

**Extra-Ordinary Meeting of the Council of Governors
Friday 12th June 2020 at 15:00 – 15:30
Microsoft Teams Meeting**

Vision: Working to Improve Lives

PART ONE MEETING – HELD IN PUBLIC

AGENDA

1	APOLOGIES FOR ABSENCE	SS	Verbal	Noting	15:00
2	DECLARATIONS OF INTEREST	SS	Verbal	Noting	15:02
Presentation: Staff Survey Jo Debenham, Head of Staff Engagement & Charlie Boshier, Quality Health					15:04
3	MINUTES OF THE MEETING (PART 1) HELD ON 28th May 2020	SS	Attached	Approval	15:19
4	ACTION LOG AND MATTERS ARISING	SS	Attached	Noting	15:22
5	TRUST UPDATES				
(a)	NHS England/ Improvement Self-Certification Requirements 2019-20 – Conditions T4 and Training of Governors	SM	Attached	Approval	15:25
6	ANY OTHER BUSINESS	SS			15:30
7	QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC				
8	RESOLUTION Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed				
9	DATE AND TIME OF NEXT MEETING 30 th SEPTEMBER 2020 at 16:30 – 18:30 in TR1, The Lodge, Lodge Approach, Wickford SS11 7XX. The meeting will be preceded by a briefing session with the CEO at 15:45.				
10	DATES OF FUTURE MEETINGS 25 th November 2020				

Professor Sheila Salmon
Chair

**Minutes of the Council of Governors Meeting Held in Public
On Thursday 28th May 2020
Microsoft Teams**

Attendees:

Prof Sheila Salmon (SS)	Chair of the Trust (Chair of the meeting)
Brian Arney (BA)	Public Governor West Essex & Hertfordshire
David Bamber (DBa)	Public Governor West Essex & Hertfordshire
Laurie Burton (LB)	Appointed Governor, Southend-on-Sea Council
Peter Cheng (PC)	Public Governor North East Essex & Suffolk
Marianne Evans (ME)	Staff Governor, Clinical
Mark Dale (MD)	Public Governor Essex Mid & South
Jim Dean (JD)	Public Governor Essex Mid & South
Pippa Ecclestone (PE)	Public Governor West Essex & Hertfordshire
Paula Grayson (PG)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Gillian Lock-Bowen (GL-B)	Public Governor North East Essex & Suffolk
Kate Shilling (KS)	Public Governor West Essex & Hertfordshire
Sue Shinnick (SSh)	Appointed Governor, Thurrock Council
Sam Rakusen (SR)	Public Governor Essex Mid & South
Tracy Reed (TR)	Staff Governor Clinical
Michael Waller (MW)	Public Governor West Essex & Hertfordshire
Clive White (CW)	Public Governor North East Essex & Suffolk
Andy Wood (AW)	Appointed Governor, Essex County Council (left at agenda item 5c)
Judith Woolley (JW)	Public Governor Essex Mid & South

In attendance:

Sally Morris (SM)	Chief Executive
Alison Davis (AD)	Non-Executive Director
Manny Lewis (ML)	Non-Executive Director
Rufus Helm (RH)	Non-Executive Director
Alison Rose-Quirie (ARQ)	Non-Executive Director
Amanda Sherlock (AS)	Non-Executive Director
Nigel Turner (NT)	Non-Executive Director
Janet Wood (JWd)	Non-Executive Director
Faye Swanson (FS)	Director of Compliance and Assurance /Trust Secretary
Tina Bixby (TB)	Assistant Trust Secretary
Chris Jennings (CJ)	Assistant Trust Secretary

027/20 APOLOGIES FOR ABSENCE

Dianne Collins	Public Governor Essex Mid & South
Nosi Murefu	Staff Governor Clinical
Roy Birch	Public Governor Essex Mid & South
Dr. Ruth Jackson	Appointed Governor, ARU
Alex Zihute	Public Governor Mid & South

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SS welcomed everyone to the meeting. SS reminded the Council of the etiquette of virtual meetings and requested that individuals remain on mute throughout the meeting unless speaking.

028/20 DECLARATIONS OF INTEREST

PE identified a potential interest for any Governors considering seeking re-election to the Council of Governors in relation to item 6(d) Elections to the Council of Governors.

SS acknowledged the interest.

PRESENTATION: Janet Wood – NED Champion

JWd delivered a presentation to the Council covering her various NED champion roles:

Emergency Planning, Resilience & Response (EPRR)

JWd described her role in providing assurance to the Board of Directors in relation to EPRR. This includes assuring that appropriate resources have been allocated, there are properly trained and competent emergency planning officers and there are robust business continuity plans in place. JWd confirmed that she had undertaken accredited EPRR training and was expected to keep a portfolio of evidence of continuous professional development.

JWd described how she had participated in various emergency planning testing scenarios, such as if Rochford Hospital flooded, to ensure the Trust was prepared for any emergency incident. JWd described reviewing and seeking assurance in respect of anticipated emergencies, which last year focused on the exit from the European Union. However, since January 2020 the focus has been on the Covid-19 pandemic, which involved seeking assurance on how the Executive Directors are managing the pandemic.

JWd described the work undertaken since the outbreak of Covid-19, such as the command and control approach (Gold, Silver and Bronze Command). She described using a “very live” risk register which is being updated throughout the pandemic as each new risk emerges. She confirmed that she was very assured with the arrangements in place and has also taken an active interest in the wellbeing of the team coordinating the Trust’s response to ensure it is sustainable.

Cyber Security

JWd described her role in providing assurance to the Board of Directors in relation to cyber security. Her involvement in this is very different to that involved with the COVID response. She seeks assurance via reports and plans presented within the existing governance structures in place e.g. Audit Committee and Quality Committee. She advised the Trust had recently achieved the Cyber Security Essential accreditation. The accreditation sets very high standards and was only possible because of significant investment by the Trust. She advised that the Trust is now working towards achieving Cyber Security Essential Plus accreditation. JWd stated that cyber security risks would never be eradicated, but that it was important to ensure the Trust remained current to anticipate any new risks.

NED Complaint Reviews

JWd described her role in participating in NED Complaint Reviews. She acknowledged that this was a subject that was very important to many Governors. She advised that she had completed a review of the process of NED complaint review. Going forward the focus will be

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on the quality of responses provided to complaints. She described how traditionally reviews had focused on timescales for responses and achieving Key Performance Indicators (KPI's), whereas the new reviews identify themes for learning to be taken forward during the year.

Following the presentation, JWd took questions from the Council.

JJ noted that the Covid-19 pandemic had meant that staff were being supplied with ipads, laptops and other IT equipment to support working from home. JJ queried what initial tests were completed to ensure equipment was secure and what checks were completed once the devices were in use to ensure cyber security protection is maintained.

SM advised that all equipment for staff was issued by the IT department, and all relevant security checks were completed prior to it being issued. All security software is pre-installed. Staff are required to use a VPN connection to access Trust systems and this connection is used to distribute security updates to ensure all devices remain up-to-date in relation to cyber security.

JJ asked whether there was any issue with staff using IT equipment for personal use and potentially encountering items which could compromise cyber security. SM advised that the use of a VPN connection means that staff are connected to Trust systems which use "websense" to prevent access to inappropriate internet sites that could cause cyber security issues. JWd and TR confirmed their experiences of using Trust computer devices and that websense is in place.

PG highlighted that the NED Complaints Reviews give confidence and assurance that complaints are being responded to positively. However, PG asked JWd to explain what percentage of complaints were reviewed and what this means for positive auditing practices.

JWd advised the usual standard is to audit 5% which is considered to be statistically relevant. However, JWd confirmed that NEDS currently review 10% of complaints, which gives assurance that the Trust is going above the standard for auditing. She also advised that if the review of a complaint identifies issues, an audit is completed of an additional complaint to provide greater assurance of the quality of responses. SM provided additional assurance that all complaints responses are signed off by her or Andy Brogan (in her absence) and that she will send any complaints responses back to the investigator if she is not satisfied with the response provided.

PE asked what the criteria was for achieving Cyber Security Plus accreditation and how it differed from the Essential accreditation that the Trust has achieved. JWd said that she would need to check the criteria as it was likely to be technical, but was happy to circulate this to Governors. PE confirmed she was happy that if the criteria was very technical that this is not circulated.

SS thanked JWd for the presentation.

Action:

- 1. Review criteria for Cyber Security Plus accreditation confirm how it differs from the Essential criteria and circulate to Governors if useful. (JWd)**

029/20 MINUTES OF THE PREVIOUS MEETINGS

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The minutes of the meeting held on the 13th February 2020 were agreed to be a correct record.

030/20 ACTION LOG AND MATTERS ARISING

The Action Log was reviewed. SS noted that there were no overdue actions, but highlighted that additional narrative had been provided in red to update completed actions that had subsequently been affected by the Covid-19 pandemic.

SS noted one action that had been extended from April to September 2020 in relation to ensuring name plates are supplied at future meetings. SS confirmed this had been extended due to meetings currently taking place virtually, but would ensure name plates are supplied once face-to-face meetings resume.

PG commented that the extra narrative noted in the action relating to the Quality Account confirms that significant changes have been made to the annual reporting requirements, including removing the requirement for External Audit the Quality Report / Account. PG asked whether it would still be useful for the Council of Governors to provide a comment for the Quality Account. FS confirmed that the draft Quality Account was on the agenda for Part 2 of the meeting, which included a process for Governors to provide comments to the Lead Governor for the development of a statement on behalf of the Council of Governors.

031/20 PERFORMANCE, FINANCE & QUALITY REPORT

SM presented the Performance, Finance and Quality Report. SM advised that the report had been discussed at the Board of Directors the previous day and noted that some Governors had attended this meeting.

SM highlighted the six hotspots identified in the report, however, noted that full reporting requirements are currently suspended nationally and likely to recommence in July 2020. SM highlighted one hotspot identified in the Finance Scorecard relating to the delivery of Cost Improvement Programmes (CIPs). SM advised that as a result of the COVID19 pandemic there is greater uncertainty about the financial plan for the Trust for 2020/21. However, there is a programme in place to deliver the target agreed and this will be progressed.

PG noted that the hotspot relating to Cardio Metabolic had disappeared for the first time in three-years and asked how this had been achieved.

JWd advised that the Trust commissioned BDO the Internal Auditor to review the actual practice taking place with Cardio Metabolic to confirm if it reflected the data being reported. The audit received a rating of Moderate Assurance for the design and effectiveness of the controls in place, which is satisfactory for the Audit Committee. The audit noted delays in the reporting of data, but the practice of cardio metabolic assessment was taking place. The audit confirmed that there was no data manipulation and that performance was better than was being reported. This allowed the hotspot to be downgraded.

The Council of Governors received and noted the report.

032/20 REPORT FROM THE CHAIR

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SS presented the Chair's report which gave an overview of the Chair's and Non-Executive Directors' activities since the last report to the Council in February 2020.

SS highlighted the successful recruitment of Paul Scott as the new CEO and thanked Governors for their involvement in the process. SS updated that the recruitment of a new Executive Chief Finance Officer (ECFO) is underway and that a longlisting meeting had taken place that morning, which had produced a healthy longlist to take forward. SS advised that she was finalising the stakeholder engagement process as part of the recruitment process and Governor involvement in this.

SS highlighted that due to the ongoing Covid-19 pandemic and the enforced lockdown by Government, the Board of Directors took the decision to cancel all non-essential service visits. SS confirmed that these would be resumed at the earliest safe opportunity, but noted NEDs are being kept fully briefed by the CEO, daily all staff briefings and weekly Microsoft Teams meetings.

SS highlighted external facing work, including the Chair and NEDs joining several national and regional provider network meetings to share intelligence, issues and ideas. SS advised that they continue to be actively involved in the three STP/ICS localities. SS highlighted the system level working that is being undertaken to ensure the NHS is well prepared for any potential second peak, for a surge in mental health demand and to learn from action taken to manage the crisis.

The Council of Governors received and noted the report.

Action:

- 1. Confirm Governor involvement in the Stakeholder Group for the recruitment of the new ECFO.**

033/20 CARE QUALITY COMMISSION (CQC) UPDATE

SM presented the CQC update report that had previously been discussed at the Quality Committee and Board of Directors. The report provided details of progress made (as at April 2020) with actions identified by the CQC at previous inspections.

SM advised that good progress was being made with 195 (87%) of actions completed but that 21 (9%) actions had not been completed within internally agreed timescales. SM confirmed that none of the actions that had past timescales impacted on patient safety.

SM advised that the Executive CQC Meeting had been re-established and would be looking at actions to ensure these are resolved. She confirmed that the CQC could undertake an inspection at any time from September and therefore it was important the Trust completed the identified actions.

FS provided assurance that the actions past internally agreed timescales had been discussed at the Quality Committee and it had been agreed that these would be reviewed to understand which had been caused by Covid-19 and which had not. This would be taken through the Executive CQC Meeting.

SM highlighted that a new Registered Manager was in place for Rawreth Court and they had completed their "fit persons" interview with the CQC.

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PG noted that she had welcomed the discussion at the Board of Directors meeting in respect of the need to strengthen the Freedom to Speak-Up provision, particularly a desire to increase the number of local guardians. She also noted that some issues passed to Guardians were anonymous which suggested staff did not have the confidence to raise concerns directly.

SM said that there will always be some individuals who will feel that there would be repercussions as a result of raising a concern, but it was important to try to keep these numbers as low as possible. She confirmed that concerns raised anonymously are more difficult to address as it made it harder to gain further information or confirm back to the person that action had been taken.

ARQ provided assurance that this was something she was now involved in as NED Champion and was working with Sean Leahy to strengthen the arrangements in place. ARQ felt that Freedom to Speak-Up was still in its infancy but she has been able to get support from the Board of Directors for change, but it will take time.

FS suggested that Staff Governors could help with this and would look to strengthen the Staff Governor role by aligning it with other staff feedback mechanisms. ME agreed with this approach and was planning to raise this at an upcoming meeting with the Trust Secretary regarding the Staff Governor role.

The Council of Governors received and noted the report.

Action:

- 1. Update regarding work undertaken to improve the Freedom to Speak-Up Guardian role to be presented to Council of Governors in 6-months (ARQ).**
- 2. Meet with Staff Governors to discuss role and aligning with other staff feedback mechanisms (FS)**

034/20 ANNUAL ASSURANCE REPORT FROM THE CHAIR OF THE CHARITABLE FUNDS COMMITTEE

NT, Chair of the Charitable Funds Committee presented a report that provided a summary of the work and key issues reviewed by the Charitable Funds Committee during the period 1st April 2019 – 31st March 2020.

The report confirmed:

- The purpose of the Committee.
- The membership of the Committee.
- The Committee meetings that have taken place in the past 12 months.
- Activities undertaken by the Committee in the last 12 months.
- Assurance that the Committee has been fulfilling its Terms of Reference.

NT highlighted that there had been a slight decrease in the use of charitable funds at the end of March 2020 due to the covid-19 pandemic.

JJ queried how much income was received on the fund. NT confirmed that the interest accrued by the fund was around £43,000 which amounted to 4% income.

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JJ queried whether the admin charge of £27k offered good value for money as only £20k had been allocated.

NT agreed to review the query relating to the administrative fee and would clarify how much funding had been allocated. SS requested that this was provided outside of the meeting. JJ agreed with this approach.

DBa said that staff should be encouraged to use charitable funds as he was aware of examples where individuals could have used charitable funds but did not. SM advised that communication had been given to staff regarding using charitable funds. However, there are a number of different accounts that are restricted in how these can be used.

PE commented that she had raised the issue of the administration fee charged by the Trust and had been assured that the fee was reasonable given the level of administration required. However, PE had felt this discouraged its use as the fee was in excess of the funds distributed.

The Council of Governors received and noted the report.

Action:

- 1. Clarify Charitable Funds administrative fee and how much funding has been allocated. (NT)**

035/20 CODE OF GOVERNANCE FOR FT'S REVIEW 2019/20

FS presented a report that provided an update and assurance on the Trust's compliance with provisions in the *NHS Foundation Trust: Code of Governance July 2014* in preparation for inclusion in the Trust's Annual Report 2019/20 submission.

FS highlighted that the Code of Governance provides guidance to help Trusts deliver effective and quality corporate governance, contribute to better organisational performance and ultimately discharge their duties in the best interests of patients.

FS thanked the CoG Governance Committee for undertaking work to review the self-assessment undertaken by the Trust Secretary's Office. FS confirmed the CoG Governance Committee and BoD Finance & Performance Committee had scrutinised the self-assessment and agreed the Trust was compliant with all provisions within the Code of Governance. The Committees had identified actions to be undertaken to further strengthen compliance and these have been included in an action plan attached as Appendix 6 to the report. FS asked the Council to approve and support the declaration to be made by the Board of Directors as part of the Annual Report.

PG highlighted that in section A.5.10, evidence refers to Governors attending Board of Director Meetings. PG noted that Governors were not able to attend the Board meeting held in March 2020 and felt this should be noted.

PE highlighted that the document referred to "locality meetings", however, none had taken place in 2019/20. FS confirmed that the self-assessment was not restricted to a point in time and the locality meetings referred to those that had been booked to take place. FS confirmed she is happy to amend the document to reflect the start date of these locality meetings. CW confirmed that this had been identified by the CoG Governance Committee as additional evidence as it was good to reflect the fact that these meetings are now in place.

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The Council of Governors approved the self-assessment and supported the declaration in the Trust Annual Report relating to compliance with the Code of Governance.

Action:

- 1. Amend evidence to support Code of Governance section A.5.10 to reflect that the public were not able to join the Board of Directors meeting which took place in March 2020 due to the COVID19 pandemic. (CJ).**
- 2. Amend evidence to support Code of Governance in respect of “locality meetings” to reflect the start date of these meetings. (CJ).**
- 3. Confirm compliance with the Code of Governance in the Trust Annual Report (FS).**

036/20 APPOINTMENT OF THE CHIEF EXECUTIVE OFFICE (CEO) WRITTEN RESOLUTION OUTCOME

SS presented a report that provided the outcome of the written resolution process undertaken to approve the appointment of Paul Scott as the CEO as recommended by the Board of Directors Remuneration and Nomination Committee.

SS highlighted that the written resolution process was undertaken due to extenuating circumstances caused by the Covid-19 pandemic which meant the Council of Governors meeting in April 2019 was cancelled. The report detailed that the majority of the Council (23/28, 82%) responded by the long-stop date confirming the approval of the recommended CEO. SS thanked Governors for their support during this process.

The Council of Governors received and noted the report.

AWd left the meeting.

037/20 LEARNING & DEVELOPMENT PLAN 2020/21

PG presented a report which provided the Governor Learning & Development Plan 2020/21 for approval by the Council. PG outlined that the plan was developed to provide Governors with knowledge to support the fulfilment of statutory duties and to provide knowledge on the services provided by the Trust. PG stated that the training offered via the plan was not compulsory, but encouraged Governors to take advantage of the learning being offered.

JJ queried whether Governors should be appraised. JJ outlined the system used in the magistrate’s court of peer appraisals and how this has worked over the years and would like the CoG Training & Development Committee to consider appraisals. PG felt that as Governors are voluntary, it was not appropriate to complete appraisals. However, PG confirmed that a working group was being established as part of the Training & Development Committee to review the efficacy of training. This would potentially include evaluating the effectiveness of Governors after training has been completed.

PE said that she had experience of appraisals in the courts system and the most useful part of the process was the self-appraisal. PE felt this was now covered by the self reflection completed as part of the annual efficacy review.

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SR supported that appraisals for Governors should be considered and asked that this is taken through the Training and Development Committee. SS agreed that this should be discussed at the Committee.

FS advised that ML had suggested (following a meeting with Staff Governors) that the Council considers identifying specific training for different groups, such as staff Governors or Chairs of Committees etc. FS suggested that this is added to the Learning & Development Plan for consideration.

The Council of Governors received and approved the Learning & Development Plan 2020/21

Actions:

- 1. CoG Training & Development Committee to consider how the effectiveness of Governors can be evaluated. (PG)**
- 2. Identify training to be provided to individual groups of Governors and add to the Learning & Development Plan (FS/PG)**

038/20 STANDING COMMITTEE ASSURANCE REPORTS

i) Governance

As Chair of the Governance Committee, ME presented a report summarising discussions of the Council of Governors Governance Committee held on the 19th May 2020.

ME highlighted that the focus of the meeting was to review the Code of Governance Self-Assessment and that this had been approved by the Council.

The Council of Governors received and noted the report.

ii) Training & Development

As Chair of the Training & Development Committee, PG presented a report summarising discussions of the Council of Governors Training & Development Committee held on the 20th May 2020.

The report detailed discussions held in relation to:

- NHSE/I Self-Certification: Governor Training
- Learning & Development Plan 2020/21
- Council of Governors: Buddying 2020 onwards
- Local Governor Groups

PG highlighted that the inductions had been delayed due to the postponement of Governor Elections; however, this would be reinstated now that there is an election timetable in place and asked that if there were any ideas on what to include that Governors send to her for inclusion.

PG highlighted that the NHSE/I Self-Certification statement had been developed confirming Governors had received sufficient training opportunities for 2019/20 to support the Board of Directors self-certification for NHSE/I. PG confirmed the statement had been considered and the Committee had agreed to recommend it for approval by the Council of Governors.

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The Council of Governors received the report and approved the NHSE/ Self Certification statement to support the Board of Directors self-certification.

iii) Membership

As Chair of the Membership Committee, JW presented a report summarising discussions of the Council of Governors Membership Committee held on the 19th May 2020.

The report detailed discussions held in relation to:

- Your Voice Meetings
- Membership of the Committee
- Communication to members.

JW highlighted that the letter developed to inform members of the services provided in their constituency had been re-circulated for comment and felt this should be circulated prior to the Governor Elections.

The Council of Governors received and noted the report.

Action:

- 1. Circulate the letter relating to services provided to members prior to the Governor Elections (TB)**

SM left the meeting.

039/20 ELECTIONS TO THE COUNCIL OF GOVERNORS

FS presented a report that outlined the timetable for elections to the Council of Governors. FS reminded the Council that following guidance issued relating to the Covid-19 pandemic it was agreed that the elections that were due to commence in April would be postponed. However, it was promised that a timetable would be developed for the elections to be held as soon as it was possible. FS confirmed the report provided this timetable and the election process would commence today if it is approved by the Council and the results will be published 1st September 2020.

FS noted that there are 7 Public Governor and 4 Staff Governor positions for election and confirmed the timescale for nominations was the 16th June – 14th July 2020. TB reminded Governors planning on standing for re-election to contact her if they have not received the paperwork for their nomination. TB confirmed that if Governors wait to contact her close to the end date it may not be possible to complete the necessary paperwork in time.

FS highlighted that the Prospective Governor Workshops have been booked. FS confirmed that attempts were made to hold the workshops face-to-face, such as contacting venues to see if bookings were still being received; however, the ongoing Covid-19 situation means the workshops will need to be held virtually. FS confirmed that communications will be undertaken alongside the workshops and suggested Governors could help with this by promoting the elections in their own constituencies.

The Council of Governors received the report and approved the timetable for the Governor Elections.

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040/20 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES

FS presented a report detailing changes to the composition of the Council of Governors and its sub-committees. FS highlighted that due to the temporary reduction in the number of Governors, caused by the election delay; there would be a number of vacancies within the sub-committee membership. FS asked any Governors interested in becoming members of the sub-committees to nominate themselves, but confirmed that one vacancy would be held for each of the sub-committees for any re-elected Governors that may wish to re-join a sub-committee.

FS highlighted that attendance at Council meetings was monitored and reported in the Annual Report. The attendance for 2019/20 was included in the report and FS asked Governors to review and raise any corrections with the Trust Secretary's Office. FS noted the low attendance of some Governors and confirmed this would be followed-up outside the meeting to offer support for future attendance.

The Council of Governors received and noted the report.

041/20 QUALITY VISITS

CJ provided a verbal update. CJ advised that the Quality Visit schedule was currently suspended due to covid-19 restrictions, however, confirmed that the schedule would be re-implemented once restrictions had been lifted and service visits could take place. CJ gave assurance that he would follow-up actions from previous Quality Visits to ensure these have been addressed and provide an update at a future Council meeting.

The Council of Governors received and noted the verbal update.

042/20 LEAD AND DEPUTY LEAD GOVERNOR UPDATE

JJ presented a report that provided an update on activities involving the Lead and Deputy Lead Governors.

JJ highlighted that Trusts in the region were holding more joint meetings during the covid-19 pandemic to ensure a joint approach can be made for STP/ICS in relation to its public accountability and general governance. JJ identified that a number of Trusts in the region hold joint meetings with staff governors, but was unsure if this was something that the Trust should introduce as it may put too much emphasis on a single constituency.

JJ highlighted that the NHS Providers Annual Conference scheduled for the 7th July 2020 has been rescheduled for the 3rd November 2020 at the same location.

JJ thanked the Trust Secretary's Office for its support in establishing virtual meetings and helping Governors to access these.

SS advised that joint meetings were being considered as part of system working and confirmed a paper had been developed in relation to joint working in Hertfordshire and West Essex. PE asked whether this paper could be circulated to Governors. SS confirmed she

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would check to ensure it was not restricted by commercial confidence and circulate if possible.

SS advised that meetings had been held with Staff Governors and these have been considered as constituency meetings, similar to those that are now taking place with all other constituencies. SS confirmed that ML was driving this agenda and that it was useful to receive feedback from Staff Governors. TR confirmed that these meetings had happened and she had found it useful to provide and receive feedback.

The Council of Governors received and noted the report.

Actions:

- 1. Confirm if Hertfordshire & West Essex STP paper is restricted by commercial confidence and circulate to Governors if possible. (SS)**

043/20 ANY OTHER BUSINESS

JW asked when Paul Scott would be starting in post as the new CEO. SS confirmed that the start date was yet to be confirmed, but it was likely Paul Scott will start by the end of September 2020. SS confirmed that Paul Scott has joined some key Trust meetings, has met all the Executive Directors and has fortnightly meetings with SM. SS confirmed that he had also been involved in system meetings to ensure he is prepared for when he takes up his post.

JW asked whether there would be a handover between SM and the new CEO. SS confirmed that SM will be completing a handover with Paul Scott. JW said she hoped that Governors would have a chance to say goodbye to SM and Mark Madden before their retirement. SS confirmed this would happen.

DBa asked that consideration was given for virtual meetings to be used in the future, given the expense and travel time for Governors. DBa felt that this would encourage Governors to attend meetings and improve overall attendance. SS confirmed that the use of virtual meetings will be reviewed as part of reset and it is likely there will be a hybrid of virtual and face-to-face meetings.

MD asked whether papers and details of the Council of Governors Part 1 meeting had been publicised. CJ confirmed the link had been posted on the Trust website for members of the public to access.

044/20 DATE AND TIME OF NEXT MEETING

The next meeting of the Council of Governors will take place 30th September 2020 at 16.30 in TR1, The Lodge, Lodge Approach, Wickford, Essex, SS11 7XX

SS advised that the time and location of the meeting will be reviewed nearer the time dependent on the restrictions that may still be in place.

SS advised that an Extra-Ordinary Council of Governors will take place on the 12th May 2020 at 3pm via Microsoft Teams.

The meeting closed at 16:50

Signed Date

ESSEX PARTNERSHIP UNIVERSITY NHS FT

**Council of Governors Meeting
Action Log (following Part 1 meeting held on 28 May 2020)**

Lead	Initials	Lead	Initials	Lead	Initials
Tina Bixby	TB	Alison Rose-Quirie	ARQ	Nigel Turner	NT
Paula Grayson	PG	Sheila Salmon	SS	Janet Wood	JWd
Chris Jennings	CJ	Faye Swanson	FS		

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
May Pres.	Review criteria for Cyber Security Plus accreditation confirm how it differs from the Essential criteria and circulate to Governors if useful.	JWd	Sep-20	Confirmation provided to Governors that Cyber Security Plus is the same criteria as Cyber Security Essential Accreditation, it is just that an audit is carried out of the Trust. Link provided to the website for more information.	Closed	
May 32/20	Confirm Governor involvement in the Stakeholder Group for the recruitment of the new ECFO.	FS/CJ	Jun-20	Lead Governor invited to participate in the Stakeholder Group on the 16 th June 2020 and has confirmed attendance.	Closed	
May 33/20	Update regarding work undertaken to improve the Freedom to Speak-Up Guardian role to be presented to Council of Governors in 6-months	ARQ	Nov-20		Open	
	Meet with Staff Governors to discuss role and aligning with other staff feedback mechanisms	FS	Jun-20	Meeting held with Staff Governors on the 1 June 2020 and actions agreed for communication during the election and improving the role of staff governor to align with existing staff feedback mechanisms. A Communication Plan is now being developed.	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
May 034/20	Clarify Charitable Funds administrative fee and how much funding has been allocated.	NT	Sep-20	<p>Response provided and circulated to Governors:</p> <ul style="list-style-type: none"> The expenditure on charitable uses was £150,183 during 2019/20, of which £19,489 came from the general fund. The difference relates to expenditure from specific / restricted funds. The general fund at the time of the approving bids for it in October 2019 was £75,038. We received 29 bids totalling £48,591. These were reviewed and £19,489 were successfully funded from the general fund. The balance of the other bids were either funded from specific funds or from the Trust's own exchequer funds. <i>(This update was published in the Chat during the meeting, but may not have been seen by all Govenors).</i> A review of the administrative fee is due to be completed at the next Charitable Funds Committee meeting in June 2020. However, a desktop review was undertaken of administrative charges from the published accounts for EPUT, NEP and SEPT charitable funds. This established that the fees have not changed since at least 2013/14, despite the merger of the two trusts' funds (i.e. the fees charged stayed at the SEPT level, rather than a composite of SEPT / NEP fees – the relative costs of the NEP fund were significantly higher due to its smaller size in value terms). There is an 	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p>element of fixed costs relating to the running of such funds, irrespective of the overall monetary value of the fund(s).</p> <ul style="list-style-type: none"> The fund's annual accounts are normally brought to the November or December board meetings for approval to meet the subsequent 31 January deadline – this is partly due to when the auditors are “free” to complete the audit in late autumn. The level of donations received was £166,161. This compares relatively favourably to the level of charitable expenditure of £150,183. <p>An amended version of the report has been circulated to Governors and is embedded here:</p>  <p>Assurance Report from the Chair of the</p>		
May 035/20	Amend evidence to support Code of Governance section A.5.10 to reflect that the public were not able to join the Board of Directors meeting which took place in March 2020 due to the COVID19 pandemic.	CJ	Jun-20	Evidence amended.	Closed	
	Amend evidence to support Code of Governance in respect of “locality meetings” to reflect the start date of these meetings.	CJ	Jun-20	Evidence amended.	Closed	
	Confirm compliance with the Code of Governance in the Trust Annual Report	FS	Jun-20	Confirmed in the annual report due to be approved 24 th June 2020.	Closed	
May 037/20	CoG Training & Development Committee to consider how the effectiveness of Governors can be evaluated..	PG	Sep-20		Open	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
	Identify training to be provided to individual groups of Governors and add to the Learning & Development Plan	PG / FS	Sep-20		Open	
May 038/20	Circulate the letter relating to services provided to members prior to the Governor Elections	TB	Jun-20	Letter circulated.	Closed	
May 42/20	Confirm if Hertfordshire & West Essex STP paper is restricted by commercial confidence and circulate to Governors if possible	SS	Jun-20		Open	
Feb AOB	Ensure name plates are available at future meetings.	TSO	May-20 Revised to Sep 20	Meetings are currently being held virtually. Nameplates will be available once physical meetings re-start.	Open	

		Agenda Item No: 5(a)			
SUMMARY REPORT	EXTRA-ORDINARY COUNCIL OF GOVERNORS PART 1	12 June 2020			
Report Title:	NHS England/ Improvement Self-Certification Requirements 2019-20 – Conditions T4 and Training of Governors				
Executive/ Non-Executive Lead:	Sally Morris Chief Executive Officer				
Report Author(s):	Susan Barry Head of Assurance				
Report discussed previously at:					
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report		
This report provides the Council of Governors with the opportunity to express a view on the EPUT NHS England/ Improvement Self-Certification for 2019/20 in respect of Licence Condition T4 Corporate Governance Statement and detailed requirement on Training of Governors	Approval	✓
	Discussion	✓
	Information	✓

Recommendations/Action Required
Governors are invited to express their views on the FT4 positive declaration and send comments to the Trust Secretary by 18 June, to be advised to the Board of Directors at its extraordinary meeting on 24 June.

Summary of Key Issues
<ul style="list-style-type: none"> NHS Foundation Trusts are required, under normal circumstances, to make annual self-certifications to NHS Improvement under the NHS Provider Licence, Risk Assessment Framework and the Health and Social Care Act 2012. Three self-certifications are required (applicable to EPUT). It is unclear if the requirement has changed this year as a result of Covid-19 however EPUT has taken the decision to proceed as business as usual in the context of us maintaining our well led and governance arrangements The Board must sign off on self-certification, taking into account the views of Governors. The Council of Governors is not required to approve the self-certification declarations. The Council of Governors has already considered EPUT's proposed self-certification for Licence Condition G6. The Board of Directors; at its meeting in May; subsequently approved making a positive declaration in respect of this requirement. Self-certification is required against FT4 (Corporate Governance Statement) and Governor Training by 30 June 2020 and these are the subject of this report. The Trust has completed a detailed self-assessment against the Corporate Governance Statements and it will be recommended to the Finance & Performance Committee in June 2020 that the Trust is compliant with all of the requirements. Training of Governors is not a licence condition but Section 151(2) of the Health and Social Care Act requires that providers must take steps to secure that the Governors are equipped with the skills and knowledge they require. The CoG approved a statement prepared by Training and Development Committee confirming that Governors have received appropriate training at its meeting 28 May. This will be the basis for recommending that the Board of Directors is able to make a positive declaration.

Relationship to Trust Strategic Objectives	
SO 1: Continuously improve service user experiences and outcomes	✓
SO 2: Achieve top 25% performance	✓
SO 3: Valued system leader focused on integrated solutions	✓

Which of the Trust Values are Being Delivered

1: Open	✓
2: Compassionate	
3: Empowering	

Relationship to the Board Assurance Framework (BAF)

Are any existing risks in the BAF affected?	No
If yes, insert relevant risk	N/A
Do you recommend a new entry to the BAF is made as a result of this report?	No

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

Acronyms/Terms Used in the Report

BAF	Board Assurance Framework	EOSC	Executive Operational Sub Committee
CQC	Care Quality Commission	CEO	Chief Executive Officer
QIA	Quality Impact Assessment	T&D	Training and Development
NHSI	NHS Improvement	CRR	Corporate Risk Register

Supporting Documents and/or Further Reading

None

Lead

Sally Morris Chief Executive Officer

EPUT

**EPUT - NHS England/ Improvement Self-Certification Requirements 2019-20
Licence Condition FT4 (Corporate Governance Statement) and Training of Governors**

1. Purpose of report

This report provides the Council of Governors with the opportunity to comment on EPUT's proposed self-certification declaration against Licence Condition FT4 Corporate Governance Statement.

2. Background

NHS England/ Improvement, under normal circumstances, require NHS Foundation Trust Boards of Directors to undertake an annual self-certification process to confirm whether the governance systems in place meet requirements. It is unclear if the requirement has changed this year as a result of Covid-19 however EPUT has taken the decision to proceed as business as usual in the context of us maintaining our well led and governance arrangements.

The NHS Provider Licence requires three declarations, as follows:

- Condition G6(3) Providers must certify that their board has taken all precautions necessary to comply with the licence, NHS Acts and NHS Constitution – **signed off by the Board in May**
- Condition FT4(8) Providers must certify compliance with required governance standards and objectives – **the subject of this report and to be covered by the June report to Finance and Performance Committee and extraordinary Board**
- Condition CoS7(3) Providers providing commissioner requested services (CRS) must certify that they have a reasonable expectation that the required resources will be available to deliver the designated service – **it is confirmed that this is not applicable to EPUT**

In addition there is a requirement for self-certification in respect of:

- Training of governors – **previously signed off by the Council of Governors and to be covered by the June report to Finance and Performance Committee and Board**

This is NOT a licence condition. Section 151(2) of the Health and Social Care Act requires that providers must take steps to secure that the governors are equipped with the skills and knowledge they require.

The Board must sign off all self-certification, taking into account the views of governors. The Council of Governors is not required to approve the self-certification declarations.

- Boards must, under normal circumstances, sign off on self-certification no later than:
 - **G6/CoS7: 31 May 2020**
 - **FT4 and Governor Training: 30 June 2020**

3. Licence Condition FT4: detailed requirement on Corporate Governance Statement

The Head of Assurance has undertaken a detailed assessment of EPUT's compliance against the Corporate Governance Statements listed in Licence Condition FT4. The self-assessment details evidence of compliance, identifies any potential gaps, risks, or further improvement actions, and confirms compliance with the standards, which are as follows:

1. **The Board is satisfied that EPUT applies those principles, systems and standards of good corporate governance, which reasonably would be regarded as appropriate for a supplier of health care services to the NHS**
2. **The Board has regard to such guidance on good corporate governance as may be issued by NHS Improvement from time to time**
3. **The Board is satisfied that the Trust implements:**
 - 3.1. Effective Board and Committee structures
 - 3.2. Clear responsibilities for its Board, for Committees reporting to the Board and for staff reporting to the Board and those Committees
 - 3.3. Clear reporting lines and accountabilities throughout its organisation
4. **The Board is satisfied that the Trust effectively implements systems and/or processes**
 - 4.1. To ensure compliance with the Licensee's duty to operate efficiently, economically and effectively
 - 4.2. For timely and effective scrutiny and oversight by the Board of the Licensee's operations
 - 4.3. To ensure compliance with health care standards binding on the Licensee including but not restricted to standards specified by the Secretary of State, the Care Quality Commission, the NHS Commissioning Board and statutory regulations of health care professions
 - 4.4. For effective financial decision making, management and control (including but not restricted to appropriate systems and/or processes to ensure the Licensee's ability to continue as a going concern)
 - 4.5. To obtain and disseminate accurate, comprehensive, timely and up-to-date information for Board and Committee decision-making
 - 4.6. To identify and manage (including but not restricted to manage through forward plans) material risks to compliance with the Conditions of its Licence
 - 4.7. To generate and monitor delivery of business plans (including any changes to such plans) and to receive internal and where appropriate external assurance on such plans and their delivery
 - 4.8. To ensure compliance with all applicable legal requirements
5. **The Board is satisfied that the systems and/or processes referred to in paragraph 4 (above) should include but not be restricted to systems and/or processes to ensure:**
 - 5.1. That there is sufficient capability at Board level to provide effective organisational leadership on the quality of care provided
 - 5.2. That the Board's planning and decision-making processes take timely and appropriate account of quality of care considerations
 - 5.3. The collection of accurate, comprehensive, timely and up-to-date information on quality of care
 - 5.4. That the Board receives and takes into account accurate, comprehensive, timely and up to date information on quality of care
 - 5.5. That the Trust, including its Board, actively engages on quality of care with patients, staff and other relevant stakeholders and takes into account as appropriate views and information from these sources
 - 5.6. That there is clear accountability for quality of care throughout the Trust including but not restricted to systems and/or processes for escalating and resolving quality issues including escalating them to the Board where appropriate
6. **The Board is satisfied that there are systems to ensure that the Trust has in place personnel on the Board, reporting to the Board and within the rest of the organisation who are sufficient in number and appropriately qualified to ensure compliance with the conditions of its NHS provider licence**

Recommended Declaration

Following a review for the purposes of Licence Condition FT4(8), the Directors of the Licensee are satisfied, that in the Financial Year most recently ended, the Licensee has complied with required governance arrangements and can meet all requirements

4. Training of Governors – detailed requirement

Whilst this is not a licence condition Section 151(2) of the Health and Social Care Act requires that providers take steps to secure that the Governors are equipped with the skills and knowledge they require. A statement to the effect that the Council of Governors is satisfied that, during the financial

year 2019/20, EPUT has provided the necessary training to its Governors was ratified at its meeting on 28 May 2020.

Recommended Declaration

The Directors of the Licensee are satisfied, that in the Financial Year most recently ended, the Licensee has provided the necessary training to its Governors, as required in S151(5) of the Health and Social Care Act to ensure they are equipped with the skills and knowledge they need to undertake their role

5. Comments from Council of Governors

Governors are invited to express their views on the FT4 declaration and send comments to the Trust Secretary by 18 June, to be advised in writing or verbally to the BOD at its meeting on 24 June.

Report prepared by:

Susan Barry,
Head of Assurance

On behalf of:

Sally Morris,
Chief Executive Officer