

COUNCIL OF GOVERNORS PART 1

Meeting to be held on 5 December 2024, 14:45

Via MICROSOFT TEAMS
AGENDA

Vision: To be the leading health and wellbeing service in the provision of mental health and community care

CEO Briefing – 14:00

1	Apologies for Absence	SS	Verbal	Noting	14:45
2	Declarations of Interest	SS	Verbal	Noting	14:47
3	Minutes of previous meeting, held on 4 September 2024	SS	Attached	Approval	14:50
4	Action Log and Matters Arising	SS	Attached	Noting	14:55
Presentation: Complex Housing Rita Thakaria, Partnership Director, Adults Health and Social Care Matt Auckburally, Interim Associate Director for Community Mental Health Thurrock James Lakey, Principal Psychologist, Complex Housing Intervention Programme					15:00
5. STANDING REPORTS					
(a)	Report from the Chair	SS	Attached	Noting	15:15
(b)	Chief Executive Officer (CEO) Report	PS	Attached	Noting	15:20
(c)	Annual Report from the Chairs of the Standing Committees: <ul style="list-style-type: none"> • Quality Committee • People, Equality and Culture Committee 	MJ / DL	Attached	To Follow	15:30
6. ITEMS FOR DECISION					
(a)	Procedure for the Remuneration of the Chair and Non-Executive Directors	CJ	Attached	Decision	15:50
(b)	Procedure for the Appointment / Re-Appointment of the Chair and Non-Executive Directors	CJ	Attached	Decision	15:55
7. ITEMS FOR INFORMATION					
(a)	Deputy Lead Governor Election Outcome	CJ	Verbal	Information	16:00

(b)	CQC Update	AS	Verbal	Noting	16:03
(c)	Membership / Your Voice	CJ	Attached	Discussion	16:07
(d)	Changes to the Council of Governors & Membership of its Committees	CJ	Attached	Discussion	16:10
(e)	Lead / Deputy Lead Governor Report	JJ / PM	Attached	Noting	16:15
8.	ANY OTHER BUSINESS				16:20
9.	QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC				16:25
10.	DATE AND TIME OF NEXT MEETING TBC				16:45

Professor Sheila Salmon
Chair

MINUTES OF THE COUNCIL OF GOVERNORS PART 1

Held on 04 September 2024

Via MS Teams

MEMBERS PRESENT:

Professor Sheila Salmon	SSa	Chair
Zisan Abedin	ZA	Staff Governor, Non-Clinical
Alivia Bray	AB	Staff Governor, Clinical
Dianne Collins	DC	Public Governor, Essex Mid & South
Mark Dale	MD	Public Governor, Essex Mid & South
Gwyn Davies	GD	Public Governor, Essex Mid & South
Nat Ehigie-Obano	NE	Public Governor, West Essex and Hertfordshire
David Finn	DF	Public Governor, Essex Mid & South
Paula Grayson	PG	Public Governor, Milton Keynes, Bedfordshire, Luton & Rest of England
John Jones	JJ	Public Governor, Milton Keynes, Bedfordshire, Luton & Rest of England
Ibraheem Lateef	IL	Staff Governor, Clinical
Megan Leach	ML	Public Governor, Essex Mid & South
Pam Madison	PM	Public Governor, Essex Mid & South
Marie Newland	ML	Staff Governor, Clinical
David Norman	DN	Public Governor, Essex Mid & South
Maxine Sadza	MS	Appointed Governor, Southend-on-Sea City Council
Stuart Scrivener	SSc	Public Governor, Essex Mid & South
Helen Semoh	HS	Staff Governor, Non Clinical
Neil Speight	NS	Appointed Governor, Thurrock Council
Cort Williamson	CW	Public Governor, North East Essex & Suffolk

IN ATTENDANCE:

Diane Leacock	DL	Non-Executive Director
Dr Ruth Jackson	RJ	Non-Executive Director
Dr Mateen Jiwani	MJ	Non-Executive Director
Elena Lokteva	EL	Non-Executive Director
Jenny Raine	JR	Non-Executive Director
Paul Scott	PS	Chief Executive Officer
Alex Green	AG	Executive Chief Operating Officer
Denver Greenhalgh	DG	Senior Director of Governance
Nigel Leonard	NL	Executive Director of Major Projects and Programmes
Andrew McMenemy	AM	Executive Chief People Officer
Ann Sheridan	AS	Executive Nurse
Zephan Trent	ZT	Executive Director of Strategy, Transformation and Digital
Ruby Matthews	RM	Service User network Manager and Facilitator
Teresa Bradford	TB	Council of Governors and Membership Administrator
Clare Sumner	CS	Trust Secretary's Office Administrator

There was one member of the public present.

42/24 WELCOME AND APOLOGIES FOR ABSENCE

Apologies were received from:

Jason Gunn, Public Governor, West Essex and Hertfordshire
Trevor Smith, Executive Chief Finance and Resources Officer
Loy Lobo, Deputy Chair

SSa welcomed everyone to the meeting and welcomed all the new Governors to their first Council meeting.

43/24 DECLARATIONS OF INTEREST

ZT declared he had recently been appointed to a joint role with Mid and South Essex Foundation Trust (MSEFT) as a Strategy and Transformation Officer. This had been declared on the formal register.

There were no further declarations of interest.

44/24 MINUTES OF THE PREVIOUS MEETING HELD ON 23 May 2024

The Council reviewed the minutes of the meeting held on the 23 May 2024. There was a minor typographical error on page 3 of the minutes where the word “Principle” should be spelt “Principal”.

With the above amendment, the Council of Governors approved the minutes as an accurate record.

45/24 ACTION LOG / MATTERS ARISING

The Council reviewed the action log following the meeting held on 23 May 2024 and noted all actions had been completed.

46/24 PRESENTATION: EATING DISORDERS

Following an introduction from AG, RM delivered a presentation regarding the Eating Disorders Service. The presentation covered the following:

- Details of the Eating Disorders Service User Network (SUN) which was to empower patients to hold a sense of responsibility on the recovery journey by offering choice and flexibility. The primary aim was to promote staying well in the community.
- Details of the five SUN principles of meaningful engagement.
- Details of the criteria for the service.
- Details of the benefits of the service, including mutual support, collective advocacy, the sharing of knowledge / learning, reducing isolation, an influence on policy / practice and the development of user-led initiatives.
- Details of the current groups within the network, such as Family & Carers Group, Consultation Group and Peer Support Group.

Questions and Discussions

- MD highlighted the importance of this network and how it gives people using the service a voice.
- PG asked how people were able to access the service. RM advised the service could be accessed via GPs and that work is ongoing to get information on the service out to GP surgeries. CW suggested utilising spare rooms at GP practices to hold groups, to create a better awareness and understanding.
- MS suggested engaging the local councils and libraries to help advertise the service, once the material had been developed.

SSa thanked RM for the presentation.

47/24 REPORT FROM THE CHAIR

SSa presented a report providing an update on key items to support the Council and details of the activities of the Non-Executive Directors.

Questions and Discussions

- PG noted there were no champion roles for EL in the report. PG commented positively on EL's chairing of the Audit Committee and suggested patient safety as a good champion role. SSa advised she would discuss with EL as it was important to consider the capacity of the NEDs given their other roles within EPUT.

The Council of Governors received and noted the report.

48/24

CHIEF EXECUTIVE OFFICER (CEO) REPORT

PS presented a report providing a summary of key activities and information to be shared with Governors, highlighting the following:

- The Lampard Inquiry would formally commence on 9 September with public hearings. PS noted the importance of supporting staff, service users and stakeholders in staying open and engaged. There would be at least two Board members attending each of the hearings.
- The new Electronic Prescribing and Medicines Administration (ePMA) system was now live. The system modernised the service and helped the safe and effective prescribing of medication.
- The new Secretary of State for Health and Social Care visited services in West Essex on 1 August as part of a tour of integrated care systems in England. The Trust showcased work to provide virtual ward care for patients who can be appropriately supported at home. The Secretary of State visited St. Margaret's Hospital, Epping to meet the Falls Car Team, provided in partnership with the East of England Ambulance Service, along with the Care Coordination Centre and Hospital at Home hub. This was followed by a questions and answers session in Harlow, facilitated by NHS England.
- The Electroconvulsive Therapy (ECT) clinic at The Lakes had received ECTAS Accreditation from the Royal College of Psychiatrists. The accreditation verified the clinics are being provided to the highest standard. All three ECT clinics are now ECTAS accredited.
- Forty EPUT colleagues had graduated from the RISE programme on 10 July. The graduates are working through several quality improvement projects which contributed to the overall quality priorities.

Questions and Discussions

- PG asked if any case studies for the RISE programme could be shared with the Council. AM agreed to review and present to the next Council meeting.
- PG commented positively on the new ePMA system and looked forward to seeing the impact it has on CQC findings. PS advised the level of work that had been undertaken before the system was established, which gave confidence the system would provide a modern functional prescribing service.

The Council of Governors received and noted the report.

Actions:

1. **Provide selected case studies to the Council of Governors for the RISE Programme. (AM)**

49/24

AUDITOR'S ANNUAL REPORT

EL presented the auditor's annual report. She confirmed that the auditors found EPUT's financial statements were a true and fair position. There were no referrals to NHS England and no issues to report. The certificate was received on 27 June and the Trust had met the reporting deadline.

Questions and Discussions

- PG mentioned that the Council of Governors are not mentioned under Governance and queried whether this should be included. EL agreed to feed this back to the External Auditors.

The Council of Governors received and noted the report.

50/24

ANNUAL REVIEW OF EXTERNAL AUDIT SERVICES

EL presented the annual review of external Audit services and highlighted the following:

- The External Auditors (Ernst & Young) have now completed the second year of their contract. The Auditors had worked collaboratively with the Trust to ensure national deadlines were met and had agreed to conduct more on-site working.
- The Audit of Accounts process was supplemented with an internal audit which took place in January.
- There had been some changes to the External Auditors personnel during the year, including a new audit manager and new junior members of the team.
- There was a requirement for an Engagement Quality Reviewer to provide objective evaluation of the significant judgements made by the Auditors as the Trust turnover was above £500 million.
- Overall, the Audit Committee was satisfied with the provision of external audit services and their responsiveness and support during the annual accounts process.
- The Audit Committee recommend that the Council of Governors confirm the reappointment of Ernst and Young for a further year.

The Council of Governors received, noted and approved the appointment of Ernst and Young for 2024-2025.

51/24

STANDING ORDERS FOR THE COUNCIL OF GOVERNORS

DG presented a report of Standing Orders for the Council of Governors. DG highlighted the following:

- The review of the Standing Orders was completed by the Assistant Trust Secretary. The Standing Orders were reviewed by an external legal firm last year to ensure it was in line with the Code of Governance for NHS Providers (April 2023). The in depth review completed last year had meant that there were only a few minor amendments for this year as detailed in the report.

The Council of Governors received and noted the report.

52/24

DEPUTY LEAD GOVERNOR ELECTION

DG presented a report regarding the Deputy Lead Governor Election, and highlighted the following.

- The Deputy Lead Governor had been appointed in October 2022 for a period of two years and therefore was now due for election.
- The election process and timetable was outlined.
- The Council were asked to approve the election process and timetable.

Questions & Discussions

- JJ offered support and willingness to answer any questions Governors may have and encouraged new Governors to put their names forward.

The Council of Governors received, noted and agreed the report.

53/24 YOUR VOICE

MD presented a report providing details the last four Your Voice sessions that were held in person and virtually. MD reported the following:

- The Membership Committee had discussed the low turnout from members of the public, which did not correspond with the level of advertising undertaken.
- The Membership Committee discussed and considered a different approach to holding Your Voice meetings, considering a number of potential options presented by the Trust Secretary's Office.
- The Membership Committee agreed that utilising existing EPUT public meetings during the year to hold Your Voice meetings would benefit from larger events footfall and make use of resources that are already put in place.
- The Council of Governors was asked to endorse this approach to Your Voice sessions going forward, with the first to be held at the Co-Production Conference in October

Questions and Discussions

- PG commented on other trusts using local council events and annual meetings to hold membership sessions.
- MJ suggested looking at how people access information and how different demographics may use more technology rather than face to face meetings, and how we should encourage younger people to get involved.
- DG advised this was part of a three-year strategy and it was good to see the drive to look at new ways of reaching the membership and wider public.

The Council of Governors received and noted the report.

54/24 MEMBERSHIP MATRICS

MD presented a report providing an overview of the EPUT's membership and highlighted the following:

- An audit was being undertaken of postal members to clarify those that are postal members through choice and those that have reverted to postal membership due to changes to email addresses, or no longer wishing to be a member.
- The decrease in membership was in keeping with the membership strategy, which is looking for a smaller, more engaged membership.
- The national census has been used for the first time for a comparison of membership, considering demographic groups, and this piece of work was still ongoing.

The Council of Governors received and noted the report.

55/24 GOVERNANCE COMPOSITION AND ATTENDANCE

DG presented the report and welcomed all the new Governors. DG noted there are only five positions left on the committees, encouraging Governors to consider joining a Committee. DG highlighted the following:

- The attendance tracker would be reviewed to ensure Governors that have left office outside of the financial year are no longer included.
- Governors that have missed multiple Council meetings would be followed-up to offer support for future attendance.

The Council of Governors received and noted the report.

56/24 LEAD / DEPUTY LEAD GOVERNOR REPORT

JJ apologised for the late disclosure and presented a report providing an update on activities involving the Lead and Deputy Lead Governors.

The Council of Governors received and noted the report.

57/24 ANY OTHER BUSINESS

- JJ recognised and marked the occasion that this is SSa' last Council of Governors meeting, showing appreciation and gratitude to SSa from all of the Governors.
- MD commented that the NHS 111 option 2 service is being rolled out nationwide and that Essex is running into its fifth year of this service. MD congratulated everyone involved in setting up the service during the pandemic and the fact that it was made possible and co-produced with service users, lived experience and carers.

58/24 QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC
None.

59/24 DATE AND TIME OF THE NEXT MEETING
The date and time of the next meeting is Thursday 5 December 2024.

DRAFT

ESSEX PARTNERSHIP UNIVERSITY NHS FT

Council of Governors Meeting
Action Log (following Part 1 meeting held on 4 September 2024)

Lead	Initials	Lead	Initials	Lead	Initials
Andrew McMenemy	AM				

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
September 48/24	Provide selected case studies to the Council of Governors for the RISE Programme.	AM	Dec-24	Brief case studies included in the CEO Report. Detailed case studies are currently being developed with individuals from the programme and will be circulated to Governors as these are completed.	Closed	

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		Agenda Item: 5a			
			5 December 2024			
Report Title:	Report from the Chair					
Executive/ Non-Executive Lead:	Professor Shelia Salmon, Chair					
Report Author(s):	Angela Laverick, PA to Chair, CEO and NEDs					
Report discussed previously at:	N/A					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

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: <ol style="list-style-type: none"> 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	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 Reports/ Appendices /or further reading
Report from the Chair

Lead
Professor Sheila Salmon Chair

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) Professor Sheila Salmon
Our Friend and Colleague Mark Dale**

Following the recent sad passing of our dear friend and respected colleague Mark Dale, I would like to put on record our deepest and heartfelt sympathies to Mark's family. Mark was a highly committed publicly elected governor, a proactive patient safety partner and lived experience lead for coproduction and participation, helping EPUT to place service user and family experience at the heart of everything we do. Everyone who had the privilege to know and work alongside Mark recognised his dedication and passion to helping improve healthcare services. Mark is very much missed by us all and leaves an enduring legacy. As Governors will be aware, Mark's funeral is due to take place on 10 December. A memorial event is being arranged by the Trust Secretary's office for staff and governors in the New Year.

Coproduction Conference

I was delighted to attend the second EPUT Coproduction Conference on 10 November. This was a fantastic day with excellent keynote speakers representing local, regional and national voices on involvement and coproduction.

Spirituality, Faith & Mental Health Conference

I was also delighted to participate in EPUT's inaugural conference focussing on mental health and spirituality. This landmark event was supported by our multi faith network with the executive sponsorship of our Medical Director, Dr Milind Karale, led and organised by the EPUT Chaplaincy Team and held in the beautiful surroundings of Chelmsford Cathedral. Service user involvement was a central feature, with inspirational content. The conference was well attended, attracting delegates from multiple organisations. Our thanks and congratulations go to Helen Semoh, Lead Chaplain and her team.

EPUT Services and Staff Featuring in National Award Schemes

A number of our services and staff have recently been shortlisted or successful in national award schemes:

- The shortlist for the 2024 Nursing Times Workforce awards includes our RISE development programme for black and ethnic minority staff, Charge Nurse Prince Adoe from the Lakes inpatient unit in Colchester and Director of Safety and Patient Safety Specialist, Moriam Adekunle - <https://eput.nhs.uk/news-events/posts/staff-shortlisted-for-nursing-times-workforce-awards/>
- EPUT won two categories in this year's Zenith Global Health Awards <https://eput.nhs.uk/news-events/posts/awards-recognise-achievements-of-international-nhs-staff-in-essex/>
- Memory Assessment Nurse Nicky Richards, based in our Brentwood Memory Service has been awarded the prestigious title of Queen's Nurse by the Queen's Nursing Institute, which represents nurse working in community services. <https://eput.nhs.uk/news-events/posts/eput-nurse-awarded-queen-s-nurse-title-for-her-work-in-the-memory-service/>
- Our use of the Oxevision remote patient monitoring tool was highly commended in the Best Patient Safety Initiative category of the Building Better Healthcare awards. <https://eput.nhs.uk/news-events/posts/safety-initiative-highly-commended-in-national-awards/>
- Our specialist perinatal mental health service was a finalist in the Place Based Partnership and Integrated Care category of this year's Health Service Journal Awards.

Service Visits

The NEDs and I continue to visit services across the geography of the Trust. This is a welcome opportunity to visit our staff on the front line to see and hear first-hand the challenges they face as well as the continuing dedication to support our patients. Since the last COG meeting, visits have included: Byron Court, Henneage Ward, Clifton Lodge, Rawreth Court, Kingswood, STaRS and Roding Ward.

ii) Loy Lobo**Trust Finances:**

Six months of tight control on expenditure has stabilised the financial position of the Trust. Recent cash support from the Centre has shored up the cash balance and put the Trust on a path to break even by the end of the financial year. The efficiency programmes remain slightly behind schedule in delivering their benefits, but following the track record of the team in past years, there is confidence that targets will be delivered this year as well.

Estates Strategy:

A comprehensive review of estates was completed and a strategy developed to ensure the estate assets of the Trust are exploited to their full potential, both in delivering better care for patients and in creating an optimal work environment for employees and stakeholders. The strategy embraces partnership working, modern agile and mobile work methods, and supports the role of EPUT as an anchor institution in the communities it serves.

Electronic Patient Record (EPR):

We are drawing close to signing the contract with the approved bidder for the EPR software. It has been a hard journey, supported by dozens of colleagues who have gone above and beyond to prepare us for a transformation project that is already being recognised as an exemplar before we have got into implementation. This is really down to the high quality of design and preparatory work that has gone into the project so far and a commitment by Trust leaders to the project team. The Trust is investing in creating a digital ready workforce right now, recognising the enormous task ahead of us in getting ready to reap the benefits of a new EPR as soon as it comes on stream.

iii) Dr Mateen Jiwani

In the time since the last COG I've attended Board, Board Seminars, Quality Committee, Audit Committee, chaired the Charitable Funds Committee and the Lampard Inquiry oversight committee. I have also attended the NED Discussion Group, Education Boards, constituency meetings, Ward visits, Unified Board meetings for the EPR program, RemNom, COG and PECC. I have also been working on helping shape the education and research agenda for the organisation with collaborative partners. I now also deputise for the chair at Hertfordshire and West Essex Chairs meeting.

I have also attended the ARU and EPUT Joint Oversight Committee. We are now focused on realising some of the joint research we have been working on. We also held a successful third conference in Cambridge this year.

Charitable funds go from strength to strength. We are steering towards a growth agenda, looking at reputation and fund raising opportunities, and now look forward to new ways of working as we talk and learn from our partners.

I have managed a Quality Assurance visit which, the new way to work with ICB colleagues to ensure we have positive impact on our services and assurance in models of working. This, alongside seeing our new trauma informed care operations, was an insight into how committed our staff are to ensuring new models of care.

Equally the co-production conference, which I had the pleasure of attending, was a huge success. It is important that this voice and support continues, and I aim to build this representation into the charitable funds as a point of reflection for more people to be involved.

Finally, the Quality committee, which I now chair, is really making head way with NHSE support to shape new reporting and metrics for assurance. We start to build on a new measure and dashboards with a focus on our strategic objectives. The team with our new CNO and Medical team have taken

on the challenge to report more meaningful metrics that challenge our execution and foster a superior learning environment. The Quality Account was also reported this quarter, along with the learning from deaths report.

iv) Elena Lokteva

It was a moderately busy period for the Audit committee. We have completed the Annual Review of Risk Management Assurance Framework, received the Claims Annual Scorecard 2024, scrutinised the Clinical Audit Process and Delivery Assurance Report and started work to better understand local audit connection to the annual clinical audit programme, as well as monitoring internal auditors and LCFS progress towards the 2024/25 plan.

In my capacity as NED, I actively participated in Board meetings, Lampard Inquiry Oversight, Remuneration and Nomination Committee and Quality Committees, chaired the Audit Committee and participated in the MSE ICB Finance & Investment committee meeting.

During this period, I was able to participate in three Quality Assurance Visits to our wards and contribute to improvement of our patient's experience. I visited Robin Pinto (Luton), Cherrydown (Basildon) and Gloucester Wards (Thurrock), attended the Bedford, Luton, Milton Keynes and ROE Constituency Meeting and also attended some Lampard Inquiry hearings.

To keep abreast of both the dynamics of integrated care and governance best practices, I have attended the HFMA conference for NHS chairs and non-executive directors; participated in the SNEE ICS System Risk Meeting and in the *Empowering ICBs: A blueprint for fixing the NHS* workshop. This helped me to learn best practice in stimulating service transformation and provider collaboration in times of change.

v) Diane Leacock

Since my last update to Council, I have attended and contributed to NED Discussion Groups, the Lampard Inquiry Oversight Committee, the Finance & Performance Committee, a joint Board Development Seminar with governors and the September and November Board of Directors meetings. During this time, I also attended the Suffolk & North East Essex ICB Chairs Group and the North East Essex & Suffolk Governor Constituency Meeting. I continued my regular meetings with the Freedom to Speak Up Guardian, chaired two PECC meetings and attended Part 1 of the September Council of Governors meeting.

It was humbling to learn about our colleagues' experiences as they shared their stories during the recent Black History Month celebrations. The vulnerability displayed by our colleagues has helped me to better appreciate and connect through shared experiences.

I continued to learn about our service users' and staff experiences through my recent Quality Assurance Visit to Chelmer Ward with colleagues from Hertfordshire and West Essex ICB's Quality Team, and this visit enabled me to triangulate assurance between ward, committee and board.

On October 24th, I was delighted to attend the Annual Members' Meeting where attendees were able to learn about and reflect on what the Trust had achieved over the past year and learn of future plans to improve care for service users.

vi) Ruth Jackson

I am delighted to have been appointed as a full NED, transitioning from my associate role on 1st August 2024. I have attended the Board of Directors, Board development sessions, Rem Nom, COG, CEO/NED briefings, NED discussion group, and the Annual Members Meeting. In addition, I have become a member of PECC and the Quality committee which has helped me to broaden and deepen my understanding of the organisation, its achievements and its challenges. Following some changes in NEDs I will take on the role of Chair for PECC and the Charities Committee in December 2024.

I have supported the appointment panels in the P&C team and also the stakeholder group for the Chair. I have recently joined a group led by Ann Sheridan which is working with NHSE on the development of the quality dashboard.

Since my appointment in August, I have undertaken a number of Quality Assurance Visits as part of the new joint process with our ICB colleagues to Hennage Ward, Byron Court and Peter Bruff with a forthcoming review on Topaz ward scheduled in December 2024. These visits have been incredibly useful in gaining an insight into how the strategy outlined at the Board and its subcommittees is translating to effect and embedding change in clinical settings. The new estates strategy will be particularly welcomed by colleagues who are keen to understand how developments will be prioritised. I have been particularly struck by the huge volume of new learning that is created through our evaluation and scrutiny of initiatives and I am keen to support more innovative methods of embedding this at all levels of the organisation.

3.0 RECOMMENDATIONS AND ACTION REQUIRED

The Council of Governors is asked to:

1. Note the content of this report.

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

On behalf of
Professor Sheila Salmon
Chair

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		December 2024		
Report Title:	Chief Executive Officer (CEO) Report				
Executive Lead:	Paul Scott, Chief Executive Officer				
Report Author(s):	Angela Laverick, PA to the Chair, Chief Executive & Non-Executive Directors				
Report discussed previously at:					
Level of Assurance:	Level 1	✓	Level 2		Level 3

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

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

Summary of Key Points
The report attached provides information on behalf of the CEO and Executive Team in respect of performance, strategic developments and operational initiatives.

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

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

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			

Supporting Reports and/or Appendices
Chief Executive Officer (CEO) Report

Non-Executive Lead:
Paul Scott, Chief Executive Officer

CHIEF EXECUTIVE OFFICER REPORT

1. UPDATES

- **NHSE East of England CEO and Chair Event**

I recently attended the NHS East of England CEO and Chairs' meeting with other Chairs and CEOs in the region, where we discussed the health of the population in the East of England, opportunities for improving population health outcomes and health equity and the role of hospitals in improving population health outcomes – The Healthy Hospitals Framework.

- **NHS Providers Annual Conference and Exhibition**

I recently attended the NHS Providers annual conference and exhibition held in Liverpool, where I was invited to join a panel of speakers on "Leading and improvement Culture: people powered improvement cultures". The session explored how different relational aspects of leadership could drive an improvement culture with people at the heart of it. I, and the other panellists, spoke of the importance of focussing on the relational people focussed aspects of improvement, the different approaches we have adopted and the impact that had.

- **Racial Abuse Scrutiny Panel**

The safety of our staff is extremely important to myself and the leadership team. Initiated by Elliott Judge, Employee Programme Safety Lead, a Racial Abuse Scrutiny Panel, including staff from EPUT, Essex Police and The Crown Prosecution Service, recently convened to understand how the police could better support EPUT colleagues when they report incidents of violence or discrimination. Colleagues from the Basildon Mental Health Unit met with the Basildon Police Commander and Regional Hate Crime Lead for the Crown Prosecution Service. Together they reviewed anonymised cases of racial abuse reported by EPUT staff, identifying learning for both Essex Police and EPUT. With this initial event having a focus on Basildon, similar events are to be scheduled to initiate similar efforts in other areas.

- **SOPHIA App for Standard Operating Procedures**

A new digital app giving staff fast, easy access to Standard Operating Procedures (SOPs) is now live across the Trust. Clinical and Corporate SOPs are step by step, easy to follow guides to support staff in providing safe, high quality and consistent care across our services. Adhering to SOPs is vital to patient safety. SOPHIA stores SOPs in one place that can be accessed through various means including the Trust intranet, tablet or mobile phone.

- **NHS Staff Survey**

EPUT staff were encouraged to complete the annual NHS Staff Survey to ensure we have an accurate picture of what it is like to work for EPUT and the NHS. As in previous years, the survey was confidential and anonymous, with responses handled by an external survey provider. The staff survey is a national statistic, and feedback can help inform improvements in staff experience and patient care across the NHS and locally at EPUT.

- **Rise Programme**

Since its launch in 2021, the RISE Programme has provided over 140 participants, ranging from Bands 2 to 8b, with a comprehensive understanding of the skills, knowledge, and behaviours required to develop as effective leaders. By participating, individuals become part of a supportive learning network of peers, all united by a shared commitment to advancing their careers. The programme's impact is evident, with the 2022-23 cohort alone seeing four participants transition to new roles and six achieving higher banding. Feedback from both participants and their line managers highlights the programme's transformative impact.

One participant shared: *"I got a new job today. The job is an 8a, and I am currently in a Band 7 role. Thank you so much for the motivation and support through the RISE programme which I am currently attending. I couldn't have achieved this if I had not enrolled on this programme."*

A line manager shared their reflected on the workshops: *“The workshop really clarified for me what the programme wants to achieve and why it is so important for fostering a just and learning culture within our organisation. The issues covered were thought-provoking and made me question my own biases and behaviours. It was an emotional, challenging, and rewarding day that I would recommend without hesitation to people managers at all levels.”*

- **Hydro pool**

During a visit to one of our services in West Essex, a Governor noted a hydro pool which was not being used due to a change in service provision. The Governor commented that it was a valuable health asset and asked the Trust to see if it could be re-commissioned, potentially as part of partnership arrangements with other local organisations.

The issue was taken-up by the Director of West Essex Community Health Services who has worked with NHS Property Service (NHSPS) who own the pool and the Integrated Care Board (ICB) to fund the re-commissioning of the pool. The positive outcome is that NHSPS has agreed to fund the re-commissioning of the pool and this is now being progressed.

The next step is for the Trust to seek partners to commit to paying and using the pool, as the current EPUT commissioned services only require use of the pool for 2.5 days per week. This is now being taken forward via internal Accountability Framework meetings to seek support from corporate colleagues to identify external partners and establish the required contracts, payments etc. for the use of the pool. The team are confident partners will be secured to make 100% use of the pool as a community asset.

Agenda Item No: 6a

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		5 December 2024			
Report Title:	Procedure for the Remuneration of the Chair and Non-Executive Directors					
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	CoG Remuneration Committee 20 November 2024					
Level of Assurance:	Level 1		Level 2	✓	Level 3	

Purpose of the Report

This report provides the Remuneration Procedure for the Chair and Non-Executive Directors for approval.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required

The Council of Governors is asked to:
 1. Approve the Remuneration Procedure for the Chair and Non-Executive Directors

Summary of Key Issues

The Council of Governors are responsible for setting the remuneration of the Chair and Non-Executive Directors. The Council of Governors Remuneration Committee is delegated to recommend to the Council remuneration levels for approval.

The Remuneration Procedure for the Chair and Non-Executive Directors provides the process for the Remuneration Committee to determine and recommend relevant remuneration levels, including considering NHS England guidance and benchmarking information against similar Foundation Trusts.

The procedure has been reviewed by the Assistant Trust Secretary and the Executive Chief People Officer. Minor amendments have been made, including converting the procedure into the new EPUT template, changing references to the new Code of Governance for NHS Providers and removing the requirement to complete a three-yearly external marketing exercise (Section 1.1 and 5.3).

It is anticipated that new national guidance will be published by NHS England in the next few months and the procedure will be further reviewed at this point.

The Council of Governors Remuneration Committee at its meeting on the 20 November 2024 agreed to recommend the revised procedure to the Council of Governors for approval.

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		

Supporting Documents and/or Further Reading	
Procedure for the Remuneration of the Chair and Non-Executive Directors	

Lead	
Chris Jennings Assistant Trust Secretary	

Document title:	REMUNERATION PROCEDURE FOR THE CHAIR AND NON-EXECUTIVE DIRECTORS		
Document reference number:	N/A	Version number:	2
Document type: (Policy/ Guideline/ SOP)	SOP	To be followed by: (Target Staff)	Council of Governors
Author:	Trust Secretary's Office		
Approval group/ committee(s):	Council of Governors Remuneration Committee	20 November 2024	
Ratification group(s):	Council of Governors	05 December 2024	
Key word(s) to search for document on Intranet / TAGs:	Remuneration	Distribution method:	<input checked="" type="checkbox"/> Trust Secretary's Office

Initial issue date:	06 September 2018	Last Review date:	06 September 2018	Next Review date:	05 December 2024	Expiry Date:	05 December 2024
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Related Trust documents (to be read in conjunction with)

A remuneration structure for NHS provider chairs and non-executive directors (NHS England – November 2019)

Document review history:			
Version No:	Authored/Reviewer:	Summary of amendments/ record documents superseded by:	Issue date:
1	Trust Secretary's Office	New procedure	06 September 2018
2	Trust Secretary's Office	Conversion into new template Updated reference to the Code of Governance for NHS Providers Removal of requirement to complete external marketing exercise every three years.	05 December 2024
			Date
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1 Introduction

The procedure sets out the processes to be followed to determine the Chair's and Non-Executive Directors' remuneration and changes to terms of service.

1.1 Chair and Non-Executive Directors

When reviewing the remuneration and terms of service for the Chair and Non-Executive Directors, the Council of Governors will adhere to all relevant legislation and regulations, and will seek to establish levels of remuneration that are sufficient to attract, retain and motivate Directors of quality, and with the skills and experience required to lead the Trust successfully without paying more than is necessary for this purpose and at a level which is affordable for the Trust.

In making recommendations to the Council, the Council of Governors Remuneration Committee will:

- Benchmark the remuneration and allowances relative to other NHS FTs and other comparable organisations
- Be sensitive to pay for staff in the Trust
- Consider any requirements linked to the *Code of Governance for NHS Providers (NHS England – May 2022)*

2 Council of Governors Remuneration Committee

- 2.1 The Council of Governors Remuneration Committee has delegated responsibility to recommend to the Council the remuneration levels for the Chair and all Non-Executive Directors including allowances and the other terms of service in accordance with all relevant legislation and regulations. It is the Council of Governors who is responsible for setting the remuneration of the Chair and Non-Executive Directors.
- 2.2 In reviewing the remuneration of Non-Executive Directors (including the Chair), the Committee balances the need to attract and retain Directors with the appropriate knowledge, skills and experience required on the Board to meet current and future business needs without paying more than is necessary and at a level which is affordable to the Trust.
- 2.3 The Remuneration Policy for the Trust's Chair and Non-Executive Directors is to ensure remuneration is consistent with market rates for equivalent roles in FTs of comparable size and complexity, taking account of the NHS Providers' annual salary benchmarking survey analysis. It also takes into account the pay of staff in the Trust, the performance of the Trust, and the time commitment and responsibilities of the Chair and Non-Executive Directors, as well as succession planning requirements

3 Remuneration Package

3.1 Remuneration Package Components

The Chair and Non-Executive Directors are remunerated for an agreed number of days work per month. There is no entitlement to the NHS pension scheme.

3.2 Remuneration Package

The levels of remuneration for the Chair and Non-Executive Directors are set to reflect the time commitment and responsibilities of their roles.

3.3 Remuneration Package Framework

The agreed framework is not to award any performance related bonus or other performance payment to the Chair and Non-Executive Directors (senior managers).

The key difference between the Trust's policy on the Chair's and Non-Executive Directors' remuneration and its general policy on employees' remuneration are:

- Remuneration: The Council of Governors determines the rate as recommended by the Council of Governors Remuneration Committee that reflects the time commitment and responsibilities of the role
- Notice period: The Chair and Non-Executive Directors are expected to give at least one month's notice of termination of the agreement in writing to the other
- Remuneration review: The Council of Governors Remuneration Committee is authorised to recommend to the Council of Governors whether or not to award cost of living pay awards to the Chair/Non-Executive Directors.

3.4 Service Contract Obligations

The Chair and Non-Executive Directors are expected to terminate their appointment agreement by giving at least one month's notice in writing to the other; however, the appointment may be terminated with immediate effect if the Chair/Non-Executive Director becomes disqualified for appointment or membership.

3.5 Policy on Payment for Loss of Office (Notice of Termination and Severance Pay)

The Chair and Non-Executive Directors are entitled to receive remuneration only in relation to the period for which they hold office; there is no entitlement to compensation for loss of office.

3.6 Statement of Consideration of Pay Elsewhere in the Trust

The Council of Governors Remuneration Committee undertakes an annual review of remuneration for the Chair and Non-Executive Directors taking account of any changes to the time commitment and responsibilities of their roles as well as

benchmarking the remuneration to other NHS FTs and other comparable organisations, and being sensitive to the pay of staff in the Trust.

4 Remuneration Procedure

- 4.1 There should be a formal and transparent procedure for developing policy on Non-Executive remuneration and for fixing the remuneration packages of individual Non-Executive Directors including the Chair.
- 4.2 The Council of Governors Remuneration Committee should be sensitive to pay elsewhere in the Trust, especially when determining annual remuneration increases.
- 4.3 The Council of Governors Remuneration Committee should be responsible for appointing any independent consultants in respect of a review for the Chair and Non-Executive Director remuneration.
- 4.4 Where the Chair or Non-Executive Director or senior management are involved in advising or supporting the relevant Committee, care should be taken to recognise and avoid conflicts of interest.
- 4.5 Levels of remuneration for the Chair and Non-Executive Directors should reflect the time commitment and responsibilities of their roles.

5 Monitoring & Compliance

- 5.1 A report on the remuneration received by the Chair and Non-Executive Directors is prepared annually as part of the statutory annual report and accounts.
- 5.2 The Council of Governors Remuneration Committee must ensure that they undertake an annual review, taking into account inflation, the labour market, and comparability factors.

Initial Equality Impact Assessment analysis

This assessment relates to: **Remuneration Procedure for the Chair and Non-Executive Directors**

(Please tick all that apply)

Link to Full Equality Impact Assessment can be found in InPut [Here](#):

Does this Policy/Service/Function affect one group less or more favourably than another on the basis of:	Yes / No	What / where is the evidence / reasoning to suggest this?
Race, Ethnic Origins, Nationality (including traveling communities)	No	
Sex (Based on Biological Sex; Male, Female or Intersex)	No	
Age	No	
Sexual Orientation Including the LGBTQ+ Community	No	
People who are Married or are in a Civil Partnership	No	
People who are Pregnant or are on Maternity / Paternity Leave	No	
People who are Transgender / who have had gender reassignment treatments As well as gender minority groups	No	
Religion, Belief or Culture Including an absence of belief	No	

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Does this Policy/Service/Function affect one group less or more favourably than another on the basis of:	Yes / No	What / where is the evidence / reasoning to suggest this?
Disability / Mental, Neurological or Physical health conditions Including Learning Disabilities	No	
Other Marginalised or Minority Groups Carers, Low Income Families, people without a fixed abode or currently living in sheltered accommodation.	No	

Guidance on Completing this Document

This screening tool asks for evidence to ensure that these considerations are done in collaboration with groups that may be affected. Listed below are the ways that this evidence can be gathered to support this decision:

- Reviews with Staff who may be impacted by these changes
- Service User / Carer feedback or focus groups
- Guidance from national organisations (CQC / NHS Employers)
- The Equality and Inclusion Hub (on the Staff Intranet)
- Input from Staff Equality Networks or the Equality Advisor
- Reviewing this against good practice in other NHS Trust

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Initial Screening Question	Response
If you have identified no negative impacts, then please explain how you reached that decision. please provide / attach reference to any reasoning or evidence that supports this: (Nature of policy, service or function, reviews, surveys, feedback, service user or staff data)	The procedure relates to the remuneration of the Chair / Non-Executive Directors who are remunerated equally in line with their role.
Is there a need for additional consultation? (Such as with external organisations, operational leads, patients, carers or voluntary sector)	
Can we reduce any negative impacts by taking different actions or by making accommodations to this proposed Policy / Service / Function?	N/A
Is there any way any positive impacts to certain communities could be built upon or improved to benefit all protected characteristic groups?	N/A
If you have identified any negative impacts, are there reasons why these are valid, legal and/or justifiable?	N/A

Please complete this document and send a copy to EPUT's Compliance, Assurance & Risk Assistant / Trust Policy Controller) at epunft.risk@nhs.net as part of the Approval Process, if this proposal / policy etc. has no positive or negative impacts on protected characteristic groups, a Full Equality Impact Assessment will not need to be completed

To be completed by the Trust Policy Controller					
Is a Full Equality Impact Assessment Required for this Policy, Service or Function?			Yes	No	x
Name:	Chris Jennings				
Date:	15 November 2024				

Agenda Item: 6b

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				5 December 2024	
	Report Title:	Procedure for the Appointment / Re-Appointment of the Chair and Non-Executive Directors				
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	CoG Governance Committee 26 November 2024					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Purpose of the Report

This report provides the revised procedure for the Appointment / Re-Appointment of the Chair and Non-Executive Directors.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required

The Council of Governors G is asked to:

1. Note the contents of the report
2. Approve the revised procedure for the Appointment / Re-Appointment of the Chair and Non-Executive Directors.

Summary of Key Issues

The Council of Governors is responsible for the appointment / re-appointment of the Chair and Non-Executive Directors. The Council of Governors Nominations Committee has the delegated authority to oversee the process and make recommendations to the Council of Governors. The attached report provides the process to be followed for when appointing or re-appointing the Chair and Non-Executive Directors.

The procedure has been reviewed by the Assistant Trust Secretary and consultation with the Executive Chief People Officer. The review identified the following proposed amendments:

Previous Working	Proposed Amendment	Rationale
2.2.4 Board members will meet shortlisted candidates for both the Chair and NED roles prior to interview and assess whether they could work with them.	Board members will meet shortlisted candidates for both the Chair and NED roles prior to interview, which could include participating in a Stakeholder Panel.	Amendment to the wording to clarify the role of the Stakeholder Panels and update the to the language.
2.2.5 By arranging interviewees to meet the Board, it also provides them with the opportunity to talk to Board Directors and assess whether they could work for the Trust.	Section removed.	The section does not add anything specific to the procedure.
2.3.3 In addition, the CoG Nominations Committee will agree the members of the Interview Panel. The appointments process demands a certain level of experience and understanding by CoG NomCo members and this should be borne in mind when agreeing the members of the Interview Panel.	Added "The Interview Panel should include a member of NHS England and / or a relevant Integrated Care Board in an advisory role, in line with the Code of Governance for NHS Providers."	Updated in line with the Code of Governance for NHS Providers

None	6.1.6 In line with the Code of Governance for NHS Providers, the Chair and NEDs may not serve a term of more than six-years, unless there are exceptional circumstances and following agreement by NHS England.	Section added to clarify the maximum term limits for the Chair / NEDs.
6.3.5 As a general rule, the applicants with the highest scores who meet all or most of the essential criteria should be invited to interview.	Added "However, the Committee should discuss the scores to ensure all Committee member views have been considered along with any additional advice."	This brings the section into line with actual practice, where the Committee discusses candidates to gain a good consensus, rather than relying solely on scoring.
6.3.6 Once shortlisting is completed, all paperwork should be returned to the Trust Secretary. Only those applicants who have been shortlisted will then be invited to interview; those applicants who were not shortlisted will be advised by email.	Amended to "those applicants who were not shortlisted will be advised. This process will be managed by the Trust Secretary's Office and / or Executive Search organisation"	Amended to add the Executive Search organisation and to reflect this can often be a phone conversation as well as an email.
6.4.2 Interview Panel minimum requirement.	Amended to incorporate the Chair / Vice Chair into the Nominations Committee members. Added NHS England, ICB and Executive Search representative to the membership. Amended to clarify their "Advisory" role, rather than just "Non-Voting".	The update brings the membership into line with the Code of Governance. The clarification of roles ensures it is clear other members are on the panel to provide advice.
6.8.1 Prior to the interviews, the CoG NomCo will decide on a set of question areas to ask each candidate taking account of the essential criteria and the Trust's values.	Added "The Executive Chief People Officer will prepare a set of proposed questions to assist the Committee."	This brings the section into line with actual practice, where the Executive Chief People Officer drafts an initial set of questions for the Committee to consider.
None	6.8.3. The Stakeholder Panel(s) may identify additional areas for the Interview Panel to probe further for each candidate. This information will be provided to the Interview Panel prior to the formal interviews for incorporation into the questions. Any additional feedback will be provided after the interview panel has taken place to aid deliberations.	Section added to clarify that Stakeholder Panel feedback is given prior the formal interview for any areas the panel believes the panel may wish to explore further. Any other feedback is provided after the panel to assist deliberations.
6.9.2 The Independent External Assessor does not vote.	Amended to "The Independent External Assessor and other advisory members do not vote."	The amendment clarifies that other advisory members do not vote as well as the Independent External Assessor.
7.3 Fit & Proper Persons checks in line with Trust procedure	Amended to "Fit & Proper Persons checks in line with national fit and proper persons test procedure"	Updated wording following the publication of a national FPPT framework.
Section 9: Background / Reference	Section removed.	Section removed as it was a copy / paste from the Code of Governance and therefore a duplication.

There were also a number of other minor amendments made to job titles and language (expanding abbreviations etc.).

The Council of Governors Governance Committee at its meeting on the 26 November 2024 agreed to recommend the revised procedure to the Council of Governors for approval.

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

Procedure for the Appointment / Re-Appointment of the Chair / Non-Executive Directors

Lead

Chris Jennings
Assistant Trust Secretary

Document title:	APPOINTMENT AND REAPPOINTMENT OF THE TRUST CHAIR AND NON-EXECUTIVE DIRECTORS OF THE BOARD		
Document reference number:	N/A	Version number:	002
Document type: (Policy/ Guideline/ SOP)	SOP	To be followed by: (Target Staff)	Governors
Author:	Trust Secretary's Office		
Approval group/ committee(s):	CoG Governance Committee	26 November 2024	
Ratification group(s):	Council of Governors	05 December 2024	

Initial issue date:	23 September 2020	Last Review date:	05 December 2024	Next Review date:	05 December 2027	Expiry Date:	05 December 2027
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SUMMARY

This procedure provides the process for the appointment and reappointment of the Trust Chair and Non-Executive Directors of the Board.

Document review history:			
Version No:	Authored/Reviewer:	Summary of amendments/ record documents superseded by:	Issue date:
1	Trust Secretary	New Procedure	23 September 2020
2	Trust Secretary's Office	Transfer into new template. Amendments in line with new requirements associated with the Code of Practice for NHS Providers	05 December 2024
			Date
			Date
			Date
			Date
			Date

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1 INTRODUCTION

- 1.1 The aim of this document is to help the process for the appointment and reappointment of Non-Executives (NEDs) to ensure that appointments and reappointments are made as smoothly and effectively as possible.
- 1.2 To provide further support, it is required that all members of the panel including Governors involved in these processes attend the Trust refresher recruitment training session which also covers the relevant equality and diversity issues.
- 1.3 Any appointment must be open and transparent and in line with the Nolan principles and other good practice guidance. As part of this process, the Council's Nominations Committee must assure the Council that it has followed due process and must highlight the appointee's significant attributes. It is recognised that the Council of Governors (the Council) ultimately makes both the Chair and NED appointments.
- 1.4 For further information, advice and guidance on the appointment process, contact the Trust Secretary epunft.trust.secretary@nhs.net

2 RESPONSIBILITIES

2.1 Role of Governors

- 2.1.1 Under the terms of the constitution and NHS Act 2006, Governors have specific and statutory responsibility for the appointment, reappointment (and removal) of the Chair and NEDs. This task of appointment/reappointment is delegated to the Council of Governors Nominations Committee who oversee the recruitment phase, conducts the selection process and recommend a suitable applicant(s) for appointment to the Board of Directors (Board) to the Council for ratification.

2.2 Role of the Board

- 2.2.1 Whilst bearing no direct responsibility to the Chair/NED appointments, the views of the Board and the Chief Executive (CEO) in particular will be considered before any decision on the appointment is made.
- 2.2.2 The CEO or nominated representative will be consulted following the formal interview panel for the Chair role and their views heard.
- 2.2.3 The Board Remuneration and Nomination Committee will consider and review the current skill set required for the Board. The Board Remuneration and Nomination

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Committee will advise the CoG Nominations Committee on the outcome of the skill set review.

- 2.2.4 Board members will meet shortlisted candidates for both the Chair and NED roles prior to interview, which could include participating in a Stakeholder Panel. Their views will remain confidential until after the actual interview process and be communicated to the Interview Panel by an independent representative during the post-interview decision discussion.

2.3 Role of the Council of Governors (CoG) Nominations Committee

- 2.3.1 The CoG Nominations Committee consists of elected and appointed Governors and is chaired by the Chair of the Trust. When the Trust Chair is not available or has a conflict of interest, for example when the Committee is considering the Chair's re-appointment, the Committee will be chaired by the Vice-Chair or Senior Independent Director in the first instance or one of the other Non-Executive Directors who is not standing for appointment. In the absence of the Trust Chair and/or appointed deputy, Governors will elect a Chair from the remaining members present.
- 2.3.2 As detailed in its terms of reference, the CoG Nominations Committee has delegated responsibility to recommend a clear process and delegated authority to enact this process, on behalf of the Council, for the identification and nomination of suitable candidates that fit the criteria set out by the CoG Nominations committee taking account of the Board of Directors Remuneration and Nomination Committee for the appointment and/or reappointment of the Trust Chair and the NEDs as well as ensuring compliance with any mandatory guidance and relevant statutory requirements
- 2.3.3 In addition, the CoG Nominations Committee will agree the members of the Interview Panel. The appointments process demands a certain level of experience and understanding by CoG Nominations Committee members and this should be borne in mind when agreeing the members of the Interview Panel. The Interview Panel should include a member of NHS England and / or a relevant Integrated Care Board in an advisory role, in line with the Code of Governance for NHS Providers.

3 ROLE DESCRIPTIONS

- 3.1 The Role Description and Person Specification for the NED roles will be drafted and included within the Candidate Information Packs. These include specific responsibilities and the essential and desirable skills, knowledge, experience and attributes required to undertake these duties, and also to ensure the Board can function efficiently and effectively given the existing composition of the Board and the key challenges facing the Trust.

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4 TERMS AND CONDITIONS

- 4.1 The terms and conditions, including remuneration and required working days, will be agreed by the CoG Remuneration Committee for approval by the Council following a detailed review by the Trust Secretary.

5 RECRUITMENT CAMPAIGN

- 5.1 The CoG Nominations Committee will agree process that could include a Recruitment agency, advertising locally, nationally via NHS Jobs website and on the Trust's website as well as NHS Improvement and the Centre for Public Appointments' websites; local networking approaches will also be made.
- 5.2 During the advertising phase for NEDs and the Chair, potential candidates will have the opportunity of clarifying information through telephone conversations with the Vice Chair or an Executive Director who will not form part of the interview panel.

6 SELECTION PROCESS

This section covers arrangements for both Appointment and Re-appointment of the Chair and NEDs.

6.1 Re-appointment

- 6.1.1 The Chair/NED's will hold their annual appraisal with the Chair and Senior Independent Director.
- 6.1.2 A summary report on the performance of each NED will be made available to the CoG Remuneration committee. The CoG Remuneration Committee members undertake the assurance process on the performance reviews for Chair/ NEDs. The Committee will review the full details of each individual performance review and will have individual face to face meetings with each NED to seek further clarification and assurance. If applicable the Chair/NED's intention to be considered for Re-appointment will also be noted.
- 6.1.3 The CoG Remuneration committee will provide the CoG Nomination Committee with a report detailing the level of assurance about the outcome of the appraisal, the recommendation of the Chair/ (SID if Chair reappointment) and the rating and skills for each NED provided by the appraiser.

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- 6.1.4 If the re-appointment falls outside of the annual appraisal time frame. The CoG Nomination committee will use the most recent appraisal review and advice from the Chair/SID and CEO in their consideration.
- 6.1.5 The assurance level of the appraisal with each NED/Chair and their skill set and performance will form any basis for reappointment to the Board of Directors.
- 6.1.6 In line with the Code of Governance for NHS Providers, the Chair and NEDs may not serve a term of more than six-years, unless there are exceptional circumstances and following agreement by NHS England.

6.2 Longlisting

- 6.2.1 The longlisting or sifting process will be undertaken to reduce the number of applications to a manageable shortlist for final interview. This process will be undertaken by the Trust Secretary or Recruitment agency if being used, to ensure that candidates to be considered for shortlisting have met the requirements identified in the Candidate Information Pack:
- Have provided a letter/supporting statement
 - Have provided a CV
 - Returned completed test of independence and pre-employment checks declarations/ and meet the criteria within declarations. **NB:** all candidates will be advised if they have not returned all documents and will be provided with an opportunity to resend
 - Have provided at least two names of referees
 - Are a member of the Trust (or at a minimum, eligible to be a member).

Particulars of these candidates will be circulated to the CoG Nominations Committee for consideration during the shortlisting process.

6.3 Shortlisting

- 6.3.1 The shortlisting process is conducted by the CoG Nominations Committee supported by the Chair with the aim of identifying suitable candidates for interview.
- 6.3.2 The shortlisting process will be carried out objectively and consistently, comparing each application with the Role Description and Person Specification to establish whether on paper the person has the type of background that is necessary or desirable for the position. If it is necessary to reduce the number of candidates further, the desirable criteria in order of priority can be used until the required number of candidates is produced.
- 6.3.3 An information pack for each applicant will be circulated to the CoG Nominations Committee prior to its meeting. This will include a scoring matrix which will be used as an aid to the shortlisting.

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- 6.3.4 Using the shortlisting scoring matrix, members of the CoG Nominations Committee will individually review each candidate's application information (i.e. supporting statement and CV) against each of the essential and desirable criteria and will be given a scoring:
- 1 Does not meet criteria
 - 2 Partially meets criteria
 - 3 Meets criteria.
- 6.3.5 As a general rule, the applicants with the highest scores who meet all or most of the essential criteria should be invited to interview. However, the Committee should discuss the scores to ensure all Committee member views have been considered along with any additional advice.
- 6.3.6 Once shortlisting is completed, all paperwork should be returned to the Trust Secretary's Office. Only those applicants who have been shortlisted will then be invited to interview; those applicants who were not shortlisted will be advised. This process will be managed by the Trust Secretary's Office and / or Executive Search organisation. Applicants who are invited to interview will be requested to confirm whether or not they will be attending their interview at least 48 hours before the interview. In addition, they will be advised that the interview results will be advised to them but appointment would be subject to approval by the Council

6.4 Interview Panel

- 6.4.1 The CoG Nominations Committee will agree the composition of the Interview Panel which for NEDs will include the Chair of the Trust. The CoG Nominations Committee will choose a representative to Chair the panel.
- 6.4.2 The Interview Panel will include a majority of Governor representation and will be augmented by an independent external assessor. The Trust Secretary will be in attendance to provide support and guidance on governance queries.

For NED roles the Interview Panel will therefore consist of:

	Role
5 CoG NomCo members (including the Chair)	Voting
Executive Chief People Officer	Advisory
1 independent external assessor (including NHS England and / or ICB)	Advisory
Trust Secretary / Assistant Trust Secretary	In attendance
Executive Search Company Representative	Advisory

For the role of Chair the Interview Panel will therefore consist of:

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	Role
5 CoG NomCo members (including the Vice Chair / SID)	Voting
Executive Chief People Officer	Advisory
1 independent external assessor (including NHS England and / or ICB)	Advisory
Trust Secretary / Assistant Trust Secretary	In attendance
Executive Search Company Representative	Advisory

6.5 Role of the Interview Panel

6.5.1 The role of the Panel is to make objective and reasoned decisions concerning the relative merit of competing candidates against the criteria included in the Person Specification, and thereby identify the appointable candidates for recommendation to the Council of Governors Nominations Committee and subsequently to the Council of Governors.

6.5.2 The key elements of the Panel's role are to:

- Determine which applicants should be shortlisted on the basis of the available information about them, ensuring equal consideration of all candidates and taking account of diversity and inclusion principles
- Interview each shortlisted candidate against the established selection criteria
- Assess which candidates are appointable in the light of all the relevant evidence including the interview
- Identify appointable candidates, describing how and the extent to which they met the key criteria
- Preserve the confidentiality of candidates throughout the selection process
- Ensure any personal or family relationships with particular candidates are declared within the Panel and dealt with appropriately and consistent with the principles of fairness and merit.

6.6 Role of the Independent External Assessor

6.6.1 The Independent External Assessor:

- ensures that appointments are made on merit after a fair, open and transparent process taking account of diversity and inclusion principles
- is independent of the appointing organisation
- provides guidance to the Interview Panel on the skills, knowledge and experience of the candidates at interview
- facilitates discussion among Panel members when discussing the candidates' performance in the post interview discussions
- plays a full part in the interview process, i.e. will ask questions
- does not vote.

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6.7 Recruitment Refresher Training

- 6.7.1 All members of the panel including Governors will be required to attend the Trust refresher recruitment training session to ensure there is a common understanding and consistent approach and which also covers the relevant equality, diversity and inclusion issues.

6.8 The Interview

The aim of the interview is to identify the most suitable individual(s) for the role.

6.8.1 Interview Preparation

Prior to the interviews, the CoG Nominations Committee will decide on a set of question areas to ask each candidate taking account of the essential criteria and the Trust's values. The Executive Chief People Officer will prepare a set of proposed questions to assist the Committee.

The Interview Panel will nominate a chair for the Panel who will manage the welcome and closing remarks at the interview.

All panelists must ensure that they have reviewed the applications and/or CVs in preparation for the interview.

6.8.2 Stakeholder Involvement

- 6.8.2.1 There will be an opportunity for key stakeholders to meet with the candidates on an informal basis to provide the opportunity to assess whether they could work with them.
- 6.8.2.2 These sessions will be structured so that equivalent questions are asked of each candidate and will be supported by an independent representative. Their views will remain confidential until after the actual interview process and be communicated to the Interview Panel by the independent representative during the post-interview decision discussion.
- 6.8.2.3 The Stakeholder Panel(s) may identify additional areas for the Interview Panel to probe further for each candidate. This information will be provided to the Interview Panel prior to the formal interviews for incorporation into the questions. Any additional feedback will be provided after the interview panel has taken place to aid deliberations.

6.8.3 Interview

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- 6.8.3.1 Interview packs will be provided consisting of the interview programme and questions sheet as well as the JD/PS and CV and application forms.
- 6.8.3.2 All panelists will have the opportunity of asking a question(s).
- 6.8.3.3 The interview programme will provide sufficient time for the interviews (45-50 minutes) plus time to finish writing notes (15 mins).
- 6.8.3.4 Best practice principles will be followed (See Appendix 1)

6.9 Decision to Appoint

- 6.9.1 Following completion of all interviews, the Interview Panel will review the evidence collected as part of the recruitment process in order to identify the preferred candidate including the responses and scores to interview questions. A benchmark 'appointment' scoring figure will be agreed by the Interview Panel.
- 6.9.2 The Chair of the Interview Panel will in plenary session: Hear the advice and opinion of the Independent External Assessor and any other advisory member of the panel
- Hear from the views of the stakeholder sessions and their scoring
 - Hear from Panel members their opinion of each candidate
 - Ideally the decision to appoint will be unanimous. The Independent External Assessor and other advisory members do not vote.
- 6.9.3 With these being considered satisfactory and the Panel in agreement, the CoG Nominations Committee will convene to receive the outcomes of the interviews.
- 6.9.4 Subject to agreement by the Council of Governors following the recommendation made by CoG Nominations Committee a verbal offer of appointment can be made to the preferred candidate. Any offer of appointment should be made subject to:
- Suitable references x2
 - Satisfactory health clearance
 - Fit & Proper Persons requirements checks including DBS
 - Right to work and remain in the UK checks
 - Formal approval by the full Council. The CoG Nominations Committee will propose the candidate to the Council and will include the reasoning behind the selection proposal, attributes of the preferred candidate and an outline of the process followed.
- 6.9.5 The Interview Panel should be aware that a verbal offer of appointment may be legally binding and therefore care should be taken to ensure the relevant information is discussed with the applicant.
- 6.9.6 Unsuccessful candidates should be offered feedback from the Chair of the Panel or External Search Organisation R.

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7 POST SELECTION ACTIONS

- 7.1 Formal approval by the Council of the appointment to the Chair and/or NED will be made at a Council of Governor meeting.
- 7.2 The Trust Secretary's Office will:
- Formally inform the successful candidates of their appointments.
 - Issue the appointment letter which will include the terms and conditions and the individual will be required to sign and return both documents. In addition, the successful candidate will be asked to indicate a start date
 - Inform unsuccessful candidates of the interview results.
- 7.3 Liaise with HR in regards to clearances that are required to be completed for the Chair and NED appointments prior to their start date, including:
- Satisfactory health clearance
 - Fit & Proper Persons checks in line with national fit and proper persons test procedure including checks with the Insolvency Service and Company House websites as well as standard level Disclosure & Barring checks (these will be undertaken by HR)
 - Right to work and remain in the UK checks.
- 7.4 All documents will be held on a personal file by the Trust Secretary's Office.
- 7.5 Additional New Starter Requirements
- Prepare Press/Media Release (Communications)
 - Update Trust website (Trust Secretary/Communications)
 - Complete Staff Change Form (including bank details)
 - Arrange access to IT systems
 - Order ID badge(s) and security fob
 - Order IT requirements (e.g. laptop, iPad)
 - Arrange for photograph to be taken.

8 INDUCTION

8.1 Induction

- 8.1 8.1.1 The successful candidates will be required to undertake the Induction Programme as well as mandatory online training.

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9 END

Appendix 1:

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Appendix 1

Best practice principles will be noted and applied throughout the interview process, they include:

- Designing questions which test each candidate against the same skills, knowledge and experience essential requirements by asking the same questions to every applicant. Questions should be investigative and open ended with probing questions asked where needed
- Start the interview by easing the applicant into the interview – for example asking them about their interest being a Chair / NED.
- The questions will have been created from the criteria detailed in the PS and the Trust's values
- Avoid asking personal questions/yes or no questions/leading questions/multiple questions in one/unfairly discriminatory questions
- Take notes during the interview to enable you to identify whether the candidate is appointable or not and to allow you to rank those you have identified as appointable. This will also form part of the audit trail to confirm that the process is fair
- You will also need to score each candidate; the Interview Panel will agree the final scores for each applicant
- Towards the end of the interview, any gaps in employment, questions relating to referees or convictions disclosed should be addressed and a note kept on the applicant's interview notes of the discussion
- Towards the end of the interview, all candidates should be asked as part of the interview process whether there are any reasons known to them that would create a conflict of interest, including in the eyes of third parties, or, in the event of their appointment, bring the Trust into disrepute.
- Candidates will be advised of the next steps including when a decision will be made, how they will be communicated with and how they can access feedback.

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Initial Equality Impact Assessment analysis

This assessment relates to: Procedure for the [Appointment of the Chair / Non-Executive Directors](#)

(Please tick all that apply)

Link to Full Equality Impact Assessment can be found in InPut [Here](#):

Does this Policy/Service/Function affect one group less or more favourably than another on the basis of:	Yes / No	What / where is the evidence / reasoning to suggest this?
Race, Ethnic Origins, Nationality (including traveling communities)	No	
Sex (Based on Biological Sex; Male, Female or Intersex)	No	
Age	No	
Sexual Orientation Including the LGBTQ+ Community	No	
People who are Married or are in a Civil Partnership	No	
People who are Pregnant or are on Maternity / Paternity Leave	No	
People who are Transgender / who have had gender reassignment treatments As well as gender minority groups	No	

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Does this Policy/Service/Function affect one group less or more favourably than another on the basis of:	Yes / No	What / where is the evidence / reasoning to suggest this?
Religion, Belief or Culture Including an absence of belief	No	
Disability / Mental, Neurological or Physical health conditions Including Learning Disabilities	No	
Other Marginalised or Minority Groups Carers, Low Income Families, people without a fixed abode or currently living in sheltered accommodation.	No	

Guidance on Completing this Document

This screening tool asks for evidence to ensure that these considerations are done in collaboration with groups that may be affected. Listed below are the ways that this evidence can be gathered to support this decision:

- Reviews with Staff who may be impacted by these changes
- Service User / Carer feedback or focus groups
- Guidance from national organisations (CQC / NHS Employers)
- The Equality and Inclusion Hub (on the Staff Intranet)
- Input from Staff Equality Networks or the Equality Advisor
- Reviewing this against good practice in other NHS Trust

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Initial Screening Question	Response
If you have identified no negative impacts, then please explain how you reached that decision. please provide / attach reference to any reasoning or evidence that supports this: (Nature of policy, service or function, reviews, surveys, feedback, service user or staff data)	The procedure sets out the minimum process that should be followed for the appointment / re-appointment of the Chair / Non-Executive Directors. The procedure ensures the appointment process is fair.
Is there a need for additional consultation? (Such as with external organisations, operational leads, patients, carers or voluntary sector)	
Can we reduce any negative impacts by taking different actions or by making accommodations to this proposed Policy / Service / Function?	
Is there any way any positive impacts to certain communities could be built upon or improved to benefit all protected characteristic groups?	
If you have identified any negative impacts, are there reasons why these are valid, legal and/or justifiable?	

Please complete this document and send a copy to EPUT's Compliance, Assurance & Risk Assistant / Trust Policy Controller) at epunft.risk@nhs.net as part of the Approval Process, if this proposal / policy etc. has no positive or negative impacts on protected characteristic groups, a Full Equality Impact Assessment will not need to be completed

To be completed by the Trust Policy Controller				
Is a Full Equality Impact Assessment Required for this Policy, Service or Function?			Yes	No
Name:				
Date:				

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		Agenda Item No: 7c			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	5 December 2024			
Report Title:	Membership Metrics / Your Voice				
Report Lead:	Jason Gunn, Public Governor				
Report Author(s):	Teresa Bradford CoG and Membership Administrator				
Report discussed previously at:	CoG Membership Committee 19 November 2024				
Level of Assurance:	Level 1		Level 2		Level 3 ✓

Purpose of the Report		
This report provides details of the Membership Metrics and a Your Voice meeting which took place since the last Council of Governors meeting.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to: <ul style="list-style-type: none"> 1 Note the content of the report. 2 Endorse the approach agreed by the Membership Committee for future Your Voice Meetings.

Summary of Key Issues
<p>The Membership Committee agreed at its last meeting in August 2024 to pilot a different way of undertaking Your Voice sessions. The idea was to attend a pre-existing public meeting to have a Your Voice stall and a session at the end of the meeting to hold an informal session for anyone interested in attending. The rationale was to combine the interactions with members at the stall, along with the attendees at the session to increase the level of member engagement at the session.</p> <p>The attached report provides details of the Your Voice engagement at the Co-Production Conference.</p> <p>The attached report also provides details of the current membership metrics and details of any communication which has taken place.</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:						
						Capital £
						Revenue £
						Non Recurrent £
Governance implications						
Impact on patient safety/quality						
Impact on equality and diversity						
Equality Completed	Impact	Assessment	(EIA)	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		

Supporting Documents and/or Further Reading
Main Report

Lead
Jason Gunn Public Governor Chair of the Council of Governors Membership Committee

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

MEMBERSHIP METRICS / YOUR VOICE

1.0 PURPOSE OF REPORT

This report provides details of the Your Voice meetings which took place since the last committee meeting.

2.0 YOUR VOICE

2.1 Co-Production Conference

The Trust attended the Co-Production Conference on the 10 October 2024 at Saxon Hall, Southend-on-Sea. The Your Voice session was split into two segments, a stall in the market-place and a short session at the end of conference agenda.

The stall in the market place was attended by two Governors who interacted with members as they approached the stall:

Attendee Group	No. of Interactions
Staff Member	16
Public Member	4
Governor	2
Non-Executive Director	3
Executive Director	2
Total	27

The second segment was held as an informal session, where interested individuals were invited to provide any comments or topics of conversation for discussion. The discussion focused on the fragmentation of services and systems. The group discussed the challenges faced by the fragmentation, existing projects for overcoming the challenges (such as the ESR project) and other potential areas for future development.

The following table provides a breakdown of attendees at this session:

Attendee Group	No. of Interactions
Staff Member	6
Governor	3
Public Member	2
Board Members	2
Total	13

The combination of the above figures provides a similar or better level of member engagement at recent Your Voice events, with the additional benefit of less administrative time establishing a standalone event and not taking or impeding on clinical time to engage with a small number of individuals, as they were already in attendance at the conference.

3.0 NEXT STEPS

The Your Voice at the Co-Production Conference provided some levels of success, however, it is clear the public meetings will need to be carefully selected and advance notice provided to capitalise on any time on the agenda. It is also proposed more localised events / groups are utilised for a small cohort of Governors to attend which will be taken forward by the Trust Secretary's Office.

Report prepared by

**Teresa Bradford
CoG and Members Administrator**

On behalf of:

**Jason Gunn
Public Governor
Council of Governors Membership Committee**

Agenda Item: 7d

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				5 December 2024	
	Report Title:	Governor Composition and Attendance				
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Teresa Bradford, Council of Governors & Membership Administrator					
Report discussed previously at:	CoG Governance Committee 26 November 2024					
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 is asked to:
 1. Note the contents of the report

Summary of Key Issues

Composition

Joanna Androulakis, Public Governor, West Essex & Hertfordshire has resigned due to personal reasons.

Alivia Bray, Staff Governor (Clinical) has advised she is leaving the Trust on the 5 December and therefore will be stepping down as Governor. The Trust Secretary's Office will review the results of the last election to confirm if anyone is to fulfil the remainder of the term or if this will be carried forward as a vacancy.

Committee Membership

The following sub-committees have vacancies:

- Governance Committee (1 x vacancies)
- Remuneration Committee (2 x vacancy)
- Membership Committee (2 x vacancy)
- Training & Development Committee (1 x vacancy)

The Nominations Committee currently has no vacancies.

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 1. There is one Governor who is at Stage Two of the procedure and has been contacted by the Assistant Trust Secretary to offer support. There is one Governor who has reached Stage Three of the procedure and further details will be provided at the in private session of the Council meeting.

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

Appendix 1: Council of Governors Meeting Attendance

Lead

Chris Jennings Assistant Trust Secretary

Governor	Notes	15 November 2023	19 December 2023	06 March 2024		23 May 2024		04 September 2024	12 November 2024	Total Meetings Attended	Total Meetings
		Part 2	Part 1	Part 1	Part 2	Part 1	Part 2	Part 1	Part 2		
Zisan Abedin		√	A	√	√	√	√	√	√	6	6
Joanna Androulakis		x	x	x	x	x	x	x	x	0	6
Alivia Bray		√	√	√	√	√	√	√	√	6	6
Dianne Collins		A	√	√	√	√	√	√	A	5	6
Mark Dale		√	√	√	√	√	√	√	NR	5	5
Gwyn Davies		√	√	A	√	√	√	√	A	4	6
Kinglsey Edore		A	√	x	x	x	x	x	x	1	6
Nat Ehigie-Obano	From Sep 2024	NR	NR	NR	NR	NR	NR	√	x	1	2
David Finn		√	√	√	√	√	√	√	√	6	6
Paula Grayson		√	√	√	√	√	√	√	√	6	6
Sharon Green		√	√	√	√	NR	NR	NR	NR	3	3
Jason Gunn		√	√	A	A	√	√	A	√	4	6
John Jones		√	√	√	√	√	√	√	√	6	6
Ibrahim Lateef		A	√	√	√	A	A	√	x	3	6
Megan Leach		√	√	√	A	√	x	√	√	6	6
Pam Madison		√	√	A	A	√	√	√	√	5	6
Nicky Milner		A	x	√	√	x	x	A	A	1	6
Marie Newland	From Sept 2024	NR	NR	NR	NR	NR	NR	√	A	1	2
David Norman		√	A	√	√	√	√	√	x	4	6
Maxine Sadza	From Sept 2024	NR	NR	NR	NR	NR	NR	√	√	2	2
Stuart Scrivener		√	√	A	A	√	√	√	√	5	6
Helen Semoh	From Sept 2024	NR	NR	NR	NR	NR	NR	√	√	2	2
Neil Speight	From Sept 2024	NR	NR	NR	NR	NR	NR	√	x	1	2
Susan Tivy-Ward		x	x	x	x	x	x	x	x	0	6
Edwin Ugoh		√	√	x	x	√	√	x	x	3	6
Holly Whitbread		NR	NR	NR	NR	NR	NR	NR	x	0	1
Cort Williamson		√	√	√	√	√	x	√	√	6	6
Biliaminu Yesufu		A	x	x	x	√	√	x	x	1	5

Key	
Attended	√
Apologies Received	A
No Apologies Received	x
Not Required	NR

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	5 December 2024
Report Title:	Lead and Deputy Lead Governor Report	
Report Lead(s)	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor	
Report Author(s):	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor	
Report discussed previously at:		
Level of Assurance:	Level 1	<input checked="" type="checkbox"/> 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
The report attached provides information in respect of: <ul style="list-style-type: none"> • Our role as your Lead and Deputy Lead Governor • The Regional Network of Lead Governors • Dealing with Rogue Governors • Governor attendance and Annual Members Meeting • Digital Transformation • Board of Directors Meeting • Meeting with 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	CoG	Council of Governors
NHSE	NHS England	FT	Foundation Trust

Supporting Documents and/or Further Reading
Main Report

Lead		
		
<table border="0"> <tr> <td>John Jones Lead Governor</td> <td>Pam Madison Deputy Lead Governor</td> </tr> </table>	John Jones Lead Governor	Pam Madison Deputy Lead Governor
John Jones Lead Governor	Pam Madison 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 and can liaise with NHSE, on behalf of Governors, in circumstances where it would be inappropriate for NHSE 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 4th October 2024, when the following items were discussed:

2.3.1 Dealing with rogue governors

The problem is not wide spread but does occur both in Council of Governors meeting and meetings of sub-committees. The general feeling in the region is that handling this requires good chairing skills. It is thought helpful for prospective chairs to attend courses which should cover such instances.

2.3.2 Governor attendance at Annual Member Meetings

Practice varies across the region with Governors in some FTs being subject to a 3-line whip to attend. It is quite common for there to be a lack of governors in attendance, which considering that it is an opportunity to meet members is a factor which should be worked on. Governors at the meeting agreed to share their various presentations with each other to assist when making a presentation.

2.3.3 Digital Transformation

A number of Trusts within the region are undertaking this, particularly in relation to Electronic Patient Records. Interestingly the quality of the suppliers of software varies somewhat. What was apparent was that a high degree of patient consultation is necessary when designing the system. There does not appear to be any lead from the ICBs as to which are the preferred suppliers.

2.4 Board of Directors Meeting.

We were pleased to be able to attend the October 2024 meeting 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 had to be postponed and was eventually undertaken by email. 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.

2.7 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 mixture of virtual and face-to-face meetings.

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

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
5 December 2024

Pam Madison
Deputy Lead Governor
Public Governor
5 December 2024