cor	fidenti	ality		Staff confidentiality		
Patient confiden	tiality			Other exceptional c	ircumstances	
Link to Trust S	trategi	c Themes:				
Patient Care			\checkmark	Sustainability		
Our People			\checkmark	Quality		\checkmark
Systems and Pa			\checkmark			
Any implication	ns for:					
Quality						
Financial						
Workforce						
Link to CQC Do	omains	5:				
Safe			✓	Effective		~
Caring			✓	Responsive		✓
Well-led			✓	Use of Resources		✓
Communicatio	n and	Consultatio	n:			

Executive Summary:

The Patient Engagement and Experience met on 19 February 2021, unfortunately it was not quorate as there were no external body representatives at the meeting. However, there were no matters that required any decision so the meeting continued.

The Committee received both the quarter 2 and quarter 3 patient experience reports and the Trust's developed action plan in respect of a National Healthwatch report in respect of patient feedback on discharges and how the work on the Trust's own identified breakthrough objective to improve the discharge processes links to the national report findings.

The Committee also received feedback from the Governors on their feedback received from the Trust's local community.

Key Recommendation(s):

The Council is asked to **NOTE** the assurances the Committee received at the meeting in respect of patient experience and **NOTE** that the Committee referred no matters to the Council for their action.

COMMITTEE HIGHLIGHTS REPORT TO COUNCIL

Meeting	Meeting Date	Chair	Quo	orate
Patient Engagement	19 February 2021	Maggie Davies	yes	no
and Experience Committee				✓
Declarations of Interes	t Made			
There were no declaration	s of interest			
Assurance received at	the Committee meetin	g		
Committee was inform national pause for the p of Trust patients rated responded). The Com swift responses to any was ASSURED over the and those responded to	hed of the recommenced beriod to December 2020. I their experience as good mittee RECEIVED informator complaints, despite the p hese processes through b	2 and quarter 3 patient e friends and family feedba The feedback received for d or better (this was from tion on the work undertake pressure on staff dealing w oth the relatively low levels 5% for the received compla- ve 1 of covid	ick process f quarter 3 was some 9721 p n by the Trus ith covid. The of re-opene	ollowing the that 94.93% patients who t to maintain e Committee d complaints
 The Committee RECE improvements to the T also pick up the Natio processes put in place plan. The Committee 	IVED an update on the T rust's discharge processes onal Healthwatch reports f by the Trust to learn from heard feedback from a s inconsistent and thus a for	rust's breakthrough object s. The Committee heard th findings. The Committee the national report through small number of the Com cus on this process to ensu	at this work s was ASSUR the clearly ma mittee memb	tream would ED over the apped action bers that the
will bring to the staff an also informed about the be discharged with digr	d how the investment woul e project that the estates s nity, which is utilising charit	ust's laundry service investi Id see an environmental be staff are taking forward, to h table funds to support patien rst few days back at home.	nefit. The Co nelp vulnerabl nts who need	mmittee was e patients to
working and feedback survey in support of the the Council to know ho	from patients who were e breakthrough objective. ow well they had been lool the very positive feedbac	nors on the exemplary way being contacted to take pa The Committee heard from ked after on Birdham ward k being consistently given	art in the Tru n one patient and the work	st discharge who wanted undertaken
Actions taken by the C	Committee within its Te	erms of Reference		
There were no specific dec	cisions taken by the Comm	nittee at this meeting.		
Items to come back to	Committee (Items Com	nmittee keeping an eye	on)	
	, , ,	o come back to the Commi		
Items referred to the B	oard or another Comm	ittee for decision or ac	-	
Item			Referred	to
The Committee referred no	o matters to other Council	for action.		

NHS University Hospitals Sussex NHS Foundation Trust

Agenda Item:	8	Meeting:	Council of G	Governors	Meeting Date:	20 May 2021
Report Title:		Governor's I	Report			
Sponsoring Exe	cutive	Director:		, Lead Governor		
Author(s):			Lyn Camps,	Lead Governor		
Report previous and date:		sidered by				
Purpose of the r	eport:					
Information			~	Assurance		
Review and Discu				Approval / Agreement		
			oard in Priva	ate only (where relevar	nt):	
Commercial confi		ity		Staff confidentiality		
Patient confidenti				Other exceptional circu	umstances	
Link to Trust Str	ategic	Themes:				
Patient Care				Sustainability		
Our People				Quality		
Systems and Part	tnershi	os				
Any implications	s for:					
Quality						
Financial						
Workforce						
Link to CQC Dor	nains:			Effective		
Safe				Effective		
Caring				Responsive		
Well-led			✓	Use of Resources		
Communication	and Co	onsultation				
Executive Summ	nary:					
			an update o	f activities up to the end	of May 2021	
Key Recommend	dation	s):				
The Council is as	ked to	NOTE this re	eport.			

LEAD GOVERNOR'S REPORT TO THE COUNCIL OF GOVERNORS MAY 2021

Huge congratulations on the completion of the Merger. The Governors are delighted and are really looking forward to seeing how the new Trust develops with "extraordinary people achieving extraordinary things!" Very exciting times!

How lovely to start the Lead Governor report with "fresh beginnings" and positivity. With the relentless slog of Covid over the past year and the impact on both Western and BSUH it may have seemed a bit beyond "brave" to add a merger into the mix. Covid really highlighted the opportunities that bringing both trusts together could offer patients and staff and really importantly, support the drive to restore and recover services. Our thanks go to the CEO, Chair, Execs, Neds and the M&A team, who did a phenomenal piece of work to make the Merger a reality.

We love the new branding, very vibrant and modern! Governors were involved in a small part, in a "branding session" with staff. Some of the words used to describe the "Trust" were tenacious, incredible, inclusive, warm, friendly, family, trusted, professional! All of which are powerful building blocks to take forward.

The Governors are really pleased to finally see that the numbers of Covid patients have really reduced and with none in critical care. The leadership, care, dedication and support of our patients and each other, has been beyond anything anyone could have imagined would be required as of March 2020. We really do think you have been amazing and are a huge credit to both your professions, NHS and the Trust. Nothing short of a herculean effort, thank you again from us all.

The vaccination hubs have been a resounding success. Over 100,000 doses delivered which is an incredible number. A huge thankyou to all who made this so successful and as always delivered with a smile, cuppa and cake! A number of Governors have continued to support the Hubs as either Vaccinators or volunteers and have been impressed by how slick the operation was. Who knew the perfect gift for 2021 would be a vaccination?

The merger created some challenges for the Council of Governors and with new constituencies that would need to be represented, we formed reference groups to develop a new constitution. As part of this process, it was evident, that in order to not have an overly large group of Governors we would in fact lose some of the existing WSHT Governors. In addition, we took the time to reflect on what we did well and lessons we could learn from the 10 years of being a Foundation Trust. We now have plans for a clearly defined Induction programme, a buddy system, and a Governor Handbook, to really ensure that the new Governors who will be joining us are supported and do not find it too daunting.

Elections for new Staff and Public Governors from the Brighton & Hove, Horsham and Mid Sussex have commenced and as part of the process we have been running "drop in" clinics for prospective Staff and Public Governors. We have met some lovely people and hope this translates into a positive election. Until the election results are known in June, we will be running slightly light on both Staff and Public Governors.

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Governor Focus

The Governors are having a number of meetings (on Teams) to help us gain a better understanding of the new trust and to understand the opportunities that the Merger offers, alongside of what we can do to support. It will all be brought to life for us when we can physically visit and meet the staff and we can't wait.

We attended as members of the Public, the new Trusts Board meeting, which has a new look and feel which was really engaging and we were so pleased to see the work already achieved in regard to Restoration and Recovery. Whilst it sounds like a large hill to climb, the plans are innovative and ambitious. We look forward to seeing the Patient First, new strategic initiatives and breakthrough objectives being brought to life and enhancing the "patient voice". I am sure there will be plenty of improvement projects that the Governors can support.

Engagement with the public is still not at the level it was pre-covid but we are starting to see and hear from more people as the Country starts to reopen. The details within the Board meeting were clear and will enable us to respond to questions in regard to the Trust and restoration and recovery plans and some of the challenges. Effective communication going forward will be key to ensuring that the public we represent as Governors, are kept informed and supportive of the plans.

Nursing Degree at Chichester University

We were delighted to have a presentation from Jess Mills who is supporting Chichester University in offering an Adult Nursing Degree from this coming September. A number of Governors and volunteers are helping in "interviewing" candidates, support for assessments and developing the course work. I have already been approached by 4 HCAs who have been offered a place on the course and they are absolutely over the moon. For some, moving away from home is just too daunting or they are unable to do as they have a young family. Being able to support locally feels like a really positive step in developing Nurses for the future and hopefully retaining them in our Trust.

Appointment of Non-Executive Directors

Governors are part of a sequence of meetings as stakeholders, involved in the process to appoint 2 new NEDs with the support of the Exec team, a constitutional requirement for the Governors which is due to conclude this month.

NEDS & Chair Appraisals

The Governors have now completed and submitted their contribution to these appraisals, the outcome of the reviews of the chair and NEDs will come back to a subsequent Council meeting after being considered by the Governor's Appointment and Renumeration Committee.

Goodbyes and Hello's

Executives & NEDs

Congratulations to the Trust Chief Medical Officer, George Findlay, on his new position as CEO for Medway. We are sure you will be very successful.

A Happy retirement to Mike Rymer, Non-Executive Director, thank you for your support Mike.

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We will also be extending a big welcome to David Grantham, the new CPO and the new Managing Director Kate Slemek who join the Trust later this year but would like to offer a very warm welcome to the interim CMO, Professor William Roche who joined the Trust on the 11 May 2021.

The Governor role is a constitutional requirement of a Foundation Trust and a voluntary role. We have enjoyed a highly effective team of Governors over the last few years, and I wanted to say a very personal thank you to all of those who we say goodbye to. Your commitment, energy and active contribution made my first year as Lead Governor much easier and very enjoyable.

Thank you to:

Jill Long	Donna Johnson	Alan Sutton
John Davies	Val Turner	Jacqui Campbell
Gill Yeates	Jane Ramage	Andrew Radcliffe
Patricia Peal	Anita McKenzie	Dr John Bull
Moira Whitlock	Warwick George	Prof Somnath Mukhopadhyay

And a special thank you to John Thompson who has been Lead Governor twice and was Deputy Lead for my first year and offered superb support and wise counsel.

A number of newly Appointed Governors have joined and it's a big welcome to:

Dr Kalidasan	Appointed Governor for Inclusion Networks
Sue Shanks	Appointed Governor from B&H Council and Head of Health & wellbeing
Helen Rice	Appointed Governor from the voluntary sector, CEO of Age UK

What a year 2020/21 turned out to be and will be written into the history books. As we start 2021/22 with some significant positives, we look forward to seeing University Hospitals Sussex thrive and develop into the leading provider of "Outstanding and compassionate care".

Lyn Camps Lead Governor May 2021

NHS University Hospitals Sussex

NHS Foundation Trust

Report Title: Company Secretary Report Committee Chair: Glen Palethorpe Author(s): Glen Palethorpe Report previously considered by and date: Glen Palethorpe Purpose of the report: ✓ Assurance ✓ Information ✓ Assurance ✓ Review and Discussion □ Approval / Agreement □ Reason for submission to Trust Board in Private only (where relevant): Commercial confidentiality □ Staff confidentiality □ Patient confidentiality □ Other exceptional circumstances □
Committee Chair: Glen Palethorpe Author(s): Glen Palethorpe Report previously considered by and date: Glen Palethorpe Purpose of the report: ✓ Information ✓ Assurance Review and Discussion □ Approval / Agreement □ Reason for submission to Trust Board in Private only (where relevant): Commercial confidentiality □
Author(s): Glen Palethorpe Report previously considered by and date: Purpose of the report: Information ✓ Review and Discussion □ Reason for submission to Trust Board in Private only (where relevant): □ Commercial confidentiality □ Staff confidentiality □
and date: Purpose of the report: Information ✓ Review and Discussion □ Reason for submission to Trust Board in Private only (where relevant): Commercial confidentiality □ Staff confidentiality □
Information ✓ Assurance ✓ Review and Discussion □ Approval / Agreement □ Reason for submission to Trust Board in Private only (where relevant): Commercial confidentiality □ Staff confidentiality □
Review and Discussion Approval / Agreement Reason for submission to Trust Board in Private only (where relevant): Commercial confidentiality Staff confidentiality
Reason for submission to Trust Board in Private only (where relevant): Commercial confidentiality
Commercial confidentiality
Patient confidentiality
Implications for Trust Strategic Themes and any link to BAF risks
Patient
Sustainability
People
Systems and Partnerships
Link to CQC Domains:
Safe
Caring Responsive
Well-led ✓ Use of Resources □
Communication and Consultation:

Report:

Background

The purpose of this report is to update the Council on a number of matters linked to the Trust's revised constitution. This report covers an update on the Trust's membership, the recruitment of new governors and the development of the Council's two committees.

Membership

Since the approval of the constitution the Trust has secured further new members and the Trust, as of the start of May, now has 8686 members. This shows a net increase of some 1156 from the numbers in 2019/20.

The Trust recognised that the inability to have face to face conversations within our communities has meant a lower level of conversion of interest into actual membership applications. Whilst we undertook a lot of online engagement we are looking forward to using in person events such as Medicine for All to secure more members.

New Governors

With the approval of the Trust's constitution there were a number of newly created governor positions, these were 3 new appointed governor positions, 2 new staff governors and 4 new publically elected governors.

Company Secretary Report to the Council May 2021

Appointed Governors

In line with the approved constitution we have secured nominations for the three new appointed governors for the Trust. These governors are:-

Sue Shanks from Brighton and Hove City Council; Helen Rice from Age UK, representing the voluntary sector; Varadarajan Kalidasan (Kali) from the Trust's Inclusion Groups

Staff Governors

The Council, in approving the Constitution, established two new staff governor positions, one linked to the Royal Sussex County Hospital site and one linked to the Princess Royal Hospital. This decision was made to enable the staff voice across the whole Trust to be heard within the Council meetings. A number of virtual drop in sessions were held to allow staff to better understand the role and the opportunities being a staff governor offers.

For the Royal Sussex County Hospital site, we have received six eligible nominations and elections are underway.

For the Princess Royal Hospital, we received one nomination and thus this person will be appointed as the position is uncontested.

Public Governors

The Council, in approving the Constitution, established four new public governors, two for Brighton and Hove and two for Mid Sussex. At the time of running these elections, the Trust took the opportunity to seek a governor for the seat vacated by the retirement of the Governor for Horsham. As with the staff governors a number of virtual drop in sessions were held to allow potential governors to better understand the role and the opportunities being a governor offers.

For Brighton and Hove, we received eight nominations and elections are underway.

For Mid Sussex we only received one nomination so this person will be elected unopposed and the second seat will remain vacant. The Trust is to run further elections in July for seats where there are governors whose terms of office are ending and therefore we will be able to go out again for this seat. It should be noted that we continue to receive applications for membership within this constituency so there is a good chance this seat will be applied for but we will seek to enhance awareness of this opportunity within the Mid Sussex area.

For Horsham we received three nominations and elections are underway.

Key Recommendation(s):

The Council is asked to **NOTE** the increasing level of Trust membership and to **NOTE** the positon regarding the filling of the appointed, staff and public governor positions.

Company Secretary Report to the Council May 2021