

**Meeting of the Council of Governors
Monday 6 June 2022 at 16:00
Microsoft Teams Meeting**

Vision: Working to Improve Lives

CEO Briefing – 15:15

PART ONE MEETING – HELD IN PUBLIC

AGENDA

1	APOLOGIES FOR ABSENCE	SS	Verbal	Noting	16:00
2	DECLARATIONS OF INTEREST	SS	Verbal	Noting	
3	MINUTES OF THE MEETING (PART 1) HELD ON 21 MARCH 2022	SS	Attached	Approval	
4	ACTION LOG AND MATTERS ARISING	SS	Attached	Noting	
The Health and Care Bill and Integrated Care Systems: Opportunities and Risks for Mental Health and Community Services Zephan Trent, Executive Director of Digital, Transformation and Strategy					16:05
5	STANDING REPORTS				16:20
(a)	Report from the Chair	SS	To Follow	Noting	
(b)	Chief Executive Officer Report	PS	Attached	Noting	
(c)	Annual Reports from the Chairs of the Board of Directors Standing Committees				
	(i) Charitable Funds Committee	AS	Attached	Noting	
6	ITEMS FOR DECISION				16:50
(a)	Code of Governance for Foundation Trusts	SS	Attached	Approval	
(b)	NHS England / Improvement Self-Certification for 2021/22: Governor Training	PG	Attached	Approval	
7	ITEMS FOR DISCUSSION				17:00
(a)	EPUT Culture of Learning	MA	Attached	Discussion	
8	ITEMS FOR NOTING				17:25
(a)	Membership / Your Voice	CJ	Attached	Noting	
(b)	Changes to the Council of Governors and Membership of its Committees	CJ	Attached	Noting	
(c)	Lead / Deputy Lead Governor Report	JJ / PE	Attached	Noting	
(d)	15 Steps Programme	SS	Verbal	Noting	
9	ANY OTHER BUSINESS				17:45
10	QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC				

11	RESOLUTION Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed	
12	DATE AND TIME OF NEXT MEETING Wednesday 31 August 2022 (4pm)	18:00
13	DATES OF FUTURE MEETINGS Thursday 8 December 2022 (4pm)	

Professor Sheila Salmon
Chair

**Minutes of the Council of Governors Meeting Held in Public
On Monday 21 March 2022
Microsoft Teams**

Attendees:

Prof Sheila Salmon (SSa)	Chair of the Trust (Chair of the meeting)
David Bamber (DB)	Public Governor West Essex & Hertfordshire
Lara Brooks (LB)	Staff Governor Non-Clinical
Peter Cheng (PC)	Public Governor North East Essex & Suffolk
Dianne Collins (DC)	Public Governor Essex Mid & South
Mark Dale (MDa)	Public Governor Essex Mid & South
Councillor Matt Dent (MDe)	Appointed Governor Southend-on-Sea Borough Council
Councillor Mark Durham (MDu)	Appointed Governor Essex County Council
Pippa Ecclestone (PE)	Public Governor West Essex & Hertfordshire
Paula Grayson (PG)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Julia Hopper (JH)	Public Governor Essex Mid & South
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Pam Madison (PM)	Public Governor Essex Mid & South
Nosi Murefu (NM)	Staff Governor Clinical
Tracy Reed (TR)	Staff Governor Clinical
Elizabeth Rotherham (ER)	Public Governor Essex Mid & South
Stuart Scrivener (SSc)	Public Governor Essex Mid & South
David Short (DS)	Public Governor North East Essex & Suffolk
Paul Walker (PW)	Staff Governor Non-Clinical
Michael Waller (MW)	Public Governor West Essex & Hertfordshire
Matt Webster (MW)	Appointed Governor Anglia Ruskin University
Judith Woolley (JW)	Public Governor Essex Mid & South

In attendance:

Rufus Helm (RH)	Non-Executive Director
Mateen Jiwani (MJ)	Non-Executive Director
Manny Lewis (ML)	Non-Executive Director
Loy Lobo (LL)	Non-Executive Director
Alison Rose-Quirie (ARQ)	Non-Executive Director
Amanda Sherlock (AS)	Non-Executive Director
Janet Wood (JW)	Non-Executive Director
Paul Scott (PS)	Chief Executive Officer
Alex Green (AG)	Executive Chief Operating Officer
Natalie Hammond (NH)	Executive Nurse
Sean Leahy (SL)	Executive Director of People & Culture
Trevor Smith (TS)	Executive Chief Finance & Resources Officer
Zephan Trent (ZT)	Executive Director of Strategy, Transformation and Digital (Designate)
Denver Greenhalgh (DG)	Senior Director of Governance and Corporate Affairs
Chris Jennings (CJ)	Assistant Trust Secretary
Clare Sumner (CS)	Trust Secretary's Office Administrator
Jess Briar (JB)	Director of Marketing and Brand
Scott Waple (SW)	Member of the Public

Signed Date

001/22 APOLOGIES FOR ABSENCE / WELCOME TO NEW STAFF

Ian Plunkett
Nigel Leonard

Public Governor Essex Mid and South
Executive Director of Major Projects

SSa welcomed everyone to the meeting, introduced a new style agenda as developed by Governors, and looked forward to receiving any feedback following the meeting.

SSa welcomed Julia Hopper as a new Public Governor for Essex Mid and South to her first Council meeting. SSa thanked Emmanuel Jessa for his time as a Governor. SSa welcomed DG and ZT to their first formal Council of Governor meetings.

002/22 DECLARATIONS OF INTEREST

None.

003/22 MINUTES OF THE MEETING (PART 1) HELD ON 8 DECEMBER 2021

The minutes of the meeting held on the 8 December 2021 were approved as an accurate record.

004/22 ACTION LOG AND MATTERS ARISING

The action log from the meeting held on the 8 December 2021 was reviewed. SSa noted two actions open. The first related to the development of a template for the Board of Directors Annual Reports and this would be taken forward by DG as part of her review of governance processes in the Trust.

The second action related to the completion of a data quality internal audit of Serious Incidents, which had been scheduled for completion.

PRESENTATION: BUSINESS PLAN APPROACH 2022/23

TS provided a verbal presentation regarding the Business Plan Approach 2022/23. TS provided the headlines, advising that business planning was being undertaken collectively, both locally and nationally, with a focus on:

- recovery and restoration
- Transformation to achieve efficiency

TS advised there were challenges in relation to the national allocation of monies for the pandemic reducing and the growing recognition of pressures from utility and fuel costs. TS advised the planning would be on a system basis rather than looking at individual organisations. This included integrated management, joint management and joint services.

TS advised there was a requirement for a 4% (c. £20m) Cost Improvement Program (CIP) saving, of which 50% has already been identified. The approach would be a move away from central control to devolution to care units overseen through the new Accountability Framework.

Signed Date

TS advised there was a Five-Year forward view in terms of Estates, Facilities and technologies within the Trust. TS advised the Trust turnover was approaching £500m through collaborative monies, which showed the significant financial scale and would lead to a better use of resources. AG advised there were three over-arching imperatives for collaborative working; progress resilience, mutual aid and the consolidation of specialisms.

DB asked whether the identified £10m savings took into account the extra required for increased fuel and utility costs. TS advised this does not incorporate increased fuel or utility costs at this time, as this may be address nationally. This has been flagged as a risk, but not provided in the operational plan.

PE asked how it would be ensured there is parity of esteem between acute and mental health services and whether this would make system working more difficult. TS advised this was a challenge, but the Trust would need to lead and drive collaboration across different organisations, ensuring a focus on services was maintained. TS advised the Trust was in a system with three acute hospitals, but it was important services worked together to provide good quality services. ZT highlighted the Mental Health Investment Standard and the national push for an amendment through the House of Lords to provide clarity on mental health spending.

PG asked in relation to IRFS16 and the implication of capitalised leases needing to be converted back to revenue and whether the Trust should be concerned in terms of next year's control total. TS advised this had been discussed at the Audit Committee and the impact was £43m being brought onto the balance. This would be funded nationally, rather than needing to be funded at a local level.

TS advised the final submissions of the plans were due for submission by the 28 April 2022 and these would be circulated on approved by the Board of Directors.

Action:

- 1. Circulate Business Plan 2022/23 once approved by the Board of Directors (TS).**

005/22 REPORT FROM THE CHAIR

SSa presented a report as circulated in support of Governors holding the Non-Executive Directors to account for the performance of the Board and providing an understanding of the work the Non-Executive Directors.

PE commented on her role as an Associate Mental Health Act Manager and raised concern regarding the attendance of members of the Board at meetings of the Associate Mental Health Act Managers. PE commented the Mental Health Act champion for the Board had not attended meetings, with JWd attending the last meeting. PE felt the meetings were important to have individuals from the Trust in attendance to provide some internal knowledge as part of the Mental Health Act process.

The Council of Governors received and noted the report.

Action:

- 1. Review arrangements for ensuring a Non-Executive Director attends the Associate Mental Health Act Managers meeting. (SSa)**

Signed Date

006/22 CHIEF EXECUTIVE OFFICER REPORT

PS presented a report providing a summary of key activities and information from his perspective. PS acknowledged the challenges in service delivery, including the increased patient and population demand for services. PS thanked all staff for their extra-ordinary work they continue to undertake during this time.

PS advised he had visited with District Nursing teams to provide an insight into the challenges faced when supporting very ill people within their own homes. The visit reiterated the pressures on services and the flexibility of services during this time.

PS highlighted items in the report, including the £20m provided for Community Mental Health Teams this year and £20m investment in inpatient wards. An additional £10m had been invested in safety and changing environments, including aspects such as ligature safety. The overseas recruitment campaign had started and the time to recruit had reduced by 50%.

PS advised positive feedback had been received by the Care Quality Commission regarding Child and Adolescent Mental Health Services (CAMHS) inpatient services.

JH asked whether the Trust would be taking-over CAMHS services in Southend-on-Sea. AG advised the Trust provided Tier 4 CAMHS provision for Essex, but is part of a regional service. North Essex NHS Foundation Trust (NELFT) provide Tier 2 – 3 services. The challenges faced the previous year regarding demand and acuity meant the Trust had worked closer with NELFT and other social care providers. Work was underway to identify service solutions and the Trust has taken a leadership role in this area. AG advised there were no plans to take over other aspects of CAMHS services.

**007/22 ANNUAL REPORTS FROM THE CHAIRS OF THE BOARD OF DIRECTORS
STANDING COMMITTEES**

(i) Audit Committee

JWd presented a report providing assurance regarding the work of the Audit Committee in ensuring the appointed auditors are discharging their responsibilities to the required standard and providing an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of the contribution to the overall performance of the Board. JWd highlighted the flexibility of the Committee in covering new issues and receiving assurance reports from officers, including for Freedom to Speak-Up and Clinical Audit.

PE noted the report referred to a visit completed to Finance at Thurrock Hospital and asked whether there was a finance function at this site. JWd advised the Trust Finance department was based at this site.

SSa thanked PG for her attendance at the meetings as an observer for the Council of Governors.

The Council of Governors received and noted the report.

(ii) Finance and Performance Committee

Signed Date

ML presented a report providing an indication of the effectiveness of the Non-Executive Director membership of the Finance and Performance Committee in fulfilling its remit as part of its contribution to the overall performance of the Board.

ML advised the report highlighted some of the challenges throughout the year. There was positive accountability of the Executive Directors and Service Managers, presenting trajectories and deep dives on data as required. ML advised he had written the report based on feedback from the Council, focusing more on the impact of the Committee.

LL advised he had chaired the Committee from November 2021 and hoped to bring the benefit of his experience from other areas to provide healthy challenge on performance analysis.

PG commented an area raised by Governors was demonstrating what had been learned as part of the work of the Committee. PG asked LL whether he had an example of where there had been any learning from Committee discussions. LL provided details of improvements in key performance indicators, which are inter-related, and ensuring the dynamics between the indicators was clear. There challenges to this in terms of where the data is recorded and is something the Committee would look to change over time.

PG noted the report referred to the need to address the risks within the new contract for the Lighthouse Children’s Development Centre and asked whether this was connected to the query from JH regarding the Trust taking over CAMHS services. PG also asked for details of the risks for the contract.

AG advised the Trust would be the lead provider for services at the Lighthouse Children’s Development Centre on behalf of the provider collaborative. The risks related to areas such as workforce, the current clinical model and the waiting list, which would be transferred with the contract. AG advised there were robust plans in place from an operational perspective and there was assurance around leadership, links with local neighbourhoods and links with colleagues within the provider collaborative. There was a mobilisation plan in place to mitigate the initial risks and there would be strong oversight as the service moves through the mobilisation process and into business as usual.

JH confirmed it was the service she had been thinking of when referring to CAMHS earlier in the meeting. JH shared the impact on young people and families of waiting for assessments and the implications of increased mental health needs consequently. AG advised she would welcome a conversation with JH to discuss further.

JJ noted the report covered the period February 2021 – January 2022 and asked whether there was any concern the Trust would not meet its control total for the year. TS advised the Trust was on plan to deliver its control total for the year.

SSa thanked JJ for his attendance at the meetings as an observer for the Council of Governors.

The Council of Governors received and noted the report.

Action:

- 1. Arrange meeting with JH to discuss the Lighthouse Children’s Development Centre. (AG)**

Signed Date

008/22 TRUST CONSTITUTION

SSa presented a report confirming a review of the EPUT Constitution had been undertaken and proposed amendments for approval by the Council of Governors for onward presentation to the Board of Directors. SSa summarised the proposed changes as included in the report.

SSa advised the Trust Constitution had been reviewed by a Task and Finish Group and the Council of Governors Governance Committee. The Council of Governors Governance agreed the proposed changes to recommend to the Council of Governors for approval, before onward presentation to the Board of Directors.

SSa requested approval of the changes summarised above and within the report. SSa also sought permission to amend the Constitution following the enactment of the Health and Care Bill, which would require the removal of “Monitor” from the Constitution.

The Council of Governors received, noted the report and:

- **Approved the amendments to the Essex Partnership University NHS Foundation Trust Constitution as noted in the report and;**
- **Approved permission for the removal of references to “Monitor” in the Constitution following the enactment of the Health and Care Bill.**

Action:

1. **Review and remove references to “Monitor” in the Trust Constitution upon enactment of the Health and Care Bill. (DG)**

009/22 AUDITOR PANEL OUTCOME

JWd presented a report providing the outcome of the recent market testing exercise for external audit services. JWd advised the Trust was coming to the end of its five-year contract with the current external auditor, which required a market testing exercise to be completed.

JWd advised a panel undertook the exercise, including two Governors, and discussed in depth the price and quality of the external auditors submission. The panel recommended the appointment of Ernst and Young for a period of three-years, with the option to extend up to five-years, subject to annual re-appointment by the Council of Governors.

JWd asked the Council of Governors to approve the appointment of Ernst and Young as the Trust External Auditors for a three-year period (with the option to extend for a further two years) subject to an annual re-appointment exercise at a total cost of £498,000 excluding VAT.

JWd asked for clarification regarding the referral in the report to the exclusion of an inflationary uplift for years 2 and 3 of the contract, which would be subject to discussion. JWd advised the total cost to be paid Ernst and Young referred to three-year’ work. The Trust would pay the first part of the first year and then re-assess for years two and three to consider inflation uplift. This was instead of agreeing a flat inflationary uplift to be paid each year in advance.

JWd thanked JJ and DC for their input and challenge on behalf of the Council of Governors.

Signed Date

The Council of Governors received, noted the report and approved the appointment of Ernst and Young as the Trust External Auditors for a three-year period (with the option to extend for a further two years) subject to an annual re-appointment exercise at a total cost of £498,000 excluding VAT.

010/22 COUNCIL OF GOVERNORS GOVERNANCE COMMITTEE REPORT AND TERMS OF REFERENCE

JJ presented a report providing details of the work of the Council of Governors Governance Committee and presented a reviewed Terms of Reference for approval.

PE highlighted a typographical error in the report, which referred to the Membership Committee rather than the Governance Committee.

The Council of Governors received, noted the report and approved the Terms of Reference for the Council of Governors Governance Committee.

Action:

- 1. Amend typographical error noted in the Council of Governors Governance Committee Report and Terms of Reference. (CJ)**

011/22 COUNCIL OF GOVERNORS REMUNERATION COMMITTEE REPORT AND TERMS OF REFERENCE

JJ presented a report providing an update of the work of the Council of Governors Remuneration Committee and presented a reviewed Terms of Reference for approval. The report also provided the process for Non-Executive Directors – Governor Performance Reviews for approval.

The Council of Governors received, noted the report and:

- approved the Terms of Reference for the Council of Governors Remuneration Committee.**
- approved the process for Non-Executive Director – Governor Performance Reviews.**

012/22 COUNCIL OF GOVERNORS TRAINING AND DEVELOPMENT COMMITTEE REPORT AND TERMS OF REFERENCE

PG presented a report providing details of the work of the Council of Governors Training and Development Committee and a reviewed Terms of Reference for approval. PG highlighted the work of the group in terms of considering learning opportunities for Governors and noted around 131 different opportunities for learning. PG commented regarding the excellent support from the Trust Secretary's Office and staff in delivering the learning opportunities.

The Council of Governors received, noted the report and approved the Terms of Reference for the Council of Governors Training and Development Committee.

013/22 MARKETING AND BRAND STRATEGY UPDATE

Signed Date

JB delivered a presentation providing an update on the Marketing and Branding Strategy for the Trust. JB detailed changes to the Communication Team in August 2021, which split into a Communication function (overseen by Martine Munby) and Marketing and Strategy function.

JB outlined the differences between the two functions with Marketing and Branding leading on areas such as advertising, the Trust website, apps, brochures and external events. Communication led on public relations, media enquiries, crisis management, internal communication and internal events. There are some shared functions such as brand awareness and stakeholder relationships.

JB shared the new website highlighting changes to the design and improvements to the existing website. This included the inclusion of a crisis line button and improved service location search function.

JB outlined the phases for the website:

- **Phase 1:** Launch of the new website on the 1 April 2022 following approval by the People, Equality and Culture Committee and Executive Team. There will be some testing taking place with stakeholders, including Governors, to see if anything was missing or any functionality issues.
- **Phase 2:** This will be looking at other elements of the website including the Governor Portal. This will include looking at usage statistics and understand how Governors would like the portal to function.

JB advised there had been some issues with posts on social media, which had been highlighted by Governors, and the team were working to ensure there is improvement and these issues did not re-occur. JB advised the team is new and is still finding its feet, but processes are in place to ensure mistakes are not made.

JB highlighted what the Marketing and Branding Team would like from the Council of Governors. This included being brand ambassadors for the Trust and highlighting anything that is happening in the local area. JB also suggested joining a Governor Training session to describe what is happening with Communication and Marketing and how Governors can be involved.

PE asked how the Trust would be able to update information on the website rapidly, in terms of any changes to services. SL advised the Trust has the ability to change the website in real time, rather than relying on any external companies to make changes.

MDa requested assurance that accessibility needs have been considered, such as use of accessibility tools, voice activation that are included on the current website. JB advised the accessibility requirements were mandatory and would be included in the new website. The testing of the website would include ensuring accessibility functionality.

MDa raised concern about references to Governors being brand ambassadors, as he did not feel this was appropriate for a Governor. SL advised this is around terminology; the ambassador was around being connected and talking about the organisation.

DB asked whether the new website would allow individuals to join as members through the webpage. JB advised the online form on the current website would be included on the new website.

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JJ commented that marketing was a wide subject and one aspect was the enhancement of the perception of the organisation in terms of recruitment and retention. There had been some criticism in the past of why money was being spent on advertising, rather than on front line services. His counterpoint to this was around recruitment and retention of staff based on the recognition and reputation of the organisation. SL agreed and advised international recruitment was being undertaken through branding and the majority of recruits have applied directly to the Trust. The branding for Essex Mid and South recruitment had been developed by the Trust and it was positive in driving people to work for EPUT and across the system.

PW asked whether chaplaincy services would be easy to find on the new website. JB advised the service would be easy to find using the new service search function.

The Council of Governors received and noted the presentation.

014/22 STRATEGIC DEVELOPMENT

ZT delivered a presentation highlighting the new vision and values for the organisation, which were approved in September 2021. ZT advised the next step was to undertake mapping to link the visions and values to risks, plans, programmes and objectives for the Trust. The plan was to hold early conversations and produce a mapped programme of transformation that is appropriate and sets the right governance.

ZT detailed the phases of work to move towards the new Trust vision and strategic objectives. Phase one and two regarding developing new strategic objectives and aligning programmes of work with new strategic objectives had been completed. The following phases were planned going forward:

- Phase Three: Operational Planning and Strategic Directions, to be completed in April 2022.
- Phase Four: Contextual Review, to set national guidance, best practice and the NHS plan into the context of the Trusts plans and direction.
- Phase Five: Development of clinical and Place-based strategies.
- Phase Six: Development of a full EPUT strategy and strategic plan.
- Phase Seven: Launch of the new EPUT strategy and strategic plan, followed by the development of other plans to underpin the over-arching strategic plan.

ZT advised the work would be completed over a number of months and would include the Council of Governors as a key stakeholder.

JJ queried the reference to a “service-led” strategy as he felt any strategy should be patient-led. ZT advised the “service-led” strategy was distinct from a “corporate” strategy. The Trust strategy would start from the services to be provided and to whom these are provided. This ensured the strategic direction was “patient-led” as it would be based on the services provided by the Trust to the patients.

JH asked whether there were any plans for changes to services provided for individuals with neurodiversity. ZT advised this had not yet been considered as the strategic development was at an early stage, but would be considered going forward.

SSa asked for details of the next steps in terms of strategic development. ZT advised he would be meeting with colleagues to complete the mapping exercise, which would continue

Signed Date

to October – November 2022. He would also write to the Council of Governors to engage with the strategic development process.

The Council of Governors received and noted the presentation.

Action:

- 1. Write to Governors to ask how they would like to engage with the strategic development. (ZT).**

015/22 OUTCOME OF THE COUNCIL OF GOVERNORS EFFECTIVENESS REVIEW

DG presented a report providing details and key findings of the self-assessment undertaken by Governors to assess the effectiveness of the Council of Governors and its sub-committees in the period October 2021 – December 2021.

DG advised the results were positive and highlighted areas such as Governors enjoying and understanding their role. DG advised the results would be reported to the sub-committee to identify any learning and / or actions required.

PE commented about concerns raised by the Council of Governors Membership Committee recently in relation to the upcoming Your Voice meeting. DG asked the concerns to be provided to her outside of the meeting so she could take forward.

The Council of Governors received and noted the report.

Action:

- 1. Provide details of concerns raised by the Council of Governors Membership Committee regarding Your Voice. (PE)**

016/22 MEMBERSHIP / YOUR VOICE

JWy presented a report providing details of the current membership metrics, details of the Your Voice meeting held since the last Council meeting and plans for future meetings. The report also provided details of discussions held by the Council of Governors Membership Committee.

JWy highlighted concerns raised by PE regarding communication to the membership and hoped to improve this going forward.

The Council of Governors received and noted the report.

017/22 GOVERNOR ELECTIONS 2022

CJ presented a report providing details of the Governor Election programme and timetable for 2022.

The Council of Governors received and noted the report.

018/22 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES

Signed Date

CJ presented a report providing details of any changes to composition, sub-committee membership and attendance at the Council of Governors. CJ highlighted vacancies on the Council of Governor sub-committees and requested any volunteers.

The Council of Governors received and noted the report.

019/22 LEAD AND DEPUTY LEAD GOVERNOR UPDATE

JJ presented a report providing an update on the activities involving the Lead and Deputy Lead Governors. JJ asked Governors to provide any feedback on the report and activities.

The Council of Governors received and noted the report.

020/22 ANY OTHER BUSINESS

None.

020/22 QUESTION AND ANSWERS

SSa invited questions from SW as a member of the public.

SW commented the constitution now included an Appointed Governor for the Third Sector / Voluntary Sector and asked whether in the future there could be a person with lived experience Governor. CJ advised this had been considered by the Council of Governors Governance Committee and was agreed the Council already has a number of Governors with lived experience. DG advised this could be incorporated into the next review of the Constitution.

SW agreed with the comments around communicating with the membership and felt there needed to be more engagement.

SW commented on the Chairs Report which described expanded projects with Anglia Ruskin University and he would be interested in hearing more about this. SSa advised this was happening with Executive Directors. SW commented he is involved in projects, which are linked to Anglia Ruskin University, and was intrigued to follow the process.

021/22 DATE AND TIME OF NEXT MEETING

The date and time of the next meeting is 6 June 2022 at 4pm via Microsoft Teams.

Signed Date

ESSEX PARTNERSHIP UNIVERSITY NHS FT

Council of Governors Meeting
Action Log (following Part 1 meeting held on 21 March 2022)

Lead	Initials	Lead	Initials	Lead	Initials
Trevor Smith	TS	Denver Greenhalgh	DG	Pippa Ecclestone	PE
Sheila Salmon	SSa	Chris Jennings	CJ	Gill Mordain	GM
Alex Green	AG	Zephan Trent	ZT		

Requires immediate attention /overdue for action	
Action in progress within agreed timescale	
Action Completed	
Future Actions	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
March 2022 Presentation	Circulate Business Plan 2022/23 once approved by the Board of Directors	TS	May-22	Operational Plan included on the agenda for Part 2 Council of Governors	Closed	
March 2022 005/22	Review arrangements for ensuring a Non-Executive Director attends the Associate Mental Health Act Managers meeting.	SSa	Jun-22	Plan developed to ensure back-up attendance in place should the nominated Non-Executive Director be unable to attend the meeting.	Closed	
March 2022 007/22(ii)	Arrange meeting with JH to discuss the Lighthouse Children's Development Centre.	AG	Jun-22	Meeting held.	Closed	
March 2022 008/22	Review and remove references to "Monitor" in the Trust Constitution upon enactment of the Health and Care Bill.	DG	Sep-22	Subject to the Health and Care Bill enactment.	Open	
March 2022 010/22	Amend typographical error noted in the Council of Governors Governance Committee Report and Terms of Reference.	CJ	Jun-22	Report amended. Changing of one word from "Membership" to "Governance".	Closed	
March 2022 014/22	Write to Governors to ask how they would like to engage with the strategic development.	ZT	Aug-22	Strategic Development session to be held in June – August 2022.	Open	
March 2022 015/22	Provide details of concerns raised by the Council of Governors Membership Committee regarding Your Voice.	PE	Jun-22	Meeting held with Judith Woolley, Chair of the Membership Committee, Stuart Scrivener, Mark Dale, Paul Scott and	Open	

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Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p>Denver Greenhalgh to discuss communication. This included concerns regarding Your Voice.</p> <p>This was also discussed a the Membership Committee and it was agreed the Your Voice sessions would be planned for the year with support from the Trust Secretary's Office and Communications.</p>		
Dec 074/21	Develop a template for future Standing Committee assurance reports via the CoG Chair of Sub-Committees meeting	DG (picked up formally in first CoG meeting in March 2022)	Mar-22 Aug-22	<p>This was discussed at the Chair of Sub-Committees meeting in February 2022 and principles for the reports established. This was fed-back to the Chairs of the Board Standing Committees to include in future reports.</p> <p>The Senior Director of Governance and Corporate Affairs will incorporate this into a review of Trustwide governance forums and seek dialogue regarding what these reports should look like going forward.</p>	Open	
Sep 056/21	Undertake a data quality audit of the Serious Incident local indicator contained in the Quality Account 2019/20	GM	May-22	The audit has now been completed and is currently being reviewed for sharing with the Council of Governors.	Open	

Agenda Item No: 5a

SUMMARY REPORT

**COUNCIL OF GOVERNORS
PART 1**

6 June 2022

Report Title:	Report from the Chair					
Executive/ Non-Executive Lead:	Professor Sheila Salmon, Chair of the Trust					
Report Author(s):	Angela Horley, PA to Chair, Chief Executive and NEDs					
Report discussed previously at:	N/A					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Risk Assessment of Report – mandatory section

Summary of risks highlighted in this report	No risks identified.					
Which of the Strategic risk(s) does this report relates to:	SR1 Safety					
	SR2 People (workforce)					
	SR3 Systems and Processes/ Infrastructure					
	SR4 Demand/ Capacity					
	SR5 Essex Mental Health Independent Inquiry					
	SR6 Cyber Attack					
Does this report mitigate the Strategic risk(s)?	Yes/ No					
Are you recommending a new risk for the EPUT Strategic or Corporate Risk Register? <i>Note: Strategic risks are underpinned by a Strategy and are longer-term</i>	Yes/ No					
If Yes, describe the risk to EPUT's organisational objectives and highlight if this is an escalation from another EPUT risk register.						
Describe what measures will you use to monitor mitigation of the risk						

Purpose of the Report

This report provides the Council of Governors an update report from the Chair of the Trust in support of Governors holding the Non-Executive Directors to account both individually and collectively for the performance of the Board and to provide an understanding of the work of the Non-Executive Directors.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required

The Council of Governors is asked to:
1 Note the contents of the report
2 Request any further information or action.

Summary of Key Issues

The report provides an overview of the Chair's, Non-Executive Directors' and Board related activities since the last report to the Council of Governors.
An update report from the Chair of the Trust will be provided at each general meeting of the Council of Governors.

Relationship to Trust Strategic Objectives

SO1: We will deliver safe, high quality integrated care services	✓
SO2: We will enable each other to be the best that we can	✓
SO3: We will work together with our partners to make our services better	✓
SO4: We will help our communities to thrive	✓

Which of the Trust Values are Being Delivered

1: We care	✓
2: We learn	✓
3: We empower	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	✓		
Data quality issues			
Involvement of Service Users/Healthwatch	✓		
Communication and consultation with stakeholders required			
Service impact/health improvement gains			
Financial implications:	Capital £ Revenue £ Non Recurrent £		
Governance implications			
Impact on patient safety/quality			
Impact on equality and diversity			
Equality Impact Assessment (EIA) Completed	<table border="1"> <tr> <td align="center">YES/NO</td> <td align="center">If YES, EIA Score</td> </tr> </table>	YES/NO	If YES, EIA Score
YES/NO	If YES, EIA Score		

Acronyms/Terms Used in the Report

CQC	Care Quality Commission	CAMHS	Child and Adolescent Mental Health Services
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Supporting Documents and/or Further Reading

Main Report

Lead

Professor Sheila Salmon Chair of the Trust

REPORT FROM THE CHAIR

1.0 PURPOSE OF REPORT

This paper presents an update report from the Chair of the Trust in support of Governors holding the Non-Executive Directors (NEDs) to account both individually and collectively for the performance of the Board and to provide an understanding of the work of the Chair, NEDs and Board of Directors. This report covers the period since the last report to the Council of Governors.

2.0 ACTIVITY UPDATE FROM CHAIR AND NEDS

i) **Sheila Salmon**
Board of Directors Strategy and Planning Day

I was delighted to have the Trust Board of Directors together at Anglia Ruskin University on 27th April, where we were able spend dedicated time reviewing Trust strategic priorities and discussing enabling strategies.

Prospective Governor Workshops

With our Governor elections taking place this summer, the Trust Secretary's Office held a series of workshops via MS Teams for people interested in finding out more about the role and nomination process. The Non-Executive Directors and I were delighted to join a number of these sessions to meet our prospective Governors.

MSE ICB (Integrated Care Board) Board Executive and Non-executive appointments

Since the last Council of Governors, I have been delighted to support, as a selection panel member, the appointment of several Integrated Care Boards appointments, including 3 non-executive members, Alliance (PLACE) Directors and other functional executives. The bar is set high and appointment has only been made when candidates surpass the high standard set. More interviews will take place over the coming weeks with the intention of filling the gaps that still exist. I will continue to support this process.

MSE Community Collaborative Board

The collaboration between EPUT, Provide & North East London Foundation Trust that has been forged to transform and improve community services for the communities that we serve across Mid and South Essex, continues to gather positive momentum. I have rotated back into the Chair for the ensuing six months. We have established key performance indicators (KPIs), so that we can measure and track service improvements. Our collective ambitions remain strong.

Appointment of Consultant Psychiatrist Chelmer Ward, Derwent Centre, Harlow

I was delighted to Chair the appointment panel for this post on Friday 27th May where we successfully recruited a high calibre candidate. I echo my Vice Chair's comments as indicated by Manny Lewis below. I am also indebted to the service user representatives who join these appointment panels as a full voting member and thus bring the service user voice and patient/carer perspective to the fore.

Service Visits

As restrictions are eased, the Non-Executive Directors and I are pleased that we have been able to recommence face to face visits to services. A forward plan of visits is in development and I am looking forward to visiting Brockfield House on 31st May alongside our Executive Director of Digital, Transformation and Strategy, Zephan Trent. Other very recent visits by Non-Executive Directors have included Rawreth Court and a virtual session with the West Essex Pain Management team.

15 Step Visits to Service Areas with Governors

These structured visits, involving Governors with Non-Executive Directors and Executive Directors, had to be halted during the course of the pandemic for reasons of safety and infection prevention and control (IPC). With the Covid-19 restrictions now consistently easing, it is intended to recommence this programme, supported by clarity of Infection, Prevention and Control (IPC) guidance from June 2022.

International Nurses Day

On Thursday 12th May the Trust recognised and celebrated the work of our nursing and nursing support staff for International Nurses Day. Two virtual events were held, one of which heard from our international recruitment and workforce development leads on our exciting work to expand and support our overseas nursing workforce at EPUT.

ii) Alison Rose-Quirie

- I was pleased to finally meet my Board colleagues face to face for a combined Part 2 Board meeting and Board seminar in April. It was a very productive session with a useful strategic systems update from our new Director of Strategy Zephan Trent.
- I have chaired three Board Safety Oversight Groups in the period, two under the revised reporting format, which means receiving clearer updates on all the safety priorities. Reporting continues to improve, as does the delivery on the safety priorities. I was briefed on the new end-to-end change process which went live in April, this brings clarity and a managed process to innovation project approvals and ensures they are resourced appropriately to deliver the agreed objectives.
- I attended the first Transformation Steering Committee to see this process in action.
- I held a virtual visit with the Clinical manager of West Essex Community Pain management service to hear the excellent work being done by our small team to deliver a bio psycho social model of care as an alternative to the traditional medical model of pain relief. This visit included hearing of the challenges the service faced which I subsequently raised with the relevant Director.
- I joined an Accountability Framework meeting with Specialist Services to observe the process and subsequently met with Alex Green and Trevor Smith to discuss the development of this process. I also joined a meeting at the request of John Jones to discuss the revised process for the appointment of the F2SU principal guardian.
- I have also attended an Audit Committee Seminar to review the draft accounts in addition to the regular Audit Committee.
- I have had 1:1s with the Director of Patient Safety, Sean Leahy, Alex Green, Zephan Trent, and Richard James in addition to the regular monthly meetings.

iii) Janet Wood

It is a very busy time of year for the Audit Committee. Since I last updated the Council there have been two Committee meetings and one Seminar. The Seminar meeting was to review the draft Annual Accounts and Report. Members gave these thorough scrutiny as you would expect, noting the achievement of both capital and revenue plans, the significant increase in income over the previous year and discussed some key issues and the accounting policies. The Committee also considered the Going Concern statement, the Annual Governance Statement and the Head of Internal Audit opinion. The audit is well underway and everything is due to be received and approved on the 17th of June.

I continue to regularly attend the other Board Committees, with a view to understanding the issues, particularly in relation to safety and learning, and how these can be built into the Internal Audit programme as appropriate to offer assurance to the Board.

iv) Rufus Helm

A relatively quiet period for me as I took the opportunity presented by the lifting of travel restrictions, to take my family to Thailand for a few weeks. Nevertheless, work continues for the Trust and Board and the future is shaping up to be quite exciting with the establishment of Integrated Care Boards (ICBs) and Partnerships (ICPs).

I had the pleasure to conduct my (delayed) visits to Rawreth Court and Clifton Lodge Nursing Homes. It's clear that Pippa Crocket (who now leads both nursing homes) has spent considerable time and energy bringing Rawreth Court into line with the approach that she's successfully embedded in Clifton Lodge and I'm grateful to the Compliance Team agreeing to conduct a review of the nursing home to assess the progress she and her team have made ahead of an expected CQC visit.

I was also able to meet with Matt Sisto (Director) to kick off a piece of work looking at Patient Experience. This was a useful conversation that raised a number of questions for me and which will help shape my future conversations going forward.

Finally, I also met with Denver Greenhalgh who is currently pulling together a new Governance approach for the Trust - it is always valuable talking to Denver as she is able to translate what can be a dry and complex area into something that feels relevant, reasoned and clear and I look forward to seeing her full proposals in due course.

v) Loy Lobo

It has been an eventful period since the last report from the Finance & Performance Committee. The Trust closed the year with a small surplus and used its full allocation of capital. The team had barely time to catch a breath before they turned their attention to producing a balanced budget forecast for the year ahead, playing an important role in supporting the only system to return a balanced budget for this year.

Whilst we cannot take attention away from delivering another successful year, equal emphasis is required on the strategy and investment to support a transformation programme over the next 5-10 years. EPUT has a once in a generation opportunity to influence system level planning and investment to create a model of health service that is fit for the future. The F&P team, along with colleagues from across EPUT, needs to knit together the threads from:

1. Vision, Objectives, & Values
2. Strategy & Operating Plan
3. Critical Success Factors & Key Performance Indicators
4. Risk Management & Assurance Framework,

... to create the supporting fabric for our collective success.

Coming out of a difficult period, I find reasons for optimism. I learned about EPUT's work with Family Group Counselling (FGC), the primary prevention/intervention model in West Essex, and the increasing emphasis on Patient/Service User Experience. These are some of probably several pockets of excellence at EPUT. These create an interesting challenge for EPUT's Digital Strategy as it could act as the enabler for the spread and adoption of good practices across our services. While the difficult times have not completely passed, this is the time to invest into innovation and renewal, learning from mistakes of the past and building on our successes. Over the next few months, we will take a fresh look at our strategic priorities for investment and take decisions under a framework of stewardship - investing for a better tomorrow.

vi) Amanda Sherlock

With the end of another financial year, my focus through the committees that I attend has been on contributing to and providing challenge and oversight of the Quality Account, financial accounts and charitable funds for example. The Clinical Excellence Awards concluded successfully with the applications received demonstrating what a committed and excellent Consultant workforce EPUT has. In a similar vein, I was fortunate to participate in the interviews for a new Consultant; again I was struck by the calibre of applicants that the organisation is able to attract.

Finalising the appraisal for the Chair has been a pleasure to undertake this year. We used a 360 feedback process to support the required NHSE reporting process and stakeholders including

many Governors were generous in providing their views and insights that have given the Board excellent examples of how Sheila provides leadership across the system.

Alongside attendance of the Committees, it has been a delight to engage with the AHP's and to join their 'career workshops' – we aim to be the Trust of choice for AHP's across the Region and these career sessions enable the teams to discuss options for individual and professional development – It's great to be able to provide my own inputs on what worked well and maybe not so well in my own career since my days as a front line Occupational Therapist.

vii) Manny Lewis

Apart from the standard meetings I have chaired or attended in this period – People, Equality and Culture Committee (PECC), Finance & Performance Committee, Governor informal, Health & Wellbeing Integrated Care Board Chairs and Board, there have been two particular meetings that governors may find of interest: firstly I chaired the appointment panel for a Consultant Psychiatrist in General Adult Psychiatry based at the Gables. It was a really good process and I was particularly pleased that there is growing evidence of consultants and doctors being attracted to EPUT because of the transformational work we are doing and our service leadership. The Medical Workforce team do a really good job in organising these appointments, as there is a lot of coordination internally and externally for each recruitment.

Secondly, I also chaired the Trust's Apprenticeship Board this month. The Board's role is to oversee, scrutinise and provide recommendations for the development, implementation and review of education and training provision across the Trust, including apprenticeships. The plans reviewed by the Board include the Trust's 'Grow Your Own' approach to workforce development especially how we can expand the programmes but also ensure we retain staff we have invested in. Associate and trainee roles are assessed and there is oversight of our relationship with training providers. The meeting also reviewed the preparation for the forthcoming OFSTED inspection.

viii) Mateen Jiwani

Since the last Council of Governors meeting, as well as the required meetings and committees, I have continued to be active on the research and innovation agenda. We are building strong relationships and also I have also been vice chairing the PECC. I am continuing to fulfil the Mental Health Act Board Champion role and am working on the Education Board with the Apprenticeships meeting. I am now schedule to start site visits once again. The digital Strategy requires some leadership input and challenge and I am now working on working with Zephan Trent on this.

3.0 RECOMMENDATIONS AND ACTION REQUIRED

The Council of Governors is asked to:

1. Note the content of this report.

Report prepared by
Angela Horley
PA to Chair, Chief Executive and NEDs

On behalf of
Professor Sheila Salmon
Chair of the Trust

Agenda Item No: 5b

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		6 June 2022			
Report Title:		Chief Executive Report				
Report Lead:		Paul Scott, Chief Executive Officer				
Report Author(s):		Paul Scott, Chief Executive Officer				
Report discussed previously at:						
Level of Assurance:		Level 1	✓	Level 2		Level 3

Purpose of the Report		
This report provides the Council of Governors with a summary of key activities and information.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to: 1 Note the contents of the report

Summary of Key Issues
The report attached provides information in respect of Covid-19, Performance and Strategic Developments.

Relationship to Trust Strategic Objectives	
SO1: We will deliver safe, high quality integrated care services	✓
SO2: We will enable each other to be the best that we can	✓
SO3: We will work together with our partners to make our services better	✓
SO4: We will help our communities to thrive	✓

Which of the Trust Values are Being Delivered	
1: We care	✓
2: We learn	✓
3: We empower	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:		
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives		
Data quality issues		
Involvement of Service Users/Healthwatch		
Communication and consultation with stakeholders required		
Service impact/health improvement gains		
Financial implications:		
	Capital £	
	Revenue £	
	Non Recurrent £	
Governance implications		
Impact on patient safety/quality		
Impact on equality and diversity		
Equality Impact Assessment (EIA) Completed	YES/NO	If YES, EIA Score

Impact on Statutory Duties and Responsibilities of Council of Governors

Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	✓
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail):	

Acronyms/Terms Used in the Report

CAMHS	Children and Adolescent Mental Health Services	ICB	Integrated Care Board
HCA	Health Care Assistant	CEO	Chief Executive Officer
ICS	Integrated Care System		

Supporting Documents and/or Further Reading

Main Report

Lead

Paul Scott
Chief Executive Officer

CEO Report – May 2022

1.0 Introduction

As has been widely predicted, demand for mental health services has increased in the aftermath of the pandemic. In response, our teams across the Trust continue to focus on our recovery, working incredibly hard to support those who need it. This means that, at times, some of our patients wait longer than we would expect to access our services. We have a range of measures in place that will alleviate this including building on the investment in our community mental health teams, enhanced specialist support to primary care, the establishment of crisis houses and a MH emergency department.

Our ambition to be the “leading MH and Community Provider” means that we need to think differently about how we support people and arrange our services. To learn more about how we can achieve our ambition, I continue to meet with patients, and their families, to understand better how it feels to be a patient in our services. It is clear from these meetings, and feedback from other stakeholders that whilst some of the changes and investments we have made are having an impact there is much more we can do to support people, and their networks, to manage their mental health. This feedback will drive our plans for the coming year and I will continue to meet with patients and families to understand if we are having an impact on this.

As highlighted in the NHS Long Term Plan, the pandemic, alongside the rise in service demand, has demonstrated the need to embrace innovative ways of working, using digital technologies to transform the delivery of care and improve patient outcomes. The Trust continues to be an early adopter of technology and innovation to support service improvement, and I am delighted to see the reestablishment of our Virtual Wards to supplement face to face contacts with patients. We are committed to increasing our Virtual Wards throughout 2022/23, focusing particularly on the development of a Frailty Virtual Ward, and the expansion of our successful Respiratory and Heart Failure Virtual Wards.

Finally, this month saw us celebrate International Nursing Day, observed globally on 12 May each year, to mark the contributions that nurses make to society. This month also marked Mental Health Awareness Week, throughout which we held events to raise awareness of this year’s theme of Loneliness, whilst last week we marked Dementia Awareness Week, illustrating the importance of developing new and innovative approaches to improve care for people living with dementia. The need to build and maintain meaningful connections with friends, family, colleagues and communities has never been more apparent, and I would therefore like to take this opportunity to thank all our staff for the extraordinary compassion, flexibility and collaboration they display to our patients, families and colleagues every day.

2.0 Key Issues

Integrated Care Boards

We know we will not achieve our ambition alone and working closely in partnership with our local health and care partners, the voluntary sector and our local authority colleagues will be vital in realising our future goals. Last month, the Health and Social Care Act 2022 received Royal Assent, establishing a legislative framework to formalise the Integrated Care Systems and incorporating proposals to form NHS statutory Integrated Care Boards (ICBs). These ICBs will be tasked with the commissioning and oversight of NHS services across a specific geography and population, accountable to NHS England, for spending and performance. This significant change will build on existing work to join up services, increase data sharing between

partners, and solidify the move away from a focus of competition to one that promotes collaboration, integrated care and addresses the wider determinants of health. The anticipated launch of our three ICBs (Mid and South Essex, Suffolk and North East Essex and West Essex ICB) on 01 July is an exciting development and I look forward to working closely with our ICB partners to collectively plan and improve services, meeting the needs of our local population and helping our communities thrive.

Crisis House Opening

With those suffering from crisis a priority within our ICS and CCG partnerships, I was delighted to see the opening of the first Crisis House in Basildon, as part of the new 24-7 Mental Health Crisis Response service via 111 option 2, providing help and support for adults experiencing a mental health crisis.. These step down facilities offer an exciting solution to keeping people out of an acute psychiatric setting and within a therapeutic one, where people's needs may be better met.

**Report prepared by
Paul Scott
Chief Executive Officer**

		Agenda Item No: 5ci				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			6 June 2022	
Report Title:		Assurance Report from the Chair of the Board of Directors Charitable Funds Committee				
Executive/Non-Executive Lead:		Amanda Sherlock, Non-Executive Director				
Report Author(s):		Clare Barley, Head of Financial Accounts				
Report discussed previously at:		n/a				
Level of Assurance:		Level 1		Level 2	✓	Level 3

Purpose of the Report		
To highlight the work of the Committee during the period of 1 April 2021 to 31 March 2022 from the Chair of the Committee's perspective.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to: 1 Note the contents of the report

Summary of Key Issues
This report confirms: <ul style="list-style-type: none"> the purpose and membership of the Committee; the Committee met twice during 2021/22 on 9 September 2021 and 30 November 2021; the unaudited value of the fund as at end of 2021/22 is £1,140k (2020/21: £1,038k); activities undertaken by the Committee during the year; and the Charitable Funds Committee has been fulfilling its Terms of Reference during 2021/22.

Relationship to Trust Strategic Objectives	
SO1: We will deliver safe, high quality integrated care services	✓
SO2: We will enable each other to be the best that we can	
SO3: We will work together with our partners to make our services better	
SO4: We will help our communities to thrive	

Which of the Trust Values are Being Delivered	
1: We care	
2: We learn	
3: We empower	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:	
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Healthwatch	
Communication and consultation with stakeholders required	
Service impact/health improvement gains	
Financial implications:	
	Capital £ Revenue £ Non Recurrent £
Governance implications	Nil

Impact on patient safety/quality			
Impact on equality and diversity			
Equality Impact Assessment (EIA) Completed	YES/NO	If YES, EIA Score	

Impact on Statutory Duties and Responsibilities of Council of Governors	
Holding the NEDs to account for the performance of the Trust	✓
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail):	

Acronyms/Terms Used in the Report			

Supporting Documents and/or Further Reading
Main Report

Lead
Amanda Sherlock Non-Executive Director Chair of the Charitable Funds Committee

**Report from the Chair of the Board of Directors
Charitable Funds Committee**

1. Purpose of Report

This report is provided to the Council of Governors by the Chair of the Charitable Funds Committee. It is designed to highlight the work of the Committee during the period 1st April 2021 to 31 March 2022 from the Chair of the Committee's perspective.

The Committee is responsible for ensuring compliance with any mandatory, regulatory or statutory requirements.

2. Committee Purpose

The Terms of Reference of the Committee were reviewed and approved in July 2020. These will be reviewed at the next available meeting.

The Board of Directors act as 'corporate trustee' with day to day management of the funds delegated to the Charitable Funds Committee as per the Trust's standing orders and schemes of delegation. The duties of the Committee includes:

- Investing, managing and spending charitable donations efficiently in accordance with the Trustee Act 2000 and in line with its charitable objects
- Maintaining a proper distinction between the Corporate Trustee's responsibilities as a trustee and EPUT's other functions
- Acting in accordance with the conditions for which a donation is made and keeping general funds separate from designated funds.

3. Membership

The Terms of Reference include the following members:

- Two Non-Executive Directors (one of which is the Chair of the Committee)
- Executive Chief Finance Officer
- Executive Director of Major Projects and Programmes

Other officers in attendance are:

- Fund Managers
- Head of Financial Accounts
- Independent Financial Advisors as necessary or required.

As part of the next review of the Terms of Reference, 'officers in attendance' will include the post of Director of Finance.

4. Annual Review

During the 2021/22 financial year, the Committee met on two occasions; 9 September 2021 and 30 November 2021. The next meeting is due to take place during July 2022.

A full review of the Charities activities will be published in the Charitable Funds Annual Report and Accounts for 2021/22, which is required to be submitted to the Charity Commission by the 31 January 2023.

As at the end of March 2022, the Charity had an unaudited fund value of £1,140k (March 2021: £1,038k). The total fund continues to be held in a mixture of long and short term investments in line with the Charity's Investment Policy, with the movement in fund value summarised as follows:

Opening Charity Value at 31 March 2021	£1,038k
Donations / Grants (including NHS Charities Together)	£78k
Investment Income (Dividends / Interest)	£43k
Expenditure	(£62k)
Admin / Audit Fees	(£33k)
Gains on Investments	£76k
Closing Charity Value at 31 March 2022	£1,140k

Activities undertaken by the Committee during the year included:

- Review of administration charge made by the Trust to the Charity, and agreement to leave this at the current rate of £26,788 for the 2021/22 financial year. The committee had previously undertaken a detailed review of the charge during 2020/21 resulting in combined savings across administration and software license costs of circa £1,500.
- Received updates on the NHS Charities Together grants and noted that during 2021/22 the Trust had accounted for the receipt of £42k for Open Art services. A second bid around staff engagement initiatives (including provision of cycle sheds) is in the process of submission to NHS Charities Together. In total, the Trust has secured grants of £214k since the onset of the pandemic which have allowed the Trust to support a number of initiatives including wellbeing / wobble rooms for staff, fast track for physiotherapy for staff, IT lending library, support to equality networks and provision of hampers to inpatient areas at Christmas.
- Oversight and approval of bids submitted against the Charity's general funds as part of the annual bidding process. The Committee received 28 bids totalling £224k with 26 bids able to be funded from either charitable funds, exchequer or capital funds. The Committee noted the declining value of general funds and continued to support the Trusts fundraising initiatives (e.g. Amazon Smile, Pennies from Heaven).
- Where required, all bids in excess of the Committee's delegated authority of £10,000 have been recommended to the Board of Directors for approval.

5. Assurance

In my opinion, the Charitable Funds Committee has been fulfilling its Terms of Reference during 2021/22. There have been no issues identified which needed to be escalated to other Standing Committees of the Board of Directors or to the Board of Directors.

6. Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report

Report prepared by
Clare Barley

Head of Financial Accounts

On behalf of

**Amanda Sherlock
Non-Executive Director / Chair of the Charitable Funds Committee**

		Agenda Item No: 6a			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1			6 June 2022	
Report Title:	<i>Code of Governance for Foundation Trusts Review 2021/22</i>				
Executive/Non-Executive Lead:	Professor Sheila Salmon, Chair of the Trust				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:	Council of Governors Governance Committee 27 April 2022 Executive Team 10 May 2022 Finance & Performance Committee 19 May 2022				
Level of Assurance:	Level 1		Level 2	✓	Level 3

Purpose of the Report		
This report provides an update and assurance on the Trust's compliance with the provisions in (Monitor's) <i>NHS Foundation Trust: Code of Governance</i> July 2014 (the Code) in preparation for the inclusion of the 'comply/explain' principals and necessary disclosures as part of the Trust's Annual Report 2021/22 submission.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none"> Note the findings of the internal review of the Trust's compliance with the Code as a pre-requisite assurance to the Board of Directors in the preparation of the Trust's Annual Report 2021/22; Confirm acceptance of assurance given as evidence that the Trust complies with the provisions of the Code to be reported to the Board of Directors.

Summary of Key Issues
<p>The purpose of the Code is to provide guidance to help Trusts deliver effective and quality corporate governance, contribute to better organisational performance and ultimately discharge their duties in the best interests of patients.</p> <p>The Trust's Annual Report must include a statement as to how the Trust applies the Code and also confirm that the Trust 'complies' with the provisions, or if not, provide an explanation as to why it has departed from the Code.</p> <p>The review process is as follows:</p> <ul style="list-style-type: none"> Self-assessment against the Code of Governance (Completed) Internal independent assessment by the Council of Governors Governance Committee (Completed on 27 April 2022) Executive review (Completed on 10 May 2022) Assurance report to Finance & Performance Committee (Completed on 19 May) Report to Council of Governors (6 June) Final annual report, including relevant statement to Board of Directors (17 June) <p>The Council of Governors Governance Committee and Finance & Performance Committee scrutinised the Code of Governance Self-Assessment and were satisfied there was strong evidence that the Trust was compliant with all provisions in the Code without exception. There were no new actions identified to strengthen compliance.</p>

The Council of Governors is asked to confirm that there has been a robust process of review undertaken by the Trust to arrive at the self-assessment confirming that the Trust complies with the provisions of the Code in the Trust Annual Report for 2021/22.

Relationship to Trust Strategic Objectives

SO1: We will deliver safe, high quality integrated care services	
SO2: We will enable each other to be the best that we can	✓
SO3: We will work together with our partners to make our services better	
SO4: We will help our communities to thrive	

Which of the Trust Values are Being Delivered

1: We care	
2: We learn	
3: We empower	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	✓						
Data quality issues							
Involvement of Service Users/Healthwatch							
Communication and consultation with stakeholders required	✓						
Service impact/health improvement gains							
Financial implications:	<table border="0"> <tr> <td style="text-align: right;">Capital £</td> <td></td> </tr> <tr> <td style="text-align: right;">Revenue £</td> <td></td> </tr> <tr> <td style="text-align: right;">Non Recurrent £</td> <td></td> </tr> </table>	Capital £		Revenue £		Non Recurrent £	
Capital £							
Revenue £							
Non Recurrent £							
Governance implications	✓						
Impact on patient safety/quality	✓						
Impact on equality and diversity							
Equality Impact Assessment (EIA) Completed	<table border="1"> <tr> <td>NO</td> <td>If YES, EIA Score</td> </tr> </table>	NO	If YES, EIA Score				
NO	If YES, EIA Score						

Impact on Statutory Duties and Responsibilities of Council of Governors

Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	

Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail): <ul style="list-style-type: none"> • Ensuring compliance with the Foundation Trust Code of Governance provisions. 	✓

Acronyms/Terms Used in the Report

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Supporting Documents and/or Further Reading

- Code of Governance Review 2021-22:
- Appendix 1 - Section A: Leadership
 - Appendix 2 - Section B: Effectiveness
 - Appendix 3 - Section C: Accountability
 - Appendix 4 - Section D: Remuneration
 - Appendix 5 – Section E: Relations with Stakeholders
 - Appendix 6 – Action Plan to Strengthen Compliance

Lead

Professor Sheila Salmon
Chair of the Trust

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Review 2021/22

SECTION A: LEADERSHIP

Code	Provision	Comply	Trust Position	Annual Report Requirements
A.1	The role of the Board of Directors			
A.1.1	<p>The Board should meet sufficiently regularly to discharge its duties effectively. There should be schedule of matters specifically reserved for its decision. The schedule of matters should include a clear statement detailing the roles and responsibilities of the Council (as described in A.5).</p> <p>This statement should also describe how any disagreements between the Council of Governors and the Board of Directors will be resolved.</p> <p>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 each of the Boards and which are delegated to the executive management of the Board of Directors.</p>	✓	<ul style="list-style-type: none"> • The Board meets on a bimonthly basis which is considered sufficiently regular to discharge its duties effectively. In 2020/21 Board 6 times and an additional meeting in June 2021 to approve the annual report and accounts. For note: the independently facilitated well-led review carried out in 2019 (Deloitte's) recommended bimonthly meetings as good practice. • Board annual meetings schedule of business and calendar of dates • The Scheme of Reservation & Delegation (SoRD) is in place. • Constitution and Board and Council Standing Orders contain details on the function of the Board of Directors and Council of Governors. • Board and Council Standing Orders includes a section relating to the handling of disagreements between Council and Board. • Council of Governors Policy and Procedure for Engagement with the Board of Directors sets-out how the Board and Council work together, including handling disagreements. • Specific section included in any Council of Governor procedures relating to disagreements between the Council and the Board, including the role of the Senior Independent Director. • Codes of Conduct, Standing Orders and Standing Financial Instructions provides a framework of how the Trust conducts itself 	<p>Supporting explanation/reference</p>

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<ul style="list-style-type: none"> Governors' roles and responsibilities included in Standing Orders Statement will be included in Annual Report which summaries these key documents that guide the Board and the Council of Governors. <p>[PLACE HOLDER: Page number within the annual report once final draft for Board approval]</p>	
A.1.2	<p>The annual report should identify the Chairperson, the deputy Chairperson (where there is one), the chief executive, the senior independent Director (see A.4.1) and the Chairperson and members of the nominations, audit and remuneration Committees. It should also set out the number of meetings of the Board and those Committees and individual attendance by Directors.</p>	✓	<p>The Annual Report will include the following details:</p> <ul style="list-style-type: none"> Names, titles, responsibilities and a short biography of each voting member of the Board. The Chair, Vice-Chair, Chief Executive Officer, Senior Independent Director and members of Nominations, Audit and Remuneration Committees will be identified. For the Board and its committees the membership attendance will be highlighted within the report. This information is held in the meeting registers by the Trust Secretary[s office and captured within the minutes of each meeting held throughout 2021/22. <p>[PLACE HOLDER: Page number within the annual report once final draft for Board approval]</p>	Supporting explanation/ reference
A.1.3	<p>The Board of Directors should make available a statement of the objectives of the NHS foundation Trust showing how it intends to balance the interests of patients, the local community and other stakeholders, and use this as the basis for its decision-making and forward planning.</p>	✓	<p>Included in the following documents which are available on the Trust's website:</p> <ul style="list-style-type: none"> Annual Report Quality Account/Report (Quality Priorities) Five Year Strategic Direction 2019 – 2024 	Publicly available
A.1.4	<p>The Board should ensure that adequate systems and processes are maintained to measure and monitor the Trust's effectiveness, efficiency and</p>	✓	<ul style="list-style-type: none"> The Trust has in place an organisational structure, inclusive of subject matter experts, forums and procedural documents to deliver on regulatory, contractual and operational plans. [Note: procedural 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	<p>economy as well as the quality of its health care delivery.</p> <p>The Board should regularly review the performance of the Trust in these areas against regulatory and contractual obligations, and approved plans and objectives.</p>		<p>documents cover all policies, procedures, guidelines and protocols]The Trust has in place a governance structure which informs and aggregates up to provide assurance reports to the Board committees and Quality & Performance reports to the Board of Directors.</p> <ul style="list-style-type: none"> • Established Board Committee Governance structure in place to oversee systems, processes and assurance on regulatory and contractual obligations. • Audit Committee oversee the systems of control through its work with internal and external audit. • The Quality Committee sets and oversees the clinical audit programme. • Standing Orders (September 2021), Standing Financial Instructions (September 2021), Detailed Scheme of Delegation (September 2021) and Scheme of Reservation & Delegation (September 2021) in place • The Board maintains a Board Assurance Framework (BAF) including Corporate Risk Register • Any regulatory/statutory reporting requirements are implemented following self-assessment and review, e.g. safer staffing/staffing establishments, Monitor’s <i>Code of Governance</i>, Fit & Proper Persons, Duty of Candour, etc and updates provided to the Board 	
A.1.5	<p>The Board should ensure that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and delivery of performance.</p>	✓	<ul style="list-style-type: none"> • See A.1.4 • The Board of Directors receive a regular Quality and Performance Scorecard, summarising key performance indicators. • The scorecard is flexible to ensure any new requirements or potential risks can be added throughout the year to ensure the 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>Board of Directors effective oversight.</p> <ul style="list-style-type: none"> • Performance against the agreed targets is monitored monthly by the relevant standing committee (e.g. Finance & Performance, Quality) as well as the Executive Team. Board is advised of any outliers that give cause for concern and actions being taken to resolve. • In 2021/22 the Trust developed an Accountability Framework to enable Care Group level oversight, this will be a key building block for the development of a new integrated performance report for the Board of Directors in 2022/23. 	
A.1.6	The Board should report on its approach to clinical governance.	✓	<ul style="list-style-type: none"> • The Quality Strategy for the Trust sets-out the Trust approach to Clinical Governance. This is to be refreshed in 2022/23. [Note that this has been delayed as a consequence of COVID pandemic]. • The Trust has in place a clinical governance structure, inclusive of subject matter experts, forums and procedural documents. [Note: procedural documents cover all policies, procedures, guidelines and protocols] • Quality Committee terms of reference reflect the Trust's focus on quality and outcomes. It oversees the establishment of appropriate systems for ensuring effective clinical governance and quality management arrangements are in place throughout the Trust; a schedule of business and annual work plan developed and monitored during the year. • Audit Committee oversee the systems of control through its work with internal and external audit. 	Comply/ explain
A.1.7	The CEO as the accounting officer should follow the procedure set out by Monitor for advising the Board and the Council and for recording and submitting objections to decisions considered or taken by the Board in matters of propriety or	✓	<ul style="list-style-type: none"> • Chief Executive Officer is fully aware of his responsibilities as accounting officer and follows the procedures as set out in the NHS Foundation Trust Accounting Officer Memorandum: • Reports to Board on how expected outcome and goals are intended 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	regularity, and on issues relating to the wider responsibilities of the accounting officer for economy, efficiency and effectiveness.		to be delivered identifying key risks and mitigation strategies <ul style="list-style-type: none"> • Chief Executive Officer provides briefings appropriate to Governors either at a Council general meeting or through pre-meeting briefing sessions, and will also hold additional briefings as required and/or requested by Governors. • The Executive Chief Finance Officer explains the annual accounts to the Council of Governors in a training session, which ensures Governors are able to comment on the decisions relating to economy, efficiency and effectiveness. 	
A.1.8	The Board should establish the constitution and standards of conduct for the Trust and its staff in accordance with NHS values and accepted standards of behaviour in public life.	✓	<ul style="list-style-type: none"> • The Trust has an established Constitution. • Code of Conduct for Board Members, Code of Conduct for Governors and Capability Performance Policy/Procedure based on spirit of Nolan Principles in place. • The Trust has established vision and values and expected underpinning behaviours following consultation with staff and range of stakeholders (on website) • Conflict of Interest policy and procedure in place in line NHSE/I requirements. Declarations undertaken using this policy and held by the Trust Secretary, available on request and published on website. An electronic system is in place to ensure the Trust is fully in line with NHS guidance. 	Comply/ explain
A.1.9	The Board should operate a code of conduct that builds on the values of the Trust and reflect high standards of probity and responsibility. The Board should follow a policy of openness and transparency in its proceedings and decision-making unless this is in conflict with a need to protect the wider interest of the public or the Trust	✓	<ul style="list-style-type: none"> • Board Standing Orders includes standards of Business Conduct Policy and Code of Practice on Openness • Chief Executive Officer's feedback on Board meetings business and actions cascaded to senior management team and through Chief Executive Officer weekly e-brief to staff • Staff, Governors, members and the public can attend Board 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	(including commercial-in-confidence matters) and make clear how potential conflicts are dealt with		<p>meetings held in public</p> <ul style="list-style-type: none"> • Board agenda, papers and approved minutes are available on the Trust's website • Board agendas and papers are circulated to Council as well as approved minutes for part 1. A summary of Part 2 minutes are circulated to Council members. • The Board holds a separate session for items that are considered to the commercial in confidence. • The Board has in place a conflicts of interest policy and declarations are applied at the beginning of all Board meetings and appropriate actions taken should a conflict arise. • The Board complies with and responds proactively with Freedom of Information requirements. • The Executive Chief Finance Officer explains the annual accounts to the Council of Governors in a training session, which ensures Governors are able to understand discussions and decisions of the Board. 	
A.1.10	<p>The Trust should arrange appropriate insurance to cover the risk of legal action against its Directors.</p> <p>Assuming Governors have acted in good faith and in accordance with their duties, and proper process has been followed, the potential 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 this, where an indemnity or insurance policy is given, this can be detailed in</p>	✓	<ul style="list-style-type: none"> • Covered by NHS Resolution Liability and Professional Liability insurance renewed annually. • All Non-Executive Directors are also issued with a Deed of Indemnity by the Trust to cover the reasonable actions of the Non-Executive Directors. • Indemnity for Governors and Directors (and Trust Secretary) included in Constitution 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	the Trust's constitution			
A.2	Division of responsibilities			
A.2.1	The division of responsibilities between the Chairperson and CEO should be clearly established, set out in writing and agreed by the Board of Directors.	✓	<ul style="list-style-type: none"> Responsibilities of the Chair and Chief Executive Officer set-out in respective role / job descriptions. Report presented to September 2021 Board meeting detailing the division of responsibilities between the Chair and Chief Executive Officer. 	Comply/ explain
A.2.2	The roles of Chair and CEO must not be undertaken by the same individual.	✓	<ul style="list-style-type: none"> Board Standing Orders precludes this option as it is a requirement for the Chief Executive Officer to report to the Chair; For the year 2021/22 the Chair and Chief Executive Officer roles are undertaken by separate individuals Sheila Salmon and Paul Scott. 	Statutory
A.3	The Chairperson			
A.3.1	The Chairperson should, on appointment by the Council, meet the independence criteria set out in B.1.1. (I.e. independent in character and judgement, and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement). A CEO should not go on to be the Chairperson of the same Trust.	✓	<ul style="list-style-type: none"> As detailed in the Constitution Register of interests (annually reviewed in March and updated); held by the Trust Secretary and referenced in annual report, available on request and published on website, via a web-link. Specified in Chair recruitment process and role description, and taken into account by the Council Nominations Committee in its appointment/reappointment process Test of Independence statement is required to be signed by Chair annually. 	Comply/ explain
A.4	Non-Executive Directors			
A.4.1	In consultation with the Council, the Board should	✓	<ul style="list-style-type: none"> Amanda Sherlock appointed by the Board of Directors in May 2021 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	appoint one of the independent Non-Executive Directors to be the senior independent Director.		as Senior Independent Director (SID) using an electronic voting process. <ul style="list-style-type: none"> • Council of Governors endorsed Amanda Sherlock at its meeting on the 28 May 2021 as part of the re-appointment of Non-Executive Directors process. 	
A.4.2	The Chairperson should hold meetings with the Non-Executive Directors without the executives present. Led by the SID, Non-Executive Directors should meet without the Chairperson present at least annually to appraise the Chairperson's performance and on other such occasions as are deemed appropriate	✓	<ul style="list-style-type: none"> • Regular monthly planned discussion meetings and ad hoc meetings between Chair and Non-Executive Directors throughout the year (without Executive Directors present) • Senior Independent Director holds informal discussions with Non-Executive Directors on a 1:1 basis regarding Chair's performance evaluation. 	Comply/ explain
A.4.3	Where Directors have concerns that cannot be resolved about the running of the Trust or a proposed action, they should ensure that their concerns are recorded in the Board minutes.	✓	<ul style="list-style-type: none"> • Board meetings are comprehensively and accurately recorded in the minutes and include any concerns raised by Directors • Evidence contained in minutes that Directors seek assurance relating to concerns that they may have and request further assurance or action where it is not immediately available, e.g. through the Board governance structure and relevant standing committee. 	Comply/ explain
A.5	Governors			
A.5.1	The Council should meet sufficiently regularly to discharge its duties.	✓	<ul style="list-style-type: none"> • Council meets formally five times per year (including the Annual Members Meeting) to discharge its duties effectively. • Schedule of business and dates of meetings set in advance • Additional extraordinary meetings are held if required, i.e. if decisions required are time-bound and do not fit with the schedule of 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			meetings. In the year 2021/22 no extra-ordinary meetings were held, however, a written resolution process was utilised in December 2021 to conduct business outside the usual schedule of meetings.	
A.5.2	<p>The Council should not be so large as to be unwieldy.</p> <p>The Council should be of sufficient size for the requirements of its duties. The roles, structure, composition and procedures for the Council should be reviewed regularly as described in B.6.5</p>	✓	<ul style="list-style-type: none"> Review of Trust's constituency framework and composition of Council undertaken annually as part of Constitution review with consideration given to any changes to service provision, increased geographical spread and the integrated care systems footprint. The Council is composed of 30 Governors Council roles, structure, composition and procedures identified in Trust's Constitution and Standing Orders for Governors 	Comply/ explain
A.5.3	<p>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.</p> <p>A record should be kept of the number of Council meetings and the attendance of individual Governors, and it should be made available to members on request.</p>	✓	<ul style="list-style-type: none"> Annual report will include Governors, their constituency/organisation, if they are elected or appointed and duration of appointment Annual report identifies name of Lead Governor Governor attendance at Council meetings recorded in minutes The Trust Secretary's Office maintains a register of attendance and number of Council meetings and presented to each Council of Governor meeting. Annual report includes the number of Council (and committee) meetings attended by Governors. 	Supporting explanation/ reference
A.5.4	<p>The roles and responsibilities of the Council should be set out in a written document.</p> <p>The statement should include a clear explanation of the responsibilities of the Council towards members and other stakeholders, and how Governors will seek their views and keep them</p>	✓	<ul style="list-style-type: none"> Council roles and responsibilities set out in Trust's Constitution and Standing Orders for Governors 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	informed.			
A.5.5	The Chairperson is responsible for leadership of both the Board and the Council but the Governors also have a responsibility to make the arrangements work and should take the lead in inviting the CEO to their meetings and inviting attendance by other executives and non-executives, as appropriate.	✓	<ul style="list-style-type: none"> • Chief Executive Officer attends all Council meetings. Directors attend Council meetings as required to present papers or as invited by Governors. • Attendance by Chief Executive Officer and Directors at all Council meetings recorded in Council minutes • Non-Executive Directors attendance at Council meetings included in their objectives 	Comply/ explain
A.5.6	<p>The Council should establish a policy for engagement with the Board of Directors for those circumstances when they have concerns about the performance of the Board, compliance with the new provider licence or other matters related to the overall wellbeing of the Trust.</p> <p>The Council should input into the Board's appointment of a senior independent Director.</p>	✓	<p>Also see A.1.1 and A.4.1</p> <ul style="list-style-type: none"> • Board and Council Standing Orders includes a section relating to the handling of disagreements between Council and Board • Policy and Procedure developed setting out the relationship between the Board and Council, including a section on resolving concerns or disagreements with the Board. • Senior Independent Director responsibilities are defined in Board's Standing Orders and in the role description; reference also included in the policy below. • Council of Governors endorsed the appointment of Amanda Sherlock as Senior Independent Director at its meeting on 28 May 2021. • Specific section included in Council of Governor procedures relating to disagreements between the Council and the Board, including reference to referring disputes to the Senior Independent Director. . 	Comply/ explain
A.5.7	The Council should ensure its interaction and relationship with the Board is appropriate and effective.	✓	<ul style="list-style-type: none"> • Procedure for circulation and publication of Council/Board agendas/papers – in line with the Trust's Standing Orders • Council agendas developed (based on annual schedule of 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	<p>In particular, by agreeing availability and timely communication of relevant information, discussion and the setting in advance of meeting agendas and, where possible, using clear unambiguous language.</p>		<p>business). Meetings of Chair and Lead/Deputy Lead Governors held regularly to consider future agenda items.</p> <ul style="list-style-type: none"> • Format of meeting reflects business of the Council; briefing sessions held prior to each general Council meeting. Directors attend Council meetings as required. • New reduced agenda utilised throughout 2021 following Governor Task and Finish Group in December 2020. Task and Finish Group met again in January 2022 to review impact of amendments. Information showed improvement on number of items and paperwork, but not in relation to meeting length. Therefore, a new agenda was developed to ensure sufficient time was allotted to all items and aimed to ensure the meeting did not significantly overrun. • Governors attend Board meetings and act as observers at Standing Committee meetings. • Glossary of terms for Governors provided to reduce language/terminology issues via report summaries. • Governor Learning & Development Pathway includes modules to provide additional support and understanding, e.g. understanding performance data and accounts and finance sessions. 	
A.5.8	<p>The Council should only exercise its power to remove the Chairperson or any Non-Executive Directors after exhausting all means of engagement with the Board.</p>	✓	<ul style="list-style-type: none"> • Trust's Constitution and Governors Standing Orders includes procedures for removal of the Chair/Non-Executive Directors. Further Council procedure developed setting-out the process to be followed. • In the year 2021/22 this situation has not occurred within the Trust 	Comply/ explain
A.5.9	<p>The Council should receive and consider other appropriate information required to enable it to discharge its duties.</p>	✓	<ul style="list-style-type: none"> • Council agenda includes standing items, e.g. Chief Executive Officer Report etc. • New reduced agenda utilised throughout 2021 following Governor 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>Task and Finish Group in December 2020.</p> <ul style="list-style-type: none"> • Governors attend Board meetings and receive agenda and papers; approved minutes for Part 1 circulated to Council. Summary of discussion for Part 2 circulated to Governors. • Governors receive relevant information and reports to support with consideration and decision-making, and in a timely manner. 	
A.5.10	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.	✓	<ul style="list-style-type: none"> • Governors attend Board meetings where they are able to observe Non-Executive Directors. • Governors have opportunities to meet with Non-Executive Directors at different points to provide feedback and raise concerns, including: <ul style="list-style-type: none"> - Non-Executive Director / Governor Informal Meetings - Joint Board Seminar Sessions - Local constituency meetings - Lead / Deputy Lead Governor meetings with the Chair - Chair of Sub-Committee meetings, facilitated by the Vice Chair. - Task and Finish Groups (Trust Constitution Review and Council of Governor Agenda Review) - Governor Observers on Standing Committees. • Governors participate in the appraisal process for Non-Executive Directors. This includes asking Non-Executive Directors questions based on their objectives and providing an assurance report to the Council of Governors. 	Statutory

Code	Provision	Comply	Trust Position	Annual Report Requirements
A.5.11	<p>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 <i>the NHS Foundation Trust Annual Reporting Manual</i>:</p> <p>(a) The annual accounts (b) Any report of the auditor on them; and (c) The annual report.</p>	✓	<ul style="list-style-type: none"> The Annual Report and Accounts are provided at the Annual Members Meeting (AMM) which took place in October 2021 virtually. Governors are able to attend a briefing session by the Executive Chief Finance Officer on the annual accounts to provide clarity and understanding. <p>For the year 2021/22 the annual members meeting will be held after the Trusts Annual Report and Accounts have been laid before parliament.</p>	Statutory
A.5.12	<p>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, for example, for data protection or commercial reasons. Governors should respect the confidentiality of these documents.</p>	✓	<ul style="list-style-type: none"> Council are emailed agendas (parts 1 and 2) prior to Board meetings as well as all part 1 papers Minutes of Part 1 are circulated once approved. A summary of Part 2 minutes is developed and circulated once approved. 	Statutory
A.5.13	<p>The Council of Governors may require one or more of the Directors to attend a meeting to obtain information about performance of the Trust's functions or the Directors' performance of their duties, and to help the Council of Governors to decide whether to propose a vote on the Trust's or Directors' performance.</p>	✓	See A.5.5	Statutory
A.5.14	<p>Governors have the right to refer a question to the independent panel for advising Governors. More</p>	✓	<ul style="list-style-type: none"> This has not been required to date 	Statutory

Code	Provision	Comply	Trust Position	Annual Report Requirements
	<p>than 50% of Governors who vote must approve this referral. The Council should ensure dialogue with the Board of Directors takes place before considering such a referral, as it may be possible to resolve questions in this way.</p>		<ul style="list-style-type: none"> Note: February 2017 the panel has been disbanded by NHS Improvement. 	
<p>A.5.15</p>	<p>Governors should use their new rights and voting powers from the 2012 Act to represent the interests of members and the public on major decisions taken by the Board of Directors:</p> <ul style="list-style-type: none"> More than half of the members of the Board who vote and more than half of the members of the Council who vote to approve a change to the Trust's constitution More than half of Governors who vote to approve a significant transaction More than half of all Governors to approve an application by a Trust for a merger, acquisition, separation or dissolution More than half of 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 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. 	<p>✓</p>	<ul style="list-style-type: none"> Board and Council have agreed what constitutes a significant transaction and the process for involving Governors For the year 2021/22 the Significant Transactions Group not been required. Governors Standing Orders reflect opportunity for voting by post/email to ensure all Governors are provided with the opportunity to use their vote 	<p>Statutory</p>

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Review 2021/22

SECTION B: EFFECTIVENESS

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.1	Composition of the Board			
B.1.1	The Board of directors should identify in the annual report each non-executive director it considers to be independent, with reasons where necessary.	✓	<ul style="list-style-type: none"> Independence statement included in annual report All Non-Executive Director candidates are required to sign an Independence Statement Independence reviewed by both Council of Governors Nominations and Remuneration Committees for appointments and reappointments of Non-Executive Directors. Register of Interests available on Trust website via online link. 	Supporting explanation/reference
B.1.2	At least half the Board, excluding the Chairperson, should comprise non-executive directors determined by the Board to be independent.	✓	<ul style="list-style-type: none"> Board membership comprises eight Non-Executive Directors (including the Chair) and seven Executive Directors (including the Chief Executive Officer) 	Comply/explain
B.1.3	No individual should hold, at the same time, positions of director and Governor of any NHS foundation Trust.	✓	<ul style="list-style-type: none"> Details of directors and Governors included in Annual Report Register of Interests available on Trust website via online link. Trust Constitution includes a provision as part of Annex 6 under eligibility to be Governor that they cannot be a Director of the Trust or any other health body. 	Comply/explain
B.1.4	The Board of directors should include in its annual report a description of each director's skills, expertise and experience. Alongside this, in the annual report, the Board should make a clear statement about its own balance, completeness and	✓	<ul style="list-style-type: none"> The annual report will include a biography for each of the directors. Annual report (available on website) will includes a clear statement from the Board about its own balance, 	Supporting explanation/reference Publicly

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	appropriateness to the requirements of the NHS foundation Trust. Both statements should be available on the Trust's website.		completeness and appropriateness as to the requirements of the Trust [PLACE HOLD: page number when the annual report is in final form for Board approval].	available
B.2	Appointments to the Board			
B.2.1	The nominations committee or committees, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors.	✓	<ul style="list-style-type: none"> • The Trust has two committees responsible for Executive Director appointments and Non-Executive Directors appointments / reappointments as set out in their terms of reference: <ul style="list-style-type: none"> - <u>Board of Directors Remuneration and Nominations Committee</u> reviews the structure, size and composition of the Board of Directors, considers succession planning and makes recommendations for changes as appropriate; it is responsible for the Executive Director appointment process. - <u>Council of Governors Nominations Committee</u> implements the procedure for the identification and nomination of suitable candidates for Chair and Non-Executive Director appointments / reappointments (for recommendation to the full Council) that fit the succession planning criteria recommended by the Board of Director Remuneration and Nominations Committee. • External advice will be provided as required 	Comply/ explain
B.2.2	Directors on the Board and Governors on the Council should meet the 'fit and proper' persons test described in the provider licence.	✓	<ul style="list-style-type: none"> • All Board appointments are subject to a fit and proper person test as set out in Trust policy and regulations. All Board Directors have satisfactorily passed all fit and proper persons requirements and make an annual self-declaration. • Declaration of interest form specifically includes disqualification/fit and proper person's requirements as 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			described in the provider licence for Governors. [Note Governors are not subject to Disclosure and Barring Service (DBS) check within the fit and proper person check as they do not meet the national DBS criteria].	
B.2.3	The nominations committee(s) should regularly review the structure, size and composition of the Board and make recommendations for changes where appropriate.	✓	<ul style="list-style-type: none"> See B.2.1 Composition of the Board of Directors considered as part of appointment process for Board members. A regular review of skills and experience is undertaken to ensure that the Board has the right skill mix to discharge its duties. 	Comply/ explain
B.2.4	The Chairperson or an independent non-executive director should Chair the nominations committee(s). <i>Note July 2014 addition: At the discretion of the committee, a Governor can Chair the committee in the case of the appointments of Non-Executive Directors or the Chairman.</i>	✓	<ul style="list-style-type: none"> Committee membership set out in terms of reference (Trust Chair Chairs both) There is provision for the Lead Governor to Chair any meeting when discussing Trust Chair's appointment /reappointment. 	Comply/ explain
B.2.5	The Governors should agree with the nominations committee a clear process for the nomination of a new Chairperson and non-executive directors.	✓	<ul style="list-style-type: none"> Procedure for the appointment / re-appoint of the Chair and Non-Executive Directors developed and in place. 	Comply/ explain
B.2.6	Where a Trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should consist of a majority of Governors.	✓	<ul style="list-style-type: none"> Council of Governors Nominations Committee Governors are in the majority. Details of membership included in terms of reference 	Comply/ explain
B.2.7	When considering the appointment of non-executive directors, the Council should take into account the views of the Board and the nominations committee on the qualifications, skills and experience required	✓	<ul style="list-style-type: none"> Arrangements in place between the Board of Directors Remuneration and Nominations Committee and Council of Governors Nominations Committee to ensure there is a dialogue between the two Committees (as detailed in terms of reference, for continuity Chair of the Trust is Chair of both 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	for each position.		committees) • Re-appointment process took place in 2021/22 and a report was provided to the Council of Governors Nomination Committee by the Trust Secretary providing information to support discussions, including the views of the Board of Directors.	
B.2.8	The annual report should describe the process followed by the Council in relation to appointments of the Chairperson and non-executive directors.	✓	• Annual report will include a description of the process for the Chair and NEDs' appointments where relevant. [PLACE HOLD: page number in annual report]	Comply/ explain
B.2.9	An independent external adviser should not be a member of or have a vote on the nominations committee(s).	✓	• The Nominations and Remuneration Committees do not include independent external advisers on their membership • Independent external advisers are invited to meetings as required basis to provide guidance and advice; they do not attend in a voting capacity • For the year 2021/22 no external advisors attended meetings of any Remuneration and Nomination Committee.	Comply/ explain
B.2.10	The main role and responsibilities of the nominations committee should be set out in publicly available, written terms of reference.	✓	• The Nominations and Remuneration Committees terms of references are available on request.	Publicly available
B.2.11	It is a requirement of the 2006 Act that the Chairperson, 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 Chairperson, the other non-executive directors	✓	• As detailed in Board of Directors Nominations and Remuneration Committee terms of reference • In the year 2021/22 the Board of Directors Remuneration & Nominations Committee managed the recruitment processes for the Executive Director of Digital, Transformation and Strategy.	Statutory

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	and, except in the case of the appointment of a chief executive, the chief executive.			
B.2.12	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.	✓	<ul style="list-style-type: none"> As detailed in Board of Directors Remuneration and Nominations Committee terms of reference Constitution provides for the Chief Executive Officer to be appointed and removed by Non-Executive Directors, with the appointment being approved by the majority of members of Council of Governors present and voting at a general meeting. Procedure in place setting-out the process for Governor involvement in the process and process for the Council to approve the appointment. The procedure sets-out the minimum requirement and the actual process may change in agreement with the Council. 	Statutory
B.2.13	The Governors are responsible at a general meeting for the appointment, re-appointment and removal of the Chairperson and the other non-executive directors.	✓	<ul style="list-style-type: none"> Procedure for the recruitment of Chair / Non-Executive Directors in place. Council of Governors Nominations and Remuneration Committees have clear terms of reference Recommendations made to Council of Governors by Council of Governors Nominations Committee for appointment of Non-Executive Directors and are recorded in minutes. Re-appointment of Non-Executive Directors undertaken in 2021/22 managed by the Council of Governors Nomination Committee and approved by the Council of Governors. 	Statutory
B3.3	Commitment			
B.3.1	A Chairperson's other significant commitments should be disclosed to the Council of Governors before appointment and included in the annual	✓	<ul style="list-style-type: none"> Process is identified in Council of Governors Nominations Committee terms of reference 	Supporting explanation/

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	<p>report. Changes to such commitments should be reported to the Council of Governors as they arise, and included in the next annual report.</p> <p>No individual simultaneously whilst being a Chair of a Trust should be the substantive Chair of another Trust.</p>		<ul style="list-style-type: none"> The Chair has a role description which defines time commitment and includes person specification Chair appointment recommendation to Council of Governors would identify any significant commitments if applicable (part of the recruitment process) Current Chair is not a Chair of another Trust Chair's commitments included in the Annual Report Chair is required to declare any interests at Board and/or Council meetings Chair's interests included in the register of interests available on the Trust website via a link. 	reference
B.3.2	<p>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 meet 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.</p>	✓	<ul style="list-style-type: none"> Non-Executive Director terms and conditions included with letter of appointment and are available on request from Governors. Other significant commitments on the part of those recommended as a Non-Executive Directors are disclosed to Governors prior to appointment and when there are any significant changes. 	Publicly available
B.3.3	<p>The Board should not agree to a full-time executive director taking on more than one non-executive directorship of an NHS foundation Trust or another organisation of comparable size and complexity.</p>	✓	<p>See B.1.3 above</p> <ul style="list-style-type: none"> No full-time Executive Director currently holds more than one non-executive directorship of another Trust or other such organisation Evidenced in register of interests which is updated annually 	Comply/explain
B.4	Development			

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.4.1	<p>The Chairperson should ensure that new directors and Governors receive a full and tailored induction on joining the Board or Council.</p> <p>As part of this directors should seek out opportunities to engage with stakeholders, including patients, clinicians and other staff. Directors should also have access to training courses and/or materials that are consistent with their individual and collective development programme.</p>		<p>Director induction</p> <ul style="list-style-type: none"> • Non-Executive Director induction is included in Non-Executive Directors objectives and is monitored and reviewed by Chair • Non-Executive Director and Executive Director induction programme and information pack reviewed and updated in line with good practice; induction programme is tailored to the Director’s requirements based on skills and experience • All Directors new to the NED role completed the Non-Executive Director induction programme • Non-Executive Directors encouraged to attend relevant briefings and conferences organised by NHS Providers and other national NHS-related organisations, and provide feedback at the Non-Executive Director’s Discussion Group meeting • Executive Director’s go through corporate induction training programme; additional induction and ongoing training requirements will be identified relevant to role. Executive Director’s induction is managed through the Trust’s Supervision and Appraisal Policy and Procedure. <p>Governor induction</p> <ul style="list-style-type: none"> • Governor induction programme reviewed and included as part of the Governor Learning & Development Schedule and regularly updated taking account of good practice and relevance to the Trust • Governor Induction Handbook based on documents developed by NHS Providers provided to any new Governors. • Feedback forms circulated following the induction programme in 2020, which received positive responses. Comments made were developed into a plan and will be overseen by the Council of Governors Training & Development Committee 	<p>Check – no reference in Code.</p>

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			incorporation into the induction programme for 2022. <ul style="list-style-type: none"> Individual induction sessions held with new Governors joining the Trust themed-year term are held. 	
B.4.2	The Chairperson should regularly review and agree with each director their training and development needs as they relate to their role on the Board.	✓	<ul style="list-style-type: none"> Directors individual appraisal and performance evaluations undertaken annually with six monthly reviews Directors have individual personal objectives and professional/personal development plans Board of Directors Remuneration and Nominations Committee receives annual assurance report from the Chief Executive Officer on Directors' performance and file copy of appraisal/performance reviews are kept in Chair's office Non-Executive Directors personal development objectives received by Council of Governors Remuneration Committee as part of review/assurance of Non-Executive Directors performance. This took place in August 2021 following re-appointment of Non-Executive Directors. Board of Director development programmes and seminar sessions as identified through annual Board of Director evaluation and in response to need. 	No reference in Code.
B.4.3	The 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.	✓	<ul style="list-style-type: none"> Learning & Development programme developed using pre-existing pathways and plans. The programme identifies all the ways Governors undertake learning, including through sessions, presentations, service visits and shared learning with each other. The Council of Governors provide a detailed statement as part of the NHS England / Improvement self-certification process that confirms Governors have received sufficient learning and training over the previous year. The Chair of the Council of Governors Training & Development Committee 	Statutory

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<p>develops the statement, which is submitted to the Council and provided to the Board of Directors to support the self-certification.</p> <ul style="list-style-type: none"> Council of Governors Training & Development Committee monitors and takes forward Governors' training requirements. 	
B.5	Information and support			
B.5.1	The Board and the Council should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make.	✓	<ul style="list-style-type: none"> Comprehensive reports and executive summaries (including detailed appendices) circulated prior to each Board of Directors and Council of Governors meetings, as well as Committee meetings. Standardised approach for all meetings. Information available on website/intranet Annual meeting business schedule in place for Board of Directors and Council of Governors. All Board of Director and Council of Governors standing committees have developed a work plan and progress against the plan is regularly monitored Circulation of papers requirements detailed in Board of Director and Council of Governors standing orders Directors and Governors able to request information as necessary. Informal confidential briefings prior to each Council of Governors meeting by the Chief Executive Officer Governor Updates distributed regularly to all Governors 	Comply/ explain
B.5.2	The Board and in particular non-executive directors may reasonably wish to challenge assurances received from the executive management. They need not seek to appoint a relevant adviser for each and every subject area that comes before the Board,	✓	<ul style="list-style-type: none"> The Board and non-executive directors are able to request additional probity to gain appropriate levels of assurance and where necessary, the terms of reference of all Committees enable them to commission subject matter expertise to assist 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	although they should, wherever possible, ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis.		in their understanding and inform decisions. <ul style="list-style-type: none"> All such decision for additional advice are recorded in the minutes. 	
B.5.3	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.	✓	<ul style="list-style-type: none"> Independent professional advice is made available at the Trust's expense to directors in respect of critical or significant activities, e.g. audit, Mental Health Act Managers, legal advisors, other specialist advisors Appointment of advisers in relation to significant transactions is approved by the Board and the process scrutinised by the Audit Committee 	Comply/ explain
B.5.4	Committees should be provided with sufficient resources to undertake their duties. Board should also ensure that the Council of Governors is provided with sufficient resources to undertake its duties with such arrangements agreed in advance	✓	<ul style="list-style-type: none"> Board of Director Committees are provided with support as identified in their terms of reference Board of Director Remuneration and Nominations Committee may, at the Trust's expense, appoint independent consultants or commission independent professional advice if considered necessary (included in terms of reference); this committee is also supported by the Trust Secretary's Office. All Council meetings and committee meetings are supported directly by the Trust Secretary's Office Trust Secretary's Office also provides day to day support to Governors including regular communications and updates, advice, managing queries, etc. 	Comply/ explain
B.5.5	Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to raise appropriate challenge of recommendations of the Board, in particular making full use of their skills and experience. They should expect and apply similar standards of care and quality in their role as a non-	✓	<ul style="list-style-type: none"> Ongoing and at least annually the non-executive directors review the effectiveness of committees and where improvements are required these are acted upon. Non-Executive Directors have the opportunity at Board meetings and sub-committee meetings to challenge and/or to request 1:1 meetings with Executive Director's to seek further 	No reference in Code.

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	executive director of an FT as they would in other similar roles.		clarification/assurance <ul style="list-style-type: none"> • All Board sub-committees have Non-Executive Director representation and are chaired by a Non-Executive Director. • Ability to raise appropriate challenge is assessed and discussed at individual appraisals. 	
B.5.6	Governors should canvas 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.	✓	<ul style="list-style-type: none"> • In the year 2021/22 it is noted that activity has been limited as a consequence of the Covid pandemic. • Public and members meetings (Your Voice) held virtually. • New agenda item included for the Council of Governors Membership Committee requesting Governors to provide any details of engaging with the membership. • Annual report will outline how Governors have 'canvassed' members/public. PLACE HOLD: page number in the annual report.	Supporting explanation/reference
B.5.7	Where appropriate, the Board of directors should take account of the views of the Council of Governors on the forward plan in a timely manner and communicate to the Council where their views have been incorporated in the Trust's plans and, if not, the reasons for this.	✓	<ul style="list-style-type: none"> • This provision has been significantly impacted by the Covid-19 pandemic, which meant there was a greater focus on dealing with the pandemic and mass vaccination programme, as opposed to developing significant forward plans. The Operational Plan was presented to the Council of Governors on the 28 May 2021 and requests for any feedback / comments made. • Joint Board Seminar Session held in February 2022 where Governor views were sought for the Trusts future strategy in relation to reset and recovery following the pandemic, including the safety strategy and development of an accountability framework. • Presentation by the Executive Director of Digital, Transformation and Strategy delivered to the Council of Governors in March 2022 establishing the process for working 	Check – no reference in Code.

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			with the Council of Governors in the develop of future strategies.	
B.5.8	The Board of directors must have regard for the views of the Council of Governors on the NHS foundation Trust's forward plan.	✓	Covered under B.5.6 and B.5.7	Statutory
B.6	Evaluation			
B.6.1	The Board of directors should state in the annual report how performance evaluation of the Board, its committees, and its directors, including the Chairperson, has been conducted.	✓	<ul style="list-style-type: none"> Annual report will outline how Board performance and its committees evaluation has been conducted Annual report will outline how directors and Chair performance evaluation has been conducted. PLACE HOLD: page number in annual report.	Supporting explanation/reference
B.6.2	Where an external facilitator is used for reviews of governance, they would be identified and a statement made as to whether they have any other connection with the Trust.	✓	<ul style="list-style-type: none"> No External Reviews of governance took place in 2021-22. 	Supporting explanation/reference
B.6.3	The senior independent director should lead the performance evaluation of the Chairperson within a framework agreed by the Council and taking into account the views of directors and Governors.	✓	<ul style="list-style-type: none"> Performance evaluation framework approved by Council and using NHS England / Improvement guidance. Senior Independent Director holds informal discussions with Non-Executive Directors on a 1:1 basis regarding Chair's performance evaluation Feedback on the Chair gathered using an online form allowing Governors to anonymously provide feedback on the Chair as part of an overall 360 appraisal. Senior Independent Director presents the report to the Council of Governors Remuneration Committee who evaluates the Chair's performance and provides feedback and assurance to the Council. 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.6.4	The Chairperson, with assistance of the Board secretary, if applicable, should use the performance evaluations as the basis for determining individual and collective professional development programmes for non-executive directors relevant to their duties as Board members.	✓	<ul style="list-style-type: none"> • Non-Executive Director performance review and appraisal process and Board evaluation outcomes are used by Chair to identify and agree individual and collective professional development requirements • Requirements also reviewed at Non-Executive Director discussion meetings • Training also provided through Board of Director Development Sessions. 	Comply/ explain
B.6.5	<p>Led by the Chairperson, the Council should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities including impact and effectiveness on:</p> <ul style="list-style-type: none"> • Holding non-executive directors individually and collectively to account for the performance of the Board • Communicating with member constituencies and the public and transmitting their views to the Board • Contributing to the development of forward plans of the Trust. 	✓	<ul style="list-style-type: none"> • Effectiveness review of the Council of Governors and sub-committees undertaken in January – February 2022. The outcome was presented to the Council of Governors on the 21 March 2022. • Governors report/statement included in annual report • Lead Governor end of year presentation at Annual Members Meeting providing details of achievements of the Council during the year, 	Comply/ explain
B.6.6	There should be a clear policy and a fair process, agreed and adopted by the Council, for the removal from the Council of any Governor who consistently and unjustifiably fails to attend the meetings of the Council or has an actual or potential conflict of interest which prevents the proper exercise of their duties.	✓	<ul style="list-style-type: none"> • Constitution sets out the arrangements for the removal of a Governor from the Council • Council approved procedure in place for removal of Governor who consistently and unjustifiably fails to attend Council meetings • Code of Conduct for Governors sets out meeting attendance requirements • Register of interests for Governors is maintained. 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.7	Reappointment of directors and re-election of Governors			
B.7.1	<p>In the case of re-appointment of non-executive directors, the Chairperson should confirm to the Governors that following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role.</p> <p>Any term beyond six years for a non-executive director should be subject to particularly rigorous review and should take account of the need for progressive refreshing of the Board. Non-executive directors may, in exceptional circumstances, serve longer than six years, but this should be subject to annual reappointment.</p>	✓	<ul style="list-style-type: none"> • Constitution states terms of office and reappointment arrangements of Chair and Non-Executive Directors by Council of Governors (Board of Directors Standing Orders – Annex 8). Includes particular reference to third term of office: <i>NEDs may in exceptional circumstances serve longer than six years subject to annual re-appointment and subject to external competition if recommended by Board of Directors and approved by Council of Governors</i>; Trust legal advisers confirmed this is in line with regulatory requirements • Non-Executive Directors are appointed by Council of Governors for a specified term of no more than three years each; any reappointment is subject to a satisfactory performance evaluation carried out in line with robust annual review process agreed by Council of Governors. This is evidenced by the re-appointment of Non-Executive Directors in 2021/22. • Council of Governors Remunerations Committee is responsible for the performance evaluation of the Chair and Non-Executive Directors as set out in terms of reference 	Available to Governors
B.7.2	<p>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 take an informed decision on their election. This should include prior performance information.</p>	✓	<ul style="list-style-type: none"> • Constitution provides for elections every three years for public and staff Governors. • Election programme managed by the Trust and administered by CIVICA (external company). • Nomination statements are included on the Trust’s website and in election material, and in future elections will include meeting attendance records of Governors seeking re-election 	Available to members

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.7.3	Approval by the Council of Governors of the appointment of a chief executive should be a subject of the first general meeting after the appointment by a committee of the Chairperson and non-executive directors. All other executive directors should be appointed by a committee of the chief executive, the Chairperson and non-executive directors.	✓	Covered under: <ul style="list-style-type: none"> • B.2.1 • B.2.12 	Statutory
B.7.4	Non-executive directors, including the Chairperson 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.	✓	Covered under: <ul style="list-style-type: none"> • B.2.5 • B.2.6 • B.2.7 • B.3.1 	Statutory
B.7.5	Elected Governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years.	✓	Covered under B.7.2	Statutory
B.8	Resignation of directors			
B.8.1	The remuneration committee should not agree to an executive member of the Board leaving the employment of an NHS foundation Trust, except in accordance with the terms of their contract of employment, including but not limited to service of their full notice period and/or material reductions in their time commitment to the role, without the Board first having completed and approved a full risk assessment.	✓	<ul style="list-style-type: none"> • To date no Executive Directors have left the Trust outside of the terms of their employment contract. 	Comply/ explain

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Review 2021/22

SECTION C: ACCOUNTABILITY

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
C.1	Financial, quality and operational reporting			
C.1.1	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, are fair, balanced and understandable and provide the information necessary for patients, regulators and other stakeholders to assess the NHS foundation trust's performance, business model and strategy. There should be a statement by the external auditor about their reporting responsibilities. Directors should also explain their approach to quality governance in the Annual Governance Statement (within the annual report).	✓	Annual report includes explanation of Directors' responsibility for preparing accounts and includes a statement by the auditors about their reporting responsibilities, as well as Directors approach to quality governance	Supporting explanation/reference
C.1.2	The Directors should report that the trust is a going concern with supporting assumptions or qualifications as necessary.	✓	Annual report contains a statement from Directors that the Trust is a going concern. External Auditors review the statement as part of their annual review of the Accounts prepared by the Trust.	Comply/explain
C.1.3	At least annually and in a timely manner, the Board should set out clearly its financial, quality and operating objectives for the trust and disclose sufficient information, both quantitative and qualitative, of the trust's business and operation, including clinical outcome data, to allow members	✓	<ul style="list-style-type: none"> The Trust prepares an operational plan and financial plan on an annual basis in line with NHS England / Improvement timetables. The annual Quality Account (previously Quality Report) sets out the quality priorities for the year ahead and provides 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	and Governors to evaluate its performance.		<p>information on the quality of services.</p> <ul style="list-style-type: none"> • The annual report sets out the Trusts performance in the year. • The above are reported to the members and Governors through the Annual Members meeting. • Through Board meetings held in public and Council of Governor meetings performance information is shared openly. 	
C.1.4	<p>(a) The Board must notify Monitor and the Council of Governors without delay and should consider whether it is in the public's interest to bring to the public attention, any major new developments in the NHS foundation trust's sphere of activity which are not public knowledge, which is able to disclose and which may lead by virtue of their effect on its assets and liabilities, or financial position or on the general course of its business, to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the NHS foundation trust.</p> <p>(b) The Board must notify Monitor and the Council of Governors without delay and should consider whether it is in the public interest to bring to public attention all relevant information which is not public knowledge concerning a material change in:</p> <ul style="list-style-type: none"> • The trust's financial condition; • The performance of its business; and/or 	✓	<p>The Board of Directors is aware that any major new developments and significant changes which may lead to a substantial change to the financial well-being, healthcare delivery performance, quality or reputation and standing of the trust should be brought to NHS England / Improvement attention and to the Council of Governors.</p> <p>Section 49 of the Trust Constitution makes provision for significant transactions to be agreed with the Council of Governors.</p> <p>Council of Governors advised through briefing sessions with the Chief Executive Officer and/or Chair other material issues as they arise.</p>	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	<ul style="list-style-type: none"> The trust's expectations as to its performance which if made public, would be likely to lead to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the trust. 			
C.2	Risk management and internal control			
C.2.1	The annual report should contain a statement that the Board has conducted a review of the effectiveness of its system of internal controls.	✓	<p>Within the Annual Governance Statement the accountable office makes a statement in regards to the effectiveness of the systems of internal control. These systems are tested through a number of ways but most notable through the Head of Internal Audit Opinion and the Clinical Audit Programme outcomes. (Noting that these are targeted limited assurance reviews).</p> <p>Within the statement the Trust states any significant issues that have arisen and what actions are being taken to address the issues identified.</p>	Supporting explanation/reference
C.2.2	<p>A trust should disclose in the annual report:</p> <p>(a) If it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	✓	<p>Statement on internal audit function included in the annual report and accounts for the year.</p> <p>The Trust Internal Audit provider is BDO LLP.</p>	Supporting explanation/reference
C.3	Audit committee and auditors			
C.3.1	The Board should establish an audit committee composed of at least three members who are all	✓	Audit Committee's terms of reference includes membership of 4 Non-Executive Directors, all considered to be independent.	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	independent non-executive Directors.			
C.3.2	The main role and responsibilities of the audit committee should be set out in publicly available, written terms of reference. The Council of Governors should be consulted on the terms of reference, which should be reviewed and refreshed regularly.	✓	<p>Audit Committee terms of reference describes the roles and delegated responsibilities of the Committee</p> <p>Terms of reference reviewed March 2022 and sent to Council of Governors for comments electronically.</p> <p>Terms of reference are reviewed annually taking account of any legal and/or regulatory requirements.</p> <p>Audit Committee terms of reference are approved at a meeting of the Board held in public and published on the Trust website.</p>	Publicly available
C.3.3	The Council should take the lead in agreeing with the audit committee the criteria for appointing, re-appointing and removing external auditors.	✓	<p>It is set out in the constitution that the Council of Governors approves the appointment/ reappointment /removal of the trust's external auditors at a general meeting.</p> <p>The contract for current External Auditors reached five-years at the end of 2021/22 and therefore a process was undertaken to market test. The process involved a panel containing two Governors completing a market testing exercise and the outcome of the panel was reported to the Council of Governors on the 21 March 2022. The Council of Governors approved the appointment as recommended by the panel.</p> <p>The contract for the External Auditors contains a requirement for annual re-appointment by the Council of Governors and a market testing exercise to be conducted after five-years.</p>	Comply/ explain
C.3.4	The audit committee should make a report to the Council of Governors in relation to the performance of the external auditor, including details such as the quality and value of the work and the timeliness of reporting and fees, to enable Council to consider whether or not to re-appoint them. The audit	✓	The Council received an update on the current auditors performance in September 2021. The Council of Governors agreed to a re-appointment for a further year. The Annual Members Meeting in September 2021 (in respect of the 2020/21 financial year) received a presentation from the External Auditors	No reference in Code.

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	committee should also make recommendation to the Council about the appointment, re-appointment and removal of the external auditor and approve the remuneration and terms of engagement of the external auditor		on the work undertaken during the year. As above, a full market testing exercise was undertaken and appointment of auditors made in March 2022	
C.3.5	If the Council of Governors does not accept the audit committee's recommendation on the appointment, reappointment or removal of an external auditor, the Board of Directors should include in the annual report a statement from the audit committee explaining the recommendation and should set out reasons why the Council of Governors has taken a different position.	✓	There has not been an occasion when the Council of Governors has not accepted the Audit Committee's recommendations. It has therefore not been necessary to include any explanation in the annual report. The Council of Governors role in the process has been outlined in the new procedure as outlined in C3.3.	Supporting explanation/reference
C.3.6	The trust should appoint an external auditor for a period of time which allows the auditor to develop a strong understanding of the finances, operations and forward plans of the NHS foundation trust.	✓	In March 2022, a market testing exercise was completed and Ernst & Young were appointed as External Auditors for three-year contract, subject to re-appointment by the Council of Governors annually. The contract has an option of being extended for a fourth and fifth year before a market testing exercise is mandated. The Trust considers that the 3-5 year appointment is sufficient period of time.	Comply/explain
C.3.7	When the Council ends an external auditor's appointment in disputed circumstances, the chairperson should write to Monitor informing it of the reasons behind the decision.	✓	This situation has not occurred but due process would be followed as necessary. The newly developed procedure has referred to in C3.3 incorporates this.	Comply/explain
C.3.8	The audit committee should review arrangements that allow staff of the NHS foundation trust and other individuals where relevant, to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters.	✓	The Audit Committee terms of reference include the requirement to <i>'review the adequacy of arrangements by which staff of the Trust may raise, in confidence concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety and other matters'</i> <ul style="list-style-type: none"> Audit Committee receives regular updates from the Local 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
			<p>Counter Fraud Specialist (LCFS) and undertakes an annual self-assessment against the Counter Fraud Functional Standard.</p> <ul style="list-style-type: none"> The Audit Committee oversees the arrangements at the Trust for Freedom to Speak up, utilising good practice from the national freedom to speak up guardian's office. Freedom to speak up is part of corporate induction programme and is promoted across the Trust and in the intranet. Incident reports can be raised anonymously through the incident reporting system (Datix). Incident reporting is tested through the work of the internal auditors when directed to by the Trust. 	
C.3.9	<p>A separate section of the annual report should describe the work of the audit committee in discharging its responsibilities. The report should include:</p> <ul style="list-style-type: none"> The significant issues that the committee considered in relation to the financial statements, operations and compliance, and how these issues were addressed. An explanation of how it has assessed the effectiveness of the external audit process and the approach taken to the appointment or re-appointment of the external auditor, the value of external audit services and information on the length of tenure of the current audit firm and when a tender was last conducted; and If the external auditor provides non-audit services, the value of the non-audit services provided and an explanation of how auditor 	✓	<p>Annual Report will include Committee's roles and responsibilities and the details required. The section will signpost the reader to other sections of the annual report that detail the significant issues and how these were addressed (annual governance statement), the head of internal audit opinion and reference to non-audit services (if any) that have been undertaken by our external auditors.</p> <p>The Trust undertakes an annual review of the external audit function which includes review of the external auditor's performance and the monitoring arrangements in place to ensure compliance with Monitor's <i>Audit Code for NHS Foundation Trusts</i>. The results of this review are reported to the Audit Committee.</p> <p>Additionally the Audit Committee undertake its own 'self-assessment' checklist to ensure it has discharged its duties in full.</p> <p>There is also a section within the Annual Report to the Council of Governors for the Audit Committee to communicate annually all non-audit work performed by the Trust's external auditors and its value.</p>	Supporting explanation/reference

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	objectivity and independent are safeguarded.			

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Review 2021/22

SECTION D: REMUNERATION

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
D.1	Level and components of remuneration			
D.1.1	Any performance-related elements of the remuneration of Executive Directors 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.	✓	<ul style="list-style-type: none"> Remuneration Policy and Procedure for Board Directors is in line with guidance published by NHS England / Improvement in respect of Very Senior Managers (VSM) pay. These requirements are clearly described in the Board of Directors Remuneration and Nominations Committee terms of reference Limits set would be disclosed in the Annual Report Explanation of current policy included in Annual Report 	Comply/ explain
D.1.2	Levels of remuneration for the Chairperson and other Non-Executive Directors should reflect the time commitment and responsibilities of their roles.	✓	<ul style="list-style-type: none"> For existing appointments on recommendation of Council of Governors Remuneration Committee, Council of Governors determines the level of remuneration for the Chair and other Non-Executive Directors, which is reviewed on an annual basis and takes account of the time commitment and responsibilities of their roles and is benchmarked against other similar Trusts. New appointments are subject to new remuneration framework published by NHS England / Improvement. The Council of Governors agreed that the principles of the guidance would be adopted, with flexibility to consider benchmark data with similar Trusts. The Council of Governors Remuneration Committee completed a benchmarking exercise in March 2022 to ensure remuneration was in line with other 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			similar and surrounding Trusts.	
D.1.3	Where an NHS Foundation Trust releases an Executive Director, for example to serve as a Non-Executive Director elsewhere, the remuneration disclosures of the Annual Report should include a statement of whether or not the director will retain such earnings.	✓	<ul style="list-style-type: none"> Should an Executive Director be released to hold office for another organisation this would be captured within the Register of Interests and highlighted within the annual report as stipulated. 	Supporting explanation/reference
D.1.4	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.	✓	<ul style="list-style-type: none"> The first six months of employment with the Trust is treated as a probationary period. During the probationary period either party may end the employment contract by giving one month notice in writing. Where required this probationary period may be extended for up to a further three months. It is a standard clause that directors are entitled to six months' written notice of termination (outside of the probationary period) and that the Trust may exercise its discretion to pay in lieu of all or part of the notice period. The Remuneration and Nominations Committee approves all director appointments and in the event of a termination the notice is inclusive of full pay and benefits. 	Comply/explain
D.2	Procedure			
D.2.1	The remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board of Directors. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the NHS Foundation Trust.	✓	<ul style="list-style-type: none"> Terms of reference are reviewed annually and any amendments approved by the Board at a public meeting. The terms of reference are made available on request. The Trust has not appointed remuneration consultants in the year 2021/22 if they were to be appointed, a statement would be made if they have any other connection with the Trust and would be 	Publicly available

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			included in the Annual Report.	
D.2.2	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 definition of senior management for this purpose should be determined by the Board.	✓	<ul style="list-style-type: none"> • Board of Directors Remuneration and Nominations Committee's terms of reference comply with these requirements and clearly sets out the responsibilities • Terms of reference outlines Committee responsibility for Chief Executive and Executive Directors (senior management) remuneration and terms & conditions. • Board of Directors Remuneration Committee ensures compliance with the national Very Senior Managers Pay requirements 	Comply/ explain
D.2.3	The Council of Governors should consult external professional advisers to market-test the remuneration levels of the Chairperson and other non-executives at least once every three years and when they intend to make a material change to the remuneration of a non-executive.	✓	<ul style="list-style-type: none"> • Remuneration levels for the Chair/Non-Executive Directors reviewed annually and when considering recruitment of new non-executive directors, using benchmarking data. This was last completed in March 2022. • Council of Governors Remuneration Committee is able to access professional advice from Trust Deputy Director of Human Resources. 	Comply/ explain
D.2.4	The Council of Governors is responsible for setting the remuneration of Non-Executive Directors and the Chairperson.	✓	Refer to D.1.2 and D.2.3	Statutory

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SECTION E: RELATIONS WITH STAKEHOLDERS

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
E.1	Dialogue with members, patients and the local community			
E.1.1	The Board of Directors should make available a public document that sets out its policy on the involvement of members, patients and the local community at large, including a description of the kind of issues it will consult on.	✓	<ul style="list-style-type: none"> • EPUT Engagement Strategy • Note this is being refreshed in 2022/23 and set to be presented for approval at Board meeting in May 2022. 	Publicly available
E.1.2	The Board should clarify in writing how the public interests of patients and the local community will be represented, including its approach for addressing the overlap and interface between Governors and any local consultative forums.	✓	<p>See E.1.2 for Engagement Strategy</p> <ul style="list-style-type: none"> • Examples of representing public interests of patients and local community: <ul style="list-style-type: none"> - Your Voice meetings: public/member meetings. These were held virtually in 2021/22 and had good attendance from members. - Meetings with third sector/voluntary organisations - Public consultation documents/processes in relation to significant service changes – none this year but updates provided at Part 1 Board of Director Meetings, including information in relation to service transformation. - Dedicated section on the Trust’s website on how to Get Involved with the Trust; sections include support for carers, volunteers, etc. - Patient forums refreshed and revamped to provide greater focus and influence, with the first new forum held 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<p>in March 2022.</p> <ul style="list-style-type: none"> • Patient & Service User Experience Steering Group included in Board of Directors governance structure at Tier 2 and reports to Quality Committee 	
E.1.3	The chairperson should ensure that the views of Governors and members are communicated to the Board as a whole.	✓	<ul style="list-style-type: none"> • Chair facilitates opportunity for Governors to ask questions at Board meetings held in public. • Director/Governor Seminar sessions and joint Task & Finish Groups, e.g. Constitution Review T&F Group • Directors regularly attend and present at Council of Governor meetings • Attendance of Non-Executive Directors at Council of Governor meetings included in objectives • Non-Executive Director / Governor informal meetings organised held during the year • Chair meets Lead / Deputy Lead Governors quarterly • Senior Independent Director meets Lead Governor independently if required. This has not been required in 2021/22. • Chief Executive Officer briefing sessions with Governors held quarterly at a minimum • Minutes of Council of Governors meetings available on Trust's website • Meetings with the public, e.g. Your Voice meetings provide opportunity for members/public to meet with Chair, Chief Executive Officer, Directors, Senior Managers and Governors, and to ask questions / provide feedback. • Full sets of Council of Governor available on the Trust's website 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
E.1.4	<p>Contact procedures for members who wish to communicate with Governors and/or Directors should be made clearly available to members on the NHS Foundation Trust's website.</p> <p>The Board of Directors should ensure that the NHS Foundation Trust provides effective mechanisms for communication between Governors and members from its constituencies.</p>	✓	<ul style="list-style-type: none"> • Trust website and Annual Report include details on how to contact Governors and Directors • Dedicated membership area on Trust website outlining the role of members, contact details and how to get involved • Your Voice meetings, chaired and supported by Governors, • Members invited to Annual Members Meeting. • Annual Report includes report on membership • The Trust Secretary's Office acts as a facilitator. 	Publicly available
E.1.5	<p>The Board of Directors should state in the Annual Report the steps they have 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, for example through attendance at meetings of the Council of Governors, direct face-to-face contact, surveys of members' opinions and consultations.</p>	✓	<ul style="list-style-type: none"> • Annual Report includes statements on how the Board of Directors have engaged with the Council of Governors, including the development of the strategic plan and stating as part of the main role of the Board to take into consideration the views of the Council of Governors. 	Supporting explanation/reference
E.1.6	<p>The Board of Directors should monitor how representative the NHS Foundation Trust's membership is and the level and effectiveness of member engagement and report on this in the Annual Report.</p>	✓	<ul style="list-style-type: none"> • Council of Governors Membership Committee reviews membership engagement, recruitment and demographic representation quarterly. Newly developed standing agenda items commenced in January 2022 providing regular Membership Metrics and engagement with members. • Report on membership presented to the Board of Directors in March 2022 providing details of membership engagement and current membership metrics. • Membership activity report at each Council meeting (Directors attend Council of Governor meetings) • Annual Report includes membership analysis and 	Supporting explanation/reference

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			representation	
E.1.7	The Board of Directors must make Board meetings and the annual meeting open to the public. The Trust's constitution may provide for members of the public to be excluded from a meeting for special reasons.	✓	<ul style="list-style-type: none"> The Board advertises and holds 6 meetings a year in public and an annual members meeting. The Trust Constitution does provide for members of the public to be excluded for those items which are commercial and in confidence (these are items are discussed in a separate Part 2 of the meetings) 	Statutory
E.1.8	The Trust must hold annual member's meetings. At least one of the Directors must present the Trust's Annual Report and accounts, and any report of the auditor on the accounts, to members at this meeting.	✓	<ul style="list-style-type: none"> Annual Members Meeting held annually following laying of the annual report and accounts before parliament. All Executive and Non-Executive Directors are asked to attend Chief Executive Officer presents the Annual Report Executive Chief Finance Officer presents the annual accounts, and report of auditor on the accounts The Executive Chief Nurse presents the Quality Account. 	Statutory
E.2	Co-operation with third parties with roles in relation to NHS FTs			
E.2.1	The Board should be clear as to the specific third party bodies in relation to which the Trust has a duty to co-operate.	✓	<ul style="list-style-type: none"> The Board of Directors does this implicitly through system working, attending partner organisation meetings and keeping other organisations informed. Regular meetings are held with Health Overview and Scrutiny Committee (HOSC) to inform of any changes to service provision, which requires approval. Partner organisations are notified of material events and / or system changes. Executive Directors undertake multi-agency working and 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<p>attend meetings with partner organisations.</p> <ul style="list-style-type: none"> • Collaborative working undertaken through formal arrangements (such as Mid & South Essex Collaborative) and reflected in amendments to the Scheme of Reservation and Delegation (SoRD), Standing Financial Instructions and Detailed Scheme of Delegation (DSoD) • Any new requirements from organisations (such as NHSE/I) are provided to the Accountable Officer and are taken through the Board of Directors as required. 	
E.2.2	<p>The Board should ensure that effective mechanisms are in place to co-operate with relevant third party bodies and that collaborative and productive relationships are maintained with relevant stakeholders at appropriate levels of seniority in each.</p>		<ul style="list-style-type: none"> • Contract management meetings in place with NHS commissioners • Board to Board meetings, e.g. with Clinical Commissioning Group's (CCG's) • Joint bids/provision of services with local service providers • Relationship meetings with NHS Improvement quarterly (and bi-monthly Performance Review Meeting progress review meetings) • Ad hoc meetings with NHS England / Improvement. • Ad hoc meetings with Care Quality Commission. • Chair, Chief Executive Officer and Directors involvement in Integrated Care Systems and collaborative models, such as Mid & South Essex collaborative. • Chair and Chief Executive Officer attend senior networking meetings 	<p>Comply/ explain</p>

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Compliance Evidence and Actions Schedule 2021/22

ACTION PLAN TO STRENGTHEN COMPLIANCE

Code	Action	Lead / Timescale	Progress	RAG
A.1.10	Review statement in Trust Constitution relating to Governor indemnity to see if this can be strengthened.	TSO, Mar-22	Statement of indemnity reviewed by Interim Trust Secretary and advised as sufficient. This was included in discussions reviewing the Trust Constitution.	
A.2.2	Review division of responsibilities between Chair and CEO following commencement of new CEO role.	PS / SS / JD, Mar-22	Division of responsibilities document reviewed and approved by Board of Directors in September 2021.	
A.5.1	Consider interaction of Governors with Board of Director Meetings when using Microsoft Teams live to allow for comeback if the answer given does not address the query.	JD Mar-22	Meetings now moved to Microsoft Teams platform (not live) which allows for immediate comeback by Governors for answers given.	
B.1.1	Ensure conversation relating to Test of Independence of Non-Executive Directors is raised during the appointment / re-appointment process for Non-Executive Directors.	JD Mar-22	There has not been any re-appointments for this year and this will be carried forward to discussions for re-appointments / appointments taking place in September 2022.	
B.5.6	Consider ways in which the Trust can enhance formal engagement of Governors, members and the public on the development of the 5-year forward plan.	TSO, Mar-22	Presentation delivered to the Council of Governors in March 2022 by the Executive Director of Digital, Transformation and Strategy setting-out phases of strategic development including the involvement of Governors	
B.6.5 E.1.4	Consider developing ways of using the website to enable Governors to be able to communicate with members / public.	TSO, Mar-22	Carried forward for 2021/22. The Trust is currently developing a new website and this will be taking forward as part of this work stream. Phase 2 of the work will include utilising the website for these purposes.	

EPUT Code of Governance Compliance Evidence and Actions Schedule 2021/22: Action Plan

Code	Action	Lead / Timescale	Progress	RAG
C.3.8	Review schedule of business for BoD Audit Committee to ensure presentations / reports are received for Freedom to Speak-Up / Whistleblowing	CB, Mar-22	Chair of Audit Committee advised this was incorporated into the review of the Audit Committee Terms of Reference.	
D.1.1	Consider whether to complete and approve Remuneration Policy and Procedure for Board of Directors	TSO, Mar-22	Remuneration Procedure reviewed / re-developed for the Chair and Non-Executive Directors/	
E.1.3	Review process for ensuring Governor, member and public views are provided to the Board of Directors.	TSO, Mar-22	CoG Membership Committee now established to allow this to happen. Need to review to confirm how feedback will be utilised and how it will be sought going forward. This will be fed into the strategic discussions at Council of Governors in relation to Communication and Members.	
E.1.6	Develop process for the Board of Directors to receive information about the membership consider its representation and effectiveness of membership engagement.	TSO, Mar-22	Report provided to the Board of Directors in March 2022 providing details of the membership and engagement activities for the previous year.	
	Board to receive an annual report on the Trust's membership including level and effectiveness of engagement	TSO, Mar-22	As above.	
E.2.1	Develop processes for ensuring it is more explicit which third party bodies the Trust has a duty to co-operate, including changing report summary sheets to identify this.	TSO, Mar-22	This requirement has been superseded by the development of ICS / ICB's and increased collaborative working.	
Completed Actions				
A.1.2	Develop a system to monitor attendance at Tier 1 and Tier 2 Standing Committees to allow a review to be undertaken at the end of the financial year.	CJ, Mar-21	System developed. Action superseded by wider review of Tier 1 & Tier 2 Committee structures currently being undertaken.	
A.5.1	Review existing protocol to clarify action to be taken	FS / CJ, Mar-21	Procedure developed and agreed by CoG Governance Committee.	

Code	Action	Lead / Timescale	Progress	RAG
	for continued non-attendance at Council of Governor meetings.			
A.5.6	Finalise an agreed Council of Governors Policy for engagement with Board where disagreement or concerns with performance, setting out how the Council and Board will interact with one another for the benefit of the Trust, and a procedure on raising and escalating concerns.	TSO, Mar-21	Policy & Procedure developed. Approved by Council of Governors and Board of Directors.	
B.1.4	Review current Board member biographies to see if more can be added in relation to their skills. If not possible, include in next years annual report.	FS, Mar-21	This has been incorporated into the Annual Report for 2020/21.	
B.5.1	Complete exploration of developing a Governor information portal to enable sharing of information.	TSO, Mar-21	Portal developed and in place.	

		Agenda Item: 6b			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	6 June 2022			
Report Title:	NHSE/I Self-Certification for 2021/22: Governor Training				
Report Lead:	Paula Grayson, Chair of the Council of Governors Training & Development Committee				
Report Author(s):	Paula Grayson, Chair of the Council of Governors Training & Development Committee				
Report discussed previously at:	Council of Governors Training and Development Committee 26 April 2022				
Level of Assurance:	Level 1		Level 2	✓	Level 3

Purpose of the Report		
This report provides the Council of Governors with action taken to agree the statement detailing the learning and training completed by Governors in 2021/22 to support the Board of Directors' self-certification for NHS England / Improvement	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Agree that during the 2021/22 the Trust has provided the necessary training to Governors to ensure they are equipped with the skills and knowledge they need to undertake their role.

Summary of Key Issues
<p>NHS Foundation Trusts are required to make annual self-certifications to NHS England / Improvement under the requirements of the NHS Improvement (Monitor) Licence, Risk Assessment Framework and the Health and Social Care Act 2012. No information has yet been published to suggest this will be suspended due to the Covid-19 pandemic, therefore, this will continue to be taken forward unless any further guidance is received.</p> <p>The Health Social Care Act, Section 151(5) states in paragraph 10BA :</p> <ul style="list-style-type: none"> • “Public Benefit Corporation must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.” <p>NHSE/I also requires the Board of Directors to submit a self-certification in respect of the training of Governors as follows:</p> <ul style="list-style-type: none"> • <i>The Board is satisfied that during the financial year most recently ended the licensee has provided the necessary training to its Governors, as required in s151(5) of the Health and Social Care Act, to ensure they are equipped with the skills and knowledge they need to undertake their role. (Statement 3)</i> <p>The Chair of the Council of Governors Training and Development Committee developed a report providing details of the learning and training undertaken in 2021/22. The Committee reviewed the document and agreed to recommend to the Council of Governors that the requirement in relation to Governor training had been met.</p> <p>The full document is attached to this report for consideration.</p>

Relationship to Trust Strategic Objectives

SO1: We will deliver safe, high quality integrated care services	
SO2: We will enable each other to be the best that we can	✓
SO3: We will work together with our partners to make our services better	
SO4: We will help our communities to thrive	

Which of the Trust Values are Being Delivered

1: We care	
2: We learn	✓
3: We empower	

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Health watch	
Communication and consultation with stakeholders required	
Service impact/health improvement gains	
Financial implications	
Governance implications	✓
Impact on patient safety/quality	
Impact on equality and diversity	
Equality Impact Assessment (EIA) Completed?	YES/NO If YES, EIA Score

Impact on Statutory Duties and Responsibilities of Council of Governors

Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail): <ul style="list-style-type: none"> • NHS England / Improvement Self-Certification 	✓

Acronyms/Terms Used in the Report

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Supporting Documents and/or Further Reading

Accompanying Report

Lead

Paula Grayson Chair of the Council of Governors Training & Development Committee

**NHSE/I SELF-CERTIFICATION FOR 2021/22
GOVERNOR TRAINING**

1.0 INTRODUCTION

This report provides the Council of Governors with action taken to agree the statement detailing the learning and training completed by Governors in 2021/22 to support the Board of Directors' self-certification for NHS England / Improvement.

2.0 REQUIREMENTS FOR SELF-CERTIFICATION

The Health Social Care Act, Section 151(5) states in paragraph 10BA :

- “public benefit corporation must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.”

NHSE/I also requires the Board of Directors to submit a self-certification in respect of the training of Governors as follows:

- *The Board is satisfied that during the financial year most recently ended the licensee has provided the necessary training to its Governors, as required in s151(5) of the Health and Social Care Act, to ensure they are equipped with the skills and knowledge they need to undertake their role. (Statement 3)*

The Council of Governors will consider this report and agree a recommendation to the Board of Directors to support completion of the self-certification process.

3.0 COUNCIL OF GOVERNORS SELF-CERTIFICATION INFORMATION

Activities carried out in 2021/22, which ensured Governors have been equipped with the skills and knowledge required for their roles, including relevant training.

3.1 Methods for holding NEDs to account:

3.1.1 Learning and Development in gaining assurance on Non-Executive Director appraisals

The Council of Governors asked for assurance on the Non-Executive Director appraisal process. The process was delegated to the Remuneration Committee members. Prior to virtually meeting the Non-Executive Directors, points made in their appraisals were noted by the Committee members. In individual virtual discussion sessions with Remuneration committee members, each Non-Executive Director and the Chair of the Trust, were asked to provide an example of how one key objective had been achieved during the year, what learning had been gained and to give an example of holding an Executive Director to account. They were asked to provide an example of working or engaging with Governors. Based on learning from these sessions, reviewing the formal appraisals, and then noting the cited highlights during the discussions, Remuneration Committee members provided assurance on the process to the Council of Governors.

Remuneration Committee members provided evidence of Non-Executive Director learning outcomes to Nomination Committee members to underpin the discussions on fair remuneration for Non-Executive Directors. Nomination Committee members learned about

benchmark remuneration data from a national reward survey and from EPUT staff. At the subsequent Council of Governors meeting, Governors were updated on the results of the discussions.

3.1.2 Learning and development in understanding Non-Executive Directors contributions to the Trust

Governors and Non-Executive Directors, with the Chair of the Trust, met quarterly at informal virtual sessions with no Executive Directors present. Discussions allowed Governors to learn that either through their Non-Executive roles on Board Standing Committees or through their formal questions during the Board meetings held in public, they had actively contributed to strategic matters, risk management and to holding the Executive Directors to account.

The Chair continued to provide a paper for the Council of Governors' agenda, setting out the virtual triangulation visits, involvement and quality assurance activities taken on by each Non-Executive Director since the previous Council of Governors.

Annual assurance reports from the Chairs of Board standing committees have been presented to each virtual Council of Governors' meeting: Remuneration and Nomination; Quality; People, Innovation and Transformation/People, Equality and Culture; Charitable Funds; Audit; Finance and Performance.

Non-Executive Directors and Governors worked together in small virtual Task and Finish Groups on the Constitution and the Council of Governors agenda. Responding to requests from the Council of Governors, Board standing committee members agreed to have a Governor observer attending the virtual part 1 sessions of some of the Board standing committees. The Trust Secretary's Office designed a brief report to be completed by the Governor observer following the meeting. The template allowed Governors to comment on the extent to which they observed Non-Executive Directors fulfilling their duties. A task and finish group of Non-Executive Directors and Governor Observers met virtually to consider whether this process had increased the opportunities for Governors to understand the contributions made by Non-Executive Directors. The view was that the process had succeeded. There will some amendments to the questions in the brief report.

3.2 Learning about Improving Governance

3.2.1 Gaining knowledge from meetings, assurance and decisions

The Council of Governors met virtually on four occasions during 2021/22 (excluding the Annual Members Meeting). Each Council of Governors has included a private briefing from the Chief Executive Officer, setting out key scrutiny issues around performance and future risks. Key performance issues and corresponding learning were summarised in the Chief Executive Officer's report to Council of Governors. Governors wishing to consider the full performance scorecard attend the Board of Directors' virtual meetings. A Non-Executive Director and Governor virtual task and finish group considered how the Council of Governors agenda could be improved to ensure appropriate discussions on governance issues and strategic matters.

Each virtual Council of Governors has included one-off information sessions on topics raised by Governors, the Chair or in preparation for contributing to the Quality Account, the Annual Report and Accounts, Care Quality Commission visits and other statutory obligations such as choosing the local indicator for external assurance (Quality Account). A sequence of Board Standing committee assurance reports has allowed Governors to learn about the work of those committees and how assurance has been gained. Papers presented to the virtual Board meetings held in public have provided guidance to Governors on governance improvements, such as responding to issues raised during the Staff Survey, Freedom to Speak Up learning, learning from ligature risk mitigation actions, improved wellbeing

initiatives for staff, methods for learning from deaths, analysis to improve equality, diversity and inclusion, methods for improving outcomes for patients/service users in clinical outcomes and safety.

Governance committee members have set up task and finish groups to consider amendments to the Trust Constitution which improve assurance and governance processes. At Council of Governors meetings, Governors learned about the amendments and the effect on improving assurance and governance.

3.2.2 Gaining knowledge from analysis

An effectiveness review was carried out by using a website-based questionnaire asking questions of members of each Council of Governor sub-committee. Governors were asked if they believed they were achieving the outcomes set out in the Terms of Reference for their own sub-committees as well as from the perspective of being a Governor more generally. Governors were asked if sub-committees were perceived to be effective. The results of the review were discussed at each sub-committee and at the Council of Governors on 21 March 2022 to determine ways forward. The agreed changes are being progressed through the sub-committees and the Council of Governor agenda.

3.2.3 Learning about representing members and the public

From the formation of EPUT in 2017/18, in matching the necessary constituencies based on the distribution of FT members and the existing services, the Council of Governors required 40 Governors, which was subsequently revised and reduced to 30. Membership committee has continued to review the representation of members and the public by the Council of Governors elected Public Governors, the appointed Governors and Staff Governors.

At formation, Governors were allocated either two or three year terms to reduce future disruption and ensure some continuity. Following the useful virtual induction sessions in the autumn of 2020 using the newly created Governor Workbook and "Prospective Governors Guide", the contents were reviewed by the Training and Development committee. The revised documents will be used for the Prospective Governor Workshops, which will be held in 2022 before some three-year Governor terms end in June. Prospective Governors will be taken through the documents, with our current Governors explaining the practicalities of being a Governor in representing members and the public.

3.2.4 Learning how to listen to members and the public

Pre Covid-19, "Your Voice" public meetings were held at intervals in each constituency. Learning from those sessions has been discussed at Training and Development committee meetings and at Membership committee meetings because in some locations, members had not necessarily seen the relevance of the Trust's public meetings to their personal requirements of the health service. Governors provided ideas for future "Your Voice" sessions, which could increase relevance. Membership committee agreed to a revised format for "Your Voice" sessions with well-attended virtual events on 18 May 2021, 1 December 2021 and 31 March 2022 for the whole Trust area. Governors chaired the virtual sessions with topics presented by staff and service users. Members learned about key healthcare issues from the presenters. Staff presenters and Governors learned about issues of concern to members and to the public from their questions and comments.

At the Annual Members virtual meeting, held on 1 November 2021 the Trust invited internal and external support organisations to attend in addition to the formal presentations from Executive Directors, the Chair and the Lead Governor. Trust departments and partner organisations explained their services, demonstrating how they work with service users and carers. Governors listened to the presentations and the content of the public questions, learning about the issues of importance to members.

Governors have been invited to the geographical Mental Health Partnership/Stakeholder Forums (held virtually) allowing them to hear from service users/patients, carers, volunteers and members about local healthcare issues. The regular Forum update reports connecting service users, patients and carers with other stakeholders are circulated to Governors, showing the wider support offered to service users by Voluntary, Community and Social Enterprise (VCSE) organisations together with EPUT outreach offers. Ongoing planned Forums were cancelled in early 2022 to review their function and purpose in consultation with members and Governors. The task and finish group members are working with the Patient Experience team members to define and design a new format which will involve greater numbers of service users/patients, carers and members. Governors have been invited to listen to the weekly virtual staff briefings since January 2021, which allows them to understand issues for staff members of the Trust, given the questions are in the chat box, are read out and answered verbally or in writing.

3.2.5 Learning how to contribute to Trust plans

Governors attended the Strategic Direction virtual session on 20 May 2021. Some Governors attended the Regional and National NHS Providers' (NHSP) virtual meetings in July and October 2021, in which Governors learned from good practice case studies how to contribute to Trust plans. Governors attending NHSP sessions write notes for circulation to all Governors to share learning. Co-production training was given to Governors in July 2021.

During Council of Governor meetings, Governors noted learning derived from Quality visits (carried out virtually by Non-Executive Directors and Executive Directors) as well as from discussions with members to ensure that services are appropriately patient-centred, safe, clinically appropriate and working towards the clinical transformation plans which have been set out at Board meetings and the Council of Governors.

A joint Board of Director and Council of Governors development session held on 9 February 2022 allowed Governors, Non-Executive Directors and Executive Directors to discuss reducing health inequalities, equality and diversity and the draft Digital Strategy. Governors were consulted on the most valuable strategic topics to be included in each Council of Governor meeting.

3.2.6 Learning how to contribute to inspections and assessments

In October 2021, Governors attended the NHS Providers Regional session learning about methods for contributing to assurance processes and how to ask questions.

Outcomes from the virtual Quality Visits and the 2021 face-to-face Patient-led Assessment of the Care Environment (PLACE)-Lite visits, have been recorded and summarised in the subsequent Council of Governor papers.

3.2.7 Learning how to contribute to triangulation and testing of services

Special briefing sessions for Governors have provided learning on Mental Health Act (April 2021); understanding the financial accounts (August 2021); support and provision for service users/patients and for staff (July 2021, January 2022), Governors have asked formal questions at Board meetings in the public section. Each question has been recorded with the responses either at the time or after further enquiry, allowing Governors to gain knowledge from those responses. Governors share this information. During the quarterly Governor informal sessions without the Chair/Non-Executive Directors/Executive Directors, they discussed points made by members of the public, service users, carers and their own experiences. A Governor recorded questions, which were sent to the Chair and Trust Secretary. The questions and responses have been recorded to become part of the Council of Governors papers, demonstrating active testing of services and providing learning. A

rolling Action Plan features in the Part 2 papers, setting out the questions and providing responses from relevant Trust staff.

Governors took part in face-to-face PLACE-Lite visits to services from August 2021. Through jointly assessing the required PLACE categories with patients and staff, Governors learned how to compare the experienced reality with the performance scorecard reported to the Board. Reports of the visits were summarised and presented to all Governors during Council of Governor meetings.

Governors receive the staff Wednesday Weekly bulletins. These e-mails provide regular updates on clinical issues including: "safety first, safety always" service provision; reminders to complete patient records consistently; to follow Covid-19 secure working arrangements; to ensure safe use of Personal Protective Equipment to protect service users/patients and other staff; to obtain a vaccination; to use the available increased resources for supporting wellbeing.

3.3 Learning how to improve active membership

3.3.1 Learning how to analyse and improve membership effectiveness

The Membership Framework written at formation was further reviewed and revised by the Membership committee members. Staff had previously presented a comprehensive analysis of membership data allowing Governors to understand the key details. Membership committee members discussed the extent to which members demonstrate active interest in the Trust, other than voting in elections. The Trust had a large public membership base many of whom could only be contacted by post. Following the earlier data cleansing exercise, Membership committee members recommended a further data cleansing exercise should be carried out for the whole Trust, explaining to members, which services exist in which constituency. Governors have discussed the Membership committee reports in Council of Governor meetings. At the December 2021 Council of Governors meeting, Governors learned about the findings from the Public Involvement baseline summary for discussion on ways forward.

Some Governors joined the task and finish group working with Patient Experience Team members to understand how service users/patients and members have participated in the geographical Mental Health Partnership/Stakeholder Forums (data analysis of past minutes). The task and finish group is working on the Terms of Reference for geographical Forums which will allow greater involvement from service users/patients, members and the public.

3.3.2 Learning how to gain value from Volunteers

Through 2021/22, Governors have been receiving briefings and/or minutes from geographical Mental Health and Wellbeing Partnership/Stakeholder Forums. The briefing e-mails with comprehensive attachments are sent to volunteers, service users/patients, carers and other stakeholders. Governors have been learning about the contributions available from volunteers and the issues arising for service users/patients and carers.

Governors joined with staff and volunteers in the EDS2 virtual session to learn about the direct and indirect support, which volunteers give to service users/patients, and carers when working towards the equality and diversity scheme benchmark standards. Governors noted that there continue to be some volunteers who have not chosen to become Foundation Trust members. Governors joined the task and finish group working with Patient Experience Team members to review and revise the Volunteer Policy. Participating Governors learned that greater value for service users/patients and carers will be derived from volunteers through improvements such as additional induction, supervision and improved governance measures together with appropriate use of the revised expenses policy.

3.4 Governors learning how to understand their role and the Trust

3.4.1 Learning from induction

Governors who joined during 2021/22, in line with Covid-19 restrictions, were provided with one to one virtual briefings from the Trust Secretary's Office, using the Induction Workbook for the new Governors to gain knowledge about their statutory and assurance roles. The Chair virtually met and welcomed new Governors. The Induction Workbook included the Governor Work Plan designed by the Governance committee.

3.4.2 Co-ordination of learning by the Training and Development committee

At formation and as part of the Trust's governance framework, a Council of Governors Training and Development Committee was established to provide support to the Council on training and development. Their Terms of Reference include ensuring that effective and robust training and development arrangements are in place to develop Governors' skills, knowledge and capabilities enabling them to be confident, effective, engaged and informed members of the Council of Governors. The Governor Learning & Development Pathway was designed and used to cover the life-cycle of Governors from prospective Governors, through induction and additional ongoing learning and development to support the role. During 2021/22, there were 109 training, learning and developmental subjects provided at special training sessions, special briefings, Council of Governor meetings, circulated information from other Governors and at the Board of Directors' meetings held in public.

3.4.3 Developing skills

Governors attended skills training sessions in May 2021 (equality and inclusion), September 2021 (team building), November 2021 (positive cultures/Equality, Diversity and Inclusion).

3.4.4 Developing knowledge of the Trust and the wider health economy

Special briefing sessions were held in 2021/22 on topics requested by Governors or relevant to the Trust's values, vision and business plans: reducing restrictive practice; staff survey results; crisis services; community forensic team services; co-production; staff equality networks; Covid-19 briefings; operational structural changes. Speakers were mainly Trust middle and senior managers and Board members. Governors asked questions for clarification and to understand how services were being improved. Governors challenged speakers when services still needed improvements or efficiency programmes were not delivering the necessary recurrent savings. Governors attending the monthly Board meetings have gained knowledge from the presentation at the beginning of each Board and from annual reports for example: Parent/Infant Mental Health service; Oxehealth pilot results; Freedom to Speak Up; Duty of Candour; reducing restrictive practice; Workforce Race Equality Standards; Workforce Disability Equality Standards; Infection Prevention and Control; Freedom to Speak up; safe working of junior doctors; Learning from Deaths Mortality Review; ligature risk management; Complaints; Safety First, Safety Always Strategy.

Governors were kept regularly informed about key facts during the year through the Chief Executive/Deputy Chief Executive's weekly e-mail to staff and attending the virtual Staff Update; the Trust's internal Governor Update e-newsletter and briefings by the Chief Executive. Governors' knowledge has been kept up to date through the sharing of good practice and centrally published information. All information was received in a timely manner.

3.4.5 Governors gaining and sharing knowledge more widely

Governors attend external development events or webinars either through Trust membership of NHS organisations (NHS Providers, NHS Confederation) or from their own membership

(Kings Fund, Clinical Commissioning Groups, Integrated Care Systems). They summarise and share experiences by completing a feedback form which is circulated to all Governors. In July 2021, the Lead Governor chaired virtual workshops for the NHS Provider Governor Conference over the three days. Six Governors attended some or all of the virtual sessions, learning from national speakers. In the chat box, they shared experiences with Governors in other Trusts. Four Governors attended the Regional NHS Providers workshops in October.

The Lead Governor continued to attend the quarterly Regional Governors' Network to discuss key issues, learn from one another and share with their own Governors on topics such as: provider collaborative for the new care models; Foundation Trust Governors joining together in meetings responding to the Integrated Care Systems; in some cases Governors observing Integrated Care System meetings; managing Covid-19 risks; supporting staff through the pandemic.

		Agenda Item No: 8a			
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1		6 June 2022	
Report Title:		Membership / Your Voice			
Report Lead:		Chris Jennings, Assistant Trust Secretary			
Report Author(s):		Gina Trimble, Trust Secretary Coordinator			
Report discussed previously at:		Council of Governors Membership Committee 17 May 2022			
Level of Assurance:		Level 1		Level 2	✓ Level 3

Purpose of the Report		
The report provides details of the current membership metrics, details of the Your Voice meeting and Prospective Governor Workshops held since the last report and plans for future meetings.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to: 1 Note the contents of the report

Summary of Key Issues
<p>One of the general duties of the Council of Governors is to represent the interests of the members of the Trust and the interests of the public. The Council of Governors undertakes this role via a Membership Committee which oversees the approach to membership and engagement. Membership engagement is one of the key areas where the Council have requested more of a focus.</p> <p>The report provides details of the current Trust membership (as at May 2022) via a set of metrics. The metrics have been expanded to include areas such as gender, ethnicity and age. The data also includes information on any communication undertaken via the membership database. The reporting of the data has allowed further analysis, which has raised some queries regarding the information extracted. This will be followed-up with CIVICA (developers of the membership database) to understand the discrepancies and report back to the Membership Committee.</p> <p>The report provides details of the Your Voice meeting held on the 31 March 2022 and Prospective Governor Workshops held in April 2022.</p>

Relationship to Trust Strategic Objectives	
SO1: We will deliver safe, high quality integrated care services	
SO2: We will enable each other to be the best that we can	
SO3: We will work together with our partners to make our services better	
SO4: We will help our communities to thrive	✓

Which of the Trust Values are Being Delivered	
1: We care	
2: We learn	✓
3: We empower	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against: Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives

Data quality issues			
Involvement of Service Users/Healthwatch			✓
Communication and consultation with stakeholders required			
Service impact/health improvement gains			
Financial implications:			
		Capital £	
		Revenue £	
		Non Recurrent £	
Governance implications			✓
Impact on patient safety/quality			
Impact on equality and diversity			
Equality Impact Assessment (EIA) Completed	YES/NO	If YES, EIA Score	

Impact on Statutory Duties and Responsibilities of Council of Governors	
Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	✓
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail):	

Acronyms/Terms Used in the Report			
CoG	Council of Governors	Comms	Communication Team

Supporting Documents and/or Further Reading
Main Report

Lead
Chris Jennings Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST
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MEMBERSHIP / YOUR VOICE

1.0 PURPOSE OF REPORT

The report provides details of the current membership metrics, details of the Your Voice meeting and Prospective Governor Workshops held since the last report and plans for future meetings.

2.0 MEMBERSHIP METRICS

The Trust maintains a Membership Database which contains a list of all members currently registered with the Trust. The database is used to ensure communication with members is maintained and can provide certain metrics, based on information available.

The following metrics provide details of the current membership composition as at May 2022 when the Membership Committee last met. The Trust Secretary's Office will be liaising with CIVICA (developers of the membership database) to understand the data being extracted from the system and report back to the Membership Committee.

	Current Membership as at May 2022	Difference from January 2022
Total Membership	10,978	
Public Members	4,944 (34%)	-45
Staff Members	9,540 (66%)	+3,551*
By Constituency		
Essex Mid & South	1,939	-16
Milton Keynes, Bedfordshire & Rest of England	1,694	-8
West Essex & Hertfordshire	705	-4
North East Essex & Suffolk	599	-7
Out of Area	17	-
By Gender		
Male	1,913 (17%)	
Female	2,975 (28%)	
Not Stated	6,090 (55%)	

*This increase is due to the uploading of updated staff information to the Membership Database. The Trust Secretary's Office will review options for uploading information more frequently, which would make this data more useful.

Demographics

The following information provides a breakdown of demographics available on the Civica database system. The information is populated by the members when they join the organisation and not all may have fully completed:

	Current Membership as at May 2022
Age	
Public Constituency	
0-16	0
17-21	1
22-29	436
30-39	945
40-49	662
50-59	840
60-74	1034
75+	454
Not Stated	582
Staff Constituency	
0-16	1
17-21	196
22-29	1124
30-39	1906
40-49	2322
50-59	2552
60-74	1399
75+	40
Not Stated	0
Ethnicity	
Public Constituency	
White Scottish, Welsh, Northern Ireland British	3527
White Irish	79
White-Irish Gypsy Irish Traveller	0
White - Other	118
Mixed White - Black Caribbean	42
Mixed White - Black African	13
Mixed White - Asian	14
Mixed - Other	30
Asian or Asian British Indian	158
Asian or Asian British Pakistani	124
Asian or Asian British Bangladeshi	78
Asian or Asian British Chinese	24
Asian or Asian British Other Asian	33
Black or Black British Caribbean	81
Black or Black British African	182
Black or Black British Other Black	16
Other Ethnic Group Arab	0
Other Ethnic Group	17
Not Stated	416
Staff Constituency	
White Scottish, Welsh, Northern Ireland British	6292
White Irish	125
White-Irish Gypsy Irish Traveller	1
White - Other	482
Mixed White - Black Caribbean	35
Mixed White - Black African	38
Mixed White - Asian	40
Mixed - Other	62
Asian or Asian British Indian	277

	Current Membership as at May 2022
Asian or Asian British Pakistani	64
Asian or Asian British Bangladeshi	47
Asian or Asian British Chinese	22
Asian or Asian British Other Asian	182
Black or Black British Caribbean	100
Black or Black British African	1258
Black or Black British Other Black	120
Other Ethnic Group Arab	0
Other Ethnic Group	111
Not Stated	284

2.3 Membership Communication

The following information provides details of members preferred method of contact and any communication undertaken since the last meeting:

By Communication Preference (Distribution Report)

	Public	Staff
Electronic	3995	9181
Postal	959	359
Total	4,954	9,540

The following table provides information on any communication circulated by the Trust to members electronically using the membership database:

Date	Communication	Members Emailed	Percentage Opened	Bounces
08/04/2022	Prospective Governor Workshops	3820	23%	181
30/03/2022	Your Voice Invitation (Staff)	4327	100%	210
30/03/2022	Your Voice Meeting Invitation (Public)	3868	32%	178
22/03/2022	Prospective Governor Workshops	3875	25%	181
21/03/2022	West Essex & Herts Constituency Newsletter	541	30%	29
11/03/2022	Your Voice Invitation (Public)	3907	34%	187
11/03/2022	Your Voice Meeting Invitation (Staff)	4452	4%	725

The “bounces” is where an error message is received when an electronic communication is sent. The system splits these into “soft” and “hard” bounces. The soft bounce is where an individuals inbox is full and therefore it is likely a future electronic message will be received. The hard bounce is where an individuals inbox is no longer active and the individual will automatically transfer to a postal communication preference.

The following information is taken from the Civica system when postal communication has been circulated:

Date	Communication	Members Postal	Cost
17/03/2022	Your Voice Meeting 31 March 2022	929	£1513.90
04/10/2021	Annual Members Meeting	688	£469.02
31/12/2019	Your Voice Winter		£493
13/12/2019	Patient Experience Workshops		
16/09/2019	Letter to AMM members	133	£143.47
15/11/2017	Your Voice	2702	£1666.67

3.0 YOUR VOICE

The Trust held a Your Voice meeting on the 31 March 2022, chaired by Mark Dale, Public Governor. The content of the meeting included a presentation on the Crisis Line, Option 2, which is a service allowing individuals to dial 111 and select "Option 2" to access mental health crisis services. The session also had an individual with lived experience who described their experiences accessing services.

The meeting was attended by 55 individuals:

Attendee Group	No. of Attendees
Public Member	24
Staff Member	16
Governor	13
Non-Executive Director	1
Executive Director	1
Total	55

Feedback from the meeting was both informal and via a feedback form (four returned) and was positive in terms of content and discussion provided. The Membership Committee considered the feedback and highlighted the positive comments regarding the content. There was one issue noted relating to technical issues experienced by one of the speakers at the meeting.

The Trust Secretary's Office is in the process of developing a plan for Your Voice meetings over the next 12-months, which includes liaising with Communications to connect with communication campaigns within the Trust. This will also include holding face-to-face meetings from September.

4.0 PROSPECTIVE GOVERNOR WORKSHOPS

The Trust held a series of Prospective Governor Workshops in April 2022. The workshops were designed to engage with members interested in standing as a Governor during the elections taking place in June 2022. The Assistant Trust Secretary facilitated the workshops,

with Governors and Non-Executive Directors in attendance to answer questions and share their experiences within their roles. The content of the workshops was to provide clear information on the role of a Governor to encourage individuals to stand for election, whilst also ensuring the role met their expectations should they be successfully elected.

There were seven workshops were held during April / May 2022:

- 5 April 2022
- 6 April 2022
- 7 April 2022
- 8 April 2022
- 21 April 2022
- 22 April 2022
- 2 May 2022

16 members attended the workshops, with the below table providing a breakdown of the members by class:

Class	No. Attendees
Staff Member	11
Public Member	5

5.0 RECOMMENDATIONS

The Council of Governors is asked to:

1. Note the content of the report

Report prepared by:

Gina Trimble
Trust Secretary Co-Ordinator

On behalf of

Chris Jennings
Assistant Trust Secretary

Agenda Item: 8b

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					6 June 2022	
Report Title:	Governor Composition and Attendance						
Report Lead:	Chris Jennings, Assistant Trust Secretary						
Report Author(s):	Chris Jennings, Assistant Trust Secretary						
Report discussed previously at:							
Level of Assurance:	Level 1	✓	Level 2		Level 3		

Purpose of the Report

This report provides details of any changes to composition, current sub-committee membership and attendance at the Council of Governors.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required

The Council of Governors Committee is asked to:

- Note the contents of the report

Summary of Key Issues

Composition

Emmanuel Jessa, Public Governor, Essex Mid and South, has resigned as a Governor following receipt of a letter from the Chair of the Trust in line with Stage Three of the Governor Attendance procedure. Julia Hopper has joined the Trust to serve the remainder of his term of office.

Ian Plunkett, Public Governor, Essex Mid and South has resigned as a Governor. The vacancy has been incorporated into the Election process for 2022.

Councillor Matt Dent term of office was completed in May 2022. Southend-on-Sea Borough Council advised the Trust Councillor Kay Mitchell would be their new Appointed Governor. The Trust Secretary's Office is currently processing the relevant paperwork.

Thurrock Council have been contacted as they have not yet identified a new Appointed Governor.

Committee Membership

The following sub-committees have vacancies:

- Governance Committee (2 x vacancies)
- Membership Committee (2 x vacancies)
- Nominations Committee (2 x vacancies)

Training & Development and Remuneration Committee currently has full membership.

Governor attendance

Governor attendance at general meetings is reviewed in line with the agreed procedure for monitoring attendance. A summary of attendance to date is attached at Appendix 3.

Of the three Governors contacted by the Lead Governor as part of the Governor Attendance procedures, two attended the next meeting of the Council in March 2022. One did not attend, however, they subsequently resigned after the meeting.

One Governor has not attended a number of Council meetings, however, they have previously indicated they are unwell.

Relationship to Trust Strategic Objectives

SO1: We will deliver safe, high quality integrated care services	
SO2: We will enable each other to be the best that we can	✓
SO3: We will work together with our partners to make our services better	
SO4: We will help our communities to thrive	

Which of the Trust Values are Being Delivered

1: We care	
2: We learn	
3: We empower	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Health watch	
Communication and consultation with stakeholders required	
Service impact/health improvement gains	
Financial implications	
Governance implications	✓
Impact on patient safety/quality	
Impact on equality and diversity	
Equality Impact Assessment (EIA) Completed?	YES/NO If YES, EIA Score

Impact on Statutory Duties and Responsibilities of Council of Governors

Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail):	✓

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Council of Governors Meeting Attendance (Appendix 1)
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Lead

Chris Jennings Assistant Trust Secretary

Governor	Notes	28 May 2021		01 September 2021	08 December 2021		21 March 2022		Total Meetings Attended	Total Meetings
		Part 1	Part 2	Part 1	Part 1	Part 2	Part 1	No Part 2		
Brian Arney	Until May 2021	√	x						0.5	1
David Bamber	From August 2021			√	√	√	√		3	3
Keith Bobbin		A	A	√	√	√	x		2	4
Lara Brooks		√	√	A	√	√	√		3	4
Laurie Burton	Until July 2021	A	A						0	1
Peter Cheng		√	√	√	√	√	√		4	4
Dianne Collins		√	√	√	√	√	√		4	4
Mark Dale		√	√	√	√	√	√		4	4
Jared Davis		√	√	√	√	√	x		3	4
Matt Dent	From August 2021			A	x	x	√		1	3
Mark Durham		A	A	√	√	√	√		3	4
Pippa Ecclestone		√	√	√	√	√	√		4	4
Marianne Evans	Until July 2021	A	A						0	1
Diane Fairchild	Until October 2021	x	x	x					0	2
Paula Grayson		A	A	√	√	√	√		3	4
Julia Hopper	From Mar 2022						√		1	1
Emmanuel Jessa		x	x	x	A	A			0	3
John Jones		√	√	√	√	√	√		4	4
Pam Madison		√	√	√	√	√	√		4	4
Fraser Massey	From August 2021			A	√	√			1	2
Nosi Murefu		x	x	√	√	x	√		2.5	4
Ian Plunkett		√	x	A	x	x	A		0.5	4
Tracy Reed		√	√	√	√	√	√		4	4
Elizabeth Rotherham		√	x	x	x	x	√		1	4
Stuart Scrivener		√	√	√	√	√	√		4	4
Kate Shilling		√	A	x	x	x	x		0.5	4
Sue Shinnick	Until July 2021	x	x						0	1
David Short		√	√	√	√	√	√		4	4
Michael Waller		√	x	√	√	A	√		2.5	4
Paul Walker		√	√	√	√	√	√		4	4
Matt Webster		A	A	√	√	x	√		2.5	4
Judith Woolley		√	√	√	√	√	√		4	4

Key	
Attended	√
Apologies Received	A
No Apologies Received	x
Sabbatical / Agreed Absence	S
Not Required	NR
Holiday	H

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		6 June 2022			
Report Title:	Lead and Deputy Lead Governor Update					
Report Lead(s)	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
Report Author(s):	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Purpose of the Report	
This report provides an update on activities involving the Lead and Deputy Lead Governors	Approval
	Discussion
	Information
	✓

Recommendations/Action Required
The Council of Governors is asked to: 1. Note the contents of the report.

Summary of Key Issues
<p>The report attached provides information in respect of:</p> <ul style="list-style-type: none"> • Our role as your Lead and Deputy Lead Governor • The Regional Network of Lead Governors • Governors and the Green Agenda • Provider Collaborative • NHS Providers Governor Advisory Committee Report • Governor Engagement with Integrated Care Boards • Appointing Non-Executive Directors • Board of Directors Meeting • Meeting the Chair • Other Matters

Relationship to Trust Strategic Objectives	
SO1: We will deliver safe, high quality integrated care services	
SO2: We will enable each other to be the best that we can	
SO3: We will work together with our partners to make our services better	
SO4: We will help our communities to thrive	✓

Which of the Trust Values are Being Delivered	
1: We care	
2: We learn	
3: We empower	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:		
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives		
Data quality issues		
Involvement of Service Users/Healthwatch		
Communication and consultation with stakeholders required		
Service impact/health improvement gains		
Financial implications:		
	Capital £	
	Revenue £	
	Non Recurrent £	
Governance implications		✓
Impact on patient safety/quality		
Impact on equality and diversity		
Equality Impact Assessment (EIA) Completed?	YES/NO	If YES, EIA Score

Impact on Statutory Duties and Responsibilities of Council of Governors	
Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	✓
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail):	

Acronyms/Terms Used in the Report			
NEDs	Non-Executive Directors	LGs	Lead Governors
NHSE/I	NHS England / Improvement	FT	Foundation Trust

Supporting Documents and/or Further Reading
Main Report

Lead		
		
<table border="0"> <tr> <td>John Jones Lead Governor</td> <td>Pippa Ecclestone Deputy Lead Governor</td> </tr> </table>	John Jones Lead Governor	Pippa Ecclestone Deputy Lead Governor
John Jones Lead Governor	Pippa Ecclestone Deputy Lead Governor	

UPDATE REPORT FROM THE LEAD AND DEPUTY LEAD GOVERNORS**1 Purpose of Report**

The purpose of this report is to provide an update on activities involving the Lead and Deputy Lead Governors.

2 Summary**2.1 Background**

Foundation Trusts (FTs) are required by NHS England/Improvement (formerly operating as Monitor) to have in place a nominated Lead Governor who can be a point of contact for NHSE/I and can liaise with NHSE/I, on behalf of Governors, in circumstances where it would be inappropriate for NHSE/I to contact the Chair and vice versa. The Council of Governors agreed at its meeting on 16 August 2017 that in addition to the Lead Governor, elections should be held to appoint a Deputy Lead Governor to provide for cover as well as succession planning.

2.2 Our role as your Lead and Deputy Lead Governor

Our role as a Governor is the same as for all Governors. There may, however, be occasions when we are asked to represent Governors at meetings, coordinate consultations, etc. For this reason, it is important that we get to know our fellow Governors and to understand their views. We would be pleased to hear from Governors, and also to catch up with you at the various Council meetings as well as at the Board of Director meetings which we usually attend. We will also ensure that we provide you with regular updates on the work in which we are involved in our Lead and Deputy Lead Governor roles.

2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 15th March 2022, when the following items were discussed:

2.3.1 Governors and the Green Agenda

A number of Councils of Governors have taken the initiative to establish what the role of the Governor in the Trust's green agenda and to monitor what progress is being made to becoming carbon-neutral. Those Trusts which have undertaken significant building work have engaged specialists to advise on the issue, but the responsibility is much wider than just buildings, including for example food waste, travel.

2.3.2 Provider Collaborative.

We had an update on the position of the regional Provider Collaborative and the current position concerning NEDs on the Integrated Care Boards.

2.3.3 NHS Providers Governor Advisory Committee Report

The issue of Governors having an observer role is still exercising the General Advisory Council (GAC), as the advice provided by NHS Providers has not changed

in a number of years. There are still a number of Foundation Trusts where observers are being discouraged.

2.3.4 Governor Engagement with Integrated Care Boards

Very little progress is being made on this important issue in the region. At Cambridge and Peterborough Foundation Trust there is a meeting scheduled to thrash out how Governors are to be involved. The frustration felt in this area may need for Governors to be more forceful and demand proper representation.

2.3.5 Appointing Non Executive Directors

The process varies widely, as does the practice of who chairs the Nominations Committee. There is also some move to appointing Associate Non-Executive Directors with a view to these providing a pool of potential Non-Executive Directors as vacancies arise.

2.4 Board of Directors Meeting.

We were both pleased to be able to attend the March and May meetings of the Board and to ask questions on behalf of our members.

2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this Council meeting was held virtually on 19 May 2022. Additionally, we raised other issues which as Governors we felt should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

2.6 Other Matters

May we take this opportunity to thank those of you who have raised queries with either of us. We hope that the answers which you have received have been satisfactory. Please let either of us have any comments on how we are doing as your Lead and Deputy Lead Governors.

May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a virtual meeting process. We recognise that this is not ideal as so much is achieved by networking at Council and by the usual non-verbal communication, which is lost in a virtual meeting. We are pleased that we are about to have a face-to-face meeting with Governors and Non-Executive Directors for the first time since March 2020, when we shall have an opportunity to say thank you and goodbye to colleagues who have decided not to stand for re-election.

We are also grateful for the assistance given by the Trust Secretary's Office during these difficult times. Their patience and understanding is a real credit to them all.

We would also like to welcome Denver Greenhalgh in her role, amongst others, as Trust Secretary and look forward to working with her.

3 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report.

Report prepared by



John Jones
Lead Governor
Public Governor
6 June 2022

Pippa Ecclestone
Deputy Lead Governor
Public Governor
6 June 2022