

## COUNCIL OF GOVERNORS

**Hybrid Council of Governors' meeting in public to be held at 16.00 hours  
on 15 February 2023 at the Conference Room, Academic Centre  
and via Microsoft Teams**

No.	No.	Item	Purpose	Type	Lead
1	16.00	Chair's Welcome and Announcements	Note	Verbal	Chair
2		Apologies To receive apologies for absence	Receive	Verbal	Chair
3		Declarations of Interest Governors are requested to declare any interests they have in items on the agenda.	Note	Verbal	Chair
4		Minutes of the Council of Governors' meeting held on 5 December 2022	Receive and Approve	Page 3	Chair
5		Action Log	Note/ Approve	Page 9	Chair
<b>ASSURANCE and INFORMATION ITEMS</b>					
6	16.05	Chair's Update	Receive and Discuss	Page 10	Chair
7	16.10	Chief Executive's Update	Receive and Discuss	Verbal	Chief Executive
8	16:15	Capital Programme Update	Receive and Discuss	Page 15	Chief Executive
9	16.20	Board Committee Update  - Audit Committee	Receive and Discuss	Page 18	Audit Committee Chair
10	16.30	Inclusion and Leadership Council Report	Receive and Discuss	Page 21	Chair
11	16:40	Community Presentation - AgeUK	Receive and Discuss	Page 24	AgeUK Director of Home & Hospital Services
<b>GOVERNORS' and MEMBERSHIP UPDATE</b>					
12	17:00	Membership and Engagement Manager's Report	Receive and Discuss	Page 39	Director of Corporate Affairs

13	17.10	Lead Governor's Report	Receive and Discuss	To follow	Lead Governor
14	17:20	Healthwatch Milton Keynes – Council of Governors' Report	Receive and Discuss	Verbal	CEO, Healthwatch Milton Keynes
<b>GOVERNANCE</b>					
15	17:30	Draft Council of Governors Terms of Reference	Receive and Approve	Page 43	Trust Secretary
16	17:35	Draft Appointments Committee Terms of Reference	Receive and Approve	Page 48	Trust Secretary
17	17:40	Motions and Questions from Council of Governors	Receive and Discuss	Verbal	Chair
18		Any Other Business	Discuss / Note / Approve	Verbal	Chair
19		Draft Council of Governors Forward Agenda Planner	Receive and Approve	Page 51	Chair
20		Date and Time of Next Meeting in Public 19 April 2023, 16.00	Note	Verbal	Chair
		Close			

**If you would like to attend this meeting or require further information, please contact:**

**Kwame Mensa-Bonsu, Trust Secretary** Tel: 01908 996234. Email: [kwame.mensa-bonsu@mkuh.nhs.uk](mailto:kwame.mensa-bonsu@mkuh.nhs.uk)

**MILTON KEYNES UNIVERSITY HOSPITAL NHS FOUNDATION TRUST  
COUNCIL OF GOVERNORS' MEETING**

**Minutes of the Council of Governors' meeting held in public at 16.00 hours on  
Monday, 5 December 2022, in the Conference Room at the Academic Centre  
and via MS Teams**

**Present**

Alison Davis	Chair	(AD)
Babs Lisgarten	Lead Governor	(BL)
Baney Young	Public Governor	(BY)
William Butler	Public Governor	(WB)
Robert Johnson Taylor	Public Governor	(RJT)
Niran Seriki	Public Governor	(NS)
Shirley Moon	Public Governor	(SM)
Clare Hill	Public Governor	(CM)
Ann Thomas	Public Governor	(AT)
Yolanda Potter	Staff Governor	(YP)
Stevie Jones	Staff Governor	(SJ)
Keith McLean	Milton Keynes Council Representative	(KM)
Maxine Taffetani	Healthwatch Milton Keynes Representative	(MT)
Andrew Buckley	Milton Keynes Business Leaders Representative	(AB)

**In Attendance**

Terry Whittle	Director of Finance	(TW)
Kate Jarman	Director of Corporate Affairs	(KJ)
Yvonne Christley	Director of Patient Care and Chief Nurse	(YC)
Bev Messinger	Non-Executive Director	(BM)
Haider Husain	Non-Executive Director	(HH)
Gary Marven	Non-Executive Director	(GM)
Dr Dev Ahuja	Associate Non-Executive Director	(DA)
Jason Sinclair	Associate Non-Executive Director	(JS)
Lucy Martin	Adult Carers Service Manager	(LM)
Kwame Mensa-Bonsu	Trust Secretary	(KMB)
Lui Straccia	Membership and Engagement Manager	(LS)
Julia Price	Senior Corporate Governance Officer	(JP)

**1 Welcome and Announcements**

- 1.1 The Chair extended a warm welcome to those attending the meeting and in particular to Baney Young and John Garner, who had recently joined the Council.

**2 Apologies**

- 2.1 Apologies were received from John Garner (Public Governor) and Pirran Salter (Staff Governor). Apologies were also received from Professor Joe Harrison (Chief Executive Officer), John Blakesley (Deputy Chief Executive), Dr Ian Reckless (Medical Director and Deputy Chief Executive) and Heidi Travis (Non-Executive Director).

### 3 Declarations of Interests

- 3.1 There were no new declarations of interest received in relation to the items on the agenda.

### 4 Minutes from the Council of Governors meeting held on 16 May 2022

- 4.1 The minutes from the 16 May 2022 meeting were approved as an accurate record of the meeting.

### 5 Matters Arising/Action Log

- 5.1 The action log was reviewed and updated as follows.

#### Action No. 15 – Task and finish group

AD advised that the task and finish group to agree processes for non-executive director recruitment would be established in the New Year. Open

The progress made in relation to the actions on the Action Log was **noted**.

### 6 Chair's Report

- 6.1 In addition to the report provided, AD advised that the Mayor of Milton Keynes had opened the new Infusion Unit last week. The non-executive director interviews would be taking place this week and an extraordinary Governors meeting would be convened, ideally before Christmas and on Teams, to approve the recommendations from the interview panel.

The Council **noted** the Chair's update.

### 7 Chief Executive's Update

- 7.1 KJ presented the update on behalf of JH and highlighted the following items.

1. The hospital was under pressure operationally and very busy, particularly within Paediatrics and KJ referenced the media coverage in relation to current high infection rates in children.
2. The Maple Centre opened on 31 October and was impacting positively on patient flow.
3. Industrial action by the Royal College of Nursing was due to commence shortly and KJ explained that the hospital would not be affected at this point as the number of votes received from members here was insufficient, but it was expected that the hospital would be impacted by industrial action taken by other areas such as the ambulance service.
4. Work was underway on the new Radiotherapy Unit with ground breaking scheduled for 14 December.
5. A new delivery robot in the shape of a penguin, named by staff as Milton, was being introduced and KJ highlighted the reputation the Trust was developing for innovation and technology.
6. A new set of behavioural standards would be launched in the New Year with the aim of putting the Trust values into action. The standards would be shared with the Council of Governors once ratified by the Trust Executive Committee.
7. A lot of initiatives were being implemented by the Trust around engagement, rewards, recognition and helping staff with the challenges associated with the cost of living crisis.

7.2 In response to a question from SM about virtual wards, KJ advised that this was a little-used concept at the Trust but was being explored and was likely to become a crucial tool in helping with patient flow. YC explained that virtual wards were typically used for patients that could be discharged safely with some monitoring and additional support. From her previous experience, YC confirmed that patient satisfaction was very high regarding these wards.

7.3 YC advised that the Trust recently welcomed 20 healthcare workers and she was very pleased to advise that, following a meeting earlier in the day, staffing over Christmas and New Year appeared to be in a very good position as the organisation reaped the benefit of the international nurses.

The Council **noted** the CEO's update.

## **8 Capital Programme Update**

8.1 TW presented the update on behalf of JB explaining that the report picked up the main risks around schemes already underway. There were over 100 capital schemes this year and the organisation was set to spend up to £18m. As highlighted under 7.1, construction on the Radiotherapy Unit was underway and was expected to conclude around April 2024. The total cost of the build was over £15m with £4.5m due to be spent in 2022-23.

8.2 As mentioned, the Maple Centre opened on schedule at the end of October and the capital scheme would close down at the end of March once the minor faults and snagging issues had been resolved.

8.3 The main theme on all the schemes was inflation in the construction figures, such as costs around manufacturing, production, shipping and fuel, reflecting the cost of living crisis. In mitigation, the Trust was securing guaranteed maximum prices for the bigger schemes. Significant effort was being made to ensure the Trust remained within Department of Health expenditure controls.

8.4 TW highlighted the £1m breast care service refurbishment improving the layout of the environment and incorporating an additional ultrasound machine. He advised that a business case was going to the next Finance and Investment Committee and Trust Executive Committee following protracted discussions around required planning approvals.

8.5 Referencing the Whitehouse development, TW explained that the organisation was looking to take as much diagnostic work offsite for ease of access for the population, primarily in endoscopy services. Subject to funding the Trust had ambitions to build out the diagnostic offering across Milton Keynes particularly in Central Milton Keynes which would work well in terms of connectivity and travel.

8.6 In response to a question from MT over how the organisation was working with Milton Keynes Council to ensure sufficient transport in the long term to access Whitehouse which was sited in the far west of Milton Keynes, TW explained that the Trust had been in dialogue with the Council throughout the planning and design of the scheme. KM advised that every planning application should have an associated transport plan but he acknowledged that this was not always deliverable.

8.7 BY proposed collaboration between the Trust and her organisation, Network Rail, in response to current inflation and cost of living issues and TW advised he would be interested in pursuing this.

8.8 AD advised that she would be proposing to the Integrated Care Board a whole system approach to transport infrastructure.

The Council **noted** the update.

## 9 Board Committee Update – Finance and Investment Committee

9.1 This item was deferred to the next meeting in the absence of HT.

## 10 Inclusion and Leadership Council (ILC) Report

10.1 AD reported that the ILC was building momentum and an allyship agenda was developing for the Trust Board to consider. A presentation to the Council of Governors on this would be scheduled for the summer.

The Council **noted** the report.

## 11 Carers MK – Adult Carers Awareness Presentation

11.1 AD welcomed LM to the meeting. LM explained that Carers MK was an independent charity commissioned by Milton Keynes Council and was a network partner of Carers Trust. Some funding was provided by the hospital and the Integrated Care Board (ICB). She clarified that the charity supported unpaid carers who were not necessarily related to those that they cared for. She advised that in Milton Keynes there were around 22,000 people in some kind of caring role, adding that one of the charity's challenges was to help people to recognise that they were carers. Raising awareness and the profile of the charity was another challenge.

11.2 LM explained that caring could involve personal care, helping with mobilising, emotional and practical support, managing finances and medical appointments. Carers often became the expert in the person they care for, and it was therefore important for them to be involved in conversations about their care. It was reported that carers saved the NHS around £130bn a year.

11.3 Carers MK offer practical and emotional support, counselling services, access to legal advice and planning emergencies. There were two support workers at the hospital from Monday to Friday that go onto the wards working closely with ward staff and who advocate for carers to be involved in conversations.

11.4 HH asked how much of the Charity's work was focused on dementia patients and how much this impacted on the workload. LM reported that the charity supported just under 7000 carers, the significant majority of whom were looking after people with dementia. LM added that a high proportion were caring for people with mental health issues.

11.5 The charity offered a young carers support service for children aged 8 and above and in response to a question from TW on how young carers are identified, LM explained that the charity worked with schools and universities, raising awareness of the support available. While young children were unlikely to be main carers, they still benefited from having space to talk about their caring role in confidence.

11.6 AD thanked LM for the presentation and, noting the funding contribution from the ICB, commented that it was a system ambition to work with partners as a means of holistically supporting the whole community. Responding to a question from AD about how the hospital could support the service, LM asked whether governors would consider circulating the contact details of the charity to their constituents to raise awareness. LM asked that, when speaking to someone with, for example, Parkinson's or multiple sclerosis, people consider that they would be supported by a carer who could benefit from the charity's support.

The Council **noted** the presentation.

## 12 Membership and Engagement Manager's Report

12.1 LS highlighted the following from the report.

1. 15 events stalls had been manned by the Governors since May 2022 and four newsletters had been issued during the same period. Public membership was currently 1679, 16% of whom were from BAME backgrounds against a 2021 Census figure for Milton Keynes of 29%.
2. There had been no nominations for staff governors in the nurses and midwives, doctors and dentists categories at the last round of elections and KMB explained that a recent staff survey indicated a general lack of awareness of staff governors and their function. LS was leading on raising the profile and hoped to link in with staff induction.
3. There was good momentum with reaching out to community partners and a governor led event in collaboration with Healthwatch MK was planned for 2023.

12.2 Since the report was issued, a proposal had been submitted to work with Milton Keynes Community Foundation which had been accepted. Work was also ongoing to engage with young people in schools through Worktree, a voluntary organisation assisting students with career choices, who were keen to work with the Trust. Various community organisations were being contacted and KMB advised that while he and LS would support the Governors in these activities, they needed to be led by them.

12.3 HH suggested arranging talks on topics such as virtual wards to engage Governors and local communities. He added that briefings to Governors would assist them in becoming ambassadors in their communities. KMB advised that this ambition was incorporated within the strategy for the hospital but the focus was currently on building the foundations for this. More input from Governors was requested. It was anticipated that presentations from voluntary organisations would occur at each Council of Governors meeting.

12.4 DA suggested approaching parish councils to recruit members and to ensure that the benefits of becoming a hospital member were highlighted. KMB explained that this was also part of the strategy and LS was planning face to face meetings with parish councillors. He added that around 6000 public members were surveyed earlier in the year as part of the data cleansing exercise and many people's circumstances had changed. Building the numbers back up again would take time. SM suggested asking staff to encourage friends and neighbours to become members.

12.5 In response to a query, KMB advised that it had been difficult to establish contact with the leader of the youth council and he was advised to contact the MK Community Foundation for support with this.

The Council **noted** the report.

## 13 Lead Governor's Update

13.1 BL reported that the Governors continued to seek ways of engaging the public and it was good to see them reaching out to their communities. She advised that inclusive recruitment training was being provided to her and fellow Governors ahead of the non-executive director interviews. A recent meeting took place to align the Constitution to enable associate non-executive directors to step into non-executive director roles where needed. BL had suggested holding pre-meetings before Trust Board meetings and Council of Governor meetings to review the agendas and she clarified that these would not be mandatory. The proposal had been positively received and she was awaiting further feedback. BL was drafting a governors' strategy to provide some focus going into 2023 and was seeking input from colleagues.

The Council received and **noted** the report.



## **14 Healthwatch Milton Keynes (MK) – Council of Governors’ Report**

- 14.1 MT reported a significant increase in the number of people contacting Healthwatch MK in connection with waiting times following a broadcast she was involved with on Three Counties Radio.
- 14.2 There had been good feedback on the MyJourney portal which people were finding extremely useful in giving transparent information on waiting lists for treatment. However, she highlighted that GPs were not aware of this and she suggested that arrangements were made to publicise it more widely.
- 14.3 A number of people had made contact over the lack of communication regarding cancelled appointments and MT expected that this was due to postal strikes.
- 14.4 Focused listening events held for people with hearing difficulties had identified issues with communication and MT offered to work with the Trust to resolve these. It was agreed that an update on the rollout of the MyCare portal, including the records functionality, would be helpful. Greater publicity on the website was also suggested.
- 14.5 With regard to networking events, AD proposed that the ICS should link in with educational institutions offering media studies to assist in providing comms and YouTube videos of presentations.

The Council received and **noted** the update on Healthwatch MK’s activities.

## **15 Motions and Questions from Council of Governors**

- 15.1 There were no questions

## **16 Any Other Business**

- 16.1 CH invited governor colleagues and board members to contact her to arrange a convenient time to accompany her on the trolley rounds to the wards with the Friends of MK Hospital. The Council congratulated her on having volunteered with the Charity for 35 years.

## **17 Date and Time of Next Meeting**

- 17.1 Wednesday 15 February 2023 at 16:00.



**Council of Governors Action Log**

Action No.	Date added to log	Agenda Item No.	Subject	Action	Owner	Completion Date	Update	Status Open/ Closed
15	26-Sep-22	4.1	Chair's Report	Task and finish group to be formed to agree a fair and transparent NED recruitment process	AD	15-Feb-23	Verbal Update	Open
18	5-Dec-22	14.4	Healthwatch Milton Keynes (MK) - Council of Governors' Report	Update on the rollout of the MyCare portal	John Blakesley	15-Feb-23	Verbal Update	Open

<b>Meeting Title</b>	<b>Council of Governors</b>	<b>Date: 15.02.2023</b>
<b>Report Title</b>	<b>Chair's Report</b>	<b>Agenda Item: 6</b>
<b>Lead Director</b>	<b>Name: Alison Davis</b>	<b>Title: Chair</b>
<b>Report Author</b>	<b>Name: Alison Davis</b>	<b>Title: Chair</b>

<b>Key Highlights/ Summary</b>	<p>An update for the CoG on activities outside routine committee attendance. For particular note:</p> <ul style="list-style-type: none"> <li>• Research by the Open University in Woughton parish on the impact of deprivation on young people</li> <li>• MKUH participation in NHS Employers Armed Forces Conference</li> </ul>			
<b>Recommendation</b> <i>(Tick the relevant box(es))</i>	<b>For Information</b> <input checked="" type="checkbox"/>	<b>For Approval</b> <input type="checkbox"/>	<b>For Noting</b> <input type="checkbox"/>	<b>For Review</b> <input type="checkbox"/>

<b>Strategic Objectives Links</b>	N/A
<b>Board Assurance Framework (BAF)/ Risk Register Links</b>	N/A

<b>Report History</b>	N/A
<b>Next Steps</b>	N/A
<b>Appendices/Attachments</b>	<i>Chair's Report from the In Public Board meeting in January 2023</i>

## **Report to Council of Governors 15.02.2023**

The following report is to update Governors on my activities outside routine meetings and to draw your attention to relevant items in the local community or BLMK system:-

1. Attached is my briefing from the in public meeting of the 12<sup>th</sup> of January for information.
2. Our new Non-Executive Director Mark Versallion and Associate Non- Executives Precious Lwanga-Zumbika and Ganesh Baliah started on the 1<sup>st</sup> January 2023. Many thanks to all those who took part in the stakeholder panels and interview panel in December.
3. I was involved in a stakeholder group as part of the interview process for a new Chair for Central & North west London Foundation Trust, who provide mental health services in Milton Keynes. The new chair is Tom Kibasi.
4. Bedfordshire Hospitals FT have a new Chair designate, Richard Sumray who will be in post from the 1<sup>st</sup> April 2023. We have met and will be having regular meetings once he is substantive.
5. Clare Panniker, Director for the East of England at NHS England visited the Trust in January to see some of our services, including the maple Centre and spoke with Joe Harrison and myself.
6. I met with Dr Wendy Turner from the Open University who is involved in a national study called CHiLL focusing on children's experiences growing up in under resourced areas. Woughton in Milton Keynes is one of the areas taking part in the study. She has summarised the project as follows:-

### *'Children's Lives in Changing Places (CHiLL)*

*Recent rapid social, economic and cultural change, rising child poverty, digital inequality and the effects of Covid-19 have transformed contemporary childhood. Yet, the way in which these changes impact the quality of children's everyday lives and life chances and the role of 'place' in mediating these impacts are not fully understood.*

*This new research project will involve participatory action research with young people (aged 10-15) to understand the changing significance of local neighbourhoods in their lives from their own perspectives, identifying priorities for change. The study will be conducted in the Ashbrow Ward of Huddersfield with parallel studies in Woughton Parish Milton Keynes and rural Lincolnshire. The project will engage with local and national stakeholders to build rich knowledge of the issues.*

*The project will contribute to local and national policy priorities to promote place-based working in order to 'build back fairer', but also will provide insights into the lives of children growing up in the 2020s. This will provide a lens into changing cultures of childhood, the challenges of growing up in less*

*advantaged neighbourhoods, the attributes and potential of place from children's perspectives and the extent to which these place attributes affect the quality of their childhoods.*

*The focus will be on young people's experiences of their local neighbourhood, where and how children spend their free time and factors influencing that, how they value and use local spaces, their sense of place belonging and the significance of local places (families, communities, local environment) in affecting children's wellbeing, life chances and their sense of active citizenship.*

*The project is being conducted as part of the international Growing up in Cities project involving similar studies in over 14 countries <https://www.nuffieldfoundation.org/project/childrens-lives-in-changing-places>.*

*Working in partnership with local authority, voluntary sector and community stakeholders, this landmark study will create impact for multiple stakeholders at a local, national and international level through new knowledge and approaches concerning the changing significance of place on young people's lives and their role as researchers and change makers.*

*The project starts on September 1st and will continue until May 2024."*

As this research is relevant to the objectives of the Integrated Care System, I have referred her on to colleagues at BLMK for further discussions.

If Governors for Woughton would like to know more, I would be very happy to connect them with Wendy. Several young people have been identified to work on the project and I am hoping Wendy might be able to help us engage with potential Governors for MKUH.

7. NHS Employers are holding an Armed Forces Conference in March and MKUH has been asked to take part, highlighting the Silver Award systems in place to support armed forces staff and patients. It is a virtual event and if Governors would be interested in 'attending' I can provide a booking link.
8. On the 10<sup>th</sup> March I will be accompanying Clare Hill on her trolley round to the wards, to meet patients and staff.

## Chair's report: January 2023

To provide details of activities, other than routine committee attendance, and matters to note to the Trust Board:

### Happy New Year to everyone.

1. We were fortunate once again to have a great deal of interest in our vacant Non-Executive (NED) and Associate posts. From 37 applications we identified a shortlist of 8 and interviewed shortly before Christmas.

Mark Versallion has been appointed by the Council of Governors (CoG) as a new Non-Executive; Mark's career includes roles as a Commercial Director, Marketing Strategist and Councillor. He also has previous experience as a Non-Executive at Bedfordshire Hospitals NHS Foundation Trust and North West London NHS Hospitals Trust .

In addition, the CoG has appointed Devdeep Ahuja as a substantive NED, from his previous role as an Associate.

We welcome Precious Zumbika- Lwanga and Ganesh Baliah as new Associate Non-Executive Directors (ANED)
2. In November there was a visit from an Armed Forces Covenant representative to discuss progress with the project at MKUH. Both Joe Harrison and I attended with Sharon Robertson and Johanna Hrycak (Armed Forces Covenant Support Officer). We received some very positive feedback, especially in regard to the plans to develop veteran support.

I also attended the Armed Forces Day at MK Dons on the 12<sup>th</sup> November, part of the Remembrance weekend.
3. The MK Community Foundation launched an ambitious initiative called OneGen Moonshot, on the 24<sup>th</sup> November with the aim of tackling and reducing childhood poverty. The first meeting brought representatives from organisations across Milton Keynes to hear about the strategy and start to discuss how to make the ambition a reality. Further information is available at <https://mkcpp.org.uk/one-gen>
4. Also in November, a session called "Dying to be Heard" was held at the Academic Centre. Lesley Goodman, Experience of Care Lead at NHS England and Jacqui Smith, whose husband died in 2018 at MKUH, both gave presentations reflecting on patient experience and end of life care. Their views and experiences created a lot of discussion amongst those present, especially in terms of how to improve care provided to patients and families at end of life.
5. On the 14<sup>th</sup> December, despite the cold, the 'ground breaking' ceremony took place for the new radiotherapy centre. We are excited and looking forward to the

completion of the new facility in about 18 months time, which will provide a significantly better patient experience for those needing the services

6. And lastly I am pleased to report the successful appointment of three more consultants in anaesthetics, urology and trauma and orthopaedics.

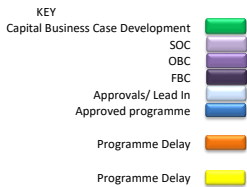
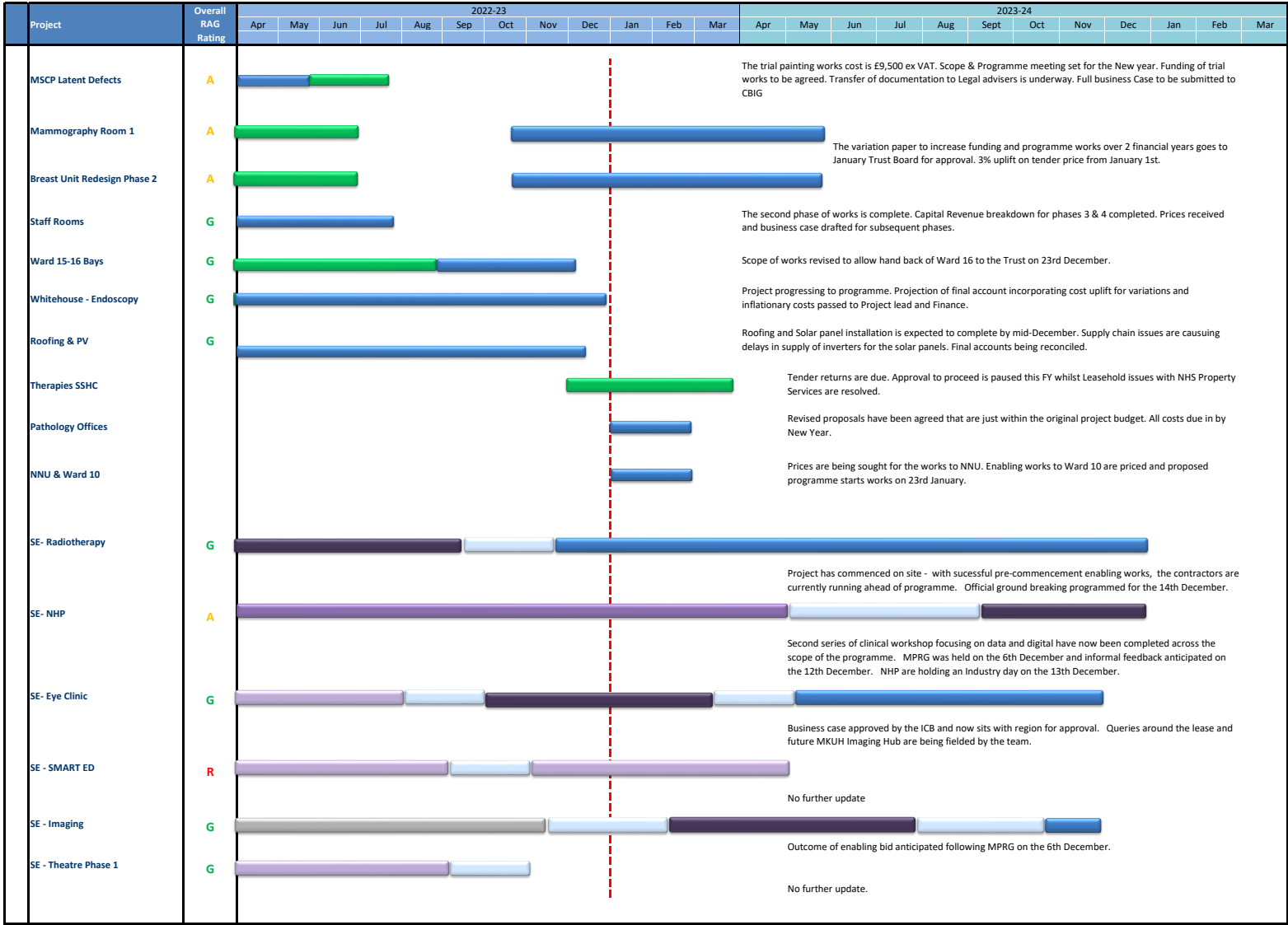
<b>Meeting Title</b>	Council of Governors	<b>Date:</b> 15 February 2023
<b>Report Title</b>	Capital Programme Board: 25th January 2023	<b>Agenda Item Number:</b> 8
<b>Lead Director</b>	John Blakesley, Deputy Chief Executive	
<b>Report Author</b>	John Brierley, Head of Capital Projects	

<b>Introduction</b>	Progress of each project summarised in the key points and key milestones, issues, and risks for each project. The programme for each project has been reviewed by the Capital Programme Board (CPB) membership.		
<b>Key Messages to Note</b>	Refer to Project Status Gantt Chart for December 2022 (Appendix A).  <b>Programme Risks</b> Key Issues and Project risks were reviewed. Significant risks are as follows: <b>MSCP1</b> <ul style="list-style-type: none"> <li>• Agreement of funding required to MSCP 1 to address deterioration of top deck finish and internal finishes.</li> <li>• Contract risk with regards defects may affect the Trust ability to recover the cost of the next phase of works.</li> <li>• Operational risk from reduced spaces available once repair works are underway.</li> </ul> <b>Mammography Room 1 &amp; Breast Care Phase 2</b> <ul style="list-style-type: none"> <li>• No significant issues</li> </ul> <b>Staff Rooms</b> <ul style="list-style-type: none"> <li>• No significant Issues</li> </ul> <b>Ward 15 – 16 Bay fronts</b> <ul style="list-style-type: none"> <li>• No significant issues</li> </ul> <b>Whitehouse - Endoscopy</b> <ul style="list-style-type: none"> <li>• Decontamination refitting works will disrupt services.</li> <li>• Risk to compliance with JAG accreditation with the compromised layout of the unit at Whitehouse.</li> </ul> <b>Roofing &amp; PV</b> <ul style="list-style-type: none"> <li>• No significant issues</li> </ul> <b>Therapies SSHC</b> <ul style="list-style-type: none"> <li>• Lease to be confirmed before proceeding.</li> </ul> <b>Pathology Offices</b> <ul style="list-style-type: none"> <li>• No significant issues</li> </ul> <b>NNU &amp; Ward 10</b> <ul style="list-style-type: none"> <li>• No significant Issues</li> </ul>		
<b>Recommendation</b> <i>(Tick the relevant box(es))</i>	<b>For Information</b> <input type="checkbox"/>	<b>For Approval</b> <input type="checkbox"/>	<b>For Review</b> <input checked="" type="checkbox"/>

<b>Strategic Objectives Links</b> <i>(Please delete the objectives that are not relevant to the report)</i>	<ol style="list-style-type: none"> <li>1. Keeping you safe in our hospital</li> <li>2. Improving your experience of care</li> <li>9. Expanding and improving your environment</li> <li>10. Innovating and investing in the future of your hospital</li> </ol>
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<b>Report History</b>	The Capital Programme Board reports to the Executive Directors and Trust Executive Committee in order that both committees are updated on the progress of the major schemes identified within the BAU Capital Programme.
<b>Next Steps</b>	Minutes are reported to the Executive Directors and Trust Management Board each month.
<b>Appendices/Attachments</b>	Capital Programme Board: Appendix A: Programme Status Gantt Chart – December 2022.



<b>Meeting Title</b>	<b>Council of Governors</b>	<b>Date: 15 February 2023</b>
<b>Report Title</b>	<b>Annual Assurance Report – Audit Committee</b>	<b>Agenda Item Number: 9</b>
<b>Non- Executive Director</b>	Gary Marven, Non-Executive Director	
<b>Report Author</b>	Kwame Mensa-Bonsu, Trust Secretary	

### Key Messages to Note

#### Summary

Based on the activity undertaken in the year the Committee considers:

- The organisation’s system of risk management to be adequate in identifying risks and allowing the Executive to understand the appropriate management of those risks.
- Subject to the comments noted below we consider the assurance framework to be fit for purpose, comprehensive and based on reliable data.
- There are no outstanding areas of significant duplication or omission in the organisations systems of governance that have come to the committee’s attention.

It should be noted that the Committee’s views are also informed by performance reports received and discussions with key Executives and staff.

#### Key activity throughout the year:

Annual Review (Financial Year)

This provides a summary of the activities of the Audit Committee between April 2022 and December 2022.

#### **1. Internal Audit**

- i. Annual Internal Audit Report 2021/22 and Head of Internal Audit Opinion

The annual Head of Internal Audit Opinion contributes to assurances available to the Chief Executive and the Board which underpin the Board's own assessment of the effectiveness of the organisation's system of internal control, and completion of the Annual Governance Statement.

For 2021/22 the Head of Internal Audit Opinion was that **reasonable assurance** could be given that the organisation had an adequate and effective framework for risk management, governance and internal control. The Opinion noted that, during their work, the Internal Auditors identified further enhancements to the framework for risk management, governance and internal control to ensure that it remained adequate and effective.

The Committee held the Trust’s Risk Management team to account to ensure they continued to improve both the risk management and risk reporting processes.

In 2021/22 RSM completed 8 internal audit reports which covered the following areas:

- Complaints and PALS – **Reasonable Assurance**
- Conflicts of Interest – **Reasonable Assurance**
- Key Financial Controls – **Substantial Assurance**
- Cyber Security – Remote Working and Operational Resilience – **Reasonable Assurance**
- Patient Experience – **Reasonable Assurance**
- Consultant Job Planning – **Partial Assurance**
- Freedom to Speak Up – **Reasonable Assurance**
- Risk Management – **Reasonable Assurance**

ii. Internal Audit Workplan 2022/23

The Audit Committee approved the Internal Audit Workplan for 2022/23 and the areas to be reviewed include:

- Data Quality
- Recruitment and Retention
- Clinical Governance – Learning from Serious Incidents
- Clinical Audit
- Cyber Security
- Financial Sustainability – Mandatory Audit
- Risk Management
- Assurance Mapping
- Waiting List Management

## 2. Financial Controller Reports

i. Bad Debt Write Offs

Over the period, Audit Committee approved the write off of £97k of bad debts dating back to 2018. The debts written off related to salary overpayments and the treatment of overseas patients. The Committee was assured that these bad debts were being written off after significant debt recovery efforts had been undertaken unsuccessfully.

ii. Single tender waivers

Over the period a total of 100 single tender waivers totalling £4.25m were approved. The Committee comprehensively reviewed these waivers and were assured by the reasoning provided for the waivers being approved. Note can be taken of the **substantial assurance** rating the Internal Auditors provided for the Trust's Key Financial Controls.

## 3. 2021/22 Annual Reports

The Committee reviewed and noted the following:

- The 2021/22 Annual Accounts for ADMK Ltd, a subsidiary of Milton Keynes University Hospital, and the external audit arrangements for both businesses
- The 2021/22 Annual Report for the Milton Keynes Hospital Charity
- The draft assessment compiled to inform the Value for Money opinion as part of the Trust's year-end audit process for FY2021/22

The Committee also reviewed and recommended the following for approval by the Trust Board of Directors:

- The 2021/22 Annual Report for Milton Keynes University Hospital NHS Foundation Trust
- The 2021/22 Quality Report
- External Audit's final Draft Going Concern Assessment.

#### 4. Audit Appointments

- The Committee noted the Council of Governors' appointment of Grant Thornton to a three-plus-one-year extension term as the Trust's External Auditors from July 2022.
- The Committee noted the appointment of RSM as Internal Auditors by the Trust to a three-plus-one-year extension term from June 2022.

#### 5. Information Governance

The Trust' Data Security and Protection Toolkit (DSPT) was, on 30 June 2022, assessed as compliant with the National Data Guardian's 10 data security standards. The DSPT was assessed as "Standards met".

#### A. Risks/concerns (Current or Emerging) identified

##### 1. Procurement and Contract Management – Counter Fraud Review

A Counter Fraud Review during the year revealed weaknesses and improvement opportunities to reduce fraud and bribery risks. There was concern about the lack of a standard contract template, and a non-standardised or inconsistent contracts management process.

##### 2. Board Assurance Framework (BAF)

Committee members reviewed the BAF and expressed concern that it was not as dynamic and assuring as it was required to be. The Risk Management team and the Director of Corporate Affairs commenced a process in October 2022 to review and upgrade of the BAF.

The key risks being managed by the Executive are

Short term:

- Economic instability-Impact of industrial action and the inflationary environment
- Patient backlogs and care delays arising from the COVID pandemic
- Difficulties in Staff recruitment and retention leading to staffing shortages
- Pandemic surge further COVID/Flu
- Potential inability to manage emergency demand

Longer term:

- Staff recruitment and retention
- Receiving adequate funding to meet the required performance targets and the growing needs of the Milton Keynes population

<b>Meeting Title</b>	<b>Council of Governors</b>	<b>Date: 15/02/23</b>
<b>Report Title</b>	<b>Inclusion Leadership Council</b>	<b>Agenda Item Number: 10</b>
<b>Lead Director</b>	<i>Danielle Petch, Director of Workforce</i>	
<b>Report Author</b>	<i>Thomas Dunckley, Head of Employee Relations</i>	

<b>Introduction</b>	<i>A summary of the Trust's Inclusion Leadership Council, it's purpose, agenda and key areas of progress.</i>		
<b>Key Messages to Note</b>	<i>The ILC has been in place since November 2021 and has actively run since. In January 2023 it was agreed with the ILC that a refreshed agenda would be implemented to ensure closer links with the Trust Board. Key areas of progress have been outlined within the paper.</i>		
<b>Recommendation</b> <i>(Tick the relevant box(es))</i>	<b>For Information</b> <input checked="" type="checkbox"/>	<b>For Approval</b> <input type="checkbox"/>	<b>For Review</b> <input type="checkbox"/>

<b>Strategic Objectives Links</b> <i>(Please delete the objectives that are not relevant to the report)</i>	<i>8. Employ the best people to care for you</i>
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<b>Report History</b>	<i>The name of the committee(s) or governance group that considered the report, and date(s) on which the report was considered.</i>
<b>Next Steps</b>	<i>State whether this report shall be considered by another committee or the Trust Board.</i>
<b>Appendices/Attachments</b>	<i>List of Attached Reports (See Appendix xxx)</i>

## 1. Terms of Reference

The Inclusion Leadership Council (ILC) was formed in November 2021 as a governance meeting for staff networks at MKUH. It was created to bring all of the networks together as a “network of networks” alongside senior leadership within Workforce, providing a collaborative voice to better inform and guide Trust decisions, ensuring that equality, diversity and inclusion are considered.

The ILC is in place to ensure that effective and co-ordinated action is taken across the Trust to reduce disadvantage, discrimination and improve equality of opportunity, and promote diversity and inclusion in terms of the people it serves, its workforce, its partners and the services it delivers.

The meeting is chaired by Alison Davis, the Trust Chair and has the following attendance:

- Director of Workforce
- Deputy Director of Workforce
- ADO HR Services
- Head of Employee Relations
- Equality, Diversity and Inclusion Business Partner
- Equality, Diversity and Inclusion Advisor
- Staff Network Chairs

Colleagues from a number of other divisional areas are also invited but their attendance is optional.

## 2. Agenda

The ILC takes place once every other month, with the option to hold extraordinary meetings as necessary or required. In January 2023 a refreshed agenda was agreed to ensure closer links with the Trust Board and to provide ILC members with the opportunity to comment on Board papers of note, estates developments and HR policies. The refreshed agenda is as follows:

- Chair Update – an update provided by the Chair and/or Director of Workforce covering key news items from the organisation.
- Policy Update – recently published HR policies are brought to the ILC for awareness. Staff Network Chairs have the opportunity to comment on policies prior to this, as part of the Trust’s Policy Review Group.
- Board Focus – the Trust Chair will bring a relevant board paper to the group for discussion, prior to being submitted to Board. Input from the ILC will be taken to Board to strengthen the links between both groups.
- Estates & Technology Development – representatives from Estates/IT will provide an update on developments to the site and infrastructure for the group to comment on. This will help raise areas where the group may feel these developments may impact particular groups so that these can be considered as part of plans.



- Network Strategic Programmes – this is an update from the ED&I on projects that require direct involvement from the staff networks.
- Ideas, Hot Topics, Issues & Niggles – this is where all network members in attendance will have the opportunity to put forward points of note, whether these be issues in need of fixing, ideas or hot topics amongst their networks.
- General Network Updates – each network is given a 5-minute slot to provide updates on network activity.
- Feedback/Comment for Board – attendees are given the opportunity to provide feedback and or comments to be shared at the next Board meeting.

### **3. Key Issues Raised and Progress**

A number of issues have been discussed at the ILC. Below is a list of issues that have been raised since the last report and the key progress that has been made:

- Network Budgets – the networks have requested budgets to assist with communications spend throughout the year. We have been pleased to confirm that from April 2023, each network will receive an annual budget of £1,000 to spend on network events, marketing and activities.
- Protected Working Time – ongoing discussions about supporting network members with protected working time for network activities.
- Framework for Staff Networks – engagement has taken place with the staff networks to develop a framework for each network, outlining the composition of leadership, process for elections and engagement with the ED&I team.
- Freedom to Speak Up – through the ILC it has been agreed that Deputy Network Chairs will be trained as FTSU Champions, ensuring there is a champion in each network.

# Supporting the needs of older patients and older people of Milton Keynes

*Presentation by Laura Price  
Age UK MK Director of Home & Hospital services*

# A few facts about Age UK MK

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- Started in June 1978 as Age Concern
- Approx 130 staff, full and part-time
- Over 300 volunteers
- Within the city of Milton Keynes
- Work in partnership with others (e.g. MKCC, BLMK ICB)

## Who we are locally

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- Age UK Milton Keynes is a local, independent charity with its own charity number
- We are responsible for our own management
- All monies raised in Milton Keynes stays in Milton Keynes
- We are able to react quickly to change
- We have a can do attitude

# We work for older people

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**Vision** - *To become a society in which we can thrive as we age.*

**Mission** - *Age UK Milton Keynes works with and for older people to make a real and positive difference that contributes to their wellbeing and quality of life*

- We exist to provide the services older people ask for, value, need and want.
- We provide services of a preventative nature.
- They need to trust our organisation and know we are a safe pair of hands.

## How do we know what older people want from us?

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- We ask
- We listen
- We act
- We deliver
- We monitor, review and ask again

# How do we organise ourselves?

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We have a structure that supports our business and client base:-

- Generate Unrestricted money – through retail , fundraising and events
- Services that are free at point of delivery or that will require charitable funds to keep them affordable
- Contracted services
- Services that will make a charge to the client and provide full cost recovery



# What do we actually do ?

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## Chargeable Services

### Independent Living Service

- Shopping
- Cleaning
- Toenail cutting
- Handyman
- Gardening
- Relief Care



# Supported Services

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## Befriending / Walking Befriending

- Volunteer befrienders to accompany on a short walk
- Telephone befriending
- Befriending visits

## Technology Help/Digital champions

- mobile phones, laptops and other technology problems
- Support and training to access online services

# Day Services

- Friendship clubs
- Long Lunch club
- Meal Delivery Service
- COGS & SPARKS  
(Maintenance Cognitive Stimulation therapy)



- We hold regular sessions, for older people to come together and enjoy a snack or fresh 2 course meal and meaningful and stimulation activities together. These sessions help to reduce isolation and loneliness.

# Free services

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## Information & Advice

- Telephone / visits to a person's home
- At the Information, Advice and Support Centre in MKUH
- Leaflets and factsheets: pick up from our premises or download from our website and national Age UK site
- Advocacy – enabling older people to have their voice heard



# Contracted services

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## Hospital Aftercare

- Co-located in Milton Keynes University Hospital
- Facilitate discharge
- Transport patients home
- Settle at home
- Practical support for up to 6 weeks to stay at home
- Admission Avoidance

## Social Prescribing

- Non medical support
- Social, emotional and practical help
- Work with GP practices
- Reduce GP appointments
- Improve wellbeing





Prevention and early intervention is dependent on good information, advice, advocacy, support and practical help being available.

There are 77,308 over 55s in Milton Keynes, representing 26% of the total population; 17,000 over 65s are living alone.

But an ageing population means that pressure on existing services is continuing to grow.

# Preventative services reduce demands on GPs time and on hospital services by



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- Addressing loneliness and isolation
- Providing practical help and non-medical intervention
- Providing timely information and advice
- Addressing poor or inappropriate housing
- Ensure older people feel safe, warm and have enough money to live on
- Reducing the risk of problems developing into crisis

Our services will have a positive impact on the wellbeing and quality of life of your patients and their carers.

**Our clients are your patients**

We have a common goal and should continue to work together

We all want happier, healthier and supported older people



# Questions?

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Thank you for listening and now  
may I take any questions.

<b>Meeting Title</b>	<b>Council of Governors</b>	<b>Date: 15/2/23</b>
<b>Report Title</b>	<b>Membership and Engagement Manager Report</b>	<b>Agenda Item Number: 12</b>
<b>Lead Director</b>	<i>Kate Jarman, Corporate Affairs Director</i>	
<b>Report Author</b>	<i>Lui Straccia, Membership and Engagement Manager</i>	

<b>Introduction</b>	<i>Provide update on engagement and membership</i>		
<b>Key Messages to Note</b>	<ul style="list-style-type: none"> <li>• Faith group engagements - being enhanced.</li> <li>• Early steps to coordinate all community engagement activity in the Trust.</li> <li>• Research &amp; Development engagement</li> <li>• Parish Councils engagement activity</li> <li>• Schools engagement</li> </ul>		
<b>Recommendation</b> <i>(Tick the relevant box(es))</i>	<b>For Information</b> <input checked="" type="checkbox"/>	<b>For Approval</b> <input type="checkbox"/>	<b>For Review</b> <input type="checkbox"/>

<b>Strategic Objectives Links</b> <i>(Please delete the objectives that are not relevant to the report)</i>	<ol style="list-style-type: none"> <li>1. <i>Keeping you safe in our hospital</i></li> <li>2. <i>Improving your experience of care</i></li> <li>3. <i>Ensuring you get the most effective treatment</i></li> <li>4. <i>Giving you access to timely care</i></li> <li>5. <i>Working with partners in MK to improve everyone's health and care</i></li> <li>6. <i>Increasing access to clinical research and trials</i></li> <li>7. <i>Spending money well on the care you receive</i></li> <li>8. <i>Employ the best people to care for you</i></li> <li>9. <i>Expanding and improving your environment</i></li> <li>10. <i>Innovating and investing in the future of your hospital</i></li> </ol>
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<b>Report History</b>	<i>n/a</i>
<b>Next Steps</b>	
<b>Appendices/Attachments</b>	<i>Activity Calendar 2023</i>

# **Council of Governors Membership & Engagement Manager's Report**

**15 February 2023**

**Author: Lui Straccia**

**Key highlights / summary: Update on the progress of Membership & Governor Engagement**

**Membership – 1,712**

**Activity calendar**

Please see attachment. These are scheduled activities and future opportunities for Governors to either be involved in community engagement or better understand how to engage with their communities.

**Faith group engagement**

Significant work has been happening in the past few weeks with the engagement team paying visits to various faith groups in the community to deliver letters from the Trust Chair and Head of Chaplaincy aimed at starting dialogue with the Council of Governors. Contact is being made / meetings arranged / held with an increasing number of influential community leaders, including from MK Synagogue, Jehovah's Witnesses, Christian Centre, Cornerstone Church, Islamic Centre, Buddhist temple, MK Council of Faiths and MK Hindu Association, with highlight outcomes so far being:

- Gurudwara, in Leadenhall (Sikh Society of MK) – Health sessions currently being organized on diabetes, nutrition and patient experience
- MK Intercultural Forum - Engagement team presenting on faith group outreach work to the group – 20 February
- Friends of the Caribbean - Health Forum – 15 April

## **MKUH teams and departments**

The engagement team are building links to several teams and individuals already engaged in or are wanting to collaborate on community engagement, including Kieran Dunne the Senior Matron for Surgery, Patient Experience, the Diabetes team, Pathology, Pharmacy and the Research & Development (R&D) Department.

In terms of the R&D Department, Kwame and Lui have accepted an invitation to attend the R&D Committee meeting in March 2023 to present on the need for stakeholders to encourage underserved communities in Milton Keynes to become members of the Trust. Kwame and Lui have also accepted an invitation to participate in the R&D Day activities in May 2023. Patients who want to be part of research activity on the Day will also be approached to become members of the Trust as well. The Head of R&D has also agreed to include Trust membership recruitment paperwork in the paper work the research nurses use to engage with patients who are clinical research subjects, as well as those who are considering to become the subjects of research.

As the membership team develop these engagement activities, it has been recognised that various departments, units and individuals of the Trust are also engaging with the community but in a very dispersed and disparate manner. Early steps are being taken to coordinate all the various engagement activity with Lui as the coordinator. This would ensure some standardisation of the activity, the pooling of resources and also ensure that the Trust can receive the appropriate feedback. The Council of the Governors will be central to this effort, and updates will be provided as appropriate.

## **Parish councils**

Contact is being made with all 48 of the city's parish councils. Contact has so far been made with 34, with outcomes including inclusion of membership promotion in around a dozen newsletters and websites, as well as posters being put up on public premises and leaflets left in community spaces, tables and council offices. There are 14 parish councils still to make successful contact with following unsuccessful attempts via email and phone, and the offices for these are currently being visited in person.

## **Schools engagement**

Three virtual Q&A sessions with school pupils have been scheduled/ held by MKUH Governors:

- Emma Isted: 12 January and 30 January - St Paul's Catholic School
- Tracy Rea: 3 March – Radcliffe School

## **Other activity**

- Working with MK Community Foundation on their Vital Signs report to 'How the public can influence the services provided by the local health authority to meet the needs of the community'
- MKUH health stalls for local organisations and companies
- Governors' Awayday – 28 February – Focus on community engagement
- COG elections ongoing for 7 vacancies
- New Governor posters for wards and departments, updated Staff Governor leaflets, and quarterly staff email bulletin on Governors and membership (part of Staff Engagement Plan)
- Newly designed membership sign-up forms and event freebies to be produced
- Meeting with Fishermead breakfast club organizer to consider outreach opportunities
- Opportunities for Governors to be involved in stalls in the hospital Main Entrance, outside Eaglestone Restaurant, Harvey's Gang tours, Alcoholics Anonymous meetings

**Council of Governors  
TERMS OF REFERENCE**

**Constitution**

The Council of Governors is mandated under paragraph 12 of the Constitution as such will comprise of both elected and appointed Governors.

Authority

The powers of the Council of Governors are set out in the Trust Constitution.

Accountability

The Council of Governors is accountable to the various bodies set out in statute, including Monitor and other third party bodies and is also accountable to the Trust Membership.

A minute of each meeting will be taken and approved by the subsequent meeting. The draft public minutes will be posted on the Trust website.

**Purpose**

To ~~provide active~~provide oversight of the leadership of Milton Keynes [University Hospital NHS Foundation Trust](#); to ~~establish~~ have input, review, scrutinize and ~~approve~~ its strategic direction, aims and values; to ensure accountability to the public and to assure that the Trust is managed with integrity.

**Membership, Attendance and Quorum**

Membership

The membership of the Council of Governors shall be as mandated in Annex 3 of the Trust Constitution and shall consist of:

- Chair~~man~~ of the Trust, who will Chair the meeting.
- 15 Public Governors;
- 7 staff Governors;
- One ~~the Integrated Care System (ICS) Clinical Commissioning Group (CCG)~~ Governors appointed by ~~the Bedford Luton Milton Keynes ICS (if they wish to continue with this practice)~~Milton Keynes CCG;
- One Local Authority Governors to be appointed by Milton Keynes Borough Council;
- Three Partnership Governors to be appointed by partners~~hip~~ organisations.

The above comprise the voting membership of the Council of Governors.

A table naming the current Council of Governors is appended (Appendix 1).

Attendance

Members of the Council of Governors are expected to attend all meetings but should in any event attend a minimum of 3 out of 5.

The Council of Governors may invite non-members to attend its meetings as it considers necessary and appropriate. The Trust Secretary, or whoever covers those duties, shall be Secretary to the Council of Governors and shall attend to take minutes of the meeting and provide appropriate advice and support to the Chair and the Governors.

Quorum

A quorum of the Council of Governors shall be as specified in the constitution:

“Ten Governors, including not less than four Public Governors, not less than one Staff Governor and not less than one appointed Governors shall form a quorum.”

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**Meetings and Conduct of Business**

Frequency

The Council of Governors will meet at least three-five times in each financial year, including the Annual Members Meeting. ~~Save~~ in the case of emergencies or the need to conduct urgent business.

Calling meetings

Meetings may be called by the Trust Secretary or by the Chairman, or by ten Governors (including at least two elected Governors and two appointed Governors) who will give written notice to the Trust Secretary specifying the business to be carried out.

Declarations of Interest

Any member or attendee of the Council of Governors shall declare any interests which may or may be seen to conflict or potentially impact on any item of business. They shall absent themselves from the discussion of that item if the meeting so requires.

Agenda

The Council of Governors will at least annually:

- review these terms of reference
- receive the Annual Report & Accounts;
- receive the Quality Account.

The rules of procedure for each meeting will be followed in line with the Standing Orders for the practice and procedure of the Council of Governors meetings - paragraph 18 (Annex 6) of the Trust Constitution.

### Duties of the Council of Governors

The Council of Governors, as set out in paragraph 16 of the Trust Constitution, will:

1. Hold the non-executive directors individually and collectively to account for the performance of the Board of Directors; and
2. Represent the interests of the members of the Trust as a whole and the interests of the public

Version	Date	Author	Comments	Status
1.1	Oct 2013	Michelle Evans-Riches	Annual Review	
1.2	Jan 2021	Julia Price	Review	
<a href="#">1.3</a>	<a href="#">December 2022</a>	<a href="#">Kwame Mensa-Bonsu</a>	<a href="#">Review</a>	

Updated [22/01/2024](#)~~23/12/2022~~



Appendix 1

CONSTITUENCIES AND GOVERNORS SEPTEMBER 2022

	Constituency	No	Governors	Term of Office	
				From	To
PUBLIC (ELECTED)	A	2	Babs Lisgarten Martin Nevin	21 Oct 2022 1 Nov 2021	21 Oct 2025 31 Oct 2024
	B	2	William Butler VACANT	26 Oct 2017 26 Feb 2021	01 Nov 2024 27 Feb 2024
	C	2	VACANT VACANT	14 Mar 2018	27 Feb 2024
	D	2	Shirley Moon VACANT	1 Nov 2021 21 Oct 2022	31 Oct 2024 21 Oct 2025
	E	2	Niran Seriki Clare Hill	24 Apr 2020 14 Mar 2017	23 Apr 2023 13 Mar 2023
	F	2	Ann Thomas Robert Johnson-Taylor	24 Apr 2020 17 Mar 2020	23 Apr 2023 23 Apr 2023
	G	2	John Garner VACANT	21 Oct 2022	21 Oct 2025
	H	1	Baney Young	21 Oct 2022	21 Oct 2025
APPOINTED STAFF	I	1	VACANT		
	J	2	VACANT Tracy Rea	26 Feb 2021	27 Feb 2024
	K	1	Yolanda Potter	26 Feb 2021	27 Feb 2024

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Commented [KMB1]: Due to COVID-related restriction - Re-elected on 01 November 2021

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Updated 22/01/2024+23/12/2022

<u>L</u>	<u>Non-clinical staff groups e.g. admin &amp; clerical, estates, finance, HR, management</u>	<u>3</u>	<u>Emma Isted</u>	<u>26 Feb 2021</u>	<u>27 Feb 2024</u>
			<u>Stevie Jones</u>	<u>1 Nov 2021</u>	<u>31 Oct 2024</u>
			<u>Pirran Salter</u>	<u>26 Feb 2021</u>	<u>27 Feb 2024</u>
<u>N</u>	<u>Milton Keynes Business Leaders</u>	<u>1</u>	<u>Andrew Buckley</u>	<u>01 Aug 2019</u>	<u>31 July 2025</u>
<u>O</u>	<u>Healthwatch Milton Keynes</u>	<u>1</u>	<u>Maxine Taffetani</u>	<u>29 Aug 2017</u>	<u>28 Aug 2023</u>
<u>P</u>	<u>Community Group (Seat to be filled)</u>	<u>1</u>	<b>VACANT</b>		
<u>Q</u>	<u>Milton Keynes Council</u>	<u>1</u>	<u>Keith McLean</u>	<u>22 Jun 2022</u>	<u>23 Jun 2025</u>

Updated 22/01/2024-23/12/2022

## NON-EXECUTIVE DIRECTOR (NED) APPOINTMENTS COMMITTEE NOMINATIONS COMMITTEE

### TERMS OF REFERENCE

#### 1. CONSTITUTION:

The Council of Governors hereby resolves to establish a committee of the Council to be known as the NED Appointments Committee Nominations Committee. The ~~Non-Executive NED Appointments Committee Nominations Committee~~ is a committee of the Council of Governors and has no executive powers other than those specifically delegated in these terms of reference.

The ~~Non-Executive NED Appointments Committee Nominations Committee~~ is constituted under paragraph 26.1 of the Constitution and under paragraph 2.5 of Standing Orders in Annex 7 of the Constitution.

#### Authority

The ~~Non-Executive NED Appointments Committee Nominations Committee~~ is authorised by the Council of Governors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee in connection with such investigation and all employees are directed to co-operate with any request made by the Committee.

In order to fulfil its remit, the ~~Non-Executive NED Appointments Committee Nominations Committee~~ may obtain whatever professional advice it reasonably requires and to request any employee of the Trust to attend meetings, in line with Standard Financial Instructions and the HR policies of the Trust

The Committee shall have the power to alter its own terms of reference provided that all Nominations NED Appointments Committee members agree. Changes must be confirmed by the Council of Governors.

#### 2. ACCOUNTABILITY

The ~~Non-Executive NED Appointments Committee Nominations Committee~~ is a Sub - Committee of the Council of Governors and accountable to them.

A minute of each meeting will be taken and approved by the subsequent meeting. Once the draft minutes have been approved by the Chair of the Committee, these ~~unapproved~~ recommended minutes will be submitted to the next meeting of the Council of Governors for full approval.

The Chair of the Committee shall make a verbal report to the Council of Governors immediately following each ~~Non-Executive NED Appointments Committee Nominations Committee~~ meeting, drawing the Council of Governor's' attention to any issues.

#### 3 PURPOSE

The ~~Non-Executive NED Appointments Committee Nominations Committee~~ is a sub-committee of the Council of Governors. Its role is to consider and, where appropriate, make recommendations to the Council of Governors on the following areas:

- Appointment, appraisal, removal, remuneration and Terms of Service of the ~~Trust~~ Chair of the Trust Board of Directors and NEDs.

- Appointment of External auditors

#### **4 MEMBERSHIP, ATTENDANCE AND QUORUM**

Membership of the ~~Nominations~~NED Appointments Committee shall be as follows:

- the Chair of Milton Keynes Hospital Foundation Trust Board of Directors
- 3 publicly elected Governors from the Council of Governors
- 1 appointed Governor from the Council of Governors

Where a member of the Committee is absent a substitute may be co-opted:

- In the absence of the publicly elected Governor another public Governor
- In the absence of the appointed Governor another appointed or publicly elected Governor can deputise
- In the absence of the Chair of the Trust, the Deputy Chair or another Non-Executive Director

The Chair of the ~~Nomination~~NED Appointments Committee will be a Governor; the Lead Governor will assume the role unless the Council Of Governors decide otherwise.

Membership of the ~~Nomination~~NED Appointments Committee will be published in the Trust's Annual Report.

For the purposes of any discussion of the Chair's remuneration the Senior Independent Director will be invited to the meeting.

The Trust Secretary will act as Secretary to the Committee.

#### Quorum

The Quorum shall be three, including at least one publicly elected Governor and at least one Non-Executive Director of the Trust (who may be the Chair of the Foundation Trust)

#### Attendance

The following shall attend the committee:

- The Trust Secretary or nominated deputy will attend all meetings

#### **5. MEETINGS AND CONDUCT OF BUSINESS**

#### Frequency

The Committee will meet not less than twice per year

#### Calling of additional meetings

An additional meeting may be called by the Chair of the Committee, or by the Secretary of the Committee

#### Agenda

The following standing items will appear on each agenda:

- Apologies for absence
- Declarations of interest
- Minutes of the previous meeting and matters arising
- Key Performance Indicators (including executive staff turnover and number and duration of Non-Executive Director posts or vacancies)

The Committee will at least annually review these terms of reference

## 6. DUTIES OF THE ~~NOMINATIONS NON-EXECUTIVE NED APPOINTMENTS~~ COMMITTEE

The ~~Ce~~committee's role is:

- Remuneration  
The ~~Non-Executive NED Appointments Committee Nominations Committee~~ will consider appropriate remuneration and terms of service for the Chairman and Non-Executive Directors, taking into account comparative rates in other NHS Foundation trusts and the need to attract good candidates. It will provide recommendations to the Council of Governors.
- ~~The A~~Appointment of Chair and ~~NEDs~~  
To recommend processes and ensure the processes are followed for the appointment of Chair and ~~NEDs~~. Appropriate Candidates will be identified by the Committee, taking into account the skills and experience required.  
The ~~Nominations NED Appointments~~ Committee will make recommendations to the Council of Governors on appointments ~~and to plan consider appropriate~~ succession of ~~NEDs where appropriate, and to be~~ proactively ~~in identifying~~ identification of potential appointees and their development after appointment ~~working as necessary with~~ subject to the approval of the Council of Governors.
- Removal of Chair and ~~NEDs~~  
The ~~Nominations NED Appointments~~ Committee will receive reports from the Chair on Non-Executive Director Performance and from the Senior Independent Director on Chair's performance.  
Taking into account this information and any other relevant reports the Committee may, after taking advice, make recommendations to the Council of Governors on the removal of the Chair and Non-Executive Directors where this is deemed necessary. The Committee will provide reasons for the decision to be kept on record.
- Appointment of External Auditors  
The ~~Nominations NED Appointments~~ Committee will oversee the arrangements for the appointment of external Auditors and make recommendations to the Council of Governors, following best practice elsewhere. The Director of Finance of the Trust will provide advice to the Committee where required.

## Council of Governors

### Forward Agenda Planner

#### Standing Items

Standing Business Items	Standing Council Items
Apologies	Chair's Update
Meeting Quorate	Chief Executive's Update
Declaration of Interests	Capital Programme Update
Minutes of the previous meeting	Board Committee Update
Action Tracker	Inclusion and Leadership Council Report
Motions and Questions from Council of Governors	Membership and Engagement Manager's Report
AOB	Lead Governor's Report
Forward Agenda Planner	Healthwatch Milton Keynes – Council of Governors' Report

#### Additional Agenda Items

Month	Assurance Reports/Items
<b>15 February 2023</b>	Board Committee Update – Audit Committee
	Board Committee Update – Finance and Investment Committee (b/f December 2022)
	Update on MyPortal roll out, including records functionality
	Age UK MK
<b>19 April 2023</b>	Workforce and Development Assurance Committee
	Alzheimer's Society
<b>26 July 2023</b>	Allyship
	Terrence Higgins Trust
	Quality and Clinical Risk Committee
<b>27 September 2023 (Private Meeting)</b>	Annual Report and Accounts
<b>09 October 2023</b>	<b>Annual Members Meeting</b>
<b>25 October 2023</b>	Charitable Funds Committee
	Alcoholics Anonymous MK
<b>24 January 2024</b>	Finance and Investment Committee
	Diabetes MK