


OPEN Council of Governors meeting

Schedule	Wednesday 1 March 2023, 5:30 PM — 7:00 PM GMT
Venue	Ashlar House, 23 Eastern Way, Bury St Edmunds, IP32 7AB
Organiser	Pooja Sharma

Agenda

AGENDA

 [Item 0 Agenda Open CoG meeting 1 March 2023 - v2.docx](#)

1. Welcome and introductions

To welcome governors and attendees to the meeting and request mobile phones be switched to silent

To note the resignation of Rachel Darrah (Staff Governor) and appointment of David Brandon (Appointed Governor)

To note the appointment of Dr Roger Petter as Non-Executive Director

To Note - Presented by Jude Chin

2. Apologises for absence

To receive any apologies for the meeting.

Apologies received from Martin Wood (Staff Governor), Thomas Pulimood (Partner Governor), Clive Wilson (Public Governor), Laraine Moody (Partner Governor), Krishna Yergol (NED), Roger Petter (NED), Alan Rose (Deputy Chair), Geraldine O'Sullivan (NED)

To Note - Presented by Jude Chin

3. Declaration of interests

To receive any declarations of interest for items on the agenda

To Note - Presented by Jude Chin

4. Minutes of the previous meetings

To note the minutes of the meetings held on 10 November 2022

To Note - Presented by Jude Chin

 [Item 4 Open CoG minutes 10 Nov 2022 final draft.docx](#)

5. Matters arising action sheet

To note updates on actions not covered elsewhere on the agenda

To Note - Presented by Jude Chin

 [Item 5 CoG Open Action log from 10 Nov 2022 meeting.docx](#)

6. Chair's report

To receive an update from the Chair

To Note - Presented by Jude Chin

 [Item 6 WSFT Chair report to CoG March 2023.docx](#)

7. Chief executive's report

To note a report on operational and strategic matters

To Note - Presented by Ewen Cameron

 [Item 7 CEO report for CoG 1 March 2023 updated.docx](#)


8. Feedback from assurance committees

To receive a verbal update on the governors observing the assurance committees

To Note

 [Item 8 Feedback from Board assurance committees CoG March 2023 - v2.docx](#)

 [Item 8.1 Annex IQPR report summary December 2022.pptx](#)

 [Item 8.1 Annex 2 Governor Observation of the Involvement Committee - Example.docx](#)

 [Item 8.1 Annex 3 Chair's Key Issues Jan 2023 - Insight Committee.docx](#)

 [Item 8.1 Annex 4 Chair's Key Issues Jan 2023 - Improvement Committee.docx](#)

9. Engagement Committee report (enclosed)

To receive a report from the Engagement Committee meeting on 1 Feb 2023

To approve the engagement committee terms of reference

Presented by Ben Lord

 [Item 9 Engagement committee report CoG Mar 2023.docx](#)

 [Item 9.1 Engagement Committee ToRs updated Jan 2023.doc](#)









10. Standards Committee report (enclosed)

To receive the report from the Standards Committee meetings held on 17 November 2022

& 09 Jan 2023, including noting/approval of:

- GGI report action plan – to note
- Code of conduct – to approve
- Procedure for Managing Governor Conduct and Expected Standards – to approve
- Guidance for governor observers at committees – to note
- Skills audit report – to note
- Governors' work/development programme 2023 – to approve





To Approve - Presented by Jude Chin

-  Item 10 Standards committee report CoG Feb 2023.doc
 -  Item 10.1 Appendix 1 Governors skills audit responses Dec 2022.docx
 -  Item 10.2 Appendix 2 The GGI report action plan 2022.doc
 -  Item 10.3 Appendix 3 Guidance for governor observers at board committees 2023.docx
 -  Item 10.4 Appendix 4 Template committee self-evaluation & assessment.docx
 -  Item 10.5 Appendix 5 Revised Governor Code of Conduct 2023.docx
 -  Item 10.6 Appendix 6 Procedure for Managing Governor Conduct and Expected Standards.docx
 -  Item 10.7 Appendix 7 Council of Governors Work Programme 2023-24.docx
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11. West Suffolk Review Working Group

To approve the report from the WSR working group meeting held on 8 December 2022

To Approve - Presented by Clive Wilson

-  Item 11 Report of West Suffolk Review Governor Director Working Group.docx
 -  Item 11 App 1 West Suffolk Review - Working Group minutes 08 Dec 2022 final draft.docx
 -  Item 11 App 2 WSR WG Organisational Development report Dec 22.docx
 -  Item 11 App 3 WSR WG OD Action Tracker Dec 22.docx
-

12. Council of Governors committees

To receive a summary table of each governor committee

To Note - Presented by Pooja Sharma

-  Item 12 Council of Governors Committees 2023- Summary table.docx
-

13. Lead Governor Report

To receive a report from the Lead Governor

To Note - Presented by Jane Skinner

 Item 13 Lead Governor report to CoG March 2023.docx

 Item 13 Appendix A Liz Steele Lead Governor Report.pdf

14. Staff Governor Report

To receive a report from the Staff Governor meeting held on 10 January 2023


To Note


 Item 14 Staff Governor report CoG 01 Mar 2023.docx

15. Code of Governance 2022

To receive the updated code of governance for NHS provider trusts

To Note - Presented by Richard Jones

 Item 15 Code of Governance 2022 cover sheet CoG 01 Mar 2023.doc

 Item 15.1 Annex A B2076-code-of-governance-for-nhs-provider-trusts-october 2022.pdf

16. Summary report for Board of Directors meetings

To receive a report from the Chair, Chief Executive and Non-Executive Directors

To Note - Presented by Richard Jones

 Item 16 Summary Report for Board of Directors meeting.docx

17. Any other business

18. Dates for meetings for 2023

To note dates for meetings in 2023:

- 2 May 2023

- 4 September 2023

- 7 November 2023

To inform - Presented by Jude Chin

19. Reflections on meeting

To consider whether the right balance has been achieved in terms of information received and questions for assurance and the Trust's values and behaviours



West Suffolk
NHS Foundation Trust

observed

For Consideration - Presented by Jude Chin


AGENDA

Council of Governors Meeting

There will be a meeting of the **COUNCIL OF GOVERNORS** of West Suffolk NHS Foundation Trust on **Wednesday 1 March 2023 at 5.30pm at the Ashlar House, 23 Eastern Way, Bury St Edmunds IP32 7AB.**

Jude Chin, Chair

Agenda

General duties/Statutory role	
	<p>(a) To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.</p> <p>(b) To represent the interests of the members of the corporation as a whole and the interests of the public.</p> <p>The Council's focus in holding the Board to account is on strategy, control, accountability and culture.</p>

17.30 GENERAL BUSINESS		
1.	<p>Welcome and introductions To <u>welcome</u> governors and attendees to the meeting and <u>request</u> mobile phones be switched to silent</p> <p>To <u>note</u> the resignation of Rachel Darrah (Staff Governor) and appointment of David Brandon (Appointed Governor) To <u>note</u> the appointment of Dr Roger Petter as Non-Executive Director</p>	JC
2.	<p>Apologies for absence To <u>receive</u> any apologies for the meeting</p>	JC
3.	<p>Declaration of interests (enclosed) To <u>receive</u> any declarations of interest for items on the agenda</p>	JC
4.	<p>Minutes of the previous meetings (enclosed) To <u>note</u> the minutes of the meetings held on 10 November 2022</p>	JC
5.	<p>Matters arising action sheet (enclosed) To <u>note</u> updates on actions not covered elsewhere on the agenda</p>	JC
6.	<p>Chair's report (enclosed) To <u>receive</u> an update from the Chair</p>	JC
7.	<p>Chief executive's report (enclosed) To <u>note</u> a report on operational and strategic matters</p>	EC
18:00 GOVERNOR BUSINESS (INC. STATUTORY DUTIES)		
8.	<p>Feedback from assurance committees (verbal) To <u>receive</u> a verbal update on the governors observing the assurance committees</p>	NEDs / Governor observers

9.	Engagement Committee report (enclosed) To <u>receive</u> a report from the Engagement Committee meeting on 1 Feb 2023 To <u>approve</u> the engagement committee terms of reference	BL
10.	Standards Committee report (enclosed) To <u>receive</u> the report from the Standards Committee meetings held on 17 November 2022 & 09 Jan 2023, including noting/approval of: <ul style="list-style-type: none"> - GGI report action plan – to note - Code of conduct – to approve - Procedure for Managing Governor Conduct and Expected Standards – to approve - Guidance for governor observers at committees – to note - Skills audit report – to note - Governors’ work/development programme 2023 – to approve 	JC
11.	West Suffolk Review Working Group To <u>approve</u> the report from the WSR working group meeting held on 08 December 2022	CW
12.	Council of Governors committees To <u>receive</u> a summary table of each governor committee	PS
13.	Lead Governor Report (enclosed) To <u>receive</u> a report from the Lead Governor	JS
14.	Staff Governor Report (enclosed) To <u>receive</u> a report from the Staff Governor meeting on 10 January 2023	Staff Governor
15.	Code of Governance 2022 To <u>receive</u> the updated code of governance for NHS provider trusts	RJ
18:45 REPORTS FROM THE BOARD OF DIRECTORS		
16.	Summary report for Board of Directors meetings (enclosed) To <u>receive</u> a report from the Chair, Chief Executive and Non-Executive Directors	RJ
18.50 ITEMS FOR INFORMATION		
17.	Any Other Business	
18.	Dates for meetings for 2023 To <u>note</u> dates for meetings in 2023: <ul style="list-style-type: none"> • 2 May 2023 • 4 September 2023 • 7 November 2023 	
19.	Reflections on meeting To consider whether the right balance has been achieved in terms of information received and questions for assurance and the Trust’s values and behaviours observed.	
19.00 CLOSE		

1. Welcome and introductions

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To note the resignation of Rachel Darrah (Staff Governor) and appointment of David Brandon (Appointed Governor)

To note the appointment of Dr Roger Petter as Non-Executive Director

To Note

Presented by Jude Chin

2. Apologises for absence

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To Note

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3. Declaration of interests

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4. Minutes of the previous meetings

To note the minutes of the meetings held
on 10 November 2022

To Note

Presented by Jude Chin

WEST SUFFOLK NHS FOUNDATION TRUST

**DRAFT MINUTES OF THE
COUNCIL OF GOVERNORS' MEETING-OPEN**

**Held on Thursday 10 November 2022 at 17:30
at The Athenaeum**

Governor Members:		
Name	Job Title	Initials
Jude Chin	Chair	JC
Florence Bevan	Public Governor	FB
Carol Bull	Partner Governor	CB
Rachel Darrah	Staff Governor (from item 1-10)	RD
Allen Drain	Public Governor	AD
Andrew Hassan	Partner Governor	AH
Rebecca Hopfensperger	Partner Governor	RH
Robin Howe	Public Governor	RHow
Sarah Judge	Staff Governor	SJ
Amanda Keighley	Staff Governor	AK
Ben Lord	Public Governor	BL
Jayne Neal	Public Governor	JN
Adrian Osborne	Public Governor	AO
Margaret Rutter	Public Governor	MR
Jane Skinner	Public Governor	JS
Liz Steele	Public Governor	LS
Clive Wilson	Public Governor	CW
Martin Wood	Staff Governor	MW
Louisa Honeybun	Staff Governor	LH
Michael Durham	Public Governor	MD
In attendance:		
Richard Jones	Trust Secretary	RJ
Craig Black	Interim CEO	CB
Dr Abul Azim	Lead Stroke Consultant (for item 22/64 only)	AA
Louisa Pepper	Non-Executive Director	LP
Richard Davies	Non-Executive Director	RD
Alan Rose	Non-Executive Director	AR
Tracy Dowling	Non-Executive Director	TD
Hilary McCallion	Non-Executive Director	HM
Geraldine O'Sullivan	Non-Executive Director	GS
Krishna Yergol	Non-Executive Director	KY
Pooja Sharma	Deputy Trust Secretary	PS
Louise Kendall	EA/Dr Helena Jopling, Associate Medical Director (minutes)	LK
Apologies:		

Thomas Pulimood, Partner Governor
 Joe Pajak, Public Governor
 Gordon McKay, Public Governor
 Antoinette Jackson, Non-Executive Director
 Laraine Moody, Partner Governor

1.	Welcome and introductions	Action
1.1	<p>The Chair, Jude Chin (JC) welcomed everyone to the meeting and introduced the newly appointed Governors: Louisa Honeybun (Staff Governor), Michael Durham (Public Governor) and Gordon McKay (Public Governor), Gordon McKay was unable to attend the meeting on this occasion.</p> <p>The resignation of Margo Elsworth (Staff Governor) was noted.</p> <p>The appointment of five new Non-Executive Directors was also noted: Antoinette Jackson, Tracy Dowling, Hilary McCallion, Geraldine O’Sullivan and Krishna Yergol.</p>	
2.	Apologies for absence	
2.1	<p>Apologies for absence were noted as above.</p> <p>A message was relayed from Joe Pajak about concerns over face-to-face meetings taking place in the light of risks related to Covid. It was noted that NHS guidelines are being followed, and if the situation changes again, appropriate action will be taken with respect to mode of meetings.</p>	
3.	Clinical presentation: Stroke Services at WSH	
3.1	<p>The Trust’s lead stroke consultant, Dr Abul Azim, gave a presentation on stroke services at West Suffolk Hospital, highlighting the achievements and the challenges faced by the service as follows:</p> <ul style="list-style-type: none"> • 29th October was World Stroke Day with St Edmundsbury Cathedral lit up in blue to mark the day • A stroke can be a life-changing event with 85,000 strokes per year in England. The signs of a stroke can include facial drooping, arm weakness, and speech difficulties (F.A.S.T. = time to call 999) • Thrombolysis is an effective treatment and should begin within 3 hours of ischaemic stroke. One in three patients will benefit Thrombolysis compares highly favourably with other stroke therapies and established coronary interventions • Thrombectomy is a transformational treatment and can be extremely effective within 6 hours of ischaemic stroke • At WSH, the stroke team provides a 7-day service. Thrombolysis is provided 24/7, and thrombectomy is provided at Addenbrooke’s or RLH 	

	<ul style="list-style-type: none"> • WSH also provides a 7-day TIA Service. It is a one-stop service with fast-track MRI - all patients are seen within 24 hours. Patients who have suffered a TIA are at increased risk of stroke and therefore it is important for them to receive prompt treatment • National benchmarking of stroke services shows WSFT has the highest ranking for treatment of stroke patients in the East of England, and ranks in the top six Trusts in the country • The service takes a patient-centred approach, with excellent multi-disciplinary team working. Monthly governance meetings take place, as well as other meetings to ensure patients receive the care and support they need • The stroke service takes part in research and has participated in many trials. It is also involved in teaching and training including induction meetings with juniors, on the job teaching, nursing training days, study days for nurses across the Trust, and an annual stroke survivors and family engagement day • The Stroke Unit is not performing quite as well, there is a need to get the patient in the right place at the right time. A patient should reach the stroke unit within the 4hour target, however, pressures in the ED mean that this is not always achieved • Challenges include the implementation of the National Optimal Stroke Imaging Pathway, which requires joined-up work with stroke and radiology; AI implementation; stroke unit nursing staffing; lack of and delay in transfer to beds; six-month follow-up in community by Early Supported Discharge team; 7-day working by therapists; and critical time standards <p>JC thanked Dr Azim for the presentation and invited questions.</p> <p>Q1: What is the impact of ambulance delays on stroke patients?</p> <p>A: A recent audit showed that delays had impacted on thrombectomy transfers. WSFT performs better than other hospitals in the region, but delays do still have an impact.</p> <p>Q2: Is there anything which can be done outside of the hospital to help get patients to hospital quicker?</p> <p>A: It is important to raise awareness of stroke to ensure patients receive treatment as quickly as possible. In some cases, patients may be able to get to hospital without an ambulance, as long as it is safe for the patients. WSFT is doing well but could do better.</p> <p>Q3: Is it a surprise that stroke is category 2 (grading for ambulance responses)?</p> <p>A: A category 1 patient must be assessed within minutes, and stroke does not fall into that category. It would be nice for stroke to fall into category 1, but this could take away from other more urgent cases e.g., cardiac arrest.</p>	
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	A request was made to circulate Dr Azim's presentation. ACTION: Stroke services presentation to be circulated to the Council of Governors.	P Sharma
4.	Declaration of interests	
4.1	There were no declarations of interest for items on the agenda.	
5.	Minutes of the previous meeting held on 18 May 2022	
5.1	<p>The minutes of the meeting held on 18 May 2022 were approved as a true and accurate record.</p> <p>The Trust Secretary, Richard Jones (RJ) clarified a point about offering the possibility to view a video link to the Council of Governors' meeting. This option will not be offered again. The acoustics at the last meeting were poor, and there are very few meeting rooms with the acoustics needed to provide an acceptable level of recording. This makes hybrid meeting arrangements difficult to achieve.</p> <p>It was confirmed that face-to-face meetings only will continue for now. Any specific concerns should be raised with the Trust Secretary or Deputy Trust Secretary.</p> <p>A query was raised about an action taken at the last meeting to support staff and provide training to deal with patients and their behaviours. The Chair, Jude Chin (JC) clarified that this was not a specific action but something which is an ongoing process. The response forms part of the People Plan.</p> <p>A concern was expressed about governors adequately representing the public if they are not able to attend meetings. It was noted that the vast majority of governors are able to carry out their duties and should attend meetings wherever possible. Governors should be supported in order to carry out their duties.</p>	
6.	Matters arising and action log	
6.1	<p>It was noted that all actions are complete.</p> <p>The Lead Governor, Liz Steele (LS) suggested that the wording of the action regarding the appraisal process for the Chair and NEDs should be revisited as this was not clear.</p>	
7.	Chair's report	
7.1	<p>The Chair, Jude Chin (JC) presented his report, and thanked those Governors who had participated in the process to interview and appoint the new NEDs.</p> <p>With the departure of NED, Chris Lawrence, there is now a vacancy for Chair of the Audit Committee. Alan Rose will act as Chair until a specialist Chair can be recruited and that process is under way.</p>	

	<p>Richard Davies will retire next year. That position is nominated by the University of Cambridge, who have put forward two nominees who will be interviewed early in the new year.</p> <p>The process to appoint a new Chief Executive is under way. Four candidates have been selected for final interview, and Governors and NEDs have been invited to attend stakeholder panels.</p>	
8.	Chief Executive's report	
8.1	<p>The Interim Chief Executive, Craig Black (CB) presented the report and highlighted the following:</p> <ul style="list-style-type: none"> • Some of the staff messages emerging from the current listening exercise are stark. The organisation is under significant pressure and the focus is on supporting staff and wellbeing services are being used extensively. The problem faced by the Board is the balance between recognising the difficulties and pointing out that which indicates hope. The Trust is recruiting more staff than ever before. Staffing numbers have increased by 25% in the last 5 years, however activity has also increased. A 2-3 % per year of additional complexity of work is indicated. Some of our focus is on how we can effectively respond to that. • The virtual ward will go live next week. This represents a significant part of winter planning. • Community teams have started taking some of the less complex ambulance referrals in order to relieve some of the burden on the service. There were some teething problems but the Trust is examining how it can effectively play its part • The decisions taken in order to balance risk across the organisation were not always right. For example, the effect of taking nurses out of the stroke unit to support other areas has an impact on staff, as well as patients. • The vaccination team have performed incredibly well and are country leading. Up until this week, over 2,600 staff had received covid boosters. Giving covid and flu vaccinations together has helped increase the level of the flu vaccinations, although there is still a way to go. <p>Q1: Is there a contingency in place for industrial action?</p> <p>A: Discussions have started with the staff side to learn how staff can be supported while still providing safe care. One of the difficulties is knowing what the impact will be. 51% of RCN members voted in the ballot, and 85% of those supported strike action which represents 45% of RCN members. The decision of the union must be respected. In practice, strike action would mean withdrawal of labour.</p>	

	<p>Q2: Are the issues being raised by staff still the same (i.e., that they are not feeling listened to), or is it more to do with worrying about pay etc?</p> <p>A: No significant concerns about bullying have been raised. The concerns are more about vacancy levels and trying to deliver high quality care and provide job satisfaction, without adequate resources.</p> <p>Q3: Do we support staff in terms of signposting?</p> <p>A: Staff are signposted to a website with lots of resources, as well as to other internal services. It is not clear whether that is an effective response because there are genuine struggles among staff and in the community, but we are signposting as well as finding other more effective help.</p> <p>Q4: With regard to the CQC inpatient survey, which areas require more work?</p> <p>A: Issues raised included noise at night; information that patients feel they get in relation to their treatment; and effective discharge. An action plan is in place to address those points.</p> <p>A query was raised regarding an advert seen for NHS reservists in Suffolk and North East Essex. CB said that part of the Trust's plan is to offer an increase in flexible working opportunities to fit around staff needs.</p> <p>The level of pressure which the hospital is under was noted and this before the worst part of winter which plays into the balance of risk which continues on a daily basis. However, the Trust's ambulance handover times are among the best in the region and the problems are not as significant as other hospitals in the region.</p> <p>Q5: Does the Trust have cooperation in the social care system to support discharges?</p> <p>A: The number of patients who should be more appropriately cared for elsewhere is measured daily. All agencies are doing more work than ever before. The Trust works effectively with colleagues in social care but the problem is not yet solved. There is a particular problem in Norfolk which impacts on the Trust.</p> <p>It was noted that the system works well and more home care is being provided than ever before, but there is insufficient staff within the care sector. Waiting lists are improving but there is still a waiting list for appointments for home care. The solution would be to have more staff and work more effectively as a system to influence the level of demand.</p>	
GOVERNOR BUSINESS (INC. STATUTORY DUTIES)		

9.	Board Development	
9.1	<p>Non-Executive Director/Deputy Chair Alan Rose (AR) gave an overview of the work on Board Development.</p> <p>As a result of Covid, the Board has not been able to work together in the normal way, with new NEDs and Executives who had not met each other in person. The Board has met more often recently, including off site with some facilitated help which has helped to think about changes in behaviour and style. These changes include:</p> <ul style="list-style-type: none"> • More time thinking about strategy and culture, and less about data. Culture is fundamental to any organisation. Data is needed too, but the Board has questioned whether it is valuable, and why we have it. Thought has been given to unconscious biases and has led to having more voices in the Board room, including patient and staff voices • Recognising what a high-performing organisation should look like – we should not be as hierarchical or institutional as we are. The Board is beginning to collaborate more e.g., with ESNEFT, and is trying to learn from mistakes • Getting better at being a unitary Board. Thinking about the Board performing as a group and assuring each other that the Board is doing the right thing as a group • The assurance process, which is something that has been struggled with. Should the agendas be better aligned to the risk and what should the Board explore more? • In terms of development, there is a lot more change coming with a new team of NEDs and a new CEO. <p>Non-Executive Director Louisa Pepper (LP) summarised the changes which have taken place in the pathology service. After the relationship with ESNEFT was dissolved, working conditions were challenging. There were many meetings with staff where they expressed their concerns, and the Board has continued to listen to them and work with the team. Since that time, improvements have been made and staff are passionate about the service. The Trust has invested in new equipment which the staff are very positive about. It was also noted that staff non-verbal communication has improved significantly.</p> <p>There have been some positive developments including achieving accreditation in various areas, which is ongoing. Joint ventures with ESNEFT have been set up and the service has moved from being a challenging department to being a very positive one. Work continues on making improvements with the help of staff who are very enthusiastic and passionate about their work.</p> <p>A query was raised about dynamic blood tests for those who need them quickly. LP confirmed that improvements to the service are being made but it is a big task, and the work is still in progress.</p>	

	<p>Non-Executive Director/Senior Independent Director, Richard Davies (RD) reported on maternity services in the Trust. Nationally, maternity services have been under intense scrutiny, following a number of high-profile incidents. Trusts are failing in three areas:</p> <ul style="list-style-type: none"> • Relationships between professionals in maternity services: In WSH that is not the case. There is good communication and mutual respect among all staff and bad behaviour is not accepted. • Staff listening to service users: In WSH there does not appear to be a non-listening culture in maternity services. • Dealing with errors: All audits are clear that our Trust is good at reporting errors and that lessons are learned, with a clear focus on duty of candour. Trust's maternity services are on the whole performing well. <p>Staffing has put the service under enormous pressure, but mitigation has put the Trust in a better position than most Trusts. Recruitment has been successful, but the drive for the continuity of carer model has been put on hold as there are not sufficient staff at present. Nevertheless, the Trust is still doing better than many.</p> <p>RD noted that the recent regional view of the service was very complimentary and it was no longer part of the maternity safety support programme.</p> <p>A query was raised about whether errors were being dealt with in a satisfactory manner. RD noted that certain events have to be reported and investigated appropriately. There have been a couple of instances where the cases initially seemed to require more detailed investigation, but further enquiries revealed that this was not required. However, the parents in these cases were not happy, and therefore detailed investigations were carried out anyway. This indicates that events are taken very seriously.</p> <p>It was further noted that when the Board interrogates maternity services, the leadership in the service is required to explain issues and justify actions.</p> <p>A query was raised about whether staffing concerns have been listened to and dealt with fully. RD said that senior staff have been challenged, and there is now a much better understanding of the issues. There are still some staffing challenges to overcome.</p>	
<p>10.</p>	<p>Annual review of External Audit Performance</p>	
<p>10.1</p>	<p>The chair of the Audit Committee, Alan Rose (AR) reported on the external auditors.</p> <p>KPMG were recruited following the resignation of the previous external auditors, and they were faced with carrying out an annual audit in-year. There were some issues and delays as a result, but the</p>	

	<p>audit was completed in the autumn. It had been a difficult year under considerable pressure, but the Trust is now reaping benefits as KPMG are good at benchmarking and have very good valuation assessors. Their independence and professionalism could be vouched for, and the audit process is in good shape.</p> <p>The Council of Governors noted the report on External Audit Performance.</p>	
11.	Nomination Committee report	
11.1	<p>The Chair, Jude Chin (JC) presented the report, and noted that the Deputy Chair of the Committee will be replaced when Alan Rose, the current Deputy, leaves next year.</p>	
12.	Council of Governors committees	
12.1	<p>A summary table of Governor committees was provided. There are no vacancies currently.</p> <p>The Council of Governors noted the Committee membership.</p>	
13.	Election of Lead Governor	
13.1	<p>The Trust Secretary, Richard Jones (RJ) announced the result of the election of lead governor.</p> <p>Jane Skinner received the highest number of votes and was duly elected to take up the lead governor role.</p> <p>There had been some confusion over whether it was a 1-stage or 2-stage process for election of the lead governor and the deputy lead governor. RJ confirmed that both roles will be taken up at the start of January.</p> <p>RJ further explained that the Standards Committee is examining the voting arrangements for signs of ambiguity, and a recommendation will be made to the Council of Governors over whether there should be a single nomination process. Some governors confirmed that they found the nomination forms to be ambiguous, and there was an expectation that if there had been more than two candidates, a vote would have taken place.</p> <p>Liz Steele and Florence Bevan were thanked for their work as lead governor and deputy lead governor respectively.</p>	
14.	Engagement Committee report	
14.1	<p>Public Governor, Ben Lord (BL) presented the report, and noted that a more hands-on approach was being taken with regard to engagement. Arrangements for an away day are in hand.</p> <p>BL noted that the Committee's October meeting was low in attendance, and this was an area of concern. There is a feeling that</p>	

	governors have many meetings to attend, and when elections next take place, the time commitment should be made clear.	
15.	Standards Committee report	
15.1	<p>The Chair, Jude Chin (JC) presented the report, which focussed on the work being done following the recommendations from the Good Governance Institute (GGI). Eight recommendations had been made, and the report included an action sheet which indicated how to take them forward.</p> <p>The Trust Secretary, Richard Jones (RJ) noted that there were some tight completion deadlines, which were a challenge. This month a training needs analysis for governors will be carried out, and through working with sub-committees, the Committee will ensure delivery of the action plan.</p> <p>Public Governor, Ben Lord (BL) expressed some dissatisfaction with the GGI's report. For example, only four governors participated in interviews with the GGI in order to produce the report.</p> <p>JC suggested that if there were additional areas which Council members felt should be addressed, these could be added to the recommendations and built into the process.</p>	
16.	Lead Governor report	
16.1	Lead Governor, Liz Steele (LS) presented her report and thanked the Council of Governors for their contributions during her tenure as lead governor.	
17.	Staff Governor report	
17.1	<p>Staff Governor, Martin Wood (MW) presented the report and drew attention to the fact that there is some resentment amongst staff around there concerns not being addressed. The Interim Chief Executive, Craig Black (CB) confirmed that the concerns would be reported to the executives for further consideration of action to be taken.</p> <p>ACTION: Issues highlighted in the Staff Governor report to be drawn to the attention of Executives for action.</p>	C Black
18.	Council of Governors development and forward plan	
18.1	The Chair, Jude Chin (JC) presented the schedule of the forward plan and it was confirmed that a briefing on the ICB and ICS will take place in December.	
REPORTS FROM THE BOARD OF DIRECTORS		
19.	Summary report for Board of Directors meetings	
19.1	The Chair, Jude Chin (JC) presented the summary report of two meetings of the Board of Directors held on 22 July 2022 and 30 September 2022. Governors were encouraged to attend Board	

	<p>meetings and if not able to attend, papers are available to read and questions and concerns can be fed to the Chair or Trust Secretary.</p> <p>A typing error was noted on page 7 of the report under the heading of Engagement and needs to be corrected.</p> <p>Concern was expressed about the quality of the information provided in the report. It was noted that the Trust Board papers contain more detail if required, although it was felt that these were written for a different audience. Others were content with the level of detail provided. It was agreed that this should be considered further at the next informal meeting of the Council of Governors. An informal meeting between governors and NEDs would also be helpful.</p> <p>ACTION: The Council of Governors to consider the level of detail which should be provided in the Summary Report at their next informal meeting.</p>	L Steele / R Jones
ITEMS FOR INFORMATION		
20.	Annual Report & Accounts	
20.1	<p>The Annual Report and Accounts for 2021/22 were presented to the Council of Governors after being laid before the Parliament.</p> <p>The Council of Governors noted the report.</p>	
21.	Dates for meetings for end of 2022, beginning of 2023	
21.1	<p>Next Council of Governors meeting:</p> <ul style="list-style-type: none"> ▪ Tuesday 7 February 2023 <p><u>Other meeting/events:</u></p> <ul style="list-style-type: none"> ▪ Monday 5 December – Governor Development Programme, session via MS Teams ▪ Tuesday 17 January – Governor Development Programme, Future System follow up, via MS Teams ▪ Monday 23 January – Informal Governor meeting, location to be confirmed 	
22.	Reflections on meeting	
22.1	<p>The following reflections were noted:</p> <ul style="list-style-type: none"> • The contribution of the NEDs is very helpful as they give assurance that the detail is being dealt with, but sight of the detail is not needed • It would be helpful for members to share their experiences of working in other organisations • The venue was a little cold in terms of temperature and the acoustics could have been better 	

	There was no other business to discuss and the Chair closed the meeting.	
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5. Matters arising action sheet

To note updates on actions not covered elsewhere on the agenda

To Note

Presented by Jude Chin

ACTION LOG – Open Council of Governors meeting – from 10 November 2022 meeting

Minutes Ref No.	Paper/Agenda item Ref	Board/Committee meeting date where the action arose	Action	Lead	Progress	Target Date	RAG	Date completed
	3.1	10 November 2022	Stroke services presentation to be circulated to the Council of Governors.	P Sharma	PDF version of presentation was uploaded to Convene. Action Closed.	November 2022	Closed	22/11/2022
	17.1	10 November 2022	Issues highlighted in the Staff Governor report to be drawn to the attention of Executives for action.	C Black	Key issues and notes from the staff governor meeting are now reported to subsequent meeting of the executive directors	January 2023	Closed	31/1/2023
	19.1	10 November 2022	The Council of Governors to consider the level of detail which should be provided in the Board Summary Report at their next informal meeting.	Lead governor / R Jones	Based on the feedback from the self-assessment exercise information reporting along with communication will be included in the programme for the development session with NHS Providers. The Board Summary Report format has also been updated and feedback is invited.	May 2023	Closed	1/3/23

RAG RATING

Key	
Completed	
On track/On trajectory - The action is expected to be completed by the due date	
Some slippage/Off trajectory - The action is behind schedule and may not be delivered	
Serious Issues/Due date passed and action not completed	

LEAD:

Name	Initials

6. Chair's report




To receive an update from the Chair

To Note

Presented by Jude Chin

WSFT Council of Governors meeting (Open)

Report title:	Chair report
Agenda item:	6
Date of the meeting:	1 March 2023
Sponsor/executive lead:	Jude Chin, Trust Chair
Report prepared by:	Jude Chin, Trust Chair

Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Executive summary:	<p>We held a meeting of the Board on 23 November to introduce the 5 new NEDs to the Board and to brief them on the ongoing RACC programme and the new hospital programme. We have since had two full Board meetings.</p> <p>Since we last met, we have recruited our University of Cambridge nominated NED. We had to choose from two very strong candidates. Dr Roger Petter was appointed a NED with effect from 1 February and will take over from Richard Davies who leaves the Trust on 28 February. Richard has been with the Trust for six years and has taken on numerous roles as a NED, most recently as Senior Independent Director and Board Freedom to speak up Guardian. Richard has been an outstanding NED and will be sorely missed. We wish him well for the future.</p> <p>Recruitment is underway for a Chair for our Audit Committee. By the time of this meeting, we will have shortlisted our candidates and selection interviews are planned for Tuesday 7 March.</p> <p>Ewen Cameron joined the Trust on 20 February and has begun an extensive programme of staff and stakeholder engagement. Craig Black has returned to his previous role as Director of Resources and I would like to thank Craig for stepping up to the Interim CEO role at a difficult time and for his steady hand over that time.</p> <p>I continue to attend the SNEE ICS Chairs Group meeting which take place on a monthly basis. Key issues discussed recently included:</p> <ul style="list-style-type: none"> The Joint Forward Plan ('JFP') that all ICS's are required to prepare is the document that will set out the key ambitions for the ICB. The SNEE JFP will focus on the 6 Live Well domains. The JFP is currently work in progress and views and
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	<p>input is being sought from all members of the SNEE community. Further details can be found at Joint Forward Plan Lets Talk SNEE. Public consultations are ongoing on the JFP and I would encourage governors and their constituents to get involved. We had a presentation on the JFP at our last Public Board meeting from Richard Watson and Susannah Howard who are the key personnel at the ICS responsible for the production of the final JFP.</p> <ul style="list-style-type: none"> • There was agreement that discussions at the ICP (Integrated Care Partnership) level should start now, around how the system will mitigate the effects of high demand on all parts of the system in order to avoid pressures next winter. <p>At the end of January, we held the handover meeting for our new Lead and Deputy Lead governor.</p> <p>I would like to thank Liz Steele and Florence Bevan for the work they have done and I am grateful that they will remain as governors and so we retain their wisdom and experience. I also look forward to working with Jane Skinner and Ben Lord in their new roles.</p>
Action required/ recommendation:	N/A

Previously considered by:	N/A
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	N/A




7. Chief executive's report

To note a report on operational and strategic matters

To Note

Presented by Ewen Cameron

WSFT Council of Governors meeting (Open)	
Report title:	Chief Executive's report to Council of Governors
Agenda item:	7
Date of the meeting:	1 March 2023
Sponsor/executive lead:	Ewen Cameron, Chief Executive Officer
Report prepared by:	Communications team

Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Executive summary:	<p><u>Craig Black/Dr Ewen Cameron – CEO report for Council of Governors</u></p> <p>You'll be aware that the Trust has undergone a uniquely challenging period. We have experienced higher levels of demand for our services which has been affected by the increased prevalence of Covid-19 and flu, as well as other operational challenges.</p> <p>I am very proud of the work all my colleagues have produced during this time, rising again to deliver the level of service we strive to provide to our communities. However, this is another time when colleagues have had to step up to even higher expectations and has involved significant planning across the organisation, the alliance and our system partners who worked together to ensure we provide safe and high-quality care. I am sure you will join me in sending the warmest of thanks to everyone, as they have worked tirelessly to ensure we continue delivering our services.</p> <p>Our initial modelling suggested that we would be under significant pressure over the Christmas and New Year period, which was shown to be correct. Pre-empting this, the Trust undertook the 'right care, right time, right place review' to ensure that the processes in place which supported the flow of patients through the Trust were as effective as possible.</p> <p>From this, there has been a sustained focus on ensuring we are utilising the mechanisms we have at our disposal so that those who are ready to leave hospital can go home at the earliest opportunity, and that those who come through our doors requiring our care are able to access this at the right time and in the</p>
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	<p>right place. I am pleased to say that these preparations helped us protect our services so we could be there for those who need us.</p> <p>We have also been very busy dealing with the Royal College of Nursing (RCN) industrial action which took place on Wednesday, 18 and Thursday, 19 January and Monday, 6 and Tuesday, 7 February. While also working to prepare for the next round on Wednesday, 1, Thursday, 2 and Friday, 3 March. We have worked closely and productively with our RCN colleagues to put processes in place to support patients and colleagues during this time. I would like to thank all those who took part in these honest and collaborative discussions which have resulted in a strong relationship which will be key going into any further periods of strike action.</p> <p>In January, we received the maternity results from the 2022 NHS Patient Survey Programme which is commissioned by the Care Quality Commission (CQC). I am pleased to say that in no part of the survey did we perform 'Much worse than expected', 'Worse than expected' or 'Somewhat worse than expected'. In fact, we performed 'Somewhat better than expected' in three areas and 'Better than expected' in two areas, which can be attributed to a significant effort from all of those in our maternity services. While there are areas that we will continue to improve, these results demonstrate how as a Trust we continue to work to deliver the highest quality services we possibly can.</p> <p>Going forward into this New Year, we have exciting projects that we all look forward to making progress on, which will help us provide an even better of standard of care for those in our communities. The work to deliver a new healthcare facility on Hardwick Manor in Bury St Edmunds made significant progress in 2022 with the successful application for outline planning permission. This year, we will continue to work closely with the Government and the local planning authority to further develop these plans so we achieve our ambition of delivering this facility by 2030.</p> <p>We will also be making progress on the new community diagnostic centre on the Newmarket Community Hospital site. This facility, which has received backing from our partners at the Suffolk and North East Essex Integrated Care System, will help us deliver almost 100,000 tests to those in local communities. This will help provide quicker access to tests and reduce health inequalities across the region. I am sure that you, as much as I, are excited to see what 2023 brings and how we can continue to care for all of those in our communities.</p>
Action required/ recommendation:	The Council of Governors is asked to note the report.
Previously considered by:	N/A
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	N/A




8. Feedback from assurance committees

To receive a verbal update on the
governors observing the assurance
committees

To Note

WSFT Council of Governors meeting (Open)

Report title:	Feedback from Board assurance committees
Agenda item:	8
Date of the meeting:	1 March 2023
Sponsor/executive lead:	NEDs / Governor Observers at the 3is
Report prepared by:	Richard Jones, Trust Secretary Pooja Sharma, Deputy Trust Secretary Governor Observers at the 3is

Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input checked="" type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Executive summary:	<p>Following up from the GGI report recommendations, it was agreed that the Governors should have the opportunity to observe NEDs in board committee meetings, in order to witness their contribution to the conduct of the meeting and the level of challenge they present to trust directors.</p> <p>A proposal was developed which supported Governors to observe Board and relevant assurance committees to provide greater oversight of board and NED activities. Guidance note for governor observers at board committees 2023 was drafted and circulated to set out clear expectation of observer role for governors, chair, NEDs and Execs.</p> <p>An opportunity to observe the following board assurance committee meetings was given to the Governors from Jan/Feb 2023.</p> <p>The report only highlights the summary of the agenda items discussed in the 3i committees, however, respective governor observers are requested to provide a verbal update to the council:</p> <p>Insight Committee 9 January 2023 (observed by Florence Bevan and Liz Steele)</p> <ul style="list-style-type: none"> • Report from sub-committees: Financial Accountability Committee • Managed Service for Endoscopy & Radiology • Better Payment Practice Code • Patient Access Governance Group
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- Deep Dive - Early Supported Discharge in Stroke
- Elective Recovery Self-Assessment Progress
- Theatre Efficiency
- IQPR – data for November 2022
- Board Assurance Framework – Risk Review
- Corporate Risk Governance Group
- Review of Work Programme
- Issues to refer to Improvement and Involvement Committees

Insight Committee 6 Feb 2023 (observed by Florence Bevan and Liz Steele)

- Report from sub-committees: Financial Accountability Committee
- Managed Service for Endoscopy & Radiology
- Patient Access Governance Group
- IQPR – data for December 2022
- Review of Work Programme
- Issues to refer to Improvement and Involvement Committees

Improvement Committee 16 January 2023 (observed by Robin Howe and Jane Skinner)







- Quality & patient safety insight: IQPR and CQC Insight data
 - Deep dive – Being Open and the Duty of Candour
 - Deep dive – Harm reviews (interim update)
 - Deep dive – Frailty quality assurance visit report and next steps
- Reporting from Governance sub-groups: Patient Safety & Quality and Clinical Effectiveness
- Patient safety specialists report
- Patient Safety Strategy update
- Peer support network update
- QI programme
- Glemsford CQC Improvement plan update
- CQC new inspection framework
- Escalation to Improvement- Sign-off of Maternity CNST return on behalf of the Board

Improvement Committee 13 Feb 2023 (observed by Jane Skinner)


- Quality & patient safety insight: IQPR and CQC Insight data
- Deep dive - Medication Safety
- Reporting from Governance sub-groups: Patient Safety & Quality and Clinical Effectiveness
- PSIRP update
- Safety Improvement Group (SIG) report
- Shared decision making and ReSPECT report
- Quality (priorities, improvement and assurance): National best practice publications & trust response and Quality assurance programme
- Risk management and governance: Improvement forward plan 2023

Involvement Committee 20 Feb 2023 (observed by Clive Wilson and Michael Durham)

	<ul style="list-style-type: none"> • Setting the scene: Our FIRST values and committee purpose <p>First for patients</p> <ul style="list-style-type: none"> ○ Enhancing individualised care - Patient Profile on e-care ○ Industrial action – status update and current position ○ CQC Patient Survey (maternity services) <p>First for Staff</p> <ul style="list-style-type: none"> ○ Early themes from national staff survey analysis ○ Staff shifts and rota patterns” item – Radiology staff consultation <p>Other items for oversight and assurance</p> <ul style="list-style-type: none"> • Update on changes to strengthen our workforce governance • Workforce KPI dashboard development – focus on mandatory training, sickness absence and staff turnover • WSFT OD Plan (WS Review)- updated action tracker <p>The assurance committees are developing their approach to reviewing the indicators within the IQPR relevant to their scope (see Annex 1 IQPR summary page). There will also be an opportunity to develop the thinking on reports from the assurance committees at the training day on 17 March.</p> <p>A session has been agreed for 13 April to outline the Trust’s response to the operational planning guidance. This will include an outline from the Chief Operating Officer of plans regarding:</p> <ul style="list-style-type: none"> - Elective recovery - Emergency and urgent care access standards <p>Attached is the report from Clive A Wilson (Public Governor) and an observer at the Involvement Committee (Annex 2). Format may be considered for future reports.</p>
Action required/ recommendation:	<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1. Note the report 2. Receive feedback from governor observers 3. Consider the best way to receive future reports from the assurance committees (see Annex 2 as an example and will be covered at training day on 15 March)
Previously considered by:	N/A
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	N/A

December 2022		ASSURANCE			
		Pass 	Hit and Miss 	Fail 	
VARIANCE	Special Cause Improvement 			<div style="background-color: yellow; padding: 5px; text-align: center; font-weight: bold;">Not Met</div>	
	Common Cause 	<u>Insight</u> Cancelled Operations <u>Improvement</u> VTE - all inpatients			<u>Insight</u> Ambulance Handover - 15 min 28 Day Faster Diagnosis Cancer 62 Day GP Referrals Incomplete 104 Day Waits Diagnostic Performance- % within 6weeks Total <u>Involvement</u> Mandatory Training monthly Appraisal Rate monthly Turnover rate monthly
	Special Cause Concern 		<u>Insight</u> Ambulance Handover within 60 min		<u>Insight</u> Ambulance Handover - 30 min 12 Hour Breaches <u>Involvement</u> Staff Sickness - rolling 12 mth Staff Sickness – monthly

Deteriorating



Indicators for escalation as the variation demonstrated shows we will not reliably hit the target
 For these metrics, the system needs to be redesigned to reduce variation and create sustainable improvement.

Insight
 Cancer 2 Week Wait for Urgent GP Referrals Total
 Cancer 2 Week Wait Breast Symptoms Total
 Cancer 62 Day Screening
 RTT 104 Week Waits
 2 week wait rapid chest pain

Improvement
 MRSA
 C-Diff
 Hand hygiene
 Sepsis Screening for Emergency Patients
 Mixed Sex Breaches
 Community Pressure Ulcers
 Acute Pressure Ulcers
 Inpatient Falls Total
 Acute Falls per 1000 Beds
 Nutrition - 24 hours
 Overdue Responses

* Cancer data is one month behind

Items for escalation based on those indicators that are failing the target, or are worsening and therefore showing Special Cause of Concerning Nature by area:
Insight: Urgent & Emergency Care: Ambulance Handover within 15min, Ambulance Handover within 30min, Ambulance Handover within 60min, 12 Hour Breaches
 Cancer: 28 Day Faster Diagnosis, Cancer 62 Day GP Referrals Total, Incomplete 104 Day Waits
 Elective: Diagnostic Performance- % within 6weeks Total
Involvement: Staff Sickness- Rolling 12 month, Staff Sickness monthly, Mandatory Training monthly, Appraisal Rate, Turnover Rate

Governor Observation of the Involvement Committee – 20th February 2023

Thought/Comments

(NB: No attempt is made to cover the topics discussed as these will be the subject of the Chairman's Key Point note)

1. Process

- 1.1 The Agenda and meeting papers were made available on Convene in good time for review prior to the meeting, including the Minutes of the Previous meeting
- 1.2 The meeting was held on Teams
- 1.3 New attendees, including the Governor observers were introduced
- 1.4 Whilst there were some apologies there was a good cross-section of attendees

2. Subject Matter

- 2.1 A range of topics were covered which all seemed important and within the remit of the committee

3. Meeting Conduct

- 3.1 The meeting was conducted in a professional and orderly manner
- 3.2 Topics were discussed in appropriate depth
- 3.3 There was conscious effort to ensure appropriate links were made with other committees, Board, CoG etc. where appropriate
- 3.4 There was appropriate reference to the Risk Register and other Terms of Reference

4. Challenge

- 4.1 There was active participation from the NED's in attendance
- 4.2 There was appropriate questioning on clarification and other issues
- 4.3 There was challenge to assumptions and recommendations
- 4.4 There was contribution of alternative perspectives on issues and recommendations for further work

5. Reflection

- 5.1 There was reflection on issues what needed escalation, further work, and follow-up
- 5.2 There was reflection on the effectiveness of the meeting and any future refinements.

Note : these are the personal observations of Clive A Wilson – Public Governor

Chair's Key Issues

Originating Committee		Insight Committee	Date of Meeting	9 th January 2023	
Chaired by		Richard Davies	Lead Executive Director	Nicola Cottington	
Item	Details of Issue	For: Approval/ Escalation/Assurance	BAF/ Risk Register ref	Paper attached? ✓	
Financial Accountability Committee	Following the creation of a new Trust People and Culture Committee, assurance regarding workforce issues will now be provided through the Involvement Committee. The Finance and Workforce Governance Group has therefore developed into a new Financial Accountability Committee which will focus entirely on financial issues. Assurance for this committee will continue to be provided through the Insight Committee. The Terms of Reference for the Financial Accountability Committee were discussed and some changes suggested (particularly in relation to attendees). Since this is a new committee it was agreed that the ToR will be reviewed in 6 months	Approval	BAF 5		
Financial Accountability Committee Management Service for Endoscopy and Radiology	The current contract expires at the end of March 2023. A tendering process has been enacted and there are a number of possible options for the replacement of this contract. It was agreed that some further clarification was required prior to making a final decision and in view of the short timeline, a final decision would be discussed at the next Insight meeting in February, which will allow adequate time to ensure that an appropriate contract is in place from the beginning of April	Information	BAF 5		
Financial Accountability Committee Better Payment Practice Code (BPPC)	This national standard requires NHS organisations to pay 95% of all invoices in line with contract terms. The Trust is the worst performing in the region (performance as at 30 th November 2022 was 82.3%). The key issues for the Trust are the complexities of the standalone Procurement System and staff training. A fully integrated purchase to pay system has been ordered and it is anticipated that this development, with the associated staff training, will have	Assurance	BAF 5		

	a very significant impact on Trust performance. Assurance was received that the current action plan will enable the Trust to achieve the BPPC standard			
Patient Access Governance Group Report Community Paediatrics	<p>The committee received an update in relation to the challenges faced by Community Paediatric Services. Service provision in relation to neurodiversity diagnosis and support is complex and involves a number of system partners. An independent consultant has been recruited to undertake a review, starting with a fact-finding process. An update will be provided at the next Insight meeting with a clearer timeline for a detailed review and action plan</p> <p>A separate issue of concern is the ongoing pressure on paediatric SLT services, with high referral rates, and significant capacity issues across the region. National mutual aid has been requested and it is not yet possible to provide a clear recovery forecast</p>	Limited Assurance	BAF 3	
Patient Access Governance Group Report Access Standards	<p>Long Waits Performance for 104 week waits has been maintained, and focus remains on 78 week waits, with a forecast in place for continued improvement. Urogynaecology remains a particular challenge</p> <p>Cancer performance KPIs are not currently showing signs of improvement, with Lower GI, Breast, and Urology showing particular challenges. As detailed in previous meetings an action plan is in place and this will continue to be monitored. One positive is the effective uptake of FIT testing in primary care</p> <p>Emergency performance All performance indicators have deteriorated and as previously discussed emergency care remains under enormous pressure despite ongoing work throughout the Trust and the System</p>	Limited Assurance	BAF 2 and 3	
Patient Access Governance Group Report	The committee received an excellent deep dive presentation into the regional Stroke Early Supported Discharge service. The service has very significantly	Celebration		

Stroke Early Supported Discharge	<p>reduced the average length of stay for stroke patients, with excellent patient satisfaction and clinical outcome data.</p> <p>Further potential developments such as the possibility of extending the service to 6 or 7 days a week and enhancing the provision of clinical psychology were discussed, as well as the potential for dissemination of learning to other rehabilitation services.</p>			
Patient Access Governance Group Theatre Efficiency	<p>The committee received a paper providing assurance in relation to the mechanisms in place to ensure appropriate overview of theatre efficiency and plans to support improvement.</p> <p>Whilst WSFT is currently in the lowest performing quartile for theatre utilisation, there has been significant improvement over time and there are effective assurance mechanisms in place to provide appropriate oversight of progress against objectives</p>	Partial Assurance	BAF 3	
Corporate Risk Governance Group	<p>There is ongoing work in relation to the BAF and the Board Risk Register to ensure that they are used most effectively to support improvement. This work will be presented at future Board and Insight Committee meetings.</p>	Information		
Date Completed and Forwarded to Trust Secretary		11.1.23		

Chair's Key Issues

Originating Committee	Improvement Committee	Date of meeting	16 January 2023
Chaired by	Louisa Pepper	Lead Executive Director	Sue Wilkinson

Agenda item	Details of issue	For: Approval/ Escalation/ Assurance	BAF/ Risk Register ref	Paper attached? ✓
4.1	<p><u>Estates</u> Follows a request for further clarification re Estates prioritisation framework (see December's CKIs). Outline of process provided however assurance not available re specific item (refurbishment of bereavement room). Specific action agreed for this clarification.</p> <p>Wider discussion of estates requests programme, referral to Audit committee to consider adding to next year's IA programme (on long list).</p>	Partial assurance	Implementation of Estates Strategy to provide a building environment suitable for patient care and adequately maintained (BAF 7)	✓
5.1	<p><u>IQPR</u> Received for information. Discussion re urgent & emergency care indicators (ambulance handover and 12-hour breaches). Request for deep dive into the impact of these operational pressures on patient safety and quality. To be brought to February meeting.</p>	Assurance	Failure to maintain and further strengthen effective governance structures (BAF 1)	✓ IQPR in Board appendices
5.2	<p><u>Being open and the Duty of candour (DoC)</u> Presentation for information. Focus has expanded from a simple focus on timeliness to a more comprehensive framework including a QI project and a clinical audit of qualitative indicators. Recognising this is an ongoing improvement journey, an update will be brought back to the committee in six months.</p>	Assurance	BAF 1	

Agenda item	Details of issue	For: Approval/ Escalation/ Assurance	BAF/ Risk Register ref	Paper attached? ✓
5.3	<p><u>Patient communication and harm reviews</u></p> <p>Presentation for information. Actions being taken include:</p> <ul style="list-style-type: none"> • Significant effort to reduce time patients waiting (104 / 78 / 52 week waits) • Validation of waiting list to ensure patients still require appointment/surgery • Focus on communication initiatives with next steps including methods for patients to escalate where conditions have worsened. <p>Harm reviews for >52 week waits routinely undertaken pre-covid and continued during covid in Aug20 and Apr21 however there is limited assurance that this is still a robust process and new processes have been proposed but there are challenges encompassed within including clinical input into harm review process.</p> <p>Assurance not provided to Improvement that this will achieve its desired impact and concerns around the timeliness of implementing proposals.</p> <p>To be <u>escalated</u> to Strategic leadership team (SLT) for consideration / action.</p> <p>Subject detail better meets the remit of Insight committee therefore Improvement <u>refers</u> to Insight for future assurance and oversight.</p>	Lack of assurance	Delivery of elective access standards based on clinical priorities (BAF 3)	
5.4	<p><u>Frailty quality assurance (QA) visit report and next steps</u></p> <p>Received for information. Positive feedback from ICS-led external reviewers with only minor areas of concern and many positives to be highlighted. Next steps include a visit to one of our community teams to complete the QA process and development of an improvement plan.</p> <p>Of particular positive note is an ambition for a shared community of practice with Newmarket Hospital and Kings Suite, Glastonbury Court joining the three CAB units in East Suffolk and one in North-East Essex. This forum would encompass more than just frailty and enable our teams to discuss challenges, share learning, work together to implement national initiatives and provide a space and platform for peer-to-peer support.</p>	Assurance	BAF 1	

Agenda item	Details of issue	For: Approval/ Escalation/ Assurance	BAF/ Risk Register ref	Paper attached? ✓
6.0	<u>Reporting from Governance sub-groups</u> Verbal update from PQAS (no CEGG meeting since last report). No immediate safety concerns raised.	Assurance	BAF 1	
7.1	<u>Patient safety oversight reports</u> Updates of strategy implementation and patient safety specialist programmes of work received for information. Clarification requested on the pathways for reporting (assurance and escalation) on the major projects contained within, some of which have organisation-wide impact. Further exploring of this topic to be undertaken at the February meeting when more time available.	Assurance	BAF 1	
7.2	<u>Peer support network</u> Received for information. An excellent new initiative introduced following the ‘supporting staff in difficult situations’ consultation. This seeks to introduce a peer-to-peer support for doctors involved in emotionally difficult situations such as inquests, serious incidents, claims etc. The first cohort of trained staff are now in place and a six-month review of the initiative will be brought to a meeting of Improvement in the summer.	Assurance	Value our workforce and look after their well-being (BAF 4)	
8.1	<u>QI programme</u> Received for information.	Assurance	BAF 1	
8.2	<u>Glemsford CQC Improvement plan update</u> Received for information. The content of the CQC plan will be incorporated into the wider Glemsford improvement programme and an update on progress will be provided in six months.	Assurance	BAF 1	

Agenda item	Details of issue	For: Approval/ Escalation/ Assurance	BAF/ Risk Register ref	Paper attached? ✓
8.3	<p><u>CQC new inspection framework</u></p> <p>Received for information. SLT will receive a paper setting out proposals for organisation wide response and review as part of a wider quality assurance framework. This recognises that the subjects contained within the CQC documents are key constituents of an organisation's focus quality rather than purely compliance with a regulatory body.</p>	Assurance		
10.1	<p><u>Sign-off Maternity Incentive scheme (Year 4) submission on behalf of Board</u></p> <p>The Improvement committee has delegated authority to receive and approve this submission on behalf of the Trust Board. To this end the committee members have undertaken the following:</p> <ol style="list-style-type: none"> 1. Received the report and appendices as evidence for the Maternity incentive scheme year four submission. 2. Acknowledged the two areas of reported non-compliance and the explanations thereof. 3. Considered the one area of reported compliance where the Maternity service have requested scrutiny to support the declaration of full compliance. The assumptions made have been agreed as suitable to allow for a declaration of compliance with that element. 4. Accepted the seven other areas of reported compliance where oversight and review have already provided sufficient evidence to support a declaration of full compliance. <p>On behalf of the Board, the Improvement committee recommends to the WSFT Chief Executive that he co-signs sign the Board declaration form (together with Accountable Officer for our Integrated Care Board) as evidence that they are both fully assured and in agreement with the compliance submission to NHS Resolution.</p>	Approval		

9. Engagement Committee report
(enclosed)




To receive a report from the Engagement
Committee meeting on 1 Feb 2023

To approve the engagement committee
terms of reference

Presented by Ben Lord

WSFT Council of Governors Meeting (Open)

Report title:	Engagement Committee Report
Agenda item:	9
Date of the meeting:	1 March 2023
Sponsor/executive lead:	Ben Lord, Deputy Lead Governor (Chair of Engagement Committee)
Report prepared by:	Pooja Sharma, Deputy Trust Secretary / Ruth Berry, FT Office Manager

Purpose of the report:			
For approval <input checked="" type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Executive summary:	<p>Background</p> <p>This report provides a summary of discussions that took place at the Engagement Committee meeting held on 1st February 2023.</p> <p>Summary/Highlights</p> <p>The Committee focussed on the following key areas:</p> <ul style="list-style-type: none"> The Committee welcomed Liz Steele (Public Governor) as the member of the Engagement Committee. With the change of Lead Governor, a vacancy had arisen on the engagement committee. Nominations were invited and one nomination from Liz Steele was received. Liz was therefore added to the membership of the Committee. The Committee also noted that Carol Bull (Appointed Governor) will step down from the membership of the committee after the meeting held on 1st Feb 2023. The partnership arrangements between VOICE group and engagement team were discussed. It was noted that post-pandemic, there was an opportunity to revamp what our community engagement looks like in partnership with our partners across the ICB and provided an overview of work currently happening and future plans in patient engagement. Information on reinstatement of Foundation Trust Governors - area observations was also shared with the committee An update was provided from the comms team on governors' profiles on Trust website. The work is in progress and the governors' page will be updated soon The committee discussed the existing Trust membership leaflet in July meeting and it was noted that there was a need to refresh the existing membership leaflet as the present leaflet lacked lustre and looked
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	<p>dated in terms of appearance and content. With the help of communication team, an updated version was presented to the committee for discussion and approval. Readers from the committee were decided to take this work forward.</p> <ul style="list-style-type: none"> • Draft of members' Spring newsletter was presented for feedback/comments and final version post inputs from the committee is ready for circulation to the members. • The Engagement Committee was asked to receive the actions assigned to the committee and discussion took place on next steps around making progress on those actions for recommendations made in the GGI report • A press release on Joint Forward Plan 2023-2028 was shared with the committee to highlight how the governors can have their say on a draft five-year blueprint for health and care services across Suffolk and Northeast Essex. It was discussed how the governors would get engaged within ICS to share their views on the draft Joint Forward Plan, which sets out how the local health and care system will deliver services that meet the needs of the population of around one million. • Governors' engagement activities and forward plan for 2023 was discussed to map out how the work/activities of the committee will be progressed going forwards • The terms of reference were revised as part of the annual review and presented to the Council of Governors for final approval (attached) <p>In offering some reflections to the recent meeting, as Chair of this committee, I am concerned at the effectivity and functionality of the committee in respect of its ongoing objectives. Having raised this with the Lead Governor and Chair of CoG, it has been recommended to seek advice and support with some possible actions; and further updates will be provided at future CoG meetings.</p>
Action required/ recommendation:	<p>The Council of Governors is asked to note the report of the meeting held on 1st Feb 2023.</p> <p>The Council of Governors is also asked to approve the engagement committee terms of reference.</p>
Previously considered by:	N/A
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	N/A

FT Governors' Engagement Committee Terms of Reference

1. Purpose of the Committee

The Engagement Committee is a sub-committee of the Council of Governors. The purpose of the committee is:

- 1.1 To further develop the mechanisms, including digital communication, that enable patients, users of community services and the public to influence decision making, both in relation to their own care and treatment and in the provision, development, and improvement of services.
- 1.2 To maintain and increase active membership of West Suffolk NHS Foundation Trust, ensuring that it is representative of the local population.
- 1.3 To strengthen public engagement including users of community services and staff delivering these services
- 1.4 To support the delivery of the Trust's strategic framework including health promotion/prevention.
- 1.5 To review how changes to patient pathways as a result of COVID-19 may impact on our approaches to engagement.

2. Level of Authority

- 2.1 The Engagement Committee has delegated authority from the Council of Governors to deliver its key duties and responsibilities. The committee will have authority to establish sub-groups/committees reporting to it. It shall remain accountable to the Engagement Committee for the work of any group reporting to it.
- 2.2 The committee has authority to make processes and procedures which fall within its terms of reference.

3. Duties and responsibilities

- 3.1 The Engagement Committee shall undertake the following, making recommendations for any changes or action to the Council of Governors:
 - To develop effective two-way communication between governors and members, and prospective members.
 - To identify new opportunities to increase the involvement of patients, users of community services and the public, that maximises their contribution and effectiveness.
 - To ensure that feedback about the Trust and its services is sought from a cross section of the local community focusing particularly on seldom heard groups.
 - To ensure there are effective mechanisms in place to recruit new members across the Trust's membership area and target recruitment from hard to reach areas.
 - To ensure effective links with the Patient Experience Manager, to allow sharing of activities and work plans.
 - To develop and implement an effective Engagement Strategy.

4. Membership

- 4.1 The Engagement Committee will have a membership of at least 6 governors, including the Lead Governor.
- 4.2 The Engagement Committee will elect one of its members as Chair.
- 4.3 Additional members may be co-opted to the Committee as necessary.
- 4.4 Representatives from the Trust may also be in attendance at meetings, including the Trust Secretary, Communications Manager, Foundation Trust Office Manager, Patient Experience Manager, Head of Fundraising and others as required.

5. Quorum

- 5.1 The number of members required for a quorum shall be three.
- 5.2 Deputies appointed by the governors from the council of governors will be counted for the purposes of the quorum.
- 5.3 Virtual attendance will count towards the quorum.

6. Frequency of meetings

- 6.1 Meetings will normally be held no more than quarterly

7. Sub Committees

None established

8. Arrangements for meetings and circulation of minutes/administrative support

- 8.1 The Committee shall be supported by the Foundation Trust Office.
- 8.2 The minutes of the committee meetings shall be formally recorded and submitted to the next meeting of the engagement committee.
- 8.3 Minutes will be prepared after each meeting of the committee and once confirmed by the chair of the committee, to be circulated to members of the committee and others as necessary, in sufficient time to support the working of the committee. Once the committee has approved the full minutes, a copy will be available, for information, to the council of governors at its next meeting.

9. Accountability and reporting arrangements

- 9.1 The Engagement Committee will be accountable to the Council of Governors.
- 9.2 The Engagement Committee will report to meetings of the Council of Governors on its activities. The Committee Chair shall provide a report to the Council of Governors after each meeting to the outlining areas of key discussion and any actions taken or issues for escalation.

10. Monitoring effectiveness and compliance with terms of reference

- 10.1 The committee shall carry out an annual review of its effectiveness against its terms of reference.

11. Ratification of terms of reference and review arrangements

11.1 The Terms of Reference shall be reviewed annually and submitted to the Council of Governors for approval.

Date approved by the Engagement Committee: 1 February 2023

Date approved by the Council of Governors:

Next review date: February 2024

10. Standards Committee report (enclosed)




To receive the report from the Standards Committee meetings held on 17 November 2022

& 09 Jan 2023, including noting/approval of:

- GGI report action plan – to note
- Code of conduct – to approve
- Procedure for Managing Governor Conduct and Expected Standards – to approve
- Guidance for governor observers at committees – to note
- Skills audit report – to note
- Governors' work/development programme 2023 – to approve

To Approve

Presented by Jude Chin

WSFT Council of Governors Meeting (Open)			
Report title:	Standards Committee report		
Agenda item:	10		
Date of the meeting:	1 March 2023		
Sponsor/executive lead:	Jude Chin, Trust Chair		
Report prepared by:	Richard Jones, Trust Secretary & Head of Governance Pooja Sharma, Deputy Trust Secretary		
Purpose of the report:			
For approval <input checked="" type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Executive summary:	<p>The Standards Committee of the Council of Governors met on 9th January 2023. The following summarises discussions that took place:</p> <p>Governor Skills Audit</p> <p>The Trust undertook an audit of personal qualities and skills held by Governors that are relevant to the role of Governor and a self-assessment questionnaire was sent out to the governors in late November. It aimed to help shape and develop a Governor Development Programme for 2023. The Trust received a total of 14 out of 23 responses from the governors and a report was presented for discussion/consideration of Governors' skills audit responses and agreeing on the way forward. (Appendix 1)</p> <p>Some themes of interest had emerged from the skills audit, which are incorporated into the training and governor work programme 2023 (Appendix 7).</p> <p>The GGI recommendations update</p> <p>The report's recommendations were reviewed, and a draft action plan was considered in detail and updated to reflect the discussions. (Appendix 2)</p> <p>The response to the report was aligned to the existing Council subcommittees and the timely response to the actions. The Standards committee will maintain oversight of the action plan and progress delivered by it and the other committees of the Council. This will be reported following each meeting to the full Council.</p>		

	<p>The committee approved the 'Guidance note for governor observers at board assurance committees and the approved guidance note was shared with the CoG. (Appendix 3)</p> <p>There was an action for the Standards committee to develop a clear rationale for CoG committee(s) and working groups and to regularly revisit their effectiveness and fitness for purpose. A framework and template was drafted for the work to set out requirements for each committee/working group to undertake and report annual self-assessment. The committee noted the progress and approved the 'Committee self-evaluation & assessment tool' template. (Appendix 4)</p> <p>Review of West Suffolk NHS FT Governors' Code of Conduct</p> <p>The committee reviewed the Code of Conduct (Appendix 5) and Procedure for Managing Governor Conduct and Expected Standards (Appendix 6). The final documents are recommended to the Council of Governors for approval.</p> <p>Governor Work Programme 2023</p> <p>Taking into account the findings of the skills audit, the committee agreed the delivery of Governors' work programme 2023-24 and the programme is presented to the CoG for approval. (Appendix 7)</p> <p>Enclosures: Appendix 1 - Skills Audit report Appendix 2 – The GGI report action plan Appendix 3 - Guidance note for governor observers at board committees Appendix 4 - Committee self-evaluation & assessment tool Appendix 5 - Code of Conduct Appendix 6 - Procedure for Managing Governor Conduct and Expected Standard Appendix 7 – Governors' Work Programme 2023</p>
Action required / Recommendation:	<p>The Council of Governors is asked to note the report and approve:</p> <ul style="list-style-type: none"> • Appendix 5 - Code of Conduct • Appendix 6 - Procedure for Managing Governor Conduct and Expected Standard • Appendix 7 – Governors' Work Programme 2023
Previously considered by:	None
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	NHS Act 2006, West Suffolk NHS Foundation Trust Constitution

Governor personal qualities and skills Audit 2022-23

The West Suffolk NHS Foundation Trust undertook an audit of personal qualities and skills held by Governors that are relevant to the role of Governor. This information will be used to help shape and develop a Governor Development Programme for 2023. Your contributions were welcomed.

This was a self-assessment questionnaire, with all responses held **confidentially**. The results that are shared are completely anonymous and do not identify individuals.

Governors were asked to rate themselves on a sliding scale on a number of questions, under the areas of;

- Leadership skills
- Analytical and evaluating skills
- Relationship and engagement skills
- Communication / soft skills

Governors were also asked a number of questions, in relation to their role as a governor, again using a sliding scale.

This report set out the results of this audit. We had a total of 14 out of 23 possible responses.

Question 1: Highest level of qualification

Responses included:

- GCSE's
- University degrees
- Post graduate diplomas
- Masters
- PhD's

Question 2: relevant professional experience / expertise to the role of governor

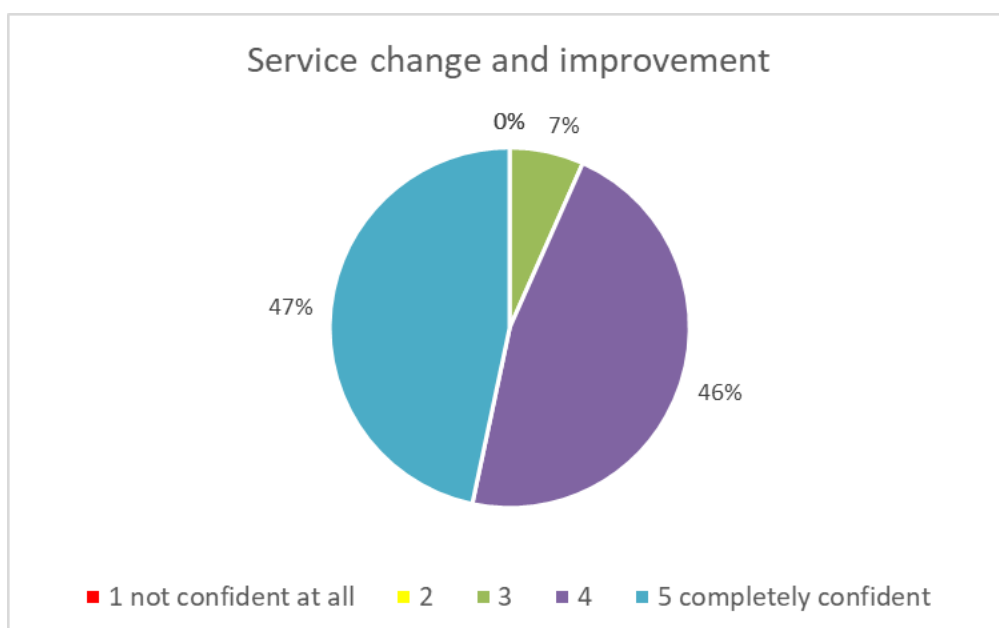
Responses included:

- Civil Servant
- Medical / healthcare professional
- Managing director / Senior board positions
- Project management

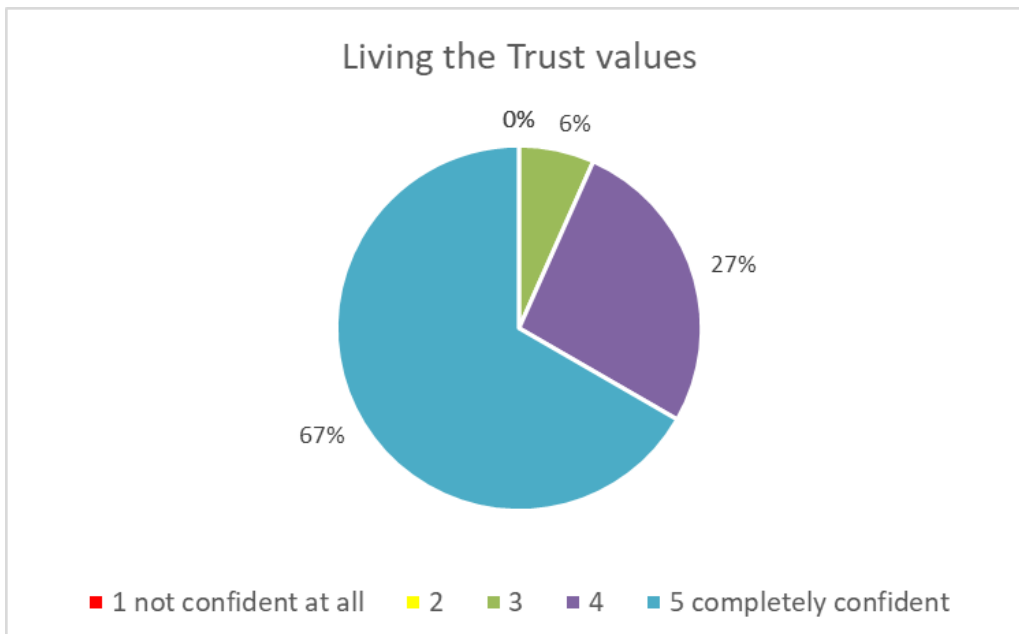
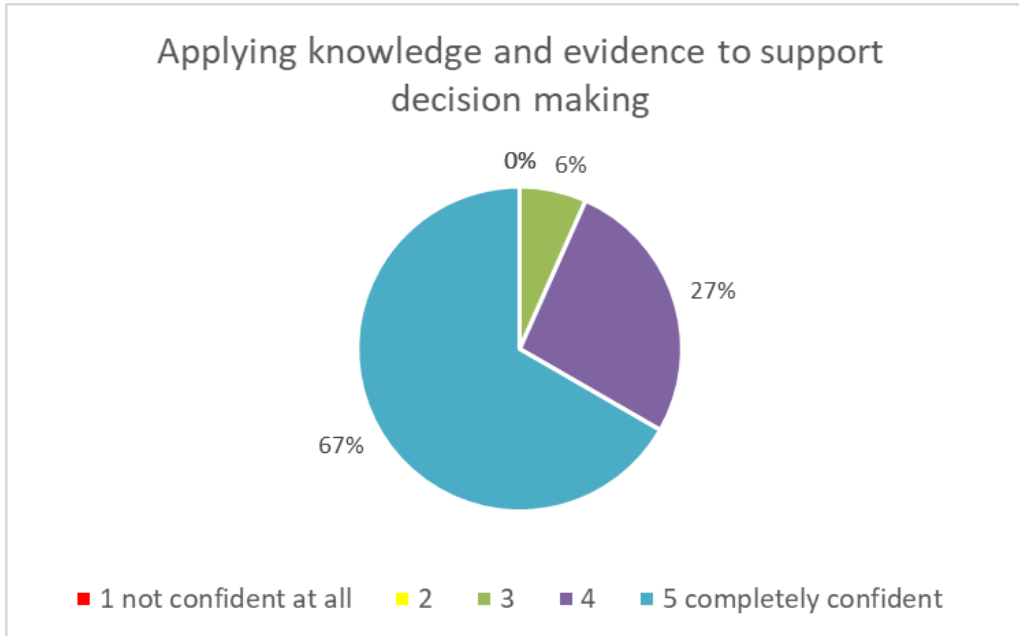
The following questions (3 to 6) were statements, with responses given on the sliding scale of: 1, being not confident at all to 5, being completely confident.

Results have been given as a percentage of responses.

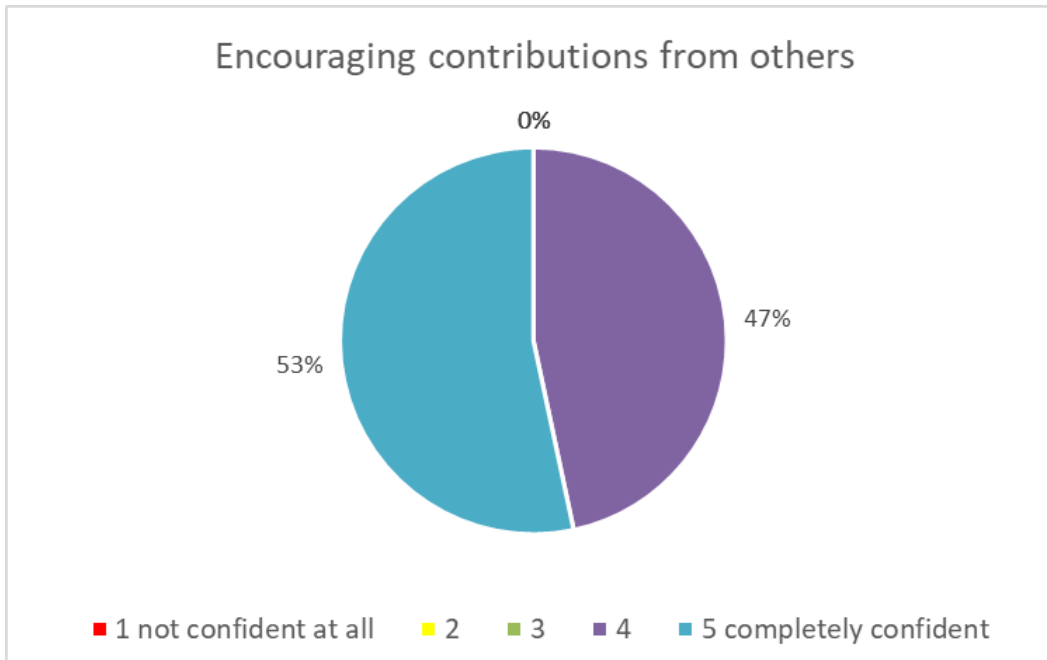
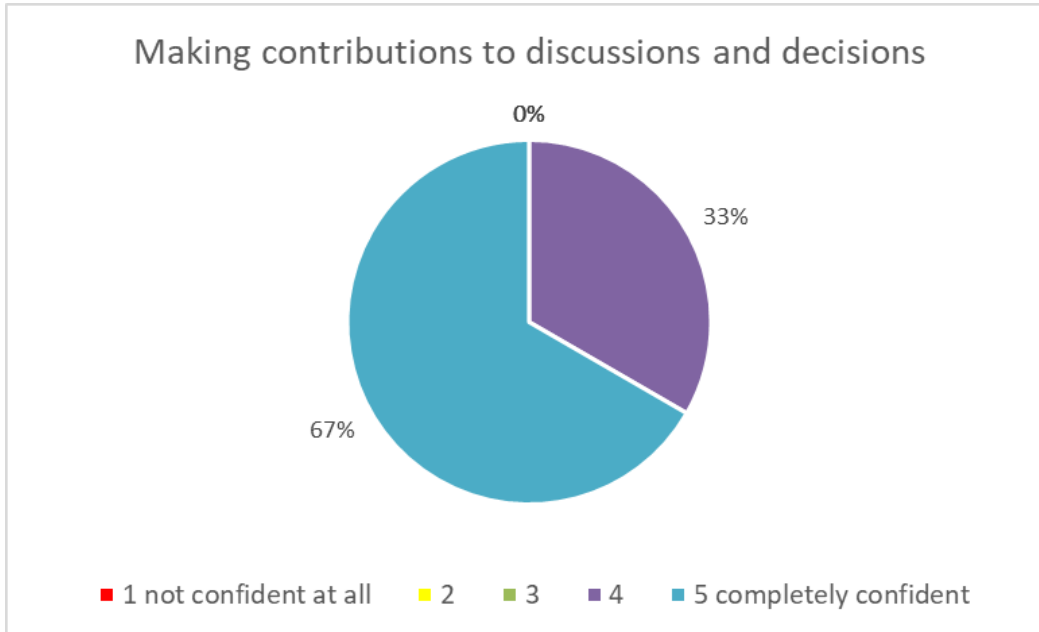
Question 3: Leadership skills



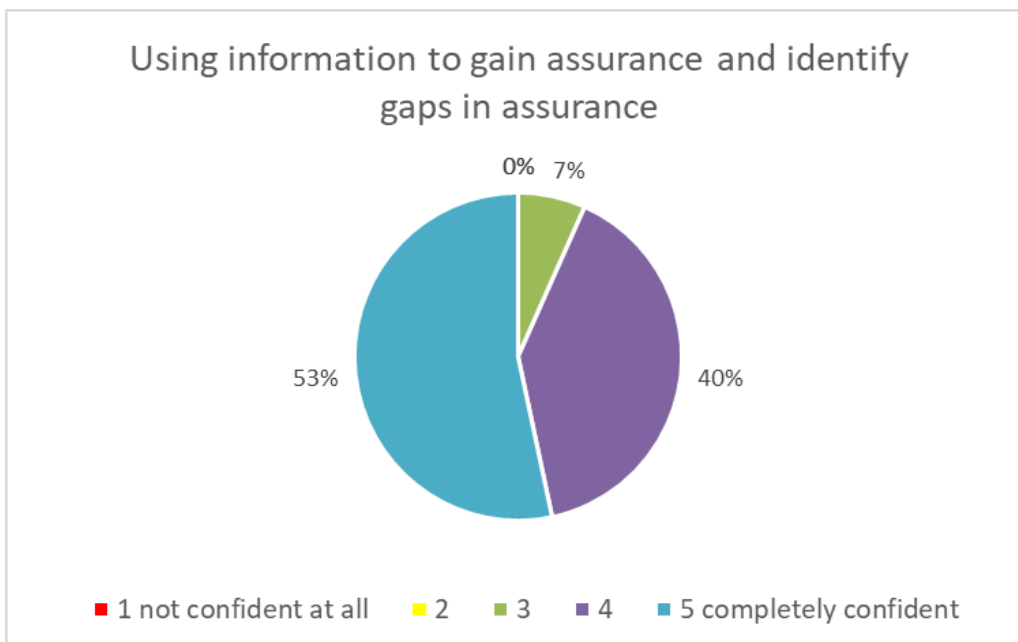
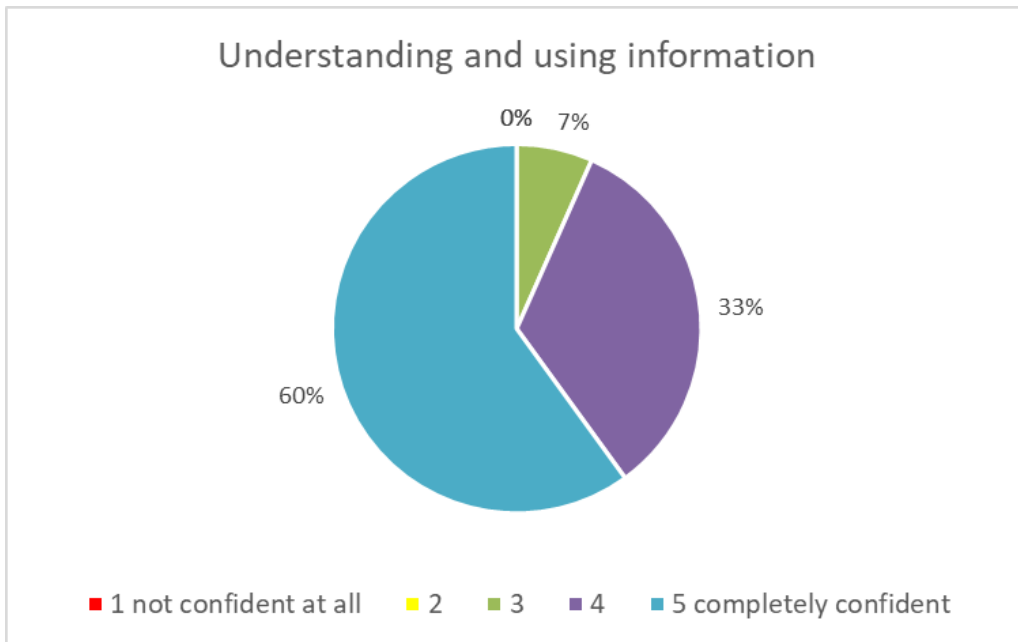
Question 3: Leadership skills, continued



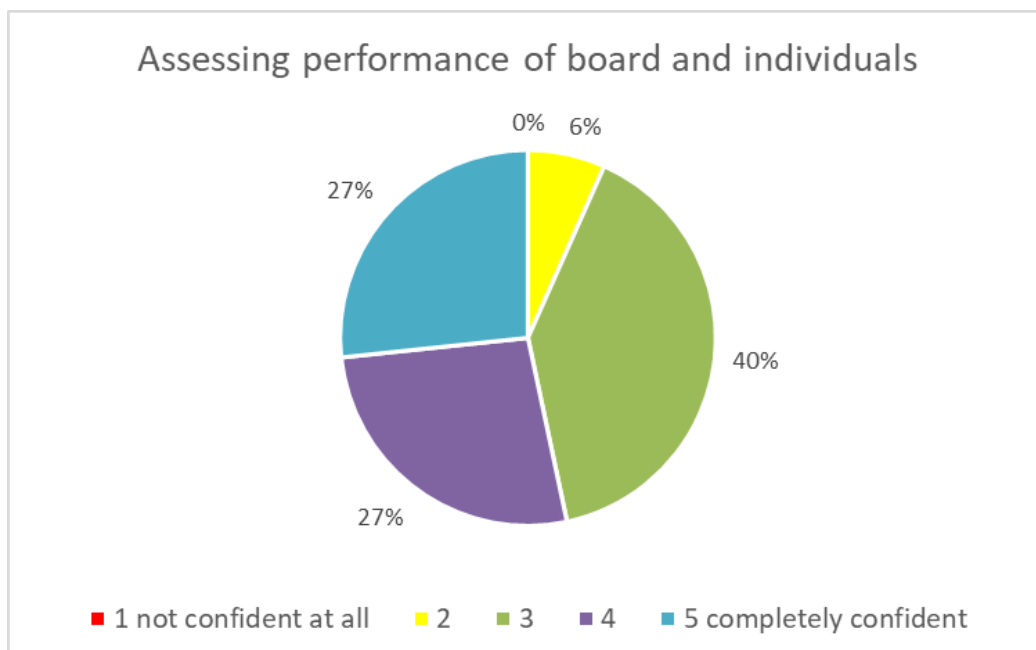
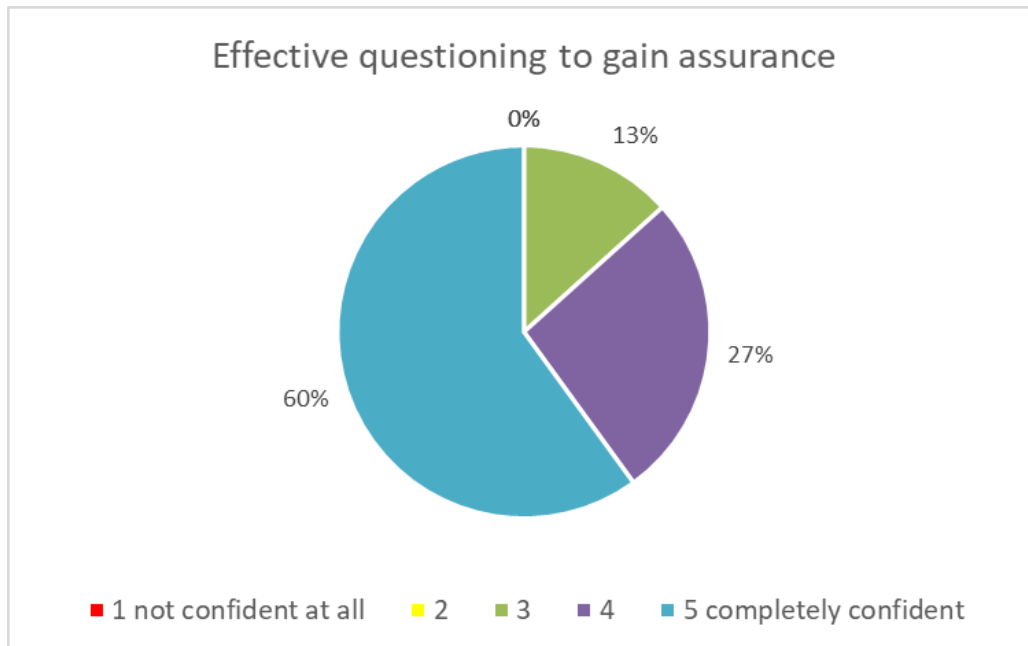
Question 3: Leadership skills, continued



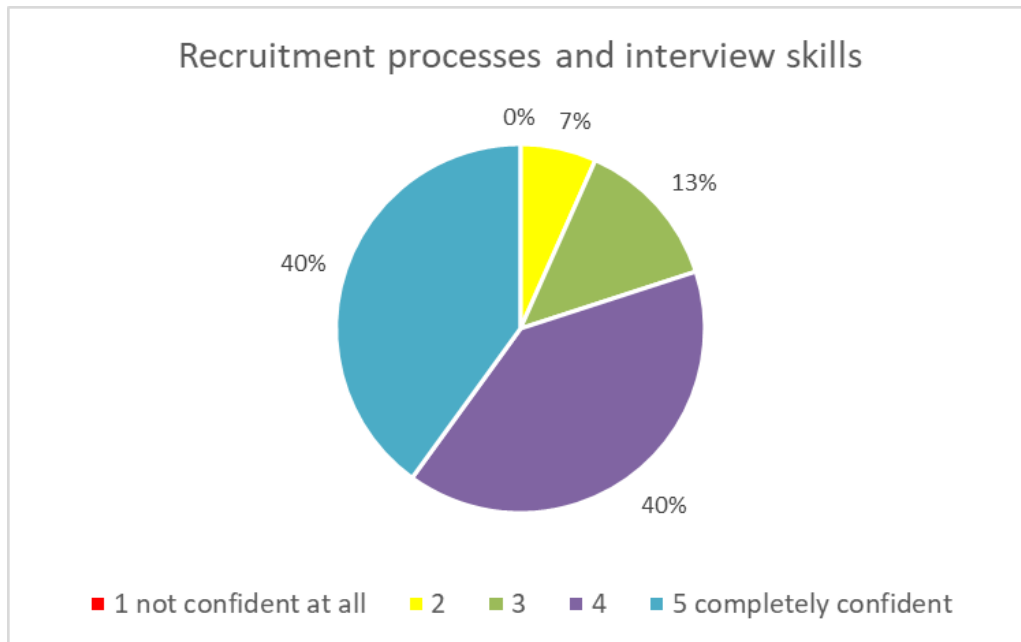
Question 4: Analytical and evaluating skills



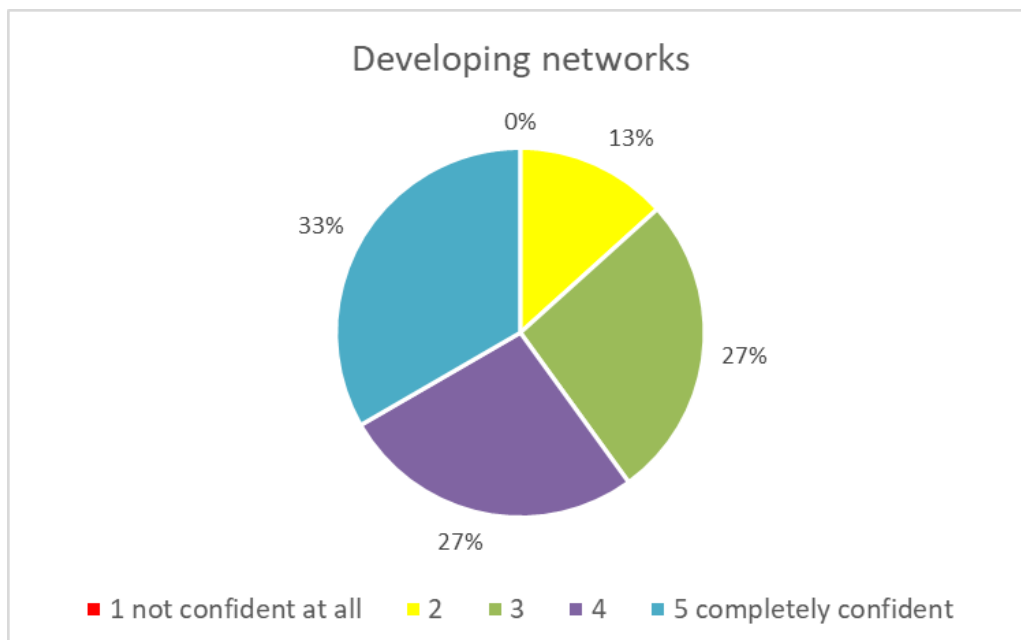
Question 4: Analytical and evaluating skills, continued



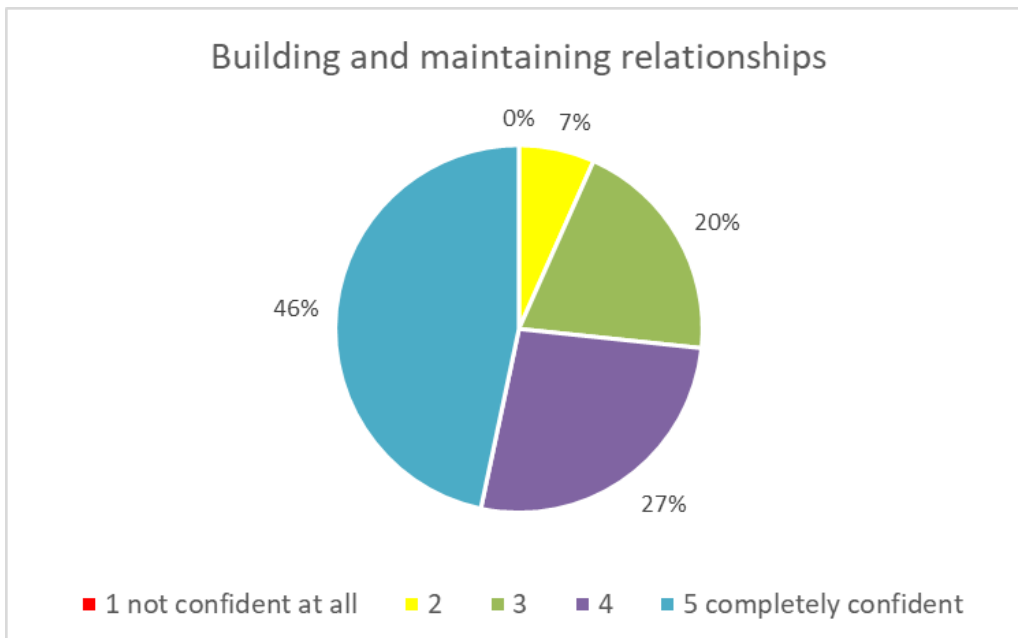
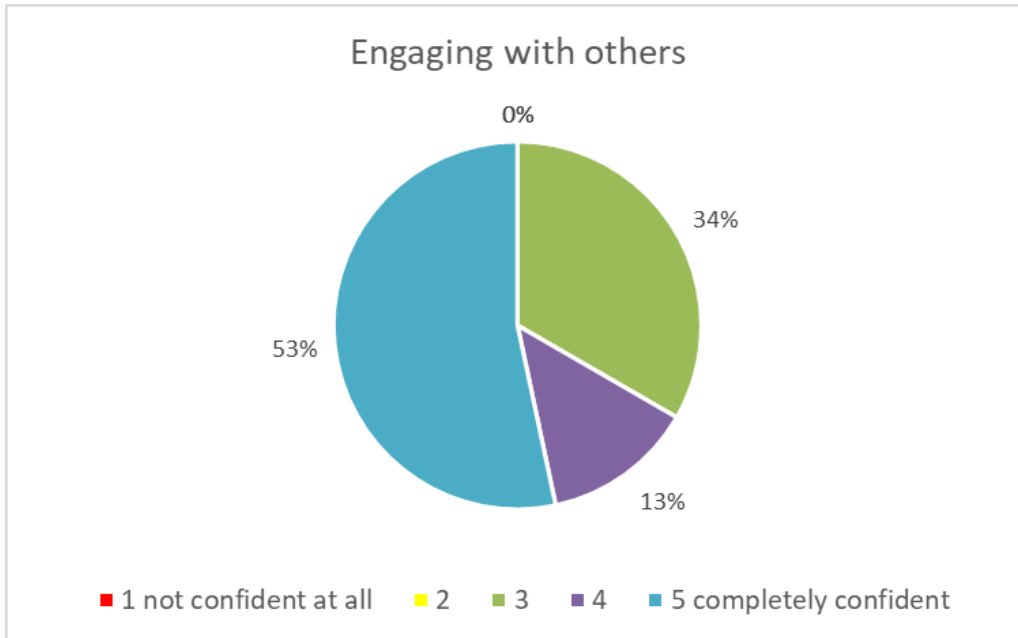
Question 4: Analytical and evaluating skills, continued



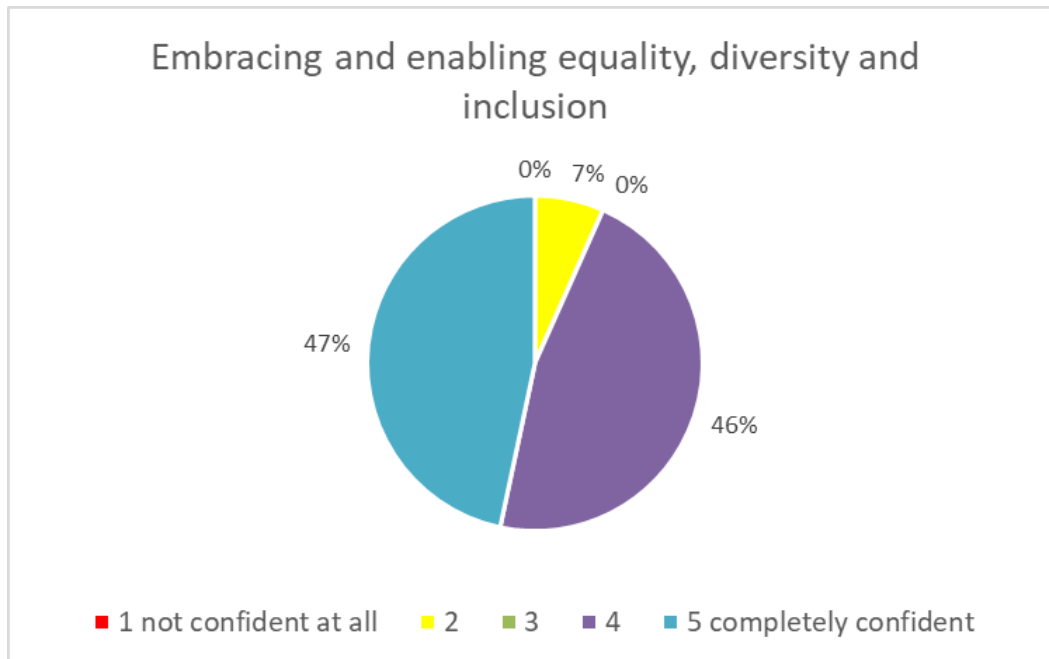
Question 5: Relationship and engagement skills



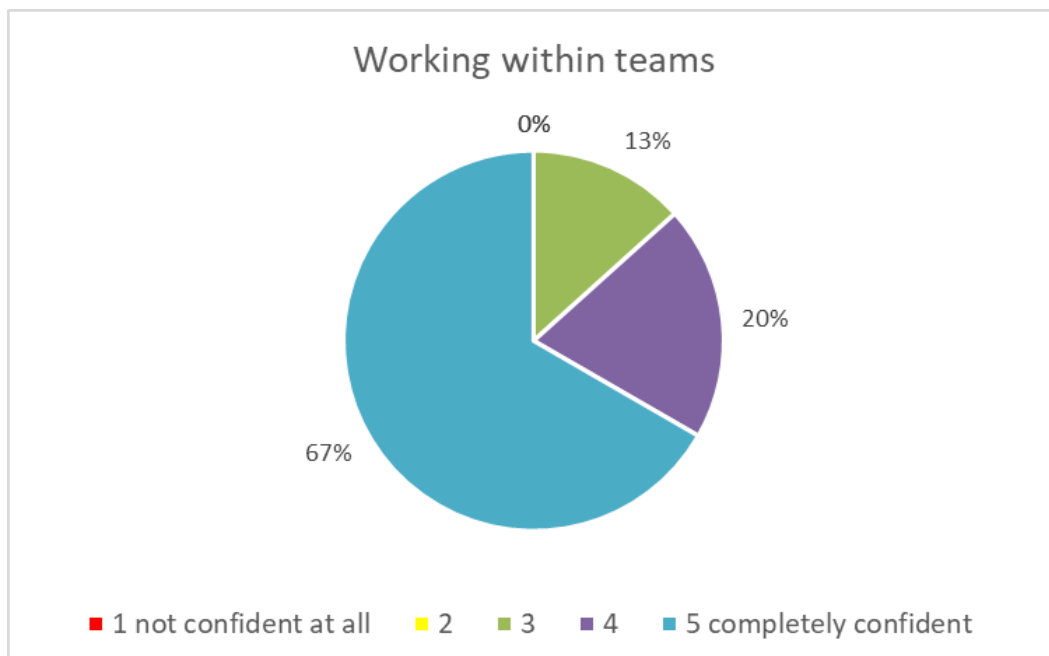
Question 5: Relationship and engagement skills, continued



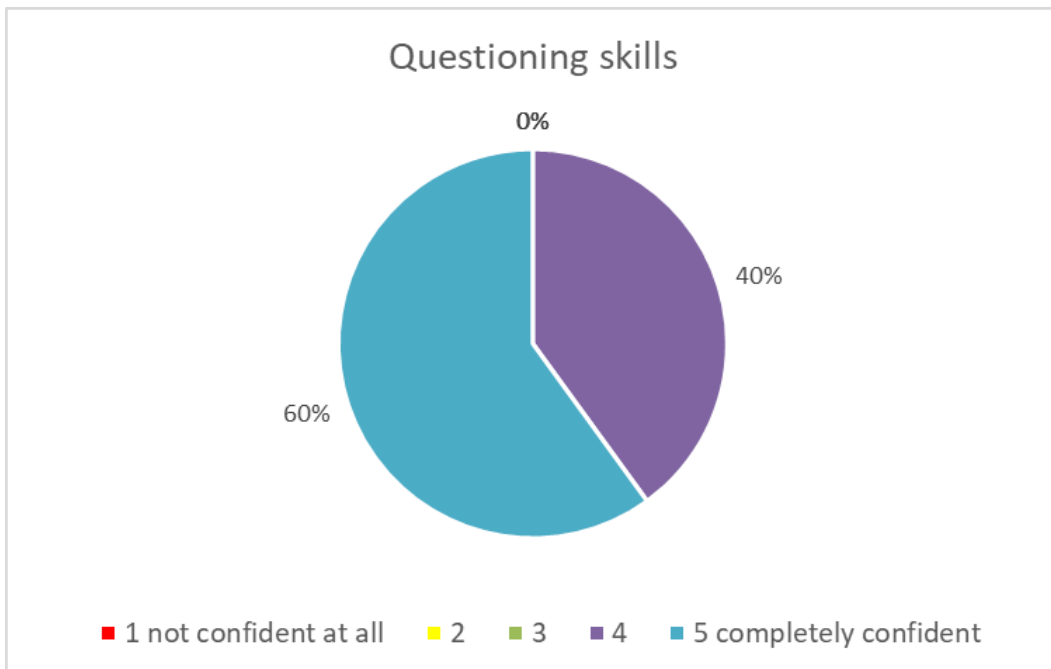
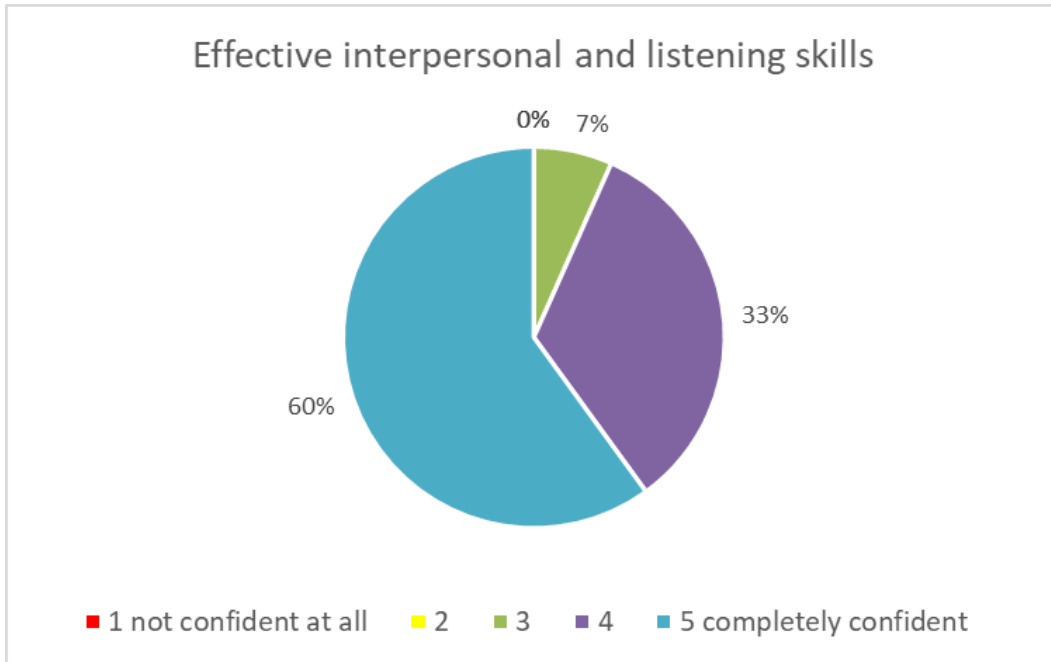
Question 5: Relationship and engagement skills, continued



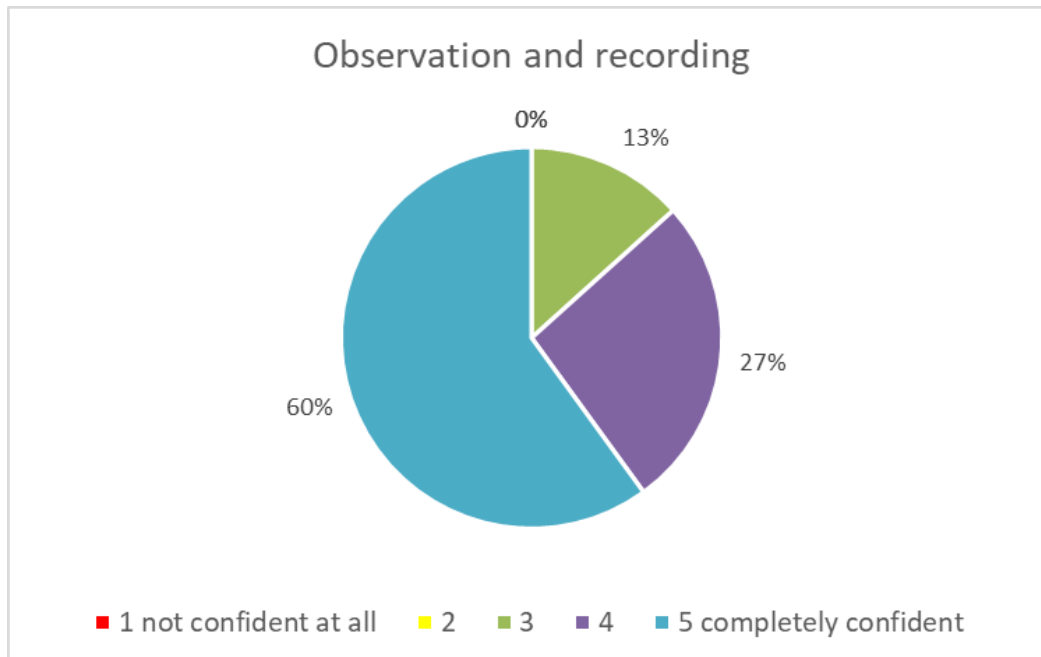
Question 6: Communication / soft skills



Question 6: Communication / soft skills, continued



Question 6: Communication / soft skills, continued



From these questions, the areas that received 'not confident at all' responses were as follows:

Under the analytical and evaluating skills section

- Assessing performance of board and individuals
- Recruitment processes and interview skills

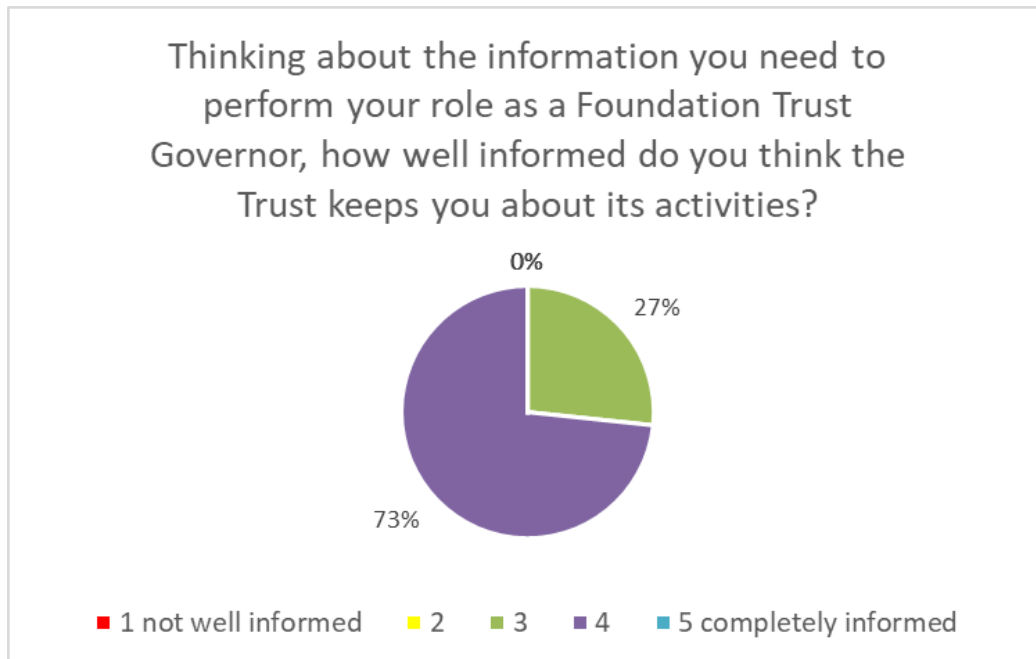
Under relationship and engagement skills section

- Developing networks
- Engaging with others
- Building and maintaining relationships

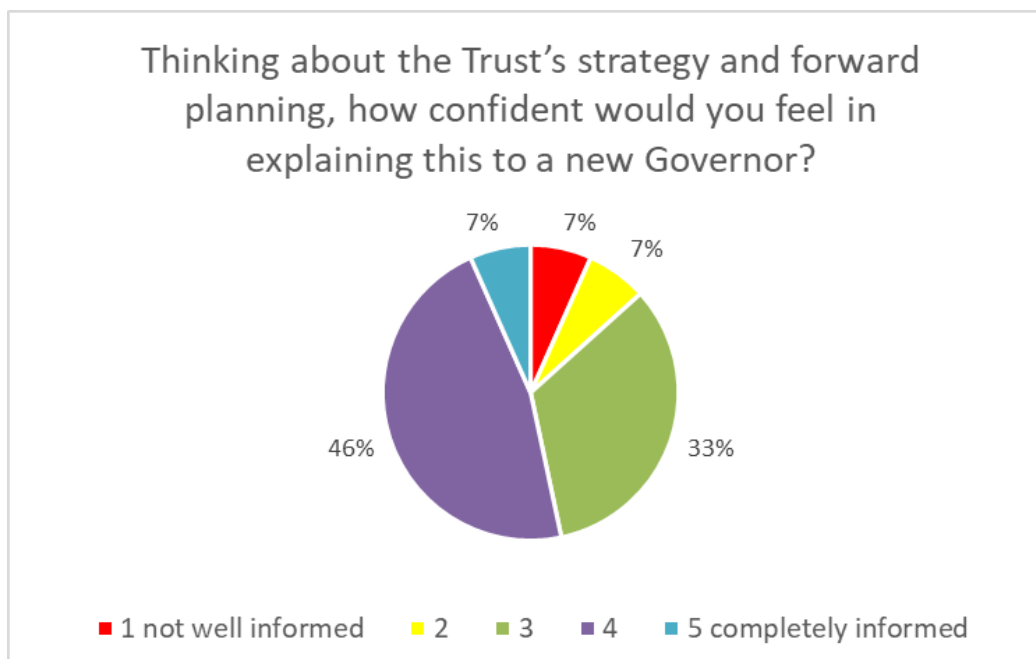
The following questions (7 to 9) were statements, with responses given on the sliding scale of: 1, not well informed to 5, being completely informed.

Results have been given as a percentage of responses.

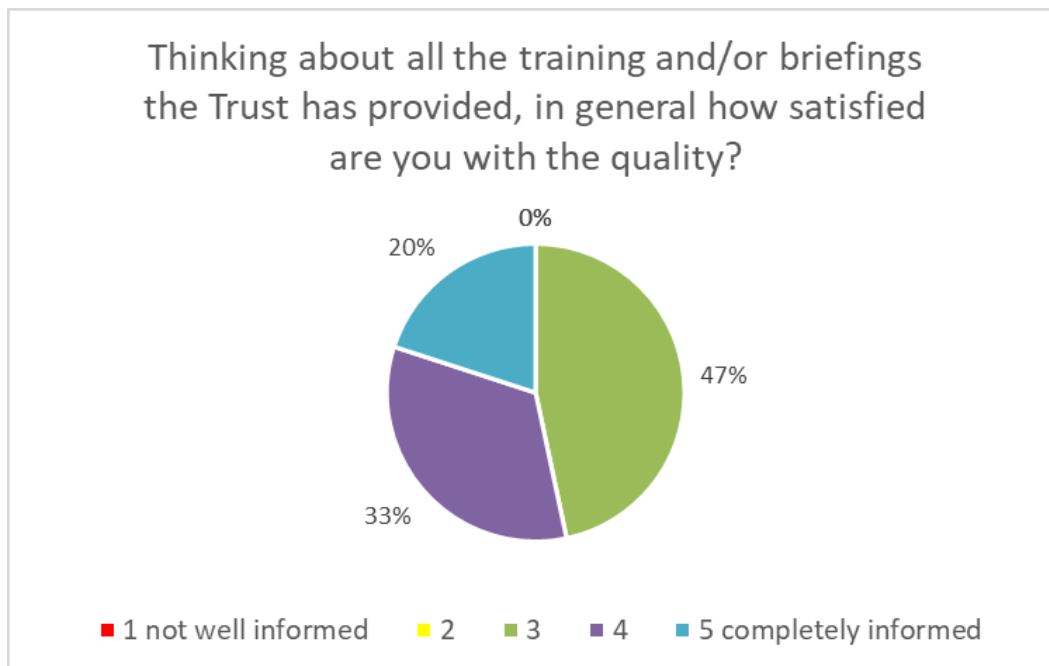
Question 7:



Question 8:



Question 9:



From this section, the question that received 'not well informed' responses was as follows:

Under role of Governor

- Thinking about the Trust's strategy and forward planning, how confident would you feel in explaining this to a new Governor?

The final question was what areas would be of interest in receiving further information and/or development in.

Out of the options given, the top 3 areas of interest were:

- Understanding more about quality and service user experience – indicated 10 times
- The role of the FT Governor and practical ways to carry out the statutory roles of a Governor – indicated 9 times
- Service provision and development at WSFT – indicated 9 times

ACTION SHEET FOR GGI REPORT RECOMMENDATIONS – Ongoing from September 2022

In order of scheduled completion date

Ref	Recommendation	Response	Action by	Completion date
R1	The Trust should undertake a governor knowledge and skills audit, to inform the governor development programme for the forthcoming year.	<ul style="list-style-type: none"> • Create a knowledge & skills survey for governors – opportunity for governors to highlight areas of interest they have in the Trust • Collect information about governor skill sets to inform future roles and focus, but also potentially skills gaps which need to be developed • Share proposal at CoG meeting using tested model with balanced focus between technical responsibilities and qualities/behaviors (skills) • Propose that this forms part of the responsibility of the standards committee, to sit alongside and inform its consideration of training and development <p>Progress update:</p> <p>The skills audit is complete. Report presented under agenda#4</p>	Standards committee	Nov 2022 Audit completed Feb 2023 Updated training development plan to be approved by CoG

Ref	Recommendation	Response	Action by	Completion date
R7	Governors should have the opportunity to observe NEDs in board committee meetings, in order to witness their contribution to the conduct of the meeting and the level of challenge they present to trust directors.	<ul style="list-style-type: none"> • Develop a proposal which supports Governors to observe Board and relevant assurance committees to provide greater oversight of board and NED activities <ul style="list-style-type: none"> ○ Set out clear expectation of observer role – for governors, chair, NEDs and Execs • To form part of the standards committee responsibility to develop this approach. This will be underpinned by a framework and guidance to support Governors and committee members on the expectations of how these activities will be conducted and reported <p>Progress update:</p> <p>The Governors were requested to share their interests and preference to observe the 3is (Insight, Improvement and Involvement). A rota has been circulated to the CoGs along with guidance note for governor observers and committee chairs.</p> <p>Guidance note shared with the standards committee for comments / inputs. Appended to this report for approval by the committee (approved guidance note to be shared with the full CoGs in Feb):</p> <p>Appendix 1: WSFT Guidance for governor observers at board committees 2023</p>	Standards committee	<p>Jan 2023</p> <p>Procedure in place and process to provide rotating observation role for governors</p>

Ref	Recommendation	Response	Action by	Completion date
R8	The CoG should develop a clear rationale for its committee(s) and working groups and regularly revisit their effectiveness and fitness for purpose.	<ul style="list-style-type: none"> • CoG should set a regular review schedule for its committees and working groups, to ensure their effectiveness and whether they are still fit for purpose • The Standards committee will develop a framework and templates for this work which will set out requirements for each committee/working group to undertake and report (at least) annual self-assessment <p>Progress update:</p> <p>After the committee approves the framework/template in this meeting, an annual report on self-assessment and effectiveness of the CoG committees will be presented to the respective committees in March and full CoG in May 2023.</p> <p>Appended to this report for approval by the committee:</p> <p>Appendix 2: Committee self-evaluation & assessment tool template</p>	Standards committee	<p>Jan 2023</p> <p>Template in place with reporting schedule</p>

Ref	Recommendation	Response	Action by	Completion date
R2	The Trust should devise and deliver a comprehensive, topical and varied development programme each year, reflecting the needs of the governors and the Trust.	<ul style="list-style-type: none"> • Create a schedule of training opportunities available and update/circulate throughout the year • Informed by training audit (R1) – balance focus between technical responsibilities and qualities/behaviors (skills) • Structured programme: <ul style="list-style-type: none"> ○ Face-to-face training day ○ Targeted topic-based sessions ○ Development sessions (monthly) • The focus within the aspiration comments of the report were entirely focused on ICS • To form part of the standards committee responsibility to review, development and undertake an annual assessment of need <p>Progress update:</p> <p>Face-to-face training is being planned to be scheduled in Feb 2023. Schedule of targeted topic based and development sessions for 2023 is covered under agenda#4.</p>	Standards committee	Feb 2023 Programme for 2023 prepared for CoG
R4	The Trust should support the CoG to develop a recruitment strategy, giving particular attention to the female / male ratio and BME representation among other factors.	<ul style="list-style-type: none"> • Look at current engagement and recruitment processes and ensure they are aligned with Trust diversity policy • Work with partners to target engagement to diverse population including ICS, Healthwatch Suffolk and voluntary organisations • Propose that this forms part of the responsibility of the engagement committee <p>Progress update:</p> <p>To be covered under the Engagement Committee agenda for the meeting scheduled on 1st Feb 2023.</p>	Engagement committee	Feb 2023 Programme of engagement events, including focus on diversity

Ref	Recommendation	Response	Action by	Completion date
R5	The Trust should review the level of support it currently provides the CoG and how this may be enhanced to ensure the CoG may operate effectively and meet its statutory responsibilities.	<ul style="list-style-type: none"> • A measure of need and success will be progress with development and delivery of these recommendations alongside other activities of CoG • A targeted response will be taken to address the issues set out in the report: <ul style="list-style-type: none"> ○ Increase governor profile on WSH website – include bios/pictures and increase presence in other forms of communication - staff and public • Ensure governors are invited to be involved in planning/supporting member and public events <p>Progress update:</p> <p>To be covered under the Engagement Committee agenda for the meeting scheduled on 1st Feb 2023.</p>	Engagement committee	<p>Feb 2023</p> <p>Website update and procedure for governor invites in place</p>

Ref	Recommendation	Response	Action by	Completion date
R6	The Trust should have a 'Policy for Engagement' between the Board and the CoG, which clearly sets out how the two bodies will interact with one another for the benefit of the Foundation Trust.	<ul style="list-style-type: none"> • To form part of the standards committee responsibility for development, as part of its work on practices and behaviors as well as training/development to support Governors in undertaking their role. To include: <ul style="list-style-type: none"> ○ Clarify roles and responsibilities of Board & CoG and indicate the information flow between them ○ Confirm the involvement of governors in forward planning ○ Clarify role governors play in holding NEDs to account ○ Set out process should governors have for concerns about Board performance, compliance with the license or welfare of the Trust ○ Set out process should governors have significant concerns about the performance of Chair or NEDs • Incorporate response to these points into the training programme and as part of the updated Governor Handbook (to be reviewed by the standards committee annually) • What does 'good' look like in terms of the working relationship? <p>Progress update:</p> <p>Draft WSFT BoD & CoG Policy on Engagement is in preparation. Draft will be shared with the standards committee and board of directors in Jan/Feb for comments and inputs.</p>	Standards committee	Feb 2023 Programme for 2023

Ref	Recommendation	Response	Action by	Completion date
R3	The Trust should consider whether public governors should represent the interests of a defined geographical area within the Trust's catchment area.	<ul style="list-style-type: none"> • How representative of the area is our membership and our council? Based on these findings, consider what action is required • Options for this to be considered, including: <ul style="list-style-type: none"> ○ No further action required – existing arrangements considered adequate ○ Structure engagement events across our geography supported by a rotating set of governors ○ Develop engagement activities to cover the membership area (focused to membership numbers) ○ Allocate governors to geographical areas to have an oversight of engagement activities and needs for targeted work engagement activities (not solely responsible for delivery) <p>Progress update:</p> <p>To be covered under the Engagement Committee agenda for the meeting scheduled on 1st Feb 2023.</p>	Engagement committee	<p>May 2023</p> <p><i>This was felt to be a lower priority in the current climate and other priorities</i></p>

Governor observers at Board assurance committees

GUIDANCE NOTE

The Council of Governors has an important statutory duty to hold the non-executive directors individually and collectively to account, for the performance of the Board of Directors. This means, Governors must scrutinise how well the Board is working, challenge the Board in respect of its effectiveness, and ask the Board to demonstrate that it has sufficient quality assurance in respect of the overall performance of the Trust.

To assist governors in fulfilling these core duties, Governor observers will be invited to the following board assurance committees:

- Insight Committee
- Improvement Committee
- Involvement Committee

This is voluntary and doing this is not a requirement of foundation trusts. Governor observers volunteer from the wider group and will be asked to provide a short report to the next CoG meeting.

A clear separation is needed between the role of the board and that of the council of governors, with the meeting of the council being where governors hold the NEDs to account for the performance of the board. Governors attending board committees provide an opportunity to observe how the board is working, however, not to use this forum to hold NEDs to account at that meeting in terms of questioning/commenting/getting involved in the discussion.

To reflect the frequency of meetings the term for observing will be 3-months for Insight and Improvement; and 6-months for Involvement. This will allow governors to attend their chosen meeting in rotation to enable exposure for as many Governors as are interested. The effectiveness of this arrangement will be reviewed annually.

'Observer' governor will be able to:

- ✓ observe how the committee was chaired
- ✓ observe the contributions of the non-executive directors and their ability to contribute and challenge effectively
- ✓ scrutinise how well the committee is working, including whether there is sufficient quality assurance around the performance of the Trust
- ✓ use their observations to help form an evaluation of the non-executive directors as part of their annual appraisal.

Governors should not use this as an opportunity to:

- ✗ contribute to discussions at meetings
- ✗ become involved in the content at meetings
- ✗ promote personal interests or agendas

Given the confidential nature of these meetings, and that Governors are there in the capacity of an 'observer', it is important for governors are clear what this means.

- Governor observers are not members of the committees, and as such do not contribute to decision making
- Board sub-committees are not public meetings and, occasionally, matters discussed may be confidential within the Trust. Governor observers must agree to maintain confidentiality about what is discussed

- The summary report that the governor observer is asked to produce is not expected to be a full summary of the meeting; the responsibility is not on governor observers to equip their Governor colleagues with minutes. The summary is designed to draw out the items that they find interesting or think other governors may find useful or provide assurance. It remains the responsibility of the Trust to provide Governors with the tools (information) they need to fulfil their role.

The Trust will ensure governor observers are given:

- dates of forthcoming meetings
- papers in advance of the meeting, in electronic form
- electronic link to join the online/virtual meetings or other provisions if meetings are face-to-face
- suitable introductions at the beginning of the meeting by the Chair

If governors have any questions about the role they should contact via email, the Trust Secretary richard.jones@wsh.nsh.uk or Deputy Trust Secretary pooja.sharma@wsh.nhs.uk.

Self-Evaluation Tool

Self-Assessment -WSFT {Committee Name} {Financial Year}

Good practice states that the Council of Governors (CoG) should review the performance of its committees annually to determine if they have been effective, and to identify whether further development work is required.

To bring this to effect, the committee should conduct a self-evaluation and assessment on an annual basis and use the evaluation process to identify strengths and weaknesses, to flag areas for improvement, and to plan for further action as appropriate.

The committee self-evaluation process is a collective, introspective, and comprehensive reflection by the committee members. With this process, the committee members, in collaboration with the committee chair, can find a way to enhance the effectiveness of the committee.

Committee members are asked to complete the self-assessment to provide views on how you feel the committee has met its terms of reference across the financial year. The committee is also requested to provide their comments on the right agenda items being received and about whether or not papers have provided sufficient information to support the committee to discharge its duties.

The outcome from self-evaluation process will be reported to the committee meeting and further to the full CoG.

Purpose of Committee

1. The committee has carried out its required duties as stated within its Terms of Reference:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

Comments if the score is 4 or 5:

.....

Support for the Committee

2. The committee has adequate resources (for example, budget, people) to support its function:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

Comments if the score is 4 or 5:

.....

Frequency and administration of Meetings

3. The meetings are held regularly, with appropriate frequency and begin/end as scheduled:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

Comments if the score is 4 or 5:

.....

4. The Committee receives agenda and materials in advance of the meeting to allow for appropriate review and preparation:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

Comments if the score is 4 or 5:

.....

Attendance/Quorum

5. Attendance at the meetings is consistent and/or repeated non-attendance is addressed:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

Comments if the score is 4 or 5:

.....

Recording/Minutes

6. The minutes of the meetings are accurate and reflect the discussion, next steps and/or action items articulated by the members:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

7. Minutes are circulated in sufficient time to support the working of the committee:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

Comments if the score is 4 or 5:

.....

Membership

8. The membership represents the talent and skill set required to fulfil the goals and purpose of the committee:

1		2		3		4		5	
Strongly Agree								Strongly Disagree	

Comments if the score is 4 or 5:

.....

General Comments

What I like the most about our meetings?

What would I like to see improve at our meetings?

What areas should the committee focus on in the future?

Appendix 1

ANNEX 6 - CODE OF CONDUCT FOR GOVERNORS

1. Introduction

- 1.1 The NHS Act 2012 sets out the powers of and obligations upon, governors of NHS Foundation Trusts, details of which form part of the Constitution. If Governors operate outside the powers assigned to them or fail to adhere to the obligations of public office, the NHS Act gives the Foundation Trust the power, through its Constitution, to remove them from office.
- 1.2 This Code seeks to outline appropriate conduct for Governors and addresses both the requirements of office and their personal behaviour. Ideally any penalties for non-compliance would never need to be applied, however, a Code is considered an essential guide for Governors, particularly those who are newly elected.
- 1.3 The West Suffolk NHS Foundation Trust operates a just and learning culture, with an emphasis on learning from mistakes rather than blaming individuals. We expect high standards of conduct from our elected and appointed governors and we expect them to take responsibility and be accountable when they fall short. Any investigation into code breaches, as well as establishing the facts, will also seek to understand the reasons for the breach, with a view to remediation rather than punishment.
- 1.4 The Code seeks to expand on or complement the Constitution. Copies will be made available for the information of all Governors and for those considering seeking election to the Council of Governors.
- 1.5 This Code of Conduct does not limit or invalidate the right of the Governors or the Trust to act under the Constitution.
- 1.6 The Code applies to all forms of communication and interaction, including:
 - 1.6.1 at face to face meetings
 - 1.6.2 at online or telephone meetings
 - 1.6.3 in written communication
 - 1.6.4 in verbal communication
 - 1.6.5 in non-verbal communication
 - 1.6.6 in electronic and social media communication, posts, statements and comments.

2. Qualifications for office

- 2.1 Members of the Council of Governors must continue to comply with the qualifications required to hold elected office throughout their period of tenure as defined in the Constitution. The Trust Secretary should be advised of any changes in circumstances, which disqualify the Governor from continuing in office. An example of this would be a public Governor becoming an employee of the Trust, given that the number of employees sitting on the Trust's elected bodies is limited.
- 2.2 Where a Governor has resigned from office, that governor must promptly return to the Trust Secretary any Trust property or confidential paperwork relating to the Trust and the work of the Council of Governors as the Governor may have in his or her possession and continue to comply with the requirements of the Constitution, this Code and Standing Orders for the Council of Governors until such time as this resignation takes effect.

Appendix 1

3. General Principles

3.1 Governors should at all times:

- 3.1.1 adhere to the Trust's values and supporting behaviours; rules and policies; and support the agreed vision and aims of the Trust in developing a successful Trust for the people of West Suffolk.
- 3.1.2 act in the best interests of the Trust at all times and in accordance with the Constitution, the Standing Orders for the Council of Governors and this Code.
- 3.1.3 contribute to the workings of their Council of Governors in order for it to fulfil its role and functions.
- 3.1.4 recognise that the Council of Governors exercises collective decision-making on behalf of local people, stakeholders and staff and abide by such decisions as are made within that forum.
- 3.1.5 acknowledge that, other than when attending meetings and events as a Governor, Governors will have no rights or privileges over any other Member of the Trust.
- 3.1.6 recognise that the Council of Governors has no managerial role within the Trust and that the roles and responsibilities of a governor are not of a managerial or executive nature.
- 3.1.7 conduct themselves in a manner that reflects positively on the Trust, and act as an ambassador for the Trust.

4. Confidentiality

- 4.1 Governors will receive confidential information during the conduct of their duties and will be expected to respect the confidentiality of that information. Governors are required not to disclose information given to them in confidence by anyone, or information acquired by them which they believe or ought reasonably to be aware, is of a confidential nature.
- 4.2 Matters discussed in closed meetings of the Council of Governors and any meetings relating to disciplinary or code of conduct matters must be assumed to be confidential and not discussed or disclosed to anyone outside the meeting.

5. Trust Policies

- 5.1 The Governors shall comply with the following Trust policies (revised Trust policies will be notified to the Governors from time to time):
 - 5.1.1 Email and Internet Policy
 - 5.1.2 Respect for Others Policy
 - 5.1.3 Equality, Diversity and Inclusion Supporting Equal Opportunities
 - 5.1.4 Freedom to Speak up
 - 5.1.5 Data Protection Policy
 - 5.1.6 Management of Violence and Aggression Policy
 - 5.1.7 Such other reasonable Trust policies as are notified to the Governors in writing from time to time.

Appendix 1

6. Conflict of interests

6.1 Governors should act with the utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They should not use their position for personal advantage or seek to gain preferential treatment. Any Governor who has a material interest in a matter as defined by the Constitution, shall declare such interest to the Council of Governors and:

6.1.1 shall not vote on any such matters.

6.1.2 shall not be present except with the permission of the Council of Governors in any discussion of the matter.

6.2 If in any doubt they should seek advice from the Trust Secretary. It is important that conflicts of interest are addressed and are seen to be actioned in the interests of the Trust and all individuals concerned.

7. Conduct in meetings

7.1 Governors should at all times:

7.1.1 be aware that they have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the meeting administrator in advance of the meeting.

7.1.2 be aware that failure to attend three successive meetings of the council of governors without good reason and prior explanation as set out in the constitution is ground for dismissal from their office, unless the grounds for absence are deemed to be acceptable by the council of governors.

7.1.3 be aware that they are expected to attend for the duration of the meeting.

7.1.4 maintain good practice with respect to the conduct of meetings and respect the views of their fellow council members. Governors should not conduct private conversations when a meeting is taking place.

7.1.5 respect the integrity of the decision-making process in meetings of the Council of Governors and its committees and not undermine that process by their actions outside those meetings.

7.1.6 respect the confidentiality of matters discussed at closed meetings and not reveal details of information received, discussions, outcomes or individual voting decisions of those present at those meetings without their permission and/or outside due process.

7.1.7 comply with Standing Orders of the Council of Governors and draw the Trust Secretary's attention to any perceived breaches of the Standing Orders.

8. Personal conduct

8.1 Governors are required to adhere to the highest standards of conduct in the performance of their duties as holders of public office.

8.1 Governors must, whilst carrying out their role of Governor:

8.1.1 acknowledge that the Trust is an apolitical organisation.

Appendix 1

- 8.1.2 adhere to good practice in respect of the conduct of meetings and respect the views of their fellow elected governors.
- 8.1.3 recognise that it is not acceptable or appropriate to represent any trade union, political party or other organisation of which they are a member or represent their views whilst conducting themselves as governor.
- 8.1.4 be honest and act with integrity and probity at all times.
- 8.1.5 accept responsibility for their actions.
- 8.1.6 show their commitment to working as a team member by working with colleagues in the NHS and wider community.
- 8.1.7 share collective responsibility for all Council decisions regardless of personal opinion.
- 8.1.8 be mindful of conduct which could be deemed to be unfair or discriminatory and support inclusivity.
- 8.1.9 treat other governors, members of the public, Directors (executive and non-executive) and other employees with respect and in accordance with the Trust's policy against bullying and harassment.
- 8.1.10 not intimidate or attempt to intimidate any person who is or is likely to be involved in the administration of any investigation or proceedings in relation to an allegation that a governor has failed to comply with this code of conduct.
- 8.1.11 recognise that the Council of Governors, the Board of Directors and management have a common purpose, i.e. promote the success of the Trust, and adopt a team approach and support inclusivity
- 8.1.12 act appropriately in all engagement with the media and, where appropriate, act in accordance with the guidance for governors on dealing with the media.
- 8.1.13 conduct themselves in such a manner as to reflect positively on the Trust. When attending external meetings or any other events at which they are present, it is important for Governors to be ambassadors for the Trust.
- 8.1.14 uphold the seven principles of public life as detailed by the Nolan Committee as set out in Annex 9.

9 Accountability

- 9.1 Governors are accountable to the membership and should demonstrate this by attending members' meetings and other key events, which provide opportunities to interface with their electorate in order to best understand their views.
- 9.2 Governors are also accountable to NHS England and Improvement for their conduct.

10. Induction and development

- 10.1 Training is essential for Governors, in respect of the effective performance of their current role. Governors are required to adhere to the Trust's policies in all respects and undertake identified training and develop to allow them to effectively undertake their role.
- 10.2 Governors must participate in the Trust's induction programme for Governors

Appendix 1

11. Visits to Trust Premises

Where Governors wish to visit the premises of the Trust in a formal capacity as opposed to individuals in a personal capacity, the Council of Governors should liaise with the Trust Secretary to make the necessary arrangements.

12. Non-compliance with the Code of Conduct

Governors should be aware that non-compliance with the code of conduct, any other action which may be detrimental to the Trust or breach of any other condition for qualification as stated in the Constitution will be dealt with in accordance with the procedure for Managing Governor conduct and expected standards.

Appendix 2

Procedure for Managing Governor Conduct and Expected Standards

Introduction

The procedure for Managing Governor Conduct and Expected Standards is based on the principles of a 'Just Culture', where we will look to ask 'What went wrong' rather than placing blame on the individual. The aim of this procedure is to ensure that conduct concerns are properly assessed to ensure a full and thorough understanding of the issues raised. The process is also designed to help and encourage all governors to achieve and maintain acceptable standards of conduct.

The West Suffolk NHS Foundation Trust supports a culture of fairness, openness and learning and this procedure is designed to ensure governors feel confident to speak up when things go wrong, rather than fearing blame. An objective and prompt examination of the issues and circumstances should be carried out to establish whether there are grounds for a formal investigation and/or for formal action. Where support, guidance or informal management would be a more appropriate and productive outcome, this should be pursued. Mediation should always be considered for early resolution, where appropriate.

It is the intention of this procedure to ensure that all governor conduct issues are dealt with compassionately and appropriately. The Trust will seek restorative action wherever possible, rather than seeking to blame individuals or issue punitive sanctions.

Standards Committee

A Standards Committee (the committee) have been established as a standing committee of the Council of Governors to review the Code of Conduct for the Council of Governors, the procedure for managing governor conduct and expected standards and to ensure that the procedure is followed when it is alleged that a governor's conduct has not been in accordance with the code and expected standards. In cases where a formal investigation is required, it shall also form the panel to hear the outcome of that investigation, unless there is a conflict of interest, in which case a conflicted member will be replaced by another governor from the same constituency.

Membership of the committee shall comprise the following:

- Trust Chair
- Lead Governor
- One public governor
- One staff governor
- One partner governor

The committee will be advised by the Trust Secretary, with further support from the Director of Workforce or a member of the HR team for cases where formal action may be necessary.

Arrangements relating to Staff Governors

If the allegation involves a staff governor, consideration should be given as to whether its scope falls within the staff policy and procedure for managing conduct and expected standards and appropriate advice sought from the Director of Workforce and the HR team.

Appendix 2

Referrals to the Standards Committee

All allegations relating to the conduct of a governor or governors will be reported to an extraordinary meeting of the committee, which will determine whether it should be dealt with under an informal or formal process. If the allegation is made by or against a member of the committee, they shall recuse themselves from the committee for that decision and another member from the same constituency co-opted in their place.

In most cases, governors may continue to hold office and attend meetings while any allegations against them are investigated. However, depending on the nature of the alleged breach or the alleged circumstances giving rise to it, this may not be appropriate, in which case, the committee may, in consultation with the Chair and the Lead Governor recommend one or more of the following actions:

- Exclude the governor concerned from the whole or any part of any or all Council of Governor meetings
- Suspend the governor concerned from office pending conclusion of the matter
- Take such other action as they consider appropriate

Where the committee considers that any such action as referred to above is required, they shall notify the governor concerned in writing as soon as reasonably practicable and explain the next stage in addressing the matter.

Informal Stage

Where at all possible, and where appropriate, allegations where expected standards have not been met should be dealt with informally by the Chair and Trust Secretary, who will meet with the person reporting the allegation to get a thorough understanding about what has happened. This will be followed up by a meeting with the governor to establish their version of events. Once the facts of the situation are understood, restorative action should be taken to ensure conduct does not fall below expected standards again, and also to address any organisational processes that may have led to the incident occurring in the first place.

A file note of the informal action will be reported to the Standards Committee for information and a copy held on the governor's file.

Formal Procedure

There may be situations where informal action has not brought the required improvement, where expected standards are repeatedly not met, or where the nature of the allegation is so serious it can't be considered for informal action. In these circumstances, it may be appropriate for the formal procedure to be implemented. This should only be considered where all appropriate informal action has been explored and there are still concerns regarding a governor's conduct. Where it is decided that further investigation and/or formal action is appropriate, this must be approved by the committee.

Formal action must only be taken where there is no other alternative, and this will be continuously reviewed throughout any formal process. In the event of formal action being deemed necessary, it is essential that affected governors are treated with dignity, kindness and compassion, regardless of the circumstances of the case.

Investigation

Where the committee considers an investigation is appropriate, it shall notify the investigated governor in writing no later than 5 working days after the decision, of the:

Appendix 2

- Alleged breach of the code
- Grounds giving rise to the allegation and the provisions of the code which are alleged to have been breached
- The terms of reference and timeframe for the investigation

The Chair and Trust Secretary will appoint an independent investigator to investigate the allegations. This may be an individual employed by the Trust who is not a witness or a close colleague of those affected by the matters under investigation or somebody who is external to the Trust.

Once an investigator has been appointed, the committee shall notify the investigated governor of the contact details of the investigator and a request to the governor to comply with all reasonable requests relating to the matter being investigated.

The investigator shall be asked to provide a written report to the committee at the conclusion of the investigation setting out:

- The findings of the investigation in relation to the alleged breach
- Whether there is a case to answer and any recommendations as to any further investigation or steps which should be undertaken by the committee

The committee chair shall ensure that a copy of the investigator's report is sent to the investigated governor as soon as reasonably practicable after receipt.

Following receipt of the investigator's report, the committee shall call a meeting to determine whether any further action is needed before it meets to hear and determine the issue in a panel hearing.

Panel Hearing

Upon receipt of the investigator's report, the committee shall convene a panel hearing meeting and inform the investigated governor of the same. The date for the panel hearing shall be not less than 15 working days from the date of notice.

The notice must include the following:

- The date, time and location of the panel hearing
- The members of the panel
- The date by which the investigated governor must submit to the panel any written representations they would like the panel to consider and/or any objection to a panel member
- Confirmation as to whether the investigated governor can have legal or other representation at the panel hearing
- Confirmation as to whether the investigator or any other third party will be present at the panel hearing

Appendix 2

- Confirmation as to whether the investigated governor will be permitted to address the panel and/or post questions to the investigator or any other third party who is present
- Such other information as the panel considers it appropriate to provide

The panel hearing shall be chaired by the person nominated to chair it by the other panel members.

At the relevant stage in the process, the chair shall dismiss the investigated governor, the investigator and any third parties whilst the panel retires to consider their decision.

The chair shall ensure that the investigated governor receives:

- A copy of the decision of the panel (including the details of any sanctions the panel has voted to impose and the lifting or otherwise of any interim sanctions)
- A copy of the minutes of the panel hearing; and
- Confirmation of the appeal process within 10 working days of the panel hearing

Appeal

Where a panel has determined that a governor has been found to have breached the Code of Conduct, the investigated governor may submit an appeal to the Appeal Panel no later than 15 working days after receipt of the written decision. This must include his stated grounds for appeal. The Appeal panel will comprise of members who were not on the Panel for the first hearing and who are not conflicted in relation to the matter. Membership will be as follows:

Non-Executive Director

4 Governors (2 x public governors, 1 x staff, 1 x partner)

Where an appeal is submitted, it shall be acknowledged within 3 working days of the date of receipt by the Trust Secretary and referred to the Chair.

The Appeal panel will determine whether to accept the appeal and will notify the Chair, who shall confirm to the investigated governor within 5 working days whether the appeal has been accepted and, if it has, shall provide notice of:

- The date, time and location for the Appeal Panel meeting which shall hear the appeal
- The process for the appeal hearing
- What, if any, further information is required from the investigated governor

Support for the Governor

Being investigated for an alleged breach of the code of conduct can be very upsetting and stressful for any affected governors. If the governor wishes to nominate a third party to support them through the process, or request such support from the Trust, they may do so, through the Senior Independent Director. Clear, regular and confidential communication can

Appendix 2

help make sure governors are kept informed of what is happening, have the opportunity to ask questions and can avoid stress and other mental health issues.

Sanctions

Where the panel determines that an investigated governor has breached the Code of Conduct it may impose such sanctions as it considers appropriate, including, but not limited to:

- Issuing a written warning as to future conduct. This shall remain on the governor's record for the remainder of their term of office
- Requiring the investigated governor to provide written undertakings as to future conduct
- Withholding the payment of expenses, if the breach related to the wrongful claiming of expenses
- Removal from office as a governor and removal as a member of the Trust

Dismissal

A decision by the panel to remove a governor from office requires a resolution to the Council of Governors approved by not less than two-thirds of the governors present and voting at a general meeting of the Council of Governors which is closed to the public. Where the committee is recommending dismissal, the Standards Committee shall report a summary of the alleged breach, the process followed and the outcome, with a recommendation to the Council of Governors to dismiss.

Governors' Development Programme 2023-24

Timing	Themes	Rationale	Led by
17 Jan 2023 (<i>delivered</i>)	Follow up session on Future Systems Programme	Holding the NEDs to account for the performance of the Board	Chief Executive / others as agreed
17 Mar 2023	Focussed on themes from governors' skills audit	Holding the NEDs to account for the performance of the Board, questioning style and behaviour, use of information	NHS Providers
13 April 2023	Operational Planning Guidance This will include an outline from the Chief Operating Officer of plans regarding: <ul style="list-style-type: none"> - Elective recovery - Emergency and urgent care access standards 	Interests of members and the public	Chief Operating Officer, others as agreed
23 March 2023	Infection prevention and control	Interests of members and the public	Chief Nurse
25 April 2023	Living the Trust values	Interests of members and the public	Chief Executive, Director of Workforce, FTSU Guardians
TBC	Health and Care Act 2022 Implications (inc. next steps for Integrated Care Systems)	Interests of members and the public	Chief Executive, Director of Resources, Trust Secretary
TBC	Constitution and structure / format of the CoG	Interests of members and the public	Standards Committee / Trust Secretary

Timing	Themes	Rationale	Led by
TBC	Service provision and development at WSFT	Interests of members and the public	Chief Executive, Chief Operating Officer, Trust Secretary
TBC	Quality and service user experience	Interests of members and the public	Chief Executive, Chief Nurse, Trust Secretary
TBC <i>(linked to national timetable for operational planning guidance)</i>	Trust's strategy and forward planning	Holding the NEDs to account for the performance of the Board	Chief Executive, Director of Resources, Trust Secretary




11. West Suffolk Review Working Group
To approve the report from the WSR
working group meeting held on 8
December 2022

To Approve

Presented by Clive Wilson

WSFT Council of Governors Meeting (Open)

Report title:	Report of the West Suffolk Review Governor Director Working Group
Agenda item:	11
Date of the meeting:	1 March 2023
Sponsor/executive lead:	Clive Wilson, Public Governor, Working Group Chair
Report prepared by:	Richard Jones, Trust Secretary

Purpose of the report:			
For approval <input checked="" type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Executive summary:	<p>Background</p> <p>Following the publication of the West Suffolk Review in December 2021, the Council of Governors agreed at its meeting in January 2022 to establish a West Suffolk Review Governor Director Working Group to take forward the learning from that report.</p> <p>By bringing together Governors and Directors, this working group ensured that the Trust’s response supports both the Board and the Council by ensuring that they meet their respective governance responsibilities in addressing the learning from the report of the review.</p> <p>Report from meeting held on 8 December 2022</p> <p>The minutes are attached for information (Appendix 1), but the key areas of discussion included:</p> <ul style="list-style-type: none"> • WSFT Organisational Development Report (Appendix 2) - review included progress with the OD plan and included a focus on the Freedom to Speak Up Guardian role; increased capacity and capability of the workforce staff; and the response to forthcoming strike action. • WSFT Organisational Plan Tracker (Appendix 3) - a key response to the WSR was the OD Tracker, this is a working document that overlaps with the report made to the Board. There was focused discussion on HR policy transformation and the emphasis on understand when there is an issue and trying to resolve informally in the first instance.
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	<ul style="list-style-type: none"> • The GGI report action plan – it was recognised that this overlaps with the OD tracker and that there is a risk that this group duplicates the work of other existing committees, both of Governors and the Board. <p>As part of the discussion of issues for escalation to Council of Governors, the committee deliberated and agreed that the Group should be dissolved in its current form. This recognised that the committee had been formed during a period of transition and it was agreed that actions are now monitored in other groups/committees. The importance of Governors observation of the Board assurance committee was recognised as critical in supporting this decision as these fora consider the issues within this group’s remit in detail.</p> <p>As part of the proposal to cease the West Suffolk Review Governor Director Working Group it is important to record the transition of responsibility to the Involvement Committee for review of relevant matters, including national patient and staff survey results; workforce governance; and OD strategy and action tracker.</p>
Action required/ recommendation:	The Council of Governors is asked to receive the report and approve the recommendation to cease the West Suffolk Review Governor Director Working Group recording the transition of responsibility for key areas to the Involvement Committee.
Previously considered by:	N/A
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	N/A

WEST SUFFOLK NHS FOUNDATION TRUST

DRAFT MINUTES OF THE COUNCIL OF GOVERNORS

WEST SUFFOLK REVIEW WORKING GROUP MEETING

Held on Thursday 8 December 2022
at 5.30pm via MS Teams

Members:		
Name	Job Title	Initials
Clive Wilson	Public Governor-Chair	CW
Craig Black	Chief Executive Officer	CB
Jeremy Over	Executive Director of Workforce & Comms	JO
Richard Davies	Non-Executive Director	RD
Beccy Hopfensperger	Partner Governor	BH
Ben Lord	Public Governor	BL
Jayne Neal	Public Governor	JN
Allen Drain	Public Governor	AD
Liz Steele	Lead Governor	LS
Martin Wood	Staff Governor	MW
Rachel Darrah	Staff Governor	RD
In attendance:		
Richard Jones	Trust Secretary & Head of Governance	RJ
Pooja Sharma	Deputy Trust Secretary	PS
Ruth Berry	FT Office Manager – minute taking	RB
Apologies:		
None received		




No.	Item	Action
1.	Welcome and apologies for absence	
1.1	No apologies were received for the meeting.	
2.	Minutes of the meeting held on 5 September 2022	
2.1	Minutes from the meeting on 5 September 2022 were approved as a true and accurate record.	
3.	Matters arising action sheet	
3.1	The outstanding action from the action sheet (the GGI report feedback) has been completed.	
4.	WSFT Organisational Development Report	
4.1	This working group was set up following the West Suffolk Review (1 year ago, November 2021) and ToR's were created to reflect that. The subsequent plan is now 9 months old. This OD Report is a summary of what was brought to the Board meeting on 25 November 2022.	

	<p><u>Freedom to Speak Up Guardian</u> The Freedom to Speak Up Guardian role was a highlight from the report. They have been able to span working with staff and bringing items to the board on behalf of those who have raised concerns and challenge if necessary.</p> <p>Progress is being made in dealing with concerns raised, but there is scope of improvement. The biggest challenges have been when issues were raised, but couldn't be resolved, due to their complex nature (staffing levels etc). Clear communication is needed between the concerned staff and Board, whether the matter can be resolved or not and with reasons specified.</p> <p>It is encouraging that more are speaking up, especially less senior staff, who tend to be less engaged within the Trust in general, but cultural changes still have a way to go. A level of understanding of the feelings of staff are the drivers of the organisational culture at WSFT.</p> <p>Open discussions, that can be supportive to staff are key, so concerns wouldn't need to be escalated to the FTSU team and could go through the standard channels of line manager etc.</p> <p>During a recent ward visit, Governors made a point of asking staff about freedom to speak up and raising concerns, to gauge whether staff know about the processes and where to go. All those spoken to had an understanding of what to do if they had a concern.</p> <p><u>Workforce</u> Capacity and capability of the workforce staff has increased in the last 3 years since JO joined. Recently, enhancement of learning and organisational development work has been noted which will enable to design and deliver leadership and management development interventions, as well as wider staff development support. <u>What Matters to You</u> The second run of the WMTY survey is going ahead at present, with a 'look back/look forward' approach. Results are due in January and will be reported to the Board following that.</p> <p><u>Nurse strikes</u> It was noted that nurse industrial action is coming up, but that strikes were not taking place at WSH at present.</p>	
5.	WSFT Organisational Plan Tracker	
5.1	<p>One of the key responses to the WSR was the OD Tracker, a working document, that overlaps with the report made to the Board.</p> <p>The committee noted that with regard to <u>HR policy transformation</u> clear process and standard is essential. The traditional approach is the transactional process, but what matters more is the aim and purpose of the processes, i.e. what are they trying to achieve and the outcome. A significant emphasis is on to understand when there is an issue and trying to resolve informally in the first instance.</p>	

6.	The GGI report action plan	
6.1	<p>The GGI report action plan was received by this group, as recommended by the Standards Committee. The report has been previously brought to the Council of Governors' meeting in November.</p> <p>Some aspects overlap with the OD action tracker, and it was felt that this group is now duplicating a number of areas of other existing committees, both of Governors and the Board.</p>	
7.	Issues for escalation to Council of Governors	
7.1	<p>The question of this group's continuation was brought as an issue for escalation to Council of Governors.</p> <p>It was asked that if governors feel that the processes of this group are now in action in other committees/groups and that the WSR Working Group could step down.</p> <p>Various committees regulate these areas now and it is embedded into the normal 'day to day' processes of these committees/groups. Assurances are now 'business as usual' matters, via reports and other governor committee groups.</p> <p>The Council of Governors would need to ensure that, with the upcoming change in high level Board personnel, momentum isn't lost during the handover period.</p> <p>It was indicated that in case this task and finish group is dissolved, a report will be provided to board and CoG to get an approval to wind down this group and articulate where the visibility and assurances will be, going forward.</p> <p>Action: The committee deliberated and agreed that the Group should be dissolved, as actions are now monitored in other groups/committees, including the Governors observation of the Board assurance committee. The committee chair and Trust Secretary to draft a report for CoG/Board highlighting dissolution and other handover aspects of the group.</p>	C Wilson & R Jones
8.	Any other business	
8.1	The group thanked the committee chair, Clive Wilson for steering of the group & JO for work following the WSR report.	

Council of Governors' West Suffolk Review Working Group

Report title:	Organisational Development Report
Agenda item:	4
Date of the meeting:	Thursday 8 December 2022
Sponsor/executive lead:	Jeremy Over, executive director of workforce & communications
Report prepared by:	Members of the workforce and communications directorate Freedom to Speak Up Guardian

Purpose of the report:	For approval <input type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input checked="" type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions				
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Executive summary:	Extracts from the regular People & OD highlight report to the Board are appended.
Action required/recommendation:	The WSR group is asked to note and provide comments and/or feedback on the report.

Previously considered by:	N/A
Risk and assurance:	Research demonstrates that staff that feel more supported will provide better, higher quality and safer care for our patients.
Equality, diversity and inclusion:	A core purpose of our 'First for Staff' strategic priority is to build a culture of inclusion.
Sustainability:	Our role as an anchor employer, and staff retention.
Legal and regulatory context:	Certain themes within the scope of this report may relate to legislation such as the Equality Act, and regulations such as freedom to speak up / protected disclosures.

Organisational Development Report

1.	Introduction
1.1	<p>The People & OD highlight report was established during 2020-21 as a regular report to strengthen the Board's focus on how we support our people, grow our culture and develop leadership at all levels. This format will continue to be developed, alongside the CKI report from Involvement Committee, to reflect the work that is ongoing, bringing together various reports that the Board has routinely received into one place.</p> <p>Extracts from the latest version of this report have been included here for the Governor Working Group to facilitate wider briefing and scrutiny, with the following themes:</p> <ul style="list-style-type: none">• Freedom to Speak Up Guardian Report Q2 2022/23• What matters to you 2 – update / progress• Developing & improving our library service• Preparing for industrial action across the NHS• Strengthening our OD capacity & capability
2.	Freedom to Speak Up Guardian report – Q2 2022/23
	<p>Amanda Bennett, Freedom to Speak Up Guardian presented her Q2 report at the Board meeting on 25 November, which is included as an appendix to this item.</p>
3.	What matters to you 2 – update / progress
3.1	<p>We are running several staff involvement programmes over the autumn season and are calling on colleagues to have their say on what matters to them. We know that work pressures continue to have an impact on staff's day to day lives and ideally, we would not have all these exercises so close together. However, the timings for some of them are driven externally or certain deadlines are on the horizon and seeking their views is crucial for the development of some projects. Staff have an important role to play in making positive change happen. The most significant programme as part of this work is <i>What matters to you 2</i>.</p>
3.2	<p>The 'What matters to you' staff engagement exercise is returning following the programme carried out in 2020, which originally focused on how Covid-19 had impacted on colleagues and ways of working. The aim is to continue conversations so that we as leaders hear about what is important to colleagues and can take action to improve.</p> <p>Five key themes emerged from the first WMTY staff engagement:</p> <ul style="list-style-type: none">• The importance of great line managers• Creating an empowered culture• Building relationships and belonging• Appreciating all our staff• The future and recovery <p>These themes will be revisited in this year's programme, to provide a direct comparator, while also identifying further areas to improve and understanding current issues of the day.</p> <p>In addition to a questionnaire, WMTY drop-in sessions have been running. Individuals who wish to ask questions or leave feedback can attend these. Likewise, if managers want to share more about the WMTY exercise with their teams but want to know more before carrying out a team exercise, attending a drop-session might be useful. A short manager briefing is also being prepared to help guide managers in this way.</p> <p>We are incredibly grateful to all colleagues who have taken the time to either complete the WMTY survey or have spoken to the WMTY engagement team face to face. It has been good being out and</p>

about, hearing what really matters to them and what WSFT as an organisation should be prioritising for colleagues.

The WMTY team has been identifying “quick win” changes we can support and influence, that will make a difference to individuals, teams or groups of staff, following feedback. We will keep those teams or individuals up to date with progress. Questions or ideas can be shared anytime via WMTY2@wsh.nhs.uk

Furthermore, we have been completing thematic analysis on the larger body of feedback. Every comment has been incredibly useful, and we can see from the listening events held already, that there are some emerging themes:

- Developing an empowered culture, including current ways of working
- Communication, including being listened to
- Leadership and management, including feeling supported and developed in role
- Process inconsistency across a range of clinical and non-clinical service areas.

The WMTY2 team have spoken to more than 200 staff to date and visited over 19 locations in the community.

Next steps

If any team or department would like a member of the WMTY engagement team to visit your location or to attend a team meeting to support any face-to-face feedback, they can contact WMTY2@wsh.nhs.uk

We have taken the decision to extend the listening events to the end of the year and are setting up additional activities on the main West Suffolk Hospital site and in those community locations we have not yet visited.

4. Developing and improving our library service

- 4.1 In October, the Library and Knowledge Services Team, supported by Estates and the portering team, installed new shelving in our Library at the West Suffolk Hospital site. The effect has really opened up the space making it a much more flexible learning environment. Three separate study areas have been created for users to use installed computers or their own devices, and a large wellbeing area has also been created with comfy seating and a bright leafy view. Feedback from users has been very positive. The library is open for all staff in the Education Centre – governor colleagues are invited to visit anytime.

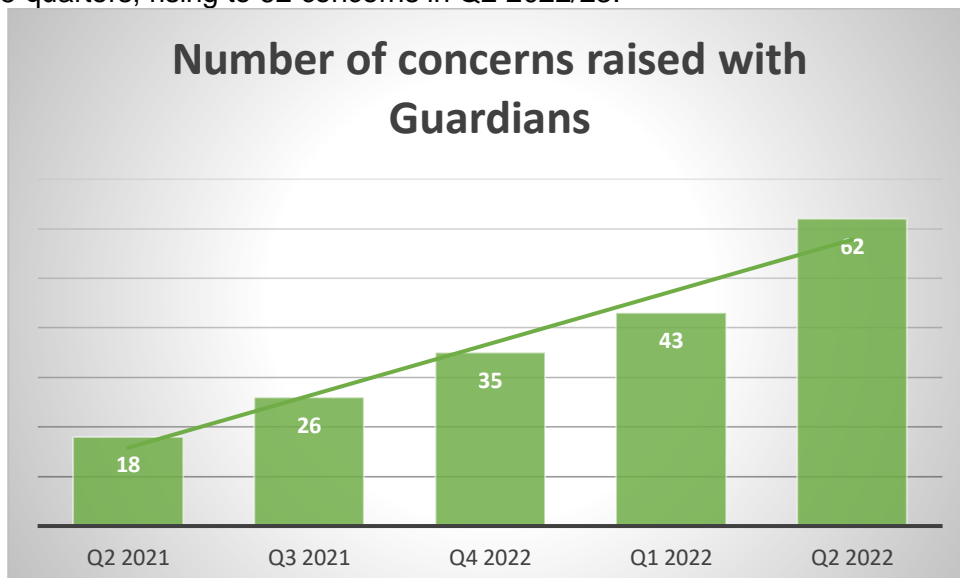


5.	Preparing for industrial action across the NHS
5.1	<p>Governor colleagues will be aware of the potential for industrial action across the NHS, as mooted by a number of different trade unions and staff organisations who have been holding indicative ballots and making plans for full ballots of their memberships. This has been particularly prompted by the outcomes of the national pay review processes for 2022/23.</p> <p>Within the past few weeks, the Royal College of Nursing has released the results of its balloting process, which has been conducted at an organisational level. As a consequence of this, certain NHS Trusts will see action taken by RCN members and some will not – dependent on the local ballot outcome. At WSFT, the 50% turnout threshold was met and RCN members voted in favour of taking industrial action. Subsequently the RCN announced strike action would take place at around of the sites where a valid ballot outcome was reached. WSFT is not on that list, but may be included should that list be widened in January.</p> <p>The union Unison has also held ballots at individual organisations across the country. The vote at WSFT did not meet the legal turnout threshold.</p> <p>The NHS has released resources to Trusts to support the work involved in industrial action preparedness. Workforce and Operational colleagues are currently reviewing these as part of our local planning.</p> <p>We continue to foster open, supportive working relationships with staff representatives at West Suffolk which will be a crucial channel of communication, discussion and planning should any action take place. Patient safety will be the overriding priority in terms of our response, whilst supporting colleague's right to take part in legal action.</p> <p>The GMC and NMC have issued updated guidance to their registrants in relation to the topic of industrial action, drawing attention to relevant sections of <i>Good Medical Practice</i>, and the <i>NMC Code of Conduct</i>, respectively.</p>
6.	Strengthening our OD capacity and capability
6.1	<p>Last month the investment panel approved funding for the enhancement of learning and organisational development work. This investment will enable new posts to be recruited which will design and deliver leadership and management development interventions, as well as wider staff development support. Plans also include the development of a new online learning area for staff to enable flexible and self-directed learning. Coaching is also a key area of focus which is planned for growth. The investment will also enable an expansion in the support for the health, wellbeing and inclusion agendas, which are growing in significance at the Trust, as well as a focus on career development and succession planning.</p>
7.	Recommendation
7.1	To note and provide comment and/or feedback on the report.

Appendix: Freedom to Speak Up: Guardian's Report Q2 2022: October 2022

Introduction

The number of concerns raised with the guardians has consistently increased over the past 5 quarters, rising to 62 concerns in Q2 2022/23.



Data

There have been slight changes in the data required for the National Guardian's office. Data submitted for Q2 is shown below:

Total number of cases	62
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Raised by professional group:

Allied Health professionals	1
Medical and Dental	2
Ambulance	0
Registered Nurse and Midwife	15
Administrative and Clerical	11
Additional professional and scientific and technical	0
Additional clinical services	6
Estates and Ancillary	10
Healthcare Scientists	2
Students	0
Not known	14
Other	1

Number raised anonymously	15
Number with an element of patient safety / quality	13
Number with an element of worker safety or wellbeing	40
Number with an element of bullying and harassment	8
Number with an element of inappropriate attitudes and behaviours	16

What were people speaking up about?

15 people spoke up about staffing, 6 about excessive workload, 6 related to a specific incident, 2 concerned with HR processes, 2 regarding pay and 2 regarding insufficient facilities for staff.

Themes from Q2

Themes seen in previous quarters continue to dominate as concerns, the most significant being staffing concerns and workload pressures.

Feedback from staff indicate that there is a feeling that staff are consistently going “above and beyond” and working under excessive pressure. Feedback shows staff’s perception is that this way of working is now expected as normal and not recognised by senior leaders and executives.

Executive walkabouts are very well received, and feedback indicates that visits by senior staff and executives are welcome and reassuring. However increased visibility would be greatly appreciated.

Feedback on the Freedom to Speak Up Process

Following closure of each FTSU case, the person speaking up is sent an evaluation form to report their experience of the process. As of Q2 2022/23 this form has been made anonymous. The figures below show a summary of evaluations received in Q2.

9 responses were received.

7 people said they would not like any further action, and two said they would. One of these was subsequently followed up by the FTSUG, the other had no contact details attached so was impossible to address.

2 people said they suffered detriment. One was anonymous, one has been contacted and the Guardian is working with the individual to identify next steps.

6 said they would speak up again, one said they would not, two said maybe.

The themes emerging from the FTSU process evaluation indicated that it was a positive experience being able to talk to an independent and impartial person, but colleagues are frustrated by the lack of change as a result of speaking up. Staffing in the community nursing teams was highlighted as an area where staff felt nothing had changed as a result of Speaking up.

Feedback also indicated the need to continue focus on changing the culture to enable Speaking up to become Business as usual.

Feedback from the evaluations and from conversations indicate that there are colleagues within the Trust who fear detriment (especially losing their job) as a result of speaking up. Details of the feedback have been shared with the HR Business partners and used for improvement.

Summary of learning points

- There is a need for increased feedback / wider communications to staff at all levels to show how concerns are being responded to and changes made, to maintain and grow trust in the Speak up process.
- Work to enable Speaking up to become “business as usual” is necessary so that concerns can be dealt with as and when they occur.

- More needs to be done to create a psychologically safe working environment to give people confidence in the Speak up process, particularly for those staff in the lower paid bandings.

The Guardian and champions are working to improve the culture of speaking up throughout the WSFT. Our actions are categorised under 8 key workstreams:

Workers throughout the organisation have the capability, knowledge, and skills they need to speak up themselves and to support others to speak up.

What's going well:

- Promotion and training continue to be given across the Trust
- New posters displayed throughout the Trust
- Increased visibility by work of Champions and visits to departments by Guardian.
- Guardian has regular presence at overseas induction, preceptorship and expert navy programmes.

Even better if:

- Renewed focus in community areas to promote FTSU and increase the role of the Champion.

Speaking up policies and processes are effective and constantly improved

What's going well:

- New [FTSU policy](#) adopted and adapted to suit WSFT in final stages of circulation with policy working group

Even better if:

- WSFT FTSU Policy to be updated and launched by end of year.

Senior leaders are role models of effective speaking up

What's going well:

- Questionnaire developed from the recent NHS FTSU reflection tool to be shared with senior leaders in Q3.
- Senior leaders asked to complete FTSU Follow up training. ([link to follow up training](#))

Even better if:

- Senior leaders responsible for FTSU to complete the new [FTSU Reflection and planning tool](#) (published June 2022)
- FTSU pledge to be established for Board (following training)

All workers are encouraged to speak up

What's going well:

- Increasing number of concerns raised to the Guardians and Champions active in teams
- Mandatory Speak up and Listen up Training for managers promoted Trust wide.
- Continued promotion at team meetings to encourage all staff to complete training
- FTSU Champions promoting WMTY2 within their teams
- More teams showing an interest in setting up suggestion boxes to enable Speaking up become business as usual.

- Speaking up promoted at interview stage for overseas nurses

Even better if:

- Culture continues to improve to enable psychological safety

Individuals are supported when they speak up

What's going well:

- Individual's report feeling listened to by the Guardian when raising concerns
- Champions available to support staff to speak up

Even better if:

- Face to face listening training for managers to support e-learning delivery.
- Increased promotion regarding Trust's stance on protecting staff who speak up and a zero-tolerance approach to detriment as a result of speaking up

Barriers to speaking up are identified and tackled

What's going well:

- The difficulty faced by international staff in speaking up recognised and actions taken to try to overcome
- Face to face visits to staff who do not use computers to explain FTSU and introduce Guardian
- Evening session provided to enable night workers the opportunity to access a drop-in session
- Inclusion training booked for Champions

Even better if:

- Increased transparency / openness regarding actions taken as a result of speaking up

Information provided by speaking up is used to learn and improve

What's going well:

- Where possible and obvious, swift action is taken to address concerns, to learn and improve.
- Working with HRBP to implement improvements from feedback

Even better if:

- Changes as a result of speaking up are communicated more effectively, particularly in relation to inadequate staffing levels and staff exhaustion, Staff report feeling that "there is no point in speaking up because nothing changes"

Freedom to speak up is consistent throughout the health and care system, and ever improving

What's going well:




- Guardian co-leading community of practice events for East of England FTSU Guardian Network
- Trust working in line with NHS and NGO guidance on speaking up

Even better if:

- Work with ICS partners to improve FTSU

Council of Governors' West Suffolk Review Working Group

Report title:	Organisational Development Plan Action Tracker
Agenda item:	5
Date of the meeting:	Thursday 8 December 2022
Sponsor/executive lead:	Jeremy Over, Executive director of workforce & communications
Report prepared by:	Members of the workforce and communications directorate Freedom to Speak Up Guardian

Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input checked="" type="checkbox"/>	For discussion <input checked="" type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Executive summary:	<p>The Organisational Development plan in response to the publication of the West Suffolk Review was adopted and approved by the Board at its meeting in public in March 2022.</p> <p>The Involvement Committee has been assigned responsibility for overseeing delivery of the plan and providing assurance to the Board regarding this.</p> <p>The specified actions in the plan have been extracted and are set out in the paper, with a RAG status assigned to each one.</p> <p>BLUE – complete GREEN – on track AMBER – delay (1-2 months) beyond timeframe RED – delay – (2 months +) beyond timeframe</p> <p>The format of the report has been developed to identify a <i>prospective</i> RAG, anticipating the progress and status of actions that are not yet due, and therefore facilitating additional intervention and/or removal of obstacles to maintain momentum.</p>
Action required/ recommendation:	<ul style="list-style-type: none"> • Review progress against the tracker • Provide challenge to identify any areas of concern / escalation

	<ul style="list-style-type: none"> • Discuss the process of ongoing assurance and any related requirements
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Risk and assurance:	If we do not address the reflections and learning of the West Suffolk Review within an appropriate timeframe and fail to manage the governance consequences in a just and fair manner, this will cause Board instability, uncertainty and loss of public confidence and increase the risk of regulatory intervention and loss of autonomy
Legal and regulatory context	NHS Act 2006, Health and Social Care Act 2012 Your Statutory Duties: A reference guide for NHS Foundation Trust Governors – Monitor 2013 The NHS Foundation Trust Code of Governance July 2014

Our Trust Values	
Fair	We value fairness and treat each other appropriately and justly.
Inclusivity	We are inclusive, appreciating the diversity and unique contribution everyone brings to the organisation.
Respectful	We respect and are kind to one another and patients. We seek to understand each other's perspectives so that we all feel able to express ourselves.
Safe	We put safety first for patients and staff. We seek to learn when things go wrong and create a culture of learning and improvement.
Teamwork	We work and communicate as a team. We support one another, collaborate and drive quality improvements across the Trust and wider local health system.

Tracking delivery of our OD Plan (Council of Governors' West Suffolk Review WG)

(updated 30 November 2022)

1. Strategy and values

<p>Actions already undertaken or in progress:</p> <ul style="list-style-type: none"> A new 5-year strategy has been developed for WSFT with staff and other stakeholders, which overtly recognises past failings and the importance of learning lessons to develop our culture Our FIRST Trust values have been refreshed with staff and stakeholders and are built in to the new strategy Staff (and their well-being) are now an overt strategic priority, with investment in staff psychology support services and other well-being measures 					
Additional actions:					
#	Action	Lead	Timeframe & current RAG	Prospective RAG	Comments
1a	Launch the new strategy and refreshed values	Chief executive (CEO)	Feb 2022		Complete
1b	Build alignment through divisions and teams using the new strategic ambitions and objectives to develop their own strategies and plans	Executive directors	By Oct 2022		Incorporated into business plans
1c	Develop a work programme to embed the values in working practices and everyday life across the Trust, and then deliver it	Executive director for workforce and communications (EDWC)	Develop plan by Aug 2022. Deliver from Nov 2022 onwards	Fieldwork to complete in Dec 2022.	Dates amended to reflect WMTY2 programme and production of behaviour framework
1d	The Board and the Council of Governors to consider and agree a plan for how they will role model the values and how this should be evaluated as part of their development programmes	Chair	Develop plan by Aug 2022. Deliver from Jan 2023 onwards		Exec and NED 360s undertaken. Use behaviour framework created during WMTY2 to deliver from Jan 2023 onwards. Good Governance Institute review undertaken.

2. Board development and accountability

Actions already undertaken or in progress:

- An externally-facilitated Board development programme has been commissioned, which commenced in October 2021, including an in-depth 360 feedback exercise
- We have rebuilt the executive team and continue to be focused on its development
- The board assurance committee function has been strengthened
- We have supported our Council of Governors to develop their role of holding non-executive directors to account for performance of the Board
- We have an ongoing training programme for governors, externally-facilitated
- The minutes of closed Board meetings are now shared with our governors

Additional actions:

#	Action	Lead	Timeframe & current RAG	Prospective RAG	Comments
2a	Detailed programme of Board development for 2022 to be finalised	Chair	Mar 2022		Complete
2b	2a to include development session with review author to support broader reflection and learning and the Board's response	EDWC	Apr 2022		Decision to step down this action in light of discussion at GWG
2c	Person specifications for Board recruitment to reflect lessons learned from review	Trust secretary	Feb 2022		Complete
2d	Recruitment of new substantive Chair and to NED vacancies	Lead governor	April 2022		Complete
2e	Recruitment of new substantive chief executive	Chair	November 2022		Complete
2f	Establish an agreed governor-director working group to facilitate their role around holding NEDS to account for the performance of the Board.	Trust secretary	From Feb 2022		Complete; quarterly meetings being held
2g	Externally-facilitated programme for the Council of Governors to be commissioned to ensure culture change is reflected in the wider FT accountability framework	Trust secretary	Apr 2022		Complete

3. Building a speak up culture

<p>Actions already undertaken or in progress:</p> <ul style="list-style-type: none"> • We have strengthened and expanded our Speak Up Guardian function, with two clinicians undertaking this role with dedicated time • The Speak Up Guardians present to Board at its meeting in public on a quarterly basis, including challenge and feedback to the Board from the guardians • The Guardians have established a Speak Up champion network during 2021, with training and support for individuals. 40 individuals have been trained and a further 20 are booked for future training • The Board has used the NHSI self-assessment tool to assess its leadership approach to speaking up twice in 2021 • Essential 'speak up' training for all staff agreed and active 					
Additional actions:					
#	Action	Lead	Timeframe & current RAG	Prospective RAG	Comments
3a	Work with the National Speak Up Guardian's Office to learn from best organisational practice and explore further support	EDWC	June 2022		Complete
3b	Further expand our Speak Up staff champion network, particularly focusing on underrepresented areas	SU Guardians	March 2023		Work in progress
3c	Evaluate the learning from staff champion model and promote positive examples of the difference that raising concerns can make	EDWC	October 2022		Covered at Involvement Committee. Future / regular SU Champion staff story item at Board agreed
3d	Utilise the 2021 national staff survey results to provide focused support to teams where confidence in speak up processes is of most concern	EDWC	May 2022		Complete
3e	Design and deliver a development package for all leaders and managers, starting with Board, on how to grow safe speak up cultures within teams including the skills to respond non-defensively to concerns being raised	EDWC	June 2022		National "follow-up" training completed by Board members. Manager "listen-up" training launched.

3f	Consider additional ways for staff to raise concerns and issues in psychological safety	SU Guardians	June 2022		SU Guardian to defer potential procurement of new online portal to next year.
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4. Supportive and compassionate HR policy and practice

<p>Actions already undertaken or in progress:</p> <ul style="list-style-type: none"> • We paused all active HR cases as part of a 'reset' to fully explore the options for informal resolution in all these situations • A new conduct policy has been approved and is operational, founded on just culture principles. It includes a safeguard checklist process to review incidents and ensure a focus on support, resolution and compassionate approach for all parties, prior to any action being taken. It also overtly focuses on the learning when something goes wrong, and provides safeguards to avoid the conflation of conduct or performance management with speaking up matters • We have invested in a new group of HR professionals to partner, support and coach managers and teams • All formal HR cases, including any active MHPS (Maintaining High Professional Standards) cases, are reported (anonymously) to the closed session of Board to facilitate checks and balances discussions 					
Additional actions:					
#	Action	Lead	Timeframe & current RAG	Prospective RAG	Comments
4a	Continue HR policy transformation in partnership with staff representatives, ensuring these frameworks reflect refreshed FIRST Trust values and just culture principles. With regard to the conduct policy this will include clarification around retention of documents and communication of outcomes.	EDWC	March 2023		<p>Policies improved and published thus far:</p> <ul style="list-style-type: none"> • Grievance, now "Resolution" policy • Absence, now "Supporting Attendance" • Capability, now "Supporting Performance Improvement" • Disciplinary, now "Managing Conduct" • Bullying & harassment, now "Respect for others"
4b	Develop plans to further invest in HR & People Services teams at WSFT to reflect the priorities identified through the national 'future of NHS HR & OD' report	EDWC	July 2022		Complete. A further HR business partner established to give dedicated support to Community Servs.
4c	Training for new and existing board members, clinical directors and HR team in relation to Maintaining High Professional Standards, overtly drawing from the learning in the review	EDWC	December 2022		Date amended. (<i>Deferred pending commencement of new NEDs</i>)

5. Staff engagement and feedback




<p>Actions already undertaken or in progress:</p> <ul style="list-style-type: none"> • In summer 2020, we held our 'What Matters To You' (WMTY) staff engagement programme with feedback from around 2,000 colleagues • WMTY was used to develop an interim People Plan, delivered during the period of the pandemic • We held open staff briefings / Q&A in relation to the findings and learning from the West Suffolk Review • Staff and partner consultation took place to develop our new strategy and to refresh our values • We formed our new Senior Leadership Team to create a new senior decision-making forum bringing together executive directors and senior divisional clinical leaders • Agreement that our new Board assurance committee for 'Involvement' will hold responsibility for overseeing this plan and monitoring its progress and impact, and reporting to full Board 					
Additional actions:					
#	Action	Lead	Timeframe & current RAG	Prospective RAG	Comments
5a	Analyse and learn from results from the national NHS staff survey (2021) when published, and use these to set any additional priorities for organisational development	EDWC	April 2022		Complete
5b	Plan and deliver 'What matters to you #2' for West Suffolk, to ensure that staff's priorities are heard and understood, and are at the heart of our planning and future	EDWC	August 2022	Fieldwork to complete in Dec 2022.	Commenced September 2022; extended to December 2022.
5c	Ensure the active involvement of staff and staff representatives in the design and delivery of our staff feedback and engagement work to help ensure it is credible, authentic and meaningful – including how we measure our progress. This will include staff not in traditional leadership roles but who are passionate about staff support and building positive cultures	EDWC	March 2022		Complete
5d	Consider options to build analytical capacity and capability in our people and OD practice	EDWC	June 2022		Complete. Support from SNEE has been agreed.

12. Council of Governors committees

To receive a summary table of each
governor committee

To Note

Presented by Pooja Sharma

WSFT Council of Governors Meeting (Open)			
Report title:	Council of Governors Committees 202-2024 - Membership Summary table		
Agenda item:	12		
Date of the meeting:	1 March 2023		
Sponsor/executive lead:	Pooja Sharma, Deputy Trust Secretary		
Report prepared by:	Richard Jones, Trust Secretary & Head of Governance Pooja Sharma, Deputy Trust Secretary		
Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Executive summary:	<p>The Council of Governors has constituted committees to support the council in a range of tasks. The Council has committee(s) that are closely in line with Governors' duties. The Council has a clear rationale for its committee(s) and regularly revisits their effectiveness and fitness for purpose.</p> <p>There are 4 sub-committee(s) constituted by the Council of Governors as follows:</p> <ul style="list-style-type: none"> • FT Governors' Nominations Committee • FT Governors' Engagement Committee • FT Governors' Standards Committee • Staff Governors' Group <p>The table below (Appendix 1) summarises the membership of governors in the Council of Governors' sub-committees.</p>		
Action required / Recommendation:	The Council of Governors is asked to note the summary report.		
Previously considered by:	None		
Risk and assurance:	N/A		
Equality, diversity and inclusion:	N/A		
Sustainability:	N/A		
Legal and regulatory context:	NHS Act 2006, West Suffolk NHS Foundation Trust Constitution		

APPENDIX 1:

FT COUNCIL OF GOVERNORS' NOMINATIONS COMMITTEE

Members	
Carol Bull	Partner Governor
Jude Chin	Chair (Committee Chair)
Ben Lord	Public Governor (Deputy Lead Governor)
Jayne Neal	Public Governor
Jane Skinner	Public Governor (Lead Governor)
Liz Steele	Public Governor
Clive Wilson	Public Governor
Martin Wood	Staff Governor
In attendance	
Ruth Berry	FT Office Manager
Richard Jones	Trust Secretary & Head of Governance
Jeremy Over	Executive Director Workforce & Communications
Pooja Sharma	Deputy Trust Secretary

FT COUNCIL OF GOVERNORS' ENGAGEMENT COMMITTEE

Members	
Allen Drain	Public Governor
Robin Howe	Public Governor
Sarah Judge	Staff Governor
Ben Lord	Public Governor (Committee Chair) (Deputy Lead Governor)
Laraine Moody	Partner Governor
Margaret Rutter	Public Governor
Liz Steele	Public Governor
In attendance	
Ruth Berry	FT Office Manager
Richard Jones	Trust Secretary & Head of Governance
Pooja Sharma	Deputy Trust Secretary

FT COUNCIL OF GOVERNORS' STANDARDS COMMITTEE

Members	
Carol Bull	Partner Governor
Jude Chin	Chair (Committee Chair)
Amanda Keighley	Staff Governor
Adrian Osborne	Public Governor
Jane Skinner	Public Governor (Lead Governor)
In attendance	
Ruth Berry	FT Office Manager
Richard Jones	Trust Secretary & Head of Governance
Pooja Sharma	Deputy Trust Secretary

FT STAFF GOVERNORS' GROUP

Staff Governors	
Louisa Honeybun	Staff Governor
Sarah Judge	Staff Governor
Amanda Keighley	Staff Governor
Martin Wood	Staff Governor
In attendance	
Ruth Berry	FT Office Manager
Richard Jones	Trust Secretary & Head of Governance
Jeremy Over	Executive director of workforce and communications
Pooja Sharma	Deputy Trust Secretary
Jane Skinner	Lead Governor

13. Lead Governor Report




To receive a report from the Lead
Governor

To Note

Presented by Jane Skinner

WSFT Council of Governors meeting (Open)

Report title:	Lead Governor report
Agenda item:	13
Date of the meeting:	1 March 2023
Sponsor/executive lead:	Jane Skinner, Lead Governor
Report prepared by:	Jane Skinner, Lead Governor

Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Executive summary:	<p>Firstly, thank you to Liz and Florence for all their hard work as Lead and Deputy Lead Governors. They served for an extended term of office, which covered a particularly difficult time, as it included the period of the COVID-19 pandemic.</p> <p>I became Lead Governor, and Ben Lord Deputy Lead Governor, on the 1st of January 2023, our first handover meeting was cancelled due to a critical incident being declared but handover eventually took place in late January. Unfortunately, some meetings have needed to be rescheduled due to service commitments in unprecedented times. On behalf of the Governors, who are conversant with all the current pressures on the NHS, I would like to express appreciation to all Trust staff and thank them for their hard work.</p> <p>There have been some recent changes to the Council of Governors (CoG): Staff Governor Rachel Darrah resigned from her position in January and Partner Governor Dr Andrew Hassan has been replaced by Dr David Brandon, from the West Suffolk Alliance.</p> <p>Three Governors, members of the Nomination Committee, joined Jude Chin on the interview panel selecting the nominated Non-Executive Director (NED) for the University of Cambridge; Dr Richard Davies the current link is stepping down in Feb. The appointment of Dr Roger Petter to this role was approved by the CoG in January.</p> <p>Some face-to-face meetings are now being re-instated following the pandemic restrictions. Governors recently held an informal meeting when we discussed several topics over refreshments. One item, with a consensus of agreement, was that Governors would like the agenda for the public CoG meeting to be reviewed. Ben and I will take this forward with Jude Chin and Richard Jones.</p>
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An informal Governor and NED meeting was also held in January, with excellent attendance by seven NEDs and thirteen Governors. This was also an in-person meeting; main topics discussed were: ways to improve communication with Governors; possible changes to the CoG meeting agenda to provide improved assurance about quality of care; staff retention and turnover and management and leadership standards in the Trust.

As Liz mentioned, Governors are now able to observe the 3i Board assurance sub-committee meetings. I have observed three meetings so far and am impressed by the detail of the papers and reports submitted, the open and honest discussion which takes place, and the perceptive challenges made by the NEDs. I echo Liz in encouraging other Governors to participate in these observations.

Governors and NEDs are also visiting clinical areas of the Trust, by invitation, accompanied by appropriate senior nursing staff – so called “15 Steps” visit. Governors observe the area, feel the atmosphere, talk to staff and patients, and feedback findings to staff and the Deputy Chief Nurse. I feel that we need to develop a mechanism of feedback to each other as well, and I will take this issue forward. Pre-pandemic Governors used to observe areas of the Trust, such as waiting rooms, as if they themselves were a patient or visitor. Feedback from the experience was then given to the manager of the area. This activity is to re-commence, and Governors will soon receive an invitation to join the rota.

Reflection following a “15 Step” visit

Accompanied by matrons for the areas, nurses and midwives and NED, Tracy Dowling, I visited Ward F11 and the Pre-assessment Unit in January.

Both clinical areas were clean, bright and fresh, F11 had been newly refurbished.

Pre-assessment unit

The pre-assessment unit is operational five days a week. We felt that documentation and signage should be aligned as this unit is known by different names, which is confusing – “pre-assessment”, “pre-surgical assessment” and “pre-admission unit”.

Two waiting patients were happy with their visit. Numerous patient information leaflets were available, all staff were friendly and willing to give us time and information. A multidisciplinary team including, nurses trained in patient assessment, occupational/physio’ therapists and anaesthetists provide detailed pre-operative patient assessments. Patients are informed of what to expect, home visits are made as required, and some patients are assessed via a telephone call. We were impressed by the nurse prescribers who work autonomously to ensure patients have their drugs prescribed ready for admission. A pilot study, aiming to pre-optimize surgical patients by encouraging a healthy lifestyle, is being developed.

The unit is currently fully staffed, although it was stated that more nurse prescribers would be helpful. However, a pharmacist has just been appointed to work alongside the nurse prescribers.

Two operational comments were made to us by staff, possibly the wider complexities of which were not fully understood, but the NED present will follow these points up.

	<ul style="list-style-type: none"> • Several patients are booked in for their assessment very close to their surgery date, but some pre-surgery investigations take time to arrange. This results in operations being delayed by cancellation. • Post operative social care cannot be arranged until the patient is in hospital, even though the care needs of the patient post operatively are known at the pre-assessment stage. This can result in a delayed discharge. <p>Some facilities issues were identified and fed back to the facilities manager - sinks for hand washing not available in two assessment rooms; missing paint in some areas; worn and contaminated carpet in office; missing and stained ceiling tiles.</p> <p><u>Ward F 11 (maternity)</u></p> <p>On arrival we noted loud construction machinery noise on a neighbouring ward, staff told us that an arrangement was in place to stop the noise if patients were unduly disturbed.</p> <p>Beds are divided into bays where prenatal and postnatal patients are looked after. In one five bedded bay all beds are equipped with foetal monitors. In another, a neonatal nurse is provided 24 hours a day to manage any babies requiring treatment, importantly enabling babies to stay with their mothers.</p> <p>At the time of our visit, booked outpatients were assessed by the same midwife as unexpected patients. Not ideal, as booked patients can be delayed due to an emergency. In future the “Birmingham Model” will be adopted meaning patients will be triaged within 15 minutes of arrival and assigned to one of two midwives.</p> <p>We were informed of 30 vacant midwife positions across the acute Trust and community. One midwife stated that staff shortfalls on shifts was stressful. Staff are very enthusiastic about the arrival of international midwives. These midwives require a training programme before they are registered in the UK. Safeguarding is a high priority and there is a clear process for asking patients appropriate questions in private. MDT communication is aided by morning huddles, “take five” at handover and MD training. Midwives feel they have a close and respectful working relationship with obstetricians. There is always an anaesthetist on call. Notice boards are informative and there is an educational theme of the month on display.</p> <p>Visiting times as displayed were inconsistent and not clear, to be reviewed.</p> <p>We spoke with two women and their partners. One couple was very complementary, dad felt informed and included, mum liked the food, the patient portal and couldn’t fault care. The second couple had some concerns around being given conflicting information by different staff. They had lost confidence. Immediate action was taken to communicate with this couple to understand and resolve their worries.</p> <p>Midwives expressed concerns over the length of time taken to receive pay for extra shifts worked.</p> <p>Overall, we were very impressed with the staff we met and the departments in general and staff were thanked for their openness, honesty, and time.</p>
Action required/ recommendation:	N/A

Previously considered by:	n/a
Risk and assurance:	n/a
Equality, diversity and inclusion:	n/a
Sustainability:	n/a
Legal and regulatory context:	n/a

Lead Governor Report February 2023

Firstly, I would like to wish you all a Happy New Year even if it is a little belated. Secondly, as this will be my last Governor report for West Suffolk Foundation Trust can I say a huge thank you for being such a supportive team. The last few years have been a big challenge for us all and although at times we may have lost the focus of our role as governors, you have joined with me to work for the values of the trust as much as we are able.

For me the time since my last report has continued to be busy. Not only did we appoint a new NED, but I was part of the interview panel for the new C.E.O. I was very pleased with the result and I welcome Ewan to the Trust. I am sure that he will be able to build on the excellent work that Craig has done as Interim C.E.O. and having come from Addenbrookes he has a sound knowledge of all that is admired about our hospital. He will, of course, put his own mark on the role but this is what makes any organisation forward thinking. I would like to thank the executive team for including me in this process. During my time as Lead Governor, I have been part of many appointment panels and this has meant that we see a very new board both Non executive and executive. We have seen the introduction of the ICB and the working together of E.S.N.E.F.T and ourselves. This can only mean better support for patients and staff.

Following the review, we set up a working group to look into all the recommendations and issues that were raised. I am pleased to say that this group has now stepped down as the action plan is well under way and all those with areas of responsibility know that this work is ongoing. This is good progress.

Before Christmas I carried out the induction interviews for all our new NEDS. I found this very useful and I got to know all the strengths that they bring to the trust. I shared our focus and looked at where they were placed within our committee structure. I hope they also found it a useful piece of work.

We, as governors, are now able to **observe** the three 'I' committees. I have highlighted the word observe because that is what we are there for. Florence and I attended the Insight committee the other day and we were able to see very clearly the involvement of the N.E.D. s within that meeting. I would urge any governors who have not signed up to do so when they get an opportunity. It is on Teams so no need to come into the hospital. Before Christmas I attended the Involvement committee where the focus was very different. Once again it provided me with the opportunity of seeing the committee at work. Reports from both these meetings will be available.

Florence and I continued to meet with Jude, the last time Jane attended to get a feel for what we discuss etc.

As you are aware many meetings were cancelled before Christmas as the trust experienced and still is experiencing unprecedented levels. The last Board Meeting included two very interesting presentations. The venue for the meeting made it very difficult to engage in the capacity that we can do but a small number of governors attended and stayed for the duration of the meeting.

I continue to attend the Patient Portal user group. The number of people using the portal is ever increasing and new functions being added regularly. If you are not already signed up, then please do so. The details are on the hospital web site.

I also continue to work with the Chaplaincy department. This department has made huge changes and is a welcome place for anyone to visit. Rufin has made a considerable difference and is very dedicated to his role.

As I sign off to my role as Lead, I would like to thank Jude, Richard, Pooja, Ruth and all the trust office who have supported me during my term of office. I remain a governor until the end of the year, at which point I will have served for nine years. I will then have to find 'fresh pastures'. Until then, I will see you at the meetings.

Liz.




14. Staff Governor Report

To receive a report from the Staff
Governor meeting held on 10 January
2023

To Note

WSFT Council of Governors Meeting (OPEN)

Report title:	Staff Governors Group Report
Agenda item:	14
Date of the meeting:	1 March 2023
Sponsor/executive lead:	Staff Governors
Report prepared by:	Pooja Sharma, Deputy Trust Secretary

Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Executive summary:	<p>Issues raised by staff governors were reviewed and discussed at the quarterly staff governor meeting on 10th January 2023; which was attended by Sarah Judge, Rachel Darrah, Louisa Honeybun, Jane Skinner (lead governor), Richard Jones & Pooja Sharma.</p> <p>The following was discussed:</p> <ul style="list-style-type: none"> • Industrial action: Discussion took place on the interaction that takes place with the unions at local, regional and national level. It was recognised that staff are anxious about cover during the strike periods, which is understandable. Trust communication to staff has stated support of the 'right to strike', which has been appreciated. Continued communication of the latest position and response was welcomed for managers and staff. • Cost of living: As part of the discussion there was significant focus on the ongoing challenge on cost of living for the staff. This included the issue of food bank, including access. It was recognised this is an area in which a significant amount of work has been done and the prioritisation of cost-of-living support schemes. The staff governors welcomed the work being done and indicated that they would be very happy to be used as a resource/sounding board for these schemes and future communication with staff. • Bank staff: The discussion focussed on timing of pay and experience of the bank staff. It was noted that payment of Bank staff can take up to 6 weeks from the shift. It was indicated that some staff take shifts
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	with other organisations for prompt payment. The process for getting staff onto the Bank was also flagged and, given the current level of staffing, it was felt that we need to do all we can to make this as easy as possible for staff and managers.
Action required/ recommendation:	The Council of Governors is asked to note the report.
Previously considered by:	N/A
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	N/A

15. Code of Governance 2022

To receive the updated code of
governance for NHS provider trusts

To Note

Presented by Richard Jones

WSFT Council of Governors Meeting (OPEN)			
Report title:	Code of Governance 2022		
Agenda item:	15		
Date of the meeting:	1 March 2023		
Sponsor/executive lead:	Pooja Sharma, Deputy Trust Secretary		
Report prepared by:	Richard Jones, Trust Secretary & Head of Governance Pooja Sharma, Deputy Trust Secretary		
Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input type="checkbox"/>	For discussion <input type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Executive summary:	<p>Code of Governance for NHS Provider trusts – published 27 October 2022</p> <p>An updated code of governance for NHS provider trusts has been published 27 October 2022.</p> <p>This will come into effect from 1 April 2023, replacing the version published in 2014. This document sets out an overarching framework for the corporate governance of trusts, supporting delivery of effective corporate governance, understanding of statutory requirements where compliance is mandatory and provisions with which trusts must comply, or explain how the principles have been met in other ways.</p> <p>We are undertaking a review of compliance with the new code and will report any areas for development to both the Council of Governors and the Board of Directors. This will include any updates required to the Trust's Constitution.</p> <p>Below are links to new code and key associated documents.</p> <p>NHS England » Code of governance for NHS provider trusts</p> <p>NHS England » Guidance on good governance and collaboration</p> <p>NHS England » Addendum to your statutory duties – reference guide for NHS foundation trust governors</p>		

	<u>Enclosures:</u> Annex A - Code of Governance 2022
Action required / Recommendation:	The Council of Governors is asked to note the Code of Governance 2022.
Previously considered by:	None
Risk and assurance:	N/A
Equality, diversity and inclusion:	N/A
Sustainability:	N/A
Legal and regulatory context:	NHS Act 2006, West Suffolk NHS Foundation Trust Constitution

Classification: Official

Publication reference: PR2076



Code of governance for NHS provider trusts

27 October 2022

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Equality and health inequalities statement

Promoting equality and addressing health inequalities are at the heart of NHS England's values. Throughout the development of the policies and processes cited in this document, we have:

- Given due regard to the need to eliminate discrimination, harassment and victimisation, to advance equality of opportunity, and to foster good relations between people who share a relevant protected characteristic (as cited under the Equality Act 2010) and those who do not share it; and
- Given regard to the need to reduce inequalities between patients in access to, and outcomes from healthcare services and to ensure services are provided in an integrated way where this might reduce health inequalities.

About this document

This code sets out a common overarching framework for the corporate governance of trusts, reflecting developments in UK corporate governance and the development of integrated care systems.

Key points

- Corporate governance is the means by which boards lead and direct their organisations so that decision-making is effective, risk is managed and the right outcomes are delivered.
- In the NHS this means delivering high quality services in a caring and compassionate environment while collaborating through system and place-based partnerships and provider collaboratives to integrate care.
- Best practice is detailed in the following sections: board leadership and purpose, division of responsibilities, composition, succession and evaluation, audit, risk, internal control and remuneration.

Action required

- Trusts must comply with each of the provisions of the code or, where appropriate, explain in each case why the trust has departed from the code.

Other guidance and resources

- [Integrated care systems: design framework](#)
- [Working together at scale: guidance on provider collaboratives](#)
- The wider suite of [Integrated care systems: guidance](#)

Introduction

1. Why is there a Code of Governance?

- 1.1. NHS England has issued this Code of Governance (the code) to help NHS providers deliver effective corporate governance, contribute to better organisational and system performance and improvement, and ultimately discharge their duties in the best interests of patients, service users and the public.
- 1.2. The board of directors is a unitary board. This means that within the board of directors, the non-executive directors and executive directors make decisions as a single group and share the same responsibility and liability. All directors, executive and non-executive, have responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy.
- 1.3. In this code, we bring together the best practices of the NHS and private sector. We set out a common overarching framework for the corporate governance of trusts that complements the statutory and regulatory obligations they have (these are referenced throughout this document).
- 1.4. As with the UK Corporate Governance Code, each section of this code is built around a set of principles emphasising the value of good corporate governance to long-term sustainable success. Each section also incorporates a set of more detailed provisions to implement these, which can help trusts demonstrate the effectiveness of governance practices and their contribution to the long-term success of the organisation and its wider system.

2. What is new about this version of the code?

- 2.1 This version of the code applies from April 2023. A great deal has changed since we last updated the code in 2014. NHS England, Monitor and the NHS Trust Development Authority (TDA) started formally working together on 1 April 2019 to provide better support to delivery of the [NHS Long Term Plan](#) (January 2019), which set the direction for greater integration of care with providers collaborating with partners in health and care systems. All systems had achieved integrated care system (ICS) status by April 2021. The Health and Care Act 2022 has merged Monitor and the TDA into NHS England and removed legal barriers to

collaboration and integrated care, making it easier for providers to take on greater responsibility for service planning and putting ICSs on a statutory footing through establishing for each ICS:

- An integrated care partnership (ICP), a statutory joint committee of the integrated care board (ICB) and the upper tier local authorities in the ICS, that brings together organisations and representatives concerned with improving the care, health and wellbeing of the population. Each partnership has been established by the NHS and local government as equal partners and has a duty to develop an integrated care strategy proposing how the NHS and local government should exercise their functions to integrate health and care and address the needs of the population identified in the local joint strategic needs assessment(s).
- An ICB, which brings the NHS together locally, to improve population health and care; its unitary board allocates NHS budget and commissions services, and – having regard to the ICP’s integrated care strategy – produces a five-year joint plan for health services and annual capital plan agreed with its partner NHS trusts and NHS foundation trusts.

2.2 The ICP and ICB, together with other key elements of the new arrangements including place-based partnerships and provider collaboratives, are tasked with bringing together all partners within an ICS.

2.3 At the heart of effective collaboration is the expectation that providers will work effectively on all issues, including those that may be contentious for the organisation and system partners, rather than focusing only on those issues for which there is already a clear way forward or which are perceived to benefit their organisation. The success of individual NHS trusts and foundation trusts will increasingly be judged against their contribution to the objectives of the ICS, in addition to their existing duties to deliver high quality care and effective use of resources.¹

2.4 To support this shift, we have put in place a new single framework for overseeing NHS systems and organisations, the NHS Oversight Framework, which will evolve particularly for 2023/24. Under this new framework we intend to continue to treat

¹ [Integrated Care Systems: design framework](#), p30

providers in comparable circumstances similarly unless there is sound reason not to.

2.5 This updated code therefore applies to both NHS foundation trusts and, for the first time, NHS trusts. NHS foundation trusts and NHS trusts are constituted differently.

- NHS foundation trusts are public benefit corporations and their boards of directors have a framework of local accountability through members and a council of governors. The NHS foundation trust council of governors is responsible for holding the non-executive directors individually and collectively to account. In turn, NHS foundation trust governors are accountable to the members who elect them and must represent their interests and the interests of the public.
- NHS trusts were established by orders of the Secretary of State for Health and Social Care. Their chairs and non-executive directors are appointed by NHS England² and they do not have a council of governors or members. Instead, we have a duty to hold the chair and non-executive directors of NHS trusts individually and collectively to account for the performance of the board.

2.6 Despite their different constitutions, there are overarching principles of corporate governance that apply to both NHS trusts and NHS foundation trusts. Where particular provisions of the code apply only to NHS foundation trusts or NHS trusts, we explicitly indicate this. Where we refer to ‘trusts’ in this code, we mean both NHS trusts and NHS foundation trusts. We use the term ‘chief executive’ to apply to the chief executives of NHS foundation trusts and the chief officers of NHS trusts, except in sections that are specific to NHS trusts, where we use ‘chief officer’. References to ‘directors’ include the chair, executive and non-executive directors.

2.7 The UK Corporate Governance Code, on which the code has always been based, has also been updated a number of times since 2014. This code is modelled on the 2018 version of the [UK Corporate Governance Code](#).

² Chairs and non-executive directors hold a statutory office under the National Health Service Act 2006. The appointment and tenure of office are governed by the NHS Trusts (Membership and Procedure) Regulations 1990. NHS England makes NHS trust chair and non-executive director appointments using powers delegated by the Secretary of State for Health and Social Care. Board appointments are regulated by the Commissioner for Public Appointments to provide independent assurance that they are made in accordance with government’s Principles of Public Appointments and Governance Code for public bodies.

3. What is corporate governance?

- 3.1 A trust board needs to be able to deliver entrepreneurial and effective leadership and prudent and effective oversight of the trust's operations, to ensure it is operating in the best interests of patients, service users and the public.
- 3.2 Corporate governance is the means by which boards lead and direct their organisations so that decision-making is effective, risk is managed and the right outcomes are delivered. In the NHS this means delivering high quality services in a caring and compassionate environment, while collaborating within ICSs to integrate care and complying with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources. Robust governance structures that support collaborative leadership and relationships with system partners and other stakeholders, and strong local accountability will help trusts maintain the trust and confidence of the people and communities they service. Good corporate governance is dynamic. Boards should be committed to improving governance on a continuing basis through evaluation and review.
- 3.3 Robust corporate and quality governance arrangements complement and reinforce one another. Quality governance is the combination of structures and processes at and below board level to lead on trust-wide quality performance, including (i) ensuring required standards are achieved and (ii) investigating and acting on sub-standard performance. Clinicians are at the frontline of ensuring patients receive quality care. However, the board of directors takes final and definitive responsibility for improvements, successful delivery and, equally, failures in the quality of care. Effective governance therefore requires boards to pay as much attention to quality of care and quality governance as they do to the financial health of their organisation. Boards also set the tone of their organisation by demonstrating shared values and behaviours, and recognising their organisation's role in an ICS and the wider NHS, and the risks and opportunities this may present for quality of care. Further guidance can be found in the [Well-led framework for leadership and governance developmental reviews](#).

4. What should trusts do to fulfil the code's requirements of good governance?

- 4.1 We seek to support good governance by offering sound guidance. We are keen that trusts have the flexibility to ensure their structures and processes work well now and in the future, while making sure they meet the code's overall requirements for good governance, which are designed with the interests of patients, service users and the public in mind.
- 4.2 Ultimately only directors can demonstrate and promote the board behaviour needed to guarantee good corporate governance in practice. Good governance requires continuing and determined effort and boards have opportunities within the framework of the code to decide themselves how they should act.

Comply or explain

- 4.3 The provisions of the code, as best practice advice, do not represent mandatory guidance and accordingly non-compliance is not in itself a breach of Condition FT4 of the NHS provider licence (also known as the governance condition; NHS England has deemed it appropriate that Condition FT4 applies to NHS trusts as well as NHS foundation trusts under its "shadow" licence regime). However, non-compliance may form part of a wider regulatory assessment on adherence to the provider licence.
- 4.4 Satisfactory engagement between the board of directors, the council of governors and members of foundation trusts, and patients, service users and the public is crucial to the effectiveness of trusts' corporate governance approach. Directors and, for foundation trusts, governors both have a responsibility for ensuring that 'comply or explain' remains an effective basis for this code.

Disclosure requirements

- 4.5 To meet the requirements of 'comply or explain' each trust must comply with each of the provisions of the code (which in some cases will require a statement or information in the annual report, or provision of information to the public or, for foundation trusts, governors or members) or, where appropriate, explain in each case why the trust has departed from the code.

- 4.6 We recognise that departure from the specific provisions of the code may be justified in particular circumstances. Reasons for non-compliance with the code should be explained, with the trust illustrating how its actual practices are consistent with the principle to which the particular provision relates. It should set out the background, provide a clear rationale and describe any mitigating actions it is taking to address any risks and maintain conformity with the relevant principle. Where deviation from a particular provision is intended to be limited in time, the trust should indicate when it expects to conform to the provision.
- 4.7 The form and content of this part of the statement are not prescribed, the intention being that trusts should have a free hand to explain their governance policies in the light of the principles, including any special circumstances applying to them which have led to a particular approach.
- 4.8 It is important to note that:
- Some provisions require a statement or information in the annual report. Where information would otherwise be duplicated, trusts need only provide a clear reference to the location of the information within their annual report.
 - Other provisions require a trust to make information publicly available or, for foundation trusts, to provide information to their governors or members.
 - The remaining provisions are those for which ‘comply or explain’ applies.
 - Schedule A of the code sets out which provisions fall into which category.

5. How does the code fit with other NHS England requirements?

- 5.1 Although compliance with the provisions in this code is on a ‘comply or explain’ basis, we have included and clearly identified in the code any relevant statutory requirements. In the first instance, boards, directors and, for foundation trusts, governors should ensure they are meeting the specific governance requirements set out in the [NHS provider licence](#).
- 5.2 The code sits alongside other NHS England reporting requirements which relate to governance but do not conflict or connect with the code. The code also includes references to other NHS England publications that focus on audit and internal control:

- NHS foundation trust annual reporting manual.³

5.3 For clarity, we have provided a detailed explanation of how the different requirements sit together and the purpose of each in Appendix C.

6. Further information

6.1 Trusts may also find it useful to consult other guidance and sources of best practice about governance of public bodies and the NHS. In particular, the following publications are likely to be useful when considered alongside the code:

- [Developmental reviews of leadership and governance using the well-led framework: guidance for NHS trusts and NHS foundation trusts](#)
- [Guidance on good governance and collaboration under the NHS provider licence](#)
- [Your statutory duties: A reference guide for NHS foundation trust governors](#)
- [Foundation trust councils of governors and system working and collaboration: An addendum to your statutory duties – A reference guide for NHS foundation trust governors](#)
- [Director-governor interaction in NHS foundation trusts: A best practice guide for boards of directors](#)
- [The Healthy NHS Board 2013 – Principles for good governance](#)
- [The seven principles of public life: covers the standards of behaviour in and principles of public](#)
- [Board governance essentials: a guide for chairs and boards of public bodies:](#) developed by CIPFA (the Chartered Institute of Public Finance Accountants), this guide gives advice on the roles of chairs and board members.

³ This is updated on a yearly basis and published on [our website](#).

Section A: Board leadership and purpose

1. Principles

- 1.1 Every trust should be led by an effective and diverse board that is innovative and flexible, and whose role it is to promote the long-term sustainability of the trust as part of the ICS and wider healthcare system in England, generating value for members in the case of foundation trusts, and for all trusts, patients, service users and the public.
- 1.2 The board of directors should establish the trust's vision, values and strategy, ensuring alignment with the ICP's integrated care strategy and ensuring decision-making complies with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources. The board of directors must satisfy itself that the trust's vision, values and culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.
- 1.3 The board of directors should give particular attention to the trust's role in reducing health inequalities in access, experience and outcomes.
- 1.4 The board of directors should ensure that the necessary resources are in place for the trust to meet its objectives, including the trust's contribution to the objectives set out in the five-year joint plan and annual capital plan agreed by the ICB and its partners, and measure performance against them. The board of directors should also establish a framework of prudent and effective controls that enable risk to be assessed and managed. For their part, all board members – and in particular non-executives whose time may be constrained – should ensure they collectively have sufficient time and resource to carry out their functions.
- 1.5 For the trust to meet its responsibilities to stakeholders, including patients, staff, the community and system partners, the board of directors should ensure effective engagement with them, and encourage collaborative working at all levels with system partners.
- 1.6 The board of directors should ensure that workforce policies and practices are consistent with the trust's values and support its long-term sustainability. The workforce should be able to raise any matters of concern. The board is

responsible for ensuring effective workforce planning aimed at delivering high quality of care.

2. Provisions

- 2.1 The board of directors should assess the basis on which the trust ensures its effectiveness, efficiency and economy, as well as the quality of its healthcare delivery over the long term, and contribution to the objectives of the ICP and ICB, and place-based partnerships. The board of directors should ensure the trust actively addresses opportunities to work with other providers to tackle shared challenges through entering into partnership arrangements such as provider collaboratives. The trust should describe in its annual report how opportunities and risks to future sustainability have been considered and addressed, and how its governance is contributing to the delivery of its strategy.
- 2.2 The board of directors should develop, embody and articulate a clear vision and values for the trust, with reference to the ICP's integrated care strategy and the trust's role within system and place-based partnerships, and provider collaboratives. This should be a formally agreed statement of the organisation's purpose and intended outcomes, and the behaviours used to achieve them. It can be used as a basis for the organisation's overall strategy, planning, collaboration with system partners and other decisions.
- 2.3 The board of directors should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the trust's vision, values and strategy, it should seek assurance that management has taken corrective action. The annual report should explain the board's activities and any action taken, and the trust's approach to investing in, rewarding and promoting the wellbeing of its workforce.
- 2.4 The board of directors should ensure that adequate systems and processes are maintained to measure and monitor the trust's effectiveness, efficiency and economy, the quality of its healthcare delivery, the success of its contribution to the delivery of the five-year joint plan for health services and annual capital plan agreed by the ICB and its partners,⁴ and that risk is managed effectively. The board should regularly review the trust's performance in these areas against

⁴ This may also include working to deliver the financial duties and objectives the trust is collectively responsible for with ICB partners, and improving quality and outcomes and reducing unwarranted variation and inequalities across the system.

regulatory and contractual obligations, and approved plans and objectives, including those agreed through place-based partnerships and provider collaboratives.

- 2.5 In line with principle 1.3 above, the board of directors should ensure that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and performance, ensuring performance reports are disaggregated by ethnicity and deprivation where relevant. Where appropriate and particularly in high risk or complex areas, the board of directors should commission independent advice, eg from the internal audit function, to provide an adequate and reliable level of assurance.
- 2.6 The board of directors should report on its approach to clinical governance and its plan for the improvement of clinical quality in the context of guidance set out by the Department of Health and Social Care (DHSC), NHS England and the Care Quality Commission (CQC). The board should record where in the structure of the organisation clinical governance matters are considered.
- 2.7 The chair and board should regularly engage with stakeholders, including patients, staff, the community and system partners, in a culturally competent way, to understand their views on governance and performance against the trust's vision. Committee chairs should engage with stakeholders on significant matters related to their areas of responsibility. The chair should ensure that the board of directors as a whole has a clear understanding of the views of all stakeholders including system partners. NHS foundation trusts must hold a members' meeting at least annually. Provisions regarding the role of the council of governors in stakeholder engagement are contained in Appendix B.
- 2.8 The board of directors should describe in the annual report how the interests of stakeholders, including system and place-based partners, have been considered in their discussions and decision-making, and set out the key partnerships for collaboration with other providers into which the trust has entered. The board of directors should keep engagement mechanisms under review so that they remain effective.
- 2.9 The workforce should have a means to raise concerns in confidence and – if they wish – anonymously. The board of directors should routinely review this and the reports arising from its operation. It should ensure that arrangements are in place

for the proportionate and independent investigation of such matters and for follow-up action.

2.10 The board of directors should take action to identify and manage conflicts of interest and ensure that the influence of third parties does not compromise or override independent judgement.⁵

2.11 Where directors have concerns about the operation of the board or the management of the trust that cannot be resolved, these should be recorded in the board minutes. If on resignation a non-executive director has any such concerns, they should provide a written statement to the chair, for circulation to the board.

⁵ Directors are required to declare any business interests, position of authority in a charity or voluntary body in the field of health and social care, and any connection with bodies contracting for NHS services. The trust must enter these into a register available to the public in line with [Managing conflicts of interest in the NHS: Guidance for staff and organisations](#). In addition, NHS foundation trust directors have a statutory duty to manage conflicts of interest. In the case of NHS trusts, certain individuals are disqualified from being directors on the basis of conflicting interests.

Section B: Division of responsibilities

1. Principles

- 1.1 The chair leads the board of directors and, for foundation trusts, the council of governors, and is responsible for its overall effectiveness in leading and directing the trust. They should demonstrate objective judgement throughout their tenure and promote a culture of honesty, openness, trust and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors and, for foundation trusts, governors receive accurate, timely and clear information.
- 1.2 Responsibilities should be clearly divided between the leadership of the board and the executive leadership of the trust's operations. No individual should have unfettered powers of decision.
- 1.3 Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge and strategic guidance, offer specialist advice and lead in holding the executive to account.
- 1.4 The board of directors should ensure that it has the policies, processes, information, time and resources it needs to function effectively, efficiently and economically.
- 1.5 The board is collectively responsible for the performance of the trust.
- 1.6 The board of directors as a whole is responsible for ensuring the quality and safety of the healthcare services, education, training and research delivered by the trust, and applying the principles and standards of clinical governance set out by DHSC, NHS England, the CQC and other relevant NHS bodies.
- 1.7 All members of the board of directors have joint responsibility for every board decision regardless of their individual skills or status. This does not impact on the particular responsibilities of the chief executive as the accounting officer.

2. Provisions

- 2.1 The chair is responsible for leading on setting the agenda for the board of directors and, for foundation trusts, the council of governors, and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.
- 2.2 The chair is also responsible for ensuring that directors and, for foundation trusts, governors receive accurate, timely and clear information that enables them to perform their duties effectively. A foundation trust chair should take steps to ensure that governors have the necessary skills and knowledge to undertake their role.
- 2.3 The chair should promote a culture of honesty, openness, trust and debate by facilitating the effective contribution of non-executive directors in particular, and ensuring a constructive relationship between executive and non-executive directors.
- 2.4 A foundation trust chair is responsible for ensuring that the board and council work together effectively.
- 2.5 The chair should be independent on appointment when assessed against the criteria set out in provision 2.6 below. The roles of chair and chief executive must not be exercised by the same individual. A chief executive should not become chair of the same trust. The board should identify a deputy or vice chair who could be the senior independent director. The chair should not sit on the audit committee. The chair of the audit committee, ideally, should not be the deputy or vice chair or senior independent director.
- 2.6 The board of directors should identify in the annual report each non-executive director it considers to be independent. Circumstances that are likely to impair, or could appear to impair, a non-executive director's independence include, but are not limited to, whether a director:
 - has been an employee of the trust within the last two years
 - has, or has had within the last two years, a material business relationship with the trust either directly or as a partner, material shareholder, director or senior employee of a body that has such a relationship with the trust

- has received or receives remuneration from the trust apart from a director's fee, participates in the trust's performance-related pay scheme or is a member of the trust's pension scheme
- has close family ties with any of the trust's advisers, directors or senior employees
- holds cross-directorships or has significant links with other directors through involvement with other companies or bodies
- has served on the trust board for more than six years from the date of their first appointment⁶
- is an appointed representative of the trust's university medical or dental school.

Where any of these or other relevant circumstances apply, and the board of directors nonetheless considers that the non-executive director is independent, it needs to be clearly explained why.

- 2.7 At least half the board of directors, excluding the chair, should be non-executive directors whom the board considers to be independent.
- 2.8 No individual should hold the positions of director and governor of any NHS foundation trust at the same time.
- 2.9 The value of ensuring that committee membership is refreshed and that no undue reliance is placed on particular individuals should be taken into account in deciding chairship and membership of committees. For foundation trusts, the council of governors should take into account the value of appointing a non-executive director with a clinical background to the board of directors, as well as the importance of appointing diverse non-executive directors with a range of skill sets, backgrounds and lived experience.
- 2.10 Only the committee chair and committee members are entitled to be present at nominations, audit or remuneration committee meetings, but others may attend by invitation of the particular committee.
- 2.11 In consultation with the council of governors, NHS foundation trust boards should appoint one of the independent non-executive directors to be the senior

⁶ But note 4.3 in Section C below, where chairs and NEDs can serve beyond six years subject to rigorous review and NHS England approval.

independent director: to provide a sounding board for the chair and serve as an intermediary for the other directors when necessary. Led by the senior independent director, the foundation trust non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary, and seek input from other key stakeholders. For NHS trusts the process is the same but the appraisal is overseen by NHS England as set out in the [Chair appraisal framework](#).

- 2.12 Non-executive directors have a prime role in appointing and removing executive directors. They should scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives. The chair should hold meetings with the non-executive directors without the executive directors present.
- 2.13 The responsibilities of the chair, chief executive, senior independent director if applicable, board and committees should be clear, set out in writing, agreed by the board of directors and publicly available. The annual report should give the number of times the board and its committees met, and individual director attendance.
- 2.14 When appointing a director, the board of directors should take into account other demands on their time. Prior to appointment, the individual should disclose their significant commitments with an indication of the time involved. They should not take on material additional external appointments without prior approval of the board of directors, with the reasons for permitting significant appointments explained in the annual report. Full-time executive directors should not take on more than one non-executive directorship of another trust or organisation of comparable size and complexity, and not the chairship of such an organisation.
- 2.15 All directors should have access to the advice of the company secretary, who is responsible for advising the board of directors on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board.
- 2.16 All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy. In particular, non-executive directors should scrutinise the performance of the executive management in meeting

agreed goals and objectives, request further information if necessary, and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.

2.17 The board of directors should meet sufficiently regularly to discharge its duties effectively. A schedule of matters should be reserved specifically for its decisions. For foundation trusts, this schedule should include a clear statement detailing the roles and responsibilities of the council of governors. This statement should also describe how any disagreements between the council of governors and the board of directors will be resolved. The annual report should include this schedule of matters or a summary statement of how the board of directors and the council of governors operate, including a summary of the types of decisions to be taken by the board, the council of governors, board committees and the types of decisions that are delegated to the executive management of the board of directors.

Section C: Composition, succession and evaluation

1. Principles

- 1.1 Appointments to the board of directors should follow a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management. Appointments should be made solely in the public interest, with decisions based on integrity, merit, openness and fairness. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, disability, and cognitive and personal strengths.⁷ In particular, the board should have published plans for how it and senior managers will in percentage terms at least match the overall black and minority composition of its overall workforce, or its local community, whichever is the higher.
- 1.2 The board of directors and its committees should have a diversity of skills, experience and knowledge. The board should be of sufficient size for the requirements of its duties, but should not be so large as to be unwieldy. Consideration should be given to the length of service of the board of directors as a whole and membership regularly refreshed.
- 1.3. Annual evaluation of the board of directors should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

2. Provisions for NHS foundation trusts board appointments

- 2.1 The nominations committee or committees of foundation trusts, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors. The nominations committee should give full consideration to succession planning, taking into account the future challenges,

⁷ For more information refer to the Equality Act 2010, The NHS' successive Equality Delivery Systems (EDS) and the NHS Workforce Race Equality Standard (WRES).

risks and opportunities facing the trust, and the skills and expertise required within the board of directors to meet them. Best practice is that the selection panel for a post should include at least one external assessor from NHS England and/or a representative from a relevant ICB, and the foundation trust should engage with NHS England to agree the approach.

- 2.2 There may be one or two nominations committees. If there are two, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chair). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and recommend changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge, experience and diversity on the board of directors and, in the light of this evaluation, describe the role and capabilities required for appointment of both executive and non-executive directors, including the chair.
- 2.3 The chair or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chair.
- 2.4 The governors should agree with the nominations committee a clear process for the nomination of a new chair and non-executive directors. Once suitable candidates have been identified, the nominations committee should make recommendations to the council of governors.
- 2.5 Open advertising and advice from NHS England's Non-Executive Talent and Appointments team is available for use by nominations committees to support the council of governors in the appointment of the chair and non-executive directors. If an external consultancy is engaged, it should be identified in the annual report alongside a statement about any other connection it has with the trust or individual directors.
- 2.6 Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should have governors and/or independent members in the majority. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chair or a deputy chair, are being discussed, governors and/or independent

members should be in the majority on the committee and also on the interview panel.

- 2.7 When considering the appointment of non-executive directors, the council of governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.
- 2.8 The annual report should describe the process followed by the council of governors to appoint the chair and non-executive directors. The main role and responsibilities of the nominations committee should be set out in publicly available written terms of reference.
- 2.9 Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The names of governors submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information.

Relevant statutory requirements

- 2.10 A requirement of the National Health Service Act 2006 as amended (the 2006 Act) is that the chair, the other non-executive directors and – except in the case of the appointment of a chief executive – the chief executive are responsible for deciding the appointment of executive directors. The nominations committee with responsibility for executive director nominations should identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the chair, the other non-executives directors and, except in the case of the appointment of a chief executive, the chief executive.
- 2.11 It is for the non-executive directors to appoint and remove the chief executive. The appointment of a chief executive requires the approval of the council of governors.
- 2.12 The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chair and other non-executive directors.

- 2.13 Non-executive directors, including the chair, should be appointed by the council of governors for the specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to removal of a director.
- 2.14 The terms and conditions of appointment of non-executive directors should be made available to the council of governors. The letter of appointment should set out the expected time commitment. Non-executive directors should undertake that they will have sufficient time to do what is expected of them. Their other significant commitments should be disclosed to the council of governors before appointment, with a broad indication of the time involved, and the council of governors should be informed of subsequent changes.

3. Provisions for NHS trust board appointments

- 3.1 NHS England is responsible for appointing chairs and other non-executive directors of NHS trusts. A committee consisting of the chair and non-executive directors is responsible for appointing the chief officer of the trust. A committee consisting of the chair, non-executive directors and the chief officer is responsible for appointing the other executive directors. NHS England has a key advisory role in ensuring the integrity, rigour and fairness of executive appointments at NHS trusts. The selection panel for the posts should include at least one external assessor from NHS England.

4. Board appointments: provisions applicable to both NHS foundation trusts and NHS trusts

- 4.1 Directors on the board of directors and, for foundation trusts, governors on the council of governors should meet the 'fit and proper' persons test described in the provider licence. For the purpose of the licence and application criteria, 'fit and proper' persons are defined as those having the qualifications, competence, skills, experience and ability to properly perform the functions of a director. They must also have no issues of serious misconduct or mismanagement, no disbarment in relation to safeguarding vulnerable groups and disqualification from office, be without certain recent criminal convictions and director disqualifications, and not bankrupt (undischarged). Trusts should also have a policy for ensuring compliance with the CQC's guidance [Regulation 5: Fit and proper persons: directors](#).

- 4.2 The board of directors should include in the annual report a description of each director's skills, expertise and experience. Alongside this, the board should make a clear statement about its own balance, completeness and appropriateness to the requirements of the trust. Both statements should also be available on the trust's website.
- 4.3 Chairs or NEDs should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHS England. A NED becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as chair.
- 4.4 Elected foundation trust governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The governor names submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information. Best practice is that governors do not serve more than three consecutive terms to ensure that they retain the objectivity and independence required to fulfil their roles.
- 4.5 There should be a formal and rigorous annual evaluation of the performance of the board of directors, its committees, the chair and individual directors. For NHS foundation trusts, the council of governors should take the lead on agreeing a process for the evaluation of the chair and non-executive directors. The governors should bear in mind that it may be desirable to use the senior independent director to lead the evaluation of the chair. NHS England leads the evaluation of the chair and non-executive directors of NHS trusts.
- 4.6 The chair should act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board of directors. Each director should engage with the process and take appropriate action where development needs are identified.

- 4.7 All trusts are strongly encouraged to carry out externally facilitated developmental reviews of their leadership and governance using the [Well-led framework](#) every three to five years, according to their circumstances. The external reviewer should be identified in the annual report and a statement made about any connection it has with the trust or individual directors or governors.
- 4.8 Led by the chair, foundation trust councils of governors should periodically assess their collective performance and regularly communicate to members and the public how they have discharged their responsibilities, including their impact and effectiveness on:
- holding the non-executive directors individually and collectively to account for the performance of the board of directors
 - communicating with their member constituencies and the public and transmitting their views to the board of directors
 - contributing to the development of the foundation trust's forward plans.

The council of governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice. Further information can be found in [Your statutory duties: a reference guide for NHS foundation trust governors](#) and an [Addendum to Your statutory duties – A reference guide for NHS foundation trust governors](#).

- 4.9 The council of governors should agree and adopt a clear policy and a fair process for the removal of any governor who consistently and unjustifiably fails to attend its meetings or has an actual or potential conflict of interest that prevents the proper exercise of their duties. This should be shared with governors.
- 4.10 In addition, it may be appropriate for the process to provide for removal from the council of governors if a governor or group of governors behaves or acts in a way that may be incompatible with the values and behaviours of the NHS foundation trust. NHS England's model core constitution suggests that a governor can be removed by a 75% voting majority; however, trusts are free to stipulate a lower threshold if considered appropriate. Where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties should be asked to consider the evidence and determine whether or not the proposed removal is reasonable. NHS England can only use its enforcement powers to require a trust to remove a governor in very limited

circumstances: where it has imposed an additional condition relating to governance in the trust's licence because the governance of the trust is such that the trust would otherwise fail to comply with its licence and the trust has breached or is breaching that additional condition. It is more likely that NHS England would have cause to require a trust to remove a director under its enforcement powers than a governor.

- 4.11 The board of directors should ensure it retains the necessary skills across its directors and works with the council of governors to ensure there is appropriate succession planning.
- 4.12 The remuneration committee should not agree to an executive member of the board leaving the employment of the trust except in accordance with the terms of their contract of employment, including but not limited to serving their full notice period and/or material reductions in their time commitment to the role, without the board first completing and approving a full risk assessment.
- 4.13 The annual report should describe the work of the nominations committee(s), including:
- the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline
 - how the board has been evaluated, the nature and extent of an external evaluator's contact with the board of directors, governors and individual directors, the outcomes and actions taken, and how these have or will influence board composition
 - the policy on diversity and inclusion, including in relation to disability, its objectives and linkage to trust strategy, how it has been implemented and progress on achieving the objectives
 - the ethnic diversity of the board and senior managers, with reference to indicator nine of the NHS Workforce Race Equality Standard and how far the board reflects the ethnic diversity of the trust's workforce and communities served
 - the gender balance of senior management and their direct reports.

5. Development, information and support

- 5.1 All directors and, for foundation trusts, governors should receive appropriate induction on joining the board of directors or the council of governors, and should regularly update and refresh their skills and knowledge. Both directors and, for foundation trusts, governors should make every effort to participate in training that is offered.
- 5.2 The chair should ensure that directors and, for foundation trusts, governors continually update their skills, knowledge and familiarity with the trust and its obligations for them to fulfil their role on the board, the council of governors and committees. Directors should also be familiar with the integrated care system(s) that commission material levels of services from the trust. The trust should provide the necessary resources for its directors and, for foundation trusts, governors to develop and update their skills, knowledge and capabilities. Where directors or, for foundation trusts, governors are involved in recruitment, they should receive appropriate training, including on equality, diversity and inclusion, and unconscious bias.
- 5.3 To function effectively, all directors need appropriate knowledge of the trust and access to its operations and staff. Directors and governors also need to be appropriately briefed on values and all policies and procedures adopted by the trust.
- 5.4 The chair should ensure that new directors and, for foundation trusts, governors receive a full and tailored induction on joining the board or the council of governors. As part of this, directors should seek opportunities to engage with stakeholders, including patients, clinicians and other staff, and system partners. Directors should also have access at the trust's expense to training courses and/or materials that are consistent with their individual and collective development programme.
- 5.5 The chair should regularly review and agree with each director their training and development needs as they relate to their role on the board.
- 5.6 A foundation trust board has a duty to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately.

- 5.7 The board of directors and, for foundation trusts, the council of governors should be given relevant information in a timely manner, form and quality that enables them to discharge their respective duties. Foundation trust governors should be provided with information on ICS plans, decisions and delivery that directly affect the organisation and its patients. Statutory requirements on the provision of information from the foundation trust board of directors to the council of governors are provided in [Your statutory duties: a reference guide for NHS foundation trust governors](#).
- 5.8 The chair is responsible for ensuring that directors and governors receive accurate, timely and clear information. Management has an obligation to provide such information but directors and, for foundation trusts, governors should seek clarification or detail where necessary.
- 5.9 The chair's responsibilities include ensuring good information flows across the board and, for foundation trusts, across the council of governors and their committees; between directors and governors; and for all trusts, between senior management and non-executive directors; as well as facilitating appropriate induction and assisting with professional development as required.
- 5.10 The board of directors and, for foundation trusts, the council of governors should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make. The board of directors and, for foundation trusts, the council of governors should agree their respective information needs with the executive directors through the chair. The information for boards should be concise, objective, accurate and timely, and complex issues should be clearly explained. The board of directors should have complete access to any information about the trust that it deems necessary to discharge its duties, as well as access to senior management and other employees.
- 5.11 The board of directors and in particular non-executive directors may reasonably wish to challenge assurances received from the executive management. They do not need to appoint a relevant adviser for each and every subject area that comes before the board of directors, but should ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis. When complex or high-risk issues arise, the first course of action should normally be to encourage further and deeper analysis within the trust in a

timely manner. On occasion, non-executives may reasonably decide that external assurance is appropriate.

- 5.12 The board should ensure that directors, especially non-executive directors, have access to the independent professional advice, at the trust's expense, where they judge it necessary to discharge their responsibilities as directors. The decision to appoint an external adviser should be the collective decision of the majority of non-executive directors. The availability of independent external sources of advice should be made clear at the time of appointment.
- 5.13 Committees should be provided with sufficient resources to undertake their duties. The board of directors of foundation trusts should also ensure that the council of governors is provided with sufficient resources to undertake its duties with such arrangements agreed in advance.
- 5.14 Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to appropriately challenge board recommendations, in particular by making full use of their skills and experience gained both as a director of the trust and in other leadership roles. They should expect and apply similar standards of care and quality in their role as a non-executive director of a trust as they would in other similar roles.
- 5.15 Foundation trust governors should canvass the opinion of the trust's members and the public, and for appointed governors the body they represent, on the NHS foundation trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied.
- 5.16 Where appropriate, the board of directors should in a timely manner take account of the views of the council of governors on the forward plan, and then inform the council of governors which of their views have been incorporated in the NHS foundation trust's plans, and explain the reasons for any not being included.

Relevant statutory requirements

- 5.16 The board of directors must have regard to the council of governors' views on the NHS foundation trust's forward plan.

Insurance cover

5.17 NHS Resolution's [Liabilities to Third Parties Scheme](#) includes liability cover for trusts' directors and officers. Assuming foundation trust governors have acted in good faith and in accordance with their duties, and proper process has been followed, the potential for liability for the council should be negligible. While there is no legal requirement for trusts to provide an indemnity or insurance for governors to cover their service on the council of governors, where an indemnity or insurance policy is given, this can be detailed in the trust's constitution.

Section D: Audit, risk and internal control

1. Principles

- 1.1 The board of directors should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions, and satisfy itself on the integrity of financial and narrative statements.
- 1.2 The board of directors should present a fair, balanced and understandable assessment of the trust's position and prospects.
- 1.3 The board of directors should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the trust is willing to take to achieve its long-term strategic objectives.
- 1.4 Organisations should also refer to [Audit and assurance: a guide to governance for providers and commissioners](#).

2. Provisions

- 2.1 The board of directors should establish an audit committee of independent non-executive directors, with a minimum membership of three or two in the case of smaller trusts. The chair of the board of directors should not be a member and the vice chair or senior independent director should not chair the audit committee. The board of directors should satisfy itself that at least one member has recent and relevant financial experience. The committee as a whole should have competence relevant to the sector in which the trust operates.
- 2.2 The main roles and responsibilities of the audit committee should include:
 - monitoring the integrity of the financial statements of the trust and any formal announcements relating to the trust's financial performance, and reviewing significant financial reporting judgements contained in them
 - providing advice (where requested by the board of directors) on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust's position and performance, business model and strategy

- reviewing the trust's internal financial controls and internal control and risk management systems, unless expressly addressed by a separate board risk committee composed of independent non-executive directors or by the board itself
- monitoring and reviewing the effectiveness of the trust's internal audit function or, where there is not one, considering annually whether there is a need for one and making a recommendation to the board of directors
- reviewing and monitoring the external auditor's independence and objectivity
- reviewing the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements
- reporting to the board of directors on how it has discharged its responsibilities.

2.3 A trust should change its external audit firm at least every 20 years. Legislation requires an NHS trust to newly appoint its external auditor at least every five years. An NHS foundation trust should re-tender its external audit at least every 10 years and in most cases more frequently than this. These timeframes are not affected by an NHS trust becoming a foundation trust.

2.4 The annual report should include:

- the significant issues relating to the financial statements that the audit committee considered, and how these issues were addressed
- an explanation of how the audit committee (and/or auditor panel for an NHS trust) has assessed the independence and effectiveness of the external audit process and its approach to the appointment or reappointment of the external auditor; length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans
- an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services.

2.5 Legislation requires an NHS trust to have a policy on its purchase of non-audit services from its external auditor. An NHS foundation trust's audit committee should develop and implement a policy on the engagement of the external auditor to supply non-audit services. The council of governors is responsible for appointing external governors.

- 2.6 The directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust's performance, business model and strategy.
- 2.7 The board of directors should carry out a robust assessment of the trust's emerging and principal risks. The relevant reporting manuals will prescribe associated disclosure requirements for the annual report.
- 2.8 The board of directors should monitor the trust's risk management and internal control systems and, at least annually, review their effectiveness and report on that review in the annual report. The monitoring and review should cover all material controls, including financial, operational and compliance controls. The board should report on internal control through the annual governance statement in the annual report.
- 2.9 In the annual accounts, the board of directors should state whether it considered it appropriate to adopt the going concern basis of accounting when preparing them and identify any material uncertainties regarding going concern. Trusts should refer to the DHSC group accounting manual and [NHS foundation trust annual reporting manual](#), which explain that this assessment should be based on whether a trust anticipates it will continue to provide its services in the public sector. As a result, material uncertainties over a going concern are expected to be rare.

Section E: Remuneration

1. Principles

- 1.1 Levels of remuneration should be sufficient to attract, retain and motivate directors of quality, with the skills and experience required to lead the trust successfully, and collaborate effectively with system partners. Trusts should avoid paying more than is necessary for this purpose and should consider all relevant and current directions relating to contractual benefits such as pay and redundancy entitlements. Trusts should follow NHS England's [Guidance on pay for very senior managers in NHS trusts and foundation trusts](#) and NHS trusts should also follow [Guidance on senior appointments in NHS trusts](#).
- 1.2 Any performance-related elements of executive directors' remuneration should be transparent, stretching and designed to promote the long-term sustainability of the NHS foundation trust. They should also take as a baseline for performance any required competencies specified in the job description for the post.
- 1.3 The remuneration committee should decide if a proportion of executive directors' remuneration should be linked to corporate and individual performance. The remuneration committee should judge where to position its NHS foundation trust relative to other NHS foundation trusts and comparable organisations. Such comparisons should be used with caution to avoid any risk of an increase in remuneration despite no corresponding improvement in performance.
- 1.4 The remuneration committee should also be sensitive to pay and employment conditions elsewhere in the NHS, especially when determining annual salary increases.
- 1.5 There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding their own remuneration.

- 1.6 The remuneration committee should take care to recognise and manage conflicts of interest when receiving views from executive directors or senior management, or consulting the chief executive about its proposals.⁸
- 1.7 The remuneration committee should also be responsible for appointing any independent consultants in respect of executive director remuneration.
- 1.8 Where executive directors or senior management are involved in advising or supporting the remuneration committee, care should be taken to recognise and avoid conflicts of interest.
- 1.9 NHS trusts should wait for notification and instruction from NHS England before implementing any cost of living increases.

2. Provisions

- 2.1 Any performance-related elements of executive directors' remuneration should be designed to align their interests with those of patients, service users and taxpayers and to give these directors keen incentives to perform at the highest levels. In designing schemes of performance-related remuneration, the remuneration committee should consider the following provisions.
 - Whether the directors should be eligible for annual bonuses in line with local procedures. If so, performance conditions should be relevant, stretching and designed to match the long-term interests of the public and patients.
 - Payouts or grants under all incentive schemes should be subject to challenging performance criteria reflecting the objectives of the trust. Consideration should be given to criteria that reflect the performance of the trust against some key indicators and relative to a group of comparator trusts, and the taking of independent and expert advice where appropriate.
 - Performance criteria and any upper limits for annual bonuses and incentive schemes should be set and disclosed, and must be limited to the lower of £17,500 or 10% of basic salary.
 - For NHS foundation trusts, non-executive terms and conditions are set by the trust's council of governors.

⁸ For further information on conflicts of interest see [Managing conflicts of interest in the NHS: Guidance for staff and organisations](#).

- The remuneration committee should consider the pension consequences and associated costs to the trust of basic salary increases and any other changes in pensionable remuneration, especially for directors close to retirement.
- 2.2 Levels of remuneration for the chair and other non-executive directors should reflect the [Chair and non-executive director remuneration structure](#).
 - 2.3 Where a trust releases an executive director, eg to serve as a non-executive director elsewhere, the remuneration disclosures in the annual report should include a statement as to whether or not the director will retain such earnings.
 - 2.4 The remuneration committee should carefully consider what compensation commitments (including pension contributions and all other elements) their directors' terms of appointments would give rise to in the event of early termination. The aim should be to avoid rewarding poor performance. Contracts should allow for compensation to be reduced to reflect a departing director's obligation to mitigate loss. Appropriate claw-back provisions should be considered where a director returns to the NHS within the period of any putative notice.
 - 2.5 Trusts should discuss any director-level severance payment, whether contractual or non-contractual, with their NHS England regional director at the earliest opportunity.⁹
 - 2.6 The board of directors should establish a remuneration committee of independent non-executive directors, with a minimum membership of three. The remuneration committee should make its terms of reference available, explaining its role and the authority delegated to it by the board of directors. The board member with responsibility for HR should sit as an advisor on the remuneration committee. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the trust.
 - 2.7 The remuneration committee should have delegated responsibility for setting remuneration for all executive directors, including pension rights and any compensation payments. The committee should also recommend and monitor the level and structure of remuneration for senior management. The board

⁹ Severance payment includes any payment whether included in a settlement agreement or not, redundancy payment, a secondment arrangement, pay in lieu of notice, garden leave and pension enhancements.

should define senior management for this purpose and this should normally include the first layer of management below board level.

Relevant statutory requirements

- 2.8 The council of governors is responsible for setting the remuneration of a foundation trust's non-executive directors and the chair.

Schedule A: Disclosure of corporate governance arrangements

Trusts are required to provide a specific set of disclosures to meet the requirement of the Code of Governance. These should be submitted as part of the annual report (as set out for foundation trusts in the [NHS foundation trust annual reporting manual](#) and for NHS trusts in DHSC group accounting manual.

The provisions listed below require a supporting explanation in a trust’s annual report, even in the case that the trust is compliant with the provision. Where the information is already in the annual report, a reference to its location is sufficient to avoid unnecessary duplication.

Provision	Requirement
Section A, 2.1	The board of directors should assess the basis on which the trust ensures its effectiveness, efficiency and economy, as well as the quality of its healthcare delivery over the long term, and contribution to the objectives of the ICP and ICB, and place-based partnerships. The board of directors should ensure the trust actively addresses opportunities to work with other providers to tackle shared challenges through entering into partnership arrangements such as provider collaboratives. The trust should describe in its annual report how opportunities and risks to future sustainability have been considered and addressed, and how its governance is contributing to the delivery of its strategy.
Section A, 2.3	The board of directors should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the trust’s vision, values and strategy, it should seek assurance that management has taken corrective action. The annual report should explain the board’s activities and any action taken, and the trust’s approach to investing in, rewarding and promoting the wellbeing of its workforce.
Section A, 2.8	The board of directors should describe in the annual report how the interests of stakeholders, including system and place-based

Provision	Requirement
	<p>partners, have been considered in their discussions and decision-making, and set out the key partnerships for collaboration with other providers into which the trust has entered. The board of directors should keep engagement mechanisms under review so that they remain effective. The board should set out how the organisation's governance processes oversee its collaboration with other organisations and any associated risk management arrangements.</p>
<p>Section B, 2.6</p>	<p>The board of directors should identify in the annual report each non-executive director it considers to be independent. Circumstances which are likely to impair, or could appear to impair, a non-executive director's independence include, but are not limited to, whether a director:</p> <ul style="list-style-type: none"> • has been an employee of the trust within the last two years • has, or has had within the last two years, a material business relationship with the trust either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the trust • has received or receives remuneration from the trust apart from a director's fee, participates in the trust's performance-related pay scheme or is a member of the trust's pension scheme • has close family ties with any of the trust's advisers, directors or senior employees • holds cross-directorships or has significant links with other directors through involvement with other companies or bodies • has served on the trust board for more than six years from the date of their first appointment • is an appointed representative of the trust's university medical or dental school.

Provision	Requirement
	Where any of these or other relevant circumstances apply, and the board of directors nonetheless considers that the non-executive director is independent, it needs to be clearly explained why.
Section B, 2.13	The annual report should give the number of times the board and its committees met, and individual director attendance.
Section B, 2.19 (NHS foundation trusts only)	For foundation trusts, this schedule should include a clear statement detailing the roles and responsibilities of the council of governors. This statement should also describe how any disagreements between the council of governors and the board of directors will be resolved. The annual report should include this schedule of matters or a summary statement of how the board of directors and the council of governors operate, including a summary of the types of decisions to be taken by the board, the council of governors, board committees and the types of decisions which are delegated to the executive management of the board of directors.
Section C, 2.5 (NHS foundation trusts only)	If an external consultancy is engaged, it should be identified in the annual report alongside a statement about any other connection it has with the trust or individual directors.
Section C, 2.8 (NHS foundation trusts only)	The annual report should describe the process followed by the council of governors to appoint the chair and non-executive directors. The main role and responsibilities of the nominations committee should be set out in publicly available written terms of reference.
Section C, 4.2	The board of directors should include in the annual report a description of each director's skills, expertise and experience.
Section C, 4.7	All trusts are strongly encouraged to carry out externally facilitated developmental reviews of their leadership and governance using the Well-led framework every three to five years, according to their circumstances. The external reviewer should be identified in the

Provision	Requirement
	annual report and a statement made about any connection it has with the trust or individual directors.
Section C, 4.13	<p>The annual report should describe the work of the nominations committee(s), including:</p> <ul style="list-style-type: none"> • the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline • how the board has been evaluated, the nature and extent of an external evaluator’s contact with the board of directors and individual directors, the outcomes and actions taken, and how these have or will influence board composition • the policy on diversity and inclusion including in relation to disability, its objectives and linkage to trust vision, how it has been implemented and progress on achieving the objectives • the ethnic diversity of the board and senior managers, with reference to indicator nine of the NHS Workforce Race Equality Standard and how far the board reflects the ethnic diversity of the trust’s workforce and communities served • the gender balance of senior management and their direct reports.
Section C, 5.15 (NHS foundation trusts only)	Foundation trust governors should canvass the opinion of the trust’s members and the public, and for appointed governors the body they represent, on the NHS foundation trust’s forward plan, including its objectives, priorities and strategy, and their views should be communicated to the board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied.
Section D, 2.4	<p>The annual report should include:</p> <ul style="list-style-type: none"> • the significant issues relating to the financial statements that the audit committee considered, and how these issues were addressed

Provision	Requirement
	<ul style="list-style-type: none"> • an explanation of how the audit committee (and/or auditor panel for an NHS trust) has assessed the independence and effectiveness of the external audit process and its approach to the appointment or reappointment of the external auditor; length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans • where there is no internal audit function, an explanation for the absence, how internal assurance is achieved and how this affects the external audit • an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services.
Section D, 2.6	The directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust's performance, business model and strategy.
Section D, 2.7	The board of directors should carry out a robust assessment of the trust's emerging and principal risks. The relevant reporting manuals will prescribe associated disclosure requirements for the annual report.
Section D, 2.8	The board of directors should monitor the trust's risk management and internal control systems and, at least annually, review their effectiveness and report on that review in the annual report. The monitoring and review should cover all material controls, including financial, operational and compliance controls. The board should report on internal control through the annual governance statement in the annual report.
Section D, 2.9	In the annual accounts, the board of directors should state whether it considered it appropriate to adopt the going concern basis of accounting when preparing them and identify any material

Provision	Requirement
	uncertainties regarding going concern. Trusts should refer to the <i>DHSC group accounting manual</i> and <i>NHS foundation trust annual reporting manual</i> which explain that this assessment should be based on whether a trust anticipates it will continue to provide its services in the public sector. As a result, material uncertainties over going concern are expected to be rare.
Section E, 2.3	Where a trust releases an executive director, eg to serve as a non-executive director elsewhere, the remuneration disclosures in the annual report should include a statement as to whether or not the director will retain such earnings.

For the provisions listed below, **the basic ‘comply or explain’ requirement applies**. The disclosure in the annual report should therefore contain an explanation in each case where the trust has departed from the code, explaining the reasons for the departure and how the alternative arrangements continue to reflect the principles of the code. Trusts are welcome but not required to provide a simple statement of compliance with each individual provision. This may be useful in ensuring the disclosure is comprehensive and may help to ensure that each provision has been considered in turn. In providing an explanation for any variation from the code, the trust should aim to illustrate how its actual practices are consistent with the principles to which the particular provision relates. It should set out the background, provide a clear rationale, and describe any mitigating actions it is taking to address any risks and maintain conformity with the relevant principle. Where deviation from a particular provision is intended to be limited in time, the explanation should indicate when the trust expects to conform to the provision.

Provision	Requirement
Section A, 2.2	The board of directors should develop, embody and articulate a clear vision and values for the trust, with reference to the ICP’s integrated care strategy and the trust’s role within system and place-based partnerships, and provider collaboratives. This should be a formally agreed statement of the organisation’s purpose and

Provision	Requirement
	intended outcomes and the behaviours used to achieve them. It can be used as a basis for the organisation's overall strategy, planning, collaboration with system partners, and other decisions.
Section A, 2.4	The board of directors should ensure that adequate systems and processes are maintained to measure and monitor the trust's effectiveness, efficiency and economy, the quality of its healthcare delivery, the success of its contribution to the delivery of the five-year joint plan for health services and annual capital plan agreed by the ICB and its partners, and to ensure that risk is managed effectively. The board should regularly review the trust's performance in these areas against regulatory and contractual obligations, and approved plans and objectives, including those agreed through place-based partnerships and provider collaboratives.
Section A, 2.5	The board of directors should ensure that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and performance. Where appropriate and particularly in high risk or complex areas, the board of directors should commission independent advice, eg from the internal audit function, to provide an adequate and reliable level of assurance.
Section A, 2.6	The board of directors should report on its approach to clinical governance and its plan for the improvement of clinical quality in the context of guidance set out by the Department of Health and Social Care (DHSC), NHS England and the Care Quality Commission (CQC). The board should record where in the structure of the organisation clinical governance matters are considered.
Section A, 2.7	The chair should regularly engage with stakeholders including patients, staff, the community and system partners, in a culturally competent way, to understand their views on governance and performance against the trust's vision. Committee chairs should engage with stakeholders on significant matters related to their

Provision	Requirement
	<p>areas of responsibility. The chair should ensure that the board of directors as a whole has a clear understanding of the views of the stakeholders including system partners. NHS foundation trusts must hold a members' meeting at least annually. Provisions regarding the role of the council of governors in stakeholder engagement are contained in Appendix B.</p>
Section A, 2.9	<p>The workforce should have a means to raise concerns in confidence and – if they wish – anonymously. The board of directors should routinely review this and the reports arising from its operation. It should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.</p>
Section A, 2.10	<p>The board of directors should take action to identify and manage conflicts of interest and ensure that the influence of third parties does not compromise or override independent judgement.</p>
Section A, 2.11	<p>Where directors have concerns about the operation of the board or the management of the trust that cannot be resolved, these should be recorded in the board minutes. If on resignation a non-executive director has any such concerns, they should provide a written statement to the chair, for circulation to the board.</p>
Section B, 2.1	<p>The chair is responsible for leading on setting the agenda for the board of directors and, for foundation trusts, the council of governors, and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.</p>
Section B, 2.2	<p>The chair is also responsible for ensuring that directors and, for foundation trusts, governors receive accurate, timely and clear information that enables them to perform their duties effectively. A foundation trust chair should take steps to ensure that governors have the necessary skills and knowledge to undertake their role.</p>
Section B, 2.3	<p>The chair should promote a culture of honesty, openness, trust and debate by facilitating the effective contribution of non-executive</p>

Provision	Requirement
	directors in particular, and ensuring a constructive relationship between executive and non-executive directors.
Section B, 2.4 (NHS foundation trusts only)	A foundation trust chair is responsible for ensuring that the board and council work together effectively.
Section B, 2.5	The chair should be independent on appointment when assessed against the criteria set out in Section B, provision 2.6. The roles of chair and chief executive must not be exercised by the same individual. A chief executive should not become chair of the same trust. The board should identify a deputy or vice chair who could be the senior independent director. The chair should not sit on the audit committee. The chair of the audit committee, ideally, should not be the deputy or vice chair or senior independent director.
Section B, 2.7	At least half the board of directors, excluding the chair, should be non-executive directors whom the board considers to be independent.
Section B, 2.8	No individual should hold the positions of director and governor of any NHS foundation trust at the same time.
Section B, 2.9	The value of ensuring that committee membership is refreshed and that no undue reliance is placed on particular individuals should be taken into account in deciding chairship and membership of committees. For foundation trusts, the council of governors should take into account the value of appointing a non-executive director with a clinical background to the board of directors, as well as the importance of appointing diverse non-executive directors with a range of skill sets, backgrounds and lived experience.

Provision	Requirement
Section B, 2.10	Only the committee chair and members are entitled to be present at nominations, audit or remuneration committee meetings, but others may attend by invitation of the particular committee.
Section B, 2.11	In consultation with the council of governors, NHS foundation trust boards should appoint one of the independent non-executive directors to be the senior independent director: to provide a sounding board for the chair and serve as an intermediary for the other directors when necessary. Led by the senior independent director, the foundation trust non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary, and seek input from other key stakeholders. For NHS trusts the process is the same but the appraisal is overseen by NHS England as set out in the chair appraisal framework.
Section B, 2.12	Non-executive directors have a prime role in appointing and removing executive directors. They should scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives. The chair should hold meetings with the non-executive directors without the executive directors present.
Section B, 2.14	When appointing a director, the board of directors should take into account other demands on their time. Prior to appointment, the individual should disclose their significant commitments with an indication of the time involved. They should not take on additional external appointments without prior approval of the board of directors, with the reasons for permitting significant appointments explained in the annual report. Full-time executive directors should not take on more than one non-executive directorship of another trust or organisation of comparable size and complexity, and not the chairship of such an organisation.

Provision	Requirement
Section B, 2.15	All directors should have access to the advice of the company secretary, who is responsible for advising the board of directors on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board.
Section B, 2.16	The board of directors as a whole is responsible for ensuring the quality and safety of the healthcare services, education, training and research delivered by the trust and applying the principles and standards of clinical governance set out by DHSC, NHS England, the CQC and other relevant NHS bodies.
Section B, 2.17	All members of the board of directors have joint responsibility for every board decision regardless of their individual skills or status. This does not impact on the particular responsibilities of the chief executive as the accounting officer.
Section B, 2.18	All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy. In particular, non-executive directors should scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.
Section B, 2.19	The board of directors should meet sufficiently regularly to discharge its duties effectively. A schedule of matters should be reserved specifically for its decisions.
Section C, 2.1 (NHS foundation trusts only)	The nominations committee or committees of foundation trusts, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors. The nominations committee should give full consideration to succession planning, taking into account the future challenges, risks and

Provision	Requirement
	opportunities facing the trust and the skills and expertise required within the board of directors to meet them. Best practice is that the selection panel for a post should include at least one external assessor from NHS England and/or a representative from the ICB, and the foundation trust should engage with NHS England to agree the approach.
Section C, 2.2 (NHS foundation trusts only)	There may be one or two nominations committees. If there are two committees, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chair). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and recommend changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge, experience and diversity on the board of directors and, in the light of this evaluation, describe the role and capabilities required for appointment of both executive and non-executive directors, including the chair.
Section C, 2.3 (NHS foundation trusts only)	The chair or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chair.
Section C, 2.4 (NHS foundation trusts only)	The governors should agree with the nominations committee a clear process for the nomination of a new chair and non-executive directors. Once suitable candidates have been identified, the nominations committee should make recommendations to the council of governors.
Section C, 2.5 (NHS foundation trusts only)	Open advertising and advice from NHS England's Non-Executive Talent and Appointments team should generally be used for the appointment of the chair and non-executive directors.

Provision	Requirement
Section C, 2.6 (NHS foundation trusts only)	Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should have governors and/or independent members in the majority. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chair or a deputy chair, are being discussed, governors and/or independent members should be in the majority on the committee and also on the interview panel.
Section C, 2.7 (NHS foundation trusts only)	When considering the appointment of non-executive directors, the council of governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.
Section C, 3.1 (NHS trusts only)	NHS England is responsible for appointing chairs and other non-executive directors of NHS trusts. A committee consisting of the chair and non-executive directors is responsible for appointing the chief officer of the trust. A committee consisting of the chair, non-executive directors and the chief officer is responsible for appointing the other executive directors. NHS England has a key advisory role in ensuring the integrity, rigour and fairness of executive appointments at NHS trusts. The selection panel for the posts should include at least one external assessor from NHS England.
Section C, 4.1	Directors on the board of directors and, for foundation trusts, governors on the council of governors should meet the 'fit and proper' persons test described in the provider licence. For the purpose of the licence and application criteria, 'fit and proper' persons are defined as those having the qualifications, competence, skills, experience and ability to properly perform the functions of a director. They must also have no issues of serious misconduct or mismanagement, no disbarment in relation to safeguarding vulnerable groups and disqualification from office, be without certain recent criminal convictions and director disqualifications, and not bankrupt (undischarged). Trusts should also have a policy for

Provision	Requirement
	ensuring compliance with the CQC's guidance Regulation 5: Fit and proper persons: directors.
Section C, 4.3	The chair should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment the chair was an existing non-executive director. The need for extension should be clearly explained and should have been agreed with NHS England.
Section C, 4.4 (NHS foundation trusts only)	Elected foundation trust governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The governor names submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information. Best practice is that governors do not serve more than three consecutive terms to ensure that they retain the objectivity and independence required to fulfil their roles.
Section C, 4.5	There should be a formal and rigorous annual evaluation of the performance of the board of directors, its committees, the chair and individual directors. For NHS foundation trusts, the council of governors should take the lead on agreeing a process for the evaluation of the chair and non-executive directors. The governors should bear in mind that it may be desirable to use the senior independent director to lead the evaluation of the chair. NHS England leads the evaluation of the chair and non-executive directors of NHS trusts. NHS foundation trusts and NHS trusts should make use of NHS Leadership Competency Framework for board level leaders.

Provision	Requirement
Section C, 4.6	The chair should act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board of directors. Each director should engage with the process and take appropriate action where development needs are identified.
Section C, 4.8 (NHS foundation trusts only)	<p>Led by the chair, foundation trust councils of governors should periodically assess their collective performance and regularly communicate to members and the public how they have discharged their responsibilities, including their impact and effectiveness on:</p> <ul style="list-style-type: none"> • holding the non-executive directors individually and collectively to account for the performance of the board of directors • communicating with their member constituencies and the public and transmitting their views to the board of directors • contributing to the development of the foundation trust's forward plans. <p>The council of governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice. Further information can be found in Your statutory duties: a reference guide for NHS foundation trust governors and an Addendum to Your statutory duties – A reference guide for NHS foundation trust governors.</p>
Section C, 4.10 (NHS foundation trusts only)	In addition, it may be appropriate for the process to provide for removal from the council of governors if a governor or group of governors behaves or acts in a way that may be incompatible with the values and behaviours of the NHS foundation trust. NHS England's model core constitution suggests that a governor can be removed by a 75% voting majority; however, trusts are free to stipulate a lower threshold if considered appropriate. Where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties should be asked to consider the evidence and determine whether or not the proposed removal is reasonable. NHS England can only use its

Provision	Requirement
	<p>enforcement powers to require a trust to remove a governor in very limited circumstances: where they have imposed an additional condition relating to governance in the trust’s licence because the governance of the trust is such that the trust would otherwise fail to comply with its licence and the trust has breached or is breaching that additional condition. It is more likely that NHS England would have cause to require a trust to remove a director under its enforcement powers than a governor.</p>
<p>Section C, 4.11</p>	<p>The board of directors should ensure it retains the necessary skills across its directors and works with the council of governors to ensure there is appropriate succession planning.</p>
<p>Section C, 4.12</p>	<p>The remuneration committee should not agree to an executive member of the board leaving the employment of the trust except in accordance with the terms of their contract of employment, including but not limited to serving their full notice period and/or material reductions in their time commitment to the role, without the board first completing and approving a full risk assessment.</p>
<p>Section C, 5.1</p>	<p>All directors and, for foundation trusts, governors should receive appropriate induction on joining the board of directors or the council of governors and should regularly update and refresh their skills and knowledge. Both directors and, for foundation trusts, governors should make every effort to participate in training that is offered.</p>
<p>Section C, 5.2</p>	<p>The chair should ensure that directors and, for foundation trusts, governors continually update their skills, knowledge and familiarity with the trust and its obligations for them to fulfil their role on the board, the council of governors and committees. The trust should provide the necessary resources for its directors and, for foundation trusts, governors to develop and update their skills, knowledge and capabilities. Where directors or, for foundation trusts, governors are involved in recruitment, they should receive appropriate training</p>

Provision	Requirement
	including on equality diversity and inclusion, including unconscious bias.
Section C, 5.3	To function effectively, all directors need appropriate knowledge of the trust and access to its operations and staff. Directors and governors also need to be appropriately briefed on values and all policies and procedures adopted by the trust.
Section C, 5.4	The chair should ensure that new directors and, for foundation trusts, governors receive a full and tailored induction on joining the board or the council of governors. As part of this, directors should seek opportunities to engage with stakeholders, including patients, clinicians and other staff, and system partners. Directors should also have access at the trust's expense to training courses and/or materials that are consistent with their individual and collective development programme.
Section C, 5.5	The chair should regularly review and agree with each director their training and development needs as they relate to their role on the board.
Section C, 5.6 (NHS foundation trusts only)	A foundation trust board has a duty to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately.
Section C, 5.8	The chair is responsible for ensuring that directors and governors receive accurate, timely and clear information. Management has an obligation to provide such information but directors and, for foundation trusts, governors should seek clarification or detail where necessary.
Section C, 5.9	The chair's responsibilities include ensuring good information flows across the board and, for foundation trusts, across the council of governors and their committees; between directors and governors; and for all trusts, between senior management and non-executive

Provision	Requirement
	directors; as well as facilitating appropriate induction and assisting with professional development as required.
Section C, 5.10	The board of directors and, for foundation trusts, the council of governors should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make. The board of directors and, for foundation trusts, the council of governors should agree their respective information needs with the executive directors through the chair. The information for boards should be concise, objective, accurate and timely, and complex issues should be clearly explained. The board of directors should have complete access to any information about the trust that it deems necessary to discharge its duties, as well as access to senior management and other employees.
Section C, 5.11	The board of directors and in particular non-executive directors may reasonably wish to challenge assurances received from the executive management. They do not need to appoint a relevant adviser for each and every subject area that comes before the board of directors, but should ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis. When complex or high-risk issues arise, the first course of action should normally be to encourage further and deeper analysis within the trust in a timely manner. On occasion, non-executives may reasonably decide that external assurance is appropriate.
Section C, 5.12	The board should ensure that directors, especially non-executive directors, have access to the independent professional advice, at the trust's expense, where they judge it necessary to discharge their responsibilities as directors. The decision to appoint an external adviser should be the collective decision of the majority of non-executive directors. The availability of independent external sources of advice should be made clear at the time of appointment.

Provision	Requirement
Section C, 5.13	Committees should be provided with sufficient resources to undertake their duties. The board of directors of foundation trusts should also ensure that the council of governors is provided with sufficient resources to undertake its duties with such arrangements agreed in advance.
Section C, 5.14	Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to appropriately challenge board recommendations, in particular by making full use of their skills and experience gained both as a director of the trust and in other leadership roles. They should expect and apply similar standards of care and quality in their role as a non-executive director of a trust as they would in other similar roles.
Section C, 5.16 (NHS foundation trusts only)	Where appropriate, the board of directors should in a timely manner take account of the views of the council of governors on the forward plan, and then inform the council of governors which of their views have been incorporated in the NHS foundation trust's plans, and explain the reasons for any not being included.
Section C, 5.17	The trust should arrange appropriate insurance to cover the risk of legal action against its directors. Assuming foundation trust governors have acted in good faith and in accordance with their duties, and proper process has been followed, the potential for liability for the council should be negligible. Governors may have the benefit of an indemnity and/or insurance from the trust. While there is no legal requirement for trusts to provide an indemnity or insurance for governors to cover their service on the council of governors, where an indemnity or insurance policy is given, this can be detailed in the trust's constitution.
Section C, 2.1	The board of directors should establish an audit committee of independent non-executive directors, with a minimum membership of three or two in the case of smaller trusts. The chair of the board

Provision	Requirement
	<p>of directors should not be a member and the vice chair or senior independent director should not chair the audit committee. The board of directors should satisfy itself that at least one member has recent and relevant financial experience. The committee as a whole should have competence relevant to the sector in which the trust operates.</p>
Section C, 2.2	<p>The main roles and responsibilities of the audit committee should include:</p> <ul style="list-style-type: none"> • monitoring the integrity of the financial statements of the trust and any formal announcements relating to the trust’s financial performance, and reviewing significant financial reporting judgements contained in them • providing advice (where requested by the board of directors) on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust’s position and performance, business model and strategy • reviewing the trust’s internal financial controls and internal control and risk management systems, unless expressly addressed by a separate board risk committee composed of independent non-executive directors or by the board itself • monitoring and reviewing the effectiveness of the trust’s internal audit function or, where there is not one, considering annually whether there is a need for one and making a recommendation to the board of directors • reviewing and monitoring the external auditor’s independence and objectivity • reviewing the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements • reporting to the board of directors on how it has discharged its responsibilities.

Provision	Requirement
Section D, 2.3	A trust should change its external audit firm at least every 20 years. Legislation requires an NHS trust to newly appoint its external auditor at least every five years. An NHS foundation trust should re-tender its external audit at least every 10 years and in most cases more frequently than this.
Section D, 2.5	Legislation requires an NHS trust to have a policy on its purchase of non-audit services from its external auditor. An NHS foundation trust's audit committee should develop and implement a policy on the engagement of the external auditor to supply non-audit services.
Section E, 2.1	<p>Any performance-related elements of executive directors' remuneration should be designed to align their interests with those of patients, service users and taxpayers and to give these directors keen incentives to perform at the highest levels. In designing schemes of performance-related remuneration, the remuneration committee should consider the following provisions.</p> <ul style="list-style-type: none"> • Whether the directors should be eligible for annual bonuses in line with local procedures. If so, performance conditions should be relevant, stretching and designed to match the long-term interests of the public and patients. • Payouts or grants under all incentive schemes should be subject to challenging performance criteria reflecting the objectives of the trust. Consideration should be given to criteria which reflect the performance of the trust against some key indicators and relative to a group of comparator trusts, and the taking of independent and expert advice where appropriate. • Performance criteria and any upper limits for annual bonuses and incentive schemes should be set and disclosed and must be limited to the lower of £17,500 or 10% of basic salary. • The remuneration committee should consider the pension consequences and associated costs to the trust of basic

Provision	Requirement
	salary increases and any other changes in pensionable remuneration, especially for directors close to retirement.
Section E, 2.2	Levels of remuneration for the chair and other non-executive directors should reflect the Chair and non-executive director remuneration structure.
Section E, 2.4	The remuneration committee should carefully consider what compensation commitments (including pension contributions and all other elements) their directors' terms of appointments would give rise to in the event of early termination. The aim should be to avoid rewarding poor performance. Contracts should allow for compensation to be reduced to reflect a departing director's obligation to mitigate loss. Appropriate claw-back provisions should be considered in case of a director returning to the NHS within the period of any putative notice.
Section E, 2.5	Trusts should discuss any director-level severance payment, whether contractual or non-contractual, with their NHS England regional director at the earliest opportunity.
Section E, 2.7	The remuneration committee should have delegated responsibility for setting remuneration for all executive directors, including pension rights and any compensation payments. The committee should also recommend and monitor the level and structure of remuneration for senior management. The board should define senior management for this purpose and this should normally include the first layer of management below board level.

The provisions listed below require information to be made **available to governors**, even in the case that the trust is compliant with the provision.

Provision	Requirement
Section C, 4.9	The council of governors should agree and adopt a clear policy and a fair process for the removal of any governor who consistently and

Provision	Requirement
(NHS foundation trusts only)	unjustifiably fails to attend its meetings or has an actual or potential conflict of interest which prevents the proper exercise of their duties. This should be shared with governors.
Section C, 5.7 (NHS foundation trusts only)	The board of directors and, for foundation trusts, the council of governors should be given relevant information in a timely manner, form and quality that enables them to discharge their respective duties. Foundation trust governors should be provided with information on ICS plans, decisions and delivery that directly affect the organisation and its patients. Statutory requirements on the provision of information from the foundation trust board of directors to the council of governors are provided in Your statutory duties: a reference guide for NHS foundation trust governors.

The provisions listed below require supporting information to be made **available to members**, even in the case that the trust is compliant with the provision.

Provision	Requirement
Section C, 2.9 (NHS foundation trusts only)	Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The names of governors submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information.

The provisions listed below require information to be made **publicly available**, even in the case that the trust is compliant with the provision. This requirement can be met by making supporting information available on request

Provision	Requirement
Section B, 2.13	The responsibilities of the chair, chief executive, senior independent director if applicable, board and committees should be clear, set out in writing, agreed by the board of directors and publicly available.
Section C, 4.2	Alongside this, the board should make a clear statement about its own balance, completeness and appropriateness to the requirements of the trust. Both statements should also be available on the trust's website.
Section E, 2.6	The board of directors should establish a remuneration committee of independent non-executive directors, with a minimum membership of three. The remuneration committee should make its terms of reference available, explaining its role and the authority delegated to it by the board of directors. The board member with responsibility for HR should sit as an advisor on the remuneration committee. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the trust.

Appendix A: Role of the trust secretary

The trust secretary has a significant role in the administration of corporate governance. In particular, the trust secretary would normally be expected to:

- ensure good information flows to the board of directors and its committees and between senior management, non-executive directors and the governors where relevant
- ensure that procedures of both the board of directors and the council of governors are complied with
- advise the board of directors and the council of governors (through the chair) on all governance matters
- be available to give advice and support to individual directors, particularly in relation to the induction of new directors and assistance with professional development.

Appendix B: Council of governors and role of the nominated lead governor

1. Principles

- 1.1 The powers and obligations of governors of NHS foundation trusts are set out in the 2006 Act, as amended by the 2012 Act. This appendix describes the relevant areas of the governors' role. In addition, [*Your statutory duties: A reference guide for NHS foundation trust governors*](#) (August 2013) examines how governors can deliver their duties and an addendum to this document, *System working and collaboration: The role of foundation trust councils of governors* (October 2022) clarifies how governors can continue to perform their duties within the context of system working.
- 1.2 The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors. This includes ensuring the board of directors acts so that the foundation trust does not breach the conditions of its licence. It remains the responsibility of the board of directors to design and then implement agreed priorities, objectives and the overall strategy of the NHS foundation trust.
- 1.3 The council of governors is responsible for representing the interests of NHS foundation trust members, the public at large, and staff in the governance of the NHS foundation trust. Governors must act in the best interests of the NHS foundation trust and should adhere to its values and code of conduct.
- 1.4 To discharge their duty to represent the public, councils of governors are required to take account of the interests of the public at large. This includes the population of the local system of which the trust is part and the whole population of England as served by the wider NHS.
- 1.5 Governors are responsible for regularly feeding back information about the trust, its vision and its performance to members, the public at large, and the stakeholder organisations that either elected or appointed them. The trust should ensure governors have appropriate support to help them discharge this duty.

- 1.6 Governors should discuss and agree with the board of directors how they will undertake these and any additional roles, giving due consideration to the circumstances of the NHS foundation trust and the needs of the system and wider NHS and emerging best practice.
- 1.7 Governors should work closely with the board of directors and must be presented with, for consideration, the annual report and accounts and the annual plan at a general meeting. The governors must be consulted on the development of forward plans for the trust and any significant changes to the delivery of the trust's business plan.
- 1.8 Governors should use their voting rights to hold the non-executive directors individually and collectively to account and act in the best interest of patients, members and the public at large. If the council of governors does withhold consent for a major decision, it must justify its reasons to the chair and the other non-executive directors, bearing in mind that its decision is likely to have a range of consequences for the NHS foundation trust, the system and the wider NHS. The council of governors should take care to ensure that reasons are considered, factual and within the spirit of the Nolan principles.

2. Provisions

- 2.1 The council of governors should meet sufficiently regularly to discharge its duties. Typically the council of governors would be expected to meet as a full council at least four times a year. Governors should make every effort to attend these meetings. The NHS foundation trust should take appropriate steps to facilitate attendance.
- 2.2 The council of governors should not be so large as to be unwieldy. The council of governors should be of sufficient size for the requirements of its duties. The roles, structure, composition and procedures of the council of governors should be reviewed regularly.
- 2.3 The annual report should identify the members of the council of governors, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the nominated lead governor. A record

should be kept of the number of meetings of the council and the attendance of individual governors and it should be made available to members on request.

- 2.4 The roles and responsibilities of the council of governors should be set out in a written document. This statement should include a clear explanation of the responsibilities of the council of governors towards members and other stakeholders and how governors will seek their views and keep them informed.
- 2.5 The chair is responsible for leadership of both the board of directors and the council of governors but the governors also have a responsibility to make the arrangements work and should take the lead in inviting the chief executive and other executives and non-executives, as appropriate, to their meetings. In these meetings other members of the council of governors may ask the chair or their deputy, or any other relevant director present at the meeting, questions about the affairs of the NHS foundation trust.
- 2.6 The council of governors should establish a policy for engagement with the board of directors for those circumstances where they have concerns about the performance of the board of directors, compliance with the provider licence or other matters related to the overall wellbeing of the NHS foundation trust and its collaboration with system partners. The council of governors should input to the board's appointment of a senior independent director.
- 2.7 The council of governors should ensure its interaction and relationship with the board of directors is appropriate and effective, in particular, by agreeing the availability and timely communication of relevant information, discussion and the setting in advance of meeting agendas and, where possible, using clear, unambiguous language.
- 2.8 The council of governors should only exercise its power to remove the chair or any non-executive directors after exhausting all means of engagement with the board of directors. The council should raise any issues with the chair with the senior independent director in the first instance.
- 2.9 The council of governors should receive and consider other appropriate information required to enable it to discharge its duties, eg clinical statistical data and operational data.

- 2.10 The chair (and the senior independent director and other directors as appropriate) should maintain regular contact with the governors to understand their issues and concerns.
- 2.11 Governors should seek the views of members and the public on material issues or changes being discussed by the trust. Governors should provide information and feedback to members and the public at large regarding the trust, its vision, performance and material strategic proposals made by the trust board.
- 2.12 It is also incumbent on the board of directors to ensure governors have the mechanisms in place to secure and report on feedback that enables them to fulfil their duty to represent the interests of members and the public at large.
- 2.13 The chair should ensure that the views of governors and members are communicated to the board as a whole. The chair should discuss the affairs of the NHS foundation trust with governors. Non-executive directors should be offered the opportunity to attend meetings with governors and should expect to attend them if requested to do so by governors. The senior independent director should attend sufficient meetings with governors to hear their views and develop a balanced understanding of their issues and concerns.
- 2.14 The board of directors should ensure that the NHS foundation trust provides effective mechanisms for communication between governors and members from its constituencies. Contact procedures for members who wish to communicate with governors and/or directors should be clear and made available to members on the NHS foundation trust's website and in the annual report.
- 2.15 The board of directors should state in the annual report the steps it has taken to ensure that the members of the board, and in particular the non-executive directors, develop an understanding of the views of governors and members about the NHS foundation trust, eg through attendance at meetings of the council of governors, direct face-to-face contact, surveys of members' opinions and consultations.

3. Additional statutory requirements

- 3.1 The council of governors has a statutory duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors.

3.2 The 2006 Act, as amended, gives the council of governors a statutory requirement to receive the following documents. These documents should be provided in the annual report as per the NHS foundation trust annual reporting manual:

- (a) the annual accounts
- (b) any report of the auditor on them
- (c) the annual report.

3.3 The directors must provide governors with an agenda prior to any meeting of the board, and a copy of the approved minutes as soon as is practicable afterwards. There is no legal basis on which the minutes of private sessions of board meetings should be exempted from being shared with the governors. In practice, it may be necessary to redact some information, eg for data protection or commercial reasons. Governors should respect the confidentiality of these documents.

3.4 The council of governors may require one or more of the directors to attend a meeting to obtain information about the trust's performance of its functions or the directors' performance of their duties, and to help the council of governors decide whether to propose a vote on the trust's or directors' performance.

3.5 Governors should use their rights and voting powers from the 2012 Act to represent the interests of members and the public at large on major decisions taken by the board of directors. These voting powers require:

- More than half the members of the board of directors who vote and more than half the members of the council of governors who vote to approve a change to the constitution of the NHS foundation trust.
- More than half the governors who vote to approve a significant transaction.
- More than half the governors to approve an application by a trust for a merger, acquisition, separation or dissolution.
- More than half the governors who vote to approve any proposal to increase the proportion of the trust's income earned from non-NHS work by 5% a year or more. For example, governors will be required to vote where an NHS foundation trust plans to increase its non-NHS income from 2% to 7% or more of the trust's total income.
- Governors to determine together whether the trust's non-NHS work will significantly interfere with the trust's principal purpose, which is to provide

goods and services for the health service in England, or its ability to perform its other functions.

- 3.6 NHS foundation trusts are permitted to decide themselves what constitutes a 'significant transaction' and may choose to set out the definition(s) in the trust's constitution. Alternatively, with the agreement of the governors, trusts may choose not to give a definition, but this would need to be stated in the constitution.
- 3.7 In taking decisions on significant transactions, mergers, acquisitions, separations or dissolutions, governors need to be assured that the process undertaken by the board was appropriate, and that the interests of the public at large were considered. A council may disagree with the merits of a particular decision of the board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the council of governors would need to provide evidence that due diligence was not undertaken.
- 3.8 The external auditors of a foundation trust must be appointed or removed by the council of governors at a general meeting of the council.

4. Lead governor

- 4.1 The lead governor has a role in facilitating direct communication between NHS England and the NHS foundation trust's council of governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the chair or the trust secretary, if one is appointed.
- 4.2 It is not anticipated that there will be regular direct contact between NHS England and the council of governors in the ordinary course of business. Where this is necessary, it is important that it happens quickly and in an effective manner. To this end, a lead governor should be nominated and contact details provided to NHS England, and then updated as required. Any of the governors may be the lead governor.
- 4.3 The main circumstances where NHS England will contact a lead governor are where we have concerns about the board leadership provided to an NHS foundation trust, and those concerns may in time lead to our use of our formal powers to remove the chair or non-executive directors. The council of governors appoints the chair and non-executive directors, and it will usually be the case that

we will wish to understand the views of the governors as to the capacity and capability of these individuals to lead the trust, and to rectify successfully any issues, and also for the governors to understand our concerns.

- 4.4 NHS England does not, however, envisage direct communication with the governors until such time as there is a real risk that an NHS foundation trust may be in breach of its licence. Once there is a risk that this may be the case, and the likely issue is one of board leadership, we will often wish to have direct contact with the NHS foundation trust's governors, but quickly and through one established point of contact, the trust's nominated lead governor. The lead governor should take steps to understand our role, the available guidance and the basis on which we may take regulatory action. The lead governor will then be able to communicate more widely with other governors. Similarly, where individual governors wish to contact us, this would be expected to be through the lead governor.
- 4.5 The other circumstance where NHS England may wish to contact a lead governor is where, as the regulator, we have been made aware that the process for the appointment of the chair or other members of the board, or elections for governors or other material decisions, may not have complied with the NHS foundation trust's constitution, or alternatively, while complying with the trust's constitution, may be inappropriate. In such circumstances, where the chair, other members of the board of directors or the trust secretary may have been involved in the process by which these appointments or other decisions were made, a lead governor may provide us with a point of contact.

Appendix C: The code and other regulatory requirements

Although compliance with the provisions in this guide is not necessarily mandatory, some of the provisions in this document are statutory requirements because they are enshrined elsewhere in legislation.

In the first instance, boards, directors and, for NHS foundation trusts, governors, should ensure that they are meeting the governance requirements for NHS foundation trusts as set out in the 2006 Act (as amended by the 2012 Act) and reflected in the NHS provider licence. This code sits alongside a number of other NHS England reporting requirements that relate to governance.

NHS England uses reasonable evidence, from disclosures made to us by NHS foundation trusts and NHS trusts, to determine if there is a risk of a breach of the licence condition 'Foundation Trust Condition 4: Governance in the NHS foundation trust' and to make a decision regarding intervention.

The information we receive includes: a **forward looking** disclosure on corporate governance (the corporate governance statement); a **backward looking** disclosure on corporate governance (the code of governance for NHS provider trusts); and a **backward looking statement on internal control, risk and quality governance** (the annual governance statement).

For clarity, here we have provided a brief explanation of how the different requirements sit together and the purpose of each.

- **Corporate governance statement – in the annual plan**

To comply with the provider licence, the Annual Plan also includes a requirement for a corporate governance statement. This is a mandatory requirement. This is a forward looking statement of expectations regarding corporate governance arrangements over the next 12 months and trusts should be aware that “**issues not identified and subsequently arising can be used as evidence of self-certification failure**”. The requirement for the completion of the corporate governance statement is separate to the disclosure requirements of this code.

- **The code disclosure requirements – listed in this document and the NHS foundation trust annual reporting manual and Department of Health and Social Care Group accounting manual**

This document is designed to set out **standards of best practice for corporate governance**. It is not mandatory to comply with this guidance, however, the NHS foundation trust annual reporting manual and Department of Health and Social Care group accounting manual do require trusts to make some specific disclosures on a 'comply or explain' basis regarding the provisions listed in this document. (A detailed list of the disclosures required is provided in Schedule A of this.) This is a backward looking statement which should be submitted with the annual report.

- **Annual governance statement – in the NHS foundation trust annual reporting manual and Department of Health and Social Care Group accounting manual**

In addition to listing the code disclosure requirements, the NHS Foundation trust annual reporting manual and Department of Health and Social Care Group accounting manual also require an annual governance statement. The annual governance statement is a backward looking statement which captures information on risk management and internal control, and includes some specific requirements on quality governance.

Completion of the Annual governance statement is a **mandatory requirement**. The annual governance statement does not relate to this code.

NHS England
Wellington House
133-155 Waterloo Road
London
SE1 8UG




This publication can be made available in a number of alternative formats on request.

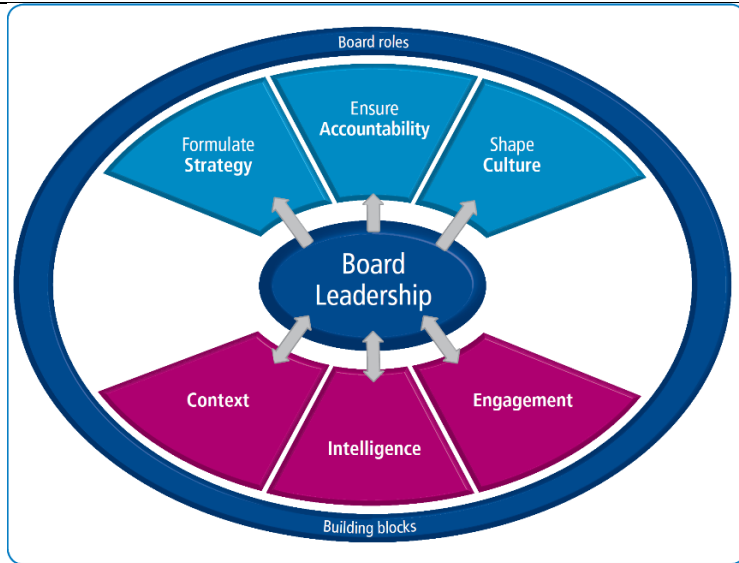
16. Summary report for Board of Directors meetings

To receive a report from the Chair, Chief Executive and Non-Executive Directors

To Note

Presented by Richard Jones

WSFT Council of Governors Meeting			
Report title:	Summary Report for Board of Directors meetings		
Agenda item:	17		
Date of the meeting:	1 March 2023		
Sponsor/executive lead:	Jude Chin, Trust Chair		
Report prepared by:	Richard Jones, Trust Secretary & Head of Governance Pooja Sharma, Deputy Trust Secretary		
Purpose of the report:			
For approval <input type="checkbox"/>	For assurance <input checked="" type="checkbox"/>	For discussion <input checked="" type="checkbox"/>	For information <input checked="" type="checkbox"/>
Trust strategy ambitions			
Please indicate Trust strategy ambitions relevant to this report.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Executive summary:	<p>This is the new style of report from the Board of Directors to the Council of Governors.</p> <p>Historically, the emphasis on sharing the same or summarised reports from the Board of Directors has resulted in too much focus on operational performance at meetings of the Council of Governors rather than engagement on the strategic and future-facing issues and principal strategic risks affecting the Trust.</p> <p>The Board of Directors recognises and respects the role of the Council of Governors in holding the NEDs to account for the performance of the Board and representing the interests of NHS FT members and the public in the governance of the Trust. By providing the same, or similar, reports to the Council of Governors that the Board received, this generated discussions about the performance of the Trust, rather than the performance of the Board, which has prompted this re-think about the way the Board accounts for its performance to the Council of Governors.</p> <p>We have, therefore, structured a different style of report, focusing on the framework provided within the publication The Healthy NHS Board – Principles of Good Governance.</p>		



Using these headlines as a prompt, this report aims to provide the Council of Governors with the information used by the Board by way of context, intelligence and engagement and explain how it is fulfilling the three board roles of formulating strategy, ensuring accountability and shaping culture. There are two meetings of the Board of Directors covered during this period – on 25 November 2022 and 2 February 2023.

Action required / Recommendation:	<p>The Council is asked to review this report in order to:</p> <ul style="list-style-type: none"> • consider any elements of board performance arising from this report which they wish to raise with the non-executive directors as part of their statutory duty to hold the NEDs to account for the performance of the Board of Directors • consider any areas of priority identified in this report for future engagement with members and the public as part of their statutory duty to represent the interests of NHS Foundation Trust members and the public in the governance of the Trust.
Previously considered by:	<p>n/a</p>
Risk and assurance:	<p>If we do not provide the Council of Governors with the right level of reporting on the performance of the Board, this will not provide them with the intelligence and context against which they can effectively hold the NEDs to account for the Board’s performance and information on the principal issues for which they are responsible for representing the interests of members and the public in the governance of the Trust.</p>
Equality, diversity and inclusion:	<p>n/a</p>
Sustainability:	<p>n/a</p>
Legal and regulatory context:	<p>NHS Act 2006, Health and Social Care Act 2012 Your Statutory Duties: A reference guide for NHS Foundation Trust Governors – Monitor 2013 The NHS Foundation Trust Code of Governance July 2014</p>

Board of Director Key Issues – Nov 2022 to February 2023

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
Board of Director Key Issues – 25 November 2022			
Patient transport - plan is in place to support improvements both within the trust and with E-Zec.	<ul style="list-style-type: none"> Progress to be monitored in Involvement Committee 	Quality of patient care and patient experience	Action log
Early Supported Discharge – presentation describing service delivery and future plans	<ul style="list-style-type: none"> Future development and extension of service 	Model for future service delivery	1.5.1 slide deck
Virtual Ward - presentation describing service delivery and future plans	<ul style="list-style-type: none"> Ability to fully deliver plan and future capacity – response to operational pressures Evaluation metrics 	Model for future out of hospital care	1.5.1 slide deck
People and OD Report - Putting You First awards; Autumn of active listening; Improvements to the library service; Industrial action; Focus on building HR capacity to support and lead in the organisation	<ul style="list-style-type: none"> Any fear of speaking up needs to be tackled, with appropriate messaging to staff. This is linked to organisational development and good line management. Managers need to be supported in order to feel comfortable to receive feedback. 	Local programme of staff listening and feedback (What Matters To You)	2.1 Report
Future System Board Report - status of those tasks within the control of the Future System Programme remain unchanged as 'Green' and significant strides having been made in several key areas	<ul style="list-style-type: none"> Ongoing assurance/monitoring 		

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>System Update – a report was jointly produced with ESNEFT, which summarises the collaborative working between WSFT and ESNEFT, including the two Board-to-Board meetings which have taken place</p>	<ul style="list-style-type: none"> Strengthened provider collaboration 	<p>Focus on system working</p>	<p>3.2 Report</p>
<p>Alliance – focused on strategy on dementia; Suffolk County Council’s consideration of Healthy Behaviours and Lifestyle Change services; Diabetes recovery challenge in West Suffolk; The six Live Well Domains.</p>	<ul style="list-style-type: none"> Barriers to delivery and mental health collaboration 	<p>Focus on system working</p>	<p>3.2.1 Report</p>
<p>Digital Board - Community digital programme is now an Alliance wide issue rather than just a Trust focus.</p>	<ul style="list-style-type: none"> Report to the next Board meeting on digital prioritisation. 		<p>3.3 Report</p>
<p>Insight Committee Report - the reduction in waiting times was highlighted, but concerns remain in endoscopy, the ED, and MRI. MRI has a potential solution, with a business case being prepared for a new scanner.</p> <p>With regard to the cancer services deep dive, it is clear that the problems with some targets are well understood and good plans are in place to address the issues.</p> <p>Community paediatrics remains a significant concern. Staff are prioritising those patients with complex needs. There is a growing number of children referred with possible neurodiversity which is very complex and involves several areas of the system. There is a need to understand what the service can and should provide.</p> <p>Concern was expressed about the high number of 12-hour trolley waits. The reasons for this are complex and there is a plan in place going forward, but the same assurance cannot be given to that, as to some of the other areas.</p>	<ul style="list-style-type: none"> Focus on improvement and recovery of operational performance standards 		<p>4.1 report</p>

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>Self-certification in relation to our recovery of elective performance - This will be considered in the Insight Committee to make further improvements, recognising some of the constraints involved.</p>	<ul style="list-style-type: none"> Action: Insight Committee to bring back assurance to the Board and identify how to reach better compliance. 	Sustainable service improvements	4.1.1
<p>Cancer Performance Standards - plans are monitored through the Insight Committee and at the ICB. The Trust has not met most of the cancer performance standards for some time. The priority now is around an audit of best practice timed pathways – if patients receive diagnostics within 28 days, they will receive treatment within 62 days. We are successful in the 31-day target from diagnosis to treatment. Delays are generally within the diagnostic pathway and there is a plan to address those areas which require improvement.</p>	<ul style="list-style-type: none"> Challenges in terms of achieving next steps 	Sustainable service improvements	4.1.2
<p>Finance and Workforce Report - small overspend to date of £200,000; concerns over the coming months about depreciation and pay awards. The Trust is still forecasting break-even but there are some risks associated with funding, and other mitigations; planning for the next financial year will begin soon, and by the next meeting the position for next year should be clear. Business plans are being prepared which should help inform the position.</p>	<ul style="list-style-type: none"> risks to performance Action: To provide regular updates on the system budget in the Finance Report. 	Financial sustainability	4.2
<p>Seasonal Planning - An update on the Alliance seasonal plan was received including schemes to support patient flow. The seasonal plan is sponsored by the Alliance director and has been co-produced by partners through a dedicated seasonal planning working group reporting into the West Suffolk Alliance Operational Resilience Group. The plan integrates where appropriate with organisational plans of WSFT, NSFT, and SCC.</p>	<ul style="list-style-type: none"> Clarification on Newmarket capacity in plans and impact of RAAC works within West Suffolk Hospital Focus on demand in terms of variation and appropriate attendance at ED 	System approach to supporting patient safety	4.3

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>Improvement Committee Report - Key headlines were an increase in concerns over patient safety issues and duty of candour; frailty and medication safety; and the patient safety strategy.</p> <p>The quality & learning report dated 10 October 2022 (previously reported to the Board), which included learning points and improvements that had arisen from activities including investigations in our PSIRP, thematic review of incidents and patient feedback.</p> <p>At the November meeting the key theme was the change process and assurance around how that is delivered</p>	<ul style="list-style-type: none"> Board to scrutinise transformation structure 	ICS resources which could be tapped into	4.4
<p>Quality and Nurse Staffing Report – the report highlighted the decline in fill rates, rise in sickness rates and the Nursing Times Workforce Awards. WSH was nominated in 6 categories. The Trust was not successful in winning any, but this was very positive recognition for the organisation.</p>	<ul style="list-style-type: none"> Board session on making data count and IQPR will be scheduled the Board to receive update on international recruitment and support for AHPs. 		4.5
<p>Maternity services Quality & Performance Report - Highlighted two issues related to reporting to the perinatal mortality review and ensuring that the labour suite coordinator is supernumerary. However, neither of these impacted on patient safety.</p> <p>With regard to training, a lead multidisciplinary trainer has been employed to ensure that all staff have received all the training they require. NHS England are looking to introduce a single delivery plan which may identify that we will need 5-7 mandatory training days and which will require an uplift in staffing. Training is required in foetal monitoring although labour suite coordinators have full sight of monitoring and are assured that all patients are receiving safe care.</p>	<ul style="list-style-type: none"> Board discussed content and action plans 		4.5.1

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>Involvement Committee Report - Partial Assurance received with specific actions aimed at Equality, Diversity & Inclusivity (EDI) and Workforce Culture Dashboard</p>	<ul style="list-style-type: none"> • Delivery of the 2022/23 work plan • Focus on leadership for diversity & inclusion as a Board 	<p>include “stay conversations” rather than pursuing “exit interviews</p>	<p>4.6</p>
<p>Audit Committee Report – Assurance for the Board. Counter-fraud processes are ongoing and satisfactory. Full confidence in the capabilities and performance of IA provider (currently one year into a 3-year contract extension). The importance of the electronic patient information software provision at our Trust and elsewhere was mentioned as a key strategic issue in the coming year or so, changes will raise significant risks.</p>	<ul style="list-style-type: none"> • risk on the whole NHS 		<p>5.1</p>
<p>Remuneration Committee Report - Executive remuneration review took place and a range of general options as background to this discussion were presented. Taking into account national guidelines, national benchmarking, remuneration uplifts in this year’s awards for Agenda for Change (A4C) staff and the recommendations of the Chief Executive, the Committee agreed the remuneration uplift for each Executive. Executive appraisals and objectives were discussed for the period ahead. The Committee agreed to continue the NHS pension deferral scheme currently running at WSFT, pending further expected proposals from Government on this matter.</p>	<ul style="list-style-type: none"> • regular contact with region to keep abreast of the NHS pension deferral scheme issue. 		<p>5.2</p>
<p>Governance report - The Good Governance Institute report was received at the last Council of Governors’ meeting, and a plan is in place to implement the recommendations. The Board assurance framework and risk management process will be started with agreement from the Board. The NEDs’ responsibilities have been updated and committee terms of reference are being revised. Five terms of reference were presented for approval.</p>	<ul style="list-style-type: none"> • Board assurance review with a focus on the BAF 		<p>5.3</p>

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
West Suffolk NHS Foundation Trust Annual Report & Accounts - 2021-22 - The Board noted that the Annual Report and Accounts 2021/22 have been laid before the Parliament and are publicly available on the Trust website.	<ul style="list-style-type: none"> Noted submission with agreed (revised) timescale 	Planning requirements for 2022-23 report	5.4
Board of Director Key Issues – 2 February 2023			
System update ESNEFT - with respect to publishing of joint vision, steps are being taken to communicate internally and externally with the public, and to socialise the content and communicate to staff	<ul style="list-style-type: none"> Future development and extension of service 	Model for future service delivery	Action log
Patient/staff story - story of a patient with learning disabilities, who had been supported by the Trust's Learning Disabilities and Autism support nurse. Story which is pertinent not only to patients with learning disabilities, but also affects the wider community. These wider themes crop up in a number of other complaints. Areas for improvement were explained, although some of the experience had been positive, and the patient and family had thanked the staff for their kind and considerate care.	<ul style="list-style-type: none"> To ensure all areas of the Trust become familiar with making reasonable adjustments for patients with learning disabilities and autism. Board assurance committee to monitor the effectiveness of processes to ensure appropriate care of patients with learning disabilities 		Patient/staff story
People & Organisational Development highlight report - Putting You First Awards, Freedom to Speak Up Guardian report, Responding to industrial action at WSFT, Improving / strengthening our recruitment practice, What Matters to You 2, Strengthening our OD capacity and capability, Physiotherapy support for staff and WSFT, Relaunching our staff networks, Cost of living support	<ul style="list-style-type: none"> Pledge of support for the work of the FTSU guardian to be drafted and agreed by the Involvement Committee for publicising to staff 		2.4
Involvement Committee Report - The challenge of rotas was raised in the annual survey and was noted that all the reports are examined by the Clinical Directors, and the challenge will grow over time as there is no confidence that the number of junior doctors will increase.	<ul style="list-style-type: none"> Ambition to take levels back to pre-pandemic and ideally even better. 		2.5

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>The reach of the What Matters To You process indicates that many staff have not heard about it. This needs to be considered further. There is a discomfort about how workforce development issues are coordinated through the system from the ICS.</p>			
<p>Future System board report – The report highlighted that the budget has been approved and reflects the positioning of our project within the NHP programme. The approved budget will pay for the team and additional capital is still awaited for enabling works.</p>	<ul style="list-style-type: none"> • Ongoing assurance/monitoring • Future development and extension of service 	Model for future service delivery	3.1
<p>System update - ICS and West Suffolk Alliance - As mandated by the Health and Care Act 2022, ICBs and partner NHS Trusts / Foundation Trusts must prepare a five-year Joint Forward Plan (JFP) in collaboration with local Health and Wellbeing Boards (HWBs). The JFP describes how SNEE ICB and its partner trusts intend to arrange and provide NHS services to meet its population's physical and mental health needs. This includes consideration for the delivery of universal NHS commitments and addressing the ICSs' four core purposes.</p>	<ul style="list-style-type: none"> • Future development and extension of service • Progress delivery of a robust five-year JFP for SNEE ICB 	Model for future service delivery	3.2
<p>Presentation on Die Well domain - There are six ambitions relating to end-of-life care, designed to make the last stage of life as good as possible. The priorities for the alliance in relation to palliative and end of life care were highlighted. A five-year programme plan has been co-produced with system partners and individuals which outlines the aims and programme of work.</p> <p>In 2022/23 the focus will be three priorities: the ROSI (Record Once Share Insight) and Me App; ReSPECT (Recommended Summary Plan for Emergency Care and Treatment); and enhancing end of life out of hours support. The future end of life service will aim to identify patients in their last year of life, provide 24/7 care, and focus on the bereavement journey.</p>	<ul style="list-style-type: none"> • Involvement Committee to receive deep dives on remaining Domains, with short presentations to the Open Board 		3.2.1
<p>Digital Board Report - Digital Prioritisation - This is work in progress. Discussion took place at the Digital Board about how the digital strategy can</p>	<ul style="list-style-type: none"> • Strengthen and delivery of digital strategy 	Model for future service delivery	3.3

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
be prioritised alongside other strategies, and a more thorough report will be presented in due course.			
<p>Insight Committee Report – the report highlighted the strengthening of governance on financial matter, work ongoing to improve community paediatric service, patients waiting over 104 weeks, Urgent and Emergency care recovery needs to transition to a transformation programme and stroke services celebrated for good practice. The impact of industrial action makes improvement difficult to maintain.</p>	<ul style="list-style-type: none"> Focus on improvement and recovery of operational performance standards 		4.1
<p>Finance Report - At present, it is still appropriate to anticipate a break-even position for 22/23 in line with our budget. Over the course of the last 3 financial years, the Trust has received significant non-recurrent funding to support our response to the COVID 19 pandemic (20/21 £14m, 21/22 £14m, 22/23 £5.9m). During this period the Trust has not needed to utilise all this funding on Covid related expenditure and has therefore been able to retain a proportion of it to be able to use non-recurrently. As such, in 22/23 the plan is to utilise the retained non-recurrent support to offset this deficit and achieve the mandated breakeven position. However, no anticipation that there will be similar support available in 23/24. With the underlying deficit brought forward, it is prudent to plan for a deficit of £15m in 23/24. This however is dependent on the full achievement of a £10m CIP in 23/24.</p>	<ul style="list-style-type: none"> risks to performance Discussion on the forecast deficit and CIP in the closed Board meeting. 	Financial sustainability	4.2
<p>West Alliance Seasonal Plan -</p> <p>An update on the alliance seasonal plan was presented to the setting out the funding committed from 1st October 22 to 31st March 2023 for schemes to support patient flow. The seasonal plan is sponsored by the Alliance director and has been co-produced by partners through a dedicated seasonal planning working group reporting into the West Suffolk Alliance</p>	<ul style="list-style-type: none"> To support the approach to meet the priorities set out. 	System approach to supporting patient safety	4.3.1

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
Operational Resilience Group. The plan integrates where appropriate with organisational plans of WSFT, NSFT, and SCC.			
Operational Planning Guidance – the Board noted that the priorities for operational planning were published in December, with the key targets listed in the report.	<ul style="list-style-type: none"> • Delivery of 2023/24 NHS priorities 	<p>Failure to meet the standards set out in the NHS priorities and operational planning guidance may result in targeted support from NHS England.</p> <p>A session has been planned for our governors in April around operational planning guidance and Trust’s response which will be delivered by Trust’s Chief Operating Officer.</p>	4.3.2
Change and Transformation Function - The Trust has launched its new strategy First for our patients, staff and the future which sets out the ambitions and values that the trust will work to over the next five years and how success will be measured.	<ul style="list-style-type: none"> • Scope a unified process for transformative change management to support delivery of the clinical strategy. This will be an integrated approach with West Suffolk Alliance colleagues. 	The teams who lead change and transformation within the Trust are currently co-producing a unified transformative change management function. The new processes will go live on 1st April 2023.	4.3.2
Improvement Committee Report - a report on transformation was and received a presentation on a QI project to reduce length of stay in	<ul style="list-style-type: none"> • 		4.4

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>orthopaedics. This was a good example of an initiative by therapists. It is important that the framework for change management does not inadvertently get in the way. There was positive assurance of the Human Tissue Authority inspection of the mortuary, with a comment about the lack of a waiting room for relatives. A timeframe for completed works is still awaited. There was a lack of assurance around the sepsis bundle. An issue was raised about an increase in deaths, which will be monitored.</p> <p>In terms of clinical effectiveness, the Ockendon Report has implications for the wider organisation as there is not a clear pathway within the hospital to action within the wider system. More work is needed on QI priorities. The Quality Assurance Framework was agreed with co-production featuring highly.</p> <p>The Chair of the January meeting resented the January report. Highlights included IQPR, and issues around urgent and emergency care indicators, with a deep dive taking place in February. Duty of candour has assurance around quality of conversations as well as numbers. There was a lack of assurance around harm reviews which has been escalate.</p>			
<p>Quality and Nurse Staffing Report – The report highlighted the deterioration of staffing in December because of sickness, inpatient registered nurses and midwives achieved special cause improvement in November and December, concerns about unregistered roles - proactive recruitment continues, continuing work to address Band 2/3 pay rates, an additional 33 beds in December with staff pulled from current establishments, highest recorded Datixes in December and new AHP recruitment lead has started, engaging with online and international recruitment.</p>	<ul style="list-style-type: none"> assurance around the daily mitigation of nurse staffing and oversight of nursing establishments 		4.5
<p>Maternity Services Quality & Performance Report - Reading the Signals – Maternity and neonatal services in East Kent – the report of the Independent Investigation</p>	<ul style="list-style-type: none"> Action: The Board will develop a response through meaningful discussion at the 		4.5.1

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>This report provides a brief overview of the Independent Investigation into East Kent Maternity Services by Dr Kirkup, which highlights that the repeated problems were systemic, particularly reflecting problems of attitude, behaviour and team working, and they reflected a persistent failure to look and learn.</p> <p>CQC new inspection framework: CQC new inspection framework was presented providing an overview of the model to understand the key changes and enable planning of the next steps for the organisation. Whilst the implementation of the new framework has been delayed there is still a need to undertake a review of the updated framework, and this should be incorporated into the wider project to describe and report on our quality assurance frameworks.</p>	<p>next Board Development Day and share the outcomes at the next open Board.</p> <ul style="list-style-type: none"> • review of the updated framework 		
<p>Audit Committee Report - The accounts of the My WiSH charity were reviewed and submitted to the Board for approval. The finance team has been asked to give a tighter timetable for the process next year.</p> <p>It was agreed that as part of the ongoing review of the Board's scheme of reservation and delegation authority should be delegated to the audit committee to approve the MyWish annual report and accounts. This will be included in this review for approval by the Board later in the year.</p>	<ul style="list-style-type: none"> • None 		5.1
<p>Remuneration Committee Report - The Director of Workforce and Communications was added as a voting member of the Board. It was confirmed that term of the present Interim Medical Director has been extended to the end of December 2023 to allow enough time for the process to appoint a substantive replacement.</p>	<ul style="list-style-type: none"> • Noting of executive director of workforce and communications as a voting member of the Board 		5.2
<p>Governance report - The annual report and accounts of the MyWish charity were reviewed by the audit committee, including the consideration of the audit findings report and Letter of representation from Lovewell Blake Audit.</p>	<ul style="list-style-type: none"> • A programme of deep dives for red BAF risks through the assurance committees and governance groups will 		5.3

Summary of Key Issues	Board Action/Intervention	Future Implications for the Trust, Board and Council	Board doc. ref
<p>Based on this review the annual report and accounts were approved by the Audit Committee.</p> <p>Board Assurance Framework - Reviewed by the Board including the risk appetite statement. A full executive-led review of the BAF is currently being undertaken. This will identify potential risks to delivery of the objectives set out in the revised Trust strategy. The updated BAF will be reported to the open Board meeting in March 2023</p>	<p>provide assurance to the Board on the effective management of the risk and control environment</p>		

17. Any other business

18. Dates for meetings for 2023

To note dates for meetings in 2023:

- 2 May 2023
- 4 September 2023
- 7 November 2023

To inform

Presented by Jude Chin

19. Reflections on meeting

To consider whether the right balance has been achieved in terms of information received and questions for assurance and the Trust's values and behaviours observed

For Consideration

Presented by Jude Chin